

THE BC BUD CORPORATION

**Annual General Meeting
to be held on October 27, 2023**

**Notice of Annual General Meeting
and
Information Circular**

September 20, 2023

THE BC BUD CORPORATION
SUITE 1500-409 GRANVILLE STREET
VANCOUVER, BRITISH COLUMBIA, V6C 1T2

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of THE BC BUD CORPORATION (the “**Company**”) will be held virtually on Friday, October 27, 2023 at 11:00 am (Pacific Time). At the Meeting, the shareholders will receive the financial statements for the year ended February 28, 2023, together with the auditor’s report thereon, and consider resolutions to:

1. set the number of directors of the Company at five;
2. elect directors for the ensuing year;
3. appoint BF Borgers CPA PC as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid; and
4. transact such other business as may properly be put before the Meeting.

The Company has determined to hold the Meeting virtually, as permitted by the *Business Corporations Act* (British Columbia). As a result, there will be no in person attendance at the Meeting, which will be held electronically. Shareholders are urged to vote on the matters before the Meeting by proxy and to listen to the Meeting online. Registered shareholders or proxyholders representing registered shareholders participating in the Meeting virtually will be considered to be present in person at the Meeting for the purposes of determining quorum. Non-registered shareholders who have not duly appointed themselves as a proxyholder will be able to attend the Meeting as a guest, but will not be able to vote at the Meeting.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is Wednesday, September 20, 2023. Only holders of record of common shares of the Company at the close of business on the Record Date will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment or postponement thereof.

Shareholders are entitled to attend and vote at the Meeting in virtually in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (the “**Transfer Agent**”). If a shareholder does not deliver a proxy Computershare Investor Services (Attention: Proxy Department) at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 by 11:00 a.m. (Pacific Time) on Wednesday, October 25, 2023 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. An instrument of proxy may also be voted using a touch-tone telephone at 1-866-732-VOTE (8683). Alternatively, a registered shareholder can complete internet voting by logging on at www.investorvote.com and entering the CONTROL NUMBER located on the address box of the shareholder's instrument of proxy.

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and

any shareholders wishing to view materials that may be presented by the Company's management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference. Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting, shareholders will phone 1 778 907 2071 and enter the Meeting ID and Password noted below.

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link

<https://us02web.zoom.us/j/82561652493?pwd=b1pJWmZOTXh5UUtDc2NIL2NWbi85Zz09>

Meeting ID: 825 6165 2493

Password: 778966

Shareholders will have the option through the application to join the video and audio or simply view and listen.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 20th day of September, 2023.

THE BC BUD CORPORATION

ON BEHALF OF THE BOARD

(signed) "*Brayden Sutton*"

Brayden Sutton
Chief Executive Officer

THE BC BUD CORPORATION
SUITE 1500-409 GRANVILLE STREET
VANCOUVER, BRITISH COLUMBIA, V6C 1T2

INFORMATION CIRCULAR
(as at September 20, 2023 except as otherwise indicated)

SOLICITATION OF PROXIES

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the Management of The BC Bud Corporation (the “**Company**”). The form of proxy which accompanies this Circular (the “**Proxy**”) is for use at the annual general meeting of the shareholders of the Company to be held on Friday, October 27, 2023 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”). The Company will bear the cost of this solicitation. The solicitation will be made by mail but may also be made by telephone.

VIRTUAL MEETING

The Company will be holding its meeting in a virtual only format as permitted by the *Business Corporations Act (British Columbia)*. Shareholders will have an equal opportunity to participate at the Meeting online regardless of geographic location. Registered shareholders and proxyholders will be able to attend the virtual meeting and vote. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as a guest, but will not be able to vote at the Meeting. This is because the Company and its transfer agent, do not have a record of the non-registered shareholders, and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please see “*Appointment and Revocation of Proxy*” below.

The Meeting will be held via the Zoom meeting platform. In order to access the Meeting, shareholders will have two options, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing to view materials that may be presented by the Company’s management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference. Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company’s scrutineer must take steps to verify the identity of registered shareholders using the video features.

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Meeting ID: 825 6165 2493

Password: 778966

Shareholders will have the option through the application to join the video and audio or simply view and listen.

It is the shareholders responsibility to ensure connectivity during the meeting and the Company encourages its shareholders to allow sufficient time to log in to the Meeting before it begins.

APPOINTMENT AND REVOCATION OF PROXY

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person's name in the blank space provided.** The completed Proxy should be delivered to Computershare Investor Services Inc. (the "Transfer Agent") 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 by 11:00 a.m. (Pacific Time) on Thursday, October 13, 2022, or before 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to the Transfer Agent, or by transmitting a revocation by telephonic or internet voting which can be completed at www.investorvote.com, to the Transfer Agent, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting virtually and registering with the scrutineer as a shareholder present in person.

Provisions Relating to Voting of Proxies

The shares represented by Proxy in the form provided to shareholders will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the management of the Company (the "Management") knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold common shares in their own name. Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders who appear on the records

maintained by the Company's registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those common shares will, in all likelihood, not be registered in the shareholder's name. Such common shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such common shares are registered under the name of Cede & Co., the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms. Common shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted or withheld 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.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder 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 common shares are voted at the Meeting. The form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. 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. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form ("**VIF**"), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote common shares directly at the Meeting. Those VIFs must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

Pursuant to the provisions of NI 54-101, the Company is providing the Notice of Meeting, Circular and Proxy or VIF, as applicable, to both registered owners of the securities and non-registered owners of the securities. If you are a non-registered owner, and the Company 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 common shares 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 in the VIF. As a result, if you are a non-registered owner of the securities, you can expect to receive a scannable VIF from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. In addition, internet voting instructions can be found on the VIF. The Transfer Agent will tabulate the results of the VIFs received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the common shares represented by the VIFs they receive.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and accordingly, if the OBO's intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. NI 54-101 allows a Beneficial Shareholder who is a NOBO to submit to the Company or an applicable intermediary any document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. If such a request is received, the Company or an intermediary, as applicable, must arrange, without expenses to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions from the NOBO at least one business day prior to the time by which proxies are to be submitted at the Meeting, with the result that such a written request must be received by 11:00 a.m. (Pacific Time) on the day which is at least three business days prior to the Meeting. **A Beneficial Shareholder who wishes to attend the Meeting and to vote their common shares as proxyholder for the registered shareholder, should enter their own name in the blank space on the VIF or such other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the Transfer Agent, unless specifically stated otherwise.

Financial Statements

The audited financial statements of the Company for the year ended February 28, 2023, together with the auditor's report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date of the accompanying Notice of Meeting, the Company's authorized capital consists of an unlimited number of common shares of which 56,117,232 common shares are issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

Shareholders registered as at September 20, 2023, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, the following persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding common shares of the Company:

Name	Number of Shares ⁽¹⁾	Percentage of Outstanding Common Shares ⁽¹⁾
Brayden R. Sutton	14,955,833	26.65% ⁽²⁾
Marc Lustig	6,400,000	11.40% ⁽³⁾
Thomas Joshua Taylor	10,761,999	19.17% ⁽⁴⁾

- (1) Information as to ownership of the Company's common shares has been taken from the list of registered shareholders maintained by the Company's transfer agent.
- (2) All common shares are held by Mr. Sutton through Sutton Ventures Ltd, a private company controlled by him.
- (3) 950,000 common shares are held by Mr. Lustig directly and 5,450,000 common shares are held by Mr. Lustig through L5 Capital Inc, a private company controlled by him.
- (4) 261,999 common shares are held by Mr. Taylor directly and 10,500,000 common shares are held by Mr. Taylor through TJT Ventures, a private company controlled by him.

ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The number of directors of the Company has been set at five.

Pursuant to the Advance Notice Policy adopted by the board of directors of the Company on April 18, 2013, any additional director nominations for the Meeting must have been received by the Company in compliance with the Advance Notice Policy no later than the close of business on September 27, 2023. As no such nominations were received by the Company prior to such date, management's nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
Brayden R. Sutton⁽²⁾ British Columbia, Canada Chief Executive Officer, President, Chairman of the Board and Director	President of Sutton Ventures Ltd., private consulting company from November 2014 to Present, President and CEO of Sorrento Resources Ltd. from October 2021 to Present; CEO of the Company from February 2020 to Present; CEO of 1933 Industries Inc. from May 2017 to May 2019, Chairman of 1933 Industries from May 2019 to January 2020; Director of Business Development for Aurora Cannabis Inc. from 2015 to 2017;	November 15, 2018	14,955,833 ⁽³⁾
Thomas Joshua Taylor, British Columbia, Canada Director	President of the Company's subsidiary, the BC Bud Holdings Corp. from March 2019 to Present Director of Business Development of 1933 Industries Inc. from October 2018 to May 2020;	August 2, 2019	10,761,999 ⁽⁴⁾
Dayna Lange⁽²⁾ British Columbia, Canada Director	President of Tricanna Industries Inc. from June 2018 to Present, Sole Practitioner, CPA from January 2014 to Present	September 29, 2021	231,250
Justin Chorbajian⁽²⁾ British Columbia, Canada Director	Co-owner of Green Planet Nutrients and Green Planet Wholesale hydroponic shops; Chairman of the Board of Chemistree Technology Inc. from August 2017 to June 2019	September 29, 2021	311,250 ⁽⁵⁾
Brian Taylor British Columbia, Canada Director	Former Mayor of Grand Forks, British Columbia; President, President of Grand Forks Cannabiz Coop from January 2013 to Present;	June 13, 2022	231,250

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) A member of the audit committee.
- (3) All of which Common Shares are held indirectly through Sutton Ventures Ltd, a private company controlled by Mr. Sutton and his spouse.
- (4) Thomas Joshua Taylor holds 261,999 Common Shares directly and 10,500,000 Common Shares are held by Mr. Taylor through TJT Ventures, a private company controlled by him.
- (5) Justin Chorbajian holds 231,250 Common Shares directly and 80,000 Common Shares are held by Mr. Chorbajian indirectly through Evergreen Holding Company Ltd., a private company controlled by him.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

Corporate Cease Trade Orders or Bankruptcies

Except as described below, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular, has been a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Sutton joined the board of Formation Acquisitions Inc. ("**Formation**"), a reporting unlisted issuer, on July 14, 2023. Formation is currently subject to an order issued by the BC (BCSC) and Ontario Securities Commissions (OSC) dated June 6, 2022 ceasing all trading in Formation's securities in connection with the failure to file annual audited financial statements and MD&A for the financial year ended January 31, 2022. Formation has since filed the outstanding financial statements and related continuous disclosure materials and is in the process of seeking a revocation of the cease trade orders in place.

Individual Bankruptcies

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

Penalties or Sanctions

No director or proposed director has, within the ten years prior to the date of this Circular, been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

EXECUTIVE COMPENSATION

Named Executive Officers

For the purpose of this statement of executive compensation:

"CEO" of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“CFO” of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“Executive Officer” of an entity means an individual who is:

- (a) the chair of the Company, if any;
- (b) the vice-chair of the Company, if any;
- (c) the president of the Company;
- (d) a vice-president of the Company in charge of a principal business unit, division or function including sales, finance or production;
- (e) an officer of the Company (or subsidiary, if any) who performs a policy-making function in respect of the Company; or
- (f) any other individual who performs a policy-making function in respect of the Company;

“Named Executive Officers or NEOs” means:

- (a) the CEO of the Company;
- (b) the 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;
- (d) any additional individuals for whom disclosure would have been provided under paragraph (i) above except that the individual was not serving as an executive officer of the Company, nor in a similar capacity, as at the end of the most recently completed financial year end.

As of February 28, 2023, the Company had two “Named Executive Officers”, namely:

- Brayden Sutton, Chief Executive Officer and Director of the Company; and
- Emily Graham, former Chief Financial Officer and Corporate Secretary.

Director and Named Executive Officer Compensation

The following table (presented in accordance with Form 51-102F6V), is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs during the years ended February 28, 2023 and 2022.

Table of compensation excluding compensation securities							
Name and position	Year (ended February 28)	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Brayden Sutton CEO and Director ⁽¹⁾	2023	85,000	Nil	Nil	Nil	Nil	85,000
	2022	60,000	Nil	Nil	Nil	Nil	60,000
Emily Graham, former CFO and Corporate Secretary ⁽²⁾	2023	90,000	Nil	Nil	Nil	Nil	90,000
	2022	22,500	Nil	Nil	Nil	Nil	22,500
Samantha Shorter, former CFO and Corporate Secretary ⁽²⁾	2022	22,500	Nil	Nil	Nil	Nil	22,500
Thomas Joshua Taylor, President Director ⁽³⁾	2023	90,000	Nil	Nil	Nil	Nil	90,000
	2022	90,000	Nil	Nil	Nil	Nil	90,000
Justin Chorbajian, Director ⁽⁴⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Dayna Lange, Director ⁽⁴⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Brian Taylor, Director ⁽⁵⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
Corey Larricq, former Director ⁽⁴⁾	2022	2,000	Nil	Nil	Nil	Nil	2,000

Notes:

- Mr. Sutton was appointed Chief Executive Officer and President on February 14, 2020. Mr. Sutton resigned as President on September 29, 2021.
- Ms. Shorter was appointed Chief Financial Officer on February 14, 2020 and compensation was paid to a company in which Ms. Shorter is a significant shareholder for consulting services provided. Subsequent to the financial year ended December 31, 2020, on September 29, 2021, Ms. Shorter was appointed Corporate Secretary. Ms. Shorter resigned as CFO and Corporate Secretary on December 1, 2021 and Ms. Graham was appointed as Chief Financial Officer and Corporate Secretary of the Company on the same date. Ms. Graham resigned as CFO and Corporate Secretary on March 1, 2023, subsequent to the completion of the February 28, 2023 financial year end, and on the same date Mr. Simon Tso was appointed as Chief Financial Officer and Corporate Secretary.
- Mr. Thomas Joshua Taylor was appointed a director of the Company on August 2, 2019 and as president on September 29, 2021.
- Mr. Larricq was appointed a director of the Company on January 2, 2019. On September 29, 2021, Mr. Larricq resigned as a director and Ms. Dayna Lange and Mr. Justin Chorbajian were appointed as directors.
- Mr. Brian Taylor was appointed as a director of the Company on June 13, 2022.

Subsequent to the year ended February 28, 2023, Simon Tso was appointed as the Chief Financial Officer and Corporate Secretary of the Company on March 1, 2023.

External Management Companies

Except as described below, none of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Mr. Sutton provides his services as CEO of the Company through Sutton Ventures Ltd. Mr. Taylor provides his services as President of the Company through TJT Ventures Ltd.

Ms. Shorter provided her services as CFO of the Company through Red Fern Consulting Ltd., a company of which she is a significant shareholder.

Mr. Simon Tso provides his services as CFO of the Company through Zeus Capital Ltd., a company of which he is a significant shareholder.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each NEO or director by the Company or its subsidiaries during the financial year ended February 28, 2023, for services provided, directly or indirectly to the Company or any of its subsidiaries:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of Issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year ended February 28, 2023 (\$)	Expiry date
Dayna Lange, Director	Common Shares	100,000/ <1%	February 28, 2023	\$00.12	\$0.12	\$0.12	N/A
Justin Chorbajian, Director	Common Shares	100,000/ <1%	February 28, 2023	\$00.12	\$0.12	\$0.12	N/A
Brian Taylor	Options	250,000/11.41%	February 3, 2023	\$0.10	\$0.10	\$0.12	February 3, 2028
	Common Shares	100,000/ <1%	February 28, 2023	\$0.12	\$0.12	\$0.12	N/A

No compensation securities were re-priced, cancelled and replaced, had their term extended, or otherwise materially modified in the Company's financial year ended February 28, 2023.

The following table discloses the total amount of compensation securities held by the NEOs and directors as at February 28, 2023.

Name and Position	Number and Type of Compensation Securities
Brayden Sutton, CEO and Director	Nil
Thomas Joshua Taylor, President and Director	Nil
Dayna Lange, Director	131,250 RSUs and 100,000 Options
Justin Chorbajian, Director	131,250 RSUs and 100,000 Options
Brian Taylor, Director	131,250 RSUs and 250,000 Options

There are no other restrictions or conditions for converting, exercising or exchanging the compensation securities, provided that the Board determined that the RSUs granted above vested over a 24 month period and the remaining outstanding balance above will vest on September 29, 2023.

The following table discloses the exercise of compensation securities by NEOs and directors during the financial year ended February 28, 2023.

Compensation Securities							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price of security or underlying security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on date of exercise (\$)
Dayna Lange, Director	RSUs	131,250	N/A (deemed value of \$0.12)	September 29, 2022	\$0.09	(\$0.03)	\$11,812.50
Justin Chorbajian, Director	RSUs	131,250	N/A (deemed value of \$0.12)	September 29, 2022	\$0.09	(\$0.03)	\$11,812.50
Brian Taylor, Director	RSUs	131,250	N/A (deemed value of \$0.12)	September 29, 2022	\$0.09	(\$0.03)	\$11,812.50

Stock option plans and other incentive plans

Stock option plan

The Stock Option Plan was initially approved by the Shareholders on January 13, 2013 and last approved by the Shareholders on July 29, 2021. The purpose of the Stock Option Plan is to assist the Issuer in attracting, retaining and motivating directors, officers, employees and consultants (together "service providers") of the Issuer and of its affiliates and to closely align the personal interests of such service providers with the interests of the Issuer and its shareholders.

The Stock Option Plan provides that, subject to the requirements of the CSE, the aggregate number of securities reserved for issuance will be 10% of the number of the Common Shares of the Issuer issued and outstanding from time to time.

The Stock Option Plan is administered by the Board of the Issuer, which has full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such service providers of the Issuer and its affiliates, if any, as the Board may from time to time designate. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the Issuer's Common Shares on the CSE, less up to the maximum discount permitted under the CSE's policies. The Stock Option Plan provides that the number of Common Shares issuable on the exercise of options granted to all persons together with all of the Issuer's other previously granted options may not exceed 10% of the Issuer's issued

and outstanding Common Shares. In addition, the number of Common Shares which may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares on a yearly basis. Subject to earlier termination and in the event of dismissal for cause, termination other than for cause or in the event of death, all options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by Will or other testamentary instrument or pursuant to the laws of succession.

Employment, consulting and management agreements

Except as described below, the Company does not have any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

On February 14, 2020, the Company entered into a consulting agreement ("Sutton Agreement") with Sutton Ventures Ltd. The Sutton Agreement, as amended provides that Brayden Sutton will act as Chief Executive Officer for the Issuer for a fee of \$7,500 per month. The Sutton Agreement may be terminated by either party on 60 days' written notice.

The Company also has an arrangement with Thomas Joshua Taylor, through his holding company TJT Ventures Ltd., for the payment of consulting compensation or salary in his role as President at a rate of \$7,500 per month.

On February 15, 2023, the Company entered into a services agreement with Zeus Capital Ltd. (the "Zeus Agreement") for the provision of accounting and financial reporting services, including the services of Simon Tso as Chief Financial Officer of the Company for a fee of \$7,500 per month. The Zeus Agreement may be terminated by either party on 90 days' written notice

Oversight and Description of Director and Named Executive Officer Compensation

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development.

The Company compensates its executive officers based on their skill, qualifications, experience level, level of responsibility involved in their position, the existing stage of development of the Company, the Company's resources, industry practice and regulatory guidelines regarding executive compensation levels.

The Company does not have a formal compensation program. The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; (c) provide a compensation package that is commensurate with other junior venture companies to enable the Issuer to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Issuer is under by virtue of the fact that it is a junior venture company without a history of earnings. The Board, as a whole, ensures that total

compensation paid to all NEOs is fair and reasonable. The Board relies on the education and experience of its members, as officers and directors with other companies, in assessing compensation levels.

Compensation for this fiscal year and prior fiscal years have historically been based upon a negotiated salary, with stock options and bonuses potentially being issued and paid as an incentive for performance.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Issuer's financial resources and prospects.

Pension Disclosure

The Company does not have any pension or retirement plan which is applicable to the NEOs or directors. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year, being February 28, 2023:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by the securityholders	1,840,000	\$0.16	3,163,307
Equity compensation plans not approved by the securityholders	343,750	\$0.21	N/A
Total	2,183,750	-	3,163,307

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITOR

At the Meeting, BF Borgers CPA PC, Certified Public Accountants, located at 5400 W. Cedar Ave, Lakewood, CO, 80226, USA, will be recommended by management and the Board of Directors for re-appointment as auditor of the Company at a remuneration to be fixed by the directors.

Effective May 31, 2023, BF Borgers CPA PC, Certified Public Accountants, was appointed the Company's auditor following the resignation of MNP LLP, Chartered Professional Accountants, on the same date. Smythe was originally appointed as the Company's auditor on September 23, 2022.

Documents respecting the change of auditors were filed under the Company's profile on Canadian System for Electronic Document Analysis and Retrieval (SEDAR) (www.sedar.com) on June 9, 2023. See Schedule "B" – Change of Auditor Reporting Package attached hereto.

The Company's management recommends that the shareholders vote in favour of the appointment of BF Borgers CPA PC, Certified Public Accountants, as the Company's auditor for the ensuing year and grant the Board of Directors the authority to determine the remuneration to be paid to the auditor. Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the appointment of BF Borgers CPA PC, Certified Public Accountants, to act as the Company's auditor until the close of its next annual general meeting and also intend to vote FOR the proposed resolution to authorize the Board of Directors to fix the remuneration to be paid to the auditor.

MANAGEMENT CONTRACTS

Other than as disclosed elsewhere in this Circular, no Management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

AUDIT COMMITTEE

The Company is required to have an audit committee (the “**Audit Committee**”) comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

The Audit Committee over sees the accounting and financial reporting practices and procedures of the Company and the audits of the Company’s financial statements. The principal responsibilities of the Audit Committee include: (i) overseeing the quality, integrity and appropriateness of the internal controls and accounting procedures of the Company, including reviewing the Company’s procedures for internal control with the Company’s auditors and chief financial officer; (ii) reviewing and assessing the quality and integrity of the Company’s internal and external reporting processes, its annual and quarterly financial statements and related management discussion and analysis, and all other material continuous disclosure documents; (iii) establishing separate reviews with management and external auditors of significant changes in procedures or financial and accounting practices, difficulties encountered during auditing, and significant judgments made in management’s preparation of financial statements; (iv) monitoring compliance with legal and regulatory requirements related to financial reporting; (v) reviewing and pre-approving the engagement of the auditor of the Company and independent audit fees; and (vi) assessing the Company’s accounting policies, and considering, approving, and monitoring significant changes in accounting principles and practices recommended by management and the auditor.

Audit Committee Charter

The text of the Audit Committee’s charter is attached as Schedule “A” to this Circular.

Composition of Audit Committee and Independence

The members of the Audit Committee are Brayden Sutton, Dayna Lange and Justin Chorbajian, of whom Ms. Lange and Mr. Chorbajian are considered independent and Mr. Sutton is not considered independent as a result of his relationship as CEO of the Company. Ms. Lange is serving as chair of the audit committee. All members of the Audit Committee are considered to be financially literate.

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment.

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

Relevant Education and Experience

The education and experience of each member of the Audit Committee relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;

- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting, are as follows:

Brayden R. Sutton

Brayden Sutton is the Chief Executive Officer and a Director of the Issuer. Formerly President and CEO of 1933 Industries Inc., Mr. Sutton operates a wholly-owned merchant bank and has deployed over \$100 million dollars into the cannabis sector dating back to 2013. As well, he co-founded and served as the Executive Vice President for Supreme Pharmaceuticals, now called The Supreme Cannabis Company Inc., and in 2015 became Director of Business Development for Aurora Cannabis Inc. Mr. Sutton is also the founder of Cannabis Health Sciences Inc. and the Cannabis Health Journal, which made its debut in 1999.

Dayna Lange

Dayna Lange is a founding partner, the Managing Director, Chief Financial Officer and Chair of the Board of Tricanna Industries Inc., a Standard Processor in the cannabis industry, located in Mission, British Columbia. Previous to Tricanna, Ms. Lange spent the last 15 years working as a public practice accountant. She obtained her Chartered Accounting designation in 2009 and went on to complete her In Depth Tax Course with the BC Institute of Chartered Accountants. Ms. Lange is a Chartered Professional Accountant.

Justin Chorbajian

Mr. Justin Chorbajian is the co-owner of the largest chain of privately owned hydroponic shops in Canada and has operated in the retail market for over 20 years, including co-creating Green Plant Nutrients and Green Planet Wholesale. Mr. Chorbajian is also a frequent contributor on 'Growing Exposed' a leading video series on cannabis cultivation.

Each of Messrs. Sutton and Chorbajian and Ms. Lange have an understanding of financial reporting requirements respecting financial statements sufficient enough to enable them to discharge their duties as members of the audit committee.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Audit Committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

Audit Fees

The following table sets forth the fees paid by the Company and its subsidiaries to its external auditors, for services rendered for the financial years ended February 28, 2023 and 2022:

	<u>February 28, 2023</u>	<u>February 28, 2022</u>
	(\$)	(\$)
Audit fees ⁽¹⁾	72,540	31,378
Audit related fees ⁽²⁾	4,000	7,974
Tax fees ⁽³⁾	5,000	Nil
All other fees ⁽⁴⁾	Nil	Nil
Total	<u>81,540</u>	<u>39,352</u>

Notes:

- (1) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (2) "Audited related fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit fees" above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax fees" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All other fees" include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

Exemption in Section 6.1

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore such

guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders of the Company. Corporate governance also takes into account the role of the individual members of management appointed by the Board who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Composition of the Board

The Board facilitates its exercise of independent supervision over management by ensuring that the Board is composed of a majority of independent directors. Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. The Board has five directors, three of which are considered to be independent. Mr. Chorbajian, Mr. Brian Taylor and Ms. Lange are considered to be independent directors for the purposes of NI 58-101 and Mr. Sutton and Mr. Thomas Joshua Taylor are not considered to be independent due to their relationships as a senior officers of the Company.

The Board of the Company facilitates its exercise of supervision over Company's management through frequent meetings of the Board.

Mandate of the Board

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company’s business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company’s internal control and management information systems.

The Board sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting shareholders’ interests and ensuring that the incentives of the shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Company’s business including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company’s business.

The Board also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board is responsible for selecting the President and appointing senior management and for monitoring their performance

Directorships

The following is a list of each director of the Company who is also a director of other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction as of the date of this information circular:

<u>Name of director</u>	<u>Other reporting issuer</u>
Brayden Sutton	Sorrento Resources Ltd.
Thomas Joshua Taylor	Sorrento Resources Ltd.
Justin Chorbajian	Levitee Labs Inc.

Position Descriptions

The Board has not developed written position descriptions for the chair or the chair of any board committees or for the CEO. Given the size of the Company's infrastructure and the existence of only a small number of officers, the Board does not feel that it is necessary at this time to formalize position descriptions in order to delineate their respective responsibilities.

Orientation and Continuing Education

The Board's practice is to recruit for the Board only persons with experience in business and public company matters and with a good general understanding of the cannabis business. Prospective new board members are provided a reasonably detailed level of background information, verbal and documentary, on the Issuer's affairs and plans prior to obtaining their consent to act as a director.

The Board provides training to its directors as needed, to ensure that the Board is complying with current legislative and business requirements.

Ethical Business Conduct

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of the Company's operations, and the small number of officers and consultants, allow the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it may formulate and implement a formal Code of Business Conduct and Ethics.

Nomination of Directors

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

The Board identifies new candidates for board nomination by an informal process of discussion and consensus-building on the need for additional directors, the specific attributes being sought, likely prospects, and timing. Prospective directors are not approached until consensus is reached.

The Company has adopted advance notice provisions within the Articles of the Company (the “Advance Notice Provisions”).

The Advance Notice Provisions are intended to facilitate an orderly and efficient annual and/or special meeting process and ensure that all shareholders receive adequate notice and information about director nominees. The Advance Notice Provisions provide a clear process for shareholders to follow to nominate directors, and sets out a reasonable time for nominee submissions to be considered.

The Advance Notice Provisions fix a deadline by which holders of record of the Company’s common shares must submit director nominations to the Company prior to any annual or special meeting of shareholders, and sets out the information that a shareholder must include in such notice to the Company. In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days nor more than 65 days prior to the date of the annual meeting, unless the annual meeting is to be held less than 50 days after the meeting was first announced, in which case notice may be made no later than the close of business on the 10th day after the announcement. In the case of a special meeting of the shareholders, notice to the Company must be made no later than the close of business on the 15th day following public announcement of the date of the special meeting.

Compensation

The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director of the Company. As well, the number of options to be granted is determined by the Board as a whole, which allows any independent directors to have input into compensation decisions. At this time, the Company does not believe its size and limited scope of operations requires a formal compensation committee.

Assessments

The Board annually reviews its own performance and effectiveness as well as the effectiveness and performance of its committees. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board monitors the adequacy of information given to directors, communication between Board and Management and the strategic direction and processes of the Board and its committees.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

Other Board Committees

At the present time, the only standing committee is the Audit Committee. The written charter of the Audit Committee, as required by NI 52-110, is contained in Schedule "A" to this Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

General Matters

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Financial information about the Company is provided in the Company's audited annual financial statements for the year ended February 28, 2023, which is available on the Company's SEDAR profile at www.sedar.com. Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company at 778-619-2122.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 20th day of September, 2023.

ON BEHALF OF THE BOARD

(signed) "*Brayden Sutton*"

Brayden Sutton
Chief Executive Officer

THE BC BUD CORPORATION

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Issuer to regulatory authorities and shareholders, the Issuer's systems of internal controls regarding finance and accounting and the Issuer's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Issuer's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Issuer's financial reporting and internal control system and review the Issuer's financial statements.
- Review and appraise the performance of the Issuer's external auditors.
- Provide an open avenue of communication among the Issuer's auditors, financial and senior management and the Board.

Composition

The Committee will be composed of three directors from the Board, the majority of whom are not employees or senior officers of the Issuer.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Issuer's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Issuer's financial statements.

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

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

- (a) Review and update this Charter annually.
- (b) Review the Issuer's financial statements, MD&A and any annual and interim earnings, press releases before the Issuer publicly discloses this information and any reports or other financial information (including quarterly

financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

(c) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Issuer.

(d) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Issuer, consistent with Independence Standards Board Standard 1.

(e) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(f) Take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors.

(g) Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(h) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Issuer's accounting principles, internal controls and the completeness and accuracy of the Issuer's financial statements.

(i) Review and approve the Issuer's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Issuer.

(j) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(k) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Issuer's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

(i) the aggregate amount of all such non-audit services provided to the Issuer constitutes not more than five percent of the total amount of revenues paid by the Issuer to its external auditors during the fiscal year in which the non-audit services are provided;

(ii) such services were not recognized by the Issuer at the time of the engagement to be non-audit services; and

(iii) such services are promptly brought to the attention of the Committee by the Issuer and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

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

Financial Reporting Processes

(a) In consultation with the external auditors, review with management the integrity of the Issuer's financial reporting process, both internal and external.

- (b) Consider the external auditors' judgments about the quality and appropriateness of the Issuer's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Issuer's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Issuer of concerns regarding questionable accounting or auditing matters.

THE BC BUD CORPORATION

Schedule "B"
Change Of Auditor Reporting Package

Summary of Contents:

Notice of the Change of Auditor dated June 6, 2023

Letter from former auditor, MNP LLP, Chartered Professional Accountants

Letter from successor auditor, Borgers CPA PC, Certified Public Accountants

**NOTICE OF CHANGE OF AUDITOR
(NATIONAL INSTRUMENT 51-102)**

To: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

And To: MNP LLP, Chartered Professional Accountant
("MNP")

And to: BF Borgers CPA PC, Certified Public Accountants
("Borgers")

In accordance with section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI51-102") the Audit Committee and the Board of Directors of The BC Bud Corporation ("**the Company**"), hereby provide notice that MNP has resigned as the Company's auditor effective May 31, 2023 (the "Resignation") and the Directors of the Company have subsequently appointed Borgers as the successive auditor.

In accordance with NI 51-102, we confirm that:

- (a) At the request of the Company, MNP was asked to resign as auditor of the Company to facilitate the appointment of Borgers effective as of May 31, 2023;
- (b) MNP has not issued any audit reports on the Company's financial statements as they were appointed as auditors on September 23, 2022;
- (c) The resignation of MNP and appointment of Borgers as the auditor of the Company was considered and approved by the audit committee and the board of directors of the Company;
- (d) In the opinion of the board of directors of the Company no reportable events (as defined in section 7(e) of NI 51-102) has occurred in connection with the audits of the two most recently completed fiscal years of the Company, nor any period from the most recently completed period for which an audit report in respect of the Company and the date of this notice; and
- (e) This notice, the resignation of MNP and the consent of Borgers has been reviewed by the audit committee and the board of directors of the Company

DATED at Vancouver, this 6th day of June, 2023

THE BC BUD CORPORATION

"Brayden Sutton"

Brayden Sutton

Chief Executive Officer & Director

June 8, 2023

TO: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

Dear Sirs/Madams:

Re: The BC Bud Corporation (the “Company”)

Pursuant to National Instrument 51-102 Continuous Disclosure Obligations, we have reviewed the information contained in the Notice of Change of Auditor of the Company dated June 6, 2023 (“the Notice”) and, based on our knowledge of such information at this time, we agree with the statements made in the Notice pertaining to our firm. We advise that we have no basis to agree or disagree with the comments in the Notice relating to BF Borgers CPA PC.



Yours very truly,
Chartered Professional Accountants
Vancouver, BC

June 9, 2023

**Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission
Canadian Securities Exchange**

Re: The BC Bud Corporation

Ladies and Gentleman:

We have reviewed the information contained in the Change of Auditor Notice of The BC Bud Corporation dated June 6, 2023 (the "Notice"), which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102. Based on our Knowledge as of the date hereof, we agree with the statements contained in the Notice. We have no basis to agree or disagree with the comments in the Notice relating to MNP LLP, Chartered Professional Accountant.

Sincerely,

BF Borgers CPA PC

**BF Borgers CPA PC
Certified Public Accountants
Licensed Public Accountants
Lakewood, CO**