

**SBD CAPITAL CORP.**  
217 Queen Street West, Suite 401  
Toronto, Ontario M5V 0R2

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

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of shareholders of **SBD Capital Corp.** (the "**Corporation**") will be held on **Friday, January 24, 2025**, at the hour of 10:00 a.m. (Eastern time), at the office of Irwin Lowy LLP Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the years ended March 31, 2023 and 2024, and the report of the auditor thereon;
2. to appoint the auditors of the Corporation and to authorize the directors of the Corporation to fix their remuneration;
3. to elect the directors of the Corporation;
4. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to effect the consolidation of all of the issued and outstanding common shares of the Corporation on the basis of up to ten (10) old common shares for one (1) new common share, as more fully described in the accompanying management information circular;
5. to consider and, if deemed appropriate, to pass, with or without variation, a resolution approving the Corporation's omnibus long term incentive plan, as more fully described in the accompanying management information circular;
6. to consider, and, if deemed appropriate, to pass, with or without variation, a resolution authorizing the Corporation to issue common shares in the capital of the Corporation in settlement of indebtedness of the Corporation to certain creditors of the Corporation, as more particularly described in the Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolutions referred to in item 4 above are attached to this notice as Exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Corporation's transfer agent and registrar, TSX Trust Company, at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Eastern time) on Wednesday, January 22, 2025, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Corporation has by resolution fixed the close of business on Wednesday, November 27, 2024, as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

**NOTICE-AND-ACCESS**

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Corporation (the "**Non-Registered**

**Holders**") and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management information circular, the annual consolidated financial statements of the Corporation for the financial years March 31, 2023 and March 31, 2024, and related management's discussion and analysis and other meeting materials (collectively the "**Meeting Materials**"), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Corporation will not be adopting stratification procedures in relation to the use of notice-and access provisions.

#### **Websites Where Meeting Materials Are Posted:**

Meeting Materials can be viewed online under the Corporation's profile at [www.sedarplus.ca](http://www.sedarplus.ca) or on the website of TSX Trust Company, the Corporation's transfer agent and registrar, at <https://docs.tsxtrust.com/2337>. The Meeting Materials will remain posted on the TSX Trust Company's website at least until the date that is one year after the date the Meeting Materials were posted.

#### **How to Obtain Paper Copies of the Meeting Materials**

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the TSX Trust Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please contact the Corporation's transfer agent and registrar, TSX Trust Company, by calling toll free at 1-866-600-5869 or by email at [Tsxtis@tmx.com](mailto:Tsxtis@tmx.com). **Requests should be received by 4:00 p.m. (Eastern time) on January 15, 2024 in order to receive the Meeting Materials in advance of the Meeting.**

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual meeting. Additional information about the Corporation and its financial statements are also available on the Corporation's profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**DATED** at Toronto, Ontario this 27<sup>th</sup> day of November, 2024.

**BY ORDER OF THE BOARD**

"Chris Irwin" (signed)  
Chief Executive Officer and Director

**EXHIBIT A**

**SPECIAL RESOLUTIONS OF THE SHAREHOLDERS**

**OF**

**SBD CAPITAL CORP. (THE "CORPORATION")**

**AMENDMENT TO ARTICLES - CONSOLIDATION**

**"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the articles of the Corporation be amended to consolidate each of the issued and outstanding common shares of the Corporation on the basis of up to ten (10) pre-consolidation common shares of the Corporation into one (1) post-consolidation common share of the Corporation (the "**Consolidation**"), and further authorizing the directors in their sole discretion when and if to effect the Consolidation, in each case without requirement for further approval, ratification or confirmation by shareholders, as more particularly described in the management information circular dated November 27, 2024, of the Corporation, provided that in the event the Consolidation would result in a shareholder of the Corporation holding a fraction of a common share, a shareholder shall not receive a whole common share of the Corporation for each such fraction;
2. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation be, and they are hereby authorized and directed to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the Consolidation and to determine not to proceed with the amendment of the articles of amalgamation of the Corporation without further approval of the shareholders of the Corporation; and
3. any director or officer of the Corporation be and he or she is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of the articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

**SBD CAPITAL CORP.**  
217 Queen Street West, Suite 401  
Toronto, Ontario M5V 0R2

## **MANAGEMENT INFORMATION CIRCULAR**

This information is given as of November 27, 2024, unless stated otherwise

### **SOLICITATION OF PROXIES**

**THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF SBD CAPITAL CORP.** (the "**Corporation**") of proxies to be used at the annual and special meeting of shareholders of the Corporation to be held on Friday, January 24, 2025, at the office of Irwin Lowy LLP at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2 at 10:00 a.m. (Eastern time), and at any adjournment or postponement thereof (the "**Meeting**") for the purposes set out in the accompanying notice of meeting (the "**Notice of Meeting**"). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Notice of Meeting, this management information circular (the "**Management Information Circular**"), the annual consolidated financial statements of the Corporation for the financial years ended March 31, 2023 and March 31, 2024, and related management's discussion and analysis and other meeting materials, if applicable (collectively the "**Meeting Materials**") to the beneficial owners of the common shares of the Corporation (the "**Common Shares**") held of record by such parties. The Corporation may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Corporation. The Corporation may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Corporation in favour of the matters set forth in the Notice of Meeting.

### **NOTICE-AND-ACCESS**

The Corporation has decided to use the notice-and-access ("**Notice-and-Access**") rules provided under NI 54-101 for the delivery of the Meeting Materials to holders of Common Shares who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of Common Shares ("**Registered Shareholders**") and beneficial owners of Common Shares (the "**Non-Registered Holders**") for the Meeting. The Notice-and-Access method of delivery of Meeting Materials allows the Corporation to deliver the Meeting Materials over the internet in accordance with the Notice-and-Access rules adopted by the Ontario Securities Commission under NI 54-101.

Registered Shareholders will receive a form of proxy and Non-Registered Holders will receive a voting instruction form, enabling them to vote at the Meeting. However, instead of a paper copy of the Meeting Materials, shareholders receive only a notice with information on the date, location and purpose of the Meeting, as well as information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. Materials can be viewed online under the

Shareholders may always request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the TSX Trust Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please contact TSX Trust Company, the Corporation's transfer agent and registrar, by calling toll free at **1-866-600-5869** or by email at **Tsxtis@tmx.com**. Requests should be received by January 15, 2025 in order to receive the Meeting Materials in advance of the Meeting date.

Corporation's profile at [www.sedarplus.ca](http://www.sedarplus.ca) or on the website of TSX Trust Company, the Corporation's transfer agent and registrar, at <https://docs.tsxtrust.com/2337>. The Meeting Materials will remain posted on the TSX Trust Company's website at least until the date that is one year after the date the Meeting Materials were posted. The Corporation will not be adopting stratification procedures in relation to the use of Notice-and-Access provisions.

### APPOINTMENT AND REVOCATION OF PROXIES

A Registered Shareholder may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Management Information Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Corporation. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Corporation's transfer agent and registrar, TSX Trust Company (the "**Transfer Agent**"), not later than 10:00 a.m. (Eastern time) on Wednesday, January 22, 2025 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies may be deposited with the Transfer Agent using one of the following methods:

<b>By Mail or Hand Delivery:</b>	TSX Trust Company Suite 301 100 Adelaide Street West Toronto, Ontario M5H 4H1
<b>By Fax:</b>	416-595-9593
<b>By Internet:</b>	<a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a>  You will need to provide your 12 digit control number (located on the form of proxy accompanying this Management Information Circular).

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, subject to the *Business Corporations Act* (Ontario), by electronic signature, to (i) the registered office of the Corporation, located at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2,

at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

### **EXERCISE OF DISCRETION BY PROXIES**

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted for the election of directors, for the appointment of auditors and the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Management Information Circular.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Management Information Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

### **ADVICE TO NON-REGISTERED SHAREHOLDERS**

**The information set forth in this section is of significant importance to many shareholders of the Corporation, as a substantial number of shareholders of the Corporation do not hold Common Shares in their own name.** Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a Non-Registered Holder are registered either: (i) in the name of an intermediary (an "**Intermediary**") with whom the Non-Registered Holder deals in respect of the Common Shares (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 CDS Clearing and Depository Services Inc.) (each a "**Clearing Agency**") of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent.

#### ***Distribution of Meeting Materials to Non-Registered Holders***

In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below).

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Corporation or its agent has sent the Meeting Materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

The Corporation's OBOs can expect to be contacted by their Intermediary. The Corporation does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting Materials to their OBOs.

### ***Voting by Non-Registered Holders***

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

*Voting Instruction Form.* In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a "**VIF**"). If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the VIF must be completed, signed and returned in accordance with the directions on the form.

or,

*Form of Proxy.* Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete and sign the form of proxy and in accordance with the directions on the form.

### ***Voting by Non-Registered Holders at the Meeting***

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder. A Non-Registered Holder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder's or its nominees name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of registered shareholders of the Corporation as maintained by the Transfer Agent, unless specifically stated otherwise.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The holders of Common Shares of record at the close of business on the record date, set by the directors of the Corporation to be Wednesday, November 27, 2024, (the "**Record Date**"), are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held.

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value, of which as at the Record Date 7,890,166 Common Shares are issued and outstanding, and an unlimited number of special shares, of which none are issued and outstanding.

Only Registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Registered Shareholder and proxy holder will have one vote and, on a poll, every Registered Shareholder present in person or represented by proxy will have one vote for each Common Share held.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares.

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

Other than as otherwise disclosed herein, no director or executive officer of the Corporation who was a director or executive officer at any time since the beginning of the last financial year of the Corporation, or any associate or affiliates of any such directors or officers, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

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

To the knowledge of the board of directors of the Corporation (the "**Board**"), the matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

##### **1. PRESENTATION OF FINANCIAL STATEMENTS**

The audited consolidated financial statements of the Corporation for the years ended March 31, 2023 and March 31, 2024, and the report of the auditors will be placed before the shareholders at the Meeting. No vote will be taken on the consolidated financial statements. The consolidated financial statements and additional information concerning the Corporation are available under the profile of the Corporation on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

##### **2. APPOINTMENT OF AUDITOR**

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF JONES & O'CONNELL LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER, ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.** Jones & O'Connell LLP, Chartered Professional Accountants were first appointed as the auditors of the Corporation on July 8, 2022.



### 3. ELECTION OF DIRECTORS

The Board currently consists of three (3) directors. At the Meeting, three (3) directors will be nominated by management for election as directors of the Corporation for the ensuing year. The following table states the names of the persons nominated by management for election as directors, any offices with the Corporation currently held by them, their principal occupations or employment, the period or periods of service as directors of the Corporation and the approximate number of voting securities of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof.

Name, province or state and country of residence and position, if any, held in the Corporation	Principal Occupation	Served as Director of the Corporation since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present <sup>(1)</sup>	Percentage of Voting Shares Owned or Controlled
Chris Irwin <sup>(2)</sup> Chief Executive Officer Director Ontario, Canada	Partner of Irwin Lowy LLP, a law firm	July 8, 2022	788,227	9.98%
Richard Paolone <sup>(2)</sup> Ontario, Canada	Principal Lawyer of Paolone Law Professional Corporation	December 8, 2022	Nil	Nil
Trumbull Fisher <sup>(2)</sup> Ontario, Canada	President of Lincoln Hold Co. Ltd., a public stock holding company, since 2015.	December 8, 2022	Nil	Nil

Notes:

(1) *The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.*

(2) *Member of the Audit Committee.*

The term of office of each director will be from the date of the Meeting at which he or she is elected until the next annual meeting, or until his or her successor is elected or appointed.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Management has no reason to believe that any of the nominees will be unable to serve as a director but, IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

#### *Corporate Cease Trade Orders or Bankruptcies*

Other than as set forth below, no proposed director, within 10 years before the date of this Management Information Circular, has been a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) 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 (collectively an "**Order**") and that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as set forth below, no proposed director, within 10 years before the date of this Management Information Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Irwin was a director from June 2015 to December 2017 and an officer from September 2015 to April 2016 of Playground Ventures Inc. (formerly Blocplay Entertainment Inc.) ("**Playground**"), which was subject to a management cease trade order resulting from a failure to file financial statements as issued on May 2, 2016 by the BCSC and May 4, 2016 and May 16, 2016 by the OSC. These cease trade orders were revoked on July 5, 2016 by the BCSC and July 6, 2016 by the OSC. Playground was subject to a management cease trade order resulting from a failure to file financial statements as issued on May 2, 2017 by the BCSC and May 4, 2017 by the OSC. These cease trade orders were revoked on July 5, 2017 by the BCSC and July 6, 2017 by the OSC.

Mr. Irwin was appointed as the President, Chief Executive Officer, Secretary and a director of Playground on September 28, 2018. Playground was subject to a management cease trade order resulting from a failure to file financial statements as issued on December 3, 2018 and amended on December 4, 2018 by the BCSC and December 4, 2018 by the OSC. These cease trade orders were revoked on February 6, 2019.

Mr. Irwin is a director and an officer of Intercontinental Gold and Metals Ltd. ("**Intercontinental**") which was subject to a management cease trade order resulting from a failure to file financial statements as issued by the BCSC on July 30, 2015. The cease trade order was revoked on September 22, 2015.

Mr. Irwin is a director and an officer of Intercontinental which was subject to a management cease trade order resulting from a failure to file financial statements as issued on August 2, 2018 by the BCSC. Intercontinental was subject to a cease trade order from a failure to file financial statements as issued on October 5, 2018 by the BCSC. These cease trade orders were revoked on October 9, 2018.

Mr. Irwin is a director and an officer of Intercontinental which was subject to cease trade order resulting from a failure to file its annual financial statements and accompanying management's discussion and analysis for the period ended December 31, 2021, within the prescribed time period under applicable securities laws, issued on May 6, 2022 by the British Columbia Securities Commission. As of the date of this Circular, this cease trade order has not been revoked.

Mr. Irwin was a director of Wolf's Den Capital Corp., which was subject to a cease trade order issued by the British Columbia Securities Commission and Ontario Securities Commission on December 5, 2019 for failure to file its condensed interim financial statements and accompanying management's discussion and analysis for the period ended September 30, 2019, within the prescribed time period under applicable securities laws. The cease trade orders were revoked on January 6, 2020.

Mr. Irwin is a director of American Aires Inc., which was subject to a cease trade order issued by the Ontario Securities Commission on May 6, 2022 for failure to file its annual financial statements and accompanying management's discussion and analysis for the period ended December 31, 2021, within the prescribed time period under applicable securities laws. As of the date of this Circular, this cease trade order has not been revoked.

Mr. Irwin is President, Chief Executive Officer, Secretary and a Director of Playground Ventures Inc., which was subject to a cease trade order issued by the Ontario Securities Commission on May 5, 2023 for failure to file its annual financial statements and accompanying management's discussion and analysis for the period ended December 31, 2022, within the prescribed time period under applicable securities law. The cease trade order was revoked on August 4, 2023.

Mr. Irwin was a director of Minnova Corp., which was subject to a cease trade order issued by the Ontario Securities Commission on August 2, 2024 for failure to file its annual financial statements and accompanying management's discussion and analysis for the period ended March 31, 2024, within the prescribed time period under applicable securities laws. The cease trade order was revoked on October 17, 2024.

Mr. Fisher was a director of Tantalex Resources Corporation ("**Tantalex**") from April 1, 2020 until November 20, 2020. Tantalex was subject to a cease trade order issued by the Ontario Securities Commission on August 19, 2020 relating to the failure to file its audited annual financial statements, the annual management's discussion and analysis and the certification of annual filings for the year ended February 29, 2020 (the "**Tantalex 2020 Annual Financial Filings**"). Tantalex filed the Tantalex 2020 Annual Financial Filings on November 6, 2020. The Ontario Securities Commission revoked its cease trade order issued against Tantalex and the common shares of Tantalex resumed trading on the CSE effective November 16, 2020.

Mr. Paolone is currently a director and the Chief Executive Officer of Rotonda Ventures Corp. ("**Rotonda**"). Rotonda was subject to a cease trade order issued by the British Columbia Securities Commissions on September 3, 2020 for failure to file its annual financial statements and accompanying management's discussion and analysis for the period ended April 30, 2020, within the prescribed time period under applicable securities laws. As of the date of this Circular, this cease trade order has not been revoked.

Mr. Paolone is currently a director and the Chief Executive Officer of 1143990 BC Ltd. ("**990**"). 990 was subject to a cease trade order issued by the British Columbia Securities Commissions on September 3, 2020 for failure to file its annual financial statements and accompanying management's discussion and analysis for the period ended November 30, 2019, within the prescribed time period under applicable securities laws. As of the date of this Circular, this cease trade order has not been revoked.

#### ***Personal Bankruptcies***

None of the proposed directors of the Corporation have, within the 10 years before the date of this Management Information 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 such person.

#### ***Penalties and Sanctions***

None of the proposed directors of the Corporation have 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 been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

#### 4. AMENDMENT TO ARTICLES OF AMENDMENT - CONSOLIDATION

At the Meeting, shareholders are being asked to consider and, if deemed advisable, to pass, with or without variation, a special resolution, the text of which is attached as Exhibit A to the Notice (the "**Consolidation Resolution**"), which would authorize the Corporation to effect a consolidation of all of the issued and outstanding Common Shares on the basis of up to ten (10) pre-consolidation Common Shares, or such lesser number of pre-consolidation Common Shares as the directors of the Corporation in their discretion may determine, for one (1) post-consolidation Common Share (the "**Consolidation**"). Any fractional Common Shares arising from the Consolidation will be rounded down to the nearest whole Common Share. In all other respects, the post-consolidated Common Shares will have the same attributes as the existing Common Shares.

The Corporation believes that the Consolidation will both enhance the marketability of the Corporation as an investment and better position the Corporation to raise the funds necessary for the continued development of its business and the growth of the Corporation.

The Board may determine not to implement the Consolidation after the Meeting and after receipt of necessary shareholder and regulatory approvals, but prior to the issue of a certificate of amendment under the *Business Corporation Act* (Ontario), without further action on the part of the shareholders.

At the Meeting, shareholders will be asked to consider and, if deemed advisable, to pass as a special resolution, with or without variation, the Consolidation Resolution, the text of which is attached as Exhibit A to the Notice, to effect the consolidation of all of the issued and outstanding Common Shares on the basis of up to ten (10) old Common Shares for one (1) new Common Share.

In order to pass, the Consolidation Resolution must be approved by at least two thirds of the votes cast by the shareholders, present at the Meeting in person or represented by proxy. If the Consolidation Resolution does not receive the requisite shareholder approval, the Corporation will continue with its present share capital.

The Board recommends that shareholders vote in favour of the Consolidation Resolution to approve the Consolidation as set out above.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE CONSOLIDATION RESOLUTION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST THE CONSOLIDATION RESOLUTION.**

#### 5. APPROVAL OF OMNIBUS INCENTIVE PLAN

Effective November 27, 2024, the Corporation adopted the Omnibus Long Term Incentive Plan (the "**LTIP**").

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a resolution, in the form set out below (the "**LTIP Resolution**"), subject to such amendments, variations or additions as may be approved at the Meeting, approving the LTIP.

The LTIP is a "rolling" plan which sets the number of Awards (as defined herein) available for grant by the Corporation at amount equal to up to a maximum of 10% of the Corporation's issued and outstanding Common Shares from time to time. The LTIP will allow for a variety of equity-based awards that provide different types of incentives to be granted to certain of our executive officers, employees and consultants (in the case of options ("**Options**"), performance share units ("**PSUs**") and restricted share units ("**RSUs**"). Options, PSUs and RSUs are collectively referred to herein as "**Awards**". Each Award will represent the right to receive Common Shares, or in the case of PSUs and RSUs, Common Shares or cash, in accordance with the terms of the LTIP. The following summary of the material terms of the LTIP is qualified in its entirety by the full text of the LTIP discussion is qualified in its entirety by the full text of the LTIP, which will be made available at the office of Irwin Lowy LLP, at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2, until the business day immediately preceding the date of the Meeting.

Any existing options that were granted prior to the effective date of the LTIP pursuant to the Corporation's existing stock option plan (the "**Legacy Stock Option Plan**") will continue in accordance with their terms. Upon the effective date of the LTIP, however, options shall no longer be granted pursuant to the Legacy Stock Option Plan and shall only be granted pursuant to the LTIP.

Under the terms of the LTIP, the Board may grant Awards to eligible participants. Participation in the LTIP is voluntary and, if an eligible participant agrees to participate, the grant of Awards will be evidenced by a grant agreement with each such participant. The interest of any participant in any Award is not assignable or transferable, whether voluntary, involuntary, by operation of law or otherwise, other than by will or the laws of descent and distribution.

The LTIP provides that appropriate adjustments, if any, will be made by the Board in connection with a reclassification, reorganization or other change of the Common Shares, share split or consolidation, distribution, merger or amalgamation, in the Common Shares issuable or amounts payable to preclude a dilution or enlargement of the benefits under the LTIP.

The LTIP provides that appropriate adjustments, if any, will be made by the Board in connection with a reclassification, reorganization or other change of the Common Shares, share split or consolidation, distribution, merger or amalgamation, in the Common Shares issuable or amounts payable to preclude a dilution or enlargement of the benefits under the LTIP.

The maximum number of Common Shares reserved for issuance pursuant to the exercise of Options in the aggregate, under the Option portion of the LTIP and the Legacy Stock Option Plan, will be 20% of the aggregate number of Common Shares issued and outstanding from time to time, which represents 1,578,033 Common Shares as of the date of this Circular. As of the date of this Circular, a total of nil Options are issued and outstanding under the Legacy Stock Option Plan representing approximately 0% of the issued and outstanding Common Shares.

For the purposes of calculating the maximum number of Common Shares reserved for issuance under the LTIP, the Legacy Stock Option Plan, any issuance from treasury by the Corporation that is issued in reliance upon an exemption under applicable stock exchange rules applicable to equity-based compensation arrangements used as an inducement to person(s) or company(ies) not previously employed by and not previously an insider of the Corporation shall not be included. All of the Common Shares covered by the cancelled or terminated Awards will automatically become available Common Shares for the purposes of Awards that may be subsequently granted under the LTIP. As a result, the LTIP is considered an "evergreen" plan.

The maximum number of Common Shares that may be: (i) issued to insiders of the Corporation within any one-year period; or (ii) issuable to insiders of the Corporation at any time under the LTIP or any other proposed or established security-based compensation arrangements cannot exceed 10% of the aggregate number of Common Shares issued and outstanding from time to time determined on a non-diluted basis.

An Option will be exercisable during a period established by the Board which will commence on the date of the grant and terminate no later than ten years after the date of the granting of the Option or such shorter period as the Board may determine. As long as the Common Shares are traded on a stock exchange, the exercise price of an Option may not be less than the greater of the closing price of the Common Shares on:

- (i) the last trading day before the date such Option is granted; and
- (ii) the date such Option is granted. The LTIP provides that the exercise period of an Option will automatically be extended if the date on which it is scheduled to terminate falls during a black-out period. In such cases, the extended exercise period will terminate 10 business days after the last day of the black-out period. In order to facilitate the payment of the exercise price of the Options, the LTIP has a cashless exercise feature pursuant to which a participant may elect to undertake either a broker assisted "cashless exercise" or a "net exercise" subject to the procedures set out in the LTIP, including the consent of the Board, where required.

The following table describes the impact of certain events upon the rights of holders of Options under the LTIP, including termination for cause, resignation, retirement, termination other than for cause, and death or long-term disability, subject to the terms of a participant's employment agreement, grant agreement and the change of control provisions described below:

<b>Event Provisions</b>	<b>Provisions</b>
Termination for cause	Immediate forfeiture of all vested and unvested Options.
Resignation	The earlier of the original expiry date and 90 days after resignation to exercise vested Options or such longer period as the Board may determine in its sole discretion.
Retirement	All unvested Options will vest in accordance with their vesting schedules, and all vested Options held may be exercised until the earlier of the expiry date of such Options or one year following the termination date.
Termination or cessation	All unvested Options may vest subject to proration over the applicable vesting or performance period and shall expire on the earliest of 90 days after the effective date of the termination date, or the expiry date of such Option.
Death	If a participant dies while in his or her capacity as an eligible participant, all unvested Options will immediately vest and expire 180 days after the death of such participant.
Change of Control	If a participant is terminated without "cause" or resigns for good reason during the 12 month period following a Change of Control, or after the Corporation has signed a written agreement to effect a change of control but before the change of control is completed, then any unvested Options will immediately vest and may be exercised prior to the earlier of 30 days of such date or the expiry date of such Options.

The terms and conditions of grants of RSUs and PSUs, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these Awards, will be set out in the participant's grant agreement. Impact of certain events upon the rights of holders of these types of Awards,

including termination for cause, resignation, retirement, termination other than for cause and death or long-term disability, will be set out in the participant's grant agreement.

In connection with a change of control of the Corporation, the Board will take such steps as are reasonably necessary or desirable to cause the conversion or exchange or replacement of outstanding Awards into, or for, rights or other securities of substantially equivalent (or greater) value in the continuing entity, as applicable. If the surviving successor or acquiring entity does not assume the outstanding Awards, or if the Board otherwise determines in its discretion, the Corporation will give written notice to all participants advising that the LTIP will be terminated effective immediately prior to the change of control and all Awards, as applicable, will be deemed to be vested and, unless otherwise exercised, settle, forfeited or cancelled prior to the termination of the LTIP, will expire or, with respect to the RSUs and PSUs be settled, immediately prior to the termination of the LTIP. In the event of a change of control, the Board has the power to:

- (i) make such other changes to the terms of the Awards as it considers fair and appropriate in the circumstances, provided such changes are not adverse to the participants;
- (ii) otherwise modify the terms of the Awards to assist the participants to tender into a takeover bid or other arrangement leading to a change of control, and thereafter; and
- (iii) terminate, conditionally or otherwise, the Awards not exercised or settled, as applicable, following successful completion of such change of control. If the change of control is not completed within the time specified therein (as the same may be extended), the Awards which vest will be returned by the Corporation to the participant and, if exercised or settled, as applicable, the Common Shares issued on such exercise or settlement will be reinstated as authorized but unissued Common Shares and the original terms applicable to such Awards will be reinstated.

The Board may, in its sole discretion, suspend or terminate the LTIP at any time, or from time to time, amend, revise or discontinue the terms and conditions of the LTIP or of any securities granted under the LTIP and any grant agreement relating thereto, subject to any required regulatory, provided that such suspension, termination, amendment, or revision will not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP or as required by applicable laws.

The Board may amend the LTIP or any securities granted under the LTIP at any time without the consent of a participant provided that such amendment: (i) does not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP; (ii) is in compliance with applicable law and subject to any regulatory approvals; and (iii) is subject to Shareholder approval, where required by law, the requirements of the the LTIP, provided however that Shareholder approval will not be required for the following amendments and the Board may make any changes which may include but are not limited to:

- amendments of a general "housekeeping" or clerical nature that, among others, clarify, correct or rectify any ambiguity, defective provision, error or omission in the LTIP;
- changes that alter, extend or accelerate the terms of vesting or settlement applicable to any Award;
- any amendment regarding the effect of termination of a participant's employment or engagement;
- any amendment to add or amend provisions relating to the granting of cash-settled awards, provision of financial assistance or clawbacks and any amendment to a cash-settled award, financial assistance or clawbacks provisions which are adopted;
- any amendment regarding the administration of the LTIP; and
- any other amendment that does not require shareholder approval under the LTIP;
- provided that the alteration, amendment or variance does not:
- increase the maximum number of Common Shares issuable under the LTIP, other than an adjustment

pursuant to a change in capitalization;

- reduce the exercise price of Awards;
- permit the introduction or re-introduction of non-employee directors as eligible participants on a discretionary basis or any amendment that increases the limits previously imposed on non-employee director participation;
- remove or exceed the insider participation limits; or
- amend the amendment provisions of the LTIP.

To be effective, the LTIP Resolution requires the affirmative vote of not less than a majority of the votes cast by Shareholders present virtually or represented by proxy and entitled to vote at the Meeting.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE LTIP RESOLUTION. UNLESS OTHERWISE INDICATED, THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ACCOMPANYING FORM OF PROXY WILL VOTE THE COMMON SHARES REPRESENTED BY SUCH FORM OF PROXY, PROPERLY EXECUTED, FOR THE LTIP RESOLUTION.**

The text of the LTIP Resolution to be submitted to Shareholders at the Meeting is set forth below:

**"BE IT RESOLVED THAT:**

1. subject to regulatory approval, the Omnibus Long Term Incentive Plan pursuant to which the directors may, from time to time, authorize the issuance of awards to directors, officers, employees and consultants of the Corporation and its subsidiaries to a maximum of 20% of the issued and outstanding Common Shares at the time of the grant, be and is hereby ratified, confirmed and approved; and
2. any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of, and on behalf of, the Corporation, 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 acts and things, as may in the opinion of such director or officer be necessary or desirable to carry out the intent of the foregoing resolution."

**5. APPROVAL OF DEBT SETTLEMENT AND CREATION OF CONTROL PERSON**

**Background**

As at November 27, 2024, the Corporation had accounts payable and accrued liabilities of approximately \$438,000, which continue to increase. Management of the Corporation has determined to propose to the Corporation's creditors to settle their outstanding indebtedness through the issuance by the Corporation of Common Shares at a price of \$0.27 per Common Share (assuming completion of the Consolidation on a 1 for 10 basis). The Corporation proposes to settle such indebtedness (the "**Debt Settlement**") to some, or all, of the creditors through the issuance of up to 1,622,222 post-Consolidation Common Shares at a price of \$0.27 per Common Share (assuming completion of the Consolidation on a 1 for 10 basis).

Shareholders of the Corporation are being asked to pass a resolution authorizing the Corporation to issue Common Shares to creditors in satisfaction of indebtedness and, in connection therewith, the creation of a new control person of the Corporation.

The Corporation owes Irwin Professional Corporation, a corporation beneficially owned and controlled by Mr. Chris Irwin, a director and officer of the Corporation, \$116,942 (the "**Irwin Debt**"). The Corporation and Mr. Irwin have agreed, subject to the receipt of shareholder approval and the approval of the Canadian Securities Exchange (the "**CSE**"), to allow for the conversion of the Irwin Debt into 433,118 Common Shares (assuming completion of the Consolidation on a 1 for 10 basis). In the event that the Irwin Debt is convert into Common Shares, Mr. Irwin's



holdings, together with Mr. Irwin's current holdings, of Common Shares will be 1,221,345 Common Shares, representing approximately 50.65% of the issued and outstanding Common Shares (assuming completion of the Consolidation on a 1 for 10 basis). The settlement of the Irwin Debt will result in the creation of a new "Control Person" (as such term is defined in CSE Policy 1) and, is subject to shareholder approval pursuant to the policies of the CSE. In addition, after giving effect to the Consolidation, the Corporation will have approximately 789,016 Common Shares issued and outstanding. In the event that the entire amount of indebtedness of \$438,000 is settled, an aggregate of 1,622,222 Common Shares will be issued, resulting in more than 100% of the outstanding Common Shares being issued.

The completion of the Debt Settlement remains subject to approval of the CSE and the receipt of the required Shareholder Approval (as defined below).

### **Information Concerning Mr. Irwin and his Controlled Companies**

As of the date of this Circular, Mr. Irwin holds 788,227 Common Shares through Irwin Professional Corporation, a corporation beneficially owned and controlled by Mr. Irwin. Mr. Irwin's total holdings of Common Shares represent approximately 9.98% of the issued and outstanding Common Shares on an undiluted and partially diluted basis (based on 7,890,166 Common Shares being issued and outstanding as of the date of this Circular).

Given that Mr. Irwin is the Chief Executive Officer and a director of the Corporation, Mr. Irwin is considered to be an "insider" of the Corporation under applicable securities laws and within the policies of the CSE, and is also considered to be a "related party" of the Corporation pursuant to Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**").

Assuming completion of the Debt Settlement, Mr. Irwin will beneficially own and control, directly or indirectly, 1,221,345 Common Shares, representing approximately 50.65% of the issued and outstanding Common Shares (assuming completion of the Consolidation on a 1 for 10 basis).

### **Shareholder Approval of the Debt Settlement**

The completion of the Debt Settlement is subject to disinterested shareholder approval for the following reasons (collectively, the "**Shareholder Approval**"):

- (i) the creation of Mr. Irwin as a "Control Person" (as such term is defined in CSE Policy 1) pursuant to the Debt Settlement;
- (ii) the issuance of the Common Shares to Mr. Irwin as a "related party transaction" in accordance with MI 61-101; and
- (iii) the issuance of the 1,622,222 Common Shares in satisfaction of the \$438,000 of indebtedness owned by the Corporation to certain creditors, being more than 100% of the issued and outstanding Common Shares (assuming completion of the Consolidation on a 1 for 10 basis).

#### *Creation of a New Control Person Approval*

In accordance with Section 4.6(2)(a)(iv) of CSE Policy 4, shareholder approval is required if a proposed offering of securities for a CSE listed issuer would Materially Affect Control (as such term is defined in the policies of the CSE) of the issuer. A transaction is considered to Materially Affect Control of an issuer includes a transaction that that results, or could result, in a new holding of more than 20% of the voting securities by one security holder or combination of security holders acting together will be considered to materially affect control, unless the circumstances indicate otherwise.

Assuming completion of the Debt Settlement, Mr. Irwin will beneficially own and control, directly or indirectly, 1,221,395 Common Shares, representing approximately 50.7% of the issued and outstanding Common Shares (assuming completion of the Consolidation on a 1 for 10 basis) and as a result, Mr. Irwin could be considered a Control Person (as such term is defined in the policies of the CSE) as the Debt Settlement would Materially Affect

Control of the Corporation. Therefore, the settlement of the Irwin Debt is subject to shareholder approval pursuant to CSE Policy 4.

Shareholders, excluding Mr. Irwin (and any related parties of Mr. Irwin and any persons acting jointly or in concert with Mr. Irwin or related parties of Mr. Irwin), will be asked at the Meeting to approve the Share Issuance Resolution and, in connection therewith, approve the creation of Mr. Irwin as a new Control Person of the Corporation.

#### *Related Party Transaction Approval*

By virtue of the fact that Mr. Irwin is the Chief Executive Officer of the Corporation and a director of the Corporation, Mr. Irwin is deemed to be a "related party" of the Corporation pursuant to MI 61-101.

The settlement of the Irwin Debt is a "related party transaction" of the Corporation under MI 61-101. As such, completion of the Debt Settlement is subject to the minority approval requirement of MI 61-101 and will require the approval of shareholders, excluding any votes attached to the Common Shares held by Mr. Irwin (and any related parties of Mr. Irwin and any persons acting jointly or in concert with Mr. Irwin or related parties of Mr. Irwin).

The completion of the Debt Settlement is exempt from the valuation requirement of MI 61-101 pursuant to subsection 5.5(b) of MI 61-101 as the securities of the Corporation are only listed on the CSE.

Shareholders, excluding Mr. Irwin (and any related parties of Mr. Irwin and any persons acting jointly or in concert with Mr. Irwin or related parties of Mr. Irwin), will be asked at the Meeting to approve the Share Issuance Resolution.

#### *Issuance of More than 100% of the Issued and Outstanding*

In accordance with Section 4.6(2)(a)(i)(2) of CSE Policy 4, shareholder approval is required if a proposed offering of securities for a CSE listed issuer that is not an NV Issuer (as such term is defined in the CSE policies), the number of securities issuable in such offering is 100% or more of the total number of securities or votes outstanding.

The Corporation is both: (a) not an NV Issuer; and (b) is proposing an issuance of Common Shares in connection with the proposed Debt Settlement of the Corporation that would cause the Corporation to exceed the 100% threshold specified above. Accordingly, at the Meeting, shareholders are being asked to consider, and if deemed advisable, pass, with or without variation, the Share Issuance Resolution (as defined below).

#### **Prior Valuations / Prior Offers**

To the knowledge of the Corporation, there have been no prior valuations of the Corporation (as contemplated under MI 61-101) in the 24-month period prior to the date of this Circular that relate to the subject matter of or that are otherwise relevant to the Debt Settlement.

There have been no *bona fide* offers received by the Corporation in the 24-month period prior to Mr. Irwin's agreement to participate in the Debt Settlement, that relate to the subject matter of or that are otherwise relevant to the Debt Settlement.

#### **Additional Disclosure**

Pursuant to MI 61-101, the Corporation is required to include in this Circular certain disclosures prescribed by Form 62-104F2 – *Issuer Bid Circular* of National Instrument 62-104 – *Take-Over Bids and Issuer Bids*, to the extent applicable to the Debt Settlement (and with necessary modifications). To the extent not already incorporated in this Circular, this disclosure is provided in Appendix "B" (Additional Disclosures) attached to this Circular.

#### **Board Approval of the Debt Settlement**

In the opinion of management and the Board, the Debt Settlement represents the best financing option available to

the Corporation at this time.

After consideration of all relevant circumstances, the Board (with director Mr. Chris Irwin abstaining) has approved the Debt Settlement and has determined that the Debt Settlement is in the best interests of the Corporation. The Debt Settlement will reduce the indebtedness of the Corporation and improve its financial condition.

Among other factors considered by the Board in approving the Debt Settlement:

- (i) The Debt Settlement will significantly reduce the Corporation's outstanding debt;
- (ii) There are few material conditions to closing other than receipt of the required Shareholder Approval and required CSE approval; and
- (iii) The Debt Settlement is subject to Shareholder Approval.

Management and the Board identified and considered a number of potential risk factors relating to the Debt Settlement in its deliberations, including, but not limited to: (i) the concentration of share ownership in Mr. Irwin or his affiliates and dilution to existing shareholders; (ii) the fact that Mr. Irwin or his affiliates will have the ability (via his majority share ownership position) to determine the directors of the Board; and (iii) the risks associated with the Debt Settlement not being completed. Management and the Board believed that any possible adverse effects or risks were more than outweighed by the potential benefits of the Debt Settlement.

#### **Resolution Approving the Debt Settlement**

As described in detail under the heading "Shareholder Approval of the Debt Settlement" above, the approval of shareholders, other than Mr. Irwin (and any related parties of Mr. Irwin and any persons acting jointly or in concert with Mr. Irwin or related parties of Mr. Irwin), is required for the completion of the Debt Settlement. In particular, shareholders are required to approve: (i) the creation of Mr. Irwin or his controlled companies as a new Control Person of the Corporation in accordance with the policies of the CSE; (ii) the issuance of the post-Consolidation Common Shares to Mr. Irwin pursuant to the Debt Settlement as a "related party transaction" in accordance with MI 61-101; and (iii) the issuance of the 1,622,222 Common Shares pursuant to the Debt Settlement, in accordance with CSE Policy 4, being more than 100% of the issued and outstanding Common Shares of the Corporation (the "**Share Issuance Resolution**"). Therefore, at the Meeting the shareholders will be asked to consider and, if thought appropriate, pass a resolution in the form set out below:

#### **"BE IT RESOLVED THAT:**

1. in accordance with the policies of the Canadian Securities Exchange, the Corporation be and hereby is authorized to issue 1,622,222 Common Shares in the capital of the Corporation pursuant to the Debt Settlement, all as more particularly described in the Corporation's management information circular dated November 27, 2024;
2. the completion of the Debt Settlement be and is hereby approved and, in connection therewith: (i) the creation of Mr. Chris Irwin as a "Control Person" pursuant to the Debt Settlement; and (ii) the issuance of the Common Shares to Mr. Irwin or his affiliates pursuant to the Debt Settlement as a "related party transaction" in accordance with MI 61-101, be and is hereby specifically approved; and
3. any officer or director of the Corporation be and is hereby authorized and directed, on behalf of the Corporation, to execute and deliver any document or instrument, to do all such acts and to take any measure, in the opinion of such officer or director, that may prove necessary or desirable to give full effect to this resolution."

In order to be adopted, the Share Issuance Resolution must be passed by the affirmative vote of a majority of votes cast by shareholders in person or represented by proxy at the Meeting, excluding Mr. Irwin (and any related parties of Mr. Irwin and any persons acting jointly or in concert with Mr. Irwin or related parties of Mr. Irwin).

To the knowledge of the Corporation, after reasonable inquiry, no shareholders other than Mr. Irwin, Irwin Lowy

LLP and Irwin Professional Corporation will be excluded from voting in respect of the Share Issuance Resolution. It is therefore anticipated that an aggregate of 1,171,560 Common Shares will be excluded from voting in respect of the Share Issuance Resolution.

The Corporation intends to complete the Debt Settlement shortly after: (i) receipt of shareholder approval; and (ii) the approval of the CSE. All securities issued pursuant to the Debt Settlement will be subject to a hold period of four months and one day from the date of issuance.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL VE VOTED FOR THE APPROVAL OF THE ISSUANCE OF COMMON SHARES IN SATISFACTION OF INDEBTEDNESS UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.**

### STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Corporation is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Corporation as at March 31, 2024, whose total compensation was more than \$150,000 for the financial year of the Corporation ended March 31, 2024, (collectively the "Named Executive Officers") and for the directors of the Corporation.

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years to the Named Executive Officers and the directors of the Corporation

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES <sup>(1)</sup>							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Chris Irwin <sup>(2)</sup> , Chief Executive Officer, and Director	2024 2023	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Arvin Ramos Chief Financial Officer	2024 2023	30,000 30,000	nil nil	nil nil	nil nil	nil nil	30,000 30,000
Trumbull Fisher, Director	2024 2023	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Richard Paolone, Director	2024 2023	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Carly Burk, Secretary	2024 2023	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil

Notes:

- (1) This table does not include any amount paid as reimbursement for expenses.
- (2) During the financial year ended March 31, 2024, Irwin Lowy LLP, a limited liability partnership of which Mr. Irwin is a partner, accrued legal fees of \$54,323 for legal services. During the financial year ended March 31, 2023, Irwin Lowy LLP, a limited liability partnership of which Mr. Irwin is a partner, accrued legal fees of \$13,516 for legal services.
- (3) As of March 31, 2023, each of Messrs. Irwin, Fisher, Paolone and Ramos and Ms. Burk did not hold any stock options of the Corporation.
- (4) As of March 31, 2024, each of Messrs. Irwin, Fisher, Paolone and Ramos and Ms. Burk did not hold any stock options of the Corporation.

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

No compensation securities were granted or issued to each by the Corporation during the most recently completed financial year. None of the Named Executive Officers or directors of the Corporation exercised any compensation securities during the most recently completed financial year of the Corporation.

## **Stock Option Plan and other Incentive Plans**

The Corporation adopted the LTIP on November 27, 2024. A detailed discussion of the material terms of the LTIP is set out under "*Particulars of Matters to be Acted Upon – Approval of Omnibus Long Term Incentive Plan*" above

The Corporation currently has no long-term incentive plans, other than stock options granted from time to time by the board of directors of the Corporation (the "**Board**") under the provisions of the Legacy Stock Option Plan. The purpose of the Legacy Stock Option Plan is to, among other things, encourage Common Share ownership in the Corporation by directors, officers, employees and consultants of the Corporation and its affiliates and other designated persons. Options may be granted under the Legacy Stock Option Plan only to directors, officers, employees and consultants of the Corporation and its subsidiaries and other designated persons as designated from time to time by the Board. The number of options which may be issued under the Legacy Stock Option Plan is limited to 10% of the number of Common Shares outstanding at the time of the grant of the options. As at the date hereof, there are 1,578,033 Common Shares reserved for issuance under the Legacy Stock Option Plan. Any Common Shares subject to an option which, for any reason, is cancelled or terminated prior to exercise will be available for a subsequent grant under the Legacy Stock Option Plan. The option price of any Common Shares cannot be less than the market price of the Common Shares. Options granted under the Legacy Stock Option Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, officer, director or consultant of the Corporation or any of its subsidiaries or ceasing to have a designated relationship with the Corporation, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The options are non-transferable. The Legacy Stock Option Plan contains provisions for adjustment in the number of Common Shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the Common Shares, a merger or other relevant changes in the Corporation's capitalization. Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Legacy Stock Option Plan or may terminate the Legacy Stock Option Plan at any time. The Legacy Stock Option Plan does not contain any provision for financial assistance by the Corporation in respect of options granted under the Legacy Stock Option Plan.

## **Employment, Consulting and Management Agreements**

There are no employment, consulting or management agreements in place with any of the executive officers or directors of the Corporation.

## **Oversight and Description of Director and Named Executive Officer Compensation**

### ***Compensation of Directors***

The Board monitors compensation of the executive officers of the Corporation. The Board is responsible for the development and supervision of the Corporation's approach to compensation for directors, officers and senior management as well as bonuses and any increases in compensation to employees or staff that would have a material impact on the Corporation's expenses.

The Board determines the compensation payable to the directors of the Corporation and reviews such compensation periodically throughout the year. The directors of the Corporation currently receive fees for their respective roles as directors of the Corporation and may, from time to time, be awarded stock options under the provisions of the stock option plan of the Corporation. There are no other arrangements under which the directors of the Corporation who are not Named Executive Officers were compensated by the Corporation or its subsidiaries during the most recently completed financial year end for their services in their capacity as directors of the Corporation.

## *Compensation of Named Executive Officers*

### *Principles of Executive Compensation*

The Corporation believes in linking an individual's compensation to his or her performance and contribution as well as to the performance of the Corporation as a whole. The primary components of the Corporation's executive compensation are base salary and option-based awards. The Board believes that the mix between base salary and incentives must be reviewed and tailored to each executive based on their role within the organization as well as their own personal circumstances. The overall goal is to successfully link compensation to the interests of the shareholders. The following principles form the basis of the Corporation's executive compensation program:

1. align interest of executives and shareholders;
2. attract and motivate executives who are instrumental to the success of the Corporation and the enhancement of shareholder value;
3. pay for performance;
4. ensure compensation methods have the effect of retaining those executives whose performance has enhanced the Corporation's long-term value; and
5. connect, if possible, the Corporation's employees into principles 1 through 4 above.

The Board is responsible for the Corporation's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Corporation and the Named Executive Officers. The Board also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the stock option plan of the Corporation. The Board also reviews and approves the hiring of executive officers.

### *Base Salary*

The Board approves the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Corporation's peer group is also accumulated from a number of external sources including independent consultants. The Corporation's policy for determining salary for executive officers of the Corporation is consistent with the administration of salaries for all other employees.

### *Annual Incentives*

The Corporation is not currently awarding any annual incentives by way of cash bonuses. However, the Board, in its discretion, may award such incentives in order to motivate executives to achieve short-term corporate goals.

The success of Named Executive Officers in achieving their individual objectives and their contribution to the Corporation in reaching its overall goals are factors in the determination of their annual bonus. The Board assesses each Named Executive Officers' performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of the Corporation that arise on a day to day basis. This assessment is used by the Board in developing its recommendations with respect to the determination of annual bonuses for the Named Executive Officers.

### Compensation and Measurements of Performance

It is the intention of the Board to approve targeted amounts of annual incentives for each Named Executive Officer at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities, will trigger the award of a bonus payment to the Named Executive Officers. The Named Executive Officers will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

### Long Term Compensation

The Corporation currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the LTIP.

### **Pension Disclosure**

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Corporation.

### **Termination and Change of Control Benefits**

The Corporation does not have in place any pension or retirement plan. The Corporation has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or has previously acted as a Named Executive Officer or director of the Corporation in connection with or related to the retirement, termination or resignation of such person. The Corporation has not provided any compensation to such persons as a result of a change of control of the Corporation, its subsidiaries or affiliates. Other than as disclosed in the section entitled "Statement of Executive Compensation – Employment, Consulting and Management Agreements" in this Management Information Circular, the Corporation is not party to any compensation plan or arrangement with Named Executive Officers or directors of the Corporation resulting from the resignation, retirement or the termination of employment of such person.

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

The following table sets forth information with respect to all compensation plans of the Corporation under which equity securities are authorized for issue as of March 31, 2024:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (\$)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (#)</b>
Equity compensation plans approved by securityholders	nil	nil	nil
Equity compensation plans not approved by securityholders	789,016	nil	789,016
<b>Total</b>	<b>789,016</b>	<b>nil</b>	<b>789,016</b>

Notes:

(1) *The Legacy Stock Option Plan is a "rolling" stock option plan whereby the maximum number of Common Shares that may be reserved for issue pursuant to the Legacy Stock Option Plan will not exceed 20% of the outstanding Common Shares at the time of the stock option grant. As at the date of this Circular, 789,016 stock options may be issued under the Legacy Stock Option Plan. Nil stock options are issued and outstanding and an additional 789,016 Common Shares are reserved for issue and remain available for future*

*issue under the LTIP. At the Meeting, shareholders will be asked to approve the LTIP.*

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

Other than as already disclosed herein, no director, executive officer or principal shareholder of the Corporation, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect the Corporation.

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

No director or officer of the Corporation or person who acted in such capacity in the last financial year of the Corporation, or any other individual who at any time during the most recently completed financial year of the Corporation was a director of the Corporation or any associate of the Corporation, is indebted to the Corporation, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

### **AUDIT COMMITTEE INFORMATION REQUIRED IN THE INFORMATION CIRCULAR OF A VENTURE ISSUER**

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer's annual shareholder meeting. The Corporation is a "venture issuer" for the purposes of NI 52-110.

#### **Audit Committee Charter**

The full text of the charter of the Corporation's Audit Committee is attached hereto as appendix A (the "**Audit Committee Charter**").

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

The Audit Committee members are currently Messrs. Chris Irwin, Richard Paolone, and Trumbull Fisher, each of whom is a director and financially literate. Messrs. Paolone and Fisher are each independent in accordance with NI 52-110.

#### **Relevant Education and Experience**

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

1. an understanding of the accounting principles used by the Corporation to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting.



**Chris Irwin, Chief Executive Officer and Director** – Mr. Irwin is a graduate of Bishop’s University (B.A., 1990), the University of New Brunswick (Bachelor of Laws, 1994) and Osgoode Hall Law School (Master of Laws, 2009). He was called to the Bar of Ontario in 1996. Mr. Irwin represents several public companies, is an officer and/or director of several public companies, and serves or has served on the audit committee of several public companies.

**Richard Paolone, Director** – Mr. Paolone is a Toronto-based securities lawyer whose focus includes an emphasis on natural resources and diversified industries. Mr Paolone is the principal lawyer of Paolone Law Professional Corporation. In his private practice, he has developed experience with respect to public companies, capital markets, mergers and acquisitions and other facets fundamental to the natural resource sector. Prior to receiving his J.D. from Bond University in Australia, Mr Paolone completed a B.A. from Mount Royal University in Calgary, Alberta. Mr Paolone currently serves as a director and Chief Executive Officer of several private and reporting companies, and previously was Director & CEO Red Pine Petroleum Ltd. and Director of Evolution Global Frontier Ventures Corp.

**Trumbull Fisher, Director** – Mr. Fisher is the President of Lincoln Hold Co. Ltd., a public stock holding company since 2015. Mr. Fisher has significant experience in mining and capital markets over the past 17 years. He has lead institutional sales and trading desk at Casimir Capital L.P., a mining and natural resource focused investment bank and co-founded Sui Generis Investment Partners, an equity long/short offshore hedge fund. Mr. Fisher was a director of Tantalex Resources Corporation, a mineral resources company, from April 2020 until December 2020. Mr. Fisher has developed both private and public resource companies, including New Wave Esports, a capital and advisory services firm, Mansa Exploration Inc., a mineral exploration company, Metallica Metals Corp., a mineral exploration company, and Alpha Gold North Inc., a mineral exploration and development company, taking on such roles as Chairman, President, Board Member and Advisor. Mr. Fisher attended Carlton University and received a Bachelor of Arts in Law.

#### **Audit Committee Oversight**

Since the commencement of the Corporation's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

#### **Reliance on Exemptions in NI 52-110**

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

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Corporation's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Corporation, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit);
2. the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110 (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation if a circumstance arises that affects the business or operations of the Corporation and a reasonable person would conclude that the circumstance can be best addressed by a member of the Audit Committee becoming an executive officer or employee of the Corporation);
3. the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation if an Audit Committee member becomes a control person of the Corporation or of an affiliate of the Corporation for reasons outside the member's reasonable control);

4. the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation if a vacancy on the Audit Committee arises as a result of the death, incapacity or resignation of an Audit Committee member and the Board was required to fill the vacancy); or
5. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

The Corporation is a "venture issuer" for the purposes of NI 52-110. Accordingly, the Corporation is relying upon the exemption in section 6.1 of NI 52-110 providing that the Corporation is exempt from the application of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

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

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter.

### **Audit Fees**

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Corporation for professional services rendered to the Corporation during the fiscal years ended March 31, 2023 and March 31, 2024:

	<b>Audit Fees (\$)</b>	<b>Audit-Related Fees (\$)</b>	<b>Tax Fees (\$)</b>	<b>All Other Fees (\$)</b>
<b>Year ended March 31, 2024</b>	17,500	nil	2,500	20,000
<b>Year ended March 31, 2023</b>	16,000	nil	2,500	18,500

Audit Fees – aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's annual consolidated financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of audit procedures performed related to the review of quarterly consolidated financial statements and related documents.

Tax Fees – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

All Other Fees – aggregate fees billed for professional services which included accounting advice and association fees.

## **REPORT ON CORPORATE GOVERNANCE**

The Corporation believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (collectively the "**Governance Guidelines**") of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines. In certain cases, the Corporation's practices comply with the

guidelines, however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. The Board will continue to review and implement corporate governance guidelines as the business of the Corporation progresses and becomes more active in operations.

The following disclosure is required by the Governance Guidelines and describes the Corporation's approach to governance and outlines the various procedures, policies and practices that the Corporation and the Board have implemented.

### **Board of Directors**

The Board is currently composed of six directors. At the Meeting it is proposed that six directors be nominated for election by the shareholders of the Corporation. *Form 58-101F2 – Corporate Governance Disclosure (Venture Issuers)* ("**Form 58-101F2**") requires disclosure regarding how the Board facilitates its exercise of independent supervision over management of the Corporation by providing the identity of directors who are independent and the identity of directors who are not independent and the basis for that determination. NI 52-110 provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. In addition, under NI 52-110, an individual who is, or has been within the last three years an employee or executive officer of an issuer, is deemed to have a "material relationship" with the issuer. Accordingly, of the proposed nominees, Chris Irwin, Chief Executive Officer of the Corporation is considered not to be "independent". The remaining two proposed directors are considered by the Board to be "independent", within the meaning of NI 52-110. In assessing Form 58-101F2 and making the foregoing determinations, the Board has examined the circumstances of each director in relation to a number of factors.

### **Directorships**

The following table sets forth the directors of the Corporation who currently hold directorships with other reporting issuers:

<b>Name of Director</b>	<b>Reporting Issuer</b>
Chris Irwin	Minnova Corp., Greencastle Resources Ltd., Intercontinental Gold and Metals Ltd., Playground Ventures. Inc., EV Minerals Corporation., Haviland Enviro Corp. and Sixty Six Capital Inc.
Richard Paolone	Safe Supply Streaming Co Ltd., Ascension Exploration Inc., 1143990 B.C. Ltd., Republic Goldfields Inc., Emerald Isle Resources Inc., 1169032 B.C. Ltd., 1210352 B.C. Ltd., Critical Infrastructure Technologies Ltd., 0755461 B.C. Ltd., Xander Resources Inc., Ashington Innovation PLC and Ispecimen Inc.
Trumbull Fisher	Green Shift Commodities Ltd. and Anteros Metals Inc.

### **Orientation and Continuing Education**

The Board does not have a formal orientation or education program for its members. The Board's continuing education is typically derived from correspondence with the Corporation's legal counsel to remain up to date with developments in relevant corporate and securities law matters. Additionally, historically board members who are familiar with the Corporation and the nature of its business have been nominated.

### **Ethical Business Conduct**

The Board has not adopted guidelines or attempted to quantify or stipulate steps to encourage and promote a culture of ethical business conduct, but does promote ethical business conduct through the nomination of Board members it

considers ethical, through avoiding or minimizing conflicts of interest, and by having at least two of its Board members independent of corporate matters.

### **Nomination of Directors**

The recruitment of new directors has generally resulted from recommendations made by directors and shareholders. The assessment of the contributions of individual directors has principally been the responsibility of the Board. Prior to standing for election, new nominees to the Board are reviewed by the entire Board.

### **Other Board Committees**

The Board has established an Audit Committee.

### **Assessments**

Currently the Board has not implemented a formal process for assessing directors.

## **OTHER MATTERS**

The management of the Corporation knows of no other matters to come before the Meeting other than as set forth in the Notice of Meeting. **However, if other matters which are not known to management should properly come before the Meeting, the accompanying form of proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.**

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Shareholders may contact the Corporation in order to request copies of: (i) this Management Information Circular; and (ii) the Corporation's consolidated financial statements and the related management's discussion and analysis (the "MD&A") which will be sent to the shareholder without charge upon request. Financial information is provided in the Corporation's consolidated financial statements and MD&A for its financial years ended March 31, 2023 and March 31, 2024.

## **APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Management Information Circular have been approved, and the delivery of it to each shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

**DATED** at Toronto, Ontario, on the 27<sup>th</sup> day of November, 2024.

### **BY ORDER OF THE BOARD**

*"Chris Irwin" (signed)*  
Chief Executive Officer and Director

## APPENDIX A

### SBD CAPITAL CORP. CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

#### I PURPOSE

The Audit Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of SBD Capital Corp. (the "**Corporation**") to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee's primary duties and responsibilities are to:

- conduct such reviews and discussions with management and the external auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
- assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;
- ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel;
- review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;
- select and monitor the independence and performance of the Corporation's external auditors, including attending at private meetings with the external auditors and reviewing and approving all renewals or dismissals of the external auditors and their remuneration; and
- provide oversight to related party transactions entered into by the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

#### II AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

### III COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission ("**OSC**"), the Canadian Securities Exchange, the *Business Corporations Act* (Ontario) and all applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
3. A majority of the members of the Committee shall not be officers or employees of the Corporation or any of its affiliates.
4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.
5. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
6. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
7. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours' notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
8. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
9. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
10. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as the Committee may see fit, from time to time, to attend at meetings of the Committee.
11. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

## IV **RESPONSIBILITIES**

### A **Financial Accounting and Reporting Process and Internal Controls**

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable International Financial Reporting Standards ("**IFRS**") and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.
3. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, management's discussion and analysis and annual and interim earnings press releases, and periodically assess the adequacy of these procedures.
4. The Committee shall review the Corporation's financial statements, management's discussion and analysis relating to annual and interim financial statements and annual and interim earnings press releases, that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information.
5. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Corporation in charge of financial matters, deem appropriate.
6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
9. The Committee shall establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
  - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
10. The Committee shall provide oversight to related party transactions entered into by the Corporation.

## **B Independent Auditors**

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the external auditors in accordance with this charter.
4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.
5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within IFRS that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Corporation and the external auditors.
8. The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
10. The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.

## **C Other Responsibilities**

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.



### **Procedures for Receipt of Complaints and Submissions Relating to Accounting Matters**

1. The Corporation shall inform employees on the Corporation's intranet, if there is one, or via a newsletter or e-mail that is disseminated to all employees at least annually, of the officer (the "Complaints Officer") designated from time to time by the Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters.
2. The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Committee or the Chair of the Committee.
3. The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis prior to the quarterly meeting of the Committee called to approve interim and annual financial statements of the Corporation.
4. Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.
5. The Complaints Officer shall retain a record of a complaint or submission received for a period of six years following resolution of the complaint or submission.

### **Procedures for Approval of Non-Audit Services**

1. The Corporation's external auditors shall be prohibited from performing for the Corporation the following categories of non-audit services:
  - (a) bookkeeping or other services related to the Corporation's accounting records or financial statements;
  - (b) financial information systems design and implementation;
  - (c) appraisal or valuation services, fairness opinion or contributions-in-kind reports;
  - (d) actuarial services;
  - (e) internal audit outsourcing services;
  - (f) management functions;
  - (g) human resources;
  - (h) broker or dealer, investment adviser or investment banking services;
  - (i) legal services;
  - (j) expert services unrelated to the audit; and
  - (k) any other service that the Canadian Public Accountability Board determines is impermissible.
2. In the event that the Corporation wishes to retain the services of the Corporation's external auditors for tax compliance, tax advice or tax planning, the Chief Financial Officer of the Corporation shall consult with the Chair of the Committee, who shall have the authority to approve or disapprove on behalf of the Committee, such non-audit services. All other non-audit services shall be approved or disapproved by the Committee as a whole. 3. The Chief Financial Officer of the Corporation shall maintain a record of non-

audit services approved by the Chair of the Committee or the Committee for each fiscal year and provide a report to the Committee no less frequently than on a quarterly basis.

## APPENDIX "B"

### ADDITIONAL DISCLOSURE

Pursuant to MI 61-101, in connection with the Debt Settlement, the Corporation is required to include in this Circular certain additional disclosure prescribed by Form 62-104F2 – *Issuer Bid Circular* to the extent applicable to the Debt Settlement (and with necessary modifications). This additional disclosure, as required pursuant to MI 61-101, is set out below.

#### Trading Data

The Common Shares trade on the CSE under the trading symbol "SBD". The closing price of the Common Shares on the CSE on November 26, 2024, the last trading day prior to the date of this Circular, was \$0.035.

The following table sets forth the price range and trading volume of the Common Shares on the CSE, on a monthly basis, during the six-month period prior to the date of this Circular:

Month	High (\$)	Low (\$)	Volume
May 2024	0.105	0.06	80,000
June 2024	0.06	0.055	1,302
July 2024	0.055	0.055	1,033
August 2024	0.065	0.055	120,00
September 2024	0.065	0.065	2
October 2024	0.065	0.055	21,072
November 2024	0.055	0.035	3749

#### Ownership of Securities of the Corporation

To the of the Corporation, the following table sets forth, as of the date of this Circular, the number and percentage of securities of the Corporation beneficially owned or over which control or direction is exercised:

- (a) by each director and officer of the Corporation; and
- (b) after reasonable inquiry, by
  - (i) each associate or affiliate of an insider of the Corporation;
  - (ii) each associate or affiliate of the Corporation;
  - (iii) an insider of the Corporation, other than a director or officer of the Corporation; and
  - (iv) each person acting jointly or in concert with the Corporation.

Name	Position Held with Corporation	Number and Percentage of Shares <sup>(1)</sup>
Chris Irwin	Chief Executive Officer and Director	788,227 (9.98%)

Arvin Ramos	Chief Financial Officer	Nil
Trumbull Fisher	Director	Nil
Richard Paolone	Director	Nil

Notes:

- (1) Based on the 7,890,166 Common Shares being issued and outstanding as of the date of this Circular.

### Commitments to Acquire Securities of the Corporation

Other than in respect of the Debt Settlement, there are no agreements, commitments or understandings made by the Corporation or, to the knowledge of the Corporation, by any person referred to in the table above under the heading "Ownership of Securities of the Corporation" to acquire securities of the Corporation, and the terms and conditions of those agreements, commitments or understandings.

### Material Changes in the Affairs of the Corporation

As at the date of this Circular, except in respect of the Debt Settlement, the Corporation does not have any plans or proposals for material changes in the affairs of the Corporation, including, for example, any material contract or agreement under negotiation, any proposal to liquidate the issuer, to sell, lease or exchange all or a substantial part of its assets, to amalgamate it or to make any material changes in its business, corporate structure (debt or equity), management or personnel.

### Previous Purchases and Sales

No Common Shares have been purchased or sold by the Corporation during the 12 months preceding the date of this Circular.

### Previous Distributions

Except as set forth in the table below, there have been no Common Shares distributed by the Corporation during the five (5) years preceding the date of this Circular.

Date	Type of Security	Price per Security	Aggregate Proceeds (\$)
August 29, 2024	Common Shares <sup>(1)</sup>	\$0.05	\$158,324.92
December 30, 2021	Units <sup>(2)</sup>	\$0.025	\$45,000
April 15, 2021	Units <sup>(3)</sup>	\$0.025	\$750,000

Notes:

- (1) Issued to certain creditors of the Corporation in settlement of an aggregate of \$158,324.92 of indebtedness.
- (2) In connection with a non-brokered private placement, the Corporation issued 1,800,000 units (each, a "Unit") at a price of \$0.025 per Unit for aggregate gross proceeds of \$45,000. Each Unit was comprised of one Common Share and one Common Share purchase warrant. Each warrant entitled the holder thereof to acquire one additional Common Share at a price of \$0.05 per Common Share until the date that was twenty-four months from the date of issuance.
- (3) In connection with a non-brokered private placement, the Corporation issued 30,000,000 Units at a price of \$0.025 per Unit for aggregate gross proceeds of \$750,000. Each Unit was comprised of one Common Share and one Common Share purchase warrant. Each warrant entitled the holder thereof to acquire one additional Common Share at a price of \$0.05 per Common Share until the date that was twenty-four months from the date of issuance.

**Dividends**

The Corporation has not declared or paid any dividends or distributions on its Common Shares or other securities in the two (2) years preceding the date of this Circular and it is not contemplated that any dividends will be paid in the immediate or foreseeable future. Currently, the Corporation anticipates that it will retain any funds to finance expansion and development of its business. Any future determination to pay dividends or distributions will be at the discretion of the Board and will depend upon the results of operations, financial condition, current and anticipated cash needs, contractual restrictions, restrictions imposed by applicable law and other factors that the directors of the Corporation deem relevant.

**Expenses of the Offering**

It is estimated that the expenses incurred by the Corporation in connection with the Debt Settlement will be approximately \$10,000.