

# **CANADIAN NEXUS TEAM VENTURES CORP.**

**NOTICE OF MEETING**

**AND**

**INFORMATION CIRCULAR**

**for the Annual General Meeting of the Shareholders of**

**CANADIAN NEXUS TEAM VENTURES CORP.**

**To be held in person at 830-1100 Melville Street, Vancouver, BC on May 9, 2023**

**Dated as of March 24, 2023**

**CANADIAN NEXUS TEAM VENTURES CORP.**  
**830-1100 Melville Street**  
**Vancouver, BC V6B 6H5**  
**Tel: (604) 628-5616 Fax: (604) 662-7950**

**NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of the shareholders of CANADIAN NEXUS TEAM VENTURES CORP. (the “**Company**” or “**Canadian Nexus**”) will be held in person at 830-1100 Melville, Vancouver, BC at **10:00 a.m.** (Pacific Time) on Tuesday May 9, 2023, for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the years ended December 31, 2021 and December 31, 2022 together with the auditor’s report thereon;
2. To fix the number of directors for the ensuing year at three (3);
3. To elect the directors for the ensuing year;
4. To re-appoint MNP LLP as the Company’s auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. To consider and, if thought fit, to pass, an ordinary resolution to approve the Company’s 10% Rolling Stock Option Plan; and
6. To transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the “**Circular**”) accompanying this notice, and a form of proxy (or voting instruction form) and a supplemental mailing list return card are included in the package.

Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy (or voting instruction form) and to return it based on the instructions provided.

The board of directors of the Company (the “**Board**”) has by resolution fixed the close of business on March 24, 2023 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company’s transfer agent, Odyssey Trust Company, Attn: Proxy Department, 350-409 Granville St, Vancouver, BC V5C 1T2 or by facsimile to (800) 517-4553 no later than **10:00 a.m. (Pacific time)**

on **May 5, 2023**, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment(s) thereof is held.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

**DATED** at Vancouver, British Columbia this the 24<sup>th</sup> day of March, 2023.

**BY ORDER OF THE BOARD**

*“Arni Johannson”*

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Arni Johannson  
Chief Executive Officer

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**CANADIAN NEXUS TEAM VENTURES CORP.**

830-1100 Melville Street  
Vancouver, British Columbia  
V6B 6H5  
**Tel: (604) 604-960-1878**

**INFORMATION CIRCULAR**

*(As at March 24, 2023, except as otherwise indicated)*

**CANADIAN NEXUS TEAM VENTURES CORP.** (the “**Company**”) is providing this information circular (the “**Circular**”) and a form of proxy in connection with management’s solicitation of proxies for use at the annual general meeting (the “**Meeting**”) of shareholders of the Company (the “**Shareholders**”) to be held in person at 830-1100 Melville Street, Vancouver, British Columbia V6B 6H5 at 10:00 a.m. (Pacific Time) on Tuesday May 9, 2023 and at any adjournment(s). The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

All dollar amounts referenced herein are expressed in Canadian Dollars unless otherwise stated.

**APPOINTMENT OF PROXYHOLDER**

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder’s behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the “**Management Proxyholders**”).

**A Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.**

**VOTING BY PROXY**

**Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Common shares of the Company (“**Shares**”) represented by a properly executed proxy will be voted for or against or withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

**If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour**

**of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.**

**The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

### **COMPLETION AND RETURN OF PROXY**

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent Odyssey Trust Company, Attn: Proxy Department, 350-409 Granville St, Vancouver, BC V5C 1T2 or by facsimile to (800) 517-4553, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment(s) thereof, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

### **NON-REGISTERED HOLDERS**

**Only registered Shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting.** Registered Shareholders are holders of Shares of the Company whose names appear on the share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Shares. Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. The Company's Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of their Shares of the Company (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

There are two kinds of beneficial owners: those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners) and those who do not object (called "**NOBOs**" for Non-Objecting Beneficial Owners).

The Company is not sending the Meeting materials directly to NOBOs in connection with the Meeting but rather has distributed copies of the Meeting materials to the Intermediaries for distribution to NOBOs. With respect to OBOs, in accordance with applicable securities law requirements, the Company has distributed copies of the Meeting materials to the clearing

agencies and Intermediaries for distribution to OBOs. **The Company does not intend to pay for an Intermediary to deliver to OBOs, therefore an OBO will not receive the materials unless the OBO's Intermediary the costs of delivery.**

Intermediaries are required to forward the Meeting materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting materials will either:

- (a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow; or
- (b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Company, c/o Odyssey Trust Company, Attn: Proxy Department, 350-409 Granville St, Vancouver, BC V5C 1T2 .**

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of their Shares which they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert their own name or such other person's name in the blank space provided. **Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

#### **NOTICE AND ACCESS**

The Company is not sending the Meeting materials to Shareholders using "notice-and-access" as defined under NI 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

### **REVOCABILITY OF PROXY**

In addition to revocation in any other manner permitted by law, a Shareholder, their attorney authorized in writing or, if the Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment(s) thereof, or with the chairman of the Meeting on the day of the Meeting. Only registered Shareholders have the right to revoke a proxy.

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

The Company is authorized to issue an unlimited number of common shares without par value of which 62,836,878 Shares are issued and outstanding as of the record date of March 24, 2023. Persons who are registered shareholders at the close of business on March 24, 2023, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of voting shares.

Under the Company's articles, the quorum for the transaction of business at the Meeting consists of one person who is a shareholder or who is otherwise permitted to vote Shares of the Company at a meeting of the shareholders pursuant to the Articles, present in person or by proxy.

To the knowledge of the directors and executive officers of the Company, no person(s) that as of the date of this Circular beneficially owned, directly or indirectly, or exercised control or direction over shares carrying more than 10% of the voting rights of the Company other than Arni Johannson, the Company's Chief Executive Officer who owns 18,876,500 of Common Shares, representing 30% of the outstanding Common Shares as of the Record Date.

### **FINANCIAL STATEMENTS**

The audited consolidated financial statements of the Company for the financial years ended December 31, 2021 and December 31, 2022 and the auditor's report thereon will be placed before the Meeting.

### **ELECTION OF DIRECTORS**

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of directors of the Company at three (3).

The Company has an Audit Committee. Members of this committee are set out below.



Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

<b>Name, Jurisdiction of Residence and Position</b>	<b>Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years</b>	<b>Period which Nominee has served as a Director</b>	<b>Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly</b>
<b>Arni Johansson</b> <sup>(1)</sup> North Vancouver, British Columbia, Canada Chairman, Chief Executive Officer and Director	Founding Partner and President, Canadian Nexus Ventures Ltd., a venture capital firm focused on Canadian public and private equity	February 12, 2019	18,876,500
<b>John Seaman</b> <sup>(1)</sup> Thunder Bay, Ontario Director	President and Chief Executive Officer of Apex Investigation & Security Inc. since August 2002	August 26, 2022	Nil
<b>Jonathan Jackson</b> <sup>(1)</sup> West Vancouver, British Columbia, Canada Director	CFO Feldman Group	June 1, 2021	Nil

(1) Member of the Audit Committee.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

#### **CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS**

To the knowledge of the Company, none of the directors or officers of the Company:

- (a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a director, chief executive officer (“CEO”) or chief financial officer (“CFO”) of any company (including the Company) that:
  - (ii) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
  - (iii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or

- (b) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that 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; or
- (c) has, within the 10 years before the date of this Circular, 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 the assets of the proposed director; or
- (d) has been subject to 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
- (e) has been subject to any 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.

### **STATEMENT OF EXECUTIVE COMPENSATION**

#### **Director and NEO compensation, excluding compensation securities**

##### ***Summary Compensation Table***

The following table (presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation for Venture Issuers*. Venture Issuer has the meaning as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*).

For the purposes hereof, a “Named Executive Officer” or “NEO” means (i) each individual who, during any part of the financial year ended December 31, 2022, served as the Company’s Chief Executive Officer (“**CEO**”) or Chief Financial Officer (“**CFO**”), (ii) the Company’s most highly compensated executive officer (other than the CEO and the CFO), as at December 31, 2022 whose total compensation was, individually, more than \$150,000 for that financial year; and (iii) each individual who would have satisfied the criteria in (ii) but for the fact that such individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of such financial year.

For the financial year ending December 31, 2022, the Company had the following Named Executive Officers: Arni Johannson and Alexander Helm.

#### **Director and Named Executive Officer Compensation, Excluding Compensation Securities**

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company, current or former, for the completed financial years ended December 31, 2021 and 2022.

<b>Table of compensation excluding compensation securities</b>							
<b>Name and position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
Arni Johannson <i>Chairman, CEO and Director</i>	2022	154,167	Nil	Nil	Nil	Nil	154,167
	2021	200,000	Nil	Nil	Nil	Nil	200,000
Alexander Helmel <i>CFO</i>	2022	60,000	Nil	Nil	Nil	Nil	60,000
	2021	60,000	Nil	Nil	Nil	Nil	60,000
Jonathan Jackson <i>Director<sup>(1)</sup></i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
John Seaman <i>Director<sup>(2)</sup></i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Sean Cote <i>Former Director<sup>(3)</sup></i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Lisa Kowan <i>Former Director and Corporate Secretary<sup>(4)</sup></i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Frank Lee <i>Former Director<sup>(5)</sup></i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Martin Pow <i>Former COO<sup>(6)</sup></i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A

- (1) Jonathan Jackson was appointed as a director on June 1, 2021 so the information for 2021 is for less than a full financial year.
- (2) John Seaman was appointed as a director on August 26, 2022 so the information for 2022 is for less than a full financial year.
- (3) Sean Cote resigned as a director of the Company on January 11, 2022 so the information for 2022 is for less than a full financial year.

- (4) Lisa Kowan resigned as a director and officer of the Company on March 31, 2022 so the information for 2022 is for less than a full financial year.
- (5) Frank Lee was elected as a director of the Company on January 11, 2022 and resigned on November 8, 2022 so the information for 2022 is for less than a full financial year.
- (6) Martin Pow was elected as a COO on February 4, 2022 and resigned on August 16, 2022 so the information for 2022 is for less than a full financial year.

### **External Management Companies**

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, director or indirectly

### **Stock Options and Other Compensation Securities**

The Company's 10% rolling stock option plan (the "**Plan**") has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the board of directors of the Company (the "**Board**") takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Canadian Securities Exchange (the "**CSE**") and closely align the interests of the executive officers with the interests of shareholders.

The directors and officers of the Company from time to time may be granted incentive stock options in accordance with the policies of the CSE and pursuant to the Plan.

Please see "*Particulars of Other Matters to be Acted Upon – Annual Approval of Rolling 10% Stock Option Plan*" for more details on the Company's stock option plan.

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and director of the Company, current and former, during the financial years ended December 31, 2021 and December 31, 2022 (with the footnotes to the table showing all options held at the end of December 31, 2022), for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of Issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Arni Johannson <sup>(1)</sup> <i>Chairman, CEO and Director</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A
Alexander Helmel <sup>(2)</sup> <i>CFO</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A
Jonathan Jackson <sup>(3)</sup> <i>Director</i>	Option	150,000	Oct 30, 2021	0.14	0.09	0.07	Oct 30, 2025
John Seaman <i>Director</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A
Sean Cote <i>Former Director</i>	Option	150,000	Oct 30, 2021	0.14	0.09	0.07	Oct 30, 2025 <sup>(4)</sup>
Lisa Kowan <i>Former Director and Corporate Secretary</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A
Frank Lee <i>Former Director</i>	Option	150,000	Feb 4, 2022	\$0.14	0.07	0.04	Feb 4, 2026 <sup>(5)</sup>
Martin Pow <sup>(6)</sup> <i>Former COO</i>	Option	400,000	Feb 4, 2022	\$0.14	0.07	0.04	Feb 4, 2026 <sup>(6)</sup>

- (1) On December 31, 2022, Mr. Johannson held a total of 250,000 stock options exercisable at \$0.14 until May 1, 2025.
- (2) On December 31, 2022, Mr. Helmel held a total of 100,000 stock options exercisable at \$0.14 until May 1, 2025.
- (3) On December 31, 2022, Mr. Jackson held a total of 150,000 stock options exercisable at \$0.14 until Oct 30, 2025
- (4) Mr. Cote ceased to be a director on January 11, 2022 and on December 31, 2022 held a total of 150,000 stock options exercisable at \$0.14 until October 30, 2025 as an advisor.
- (5) Mr. Lee ceased to be a director on November 8, 2022 and the expiry of his options was accelerated to 90 days after his resignation.
- (6) Mr. Pow ceased to be a COO on August 16, 2022 and the expiry of his options was accelerated to 90 days after his resignation.

The following table provides a summary of each exercise of compensation securities by each NEO and director of the Company, current and former, for the financial years ended December 31, 2021, and December 31, 2022:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Arni Johansson <i>Chairman, CEO and Director</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A
Alexander Helmelt <i>CFO</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A
Jonathan Jackson <i>Director</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A
John Seaman <i>Director</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A
Sean Cote <i>Former Director</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A
Lisa Kowan <i>Former Director and Corporate Secretary</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A
Frank Lee <i>Former Director</i>	Option	Nil	N/A	N/A	N/A	N/A	N/A

### Employment, Consulting and Management Agreements

The CFO compensation was provided under the consulting agreement between the Company and the CFO. The CFO has change of control provisions in the consulting agreement that provide for, upon change of control as defined in the agreement, the Company or the CFO may terminate such agreement, and all accrued and unpaid consulting fees to the date of termination of the agreement must be paid and all unpaid expenses incurred in accordance with the agreement up to the date of termination of the agreement must be paid.

During the financial years ended December 31, 2021 and December 31, 2022, Mr. Helmelt's compensation as CFO consisted of \$60,000 (year ended December 31, 2021) and \$60,000 (year ended December 31, 2022).

### Oversight and Description of Director and NEO Compensation

The objective of the Company's compensation program is to compensate the directors and executive officers for their services to the Company at a level that is both in line with the

Company's fiscal resources and competitive with companies at a similar stage of development. The primary goal of the Company's executive compensation program is to:

- (a) attract and retain the qualified key executives necessary for the Company's long term success;
- (b) motivate the short term and long term performance of those executives; and
- (c) align the executives interests with the Company's Shareholders.

The Company's compensation strategy is focused on a performance based incentive reward package, using certain critical measurements that management is able to influence toward the short-term and long-term objectives of the Company.

The significant elements of compensation awarded to, earned by, paid or payable to the NEOs for the most recently completed financial year were: (i) base salary; (ii) bonus and other annual incentive awards; and (iii) other compensations, perquisites. No compensation is directly tied to a specific performance goal such as a milestone or the completion of a transaction. No peer group is formally used to determine compensation.

Cash bonuses are structured to reward business excellence and operation outperformance, based on objective and subjective performance assessments and performance benchmark ratings assessed and approved by the Board. The assessment is focused on the key performance indicators both for overall performance of the Company and for individual performance. The key indicators for determining the Company's performance included improvement of retailer product distribution, geographic expansion and product development, which are primary factors leading to steady growth of the Company's assets and Shareholders' value. The measurements for individuals' performance were focused on (1) leadership, including five areas: vision, initiatives, creativity, flexibility and supervision skills; and (2) deliverables, including the team, products, communication and reporting and documentation.

During the financial years ended December 31, 2021 and December 31, 2022, Mr. Johansson's compensation as CEO consisted of \$250,000 (year ended December 31, 2021) and \$154,167 (year ended December 31, 2022).

### **Pension Disclosure**

The Company does not currently provide any pension plan benefits for executive officers, directors, or employees.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets forth all compensation plans under which equity securities of the Company are authorized for issuance as of December 31, 2022.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup>	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans <sup>(2)</sup>
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	1,660,000	\$0.40	4,623,687
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	1,660,000	\$0.40	4,623,687

(1) Represents the number of Shares available for issuance upon exercise of outstanding stock options as at December 31, 2022.

(2) Represents the number of Shares remaining available for future issuance under stock options available for grant as of December 31, 2022 under the Company's stock option plan. The maximum number of Shares which may be issued pursuant to options granted under the Stock Option Plan is 10% of the issued and outstanding Shares at the time of grant. See "Particulars of Other Matters to be Acted Upon – Annual Approval of Rolling 10% Stock Option Plan" for further details concerning the stock option plan.

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

At the date of this Circular, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries, or, which is owing to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or its subsidiaries; or
- (ii) is indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries; or
- (iii) is indebted in relation to a securities purchase program or any other related program.



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

Other than the election of directors or the appointment of auditors, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting.

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

No informed person (as defined in National Instrument 51-102, *Continuous Disclosure*) or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or any of its subsidiaries.

### **APPOINTMENT OF AUDITOR**

MNP LLP, of 1021 Hastings St. W, Suite 2200 - MNP Tower, Vancouver, BC V6E 0C3 are the auditors of the Company. MNP LLP were first appointed as auditors on October 5, 2021.

**Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of MNP LLP as the auditors of the Company to hold office for the ensuing year at remuneration to be fixed by the directors.**

### **MANAGEMENT CONTRACTS**

No management functions of the Company or its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or its subsidiaries.

### **AUDIT COMMITTEE**

National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee (the “**Committee**”) and its relationship with its independent auditor, as set forth in the following.

#### **The Audit Committees' Charter**

The Company has adopted a Charter of the Audit Committee of the Board, a copy of which is attached as Appendix “A”.

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

The Audit Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

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

The members of the Committee are appointed by the Board at its first meeting following the annual shareholders' meeting. Unless a chair is elected by the full Board, the members of the Committee designate a chair by a majority vote of the full Committee membership. At the Company's first Board meeting following the Meeting, the Company intends to appoint Jonathan Jackson, Sean Cote, and Arni Johannson to the Committee for the ensuing year.

The following are the current members of the Committee:

Arni Johannson	Not Independent	Financially literate <sup>1</sup>
Jonathan Jackson	Independent <sup>1</sup>	Financially literate <sup>1</sup>
John Seaman	Independent <sup>1</sup>	Financially literate <sup>1</sup>

<sup>1</sup>As defined by NI 52-110.

### **Relevant Education and Experience**

**Arni Johannson** - Arni Johannson is the President of Canadian Nexus Ventures, a family-based business since the early 1990's. He has over 30 years of experience in the Canadian Capital Markets focusing on building assets and senior management teams while executing a defined business plan. Through Canadian Nexus, Mr. Johannson's investments have covered; Health Sciences, Pulp & Paper, Energy, Mining Exploration, Film & Entertainment, Agriculture and Technology sectors in a wide variety of locations around the world. Within the Canadian Nexus model of financing and developing management teams, Mr. Johannson sits on several advisory boards in the public and private sectors .

**John Seaman** - Mr. Seaman was the Chief Financial Officer of Premier Gold Mines from August 2006 to June 2012 and Chief Financial Officer of Wolfden Resources Inc. from October 2002 to May 2007. He also sat on the board for Premier as Lead Director. John has been a director and/or

officer of various small-cap public companies and is currently President and CEO of a large private security company.

**Jonathan Jackson** – Jonathan Jackson has been a Chief Financial Officer for both private and public companies for over 25 years. He has diverse experience in operations, M&A and corporate restructuring. Jonathan is currently the Chief Financial Officer of The Feldman Group, which manages a diversified investment portfolio in Vancouver. He is the Past Chair of the Board of Directors of The Kettle Society, a not for profit based in Vancouver, which assists people struggling with mental health issues to access housing, supportive life services and friendship on the East side of downtown Vancouver.

Mr. Jackson has a degree in Commerce from the University of Saskatchewan, 1991 and is member of the Chartered Professional Accountants British Columbia and the Institute of Corporate Directors of Canada, 2015. He was born and raised on the prairies near Saskatoon, Saskatchewan and now resides in West Vancouver, British Columbia.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### **Exemption for Venture Issuers**

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption contained in Section 6.1 of NI 52-110, which exempts the Company from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

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

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors" in the Charter of the Committee.

### **External Auditors Service Fees (By Category)**

The fees billed by the Company's external auditors for the December 31, 2021 and December 31, 2022 financial year end is as set out below:

	Dec 31, 2021	Dec 31, 2022 <sup>(4)</sup>
Audit Fees <sup>(1)</sup>	139,100	TBD
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	Nil	Nil
All Other Fees	139,100	

- (1) Audit fees consist of fees for the audit of our annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.
- (2) Audit related fees are fees for assurance and related services related to the performance of the audit or review of the annual financial statements that are not reported under "Audit Fees". These include due diligence for business acquisitions, audit and accounting consultations regarding business acquisitions, and other attest services not required by statute.
- (3) Tax fees, tax planning, tax advice and various taxation matters. Tax fees, tax planning, tax advice and various taxation matters.
- (4) Information for December 31, 2022 is estimated as total auditor billing is not completed.

### **CORPORATE GOVERNANCE DISCLOSURE**

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

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

#### **Independence of Members of Board**

As at the date of this Circular, the Company's Board consists of three (3) directors, two of whom are independent based upon the tests for independence set forth in NI 52-110.

#### **Participation of Directors in Other Reporting Issuers**

As of the date hereof, the following directors have positions in other reporting issuers:

Name of Director	Other Reporting Issuer
Arni Johannson	Mega Uranium Ltd.
John Seaman	i-80 Gold Corp. Norseman Silver Inc. Wolfden Resources Corporation
Jonathan Jackson	Nil

## **Orientation and Continuing Education**

While the Company does not have formal orientation and training programs, orientation of new members of the Board is conducted by informal meetings with members of the Board, briefings by management, and the provision of copies of or access to the Company's documents.

The Company has not adopted formal policies respecting continuing education for Board members. Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

## **Ethical Business Conduct**

The Board, through its meetings with management and other informal discussions with management, encourages a culture of ethical business conduct and believes the Company's high caliber management team promotes a culture of ethical business conduct throughout the Company's operations and is expected to monitor the activities of the Company's employees, consultants and agents in that regard.

It is a requirement of applicable corporate law that directors and senior officers who have an interest in a transaction or agreement with the Company promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and, in the case of directors, abstain from discussions and voting in respect to same if the interest is material.

## **Nomination of Directors**

The Company does not have a stand-alone nomination committee. The full Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the industry are consulted for possible candidates.

## **Compensation**

At present, the Board as a whole determines the compensation of the Company's CEO and CFO and does so with reference to industry standards and the financial situation of the Company. The Board has the sole responsibility for determining the compensation of the directors of the Company. See "*Statement of Executive Compensation – Oversight and Description of Director and Name Executive Officer Compensation*".

Given the Company's size, limited operating history and lack of revenues, the Board does not plan to form a compensation committee to monitor and review the salary and benefits of the executive officers of the Company at the present time. The Board will carry out these functions until such time as it considers the formation of a compensation committee to be warranted.

## **Other Board Committees**

As the directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of directors, the Board has determined that additional committees are not necessary at this stage of the Company's development.

## **Assessments**

The Board, the Audit Committee and individual directors are not regularly assessed with respect to their effectiveness and contribution. The Board believes that such assessments are more appropriate for companies of a larger size and complexity which may have significantly larger boards of directors. Where appropriate, the chair of the Board meets with individual directors to discuss their contribution and that of the other directors. Arising from such meetings, if appropriate, the Board considers procedural and substantive changes to increase the effectiveness of the Board, its committees and members.

## **PARTICULARS OF OTHER MATTERS TO BE ACTED UPON**

### **Annual Approval of Rolling 10% Stock Option Plan**

#### *Background Information*

Effective November 20, 2014, the Board adopted the Plan, which was drafted in accordance with the CSE policies and rules. The Plan was accepted for filing by the CSE. The Plan was last approved by the Shareholders at the Company's last annual general meeting held on December 10, 2021.

The purpose of the Plan is to allow the Company to grant options to directors, officers, employees, management company employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders. Under the Plan, options may be granted with exercise periods of up to ten (10) years as determined by the Board and are required to have an exercise price no less than the closing market price of the Company's Shares prevailing on the day that the option is granted in accordance with the policies of the CSE. Pursuant to the Plan, the Board may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The maximum number of Shares which may be issued pursuant to options granted under the Plan will be a maximum of 10% of the issued and outstanding Shares of the Company at the time of the grant. In addition, the number of Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued Shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. The Plan contains no vesting requirements, but permits the Board to specify a vesting schedule in its discretion. The Plan also provides that if a change of control, as defined therein, occurs, all Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

The Company currently has 62,836,878 issued and outstanding Shares, meaning that the number of options currently available for grant under the Plan would be 10% of that number (on a rolling basis) or 5,473,687. As of the date of this Circular, the Company had 810,000 options outstanding under the Plan.

#### *Shareholder Approval Being Sought*

A copy of the Plan is available upon request to any shareholder of the Company at no charge, or may be inspected at the registered office of the Company during normal business hours until the date of the Meeting.

The Board and management consider the approval of the Plan to be appropriate and in the best interests of the Company. **Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Shares represented by such form of proxy, properly executed, for the approval of the Plan.**

The text of the ordinary resolution approving the Plan to be submitted to Shareholders' at the Meeting is set forth below, subject to such amendments, variations or additions as may be approved at the Meeting:

#### ***“RESOLVED THAT:***

- 1. subject to regulatory approval, the Company's Stock Option Plan, pursuant to which the Directors may, from time to time, authorize the issuance of options to Directors, officers, employees, management company employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding Shares of the Company at the time of the grant, with a maximum of 5% of the Company's issued and outstanding Shares being reserved to any one person on a yearly basis, is adopted and approved; and*
- 2. any Director or officer of the Company is authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such Director or officer of the Company be necessary or desirable to carry out the intent of the foregoing resolution.”*

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at (604) 960-1878 request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative audited consolidated financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

### **OTHER MATTERS**

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

### **DIRECTORS' APPROVAL**

The Board has approved the contents of this Circular and its distribution to each Shareholder entitled to receive notice of the Meeting.

DATED at Vancouver, British Columbia this the 24<sup>th</sup> day of March, 2023.

### **APPROVED BY THE BOARD OF DIRECTORS**

*"Arni Johannson"*

Arni Johannson  
Chief Executive Officer



**APPENDIX "A"**  
**AUDIT COMMITTEE'S CHARTER**

**Mandate**

The primary function of the audit committee ("**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the following: (a) the financial reports and other financial information provided by the Company to regulatory authorities and shareholders; (b) the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting; and (c) financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to (i) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements; (ii) review and appraise the performance of the Company's external auditors; (iii) provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors; and (iv) to ensure the highest standards of business conduct and ethics.

**Composition**

The Committee shall be comprised of three Directors as determined by the Board of Directors, each of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee are financially literate. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

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

**Meetings**

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

Agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.

The CEO and CFO or their designate shall be available to attend at all meetings of the Committee upon invitation by the Committee.

Any employees as appropriate shall be available to attend and/or to provide information to the Committee upon invitation by the Committee.

### **Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

#### Documents/Reports Review

- a. Review and update this Charter annually.
- b. Review the Company's financial statements, MD&A, any annual and interim earning statements and press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion or review rendered by the external auditors.
- c. Review changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
- d. Review significant accruals, reserves or other estimates such as any calculations of impairment;
- e. Review adjustments raised by external auditors, whether or not included in the financial statements;
- f. Review disclosure requirements for any commitments and contingencies;
- g. Review expenses incurred by the Chairman of the Board and the CEO of the Company. The Committee is to ensure that the CEO reviews and approves all expenses incurred by direct executive reports of the CEO;
- h. Review any other matters required by law, regulation or stock exchange that the Committee feels are important or have been delegated by the Board.

#### External Auditors

The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board and the Audit Committee. With respect to the activities of the external auditors, the Committee shall:

- a. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

- b. Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company.
- c. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- d. Take or recommend that the full Board of Directors take appropriate action to oversee the independence of the external auditors.
- e. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- f. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- g. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- h. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- i. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The preapproval requirement is waived with respect to the provision of non-audit services if:
  - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
  - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
  - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

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

## Financial Reporting Processes

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

## Other

- a. Review any related party transactions.
- b. Review reports from persons regarding any questionable accounting, internal accounting controls or auditing matters ("Concerns") relating to the Company such that:
  - i. an individual may confidentially and anonymously submit their Concerns to the Chairman of the Committee in writing, by telephone, or by e-mail;
  - ii. the Committee reviews as soon as possible all Concerns and addresses same as they deem necessary; and
  - iii. the Committee retains all records relating to any Concerns reported by an individual for a period the Committee judges to be appropriate.