

MIDORI CARBON INC.

**CSE Form 2A
LISTING STATEMENT**

September 17, 2024

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements in this Listing Statement may constitute “forward-looking” statements involving known and unknown risks, uncertainties and other factors regarding the Company’s intentions, beliefs, expectations and future results as they pertain to the Company and its proposed business. This may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. This forward-looking information also includes information regarding the financial condition and business of the Company, as they exist at the date of this Listing Statement.

Forward-looking statements reflect our current expectations and assumptions, and are made in light of information available as at the date of this Listing Statement. Such forward-looking information reflect the Company’s perception of historical trends, including expectations and assumptions concerning: the Company’s opportunities, strategies, competition, expected activities and expenditures as the Company pursues its business plan, the adequacy of the Company’s available cash resources and other statements about future events or results. In particular, and without limiting the generality of the foregoing, this Listing Statement contains forward-looking information concerning: the market for carbon credits and carbon assets; the regulatory environment concerning carbon credits and carbon assets; the development, maintenance and operation of the Platform; that commercialization of the Platform will occur as anticipated; the sufficiency of budgeted expenditures in carrying out planned activities; the availability and cost of skilled labour; that any third-party intellectual property required will continue to be available on terms reasonable to the Company; future expenditures to be made by the Company; the effects of IT security risks on the Company; and the effects of regulatory changes (or the absence thereof) on the Company.

The Company’s forward-looking information is based on the beliefs, expectations and opinions of management of the Company on the date the information is provided. Investors should not place undue reliance on forward-looking information.

In certain cases, forward-looking statements can be identified by the use of such words as “may”, “would”, “could”, “will”, “intend”, “expect”, “believe”, “plan”, “anticipate”, “estimate”, “seek”, “project”, “should”, “strategy”, “future”, “consider” and other similar terminology. These statements reflect the Company’s current expectations regarding future events and operating performance and speak only as of the date of this Listing Statement.

Although the forward-looking statements contained in this Listing Statement are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this Listing Statement and are expressly qualified in their entirety by this cautionary statement; and we disclaim any obligation to update any forward-looking statements, whether because of new information or future events or results, except to the extent required by applicable securities laws. Accordingly, potential investors should not place undue reliance on forward-looking statements or the information contained in those statements.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference into this Listing Statement from documents filed with the securities commissions or similar authorities in the provinces of British Columbia and Alberta. Copies of documents incorporated herein by reference may be obtained upon request without charge from Midori at Suite 3104 - 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1G4 (email: info@midoricarbon.com). Copies of documents incorporated by reference may also be accessed online at www.sedar.com. Midori's filings through the System for Electronic Documents Analysis and Retrieval ("SEDAR") are not incorporated by reference in this Listing Statement, except as specifically set out herein.

The following documents, filed with the securities commission or similar authority in each of the provinces of British Columbia and Alberta, are specifically incorporated by reference into, and form an integral part of, this Listing Statement:

- Midori's management proxy information circular dated June 7, 2023 with respect to the annual general meeting of its shareholders held on July 26, 2023;
- Midori's audited annual financial statements for the years ended January 31, 2024 and 2023, with the corresponding management's discussion and analysis dated May 30, 2024; and
- Midori's unaudited interim financial statements for the period ended April 30, 2024, with the corresponding management's discussion and analysis dated June 24, 2024.

The foregoing documents are not incorporated by reference or deemed to be incorporated by reference to the extent their contents are modified or superseded by a statement contained in this Listing Statement or in any other subsequently filed document that is incorporated by reference or deemed to be incorporated by reference in this Listing Statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Listing Statement.

Any documents of the type required by applicable securities laws to be incorporated by reference in this Listing Statement, including any material change reports (excluding confidential reports), comparative interim financial statements, comparative annual financial statements and the auditors' report thereon, management's discussion and analysis of financial condition and results of operations, information circulars, annual information forms and business acquisition reports, filed by Midori with the securities commissions or similar regulatory authorities in the provinces of British Columbia or Alberta subsequent to the date of this Listing Statement and prior to the termination of this distribution are deemed to be incorporated by reference in this Listing Statement.

MARKET AND INDUSTRY DATA

This Listing Statement includes market and industry data and forecasts that were obtained from third party sources, industry publications and publicly available information as well as industry

data prepared by management on the basis of its knowledge of the applicable markets in which Midori operates (including management's estimates and assumptions relating to the industry based on that knowledge). Management's knowledge of the carbon credit and carbon asset industry, including the industry in Canada, has been developed through Midori's research and analysis.

Management believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness of this data.

GLOSSARY

The following is a glossary of certain terms used in this Listing Statement. Terms and abbreviations used in the financial statements of Midori, and in the exhibits to this Listing Statement may be defined separately and the terms and abbreviations defined below may not be used therein.

BCBCA	means the <i>Business Corporations Act</i> (British Columbia) including the regulations thereunder, as amended.
Board	means Midori's board of directors.
CEO	means an individuals who acted as the chief executive officer of Midori, or acted in a similar capacity, for any part of the most recently completed financial year.
CFO	means an individuals who acted as the chief financial officer of Midori, or acted in a similar capacity, for any part of the most recently completed financial year.
CSE	means the Canadian Securities Exchange.
Company or Midori	means Midori Carbon Inc.
Listing	means the listing of the Midori Shares for trading on the CSE.
Listing Statement	means this listing statement of Midori.
Midori Shares	means the common shares in the capital of Midori.
Platform	means Midori's proprietary carbon credit trading platform.
SEDAR	means the Canadian System for Electronic Document Analysis and Retrieval available to the public online at www.sedar.com .
Shareholders	means the holders of Midori Shares
Stock Option Plan or Option Plan	means the stock option plan of Midori

CORPORATE STRUCTURE OF MIDORI

Corporate Name and Address

The full corporate name of the Company is “Midori Carbon Inc.” The registered office of Midori is located at 700 - 401 West Georgia Street, Vancouver, British Columbia V6B 5A1. Its head office is located at Suite 3104 - 1055 Dunsmuir Street, Vancouver, British Columbia V7X 1G4.

Jurisdiction of Incorporation

Midori was incorporated under the name “Cinemage Systems Corp.” on April 19, 1998 under the laws of the Province of Alberta, and undertook the following corporate changes:

- changed its name to “Cinemage Capital Corp.” in April 1999; to “Cinemage Corporation” in August 2002; to “Fibresources Corporation” in September 2008; to “AJA Ventures Inc.” on October 1, 2020; and to “Midori Carbon Inc.” on August 29, 2023.
- continued as a corporation under the *Canada Business Corporations Act* on July 26, 2002; and continued as a corporation under the British Columbia *Business Corporations Act* on February 11, 2020.

Inter-corporate Relationships

Other than 1250148 B.C. Ltd., Midori has no wholly-owned subsidiaries, affiliates or associates. 1250148 B.C. Ltd. has no assets nor active operations. See “General Development of Midori’s Business” for further discussion.

GENERAL DEVELOPMENT OF MIDORI’S BUSINESS

Overview

The Company, formerly known as “Cinemage Systems Corp.”, was incorporated in April 1998, and listed its common shares as a “junior capital pool” company for trading on the Canadian Venture Exchange (a predecessor to the TSX Venture Exchange) on December 15, 1999. In October 2001, the Company completed a takeover bid for all of the issued and outstanding shares of Advanced Cultural Technologies Inc., then a software development company focused on the delivery of multimedia content across the internet.

In late 2008, the Company re-focused its business on the bioenergy sector, and changed its name to “Fibresources Corporation” on January 6, 2009 as a result.

In 2009, a cease trade order was issued by the British Columbia and Alberta Securities Commissions against the Company for failure to file its required financial statement and MD&A for the years ended January 31, 2009 and interim periods ended April 30, 2009 and July 31, 2009. The cease trade orders were revoked in July 2019.

From 2009 until the completion of its financial year ended January 31, 2020, the Company did not carry on any active business or operations. Through those years, it had minimal assets and approximately \$2 million in liabilities.

In January 2020, the Company announced that it had entered into a letter of intent dated January 12, 2020 with The Drops Esports Inc., pursuant to which the former would acquire all of the outstanding shares of the latter. This letter of intent has expired and no further action has been taken by the Company with respect to same.

During the year ended January 31, 2020, the Company restructured its share capital by completing a share consolidation of one “new” Midori Share for ten “old” Midori Shares. In October 2020, the Company changed its name to “Aja Ventures Ltd.”

Toward the end of the financial year ended January 31, 2021, the Company received third party loans in an amount of approximately \$1.7 million, which it used to pay down outstanding liabilities, and subsequently received approximately \$0.5 million of subscription proceeds in advance of a private placement offering of units, of which it used \$0.4 million to purchase an interest in two privately held companies.

In April 2021, the Company completed a three-cornered amalgamation whereby it incorporated a subsidiary, 1299337 B.C. Ltd. (“**Subco**”), for the sole purpose of amalgamating Subco with 1250148 B.C. Ltd. (“**Finco**”). The Company was previously indebted to Finco for the \$1.7 million mentioned above. On completion of the amalgamation, accrued interest on the debt was forgiven and the indebtedness, now an intercompany loan, was eliminated on consolidation.

In September 2021, the Company, Living Proof Institute Inc. (“**LPI**”) and the shareholder of the latter entered into a share purchase agreement, pursuant to which the Company would acquire all of the outstanding shares of LPI. The purchase agreement expired, and the Company does not intend to pursue such acquisition further.

In November 2021, the Company completed a private placement of 11,488,906 units at a price of \$0.09 per unit, for gross proceeds of approximately \$1.03 million. Each unit consisted of one Midori Share and one-half of one warrant, where each whole warrant was exercisable for one Midori Share at a price per Midori Share of \$0.12 expiring on November 19, 2023. A finder’s fee was paid to CTR.com Ventures Inc., an arm’s length party, of approximately \$24,810.

Subsequently, the Company received an additional \$2.3 million in share subscriptions prior to January 31, 2022, and a further \$20,000 following January 31, 2022. In consideration, the Company issued 6,700,729 Midori Shares at an issuance price of \$0.36 for share. An additional finder’s fee of \$45,900 was paid to CTR.com Ventures Inc. with respect to a portion of such share subscription.

Through the fiscal year ended January 31, 2023, the Company refocused its efforts on the carbon credit sector, and changed its name to “Midori Carbon Inc.” in August 2023.

Since early 2023, Midori, Zero Degrees Technology Inc. (“**Zero Degrees**”) and its principal collectively worked on the ideation, conceptualization and development of Midori’s own proprietary carbon credit trading platform. Midori advanced development expenses in an aggregate total amount of \$563,637 with respect to the Platform to third party developers which, at the time, were contracted through Zero Degrees.

In October 2023, the aforementioned share purchase agreement was terminated as it was no longer the intention of Midori to acquire Zero Degrees as a subsidiary, and thus the development expenses previously funded by Midori have been properly re-characterized as research and development expenses, rather than as a loan to Zero Degrees. Instead, on October 30, 2023,

the Company, Zero Degrees and its principal entered into an Intellectual Property Assignment Agreement, so as to ensure that any residual intellectual property rights of Zero Degrees and its principal in the Platform were properly owned by Midori. In consideration, Zero Degrees' principal, an arm's length party to Midori, has received 6,750,000 Midori Shares. Further description of the Platform and Midori's plans regarding same is provided under "Narrative Description of Midori's Business" below.

Midori has also made further investments as part of its focus on the carbon credit sector, so as to create synergies with respect to the Platform and related business opportunities between itself and similar minded businesses. In November 2022 and March 2023, Midori made investments for an aggregate total of \$640,244 in two separate businesses developing their own respective carbon credit trading platforms focused on different geographic markets (and different than the geographic market intended for the Platform). In the year ended January 31, 2024, Midori made a subsequent investment of GBP 40,000 (CAD 69,860) in another business in the carbon credit sector that focuses on the incorporation and use of AI.

NARRATIVE DESCRIPTION OF MIDORI'S BUSINESS

General

Midori is a carbon credit and carbon asset company, focused primarily on the voluntary carbon credit market. It has developed the Platform, a proprietary carbon credit trading platform, as well as investing in and guiding other businesses with shared business views in order to create synergies and to explore opportunities among them. In doing so, Midori believes it will increase access for its shareholders to carbon assets, and the broader carbon economy, thereby educating users about the voluntary carbon market, and providing a more participatory role of its shareholders in a new "green" economy.

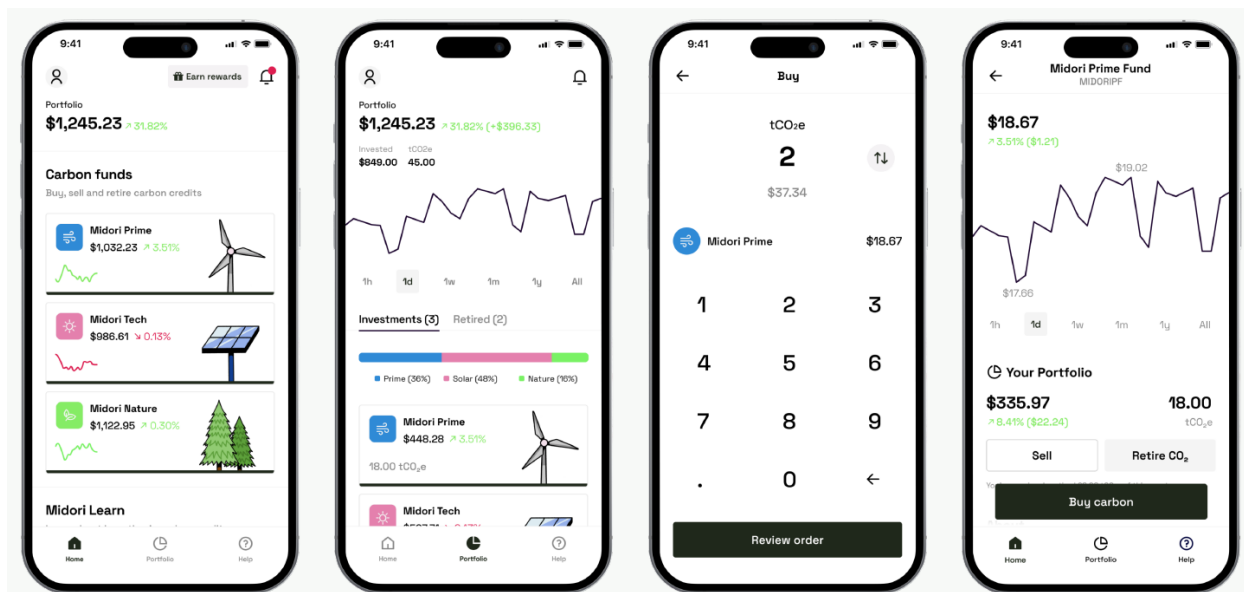
The Platform

Development and Functionality

Since early February 2023, Midori has developed the Platform, a proprietary carbon credit trading platform. The Platform will provide Midori with direct involvement in the carbon credit sector, and as such its shareholders with a participatory role in the voluntary carbon market.

The Platform will offer only carbon credits pertaining to the voluntary carbon market. The voluntary carbon credits available on the Platform cannot be used to meet or comply with legal or regulatory obligations placed on companies within the context of the compliance market. Similarly, voluntary carbon credits cannot be traded for compliance carbon credits.

At this time, Midori has completed development of the Platform app, such that the Platform is now in post-beta version, functional and ready for commercialization when management considers market conditions to be favorable. It has also redeveloped the backend software that controls both customer and trading data, a significant undertaking incurred to greatly reduce infrastructure costs and to improve user experience. The Platform has been approved by Apple and Google for publishing in the App store for iOS devices and the "Play" store for Android devices respectively. The following are screenshots of the Platform in its form as at the date of this Listing Statement.



Users of the Platform are able to purchase carbon credits from Midori, which Midori intends to procure itself from carbon avoidance/removal projects or from secondary markets, having met standards and certifications satisfactory to Midori (such as the Verified Carbon Standard, Puro CORC, or The Gold Standard, discussed further below). Users are able to easily complete these purchases via the Platform app using credit or debit cards. Users can subsequently sell such carbon credits back to Midori for fiat currencies through the Platform as well. The app also provides users with a curated set of carbon credits and provides links to relevant information and research about those credits, while also being a source of pricing data over time. Midori believes users will serve as a place for users to educate themselves on the intricacies of the voluntary carbon markets, while being able to participate in the voluntary carbon credit market, but without having to navigate all the complexities of same, making for an improved user experience as a whole.

When the Platform is launched, Midori intends to emphasize three user groups:

- **Retail Users:** Midori believes the retail user base for voluntary carbon credits is still relatively untapped, and as such intends to offer a safe, trusted and easy-to-use platform for retail users to buy, sell and retire voluntary carbon credits;
- **Institutional Users:** Midori intends to offer hedge funds, money managers, corporations and others with a “one stop shop” for accessing carbon asset markets; and
- **Ecosystem Partners:** Midori intends to allow developers, merchants, asset issuers and others access to its Platform, so as to enable them to build applications that leverage carbon protocols and to actively participate in carbon asset networks.

Midori has identified the following challenges in current industry conditions, which it hopes to address with the Platform:

- (a) **Complex and cumbersome user experience:** As a result of the technological origin of carbon credits and assets, their use has not always been straight forward. As a consequence, the focus of carbon credit or asset exchanges has been, in Midori’s opinion, to facilitate experienced users of carbon credits or assets without a particular focus on

ease of use, thus creating a barrier to entry for new users and a friction for both new and experienced users which have sometimes resulted in users not being able to complete transactions as anticipated or in irreversible errors which result in losses to users; and

- (b) Difficulty in Assessing Carbon Credits or Assets: There are a limited number of carbon credits and assets, and the market is dominated by institutional exchanges like Xpansiv and corporate buyers. Without significant research, Midori believes that it is difficult for individual investors to identify carbon assets which are liquid and are sufficiently widely held so as to avoid the extreme price volatility and limited liquidity which is symptomatic of newly formed markets. Even if a user could ascertain the suitability of a particular carbon asset for its needs, Midori believes that the user also needs to be able to reliably ensure the carbon asset remains supported and compliant.

Though the Platform has been designed to offer users access to larger, more established carbon assets, such an approach does not remove price volatility (as carbon assets, as an asset class in general, are highly volatile). However, Midori believes that the Platform can allow users to diversify their carbon asset holdings amongst major carbon assets; moreover, Midori believes that, while the user would remain exposed to the price volatility of carbon asset as a class, this would limit the impact of price volatility in any single carbon asset.

The Platform will also feature a closed-loop carbon asset trading ecosystem adhering to the high standards. The Platform includes anti-money laundering (AML) and know-your-client (KYC) protocols and strict levels of corporate governance. The trading platform will be managed and maintained by Midori under the highest level of security, while individual trades and holdings of carbon assets will be controlled, instructed and managed by the user.

Midori believes that this direct ownership of the carbon assets allows users absolute flexibility and enables users to utilise individual carbon assets while also maintaining a balanced portfolio of carbon assets, thereby avoiding or mitigating the concentration and price volatility risks inherent in holding only a single carbon asset. For the avoidance of doubt, however, while Midori anticipates that this will reduce the risk of price volatility of a single carbon asset, it acknowledges that it will not remove the price volatility of carbon assets as an asset class.

Midori will commercialize the Platform when it considers circumstances suitable in view of its own business strategy and in view of the overall carbon credit economy as a whole. There is no assurance or guarantee that Midori will commercialize the Platform, and it may seek to exploit the Platform in alternative ways such as through licensing of its underlying intellectual property.

As at the date of this Listing Statement, Midori has incurred \$663,637 in development expenses in relation to the Platform. Additionally, it issued 6,750,000 Midori Shares to the principal of Zero Degrees in consideration of all residual intellectual property rights that Zero Degrees had in the Platform, such that, Midori owns all intellectual property rights in the Platform.

Revenue Model

Midori intends to generate three streams of revenue: (i) transaction fees, (ii) project introduction fees and (iii) license fees. Transaction fees will be charged to users of the Platform. Project introduction fees will be charged upon the listing of new carbon credits on the Platform. License fees will be charged when licensing proprietary intellectual property underlying the Platform to third parties.

Specialised Skills and Knowledge

Midori will have the skilled personnel required to develop, operate and maintain the Platform to the level of commercialisation and operation desired, including individuals with the software development and quality management skills required. Midori intends to retain additional service providers on an as-needed basis as its operations further grow and develop.

Competitors

Competition within the carbon credit and carbon asset industry is in an early development stage, both with respect to the number of competitors and the degree of competition.

The Platform has been designed from the ground up to ensure users have a trusted, easy to use platform which reduces some of the difficulty of trading and owning carbon assets. Midori believes that this approach is a differentiator to its current competitors, and is a positive factor for users to consider in choosing among existing carbon asset exchanges.

Midori believes that some businesses within the industry emphasize the creation of carbon credits or carbon assets, or the metrics of determining or calculating carbon credits or carbon assets. Except for Carbon Streaming Corporation, none of these businesses are considered to be directly competitive, as a number of these businesses do not focus on the acquisition of carbon credits or carbon assets nor the trading of them, but rather as a service provider for creators of carbon credits or carbon assets. These businesses include the following:

- Xpansiv, which operates a global platform for registering, managing and trading carbon credits and other environmental commodities for institutional investors and corporations, but not retail services;
- Patch CarbonOS, which claims to be the first and only operating system that is purpose-built for carbon credit suppliers to grow revenue and manage operations. Patch does not offer retail services and focuses instead on corporations looking to offset their carbon footprint;
- Thallo, which operates a carbon credit exchange that enables businesses and individuals to search, filter and buy high-quality, verified carbon credits. Thallo has also launched a blockchain-enabled “carbon as a service” product for companies looking to offset their carbon footprint;
- Abatable, which provides a technology platform to link companies and climate investors to a global network of climate projects; and
- Carbon Streaming Corporation, which focuses on acquiring, managing and growing carbon credits as a form of investment. Midori considers Carbon Streaming Corporation will be directly competitive with it.

Midori believes that additional competitors will develop and emerge as the voluntary market develops and the overall carbon asset industry grows.

Regulatory Environment

Midori will need to operate in material compliance with legislative and regulatory requirements in all jurisdictions in which it will operate and provide the Platform.

The Platform must operate in compliance with applicable data protection and privacy requirements with respect to user information. Midori believes it will be materially compliant through measures such as providing privacy notices, implementing and monitoring its data protection policies and procedures, and, where relevant, obtaining user consents.

Bill C-27, which is currently being proposed by the federal government includes three proposed acts, namely the *Consumer Privacy Protection Act*, the *Personal Information and Data Protection Tribunal Act*, and the *Artificial Intelligence and Data Act*. As of the date of this Listing Statement, it is not known how these proposed act will affect Midori's business and the processing of collected information by its Platform, if at all.

With respect to carbon credits and assets themselves, the Canadian securities regulatory authorities do not currently regulate carbon credits on the voluntary carbon market, and carbon credits are generally treated as non-financial commodities as at the date of this Listing Statement. However, as the voluntary carbon credit market grows and matures in Canada, such that voluntary carbon credits become more uniform and more fully fungible, Canadian securities regulatory authorities may change its stance. If the Canadian securities regulatory authorities decide to regulate the voluntary carbon market, Midori will need to comply with any applicable changes, and may need to change its regulatory approach. See "Risk Factors" for further discussion.

Further, Midori may be required to comply with any relevant contractual terms and conditions set by issuers of carbon credits in relation to the trading of them.

Intellectual Property

Although its Platform is not patent-protected, Midori will protect the intellectual property rights in the Platform by relying on legislative and other legal protections, as well as contractual restrictions such as non-disclosure and confidentiality provisions. Midori will continually evaluate the requirements for trademark, copyright and patent protection with respect to its intellectual property assets against the related costs and reasonable necessity of obtaining same.

The Carbon Credit Industry

Carbon Credits

The term "carbon credits" is used to collectively refer to carbon allowances, carbon offsets, forest offsets and other environmental attributes including, without limitation, renewable energy certificates and clean/low carbon fuel standard credits. Carbon credits can be generated from projects including but not limited to, forestry and land use, renewable energy, improved energy efficiency, agriculture, transportation, household devices, biomass and biogas facilities, waste disposal, carbon capture, utilization and storage, wetland restoration, and other industrial projects.

Typically, a carbon credit represents one tonne of carbon dioxide ("tCO₂") or the carbon dioxide equivalent ("tCO₂e") of another greenhouse gas (based on the amount of heat it traps in the atmosphere) that is prevented from entering or being absorbed from the atmosphere. Every 4.60

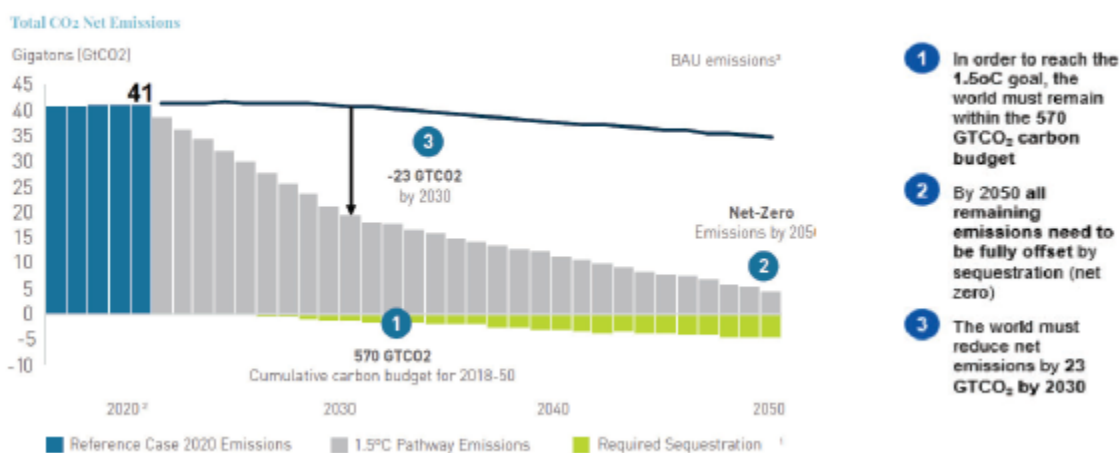
tonnes of carbon dioxide equivalent removed from the atmosphere is the equivalent of removing one average passenger vehicle for a year.¹

Overview of Climate Change Protocols

The United Nations Framework Convention on Climate Change² (“UNFCCC”), signed in 1992, established an international environmental treaty to “prevent dangerous human interference with the climate system.” The framework was designed primarily as a means to begin and support a process for future, and more detailed, agreements about how to respond to climate change.

In 2015, as a key element under the UNFCCC, the Paris Agreement³ (the “Paris Agreement”) was adopted to set the world on a course towards sustainable development, aimed at holding global average temperature increases to 2°C above pre industrial levels, while also pursuing efforts towards limiting the temperature increase even further to 1.5°C. Reaching the 1.5°C target requires that greenhouse gas (GHG) emissions are cut by approximately 50% of current levels by 2030 and a balance between GHG emissions and removals, known more simply as the “net-zero” goal, is reached by 2050.

Pathway to reach the 1.5°C goal of the Paris Agreement (Total CO₂ Net Emissions)¹



Notes:

- (1) 570GT of cumulative CO₂ emissions from 2018 for a 66% chance of a 1.5°C increase in global mean surface temperature.
- (2) While emissions fell by a quarter at the peak of COVID-related lockdown measures, daily emissions have rebounded to be only 5% lower than 2019 levels. Scenarios in 2050 remain the same.
- (3) “Business-as-usual” emissions.

(Source: Corinne Le Quéré et al., Global Carbon Budget 2018, *Earth Systems Science Data*, 10, 2141–2194, <https://doi.org/10.5194/essd-10-2141-2018>, 2018, as cited by Henderson et al, “Climate math: What a 1.5-degree pathway would take,” *McKinsey Quarterly*, 2020.)

¹ United States Environmental Protection Agency, “Greenhouse Gas Emissions from a Typical Passenger Vehicle,” online at <https://www.epa.gov/greenvehicles/greenhouse-gas-emissions-typical-passenger-vehicle>, accessed January 17, 2023.

² United Nations, *United Nations Framework Convention on Climate Change*, 1992.

³ United Nations, *Paris Agreement*, 2015.

In August 2021, the Intergovernmental Panel on Climate Change (IPCC) released their sixth assessment report, which stated “Global warming of 1.5°C and 2°C will be exceeded during the 21st century unless deep reductions in carbon dioxide and other greenhouse gas emissions occur in the coming decades.” According to the report, even with drastic emissions cuts to 2030, average temperatures could still rise 1.5°C by 2040 and possibly 1.6°C by 2060 before stabilizing, a decade earlier than the IPCC concluded in their previous report published less than three years ago.⁴

In response to the Paris Agreement and net-zero goal, countries have increased their commitments to reduce global greenhouse gas emissions. 89 countries, representing 86% of global emissions, have adopted net-zero commitments as at the end of 2022, with target dates ranging from 2035 to 2060.⁵ At the 28th Conference of the Parties to the UNFCCC (COP28) held in December 2023 in Dubai, nearly 200 countries committed to transition away from fossil fuels in energy systems, so as to achieve net zero by 2050.

The Energy and Climate Intelligence Unit, a non-profit organization in London, currently tracks the net-zero commitments of countries, which can be found on their website at <https://eciu.net/netzerotracker>.

Carbon Pricing

Carbon pricing is expected to play a critical role in efforts to move to a net-zero goal by incentivizing innovation and progress in decarbonisation technologies. Carbon pricing is about recognizing the cost of pollution and accounting for those costs in daily decisions and incentivizes consumers and producers to shift away from high-emissions processes and products to low-carbon alternatives.

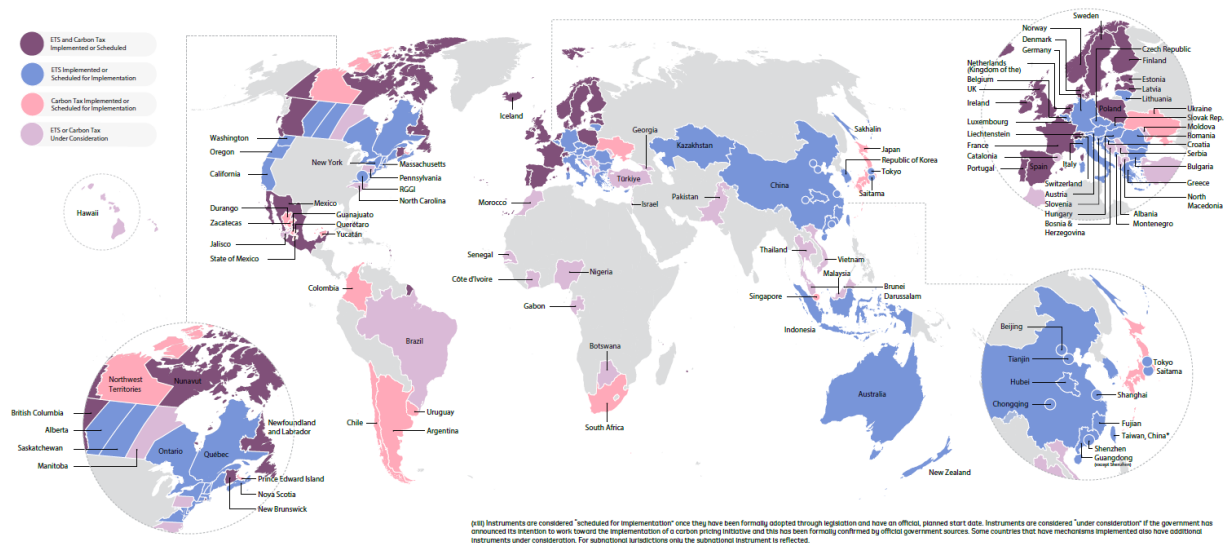
Carbon pricing essentially puts a price on GHG emissions, which is often expressed as a monetary unit per tCO₂e. Carbon dioxide equivalent converts other GHGs, such as methane and nitrous oxide, into the amount of CO₂ which would have the equivalent global warming impact. It enables different GHGs to be combined and described in a common unit.

Carbon pricing is being used by governments as a cost-effective tool to achieve their GHG emissions reduction goals. According to the World Bank Group, as of April 2023, there are 73 carbon pricing initiatives in the form of carbon taxes or emission trading systems (“ETS”) that have been implemented or are scheduled for implementation by national, subnational or regional jurisdictions, with the share of global GHG emissions covered around 23%.

In an ETS, a jurisdiction or coalition of members sets a cap on the total annual GHG emissions to be generated by specific industries. The cap then declines annually to achieve the climate goals of the jurisdiction or members. Carbon allowances equal to the emissions cap may then be freely allocated and/or auctioned to emitting entities who may then trade these allowances between them. Additional information on these carbon pricing initiatives and how they have evolved over the last century can be found at the World Bank Group’s website, located at <https://carbonpricingdashboard.worldbank.org/>.

⁴ IPCC, *Sixth Assessment Report: Climate Change 2021 - The Physical Science Basis*, August 9, 2021.

⁵ World Bank. 2023. *State and Trends of Carbon Pricing 2023*, online at <http://hdl.handle.net/10986/39796> License: CC By 3.0 IGO



(Source: World Bank. 2023. *State and Trends of Carbon Pricing 2023*, online at <http://hdl.handle.net/10986/39796> License: CC By 3.0 IGO)

Carbon prices in many jurisdictions, however, remain substantially lower than those needed to achieve the objectives of the Paris Agreement, with half of covered emissions priced at less than US\$10 per tCO₂e as of May 2020. In 2017, the Carbon Pricing Leadership Coalition’s High-Level Commission on Carbon Prices estimated that carbon prices of at least US\$50 to US\$100 per CO₂e are required by 2030 to reduce emissions on a cost-effective basis in line with the Paris Agreement.⁶ Adjusting for inflation as at the end of 2022, prices would need to reach US \$61 to \$122 per CO₂e by 2030, calculated in 2023 USD. As of April 1, 2023, less than 5% of GHG emissions are covered by a direct carbon price at or above that range, with most of the higher prices concentrated in Europe.

Companies have also begun incorporating an internal carbon price into their business operations, risk management and investment decisions to account for current or future regulation that could increase the cost of emissions. An internal carbon price places a charge on the amount of carbon dioxide emitted from assets and/or investment projects so a company can see its financial impact on its business. According to a report by the CDP⁷, corporate adoption of carbon pricing is rising, with the number of companies using or planning to use an internal carbon price increasing 80% over the last five years to more than 2,000 companies with a combined market capitalization of US\$27 trillion. This includes nearly half (226) of the world’s 500 biggest companies by market capitalization. CDP’s analysis found that the median internal carbon price disclosed by companies in 2020 was US\$25 per tonne of CO₂e, which is below the level some experts say is needed to achieve the goals of the Paris Agreement. The UN Global Compact calls on companies to set an internal carbon price at a minimum of US\$100 per metric ton over time.

Overview of Carbon Credit Markets

The Kyoto Protocol, which went into force on February 16, 2005, operationalized the UNFCCC by having countries commit to limit and reduce their GHG emissions in accordance with agreed individual targets. The protocol set binding emission reduction targets for thirty-seven industrialized countries and economies in transition and the European Union which added up to

⁶ High-Level Commission on Carbon Prices. 2017. Washington, DC: World Bank.

⁷ Nicollette Bartlett et al, CDP, “Putting a Price on Carbon,” 2021.

an average of 5% below 1990 levels over the five-year period 2008 to 2012 (the first commitment period). The Kyoto Protocol served to pioneer new approaches for fighting climate change and the development of two broad types of carbon markets: “compliance” and “voluntary”.

The Kyoto Protocol enabled the fifteen original member states of the European Union to join together to be treated as a single entity with one emissions cap for compliance purposes and led to the creation of the EU Emissions Trading Scheme (“EU ETS”), which came into force in 2005. The EU ETS was the world’s first Emissions Trading Scheme (ETS) and today remains the largest compliance carbon market by value (it was also the largest ETS by volume until China launched its national ETS in July 2021). As discussed in “*Carbon Pricing*”, ETSs are created and regulated by national or regional jurisdictions and collectively form the compliance carbon market. Carbon allowances that are created in an ETS are primarily traded within their specific compliance market, but can also be traded on secondary markets, which may or may not be regulated.⁸

In contrast, the international voluntary carbon credit market allows participants to invest in carbon offset projects that reduce or remove GHG emissions from the atmosphere. Put differently, compliance markets are created as a result of national, regional and/or international policy or regulatory requirements, whereas the voluntary markets function outside of the compliance market and allow parties (which may include public or private sector entities) that have voluntarily agreed to offset their GHG emissions to purchase carbon credits in the voluntary market in order to achieve their sustainability objectives.

Carbon credits are purchased on the voluntary market, and then “retired” by the purchaser to offset their GHG emissions. The issuing, transferring and retiring of carbon credits is executed through a registry maintained by a Standard Body (e.g., Verra, Gold Standard, American Carbon Registry, the Climate Action Reserve and Puro.earth). Registries maintain transaction records for all issuances, transfers and retirements throughout a project’s carbon credit life cycle.

Some carbon credits created in the voluntary markets are permitted to cover a portion of the emissions of a regulated entity in certain ETSs. Because demand for compliance carbon credits is driven by regulatory obligations, their prices tend to be higher than carbon credits issued solely for the voluntary market.

Currently, the voluntary markets represent a small but growing portion of the total carbon market, with approximately US\$1.2 billion in trades in 2022, representing 161 MtCO₂e in carbon credits.⁹ In comparison, global compliance markets traded €865 billion (US\$940 billion) in value representing volume of 12.5 GtCO₂e in 2022¹⁰.

However, voluntary markets are expected to have strong growth in both volume and value of credits going forward. The Taskforce on Scaling Voluntary Carbon Markets estimates that demand in the voluntary market for carbon credits could grow by approximately fifteen-fold to 1.5 to 2 GtCO₂ of carbon credits per year in 2030 from today, and by 100-fold to 7 to 13 GtCO₂ per year by 2050.¹¹

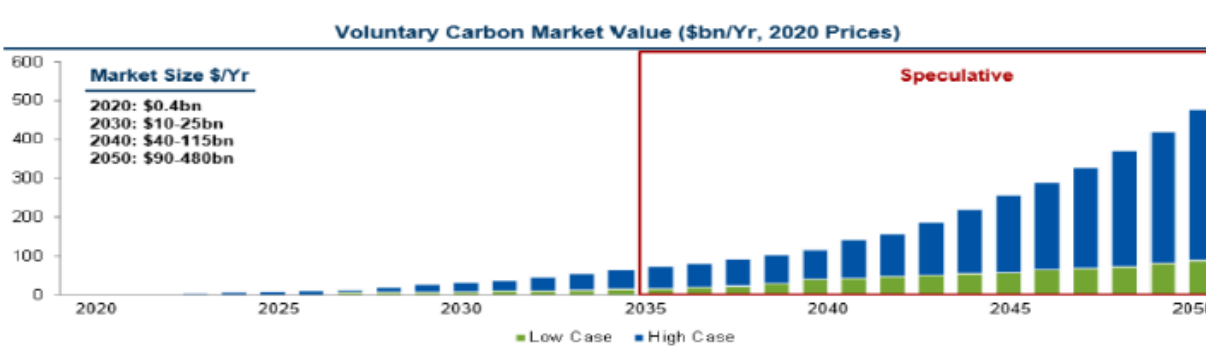
⁸ Refinitiv, *Carbon Market Year in Review 2021*, January 31, 2022. (2018: US\$1 = €0.847; 2021: US\$1 = €0.845)

⁹ South Pole, “The Voluntary Carbon Market 2022-2023”, Undated.

¹⁰ Refinitiv, *Carbon Market Year in Review 2022*, February 6, 2023.

¹¹ Institute of International Finance, *Taskforce on Scaling Voluntary Carbon Reports - Final Report*, January 2021.

In January 2021, Trove Research undertook an analysis on the potential size of the voluntary carbon markets. They projected a range for demand of carbon offsets in 2030 to be 500 to 900 MtCO₂e, increasing to 3 to 9.5 GtCO₂e in 2050. The projected market value of the voluntary carbon market estimated by Trove Research is shown in the figure below with the green representing their low scenario (corporate demand for carbon offsets increases at 19% annually to 2025 (the average rate of growth over the last 4 years) and then 10% annually from 2025 to 2050) and the blue representing their high scenario (19% annual growth to 2030 and 15% annual growth to 2050). Both Trove Research scenarios exclude additional demand from Carbon Offsetting and Reduction Scheme for International Aviation (CORSIA) and EU oil companies.¹²



Source: Trove Research – *The Global Voluntary Carbon Market (January 2021)*¹⁰

Note: All amounts in USD.

Midori believes that the international voluntary carbon credit market can encourage innovation and the adoption of sustainable practices. It incentivises the development of new technologies and approaches to reduce greenhouse gas emissions. In Midori's view, as more participants engage in the market, demand for high-quality carbon offset projects could increase, leading to improved standards, methodologies, and monitoring mechanisms.

However, the international voluntary carbon credit market also faces several challenges. Midori considers that one of the key challenges is ensuring the credibility and transparency of carbon offset projects. To attempt to address this, various standards and certifications have been established, such as the Verified Carbon Standard (VCS) and The Gold Standard, which, in Midori's view, are a potentially positive step forward as they aim to provide, amongst other things, criteria for project verification and aim to provide additionality, permanence, and emission reduction quantification.

Midori considers that another challenge is the issue of double-counting or double-claiming of carbon credits. It is crucial to establish rigorous accounting mechanisms to prevent the same carbon credits from being claimed by multiple parties, ensuring the integrity of the market and maintaining investor confidence.

Additionally, there is a need for enhanced monitoring and verification of carbon offset projects to ensure their long-term effectiveness. Continuous monitoring is necessary to ensure that emission reductions are sustained over time and that projects deliver the anticipated environmental and social co-benefits.

Despite these challenges, Midori believes that the international voluntary carbon credit market has grown over the years and is likely to continue to grow and then mature, possibly driven by

¹² Trove Research, *The Global Voluntary Carbon Market*, January 2021.

increased corporate commitments to sustainability and climate action, putting the market in a position to better tackle the challenges referred to above. In Midori's view, the market could provide an avenue for businesses to engage in responsible practices, enhance their reputation, and meet consumer demand for environmentally friendly products and services.

Carbon Credit Exchanges & Pricing

Midori believes that the price paid for a particular voluntary carbon credit is determined by several factors that reflect the unique characteristics and attributes of the carbon credit. These factors influence the supply and demand dynamics within the voluntary carbon credit market and shape the pricing mechanism. Here are some key factors that Midori believes determines the price paid for a voluntary carbon credit:

- Project Type: The type of project generating the carbon credit may impact on its price. In Midori's view, projects that involve high-quality emission reductions, such as renewable energy generation or reforestation, may command a higher price due to their positive environmental and social impacts. The credibility and additionality of the project, verified by recognized standards and certifications, may also influence the price.
- Project Location: The geographic location of the project may affect the price of a voluntary carbon credit. Midori believes that projects in regions with higher regulatory or market incentives for carbon reduction, or where there is a greater demand for carbon credits, tend to fetch higher prices. Additionally, projects in areas facing unique environmental challenges or with a high level of biodiversity conservation may have added value, further influencing the price.
- Certification and Verification Standards: In Midori's view, carbon credits that adhere to stringent standards and certifications, such as the Verified Carbon Standard (VCS) or The Gold Standard, may be able to command a premium price.
- Market Demand and Supply: Midori believes that the dynamics of supply and demand within the voluntary carbon credit market may directly impact the price. For example, if there is high demand from organizations seeking to offset their emissions, the price may increase.
- Vintage and Permanence: The age or vintage of a carbon credit can influence its price. Older credits, referred to as "vintage credits," could have a higher value due to their scarcity, while newly generated credits could have a lower price. The permanence of the carbon reduction achieved by the project also affects the price, as long-lasting or permanent reductions are generally more valuable.
- Market Liquidity and Transaction Costs: The liquidity of the voluntary carbon credit market and the associated transaction may can impact pricing. A liquid market with well-established trading platforms and low transaction costs enables easier access to buyers and sellers, potentially leading to more competitive pricing.

Midori considers that the voluntary carbon credit market is subject to fluctuation, influenced by external factors such as regulatory changes, market trends, and global climate policy developments. As the market continues to evolve, the factors mentioned above could shape the price paid for voluntary carbon credits, reflecting the environmental and social value associated with emission reductions and carbon neutrality commitments.

Projects Generating Carbon Credits

Midori believes that voluntary carbon projects play an increasingly significant role in the generation of carbon credits. These projects can be classified into two categories: (i) avoidance/reduction projects, such as forest conservation, renewable energy or methane capture; and (ii) removal/sequestration projects, such as reforestation/afforestation, wetland restoration or direct air capture technology.

Avoidance/Reduction Projects: These projects focus on avoiding or reducing GHG emissions, and usually involve implementing technologies, practices or policies that aim to reduce the carbon footprint of an activity or replace carbon-intensive processes with cleaner alternatives. Examples include the following:

- Forest Conservation. Projects that aim to protect existing forests from deforestation or degradation. Forests are crucial carbon sinks, and preventing their destruction helps avoid emissions that would otherwise be released from logging, agricultural expansion or infrastructure development.
- Renewable Energy. Projects that generate electricity or heat using renewable sources such as solar, wind, hydro or biomass. By replacing fossil fuel based energy sources, these projects significantly reduce GHG emissions.
- Methane capture. Projects that capture and utilize methane gas, a potent greenhouse gas released during various industrial activities, waste management, or agricultural processes. Methane capture projects prevent methane emissions from entering the atmosphere and convert it into energy or other usable forms.

Removal/Sequestration Projects: These projects focus on removing or sequestering carbon dioxide from the atmosphere, and typically involve activities that enhance carbon sinks or store carbon for an extended period. Examples of such removal/sequestration projects include the following:

- Reforestation/Afforestation: Projects that involve planting trees in areas where forests have been depleted or do not exist. Trees absorb carbon dioxide through photosynthesis, helping to remove it from the atmosphere and store it in their biomass.
- Wetland Restoration: Projects that restore and conserve wetland ecosystems, such as marshes, swamps, and peatlands. Wetlands have high carbon storage capacity and can sequester carbon dioxide from the atmosphere.
- Direct Air Capture Technology: Projects that use advanced technologies to capture carbon dioxide directly from the ambient air. These projects employ various methods, such as chemical reactions or sorbents, to capture and store carbon dioxide underground or use it for other purposes.

These voluntary carbon projects can generate carbon credits based on the quantified emission reductions or carbon sequestration achieved. These credits can represent the equivalent of one metric ton of CO₂e that has been avoided, reduced, or removed from the atmosphere. However, while these voluntary carbon projects can contribute to combat climate change, Midori does not consider them to be a substitute for reducing emissions at their source. They are part of a broader strategy that includes both emissions reductions and carbon offsetting.

Credit Verification

The verification process in the voluntary carbon market is an important step in the effort to ensure the integrity and credibility of carbon credits generated by projects. Verification is considered to involve the assessment and validation of project activities, emission reductions, and adherence to standards and methodologies. This process is usually conducted by parties independent of the project, and are typically third-party verification bodies that are expected to have expertise in carbon accounting and project evaluation. The verification process intends to provide assurance to buyers and investors that the carbon credits they purchase are genuine and represent actual emissions reductions.

However, Midori is aware that the carbon credit verification process is not unerring and, as it will be highly reliant on these independent third-party verification bodies for information on projects and carbon credits, Midori acknowledges the fact that the verification process might not always assure genuine carbon credit reductions. See “Risk Factors” for further discussion.

Midori considers the following to be leading companies offering verification services for the voluntary carbon market:

- The Gold Standard: The Gold Standard claims to be a recognized standard for carbon offset projects. It focuses on projects that deliver sustainable development benefits in addition to emission reductions. It collaborates with accredited verification bodies to conduct assessments, including on-site visits and documentation reviews, with the aim to ensure projects meet their strict criteria.
- Verified Carbon Standard (VCS): The Verified Carbon Standard claims to be one of the most widely used greenhouse gas crediting program. It states that it provides a framework for project validation and verification, including the assessment of project design, and quantification of emission reductions. The VCS works with verification bodies with the aim to ensure consistent and reliable verification practices.
- Climate Action Reserve (CAR): The Climate Action Reserve states that it is an offset registry and program operator in the United States. It provides oversight for verification bodies that assess CAR protocols projects. Their verification process includes desk-based reviews and site visits.
- American Carbon Registry (ACR): The American Carbon Registry is another registry in the voluntary carbon market. ACR claims to collaborate with independent third-party verification bodies to verify project and the quantification of emission reductions. The verification process includes document review, site visits, and adherence to ACR protocols.
- Verra: Verra states that it is a standards organization that develops and manages a range of programs, including the Verified Carbon Standard (VCS) and the Verra Registry. Verra collaborates with verification bodies with the aim of ensuring the credibility and accuracy of emission reduction claims. Their verification process involves an assessment of project documentation, data review, and on-site visits.
- SGS: SGS states that it is a global inspection, verification, testing, and certification company that offers verification services for carbon offset projects. Their team assesses project activities, emission reduction calculations, and adherence to recognized standards

and methodologies. SGS’s verification process purports to include on-site visits, data verification, and documentation reviews.

Midori anticipates that it will acquire only those carbon credits that are validated by the above-described entities, but will assess other verification bodies or new verification bodies as their reputations or processes become further established within the voluntary carbon market.

SELECTED FINANCIAL INFORMATION

For financial information with respect to Midori, please refer to Midori’s audited annual financial statements for the years ended January 31, 2024, 2023, and 2022, and the corresponding management’s discussion and analysis dated May 30, 2024, as well as Midori’s unaudited interim financial statements for the period ended April 30, 2024, and the corresponding management’s discussion and analysis dated June 24, 2024, all of which are incorporated by reference herein. Copies may be obtained under Midori’s online profile on SEDAR, available at www.sedar.com.

CAPITALIZATION

The following table sets forth Midori’s capitalization as at the date of this Listing Statement:

Designation of Security	Amount Authorized or to be Authorized	Amount Outstanding as at the date of this Listing Statement
Midori Shares	Unlimited	55,165,813
Incentive stock options	10% of outstanding Midori Shares	1,250,000 ⁽¹⁾

Notes:

- (1) Exercisable into Midori shares at a price of \$0.09 per share until July 31, 2026.
 (2) As at April 30, 2024, Midori’s retained deficit of is \$9,583,454.

Fully Diluted Share Capital

The following table sets out the number and percentage of Midori’s securities that are anticipated to be outstanding on a fully diluted basis if all outstanding incentive stock options are exercised.

	Number	% as at the date of this Listing Statement ⁽¹⁾
Outstanding Midori Shares	55,165,813	97.78%
Midori Shares issuable upon exercise of outstanding incentive stock options	1,250,000	2.22% ⁽²⁾
TOTAL	56,415,813	100.00%

Notes:

- (1) Assumes all convertible securities are exercised in accordance with their respective terms.
 (2) It is anticipated that a total of 500,000 additional incentive stock options will be granted to Darcy Taylor, director, immediately after completion of the Listing.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

Incentive stock options are granted under Midori’s rolling incentive stock option plan, (the “**Option Plan**”) which was ratified, confirmed and approved by the shareholders of the Company on July 26, 2023 and is attached hereto as Appendix “A”, under which the maximum number of shares under option may not exceed 10% of the issued and outstanding Midori Shares at any given time. The maximum term of any option shall not be greater than 10 years, subject to any Blackout Periods (as defined in the Option Plan). Stock options are granted to directors, officers,

employees and consultants of Midori at exercise prices determined by the Board and by reference to market value as at the date of grant.

The Option Plan will be administered by the Board; provided however, that the Board may at any time appoint a committee to perform some or all of the Board's administrative functions hereunder; and provided further, that the authority of any committee appointed will be subject to such terms and conditions as the Board may prescribe and will be coextensive with, and not in lieu of, the authority of the Board hereunder.

Directors who are eligible for Options or have received Options may vote on any matters affecting the administration of the Option Plan or the grant of Options, except that no such member will act upon the grant of an Option to himself or herself, but any such member may be counted in determining the existence of a quorum at any meeting of the Board during which action is taken with respect to the grant of Options to himself or herself. The Board will have full authority to grant Options under the Option Plan. In particular, subject to the terms of the Option Plan, the Board will have the authority: (i) to select the persons to whom Options may from time to time be granted hereunder (consistent with the eligibility conditions); (ii) to determine the type of Option to be granted to any person hereunder; (iii) to determine the number of Midori Shares, if any, to be covered by each Option; and (iv) to establish the terms and conditions of each Option Agreement.

The Board will have the authority to: (i) establish, amend and rescind such administrative rules, guidelines and practices governing the Option Plan as it, from time to time, deems advisable; (ii) to interpret the terms and provisions of the Option Plan, any Option issued under the Option Plan, and any Option Agreement; and (iii) to otherwise supervise the administration of the Option Plan. The Board may correct any defect, supply any omission or reconcile any inconsistency in the Option Plan or in any Option in the manner and to the extent it deems necessary to carry out the intent of the Option Plan.

Eligibility

Only persons who are bona fide directors, officers and employees of the Company or of an affiliate or of designated service providers, or designated service providers ("Participants"), are eligible to be granted Options under the Option Plan.

Common Shares Subject to the Option Plan

The Midori Shares to be subject to or related to Options under the Option Plan will be authorized and unissued Common Shares of the Company. The maximum number of Midori Shares that are issuable to Participants under Options subject to this Option Plan is that number of Midori Shares equal to 10% of the issued and outstanding Midori Shares from time to time.

Restrictions on Options

The Option Plan imposes the following restrictions on Midori Shares subject to Options:

1. the number of Options granted to insiders (as a group), within a 12-month period at any time, pursuant to the Plan cannot exceed 10% of the issued and outstanding Midori Shares;
2. the aggregate number of Options granted to one person (and corporations wholly owned by that person) in a 12-month period must not exceed 5% of the issued and outstanding Midori Shares at the time of the grant (unless the Company has obtained the requisite approval from disinterested Shareholders);

3. any amendment to Options held by insiders that would have the effect of decreasing the exercise price of such Options (unless the Company has obtained the requisite approval from disinterested Shareholders);
4. the aggregate number of Options granted to one service provider or consultant (including without limitation those service providers engaged in investor relations activities) in a 12-month period must not exceed 2% of the issued and outstanding Midori Shares at the time of the grant;
5. Eligible charitable organizations shall not at any time exceed 1% of the issued and outstanding Midori Shares, calculated at the date such Options are granted.

If and to the extent that an Option expires, terminates or is cancelled or forfeited for any reason without having been exercised in full, the Midori Shares associated with that Option will again become available for grant under the Option Plan.

Amendment and Termination

The Board may, in its sole discretion, at any time and from time to time, amend, suspend or terminate the Option Plan at any time without the approval of Shareholders, provided that no such amendment, suspension or termination may be made without obtaining any required approval of any regulatory authority or stock exchange or materially prejudice the rights of any holder under any Option. Notwithstanding those provisions, the Board may not, without the approval of its Shareholders, make amendments to the Option Plan for any of the following purposes: (i) to increase the maximum number of Midori Shares that may be issued pursuant to Options granted under the Option Plan; (ii) to reduce the exercise price of Options or to cancel and reissue Options; (iii) to extend the expiry date of Options for the benefit of any Participant (including insiders); (iv) to increase the maximum number of Midori Shares issuable to Insiders; (v) to amend these provisions. In addition, the Board may, at any time and from time to time, without the approval of the Shareholders, make amendments to the Option Plan including, but not limited to: (i) amendments of a technical, clerical or “housekeeping” nature, or to clarify any provision of the Option Plan; (ii) termination of the Option Plan; (iii) amendments to respond to changes in legislation, regulations, stock exchange rules or accounting or auditing requirements; (iv) amendments in respect of the vesting provisions of any Options; and (v) amendments to the termination provisions of Options granted under the Option Plan that do not entail an extension beyond the original expiry date, provided that: (i) any required approval of any regulatory authority or stock exchange is obtained; (ii) if the amendments would reduce the exercise price of Options or extend the expiry date of Options granted to Insiders, other than as authorized by the Option Plan, approval of the Shareholders must be obtained; (iii) the Board would have had the authority to initially grant the Option under the terms as so amended; and (iv) the consent or deemed consent of the holder of the Option is obtained if the amendment would materially prejudice the rights of such holder.

The number, exercise prices and expiry dates of the incentive stock options outstanding as at the date of this Listing Statement are as follows:

Number of Options as at the date of this Listing Statement	Exercise Price	Expiry Date
1,250,000	\$0.09	July 31, 2026

As at the date of this Listing Statement, the following incentive stock options are issued and outstanding upon completion of the Listing:

Holder	Number of Options	Exercise Price	Expiry Date
Mark Rutledge	800,000	\$0.09	July 31, 2026
Andrew Stewart	250,000	\$0.09	July 31, 2026
Kal Hourd	200,000	\$0.09	July 31, 2026

(1) Issued pursuant to the Stock Option Plan.

Immediately upon completion of the Listing, 500,000 incentive stock options will be granted to Darcy Taylor, director, with an exercise price of \$0.10 per share and an expiry date of July 31, 2026.

DESCRIPTION OF THE SECURITIES

Midori Shares

Midori's authorized share structure consists of an unlimited number of Midori Shares without par value, of which 55,165,813 shares are outstanding as at the date of this Listing Statement. The Midori Shares are not subject to any future call or assessment and do not have any pre-emptive, conversion or redemption rights, and all have equal voting rights. There are no special rights or restrictions of any nature attached to any of the Midori Shares, all of which rank equally as to all benefits which might accrue to the holders of the Midori Shares. All holders of Midori Shares are entitled to receive a notice of any general meeting to be convened by Midori. At any general meeting, subject to the restrictions on joint registered owners of Midori Shares, every shareholder has one vote for each Midori Share of which he or she is the registered owner. Voting rights may be exercised in person or by proxy. The holders of Midori Shares are entitled to share pro rata in any: (i) dividends if, as and when declared by the directors, and (ii) such assets of Midori as are distributable to shareholders upon liquidation.

MARKET FOR SECURITIES

The Midori Shares are anticipated to begin trading on the CSE under the symbol "MIDO".

ESCROWED SECURITIES

The following table sets out the number of Midori Shares which will be held in escrow with Computershare Investor Services Inc. acting as escrow agent, following the listing of the Midori Shares on the Exchange.

Name & Municipality of Residence	Number of Shares	Percentage ⁽¹⁾
Mark Rutledge Vancouver, BC	200,000	0.36%
Fidelio Partners Pte Ltd. Singapore	6,750,000	12.2%

Notes:

(1) Percentage shown is calculated on a non-diluted basis. This information was based on the Company's registered shareholder list, on insider reports and beneficial ownership reports filed on SEDI, and on information supplied from the beneficial shareholders themselves. The holdings represent registered and beneficial ownership, and for the purposes hereof, beneficial ownership is presumed where sole voting and dispositive power is declared without disclaiming ownership.

Directors, executive officers and Insiders of the of the Company (the "**Escrow Shareholders**") will enter into an escrow agreement (the "**Escrow Agreement**") with the Company pursuant to which the Escrow Shareholders have agreed to deposit the securities of the Company which they hold, if any, with Computershare Investor Services Inc. until they are released in accordance with

the terms of the Escrow Agreement, the policies of the CSE and applicable securities laws as follows:

Date	Amount of Escrowed Securities Released
On the Listing Date	1/10 th of the Escrowed Securities
6 months after the Listing Date	1/6 th of the remaining Escrowed Securities
12 months after the Listing Date	1/5 th of the remaining Escrowed Securities
18 months after the Listing Date	1/4 th of the remaining Escrowed Securities
24 months after the Listing Date	1/3 rd of the remaining Escrowed Securities
30 months after the Listing Date	1/2 of the remaining Escrowed Securities
36 months after the Listing Date	The remaining Escrowed Securities

AVAILABLE FUNDS & PRINCIPAL PURPOSES

Available Funds

It is anticipated that, upon Listing, Midori will have funds available to it, including estimated working capital as at \$870,000 as at August 31, 2024 (unaudited), as follows:

Source of Funds	Available Funds(\$)
Existing working capital of Midori as at August 31, 2024	870,000
Less remaining expenses and costs relating to the Listing (including legal fees and other expenses)	25,000
Estimated funds available	845,000

Use of Available Funds

As at the date of this Listing Statement, it is intended that the funds available to Midori upon Listing will be used to and the business objectives described in “Narrative Description of the Business - Midori’s Approach & Strategy” and for general working capital.

The following table provides a breakdown of Midori’s estimated expenses for the 12 month period subsequent to the completion of the Listing:

	Estimated Amount (\$)
General and administrative expenses	246,000
Business objectives and milestones	599,000
TOTAL	845,000

The anticipated general and administrative expenses for the 12 month period subsequent to the completion of the Listing are further broken down in the following tables:

	Estimated Amount (\$)
Audit and accounting	30,000
Legal	55,000
Management and consulting fees	119,000
Office and miscellaneous	24,000
Regulatory filing fees and transfer agent fees	18,000
TOTAL	246,000

In the event that Midori’s existing capital is not sufficient, it may seek out additional sources of funding to fund further business expansion, particularly by way of equity financings. It has no

assurance that any such financing or other sources of funding can be completed or obtained on terms favourable to Midori, or at all.

As at the date of this Listing Statement, it is intended that Midori will spend the funds available to it as stated above. However, there may be circumstances where, for sound business reasons, a reallocation of funds is necessary.

Business Objectives and Milestones

Midori's business objectives that it expects to accomplish in the forthcoming 12-month period are to complete the full retail launch of the Platform and, if warranted, to complete associated marketing and promotional campaigns.

In the forthcoming twelve (12) month period, Midori expects to accomplish the following business objectives and milestones:

Business Objectives & Milestones	Anticipated Time Period of Completion	Estimated Cost (\$)
Further refinement of the Platform	Q3 2024	90,000
Beta launch and VIP product launch of Platform	Q4 2024	90,000
Customer support	Q4 2024 and ongoing	22,000
Increase carbon credit inventory for sales on the Platform	Q4 2024	129,000
Retail product launch of Platform	Q1 2025	210,000
Ongoing maintenance and hosting of Platform and related infrastructure	FY 2024 and ongoing	58,000

To achieve these milestones and objectives, Midori will use its existing capital to retain the services of third party consultants to further refine the Platform on an "as needed" basis. There is no assurance nor guarantee that such third party consultants will be readily available to Midori.

Further, there is no assurance nor guarantee that aforementioned business objectives and milestones will be met in the timelines and within the estimated cost amounts as described above, or at all. See "Risk Factors" for further discussion.

To the extent that its business plans change, Midori may be required to raise additional funds, which it anticipates will be by way of equity financings. There is no assurance Midori will be successful in raising funds through the sale of the Midori Shares on terms acceptable to it, or at all. If Midori does not raise additional funding if and when needed, it may not be able to achieve its business objectives.

Dividends or Distributions

The Company has neither declared nor paid any dividends on its Common Shares. It intends to retain its cash to finance growth and expand its operations and does not anticipate paying any dividends on the Midori Shares in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of the Board and will depend on many factors, including, among others, Midori's financial condition, current and anticipated cash requirements, contractual

restrictions and financing agreement covenants, solvency tests imposed by applicable corporate law and other factors that the Board may deem relevant.

PRINCIPAL SHAREHOLDERS

To the knowledge of the Board, only the following shareholders beneficially own, directly or indirectly, or exercise control or direction over, Midori Shares carrying more than 10% of the voting rights attached to all outstanding Midori Shares.

Shareholder	Number of Midori Shares ⁽¹⁾⁽²⁾	Percentage of Outstanding Midori Shares
Fidelio Partners Pte Ltd.	6,750,000	12.2%

Notes:

(1) This information was based on the Company's registered shareholder list, on insider reports and beneficial ownership reports filed on SEDI, and on information supplied from the beneficial shareholders themselves. The holdings represent registered and beneficial ownership, and for the purposes hereof, beneficial ownership is presumed where sole voting and dispositive power is declared without disclaiming ownership.

DIRECTORS & OFFICERS

Each director of Midori is elected annually and holds office until the next annual general meeting of Midori or until his or her successor is duly elected, unless his or her office is vacated earlier, in accordance with Midori's articles.

The following table sets out the names, places of residence, occupations and proposed positions with Midori, and the number of Midori Shares beneficially owned or controlled by such individuals, directly or indirectly, as at the date of this Listing Statement. As a group, the directors and officers of Midori beneficially own or control, directly or indirectly, 200,000 Midori Shares, which constitutes approximately 0.36% of the issued and outstanding Midori Shares as at the date of this Listing Statement.

Name, Municipality of Residence & Position Held	Principal Occupation	Year First Elected/ Appointed	No. & Percentage of Midori Shares ⁽¹⁾
Kalum Lee Hourd Saskatoon, SK Director	Founder of CYQiQ Gaming Inc. Co-founder and CEO of Guild Esports plc from July 2019 to Jan 2023 Founder of Dip2 Technology Inc. since Aug 2022	2021	Nil ⁽²⁾
Mark Rutledge Vancouver, BC CEO, President & Director	CEO and Director of Spectrum Digital Holdings Director of Supernova Digital Assets plc Director of StreaksAI plc Director of Pioneer Media Holdings Inc. Director of Kua Investments Inc.	2020	200,000 (0.36%) ⁽³⁾

	<p>Director of East Side Games Group Inc. from Nov 2018 to Feb 2021</p> <p>President and Director of Carraway Capital Corp. (a private investment company).</p> <p>Co-Founder, Director and President, Sosido Networks Inc., a knowledge sharing platform for medical professionals.</p>		
<p>Andrew Stewart Vancouver, BC CFO & Corporate Secretary</p>	<p>Chartered Professional Accountant, providing accounting services to private and public companies.</p>	2021	Nil ⁽⁴⁾
<p>Darcy Taylor West Vancouver, BC Director</p>	<p>CEO of Pioneer Media Holdings Inc. from April 2022 to January 2024 and director from November 2019 to January 2024</p> <p>CEO of East Side Games Group Inc. from April 2020 to April 2022 and director from May 2022 to August 2023</p> <p>Director of Cellular Goods plc since February 2021 to May 2022 and chair and interim CEO from February 2023 to January 2024</p> <p>Director of The Dibs eSports Corp.</p> <p>Vice President of Marketing & Sales of JTI Korea from Dec 2013 to Nov 2015</p> <p>Vice President of Brand & Product Marketing of Logic Technology Development LLC from Nov 2015 to Dec 2017</p> <p>President and director of Letter 4 Consulting Ltd.</p>	2023	Nil ⁽⁵⁾

Notes:

- (1) Percentage shown is calculated on a non-diluted basis and does not reflect outstanding warrants or options.
- (2) As at the date of this Listing Statement, Mr. Hourd holds 200,000 incentive stock options. On a fully-diluted basis, Mr. Hourd would hold 200,000 Midori Shares, representing 0.36% of the Midori Shares.
- (3) As at the date of this Listing Statement, Mr. Rutledge holds 800,000 incentive stock options. On a fully-diluted basis, Mr. Rutledge would hold 1,000,000 Midori Shares, representing 1.81% of the Midori Shares.
- (4) As at the date of this Listing Statement, Mr. Stewart holds 250,000 incentive stock options. On a fully-diluted basis, Mr. Stewart would hold 250,000 Midori Shares, representing 0.45% of the Midori Shares.
- (5) It is anticipated that Mr. Taylor will be granted 500,000 incentive stock options immediately upon completion of the Listing. On a fully-diluted basis, including such incentive stock options, Mr. Taylor would hold 500,000 Midori Shares, representing 0.90% of the Midori Shares.

Biographies

Mark Rutledge (63), CEO & Director

Mr. Rutledge has extensive experience in start-up structure and financing, and public markets. In the early stages of his career, Mr. Rutledge practiced securities and entertainment law. Mr. Rutledge is currently the President of Carraway Capital Corp., a Vancouver-based early-stage investment company. He is also a co-founder and Director of Sosido Technologies Inc., a

knowledge exchange platform for health care professionals. He was until recently a director of East Side Games Group, Inc., a mobile game company listed on the TSE, and is currently a director of Supernova Digital Assets PLC, a technology platform focused on the Solana ecosystem; Pioneer Media Holdings Inc., a company with strategic investments in AI, crypto and climate tech; and StreaksAI PLC, an AI platform to enhance social interaction; helping to take all four companies public. Mr. Rutledge holds a BA (cum laude) and a JD from the University of British Columbia.

Mr. Rutledge, in his capacity a CEO and a director, will dedicate the bulk of his time to the affairs of the Company. Mr. Rutledge is not currently subject to any written consulting or advisory agreement, or any written non-competition or confidentiality agreement with the Company.

Andrew Stewart (51), CFO & Corporate Secretary

Mr. Stewart is a Chartered Professional Accountant providing accounting services to private and public companies. He has over twenty years of experience working as a financial manager and controller within resource-based industries, technology, shell corporations, and early stage start-up enterprises. Mr. Stewart holds a Bachelors of Commerce (Accounting) from the University of British Columbia.

Mr. Stewart, in his capacity as CFO and Corporate Secretary, is not an employee of Midori, acts as an independent contractor, and will dedicate approximately 25% of his time to the affairs of the Company. Mr. Stewart is not currently subject to any written consulting agreement, nor any written non-competition or confidentiality agreement with Midori.

Kalum (Kal) Hourd (48), Director

Mr. Hourd is an experienced tech entrepreneur and was the CEO of Guild Esports, a global esports organization listed on the Main Market of the London Stock Exchange, until January 2023. He has been an entrepreneur and executive for more than 25 years, and experienced in developing marketing and content strategies with a view to fostering audience growth and generating media value. During his tenure with Guild Esports, Mr. Hourd was able to build partnerships with global brands in the gaming, broadband, electronics, beverage, restaurant and crypto spaces. Prior to Guild Esports, Mr. Hourd was CEO of CYQiQ Gaming, and is a real estate investor and developer in Canada. Mr. Hourd holds a commerce degree from the University of Regina, minoring in marketing.

Mr. Hourd, in his capacity as director, will dedicate approximately 15% of his time to the affairs of the Company. Mr. Hourd is not currently subject to any written consulting or advisory agreement, or any written non-competition or confidentiality agreement, with the Company.

Darcy Taylor (55), Director

Mr. Taylor brings operational experience to start-up companies in the consumer technology sectors, including fintech, blockchain, sports and entertainment, mobile games, digital marketing and media. He has held C-suite and senior leadership roles at IMG Canada (now Endeavor LLC), Logic Technologies Inc., JT International S.A. and MASEV Communications Inc. (acquired by IMG Canada). From April 2018 to April 2022, Mr. Taylor also served as the CEO of East Side Games Group Inc., a TSX-listed mobile game developer and publisher, director of Pioneer Media Holdings Corp., a Cboe Canada/AQSE (UK) listed Web 3 company, and chair of Cellular Goods PLC. Mr. Taylor currently serves as a director of King Tide Carbon Canada, which is active in the

carbon removal and sequestration sphere. Mr. Taylor holds an International Strategic Marketing diploma from INSEAD (Fontaine Bleau, France) and an Executive Finance diploma from IMD Business School (Lausanne, Switzerland).

Mr. Taylor, in his capacity as a director, will dedicate approximately 15% of his time to the affairs of the Company. Mr. Taylor is not currently subject to any written consulting or advisory agreement, or any written non-competition or confidentiality agreement, with the Company.

Corporate Cease Trade Orders or Bankruptcies

None of Midori's directors or executive officers, as presently constituted, is, or has been, within the 10 years before the date of this Listing Statement, a director, chief executive officer or chief financial officer of any company that:

- was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities law, for a period of more than 30 consecutive days; or
- 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.

No director or executive officer of Midori, as presently constituted, is, or has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director or executive officer.

Penalties or Sanctions

None of Midori's directors or executive officers, as presently constituted, is, or has been:

- 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, including a self-regulatory body, that would be likely to be considered important to a reasonable securityholder making a decision about the Midori Shares or an investment decision.

Conflicts of Interest

There are no known conflicts of interest involving Midori's directors or officers.

There are potential conflicts of interest to which Midori's directors, officers and promoters will be subject with respect to its operations. Certain of the directors and/or officers serve as directors and/or officers of other companies or have significant shareholdings in other companies. Situations may arise where Midori's directors, officers and promoters will be engaged in direct competition with Midori going forward. Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest, including the procedures established by the British Columbia *Business Corporations Act*. The British Columbia *Business*

Corporations Act requires that directors and officers of a party which enters into a material contract with Midori or otherwise have a material interest in a material contract entered into by Midori, must disclose their interest and, in certain circumstances, refrain from voting on any resolution of Midori's directors to approve that contract.

Other Reporting Issuer Experience

The following table sets out the directors and officers of the Company that are, or have been within the last five years, directors, officers or promoters of other reporting issuers in any Canadian jurisdiction.

Name	Name & Jurisdiction of Reporting Issuer	Position	From	To
Mark Rutledge	Kua Investments Inc. British Columbia	Director	Jan 2021	Present
	Pioneer Media Holdings Inc. British Columbia	Director	May 2020	Present
	Spectrum Digital Holdings Inc. British Columbia	CEO	March 2021	Present
	East Side Games Group Inc. British Columbia	Director	Nov 2018	Feb 2021
Andrew Stewart	Pioneer Media Holdings Inc. British Columbia	CFO	May 2020	Feb 2022
	Spectrum Digital Holdings Inc. British Columbia	CFO	March 2021	Present
Darcy Taylor	Pioneer Media Holdings Inc. British Columbia	CEO Director	April 2022 Nov 2019	Jan 2024 Jan 2024
	East Side Games Group Inc. British Columbia	CEO Director	April 2020 May 2022	April 2022 Aug 2023

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Canadian Securities Administrators (the "CSA") have adopted National Policy 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers. In addition, the CSA have implemented NI 58-101, which prescribes certain disclosure by reporting issuers of its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The current independent members of the Board of Directors are Darcy Taylor and Kalum Lee Hourd. Mark Rutledge, CEO of the Company, is not considered independent by reason of his executive position with the Company.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties and on director responsibilities.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available to discussions with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Board Committees

The Board has no committees other than the Audit Committee.

The Audit Committee provides an open avenue of communication between management, the Company's independent auditors and the Board and to assist the Board in its oversight of:

- (a) the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- (b) the Company's compliance with legal and regulatory requirements related to financial reporting; and
- (c) the independence and performance of the Company's independent auditors.

The Audit Committee also performs any other activities consistent with the Audit Committee Charter, the Company's Articles and governing laws as the Audit Committee or Board deems necessary or appropriate. See "Audit Committee".

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and the Audit Committee.

Compensation

The Board is not compensated for acting as directors, except for being granted incentive stock options pursuant to the policies of applicable stock exchange on which the Company's shares are listed for trading, and the Company's stock option plan. The Board acts as a whole to determine and approve the final stock grants and compensation amounts.

AUDIT COMMITTEE

Charter

The Company has adopted a charter (the "**Charter**") of the Audit Committee of the Board, which is attached as Appendix "B" to this Information Circular.

Composition

The current members of the Audit Committee are Mark Rutledge, Kalum Lee Hourd and Darcy Taylor. Messrs. Hourd and Taylor are independent members of the Audit Committee and Mr. Rutledge is not considered independent by reason of serving as the Company's CEO. All of the members of the Audit Committee are considered to be financially literate.

Relevant Education and Experience

Mark Rutledge

Mark Rutledge has extensive experience as a serial entrepreneur, C-level executive and strategic adviser with a particular expertise in structuring and financing technology start-ups, and has practiced as a lawyer with experience in securities and entertainment law. He has also served in various positions with numerous public companies over the years, including experience serving on audit committees and otherwise working with auditors.

Kalum Lee Hourd

Kalum Lee Hourd is an experienced entrepreneur and C-suite executive. Mr. Hourd was CEO and co-founder of Guild Esports Plc, a global e-sports organization which partnered with David Beckham and listed on the main market of the London Stock Exchange. He has 30 years of experience with building companies in various capacities, and has worked with accountants and auditors through that period on many occasions. Mr. Hourd holds a commerce degree from the University of Regina.

Darcy Taylor

Mr. Taylor has vast operational experience with start-up companies in the consumer technology sectors, including fintech, blockchain, sports and entertainment, mobile games, digital marketing and media. He has also held C-suite and senior leadership roles at IMG Canada (now Endeavor

LLC), Logic Technologies Inc., JT International S.A. and MASEV Communications Inc. (acquired by IMG Canada). From April 2018 to April 2022, Mr. Taylor also served as the CEO of East Side Games Group Inc., a TSX-listed mobile game developer and publisher, director of Pioneer Media Holdings Corp., a Cboe Canada/AQSE (UK) listed Web 3 company, and chair of Cellular Goods PLC, and has gained audit committee experience and experience working with auditors in those roles. He also holds an International Strategic Marketing diploma from INSEAD (Fontaine Bleau, France) and an Executive Finance diploma from IMD Business School (Lausanne, Switzerland).

Audit Committee Oversight

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

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 Company's Audit Committee Charter.

Reliance on Certain Exemptions

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

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non audited services provided by D&H Group LLP, Chartered Professional Accountants, to the Company to ensure auditor independence. Fees incurred for audit and non audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended January 31, 2023	Fees Paid to Auditor in Year Ended January 31, 2024
Audit Fees ⁽¹⁾	\$15,000	\$20,975
Audit-Related Fees ⁽²⁾	\$Nil	\$Nil
Tax Fees ⁽³⁾	\$2,255	\$2,150
All Other Fees ⁽⁴⁾	\$Nil	\$Nil
Total	\$17,255	\$23,125

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit Related Fees" include services that are traditionally performed by the auditor. These audit related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non audit services.

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

STATEMENT OF EXECUTIVE COMPENSATION

In this section, "**Named Executive Officer**" or "**NEO**" means the respective CEO, CFO and each of the three most highly compensated executive officers other than the CEO and CFO of Midori who were serving as executive officers as at the end of Midori's most recently completed fiscal year and whose total compensation exceeds \$150,000, as well as any additional individuals for whom disclosure would have been provided except that such individual was not serving as an executive officer of Midori as at the end of the most recently completed financial year.

Readers are direct to refer to the Statement of Executive Compensation included in Midori's management proxy information circular dated June 7, 2023, which is incorporated by reference into this Listing Statement.

Stock Option Plans and Other Incentive Plans

Midori has a "rolling" stock option plan in place, pursuant to which the maximum number of options that may be reserved for issuance or issued in any 12 month period is limited to 10% of the issued and outstanding Midori Shares. This stock option plan will remain in place upon completion of the Acquisition. The underlying purpose of the stock option plan is to attract and motivate Midori's directors, officers, employees and consultants and to advance Midori's interests by affording such persons with the opportunity to acquire an equity interest in Midori. Midori has no other form of compensation plan under which its equity securities are authorized for issuance to employees or non-employees in exchange for consideration in the form of goods and services.

Employment, Consulting and Management Agreements

There were no agreements or arrangements in place under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to Midori that were: (a) performed by a director or named executive officer; or (b) performed by any other party but are services typically provided by a director or a named executive officer. In particular, there were no agreements or arrangement containing provisions with respect to change of control, severance, termination or constructive dismissal.

Pension Arrangements

Midori does not have any pension arrangements in place for its NEOs or directors.

Post-Listing

Upon Listing, it is anticipated that Midori will establish a new compensation committee (the "**Compensation Committee**") to formulate and administer an executive compensation program. It is anticipated that the executive compensation program will be comprised of two principal elements including base salaries and incentive stock options, which are designed to provide a combination of cash and equity-based compensation to effectively compensate, attract, retain and motivate the directors and executive officers of Midori and to closely align the personal

interests of such persons to those of the shareholders of Midori. It is anticipated that, upon Listing, the Compensation Committee will be comprised of Darcy Taylor and Kal Hourd.

Until the Compensation Committee makes its recommendations as to executive compensation after Listing, the compensation for Midori's CEO, CFO and three most highly compensated executive officers will remain consistent with their compensation as at the date of this Listing Statement, as summarized in the table below.

Name and position	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Mark Rutledge CEO	\$96,000	Nil	Nil	Nil	Nil	\$96,000
Andrew Stewart CFO	\$20,000	Nil	Nil	Nil	Nil	\$20,000

Mr. Rutledge provides his services as CEO and Director through Carraway Capital Corp., a private company of which Mr. Rutledge is a principal at a rate of \$8,000 per month.

One of Midori's directors also receive a monthly fee for services rendered to the Company. Letter 4 Consulting Ltd., a private company of which Mr. Taylor is a principal, receives \$2,000 per month. This compensation arrangement is expected to continue post-Listing.

Additionally, concurrent with or immediately after Listing, it is anticipated that the following incentive stock options will be granted to some of Midori's executive officers and board of directors. See "Options to Purchase Securities" above.

It is also anticipated that the Compensation Committee will recommend how much, if any, cash compensation will be paid to directors for services rendered by directors, in such capacity, to Midori; however, it is not anticipated that directors who are not otherwise employed by or engaged to provide services to Midori, will be paid any cash compensation for their services as directors. Notwithstanding the foregoing, it is anticipated that for the 12 months following Listing all directors will be primarily compensated for their services as directors through the granting of stock options in such amounts and upon such terms as may be recommended by the Compensation Committee and approved by Midori's directors from time to time.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, a proposed nominee for election as a director of the Company, and each associate of any such director, executive officer or proposed nominee: (a) is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries; or (b) has or has had indebtedness to another entity that is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

RISK FACTORS

Midori is subject to a number of risks and uncertainties due to the nature of its business. Its activities expose it to various financial and operational risks that could have a significant impact on its level of operating cash flows in the future. The following are identified as the main risk factors that are anticipated to affect Midori, and readers are advised to study and consider risk factors stressed below.

Risks Related to Holding Midori Shares

Market Risk

There can be no assurance that an active trading market for the Midori Shares will be sustained. The market price for the Midori Shares may be subject to wide fluctuations. Factors such as government regulation, demand for carbon credits, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company's securities. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Volatility of Share Prices

The trading price of the Midori Shares will be subject to change because of numerous factors, including reports of new information, changes in the Company's financial situation, the supply and demand for Midori Shares in the market, failure to achieve financial results in line with the expectations of analysts, or announcements concerning results. Price volatility will also be subject to a number of factors beyond the control of the Company including the global economy, the effects of epidemics or pandemics, interest rates, political and geo-political events in various countries around the world, inflation, deflation, armed conflicts, trade wars, and the like. There is no guarantee that the market price of the Midori Shares will be protected from any such fluctuations in the future; and future changes may be material.

Possible Dilution

Achieving the Company's business objectives may require additional capital; and the ongoing costs of operations may not generate positive cash flow for the near or long term. The Company's ability to secure any required financing to expand operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares from treasury, control may change and shareholders may suffer dilution.

Risks relating to the Carbon Credit Industry

Carbon Credit Industry

The further development and acceptance of the carbon credit voluntary market is subject to a variety of factors that are difficult to anticipate and evaluate. Carbon credits and the related voluntary market for them are rapidly evolving. Although Midori predicts that the voluntary carbon credit market will continue to grow and gain wider acceptance, it cannot be assured that this will in fact occur. Any slowing, cessation or downturn in the acceptance of carbon credits in the

voluntary market may adversely affect the Company's business. The future results of the Company will depend on certain factors specific to the carbon credit industry, many of which are beyond the control of the Company, including the continued worldwide growth in the creation and use of carbon credits, voluntary carbon credit trading platforms, legal and regulatory developments and other factors that the Company is unable to predict. Given the dynamic evolution of this industry, it can be difficult to plan strategically, and it is possible that competitors will be more successful than the Company at adapting to change and pursuing business opportunities

For a number of reasons, carbon credit activities may in fact prove in the long run to be unprofitable businesses. Factors affecting the further development of the carbon credit industry include: (i) continued worldwide growth in the creation and trading of carbon credits; (ii) government and quasi-government regulation of carbon credits; (iii) changes in consumer demographics and interests in such carbon credits; (iv) the availability and popularity of carbon credits; and (v) the regulatory environment and general economic conditions related to carbon credits. A decline in the popularity or acceptance of carbon credits would harm the business and affairs of the Company.

Fluctuating price of carbon credits

The principal factors anticipated to affect the price of the Midori Shares are factors which may affect the price of carbon credits and are thus beyond Midori's control. This volatility can affect the financial viability of carbon credit projects, and impact the return on investments made in carbon credits and thus user demand for the Platform and the Company's overall business.

The price of carbon credits can fluctuate due to changes in market demand and supply dynamics. Factors such as shifts in investor settlement, changes in regulations, or the emergence of alternative low-carbon technologies may influence carbon credit demand and prices. Additionally, factors could include legislative and regulatory changes and general economic, political or regulatory conditions, including the level of commitment to the goals of the Paris Agreement by both governments and corporations and other private and public initiatives aimed at reducing GHG emissions. Changes in government priorities as a result of government deficits or as a result of changes in the prevailing views concerning the impact of GHGs on climate change could adversely affect the demand for carbon credits and thereby their price. Interpretation and enforcement of environmental legislation will vary by country and is subject to sudden change. Carbon credit prices will also be influenced by infrastructure and technological advances in reducing and sequestering GHG emissions and the economics associated with those activities.

There can be no assurance that continual fluctuations in the price of carbon credits will not occur. In addition, carbon credits are traded in both the compliance and voluntary markets and the price for a carbon credit varies according to not only the market on which it is traded, but also according to its type, location, vintage, accreditation and additional social and environmental attributes.

Reduced demand for carbon credits

The demand for, and the market price of, carbon credits can be adversely affected by any number of factors, including the implementation of lower emission infrastructure, an increase in the number of projects generating carbon credits, invention of new technology that assists in the avoidance, reduction or sequestration of emissions, increased use of alternative fuels, a decrease in the price of conventional fossil fuels, increased use of renewable energy, and the implementation and operation of carbon pricing initiatives such as carbon taxes and ETSs. There

can be no assurance that carbon pricing initiatives or compliance or voluntary carbon markets will continue to exist. Carbon pricing initiatives may be subject to policy and political changes and, may otherwise be diminished, terminated or may not be renewed upon their expiration.

In addition, the demand for carbon credits is driven by the social and political will to reduce GHG emissions globally. Without such social and political will, the marketplace for carbon credits would cease to exist, which would heavily impact Midori's investment in them. Even if such marketplaces still exist, without the social and political will to reduce GHG emissions, the price of carbon may fall to an unsustainably low price, preventing Midori's profitability.

Lack of liquidity and high volatility of carbon markets

Carbon markets, particularly the voluntary markets, are still evolving and there are no assurances that the carbon credits purchased and sold on any of the respective trading platforms developed by Midori will find a market. The carbon credit market, particularly the voluntary markets, have experienced a high level of price and volume volatility. There is, or there may be in the future, a lack of liquidity for the purchase or sale of carbon credits. It may be able difficult to purchase or sell the volume of carbon credits desired in a timely manner or at an attractive price. The pool of potential purchasers and sellers is limited, and each transaction may require the negotiation of specific provisions. Accordingly, a purchase or sale may take several months or longer to complete. In addition, as the supply of carbon credits is limited, buyers may experience difficulties purchasing carbon credits. The inability to purchase and sell on a timely basis in sufficient quantities could have a material adverse effect on Midori.

Verification, cancellation and other risks associated with carbon credits

Carbon credits are subject to the risk of not meeting necessary standards or criteria set by chosen certification bodies. It can arise from errors in project documentation, miscalculations of emission reductions, or inadequate monitoring practices. If a carbon credit fails to pass the verification process, it may be rendered invalid or face challenges in its acceptance by buyers. This risk highlights the importance of engaging reputable and independent verification bodies to ensure the integrity and accuracy of carbon credits.

Cancellation risk refers to the potential for carbon credits to be cancelled or invalidated due to unforeseen circumstances or non-compliance with regulations. It may occur if a project experiences disruptions, changes in land use, or fails to maintain emission reductions over time. Additionally, regulatory changes or legal disputes can also lead to the cancellation of carbon credits. Cancellation risk underscores the need for ongoing monitoring and periodic verification of projects to ensure the continued validity of carbon credits.

Double counting risk arises when the same carbon credit is claimed, sold, or used for multiple purposes. This can occur due to inadequate tracking and registry systems or overlapping claims within international and domestic carbon markets. Double counting undermines the environmental integrity of carbon credits and can lead to inflated emission reduction claims. It is essential for market participants to ensure robust tracking systems and adherence to established standards and protocols to mitigate this risk.

To address these risks, Midori's intention is to acquire and sell only those carbon credits already validated by an internationally recognized carbon credits standards body in the voluntary market, such as through the Climate Action Reserve, the American Carbon Standard, VCS or the Gold Standard.

Additionality and Environmental Integrity

Ensuring the additionality and environmental integrity of carbon credits is critical to maintaining the credibility of the voluntary carbon market. “Additionality” refers to the requirement that carbon reduction projects generate emission reductions that would not have occurred in the absence of the project. However, the determination of additionality can be subjective and complex, and there is a risk of projects being overestimated or not meeting rigorous criteria. This risk can undermine the environmental impact and integrity of the carbon credits being traded.

Market Oversupply

The voluntary carbon market is susceptible to the risk of oversupply. If the market becomes saturated with an excess of carbon credits, it can lead to downward pressure on prices and undermine the financial viability of projects. This risk can arise from an imbalance between the demand for offsets and the availability of credible and verified projects, potentially devaluing existing carbon credits.

Reputation Risk

Reputation risk refers to the potential damage to the reputation and credibility of market participants associated with carbon credits. This risk can arise from public skepticism, negative media coverage, or controversies surrounding the validity or environmental impact of carbon projects. It is crucial for participants to engage in transparent and accountable practices, maintain accurate documentation, and adhere to recognized standards and methodologies to mitigate reputation risk.

Carbon pricing initiatives are based on scientific principles that are subject to debate

Carbon pricing initiatives, such as ETSs and carbon taxes, and carbon credits have arisen primarily due to relative international and scientific consensus with respect to scientific evidence indicating a correlative relationship between the rise in global temperatures and extreme weather events, on the one hand, and the rise in GHG emissions in the atmosphere, on the other hand. Failure to maintain international consensus, may negatively affect the value of carbon credits.

There is no assurance that carbon markets will continue to exist. New technologies may arise that may diminish or eliminate the need for carbon markets. Ultimately, the price of carbon credits is determined by the cost of actually reducing emissions levels. If the price of credits becomes too high, it will be more economical for companies to develop or invest in lower emission technologies, thereby suppressing the demand and adversely affecting the price.

Regulatory risk related to changes in regulation and enforcement of ETSs can adversely affect market behavior. If fines or other penalties for non-compliance are not enforced, incentives to purchase carbon credits will deteriorate, which can result in a fall in the price of carbon credits, which may lead to a drop in the value of Midori’s investments.

Carbon trading may become obsolete

Carbon trading is regulated by specific jurisdictions pursuant to regional legislation or can be voluntary. When regulated (e.g. in the European Union and in the Western Climate Initiative jurisdictions), governments compel emitters to reduce their GHG emissions through technological

improvements or through the purchase of carbon credits. It is an identified risk factor that new legislation may arise in certain jurisdictions that may render Midori's business plan and knowledge obsolete with respect to carbon credits. With respect to the voluntary trade of carbon credits, there is a significant risk that certain voluntary purchasers of carbon credits may elect to cease the purchase of carbon credits for various reasons that are inherent to their business plans, or because of changing economic, political contexts or other conditions that cannot be controlled by Midori's management.

Competitive Conditions

There are many organizations, companies, non-profits, governments, asset managers and individuals that are buyers of carbon credits, or rights to or interest in carbon credits, and there is currently a limited supply of carbon credits, projects to generate future carbon credits and investment opportunities in carbon credits. Many competitors are larger, more established companies with substantial financial resources, operational capabilities and long track-records in carbon markets. Midori may be at a competitive disadvantage in investing in carbon projects, acquiring carbon credits or interests in carbon credits, whether by way of purchases in carbon markets or other forms of investment, as many competitors have greater financial resources and technical staffs. Accordingly, there can be no assurance that Midori will be able to compete successfully against other companies in building a portfolio of carbon credits, which may result in a material and adverse effect on its profitability, results of operation and financial condition.

Greenwashing

If and when the Platform is launched, Midori will sell and market carbon credits through the Platform, and will be likely to make environmental or "green" claims, which are currently subject to stringent rules with respect to consumer protection legislation. If Midori were to inadvertently make misleading environmental claims that could be regarded as greenwashing, it could result in liability for it. Investors should be aware that any liability in this regard may cause Midori reputational damage and in a material and adverse effect on Midori's profitability and financial condition.

Regulatory Risks

Whilst most securities regulators do not currently regulate voluntary carbon credits, as they become more uniform, fungible or readily available to investors, their approach and perspective may change, which may detrimentally impact the Company's ability to operate or performance, thereby decreasing its revenue or increasing its costs.

Security Breaches

Security breaches, computer malware and computer hacking attacks have become more prevalent. Many companies have been the targets of such attacks. Any security breach caused by hacking which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment, and the inadvertent transmission of computer viruses could harm Midori's operations. Though it is difficult to determine what harm may directly result from any specific interruption or breach, any failure to maintain performance, reliability, security and availability of network infrastructure to the satisfaction of fans may harm Midori's reputation and its ability to retain existing users and attract new users to its Platform.

Risks relating to Midori

Limited Operating History

Midori has a limited history of operations in the carbon credit sector. As such, it will be subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources, and lack of material revenues. Midori will compete with established competitors who may have more resources and a more recognisable brand presence in the market. There is no assurance that Midori will be successful in achieving a return on shareholders' investment, and the likelihood of success must be considered in light of its limited history of operations. There is no assurance that the Company will be successful in achieving a return on shareholders' investment.

Concentration Risk

Midori's business focuses on carbon credits, carbon assets, and businesses or investments related to same. Given the concentration of Midori's exposure to carbon credits or carbon assets, it will be more susceptible to adverse economic or regulatory occurrences affecting carbon credits and carbon markets than another business with a diversified asset base or diversified revenue streams.

Uncertainty of Liquidity and Capital Requirements

Midori's future capital requirements will depend on many factors, including the rate of growth of its client base, the costs of expanding into new markets, the growth of the market for its services and the costs of administration. In order to meet such capital requirements, Midori may consider additional public or private financing (including the incurrence of debt and the issuance of additional Midori Shares) to fund all or a part of a particular venture, which could entail dilution of current investors' interest in Midori. There can be no assurance that additional funding will be available or, if available, that it will be available on acceptable terms. If adequate funds are not available, Midori may have to reduce substantially or otherwise eliminate certain expenditures. There can be no assurance that Midori will be able to raise additional capital if its capital resources are depleted or exhausted. Further, due to regulatory impediments and lack of investor appetite, the ability of Midori to issue additional Midori Shares or other securities exchangeable for or convertible into Midori Shares to finance acquisitions may be restricted.

Additional Financing Needs

Midori will be dependent on its existing working capital and any revenues to fund all of its capital needs, and may require significant additional financing to make investments and/or to achieve its business objectives. There can be no assurance that such financing will be available on favourable terms or at all. Failure to obtain additional financing could result in the delay or indefinite postponement of Midori's business plan or portions thereof. Additional financing may dilute the ownership of Midori's shareholders at the time of any such financing, and may dilute the value of their investment.

Competition

To procure carbon credits for sale on the Platform, Midori will compete with a large number of other investors focused on carbon credits, such as private equity funds, mezzanine funds, investment banks and other equity and non-equity based public and private investment funds,

and other sources of financing, including traditional financial services companies, such as commercial banks. Competitors may have a lower cost of funds and may have access to funding sources that are not available to Midori. In addition, certain competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships and build their respective market shares. Competitors may also have more management depth and experience than Midori. There can be no assurance that the competitive pressures faced by Midori will not have a material adverse effect on its activities, financial condition and results of operations. In addition, as a result of this competition, Midori may not be able to take advantage of attractive investment opportunities from time to time and there can be no assurance that it will be able to identify and make investments.

The success of Midori will depend on the availability of appropriate investment opportunities and the ability of management to identify, source and make investments. As a result of the competition noted above, there can be no assurance that it will be able to locate suitable additional investment opportunities, acquire such investments on acceptable terms, or achieve an acceptable rate of return.

Results of Operations may differ from Management's Expectations

Midori's actual financial position and results of operations may differ materially from management's expectations and revenue, net income and cash flow may differ materially from its expectations. The process for estimating revenue, net income and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect Midori's financial condition or results of operations.

Brand identities

Developing, maintaining and enhancing Midori's brand is critical to expanding its user base. Management believes that the importance of brand recognition will increase due to the relatively low barrier to entry in the industry. Midori may be negatively impacted by a number of factors, including software malfunctions, delivery of incorrect information, and data privacy and security issues. If Midori fails to establish, maintain and enhance its brands, or if Midori incurs excessive expenses in this effort, it could have a material adverse effect on its prospects, business, financial condition or results of operations. Maintaining and enhancing Midori's brand will depend largely on its ability to continue to provide high-quality products and services, which Midori may not continue to do successfully.

Midori may Suffer a Security Breach

Security breaches, computer malware and computer hacking attacks have become more prevalent. Many companies have been the targets of such attacks. Any security breach caused by hacking which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment, and the inadvertent transmission of computer viruses could harm Midori's operations. Though it is difficult to determine what harm may directly result from any specific interruption or breach, any failure to maintain performance, reliability, security and availability of network infrastructure to the satisfaction of fans may harm Midori's reputation and its ability to retain existing users and attract new users.

Failure to Retain Current Management or to Attract and Keep Additional Personnel May Adversely Impact the Operations of Midori

Our success of Midori depends on its continued ability to attract, retain and motivate highly qualified management and key personnel, including advisors. The loss of the services of any of our key personnel, the inability to attract or retain highly qualified personnel in the future or delays in hiring such personnel, particularly senior management, could materially and adversely affect our business, financial condition and results of operations. In addition, the replacement of key personnel likely would involve significant time and costs, and may significantly delay or prevent the achievement of our business objectives.

From time to time, our management seeks the advice and guidance of certain advisors and consultants regarding important matters. These advisors and consultants are not our employees and may have commitments to, or consulting or advisory contracts with, other entities that may limit their availability to Midori.

Increased Costs After Becoming a Publicly Traded Company

If Midori successfully lists on the CSE, it will incur significant additional legal, accounting and filing fees that at present, are not required. Securities legislation and the rules and policies of the CSE require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information all of which will significantly increase legal and financial compliance costs. Midori expects to have significant costs associated with being a public, reporting company. Its ability to continue as a going concern will depend on positive cash flow, if any, from future operations and on its ability to raise additional funds through equity or debt financing. If Midori is unable to achieve the necessary results or raise or obtain funding to cover the costs of operating as a public, reporting company, it may be forced to discontinue operations

Dividends

Midori currently anticipates that it will retain any future earnings for the development, operation and expansion of its business and do not anticipate that it will declare or pay any cash dividends for the foreseeable future. In addition, the terms of any future debt agreements may preclude us from paying dividends. Any return to shareholders will therefore be limited to the appreciation of their Midori Shares. Furthermore, and dividends paid by Midori would be subject to tax and, potentially, withholdings.

Directors and Officers may have Conflicts of Interests with Midori

Most of Midori's directors and officers do not devote their full time to the affairs of Midori. Most of the directors and officers of Midori are also directors, officers and shareholders of other companies, and as a result they may find themselves in a position where their duty to another company conflicts with their duty to Midori. Although Midori has policies which address such potential conflicts and the BCBCA has provisions governing directors in the event of such a conflict, none of the Midori's constating documents or any of its other agreements contain any provisions mandating a procedure for addressing such conflicts of interest. There is no assurance that any such conflicts will be resolved in favor of Midori. If any such conflicts are not resolved in favor of Midori, Midori may be adversely affected.

Forward-looking Statements may prove to be Inaccurate

The forward-looking information and statements included in this Listing Statement relating to, among other things, future results, performance, achievements, prospects, targets, plans, objectives, goals, milestones, intentions or opportunities or the markets in which Midori will operate are based on opinions, assumptions and estimates made by management in light of experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate and reasonable in the circumstances. However, there can be no assurance that such estimates and assumptions will prove to be correct. Our actual results in the future may vary significantly from estimated or expected results and those variations may be material. Midori makes no representation that its actual results in the future will be the same, in whole or in part, as those included in this Listing Statement.

PROMOTERS

Mr. Rutledge, president and director of Midori may be considered to be a promoter of Midori, as that term is defined under the *Securities Act* (British Columbia). Information regarding Mr. Rutledge can be found in this Listing Statement under “Directors and Officers”, and Mr. Rutledge’s anticipated executive compensation can be found under “Statement of Executive Compensation”.

LEGAL PROCEEDINGS

Legal Proceedings

There are no legal proceedings material to Midori, or to which Midori is a party or of which any of their respective property is the subject matter, nor are there any such proceedings known to Midori to be contemplated.

Regulatory Actions

Midori is not subject to: (i) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within three years immediately preceding the date of this Listing Statement; or (ii) any other penalties or sanctions imposed by a court or regulatory body against them that are necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed. Midori has not entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date of this Listing Statement.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Midori is not aware of any direct or indirect material interest in any matter to be acted upon or any material transaction during the last three fiscal years, of any director, executive officer or principal shareholder.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The independent auditors of the Company are D&H Group LLP and its office located at 10th floor, 1333 West Broadway, Vancouver, British Columbia V6H 4C1.

Transfer Agent and Registrar

The transfer agent and registrar of the Common Shares is Computershare Investor Services Inc. of Vancouver, British Columbia.

MATERIAL CONTRACTS

During the two years prior to the date of this Listing Statement, the following are the only material agreements entered into by the Company in the two years preceding the date hereof:

- the consulting agreement with Marallo Holdings Inc., a private company of which Mike Edwards is the principal, dated November 1, 2022, pursuant to which the Company has retained the services of Mr. Edwards;
- the consulting agreement with Possibilities Training Group Inc., a private company of which Jonathan Bixby is the principal, dated February 1, 2023, pursuant to which the Company has retained the services of Mr. Bixby;
- the share purchase agreement dated effective February 1, 2023 with respect to the Company's proposed acquisition of Zero Degrees Technology Ltd., and the ensuing termination agreement dated October 30, 2023 with respect to same;
- the intellectual property assignment agreement dated effective October 16, 2023 among the Company, Zero Degrees Ltd. and Crowdfom Limited, assigning all intellectual property rights of Crowdfom Limited in the Platform to the Company; and
- the intellectual property assignment agreement dated effective October 30, 2023 among the Company, Zero Degrees Technology Ltd. and its principal, pursuant to which the Company acquired all residual intellectual property rights in the Platform.

INTEREST OF EXPERTS

No person or corporation whose profession or business gives authority to a statement made by the person or corporation and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any of the respective securities or property of Midori or their respective Associates or Affiliates, and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of Midori or its Associates or Affiliates, and no such person is a promoter of Midori or its Associates or Affiliates. D&H Group LLP are independent of Midori in accordance with the rules of professional conduct of the Institute of Chartered Professional Accountants of British Columbia.

OTHER MATERIAL FACTS

There are no other material facts relating to Midori and Midori's securities that are not elsewhere disclosed herein and which are necessary in order for this document to contain full, true and plain disclosure of all material facts relating to Midori and its securities.

APPENDIX "A"
STOCK OPTION PLAN

- See attached -

PART I INTERPRETATION

1.1 Defined Terms. For the purposes of this Plan, the following terms shall have the following meanings:

“**Administrator**” has the meaning ascribed thereto in Section 3.1 hereof;

“**Affiliate**” means a corporation related to another corporation if one of them is the subsidiary of the other, or both are subsidiaries of the same corporation, or each of them is controlled by the same Person;

“**Applicable Laws**” means all legal requirements relating to the administration of stock option plans, if any, under applicable corporate laws, any applicable state or provincial securities laws, the rules and regulations promulgated thereunder, and the requirements of the Exchange, and the laws of any foreign jurisdiction applicable to Options granted to residents therein;

“**Associate**” means, where used to indicate a relationship with any Person,

- (i) any relative, including the spouse, son or daughter, of that Person or a relative of that Person’s spouse, if the relative has the same home as that Person,
- (ii) any partner, other than a limited partner, of that Person,
- (iii) any trust or estate in which such Person has a substantial beneficial interest or as to which such Person serves as trustee or in a similar capacity, or
- (iv) any corporation of which such Person beneficially owns, directly or indirectly, voting securities carrying more than ten percent of the voting rights attached to all outstanding voting securities of the corporation;

“**Board**” means the Board of Directors of the Company;

“**Blackout Period**” means a period during which an Optionee is restricted by the Company from trading in the Company's securities pending the dissemination of previously undisclosed material information;

“**Charitable Option**” means an Option or equivalent security granted by the Company to an Eligible Charitable Organization;

“**Charitable Organization**” has the meaning as ascribed thereto in the Tax Act;

“**Committee**” means a committee of the Board appointed in accordance with Section 3.2 hereof;

“**Company**” means Midori Carbon Inc., and its Affiliates;

“**Consultant**” means, in relation to the Company, an individual (other than an Employee or a Director of the Company) or company, that:

- (i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Company, other than services provided in relation to a distribution of securities,
- (ii) provides the services under a written contract between the Company or an Affiliate and the individual or the company, as the case may be
- (iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or an Affiliate; and
- (iv) has a relationship with the Company or an Affiliate that enables the individual to be knowledgeable about the business and affairs of the Company;

“**Date of Grant**” means the date on which a grant of an Option is effective;

“**Director**” means a director of the Company or an Affiliate;

“**Disability**” means a medically determinable physical or mental impairment expected to result in death or to last for a continuous period of not less than 12 months which causes an individual to be unable to engage in any substantial gainful activity;

“**Discounted Market Price**” has the meaning ascribed thereto in the Exchange Policies;

“**Disinterested Shareholder Approval**” means approval by a majority of the votes cast by shareholders of the Company or their proxies at a shareholders’ meeting other than votes attaching to securities beneficially owned by Insiders to whom Options may be granted pursuant to this Plan and their Associates and, for purposes of this Plan, holders of non-voting and subordinate voting securities (if any) will be given full voting rights on a resolution which requires disinterested shareholder approval;

“**Eligible Charitable Organization**” means:

- (i) any Charitable Organization or Public Foundation which is a Registered Charity, but is not a Private Foundation, or
- (ii) a Registered National Arts Services Organization.

“**Employee**” means:

- (i) an individual who is considered an employee of the Company or its subsidiary under the *Income Tax Act* (Canada) (and for whom income tax, employment insurance and CPP deductions must be made at source);
- (ii) an individual who works full-time for the Company or its subsidiary providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made at source; or
- (iii) an individual who works for the Company or its subsidiary on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made at source;

“**Exchange**” means such stock exchange on which the Company’s Shares are listed for trading;

“**Exchange Policies**” mean the policies of the Exchange, as amended from time to time.

“**Guardian**” means the guardian, if any, appointed for an Optionee;

“**Insider**” means:

- (i) a director or senior officer of the Company;
- (ii) a director or senior officer of an entity that is itself an insider or subsidiary of the Company; or
- (iii) a Person that beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company; or
- (iv) the Company itself if it holds any of its own securities;

“**Investor Relations Activities**” has the meaning ascribed thereto in the Exchange Policies;

“**Management Company Employee**” means an individual employed by a Person providing management services to the Company (other than Investor Relations Activities), which are required for the ongoing successful operation of the business of the Company;

“**Officer**” means the chief executive officer, the chief financial officer, president, vice president, secretary, treasurer, manager, comptroller and any person routinely performing corresponding functions and/or policy making functions with respect to the Company or its subsidiaries, and includes a Management Company Employee that provides the services of such Officer;

“**Option**” means an option to purchase Shares granted pursuant to the provisions of this Plan;

“**Option Agreement**” means a written agreement between the Company and an Optionee, specifying the terms of the Option being granted to the Optionee under this Plan, which may be in the form set out in Schedule “A” hereto;

“**Option Price**” means the price at which an Option to purchase Shares is exercisable;

“**Optionee**” means the recipient of an Option granted by the Company;

“**Person**” means a natural person, firm, corporation, government, or political subdivision or agency of a government; and where two or more Persons act as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of an issuer, such syndicate or group shall be deemed to be a Person;

“**Plan**” means this stock option plan of the Company, as amended from time to time;

“**Private Foundation**” has the meaning as ascribed thereto in the Tax Act;

“**Public Foundation**” has the meaning as ascribed thereto in the Tax Act;

“**Registered Charity**” has the meaning as ascribed thereto in the Tax Act;

“**Registered National Arts Services Organization**” has the meaning as ascribed thereto in the Tax Act;

“**Shares**” means the common shares without par value in the capital of the Company;

“**Successor**” means the legal heirs or personal representatives of the Optionee upon death, pursuant to a will or the laws of descent and distribution of the applicable jurisdictions;

“**Tax Act**” means the *Income Tax Act* (Canada), as amended from time to time;

“**Term**” means the period of time during which an Option is exercisable; and

“**Terminating Event**” means:

- (i) the dissolution or liquidation of the Company, or
- (ii) a material change in the capital structure of the Company that is deemed to be a Terminating Event pursuant to Section 10.1 or 10.5 hereof.

PART 2

ESTABLISHMENT AND PURPOSE OF THE PLAN

2.1 Establishment of the Plan. The Company hereby establishes this Plan to govern the grant, administration and exercise of Options which may be granted to eligible Optionees. The Plan is designed to be a “rolling” stock option plan under Exchange Policies, reserving at any one time a maximum of 10% of the issued Shares of the Company for the exercise of Options.

2.2 Principal Purposes. The principal purposes of this Plan are to provide the Company with the advantages of the incentive inherent in stock ownership on the part of Directors, Officers, Employees and Consultants responsible for the continued success of the Company; to create in such individuals a proprietary interest in, and a greater concern for, the welfare and success of the Company; to encourage such individuals to remain with the Company; and to attract new Directors, Officers, Employees and Consultants to the Company.

2.3 Benefit to Shareholders. This Plan is expected to benefit shareholders by enabling the Company to attract and retain personnel of the highest caliber by offering them an opportunity to share in any increase in value of the Shares resulting from their efforts.

PART 3 ADMINISTRATION

3.1 Board or Committee. This Plan shall be administered by the Board or by a Committee appointed in accordance with Section 3.2 hereof. The Board or, if applicable, the Committee is hereinafter referred to as the “Administrator”.

3.2 Appointment of Committee. The Board may at any time appoint a Committee, consisting of not less than two of its members, to administer this Plan on behalf of the Board in accordance with such terms and conditions as the Board may prescribe, consistent with this Plan. Once appointed, the Committee shall continue to serve until otherwise directed by the Board. From time to time, the Board may increase the size of the Committee and appoint additional members, remove members (with or without cause) and appoint new members in their place, fill vacancies however caused, or remove all members of the Committee and thereafter directly administer this Plan.

3.3 Quorum and Voting. A majority of the members of the Committee shall constitute a quorum, and, subject to the limitations in this Part 3, all actions of the Committee shall require the affirmative vote of members who constitute a majority of such quorum. Members of the Committee who are disinterested Persons to an action may vote on any matters affecting the administration of this Plan or the grant of Options pursuant to this Plan, except that no such member shall act upon the granting of an Option to himself (but any such member may be counted in determining the existence of a quorum at any meeting of the Committee during which action is taken with respect to the granting of Options to him).

3.4 Powers of Administrator. Subject to the provisions of this Plan and any Applicable Laws, and with a view to effecting the purpose of this Plan, the Administrator shall have sole authority, in its absolute discretion, to:

- (a) administer this Plan in accordance with its express terms;
- (b) determine all questions arising in connection with the administration, interpretation, and application of this Plan, including all questions relating to the value of the Shares;
- (c) correct any defect, supply any information, or reconcile any inconsistency in this Plan in such manner and to such extent as shall be deemed necessary or advisable to carry out the purposes of this Plan;
- (d) prescribe, amend, and rescind rules and regulations relating to the administration of this Plan;
- (e) determine the duration and purposes of leaves of absence from employment which may be granted to Optionees without constituting a termination of employment for purposes of this Plan;
- (f) do the following with respect to the granting of Options:
 - (i) determine the Directors, Officers, Employees and Consultants to whom Options shall be granted, based on the eligibility criteria set out in this Plan,
 - (ii) determine the terms and conditions of the Option Agreement to be entered into with any Optionee (which need not be identical with the terms of any other Option Agreement),
 - (iii) amend the terms and conditions of Option Agreements, provided the Administrator obtains:
 - A. the consent of the Optionee, and
 - B. if applicable, the approval of the Exchange and / or Disinterested Shareholder Approval,
 - (iv) determine when Options shall be granted,
 - (v) determine the Option Price of each Option, and
 - (vi) determine the number of Shares subject to each Option; and
- (g) make all other determinations necessary or advisable for administration of this Plan.

3.4 Obtain Regulatory Approvals. In administering this Plan, the Administrator will obtain any regulatory approvals which may be required pursuant to all Applicable Laws. This Plan is subject to these approvals.

3.5 Shareholder Approval. This Plan must receive such periodic approval of the Company's shareholders as required by Exchange Policies, if any.

3.6 Administration by Administrator. All determinations made by the Administrator in good faith on matters referred to in Section 3.4 hereof shall be final, conclusive, and binding upon the Company and the relevant Optionee. The Administrator shall have all powers necessary or appropriate to accomplish its duties under this Plan. In addition, the Administrator's administration of this Plan shall in all respects be consistent with Exchange Policies.

PART 4 ELIGIBILITY

4.1 General Eligibility. Options may be granted to an Eligible Charitable Organization or a Director, Officer, Employee or Consultant of the Company or its subsidiary at the time the Option is granted. An Optionee shall not be precluded from being granted an Option solely because such Optionee may previously have been granted an Option under this Plan.

4.2 No Violation of Laws. No Option shall be granted to any Optionee unless the Administrator has determined that the grant of such Option and the exercise thereof by the Optionee will not violate any Applicable Laws.

4.3 Optionees to be Named. No Options shall be granted unless and until the Options have been allocated to a particular Optionee(s).

PART 5 SHARES SUBJECT TO THIS PLAN

5.1 Maximum Number of Shares Reserved Under Plan. The aggregate number of Shares which may be reserved for issuance pursuant to the exercise of Options granted under this Plan shall not exceed 10% of the Company's issued and outstanding shares at the time of the grant. Such number of Shares is subject to adjustment in accordance with Part 10 hereof. Any Shares reserved for issuance pursuant to the exercise of stock options granted by the Company prior to this Plan coming into effect and which are outstanding on the date on which this Plan comes into effect shall be included in determining the number of Shares reserved for issuance hereunder as if such stock options were granted under this Plan. The terms of this Plan shall not otherwise govern such pre-existing stock options.

5.2 Sufficient Authorized Shares to be Reserved. If the constituting documents of the Company limit the number of authorized Shares, a sufficient number of Shares shall be reserved by the Board to satisfy the exercise of Options granted under this Plan. Shares that were the subject of Options that have expired or terminated may once again be subject to an Option granted under this Plan.

5.3 Disinterested Shareholder Approval. Unless Disinterested Shareholder Approval is obtained, under no circumstances shall this Plan, together with all of the Company's other previously established or proposed stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Shares, result in or allow at any time:

- (a) the number of Shares reserved for issuance pursuant to Options granted to Insiders (as a group) at any point in time exceeding 10% of the issued and outstanding Shares;
- (b) the grant to Insiders (as a group), within a 12 month period, of an aggregate number of Options exceeding 10% of the issued and outstanding Shares at the time of the grant of the Options;
- (c) the issuance to any one Optionee, within any 12 month period, of an aggregate number of Options exceeding 5% of the issued and outstanding Shares at the time of the grant of the Options;
- (d) any individual Option grant that would result in any of the limitations set out in sections 5.3 (a), (b) or (c) being exceeded; or

- (e) any amendment to Options held by Insiders that would have the effect of decreasing the exercise price of such Options.

For purposes hereof, Options held by an Insider at any point in time that were granted to such Person prior to it becoming an Insider shall be considered Options granted to an Insider irrespective of the fact that the Person was not an Insider

5.4 Number of Shares Subject to this Plan. Upon exercise of an Option, the number of Shares thereafter available under such Option shall decrease by the number of Shares as to which the Option was exercised; however the same number of Shares shall thereafter again be available for the purposes of this Plan.

5.5 Expiry of Option. If an Option expires or terminates for any reason without having been exercised in full, the un-purchased Shares subject thereto shall again be available for the purposes of this Plan.

PART 6 TERMS AND CONDITIONS OF OPTIONS

6.1 Option Agreement. Each Option shall be evidenced by an Option Agreement, which may contain such terms, not inconsistent with this Plan or any Applicable Laws, as the Administrator in its discretion may deem advisable; provided, that each Option Agreement shall contain the following terms:

- (a) the number of Shares subject to purchase pursuant to such Option;
- (b) the Date of Grant;
- (c) the Term;
- (d) the Option Price;
- (e) the Option is not assignable or transferable; and
- (f) such other terms and conditions as the Administrator deems advisable and are consistent with the purposes of this Plan.

6.2 Exchange Restrictions of Reservations. Notwithstanding any other provision hereof, the number of Shares reserved for issuance to:

- (a) any one Optionee pursuant to Options granted to such Optionee during any 12 month period shall not exceed 5% of the issued and outstanding Shares, calculated at the date such Options are granted;
- (b) any one Optionee, who is a Consultant, in respect of Options granted to such Consultant during any 12 month period shall not exceed 2% of the issued and outstanding Shares, calculated at the date such Options are granted;
- (c) all Optionees who are engaged or employed in Investor Relations Activities during any 12 month period shall not exceed in the aggregate 2% of the issued and outstanding Shares, calculated at the date such Options are granted; and
- (d) Eligible Charitable Organizations shall not at any time exceed 1% of the issued and outstanding Shares of the Company, calculated at the date such Options are granted,

if such restrictions are dictated by Exchange Policies, otherwise the Administrator may elect to view the above as guidelines only.

6.3 Exercise Price. The Option Price shall not be less than the Discounted Market Price, provided that (i) if the Company has just been recalled for trading following a suspension or halt, the Company must wait until a satisfactory market has been established before setting the exercise price for and granting of the Options (generally ten days from the date of resumption of trading); (ii) a minimum price cannot be established unless the Options are allocated to particular Optionees; and (ii) if Options are granted within 90 days of a distribution of securities by way of a prospectus, the minimum exercise price of those Options will be the greater of the Discounted Market Price and the prospectus offering price (the 90 day period to be calculated from the date a final receipt is issued for the prospectus).

6.4 Maximum Term of Ten Years. Subject to section 6.5, the maximum Term of an Option granted shall be ten years from the Date of Grant.

6.5 Blackout Period. The Term of an Option shall be automatically extended if the expiry date falls within a Blackout Period provided that: (i) the Blackout Period is imposed by the Company pursuant to its internal trading policies as a result of the bona fide existence of undisclosed material information; (ii) the Blackout Period expires upon the general disclosure of such material information; (iii) the expiry date of the affected Options is extended to no later than ten (10) business days after the expiry of the Blackout Period; and (iv) such automatic extension is not applicable if the Company or Optionee is also subject to a cease trade order or similar trading restriction.

6.6 Vesting Schedule. No Option shall be exercisable until it has vested. The vesting schedule for each Option shall be specified by the Administrator at the time of grant of the Option prior to the provision of services with respect to which such Option is granted; provided, that if no vesting schedule is specified at the time of grant, the Option shall vest on the date it is granted.

Notwithstanding the foregoing, for Options granted to Optionees who provide Investor Relations Activities and where no vesting schedule is specified at the time of grant, the Options shall vest according to the following schedule:

Vesting Period	Percentage of Total Option Vested
3 Months after Date of Grant	25%
6 Months after Date of Grant	50%
9 Months after Date of Grant	75%
12 Months after Date of Grant	100%

6.7 Acceleration of Vesting. The vesting of outstanding Options may be accelerated by the Administrator at such times and in such amount as it may determine in its sole discretion.

6.8 Hold Periods.

- (a) If required by Applicable Laws, any Options will be subject to a hold period expiring on the date that is four months and a day after the Date of Grant, and the Option Agreements and the certificates representing any Shares issued prior to the expiry of such hold period will bear a legend in substantially the following form:

“UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THE SECURITIES REPRESENTED HEREBY MUST NOT TRADE THE SECURITIES BEFORE [INSERT THE DATE THAT IS FOUR MONTHS AND ONE DAY AFTER THE DATE OF GRANT].”

- (b) In addition to any resale restrictions under any Applicable Laws, if the Option Price is set at a discount to the Market Price (as defined in Exchange Policies), or if Options are granted to Insiders, the Option Agreements and the certificates representing any Shares realized on the exercise thereof will bear such additional legends as required by Exchange Policies.

6.9 Form for Non-Individuals. If a proposed Optionee is a corporation or is otherwise not an individual, it must provide the Exchange with such certificates as required under Exchange Policies, or any amended or replacement form.

6.10 Bona Fide Optionee. By execution of an Option Agreement, the Optionee represents that he, she or it is a bona fide Director, Officer, Employee or Consultant, as the case may be. It will be the joint responsibility of the Company and the Optionee that the Optionee is and will remain a bona fide Employee, Consultant or Management Company Employee.

PART 7 EXERCISE OF OPTION

7.1 Method of Exercise. Subject to any limitations or conditions imposed upon an Optionee pursuant to the Option Agreement or Part 6 hereof, an Optionee may exercise an Option, prior to the expiry date thereof, by giving written notice thereof to the Company at its principal place of business or as otherwise indicated by the Company in writing.

7.2 Payment of Option Price. The notice described in Section 7.1 hereof shall be accompanied by full payment of the Option Price to the extent the Option is so exercised, and full payment of any amounts the Company determines must be withheld for tax purposes from the Optionee pursuant to the Option Agreement. Such payment shall be in lawful money (Canadian funds) in cash or by certified cheque.

7.3 Issuance of Stock Certificate. As soon as practicable after exercise of an Option in accordance with Sections 7.1 and 7.2 hereof, the Company shall issue a stock certificate evidencing the Shares with respect to which the Option has been exercised. Upon due exercise of an Option, the Optionee shall be entitled to all rights to vote or receive dividends or any other rights as a shareholder with respect to such Shares.

7.4 Monitoring Trading. An Optionee who performs Investor Relations Activities shall provide written notice to the Board of each of his trades of securities of the Company, within five business days of each trade.

PART 8 TRANSFERABILITY OF OPTIONS

8.1 Non-Transferable. Except as provided otherwise in this Part 8, Options are non-assignable and non-transferable.

8.2 Death of Optionee. If an Optionee should die while any Options remain outstanding in his name, such Options shall pass to the Successor of the Optionee and shall be exercisable by the Successor for a period to be determined by the Administrator, which shall not be less than three months and not more than six months from the date of death.

8.3 Disability of Optionee. If the employment of an Optionee as an Employee or Consultant of the Company, or the position of an Optionee as a Director or Officer, is terminated by the Company by reason of such Optionee's Disability, any Option held by such Optionee that could have been exercised immediately prior to such termination of employment shall be exercisable by such Optionee, or by his Guardian, for a period of 90 days following the termination of employment of such Optionee.

8.4 Vesting. Options held by a Successor or exercisable by a Guardian shall, during the period prior to their termination, continue to vest in accordance with any vesting schedule to which such Options are subject.

8.5 Majority Agreement. If two or more Persons constitute the Successor or the Guardian of an Optionee, the rights of such Successor or such Guardian shall be exercisable only upon the majority agreement of such Persons.

8.6 Deemed Non-Interruption of Employment. Employment shall be deemed to continue intact during any military or sick leave or other bona fide leave of absence if the period of such leave does not exceed 90 days or, if longer, for so long as the Optionee's right to re-employment with the Company is guaranteed either by statute or by contract. If the period of such leave exceeds 90 days and the Optionee's re-employment is not so guaranteed, then his or her employment shall be deemed to have terminated on the 91st day of such leave.

PART 9 TERMINATION OF OPTIONS

9.1 Termination of Options. To the extent not earlier exercised or terminated, an Option shall terminate at the earliest of the following dates:

- (a) the termination date specified for such Option in the Option Agreement;

- (b) where the Optionee's position as an Employee, Consultant, Director or Officer is terminated for just cause, the date of such termination for just cause;
- (c) where the Optionee's position as an Employee, Consultant, Director or Officer terminates for a reason other than the Optionee's Disability, death, or termination for just cause, 90 days after such date of termination;
- (d) where the Optionee's position as an Employee, Consultant, Director or Officer terminates as a result of the Optionee's death, such Options may be exercisable by the Successor for a period to be determined by the Administrator, which shall not be less than three months and not more than six months from the date of death;
- (e) where the Optionee is an Eligible Charitable Organization, the Charitable Options shall terminate the 90th day following the date the Optionee ceases to be an Eligible Charitable Organization;
- (f) the date of any sale, transfer, assignment or hypothecation, or any attempted sale, transfer, assignment or hypothecation, of such Option in violation of Section 8.1 hereof; and
- (g) the date specified in Section 10.5 hereof for such termination in the event of a Terminating Event.

PART 10 ADJUSTMENTS TO OPTIONS

10.1 Alteration of Capital. In the event of any material change in the outstanding Shares of the Company prior to complete exercise of any Option by reason of any stock dividend, split, recapitalization, amalgamation, merger, consolidation, combination or exchange of shares or other similar corporate change, an equitable adjustment shall be made in one or more of the maximum number or kind of Shares issuable under this Plan or subject to outstanding Options, and the Option Price of such shares. Any such adjustment shall be made in the sole discretion of the Board, acting on recommendations made by the Administrator, and shall be conclusive and binding for all purposes of this Plan. If the Administrator determines that the nature of a material alteration in the capital structure of the Company is such that it is not practical or feasible to make appropriate adjustments to this Plan or to the Options granted hereunder, such event shall be deemed a Terminating Event for the purposes of this Plan.

10.2 No Fractions. No fractional Shares shall be issued upon the exercise of an Option and accordingly, if as a result of any adjustment set out hereof an Optionee would be entitled to a fractional Share, the Optionee shall have the right to purchase only the adjusted number of full Shares and no payment or other adjustment shall be made with respect to the fractional Share so disregarded.

10.3 Terminating Events. Subject to Section 10.4 hereof, all Options granted under this Plan shall terminate upon the occurrence of a Terminating Event.

10.4 Notice of Terminating Event. The Administrator shall give notice to Optionees not less than 30 days prior to the consummation of a Terminating Event. Upon the giving of such notice, all Options granted under this Plan shall become immediately exercisable, notwithstanding any contingent vesting provision to which such Options may have otherwise been subject.

10.5 General Offer for Shares. Notwithstanding anything else herein to the contrary, in the event (i) an offer to purchase the Shares shall be made to the holders of the Shares generally, unless the Board determines that such offer will not result in any change in control of the Company, or (ii) of a sale of all or substantially all of the assets of the Company, or (iii) the sale, pursuant to an agreement with the Company, of securities of the Company pursuant to which the Company is or becomes a subsidiary of another corporation, then unless provision is made by the acquiring corporation for the assumption of each Option or the substitution of a substantially equivalent option therefor, the Company shall give written notice thereof to each Optionee holding Options under this Plan and such Optionees shall be entitled to exercise his or its Options to the extent previously unexercised, regardless of whether such Optionee would otherwise be entitled to exercise such Options to such extent at that time, within the 30 day period immediately following the giving of such notice. Any Options not exercised within such 30 day period will immediately terminate and such event shall be deemed to be a Terminating Event.

10.6 Determinations to be made by Administrator. Adjustments and determinations under this Part 10 shall be made by the Administrator, whose decisions as to what adjustments or determination shall be made, and the extent thereof, shall be final, binding, and conclusive.

PART 11 TERMINATION AND AMENDMENT OF PLAN

11.1 Termination of Plan. The Administrator may terminate this Plan at the same time as all Options are terminated upon a Terminating Event pursuant to section 10.1. The Administrator may terminate this Plan at such other time and on such conditions as the Administrator may determine, provided that no such termination shall be effected if do so would affect the rights of then existing Optionees, without the approval of such Optionees.

11.2 Power of Administrator to Amend Plan. The Administrator may, subject to any required approval of the Exchange, amend this Plan so as to: (i) correct typographical errors; (ii) clarify existing provisions of the Plan, which clarifications do not have the effect of altering the scope, nature or intent of such provisions; (iii) comply with Exchange Policies; and (iv) maintain compliance with any Applicable Laws. The Administrator may condition the effectiveness of any such amendment on the receipt of shareholder approval at such time and in such manner as the Administrator may consider necessary for the Company to comply with or to avail the Company and/or the Optionees of the benefits of any securities, tax, market listing or other administrative or regulatory requirements. No such amendment, suspension or termination shall adversely affect rights under any Options previously granted without the consent of the Optionees to whom such Options were granted.

Notwithstanding the above, the Company may grant Options under amendments made to this Plan that it would not otherwise be permitted to grant prior to obtaining requisite shareholder approval, provided that: (i) the Company also obtains specific shareholder approval for such grants, separate and apart from shareholders' approval to the amendments, (ii) no Options granted under the amendments are exercised prior to shareholder approval, (iii) shareholder approval is obtained on or before the earlier of the Company's next annual general meeting or 12 months from the amendment of the Plan. Should such shareholder approval not be obtained, the amendments will terminate and any Options granted thereunder will terminate.

11.3 Shareholder Approvals. Any shareholder approval required to amend this Plan must take place at a meeting of the shareholders. Evidence that the majority of the shareholders are in favour of a proposal to approve any amendment thereto is not sufficient.

11.4 No Grant During Suspension of Plan. No Option may be granted during any suspension, or after termination, of this Plan. Amendment, suspension, or termination of this Plan shall not, without the consent of the Optionee, alter or impair any rights or obligations under any Option previously granted.

PART 12 CONDITIONS PRECEDENT TO ISSUANCE OF SHARES

12.1 Compliance with Laws. Shares shall not be issued pursuant to the exercise of any Option unless the exercise of such Option and the issuance and delivery of such Shares comply with all Applicable Laws, and such issuance may be further subject to the approval of counsel for the Company with respect to such compliance, including the availability of an exemption from prospectus and registration requirements for the issuance and sale of such Shares. The inability of the Company to obtain from any regulatory body the authority deemed by the Company to be necessary for the lawful issuance and sale of any Shares under this Plan, or the unavailability of an exemption from prospectus and registration requirements for the issuance and sale of any Shares under this Plan, shall relieve the Company of any liability with respect to the non-issuance or sale of such Shares.

12.2 Representations by Optionee. As a condition precedent to the exercise of any Option, the Company may require the Optionee to represent and warrant, at the time of exercise, that the Shares are being purchased only for investment and without any present intention to sell or distribute such Shares if, in the opinion of counsel for the Company, such representations and warranties are required by any Applicable Laws. If necessary under Applicable Laws, the Administrator may cause a stop-transfer order against such Shares to be placed on the stock books and records of the Company, and a legend indicating that the Shares may not be pledged, sold or otherwise transferred unless an opinion of counsel is provided stating that such transfer is not in violation of any Applicable Laws, may be

stamped on the certificates representing such Shares in order to assure an exemption from registration. The Administrator also may require such other documentation as may from time to time be necessary to comply with applicable securities laws. **THE COMPANY HAS NO OBLIGATION TO UNDERTAKE REGISTRATION OF OPTIONS OR THE SHARES ISSUABLE UPON THE EXERCISE OF OPTIONS IN THE UNITED STATES OR ANY OTHER JURISDICTION OUTSIDE OF CANADA.**

12.3 Tax Withholding. The Optionee shall hold harmless the Company and be solely responsible, upon exercise of an Option or, if later, the date that the amount of such obligations becomes determinable, all applicable federal, provincial, local and foreign withholding taxes, determined as a result of and upon exercise of an Option or from a transfer or other disposition of Shares acquired upon exercise of an Option or otherwise related to an Option or Shares acquired in connection with an Option.

PART 13 NOTICES

13.1 Notices. All notices, requests, demands and other communications required or permitted to be given under this Plan and the Options granted under this Plan shall be in writing and may be served in any one of the following ways: (i) personally on the party to whom notice is to be given, in which case notice shall be deemed to have been duly given on the date of such service; (ii) by electronic mail, in which case notice shall be deemed to have been duly given on the date the email is sent; or (iii) mailed to the party to whom notice is to be given, by first class mail, registered or certified, return receipt requested, postage prepaid, and addressed to the party at his or its most recent known address, in which case such notice shall be deemed to have been duly given on the fifth postal delivery day following the date of such mailing.

PART 14 MISCELLANEOUS PROVISIONS

14.1 No Obligation to Exercise. Optionees shall be under no obligation to exercise Options granted under this Plan.

14.2 No Obligation to Retain Optionee. Nothing contained in this Plan shall obligate the Company to retain an Optionee as a Director, Officer, Employee or Consultant for any period, nor shall this Plan interfere in any way with the right of the Company to change the terms or conditions of the Optionee's employment or engagement with the Company, including the Optionee's compensation.

14.3 Binding Agreement. The provisions of this Plan and each Option Agreement with an Optionee shall be binding upon such Optionee and the Successor or Guardian of such Optionee.

14.4 Governing Law. The laws of the Province of British Columbia shall apply to this Plan and all rights and obligations hereunder shall be determined in accordance with such laws.

14.5 Use of Terms. Where the context so requires, references herein to the singular shall include the plural, and vice versa, and references to a particular gender shall include either or both genders.

SCHEDULE "A"

MIDORI CARBON INC.

OPTION AGREEMENT

The Option granted herein is not assignable or transferable by the Optionee.

[insert applicable resale restrictions and legends]

This Option Agreement is entered into between Midori Carbon Inc. ("the Company") and the Optionee named below pursuant to the Company's Stock Option Plan (the "Plan"), a copy of which is attached hereto, and confirms that:

1. on _____, 20____ (the "Grant Date");
2. _____ (the "Optionee");
3. was granted the option (the "Option") to purchase _____ Common Shares (the "Option Shares") of the Company;
4. at the price (the "Option Price") of \$_____ per Option Share;
5. which shall / shall not (*select*) be exercisable ("Vested") in accordance with Section 6.6 of the Plan (*applicable if the Optionee is a person who performs Investor Relations Activities*); [***or set out applicable vesting schedule***]
6. shall expire on _____, 20____ (the "Expiry Date"); and
7. [insert other terms or conditions],

all on the terms and subject to the conditions set out in the Plan.

By receiving and accepting the Options, the Optionee:

- (a) confirms that he has read and understands the Plan and agrees to the terms and conditions of the Plan and this Option Certificate;
- (b) consents to the disclosure to the Exchange and all other regulatory authorities of all personal information of the undersigned obtained by the Company; and
- (c) consents to the collection, use and disclosure of such personal information by the Exchange and all other regulatory authorities in accordance with their requirements, including the provision to third party service providers, from time to time.

Issued as of the ____ day of _____, 20____.

Midori Carbon Inc.
By its authorized signatory:

[NAME OF OPTIONEE]

SCHEDULE B
Stock Option Plan
Exercise Notice

TO: Midori Carbon Inc.

Re: Exercise of Options

The undersigned hereby irrevocably gives notice, pursuant to the stock option plan (the "Plan") of Midori Carbon Inc. (the "Company"), of the exercise of the Option to acquire and hereby subscribes for (cross out inapplicable item):

- (i) all of the Option Shares; or
- (ii) certain of the Option Shares which are the subject of the option certificate attached hereto.

Calculation of total Exercise Price:

(i) number of Shares to be acquired on exercise: _____ Option Shares

(ii) times the Exercise Price per Option Share: \$ _____

Total Exercise Price, as enclosed herewith: \$ _____

The undersigned tenders herewith a cheque or bank draft for the Total Exercise Price, payable to the Company, and directs the Company to issue the share certificate evidencing the Option Shares in the name of the undersigned to be mailed to the undersigned at the following address:

All capitalized terms, unless otherwise defined in this exercise notice, will have the meaning provided in this Plan.

DATED the _____ day of _____, 20____.

Signature of Option Holder

Name of Option Holder (Print)

APPENDIX “B” AUDIT COMMITTEE CHARTER

Purpose of the Committee

The purpose of the Audit Committee (the “Committee”) of the Board of the Company is to provide an open avenue of communication between management, the Company’s independent auditors and the Board and to assist the Board in its oversight of:

- (a) the integrity, adequacy and timeliness of the Company’s financial reporting and disclosure practices;
- (b) the Company’s compliance with legal and regulatory requirements related to financial reporting; and
- (c) the independence and performance of the Company’s independent auditors.

The Committee shall also perform any other activities consistent with this Charter, the Company’s Articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chair from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Company’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with international financial reporting standards (“**IFRS**”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditors’ responsibility is to audit the Company’s financial statements and provide their opinion, based on their audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditors to be nominated for the purpose of auditing the Company’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditors. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditors. The independent auditors shall report directly to the Committee.

Authority and Responsibilities

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

- 1.1 Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditors the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditors the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditors' judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditors without the presence of management.
8. Review with management and the independent auditors significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditors.
10. Monitor the independence of the independent auditors by reviewing all relationships between the independent auditors and the Company and all non-audit work performed for the Company by the independent auditors.
11. Establish and review the Company's procedures for the:
 - (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National

Instrument 52-110 of the Canadian Securities Administrators, the British Columbia *Business Corporations Act* and the Articles of the Company.

Certificate of the Company

This Listing Statement contains full, true and plain disclosure of all material information relating to Midori Carbon Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated September 17, 2024.

(signed) "Mark Rutledge"
Mark Rutledge
CEO and Director

(signed) "Andrew Stewart"
Andrew Stewart
CFO

(signed) "Kalum Hourd"
Kalum Hourd
Director

(signed) "Darcy Taylor"
Darcy Taylor
Director

Certificate of the Promoter

This Listing Statement contains full, true and plain disclosure of all material information relating to Midori Carbon Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated September 17, 2024.

(signed) "Mark Rutledge"
Mark Rutledge