
GLENBRIAR TECHNOLOGIES INC.



**NOTICE OF ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS**

and

MANAGEMENT PROXY CIRCULAR

with respect to the

Annual General and Special Meeting of Shareholders

to be held on April 14, 2021

GLENBRIAR TECHNOLOGIES INC.

**NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD
April 14, 2021**

TO THE SHAREHOLDERS OF GLENBRIAR TECHNOLOGIES INC.

Notice is hereby given that the annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of Glenbriar Technologies Inc. (the "**Company**") will be held at 1500 - 850 2nd Street SW, Calgary, AB T2P 0R8 via Zoom on April 14, 2021 at 1:30 p.m. (Calgary time) for the following purposes ("**Notice of Meeting**"):

1. to receive and consider the financial statements of the Company for the year ended September 30, 2020 and the auditor's report thereon;
2. to fix the number of directors to be elected at the Meeting at three (3);
3. to elect directors of the Company for the ensuing year;
4. to appoint Baker Tilly WM LLP (formerly Wolrige Mahon Collins Barrow LLP) as the auditors of the Company for the ensuing year and to authorize the directors to fix the auditors' remuneration as such;
5. to consider and, if thought advisable, pass a special resolution approving the consolidation of the Common Shares at a ratio of up to five (5) pre-consolidation Common Shares to one (1) post-consolidation Common Share ("**Consolidation**") as outlined in the management information circular of the Company dated March 11, 2021 (the "**Information Circular**");
6. to consider, and if thought fit, pass a special resolution approving the change of name of the Company from Glenbriar Technologies Inc. to Love Pharma Inc. as outlined in the Information Circular;
7. to consider and, if deemed appropriate, to approve, with or without variation, a special resolution to approve the making of an application to the Registrar of Corporations under the *Business Corporations Act* (Alberta) (the "**ABCA**") and to the Register of Companies under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") to move the Corporation from the jurisdiction of Alberta to British Columbia; and
8. to transact such further and other business as may be properly brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Information Circular.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is January 28, 2021 (the "**Record Date**"). Shareholders of the Company whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of its Common Shares after such date and the transferee of those shares establishes that the transferee owns the shares and requests, by 4:30 p.m. (Calgary time) not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common shares at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are

requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be returned to the Company's registrar and transfer agent, Reliable Stock Transfer Inc., not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment thereof.

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for such Shareholder and on such Shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

The video conference information will be provided to Shareholders by press release at a later date.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a Shareholder should be delivered to Dentons Canada LLP, Attention: D. Richard Skeith, 850 2nd Street SW, 15th Floor Bankers Court, Calgary, Alberta, T2P 0R8, facsimile (403) 268-3100 or email at rick.skeith@dentons.com.

DATED at Calgary, Alberta this 11th day of March, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Doug Taylor"

Doug Taylor

Chief Executive Officer and Director

GLENBRIAR TECHNOLOGIES INC.

**MANAGEMENT PROXY CIRCULAR
for the Annual General and Special Meeting of Shareholders
to be Held on April 14, 2021**

This Management Proxy Circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Glenbriar Technologies Inc. (the “**Company**” or “**Glenbriar**”) for use at the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of the Company, to be held at 1500 - 850 2nd Street SW, Calgary, AB T2P 0R8 via Zoom on April 14, 2021 at 1:30 p.m. (Calgary time) for the purposes set forth in the accompanying Notice of Meeting.

The video conference information will be provided to Shareholders by press release at a later date.

Unless otherwise stated, the information contained in this Information Circular is given as at January 28, 2021.

The Meeting

The Meeting will be held on April 14, 2021 at 1:30 p.m. (Mountain Time) at 1500, 850 2nd Street SW, Calgary, Alberta via Zoom, for the purposes set forth in the Notice of Meeting that accompanies this Information Circular. In addition to considering the annual business of Glenbriar, Glenbriar Shareholders will be asked at the Meeting to consider, and if deemed advisable, to approve certain special business including certain shareholder resolutions authorizing the Continuance, the Consolidation and the Name Change.

GENERAL PROXY INFORMATION

Solicitation of Proxies

This Information Circular is provided in connection with the solicitation of proxies by the management of Glenbriar for use at the upcoming annual general and special meeting of the Glenbriar Shareholders of the Company to be held on April 14, 2021, at the time and place and for the purposes set out in the accompanying Notice. The solicitation will be made by mail and may also be supplemented by telephone or other personal contact to be made without special compensation by directors, officers and employees of the Company. The Company will bear the cost of this solicitation. The Company will not reimburse shareholders, nominees or agents for any costs incurred in obtaining authorization from their principals to execute forms of proxy.

General Meeting Requirements

As at the date hereof, there are 211,037,508 Common Shares issued and outstanding of the Company. Each outstanding Common Share is entitled to one vote on any ballot at the Meeting. The Glenbriar Board has fixed the record date for the Meeting at the close of business on January 28, 2021 (the “**Record Date**”). The Company will prepare, as of the Record Date, a list of Shareholders entitled to receive the Notice of Meeting and showing the number of Common Shares held by each such Shareholder. Each Shareholder named in the list is entitled to vote the Common Shares shown opposite such Shareholder's name at the Meeting except to the extent that such holder transfers ownership of the Common Shares after the Record Date, in which case the transferee shall be entitled to vote such Common Shares upon establishing ownership and requesting, by 4:30 p.m. (Mountain Daylight Time) not later than 10 days before the Meeting, to be included in the list of Shareholders entitled to vote at the Meeting.

A quorum for the transaction of business at the Meeting shall be present if two Shareholders holding in the aggregate ten (10%) percent of the Common Shares entitled to vote at the Meeting are present in person or represented by proxy.

Appointment of Proxies

Registered Glenbriar Shareholders may vote their Glenbriar Shares by attending the Meeting in person via Zoom or by completing the enclosed proxy. Those Shareholders who desire to be represented at the Meeting by proxy must deposit their proxy with Dentons Canada LLP, Attention: D. Richard Skeith, 850 2nd Street SW, 15th Floor Bankers Court, Calgary, Alberta, T2P 0R8, facsimile (403) 268-3100 or email at rick.skeith@dentons.com not later than 48 hours (excluding Saturdays, Sundays and holidays) before the day of the Meeting, or adjournment or adjournments thereof. A proxy must be executed by the Shareholder or his or her attorney authorized in writing, or if the Shareholder is a Company, under its seal by an officer or attorney thereof duly authorized.

The persons named in the accompanying proxy are directors and officers of the Company. **A Shareholder has the right to appoint a person or company (who need not be a Shareholder) to attend and act on such Shareholder's behalf at the Meeting other than the persons named in the proxy.** To exercise this right, the Shareholder must strike out the name of the persons named in the proxy and insert the name of his or her nominee in the space provided or complete another appropriate form of proxy and, in either case, deposit the proxy with the Company at the place and within the time specified above for deposit of proxies.

Persons Making the Solicitation

The solicitation is made on behalf of the management of the Company. The costs incurred in the preparation and mailing of the Instrument of Proxy, Notice of Meeting and this Information Circular will be borne by the Company. In addition to solicitation by mail, proxies may be solicited by personal interviews, telephone or by other means of communication and by directors and officers of the Company, who will not be specifically remunerated therefore. While no arrangements have been made to date by the Company, the Company may contract for the distribution and solicitation of proxies for the Meeting. The costs incurred by the Company in soliciting proxies will be paid by the Company.

Exercise of Discretion by Proxy

The Common Shares represented by the Instrument of Proxy enclosed with this Notice of Meeting and Information Circular will be voted in accordance with the instructions of the Shareholder. **In the event that no specification is made, the Common Shares will be voted in favour of the matters set forth in the proxy.** If any amendments or variations are proposed at the Meeting or any adjournment thereof to matters set forth in the proxy and described in the accompanying Notice of Meeting and this Information Circular, or if any other matters properly come before the Meeting or any adjournment thereof, the proxy confers upon the Shareholder's nominee discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting the proxy at the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments or variations or other matters to come before the Meeting.

Revocation of Proxies

A Shareholder who has given a proxy has the power to revoke it. If a person who has given a proxy attends personally at the Meeting at which the proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing signed by the Shareholder or its attorney authorized in writing, or, if the Shareholder is a Company, under its corporate seal and signed by a duly authorized officer or attorney for the Company, and deposited at the registered office of the Company at any time up to and including the last day (other than Saturdays, Sundays and holidays) preceding the day of the Meeting at which the proxy is to be used,

or any adjournment or adjournments thereof, or with the chairman of the Meeting on the day of the Meeting, or on the day of any adjournment thereof, prior to the commencement of the Meeting.

Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to many Glenbriar Shareholders, as a substantial number of Glenbriar Shareholders do not hold Glenbriar Shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder’s name on the records of the Company. 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 CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of the Company do not know for whose benefit the shares registered in the name of CDS & Co. are held.

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

This Information Circular and accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders. The Company does not send proxy-related materials directly to Beneficial Shareholders and is not relying on the notice-and-access provisions of securities laws for delivery to either registered or Beneficial Shareholders. The Company will deliver proxy-related materials to nominees, custodians and fiduciaries and they will be asked to promptly forward them to Beneficial Shareholders. If you are a Beneficial Shareholder your nominee should send you a voting instruction form or proxy form along with this Information Circular - Proxy Statement.

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 or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Voting Securities and Principal Holders of Voting Securities

The authorized share capital of the Company consists of an unlimited number of Glenbriar Shares and an unlimited number of preferred shares (“**Preferred Shares**”), all without nominal or par value. As at

the date hereof, there are 211,037, 508 Glenbriar Shares and no Preferred Shares issued and outstanding. Each Common Share is entitled to one vote at the Meeting.

Only shareholders of record at the close of business on January 28, 2021, the Record Date for the Meeting, who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described herein, will be entitled to vote or to have their Common Shares voted at the Meeting.

To the best of the Company's knowledge and based on existing information, as at the date hereof, there are no persons who own, control or direct, directly or indirectly, more than 10% of the outstanding Common Shares of the Company.

Corporate Governance Disclosure

Set forth below is a description of the Company's current corporate governance practices, as prescribed by Form 58-101F2, which is attached to National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. The requirements of Form 58-101F2 are set out below in italics.

The Board

Disclose how the board of directors (the board) facilitates its exercise of independent supervision over management including (i) the identity of the directors that are independent, and (ii) the identity of directors who are not independent, and the basis for that determination

The Glenbriar Board presently has three directors, two of whom are independent. The definition of independence used by Glenbriar is that used by the Canadian Securities Administrators, which is set out in section 1.4 of National Instrument 52-110 – *Audit Committees* ("**NI 51-110**"). A director is independent if he has no direct or indirect material relationship to the Company. A "material relationship" is a relationship which could, in the view of the Glenbriar Board, be reasonably expected to interfere with the exercise of the director's independent judgment. Certain types of relationships are by their very nature considered to be material relationships and are specified in section 1.4 of NI 51-110.

Mr. Tommasi is an independent director of Glenbriar. Mr. Taylor is not an independent director as Mr. Taylor is an executive officer of the Company.

As a majority of the members of the Board are independent, the Board believes it can function independently of management. If determined necessary or appropriate, at the end of or during each meeting of the Board or the committees thereof, the members of management of the Company and the non-independent directors of the Company who are present at such meeting may be asked to leave the meeting in order for the independent directors to meet. In addition, other meetings of the independent directors may be held from time to time if required.

Directorships

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

Other than as set out below, none of the directors of the Company are presently directors of other reporting issuers.

Name	Name of Reporting Issuer	Name of Trading Market	Position	From	To
Mark Tommasi	Zadar Ventures Ltd.	TSXV	Director (Chairman)	April 2010	Present
	Strategic Resources Inc.	TSXV	President, CEO and Director	October 2014	April 2019
	Caprice Business Development Canada Inc.	Not yet Listed	Director	March 2019	Present
Zachary Stadnyk	Kiaro Holdings Inc.	TSXV	Director	July 3, 2018	Present
	Health Logic Interactive	TSXV	Director	Nov 30, 2020	Present
	Thoughtful Brands Inc.	CSE	Director	April 29, 2019	Present

Orientation and Continuing Education

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

While the Company does not currently have a formal orientation and education program for new recruits to the Board, the Company has historically provided such orientation and education on an informal basis. As new directors join the Board, management will provide these individuals with corporate policies, historical information about the Company, as well as information on the Company's performance and its strategic plan with an outline of the general duties and responsibilities entailed in carrying out their duties. The Board believes that these procedures will prove to be a practical and effective approach in light of the Company's particular circumstances, including the size of the Company, limited changes to members of the Board and the experience and expertise of the members of the Board.

Ethical Business Conduct

Describe what steps the Board takes to encourage and promote a culture of ethical business conduct.

The Board has adopted a code of business conduct for directors and officers of the Company. Directors and officers will be required to understand the code of business conduct.

Describe what steps, if any, are taken to identify new candidates for Board nomination, including: (i) who identifies new candidates; and (ii) the process of identifying new candidates.

Pursuant to their mandate, the Board has the responsibility of recruiting and recommending new members to the Board. It is expected that any new candidates will be identified having regard to: (i) the competence and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competence and skills that the Board considers each existing director to possess; (iii) the competencies and skills that each new nominee will bring to the boardroom; and (iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board. The Board reviews on a periodic basis the composition of the Board to ensure that an appropriate number of independent directors sit on the Board, and analyze the needs of the Board and recommend nominees who meet such needs.

Compensation

Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including: (i) who determines compensation; and (ii) the process of determining compensation.

The Board is responsible for: (i) evaluating senior management; and (ii) developing appropriate compensation policies for the senior management and directors of the Company. In setting the compensation, the Board annually reviews the performance of the officers and senior management in light of the Company's objectives and considers other factors that may have impacted the Company's success in achieving its objectives. No salary or bonuses have been paid to any directors or officers of the Company. Senior management bills time to the Company through personally held consulting companies.

Other Board Committees

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

The Board does not have any standing committees other than the Audit Committee.

Assessments

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

The Board makes annual assessments regarding the effectiveness of the Board itself, committees and individual directors in fulfilling their responsibilities.

Audit Disclosure

The Audit Committee of the Board is a committee established for the purpose of overseeing the accounting and financial reporting process of the company and annual external audits of the financial statements. The Audit Committee has set out its responsibilities and composition requirements in fulfilling its oversight in relation to the company's internal accounting standards and practises, financial information, accounting systems and procedures.

Audit Committee Members

Mark Tommasi and Douglas Taylor are the members of the Audit Committee. Mr. Tommasi is an independent director, while Mr. Taylor, as Chief Executive Officer and President of the Company is not independent. All members of the Audit Committee are financially literate, and their qualifications and experience are as follows:

Name and Municipality of Residence	Independent	Financially literate	Relevant Education and Experience
Mark Tommasi Vancouver, Canada	Yes	Yes	Mr. Tommasi has over 20 years of experience in corporate development, equity, private equity and venture capital financing, IPO's and private placements, marketing, investor relations and board and committee activities. Mr. Tommasi has served as a Senior officer, director, financier or consultant for 16 public and private companies (agriculture, technology, junior exploration and oil and gas) in both the United States and Canada. As a result, he is considered to be "financially literate".

Name and Municipality of Residence	Independent	Financially literate	Relevant Education and Experience
Douglas Taylor Vancouver, Canada	No	Yes	Mr. Taylor has over 30 years extensive experience in managing projects, facilities and services in the public sector. His work included community engagement, strategic planning, business planning and implementation for a wide range of recreation facilities and services. Implementation included budgeting, financial planning, audits, human resources, and project management. His degree included two levels of managerial accounting.

External Auditor Fees

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services; however, as provided for in NI 52-110 the Audit Committee must pre-approve all non-audit services to be provided to the Company by its external auditors, unless otherwise permitted by NI 52-110.

Audit Service Fees

The following table discloses fees billed to the Company for the last two fiscal years by the Company's independent auditors, Baker Tilly WM LLP.

Type of Service Provided	2020	2019
	Baker Tilly WM LLP	Baker Tilly WM LLP
Audit Fees⁽¹⁾	\$18,000	\$12,810
Audit-Related Fees⁽²⁾	\$669.60	\$6,000
Tax Fees⁽³⁾	\$933.48	\$5,205
All Other Fees⁽⁴⁾	\$0	\$0
Total	\$19,603.08	\$24,015

Notes

- (1) "Audit Fees" include fees necessary to perform the annual audit and a quarterly review of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services 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 fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. 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 all other non-audit services.
- (5) Collins Barrow Calgary LLP resigned as auditor of the Company, at the request of the Board, on August 28, 2018 and was succeeded by Wolrige Mahon Collins Barrow LLP (currently Baker Tilly WM LLP).

Exemptions

The Company relies on section 6.1 of Multilateral Instrument 52-110 – *Audit Committees*.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-based Awards

The Company did not have any share-based awards outstanding at the end of the most recently completed financial year.

Stock Options and other Compensation Securities – Values Exercised During the Year

There were no option-based awards exercised during the year ended September 30, 2020 by any NEOs or Directors of the Company.

Pension Plan Benefits

The Company does not have a pension plan or similar benefit program.

Termination and Change of Control Benefits

There are currently no contracts, agreements, plans or arrangements in place for any of the NEOs that provide for payments to an NEO following or in connection with any termination, resignation, retirement, change in control of Glenbriar or a change in an NEO's responsibility.

Director Compensation

No other compensation has been provided to Directors of the Company except for that which is disclosed under the section "*Summary Compensation Tables*".

Indebtedness of Directors and Executive Officers

As at the date of this Information Circular there is no indebtedness outstanding by directors, executive officers or employees or former directors, executive officers of employees of the Company to the Company or any of its subsidiaries.

Instruments Designed to Hedge Market Risk

As at the date of this Information Circular, NEOs and directors are not restricted from purchasing financial instruments designed to hedge against decreases in the market value of equity securities granted as compensation, or held directly or indirectly, by the NEO or director.

Other Matters

Additional information on Glenbriar is available on the internet on SEDAR at www.sedar.com. Financial information is provided in Glenbriar's financial statements and management discussion and analysis which are available under Glenbriar's profile on SEDAR at www.sedar.com. The audited financial statements for the year ending September 30, 2020 together with the auditor's report will be presented at the Meeting. You may request copies of Glenbriar's financial statements and management discussion and analysis by directly contacting Douglas Taylor, CEO and President of the Company, at 604-782-9956.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

At the Meeting, Glenbriar Shareholders will receive and consider the financial statements of the Company for the financial year ended September 30, 2020 and the auditors' report thereon. No vote by the Glenbriar Shareholders with respect thereto is required or proposed to be taken. Copies of these financial

statements have been mailed to the Shareholders and are filed and available under Glenbriar's profile on SEDAR at www.sedar.com.

Fixing the Number of Directors

At the Meeting, Shareholders will be asked to fix the number of directors for the present time at three (3), as may be adjusted between shareholders' meetings by way of resolution of the Board. Accordingly, unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of fixing the number of directors to be elected at the Meeting at three (3).

The Glenbriar Board unanimously recommends that Glenbriar Shareholders vote FOR the resolution setting the number of directors at three (3). Unless otherwise directed, it is the intention of the persons designated in the accompanying proxy to vote in favour of the ordinary resolution setting the number of directors at three (3).

Election of Directors

At the Meeting, Shareholders will be asked to elect the proposed directors set forth below to hold office until the next annual meeting or until their successors are elected or appointed. There are presently three (3) directors of the Company, each of whom retires from office at the Meeting. Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of the election as directors of each of the nominees hereinafter set forth to hold office until the next annual meeting, or until their successors are elected or appointed:

Douglas Taylor
Mark Tommasi
Zachary Stadnyk

The Glenbriar Board unanimously recommends that Glenbriar Shareholders vote FOR the nominees set forth above. Management does not contemplate that any of the nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed below before the Meeting, management will exercise discretion to vote the proxy for the election of any other person or persons as directors.

The names and places of residence of the persons either nominated for or presently holding office as directors, the number of Common Shares beneficially owned, controlled or directed, directly or indirectly, the period served as director and the principal occupation during the last five years of each are as follows:

Name and Place of Residence	Number of Common Shares Beneficially Owned or Controlled, Directly or Indirectly⁽²⁾	Director Since⁽³⁾	Principal Occupation for Past Five Years
Douglas Taylor ⁽¹⁾ <i>Chief Executive Officer, President and Director (Chairman)</i> Vancouver, Canada	2,188,000	March 9, 2018	Supervisor of Recreation Services City of Vancouver, CEO of Glenbriar Technologies Inc.
Mark Tommasi ⁽¹⁾	800,000	December 28, 2018	Independent Businessman

Name and Place of Residence	Number of Common Shares Beneficially Owned or Controlled, Directly or Indirectly ⁽²⁾	Director Since ⁽³⁾	Principal Occupation for Past Five Years
<i>Director</i> Vancouver, Canada			
Zachary Stadnyk <i>Director, CEO</i> Vancouver, Canada	nil	proposed	Independent Businessman

Notes

- (1) Member of the Audit Committee.
- (2) As of the date hereof, in aggregate, the directors of the Company, as a group, hold no options or warrants to purchase nil Common Shares.
- (3) The Company's directors will hold office until the next annual general meeting of the Company's shareholders or until each director's successor is appointed or elected pursuant to the ABCA.

The above information, including information as to common shares beneficially owned, has been provided by the respective directors individually.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company's executive officers and directors, no proposed director: (i) is, or has been in the last 10 years, a director, chief executive officer or chief financial officer of an issuer (including the Company) that, (a) while that person was acting in that capacity was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days, (b) was subject to an event that occurred while that person was acting in the capacity of director, chief executive officer or chief financial officer, which resulted, after that person ceased to be a director, chief executive officer or chief financial officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (c) while that person was acting in the capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; (ii) has, within the last 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromises with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets; or (iii) has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director. In addition, no proposed director of the Company has, within the 10 years before the date of this document, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold its assets.

Appointment of Auditors

At the Meeting, Glenbriar Shareholders will be asked to appoint the firm of Baker Tilly WM LLP (formerly Wolrige Mahon Collins Barrow LLP), to serve as auditors of the Company until the next annual meeting of the Shareholders and to authorize the directors to fix their remuneration as such.

An ordinary resolution requires the approval of a simple majority (50% plus one vote) of the votes cast by those Glenbriar Shareholders who, being entitled to, vote in person or by proxy at a Meeting.

The Glenbriar Board unanimously recommends that Glenbriar Shareholders vote FOR the resolution approving the appointment of the auditors of Glenbriar. Unless otherwise directed, it is the intention of the persons designated in the accompanying form of proxy to vote in favour of the ordinary resolution to approve the appointment of the auditors of Glenbriar.

Special Business

General

In addition to considering the annual business of Glenbriar at the Meeting, Glenbriar shareholders will be asked at the Meeting to approve, among other things, certain special resolutions authoring the Continuance, the Consolidation and the Name Change as further set out herein.

At the Meeting, the Glenbriar Shareholders will be asked to consider, and if thought advisable, approve and adopt a special resolution authorizing the Consolidation of all issued and outstanding Glenbriar Shares on an up to 5:1 basis pursuant to section 173(1)(f) of the ABCA and the articles of Glenbriar. If the board determines that it is in the best interest of the Company, it may move to consolidate the issued and outstanding Shares. The Consolidation ratio will be the same for all such Glenbriar Shares and will affect all Glenbriar Shareholders uniformly and will not affect any Glenbriar Shareholder's percentage ownership interest, except to the extent that the Consolidation would otherwise result in any Glenbriar Shareholder owning a fractional Glenbriar Share. In the event a Glenbriar Shareholder would be entitled to receive a fractional Glenbriar Share after the Consolidation, each fractional Glenbriar Share will be rounded down to the next nearest whole number of Glenbriar Shares.

At the Meeting, the Glenbriar Shareholders will be asked to consider, and if thought advisable, to approve the following special resolution to approve the Consolidation:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The consolidation (the **“Consolidation”**) of the issued and outstanding common shares (the **“Common Shares”**) in the share capital of Glenbriar Technologies Inc. (the **“Company”**) at a ratio of up to five (5) pre-consolidation Common Shares to one (1) post-consolidation Common Share, as outlined in the management information circular of the Company dated March 11, 2021, and in accordance with this resolution, is hereby authorized and approved.
2. No fractional Common Shares shall be issued in connection with the Consolidation. Where the Consolidation would otherwise result in a shareholder of the Company being entitled to a fractional Common Share, the number of post Consolidation Common Shares issued to such shareholder shall be rounded down to the nearest whole number of Common Shares. In calculating such fractional interests, all Common Shares held by a beneficial holder shall be aggregated.
3. Any one director or officer be and is hereby authorized, upon the board of directors resolving to give effect to this resolution, to take all necessary acts and proceedings, to execute and deliver and file any and all applications, declarations, documents and other instruments and to do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to the provisions of this resolution.

4. Notwithstanding the approval of the shareholders of the Company as herein provided, the board of directors of the Company may, in its sole discretion, revoke this resolution before it is acted upon, without further approval of the shareholders of the Company.”

The Glenbriar Board unanimously recommends that Shareholders vote FOR the resolution approving the Consolidation.

Unless otherwise directed, it is the intention of the persons designated in the accompanying form of proxy to vote in favour of the special resolution to approve the Consolidation. In order to be effective, the special resolution to approve the Consolidation must be passed by not less than 66²/₃% of the votes cast by Glenbriar Shareholders who vote in respect of this special resolution.

Upon completion of the Consolidation, the number of Glenbriar Shares outstanding will be so adjusted on Glenbriar’s central securities register maintained by the Transfer Agent, and Registered Glenbriar Shareholders will receive a share certificate or a statement prepared by the Transfer Agent pursuant to its direct registration system (a “**DRS Advice Statement**”) evidencing the post Consolidation Glenbriar Shares to which such Glenbriar Shareholder is entitled to. Beneficial Glenbriar Shareholders holding their Glenbriar Shares through an Intermediary should note that such banks, brokers or other nominees may have various procedures for processing the Consolidation. Beneficial Glenbriar Shareholders will not receive a share certificate or DRS Advice Statement from the Transfer Agent upon completion from the Consolidation. If a Beneficial Glenbriar Shareholder has any questions in this regard, such Beneficial Glenbriar Shareholder is encouraged to contact its nominee.

Notwithstanding if the approvals for the Consolidation are received, Glenbriar may determine not to proceed with the Consolidation at the discretion of the Glenbriar Board.

Approval of the Name Change

At the Meeting, the Glenbriar Shareholders will be asked to consider, and if thought advisable, approve and adopt a special resolution authorizing an amendment to Glenbriar’s notice of articles pursuant to section 173(1)(a) of the ABCA to effect the change of name of Glenbriar to “Love Pharma Inc.” or such other name as the Glenbriar Board determines is appropriate (subject to CSE approval).

At the Meeting, Glenbriar Shareholders will be asked to consider, and if thought advisable, to approve the following special resolution to approve the Name Change:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The name of Glenbriar Technologies Inc. (the “**Company**”) be changed to “Love Pharma Inc.”, or such other name as the directors of the Company determine is appropriate (the “**Name Change**”).
2. The amendment to the notice of articles of the Company to reflect the Name Change is hereby authorized and approved.
3. Any one director or officer be and is hereby authorized, upon the board of directors resolving to give effect to this resolution, to take all necessary acts and proceedings, to execute and deliver and file any and all applications, declarations, documents and other instruments and to do all such other acts and things (whether under corporate seal of the Company or otherwise), including the filing with the Service Alberta of the Articles of Amendment, or other necessary documentation to amend the Company’s articles, that may be necessary or desirable to give effect to the provisions of this resolution.
4. Notwithstanding the foregoing, the Name Change pursuant to this resolution shall not be effective until such time as a Notice of Alteration has been filed on behalf of the company with the Registrar of Companies and has taken effect.

5. Notwithstanding the approval of the shareholders of the Company as herein provided, the board of directors of the Company may, in its sole discretion, revoke this resolution before it is acted upon, without further approval of the shareholders of the Company.”

The Glenbriar Board unanimously recommends that Shareholders vote FOR the resolution approving the Name Change.

Unless otherwise directed, it is the intention of the persons designated in the accompanying form of proxy to vote in favour of the special resolution to approve the Name Change. In order to be effective, the special resolution to approve the Name Change must be passed by not less than 66 2/3% of the votes cast by Glenbriar Shareholders who vote in respect of this special resolution.

Notwithstanding if the approvals for the Name Change are received, Glenbriar may determine not to proceed with the Name Change at the discretion of the Glenbriar Board.

Continuance of Company into the Province of British Columbia

The Shareholders will be asked to consider, and, if deemed advisable, to approve, with or without variation, the Continuance Resolution, the full text of which is set forth below, to approve the making of an application to the AB Registrar and to the BC Registrar to continue the Corporation from the jurisdiction of Alberta pursuant to the ABCA, and to continue the Corporation into the jurisdiction of British Columbia pursuant to the BCBCA.

The Continuance Resolution must be approved by at least 66% of the votes cast at the Meeting by the Shareholders in person or by proxy.

The ABCA and BCBCA permit the Corporation to continue under the BCBCA with the authority of a special resolution, the consent of the AB Registrar and upon complying with certain procedures and filing certain forms. A registered Shareholder has the right to dissent to the Continuance Resolution. See “*Dissent Rights*” below for a description of the right of dissent under the ABCA in connection with the proposed Continuance. Upon the Continuance, the Corporation will be treated as if it has been incorporated under the BCBCA.

If the Shareholders approve the Continuance, the articles of continuance (the “**Articles of Continuance**”) attached hereto as Appendix B will be filed with the Registrar subsequent to the Meeting. If the Continuance Resolution is approved at the Meeting and the Continuance becomes effective, the Corporation will adopt articles (similar in nature to by-laws under the ABCA) in order to better govern its administration. The Board believes it to be in the best interests of the Corporation to adopt a standard set of articles similar to those used by public companies organized under the BCBCA. The Board has conditionally approved such articles, (the “**BC Articles**”) attached as Appendix C to this Circular, which will come into effect upon the completion of the Continuance.

Continuance of the Corporation under the BCBCA will not affect the application of securities laws, regulations, rules and policies that presently apply to the Corporation. Subject to the factors set out below under “*Changes to Bylaws*” and “*Comparison of Shareholder Rights*”, the rights of Shareholders following the proposed Continuance will be substantially similar to those under the Articles and By-laws of the Corporation and the ABCA. As of the effective date of the Continuance, the Corporation’s legal domicile will be the Province of British Columbia, and the Corporation will no longer be subject to the provisions of the ABCA. By operation of law under the Province of British Columbia, as of the effective date of the Continuance, all of the assets, property, rights, liabilities and obligations of the Corporation immediately prior to the Continuance will continue to be the assets, property, rights, liabilities and obligations of the Corporation after the Continuance.

The foregoing description of the consequences of the Continuance, as well as the sections of this Circular titled “*Changes to By-laws*” and “*Comparison of Shareholder Rights*”, are

qualified in their entirety by the provisions of the BCBCA, the ABCA, the Articles, the By-laws, the Articles of Continuance and the BC Articles, and are not an exhaustive analysis of the consequences of the Continuance. No part of this Management Proxy Circular is intended to be, nor should any of the disclosure herein be construed as, legal advice to Shareholders. Shareholders should consult with their own legal advisors with respect to the consequences of the proposed Continuance, including the adoption of the BC Articles by the Corporation.

The Board may determine not to proceed with the Continuance at any time before or after the holding of the Meeting but prior to the issuance of a Certificate of Continuance, without further action on the part of Shareholders.

The Board unanimously recommends that Shareholders vote in favour of the following resolution.

“BE IT RESOLVED THAT:

1. any one director or officer of the Corporation be and is hereby authorized and directed to submit an application to the Alberta corporate registrar in accordance with section 189 of the ABCA for a letter of approval authorizing the continuance of the Corporation into British Columbia;
2. any one director or officer of the Corporation be and is hereby authorized and directed to submit an application to the British Columbia corporate registrar in accordance with section 302 of the BCBCA for continuation of the Corporation into British Columbia;
3. upon receipt of a certificate of continuation from the British Columbia corporate registrar (“**Certificate of Continuance**”), any one director or officer of the Corporation be and is hereby authorized and directed to provide notice to the Alberta corporate registrar that the Corporation has been continued under the laws of the Province of British Columbia;
4. subject to the issuance of a Certificate of Continuation and a certificate of discontinuance from the Alberta corporate registrar and without affecting the validity of the Corporation and the existence of the Corporation by or under its articles of amalgamation (the “**Articles**”) and its by-laws (the “**By-laws**”) and any acts done thereunder, effective upon the issuance of the Certificate of Continuation, the articles of continuance (the “**Articles of Continuance**”) attached to the management information circular of the Corporation dated August 29, 2018 (the “**Circular**”) as Appendix B and the articles of the Corporation (the “**BC Articles**”) attached to the Circular as Appendix C are hereby confirmed and approved and the Articles and By-laws shall be replaced in their entirety by the Articles of Continuance and the BC Articles;
5. the directors of the Corporation may abandon the application for continuance under the BCBCA authorized by this special resolution without further approval of the shareholders at any time prior to the continuance becoming effective; and
6. any one director or officer of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to the foregoing special resolutions, including, without limitation, the execution and filing of the Articles of Continuance and all documents and forms required pursuant to the BCBCA, such performance or execution and delivery thereof to be conclusive evidence of such authority and approval.”

Changes to By-laws

The following is a comparison of the material differences that exist between By-laws and Articles as compared to the BC Articles and is not an exhaustive analysis of the consequences of the Continuance. Shareholders should consult with their legal advisors.

Additional Provisions

Many provisions found in the BC Articles are not found in the By-laws because such provisions are duplicative of the provisions included in the ABCA. Adopting these provisions as part of the BC Articles is typical for corporations incorporated under the BCBCA.

Provisions Not Applicable to Public Companies

Various provisions of the BC Articles will only be applicable in the event the Corporation is a private company, and are therefore not applicable at this time.

Further Information

For further information regarding the similarities and differences between the BC Articles and the Articles and Bylaws, Shareholders should consult their legal advisors and refer to the BC Articles and the Articles and By-laws, copies of which will be available at the Corporation's registered office, during normal business hours up to and including the date of the Meeting.

Comparison of Shareholder Rights

If the Continuance is approved and completed, the Corporation will be governed by the BCBCA instead of the ABCA. While the rights of shareholders under the BCBCA are broadly similar to those under the ABCA, there are a number of variations in detail. The following is a summary of certain similarities and differences between the BCBCA and the ABCA on matters pertaining to shareholder rights and is not an exhaustive analysis of the consequences of the Continuance. Shareholders should consult with their legal advisors.

Ability to Set Necessary Levels of Shareholder Consent

BCBCA: a company, in its articles, can establish levels for various shareholder approvals (other than those prescribed by the BCBCA). The percentage of votes required for a special resolution, referred to as a "special majority", can be specified in the articles and may be no less than two-thirds and no more than three-quarters of the votes cast.

ABCA: there is no flexibility on shareholder approvals, which are either ordinary resolutions passed by a majority of the votes cast or, where prescribed by the ABCA, are special resolutions passed by not less than two-thirds of the votes cast.

Sale of Assets

BCBCA: the directors of a company may dispose of all or substantially all of the business or undertakings of the company (a) if it is in the ordinary course of the company's business, or (b) with shareholder approval authorized by a special resolution. A special resolution requires approval by a "special majority", which is specified in a company's articles, and is at least two-thirds and not more than three-quarters of the votes cast by those shareholders voting in person or by proxy at a meeting of the shareholders.

ABCA: requires the approval of the holders of two-thirds of the shares of a company represented at a duly called meeting to approve a sale, lease or exchange of all or substantially all of the company's property. Each share of the company carries the right to vote in respect of a sale, lease or exchange of all or substantially all of the property of a company whether or not the share otherwise carries the right to vote. Holders of shares of a class or series can vote separately only if that class or series is affected by the sale, lease or exchange in a manner different from the shares of another class or series.

Amendments to the Charter Documents

BCBCA: changes to a company's articles will be effected by the type of resolution specified by the BCBCA, or, if not specified by the BCBCA, then the type of resolution specified in the articles of the company which, for many changes, including change of name or alterations to the articles, could provide for approval solely by a resolution of the directors. In the absence of specific guidance by the BCBCA or the articles, most corporate alterations will require a special resolution. Changes to the special rights and restrictions attached to issued shares requires, in addition to any resolution provided for by the articles, consent by a special resolution of the holders of the class or series of shares affected. A proposed amalgamation or continuance of a company out of the jurisdiction requires a special resolution as described above.

ABCA: substantive changes to the charter documents of a company require a resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the change. Where certain specified rights of the holders of a class of shares are affected differently by the change than the rights of the holders of other classes of shares, a resolution passed by not less than two-thirds of the votes cast by the holders of all of the shares of a company, whether or not they carry the right to vote, and a special resolution of each class, or series, as the case may be, even if such class or series is not otherwise entitled to vote is required to approve the change. A resolution to amalgamate an ABCA company requires a special resolution passed by the holders of each class of shares or series of shares, whether or not such shares otherwise carry the right to vote, if such class or series of shares are affected differently.

Rights of Dissent and Appraisal

BCBCA: registered shareholders who dissent on certain actions being taken by a company may exercise a right of dissent and require the company to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is applicable where the company proposes to pass: (a) a resolution to alter the articles to change restrictions on the company's powers or on the business it is permitted to carry on; (b) a resolution to adopt an amalgamation agreement; (c) a resolution to approve an amalgamation into a foreign jurisdiction; (d) a resolution to approve an arrangement, the terms of which arrangement permit dissent; (e) a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertakings; (f) a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia; and (g) any other resolution, if dissent is authorized by the resolution, or where any court order permits dissent.

ABCA: provides that registered shareholders who dissent on certain actions being taken by a company may exercise a right of dissent and require the company to purchase the shares held by such shareholders at the fair value of such shares. This dissent right is available where a company proposes to: (a) amend its articles to add, change or remove any provision restricting or constraining the issue or transfer of any class of shares; (b) amend its articles to add, change or remove any restrictions on business or businesses that the company may carry on; (c) amend its articles to add or remove an express statement establishing the unlimited liability of shareholders; (d) enter into certain statutory amalgamations; (e) continue out of the jurisdiction; and (f) sell, lease or exchange all or substantially all of its property.

Oppression Remedies

BCBCA: a shareholder, including a beneficial owner of a share of a company, or any other person whom the court considers to be an appropriate person to make an application, has the right to apply to court on the grounds that: (a) the affairs of the company are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant; or (b) some act of the company has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant. On such an application, the court may make such order as it sees fit including an order to prohibit any act proposed by the company.

ABCA: a shareholder, former shareholder, director, former director, officer, former officer or a creditor of a company or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy, may apply to a court for an order to rectify the matters complained of where in respect of a company or any of its affiliates any act or omission of a company or its affiliates effects a result, the business or affairs of a company or its affiliates are or have been carried on or conducted in a manner, or the powers of the directors of the company or any of its affiliates are or have been exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interest of, any security holder, creditor, director or officer.

Shareholder Derivative Actions

BCBCA: a shareholder, including a beneficial shareholder or a director of a company may, with leave of the court, prosecute a legal proceeding in the name and on behalf of the company to enforce a right, duty or obligation owed to the company that could be enforced by the company itself or to obtain damages for any breach of such a right, duty or obligation. An applicant may also, with leave of the court, defend a legal proceeding brought against a company.

ABCA: a broader right to bring a derivative action is contained in the ABCA and this right extends to a shareholder, former shareholder, director, former director, officer, former officer or a creditor of a company or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to make an application to court to bring a derivative action. In addition, the ABCA permits derivative actions to be commenced or intervened in the name and on behalf of a company or any of its subsidiaries.

Requisition of Meetings

BCBCA: provides that one or more shareholders of a company holding not less than 5% of the issued voting shares of the company may give notice to the directors requiring them to call and hold a general meeting which meeting must be held within four months. If the directors do not call a meeting within 21 days of receiving the requisition, the requisitioning shareholders, or any one or more requisitioning shareholders holding in the aggregate more than 2.5% of the issued voting shares of the company, may call the meeting.

ABCA: permits the holders of not less than 5% of the issued shares that carry the right to vote at a meeting to require the directors to call and hold a meeting of the shareholders of the company for the purposes stated in such holders' requisition. If the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

Place of Meetings

BCBCA: requires all meetings of shareholders to be held in British Columbia unless (a) the company's articles provide for a location outside the province, (b) the location is approved by the type of resolution required by the articles for such purpose or, if no type of resolution is specified in the articles, by ordinary resolution of the shareholders, or (c) approved in writing by the British Columbia Registrar of Companies before the meeting is held.

ABCA: provides that a meeting of shareholders may be held outside Alberta where the articles so provide or where all shareholders entitled to vote at such a meeting so agree.

Directors

BCBCA: provides no residency requirements for directors of a company incorporated under the BCBCA. The BCBCA provides that a public company must have at least three directors. A director may be removed by a special resolution or, if the articles otherwise provide that a director may be removed by a resolution of the shareholders passed by less than a special majority or may be removed by some other method, by the resolution or method specified.

ABCA: at least one-quarter of directors of a company incorporated under the ABCA must be resident Canadians. The ABCA provides that a distributing company must have not less than three directors, at least two of whom are not officers or employees. Under the ABCA, a director may be removed by an ordinary resolution of the shareholders.

Quorum

BCBCA: the quorum is the quorum established by the articles or if no quorum is established, it is two shareholders entitled to vote at the meeting whether present in person or represented by proxy.

ABCA: unless the by-laws otherwise provide, a quorum of shareholders is present at a meeting of shareholders, irrespective of the number of persons actually present at the meeting, if the holder or holders of a majority of the shares entitled to vote at the meeting are present in person or represented by proxy. If a company has only one shareholder, or only one holder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting.

Dividends

BCBCA: a company may pay dividends to its shareholders by shares, warrants or money, unless the company is insolvent or the payment of the dividends would render the company insolvent.

ABCA: a company may not pay dividends if the company is, or would after the payment be, unable to pay its liabilities as they become due, or the realizable value of the company's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes.

Further Information

For further information regarding the similarities and differences between the BCBCA and the ABCA, Shareholders should consult their legal advisors and refer to the BCBCA and the ABCA, copies of which will be available at the Corporation's registered office, during normal business hours up to and including the date of the Meeting.

Dissent Rights In Respect of the Continuance

Pursuant to section 191 of the ABCA, registered Shareholders have the right to dissent with respect to the Continuance Resolution and, if the Continuance becomes effective, to be paid the fair value of their shares of the Corporation in accordance with the provisions of section 191 of the ABCA. A registered Shareholder wishing to exercise its right to dissent with respect to the Continuance must send to a written objection to the Continuance Resolution and such written objection must be received by the Corporation c/o its legal counsel, Dentons Canada LLP, at 1500, 850 – 2nd Street S.W., Calgary, Alberta T2P 0R8, Attention: Rick Skeith by 7:00 a.m. (Calgary time) on April 12, 2021 (or such other date that is two business days immediately preceding the date of the Meeting as it may be adjourned or postponed from time to time).

Failure to strictly comply with the requirements set forth in section 191 of the ABCA, may result in the loss of any right to dissent. Persons who are beneficial owners of Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of Shares are entitled to dissent. Accordingly, a beneficial owner of Shares desiring to exercise this right must make arrangements for the Shares beneficially owned by such Shareholder to be registered in the Shareholder's name prior to the time the written objection to the Continuance Resolution is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of such Shares to dissent on the Shareholder's behalf. It is strongly suggested that a Shareholder considering dissent seeks independent legal advice, as the failure to comply strictly with the provisions of the ABCA may prejudice such Shareholder's right to dissent. Further, a Shareholder considering

dissent should consult with a tax advisor with respect to the income tax consequences to them of such action. A vote against the Continuance Resolution or an abstention shall not constitute the required written objection. Shareholders who have voted in favour of the Continuance Resolution, in person or by proxy, shall not be accorded the right to dissent.

Interests of Certain Persons in Matters to be Acted Upon

Management of the Company is not aware of any material interest of any director or nominee for director, or senior officer or anyone who has held office as such since the beginning of the Company's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors and as disclosed herein.

Conflicts, if any, will be subject to the procedures and remedies available under ABCA. The ABCA provides that, in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the ABCA.

Interests of Informed Persons in Material Transactions

There were no material interests, direct or indirect, of directors or executive officers of the Company, any Shareholder who beneficially owns, controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares, or any other "Informed Person" (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) or any known associate or affiliate of such persons, in any transaction since the commencement of the last completed financial year of the Company or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

Other Matters Coming Before the Meeting

Management of the Company knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matter properly comes before the Meeting, the forms of proxy furnished by the Company will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

Executive Compensation

The following disclosure of executive compensation is made in accordance with the requirements of NI 51-102. Disclosure is required to be made for Glenbriar's CEO, CFO and three most highly compensated executive officers. As of the date of this Information Circular, Glenbriar has 2 directors, being Douglas Taylor and Mark Tommasi, and two executive officers, being Douglas Taylor, as Chief Executive Officer and President, Tatiana Kovaleva as Chief Financial Officer. See "*Summary Compensation Tables*" below.

Compensation Governance

Glenbriar does not have a formal compensation committee. The directors consider and determine all compensation matters in respect of the Company's officers and directors. The Board's mandate with respect to compensation includes evaluating senior management and developing appropriate compensation policies for the senior management and directors of the Company, including the Named Executive Officers (as defined below) which are identified in the "*Summary Compensation Table*" below. The duties and responsibilities of the Board with respect to compensation are further described in this

Information Circular under the heading “*Corporate Governance Disclosure - Compensation*”. Mark Tommasi is “independent” for the purposes of National Instrument 58-201 – *Corporate Governance Guidelines* (“**NI 58-201**”). Mr. Douglas Taylor is not “independent” for the purposes of NI 58-201, as he is an executive officer of the Company.

The Issuer may grant incentive stock options to purchase Common Shares from time to time and as authorized by the directors of the Issuer. As of September 30, 2020, no options have been issued.

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus ⁽¹⁾ (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Douglas Taylor ⁽¹⁾ Chief Executive Officer	2019	\$50,000	0	0	0	0	0
Tatiana Kovaleva ⁽²⁾ Chief Financial Officer	2019	\$12,000	0	0	0	0	0

Compensation Discussion and Analysis

Executive Compensation Principles

Glenbriar’s compensation program is based on the principle that compensation should be aligned with the objectives and vision of the Company and the Shareholders’ interests. Senior management recognizes that the Company’s corporate performance is dependent upon retaining highly trained, experienced and committed directors, executive officers and employees who have the necessary skill sets, education, experience and personal qualities required to manage our business. Glenbriar’s program also recognizes that the various components thereof must be sufficiently flexible to adapt to unexpected developments in the technology industry and the impact of internal and market-related occurrences from time to time.

Glenbriar’s executive compensation program is comprised of the following principal components: (a) base salary; (b) short-term incentive compensation comprised of discretionary cash and/or share bonuses; and (c) long-term incentive compensation comprised of share options. See “*Incentive Plans*”. The objective of our compensation arrangements is to compensate the executive officers for their services at a level that is both in line with our fiscal resources and competitive with companies at a similar stage of development.

The Company’s compensation program is primarily designed to reward performance and, accordingly, the performance of both the Company, as well as the individual performance of executive officers during the year in question, is examined by the Board in conjunction with setting executive compensation packages. The Board does not set specific performance objectives in assessing the performance of the Chief Executive Officer and President, and Chief Financial Officer; rather the Board uses its experience and judgment in determining overall compensation. Some of the factors looked at by the Board in assessing the performance of the Company and its executive officers are as follows: (a) project development milestones; (b) capital costs on a share price basis; and (c) the Company’s performance for all of the above relative to its goals and objectives and in relation to the performance of its industry peer group. The Board does not rely on any formal objectives, criteria or analyses in the determination of executive compensation.

Elements of our Executive Compensation Program

Base Salaries

The base salary component is intended to provide a fixed level of competitive pay that reflects each executive officer's primary duties and responsibilities. The annualized amount of such billings is comparable with the compensation of executive officers of other members of our peer group. It also provides a foundation upon which performance based incentive compensation elements are assessed and established. Senior management bills time to the Company on a per diem basis through personally held consulting corporations.

Short-Term Incentive Compensation - Cash Bonuses

In addition to base salaries, the Company has the discretion to issue bonuses, upon recommendation of management to executive officers. Bonuses do not make up a consistent portion of the Company's compensation strategy due to its current stage of development and case position. The Company may also from time-to-time issue share bonuses in certain circumstances.

Long Term Incentive Compensation – Stock options

The allocation of stock options and the terms designed in those options are an integral component of the compensation package of the senior officers of the Company. The Company has a stock option plan in place for the purpose of providing stock options to the officers. The Board believes that the grant of options to the executive officers and share ownership by such officers serves to motivate achievement of the Company's long-term strategic objectives and the result will benefit all shareholders of the Company. In addition, stock options are awarded to employees of the Company by the Board based upon the recommendation of the Chief Executive Officer, who bases his decision upon the level of responsibility and contribution of the individuals toward the Company's goals and objectives. Also, the Board considers the overall number of stock options that are outstanding relative to the number of outstanding common shares of the Company in determining whether to make any new grants of stock options and the size of such grants. The granting of these specific options is reviewed by the Board for approval. The Company uses the Black Scholes model in establishing the fair value of option grants

Compensation Policy Risk

The Board has considered the implications of the risks associated with the Company's compensation policies and practices and has determined that there are no significant areas of risk because of the discretionary nature of such policies and practices.

However, as elements of the discretionary compensation of the executive officers, such as the bonus plan, may be based, at least partially, on the performance of the Company over the short term such policies may cause executive officers to make decisions favouring the short term results of the Company rather than making decisions based on the best interests of the Company over the long term. The ability of the Board to consider other factors such as personal contributions to corporate performance and non-financial, non-production or non-reserves based elements of corporate performance allows the Board to consider whether executive officers have attempted to bolster short-term results at the expense of the long-term success of the Company in determining executive compensation. Accordingly, the Board does not believe that any risks relating to compensation policies are likely to have a material adverse effect on the Company.

Summary

The Company's compensation policies have allowed the Company to attract and retain a team of motivated professionals and support staff working towards the common goal of enhancing Shareholder value. The Board will continue to review compensation policies to ensure that they are consistent with the performance of the Company.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-based Awards

The Company did not have any share-based awards outstanding at the end of the most recently completed financial year.

Stock Options and other Compensation Securities – Values Exercised During the Year

There were no option-based awards exercised during the year ended September 30, 2020 by any NEOs or Directors of the Company.

Pension Plan Benefits

The Company does not have a pension plan or similar benefit program.

Termination and Change of Control Benefits

There are currently no contracts, agreements, plans or arrangements in place for any of the Named Executive Officers that provide for payments to an NEO following or in connection with any termination, resignation, retirement, change in control of Glenbriar or a change in an NEO's responsibility.

Director Compensation

No compensation was paid to directors during the relevant time periods.

Indebtedness of Directors and Executive Officers

As at the date of this Information Circular there is no indebtedness outstanding by directors, executive officers or employees or former directors, executive officers of employees of the Company to the Company or any of its subsidiaries.

Instruments Designed to Hedge Market Decreases

As at the date of this Information Circular, NEOs and directors are not restricted from purchasing financial instruments designed to hedge against decreases in the market value of equity securities granted as compensation, or held directly or indirectly, by the NEO or director.

Stock Option Plans

The Company has an incentive stock option plan (the "**Plan**") pursuant to which the Board may, from time to time, grant options to directors, officers, employees and consultants of the Company. The number of Common Shares granted under each option and the vesting terms thereof are at the discretion of the Board after discussion with management. Options granted under the Plan must have a term of no more than five years from the date of grant. The exercise price of each option granted under the Plan is in the discretion of the Board, provided that the exercise price cannot be below the closing price of the Common Shares on the last trading day before the date of grant. Any outstanding options granted under the Plan expire on a date not exceeding 90 days following the date that the holder ceases to be an officer, director, employee or consultant of the Company, as the case may be, except in the case of death in which case the options expire one year from the date of death. Options granted under the Plan are non-assignable and non-transferable. Outstanding options granted under the Plan may be adjusted in certain events, as to exercise price (subject to disinterested shareholder approval prior to any reduction to the exercise price if the affected optionee is an insider (as defined in the *Securities Act* (Alberta)) of the Company at the time of the proposed amendment) and number of Common Shares, to prevent dilution or enlargement. The number of Common Shares that may be optioned under the Plan is limited to 10% of the outstanding Common Shares from time to time; provided, that any one participant under the Plan shall not be entitled to receive options to acquire an aggregate of greater than 5% (2% in the case of consultants) of the

outstanding Common Shares in any 12 month period. The CEO determines and the Board of Directors approves the number of options granted as part of each recipient's overall compensation.

Employment, Consulting and Management Agreements

The services of certain executives may be provided by way of management contracts. There are currently no change of control agreements in place with any officer or director.

Pension Disclosure

The Company has no pension plan obligations nor any pension plans in place.

.

.