

CANADIAN NEXUS TEAM VENTURES CORP. - INVESTMENT POLICY AND PROCEDURES

The Company's investment objectives are to seek investment opportunities in early-stage to mid-level emerging growth companies to achieve an acceptable rate of return by focusing on opportunities with attractive risk to reward profiles. Investments by the Company will be made in accordance with and are otherwise subject to the Company's Investment policy (the "**Investment Policy**"), which may be amended from time to time at the sole discretion of the Company without shareholder approval unless required by applicable laws or the policies of the Canadian Securities Exchange (or any other stock exchange as the Company's securities may then be traded on). The key elements of the Investment Policy are summarized and included below.

Investment Objectives

The principal investment objectives of the Company will be as follows:

- to seek high return investment opportunities by investing directly in equity and convertible securities of public and private companies through a range of investment instruments, though debt investments are also possible;
- to assist in early stage projects by providing financial support;
- to identify early stage opportunities with attractive risk/reward ratios;
- to preserve its capital and limit the downside risk of its capital;
- to achieve a reasonable rate of capital appreciation;
- to minimize the risk associated with investments in securities; and
- to seek liquidity in its investments.

In effect, the Company plans to operate as an incubator and provide capital and consultations to early stage to mid-level emerging growth companies. Each investment is expected to be somewhat unique and will likely require different timeframes and strategies to reach maturity and then eventually be divested by the Company. The Company intends to generate returns upon divestiture of such investments.

The Company does not anticipate the declaration of dividends (or other distributions) to shareholders at this time and plans to re-invest the profits of its investments (if any) to further the growth and development of the Company's investment portfolio.

Roles and Responsibilities

From a procedure and implementation perspective, the senior officers and other management of the Company ("**Management**") and the Company's Board of Directors (the "**Board**") and the respective members thereof will identify potential investment opportunities. These individuals have a broad range of business experience and their own networks of business partners, financiers, venture capitalists and finders through whom potential investments may be identified.

Prospective investments will be channeled through Management. Management will make an assessment of whether the proposal fits with the investment and corporate strategy of the

Company in accordance with the Company's Investment Policy, and then proceed with preliminary due diligence, leading to a decision to reject or move the proposal to the next stage of detailed due diligence. This process may involve the participation of outside professional consultants.

Due diligence will include an analysis of the relevant industry, as well as the investee corporation, its management team, quality of asset(s) and risks associated as applicable. All investments shall be submitted to the Board for final approval. The Board will be provided with a summary of the rationale behind the investment decision and will typically include, among other things, the estimated return on investment, timeline of investment, guidelines against which future progress can be measured, and risks associated with the investment.

Composition of Investment Portfolio

The proposed investments will generally be companies with competent management in place that are seeking funds for expansion.

Principal Targets: Technology, Agriculture Technology, including companies utilizing blockchain technology; exploration and mining companies; entities in the hospitality industry, entities in the media industry and merchant banking opportunities.

Composition: The actual composition of the Company's investment portfolio will vary over time depending on its assessment of a number of factors, including the performance of the respective markets and industries.

Types: The Company will maintain a flexible position with respect to the form of investments taken, and may employ a wide range of investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, streaming investments, net profit interests and other hybrid instruments.

Jurisdictions: Preference will be given to North American jurisdictions but other countries outside of North America may be permissible depending on the risk-reward relationship associated with the particular jurisdiction, including tax considerations.

Timing: The timing of the Company's investments will depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company. Subject to the availability of capital, the Company intends to create a suitably diversified portfolio of investments.

Size: Unlimited, which may result in the Company holding a control position or even complete ownership in a target company or possibly requiring future equity or debt financings to raise money for specific investments.

Timelines: Not limited.

Investee Structures: Investments in public or private corporations, partnerships or other legal entities.

Compliance: All investments shall be made in compliance with applicable laws in relevant jurisdictions, and shall be made in accordance with and governed by the rules and policies of applicable regulatory authorities.

No tokens or cryptocurrencies: The Company will not invest directly in tokens/coins or other cryptocurrencies.

Monitoring and Financial and Other Reporting

Management will monitor the Company's investment portfolio on an ongoing basis and report to the Board on the state of the investment portfolio on a regular basis.

The Company will require that investee companies provide status reports, including in relation to financial performance, to Management on a periodic basis. To assist with the monitoring of its investments in addition to observing each investment's financial performance, the Company may seek to appoint a director to the board of its investee companies, as described further under "Management Participation".

Management will, in accordance with best practices and after consulting with its auditors and other professional advisors, provide fulsome and detailed disclosure of its use of judgment in developing and applying an accounting policy that results in relevant and reliable information in relation to its investments.

Management Participation

The Company may, from time to time, seek a more active role in the investee companies in which it invests, and provide such companies with financial and personnel resources, as well as strategic counsel. The Company may also ask for board representation in cases where it makes a significant investment in the business of an investee company.

The Company's nominee(s) shall be determined by the Board as appropriate in such circumstances, and may include senior officers who are not members of the Board. Such Management personnel, if any appointed, will report regularly to the Board.

Conflicts of Interest

The Company and its affiliates, directors, officers are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with their duties to the Company. These include serving as directors, officers, promoters, advisers or agents of other public and private companies, including companies in which the Company may invest. These persons may also engage in transactions with the Company where any one or more of them is acting in a capacity as financial advisor, broker, intermediary, principal, or counterparty, provided that such transactions are carried out (i) in compliance with all applicable corporate and securities law, including applicable stock exchange policy and (ii) on terms similar to those which would apply in a like transaction between parties not connected with any one of them and such transactions are carried out on normal commercial terms as if negotiated at arm's length.

The Company has no restrictions with respect to investing in companies in which a Board member may already have an interest. However, directors and senior officers of the Company will be required to disclose any conflicts of interest, including holding any interest in a potential investment. Further, where a conflict is determined to exist, the person having a disclosable interest shall abstain from making further decisions or recommendations concerning such matter, and any potential investments where there is a material conflict of interest involving an employee, officer, or director of the Company may only proceed after receiving approval from the disinterested directors of the Board.

The Company will also be subject to "related party" transaction policies of the securities exchange(s) on which its shares are listed for trading. Such policies may require disinterested shareholder approval and formal valuations for certain investment transactions.

Prior to making any investment commitment, the Company shall adopt procedures for checking for potential conflicts of interest, which shall include but not be limited to a circulation of the names of a potential target corporation and its affiliates to the Board as soon as practicable.

All members of the Board shall be obligated to disclose any interest in the potential investment. In the event a conflict is detected, the target company shall be notified of the potential conflict in writing. The members of the Board, senior management and their advisors shall be responsible for detecting a potential conflict. Where a conflict is determined to exist within senior management or the Board, the individual having a conflicting interest shall provide full disclosure of their interest in the potential investment and, if such person is a Board member, shall abstain from voting on the investment decision but may participate in discussions.

APPROVED BY THE BOARD OF DIRECTORS on October 25, 2021