

# PLANTFUEL LIFE INC.

## MANAGEMENT INFORMATION CIRCULAR

as at June 3, 2022

This Management Information Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management **PlantFuel Life Inc.** (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of its shareholders to be held on **Friday, July 8, 2022** at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.

In this Circular, references to “the Company”, “we” and “our” refer to PlantFuel Life Inc. “common shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold common shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

The **Meeting will be held in virtual only format**, which will be conducted via telephone conference. Registered shareholders and validly appointed proxyholders may attend the Meeting by calling **1.888.299.2873** (toll free in Canada) and **1.888.585.9008** (toll-free in the United States) (**conference room #: 853.074.384**). **Dial in for any other countries, please contact the Company at 604.737.2303 prior to the Meeting date for dial in particulars.** Registered Shareholders who attend the Meeting will have an opportunity to participate at the Meeting, regardless of their geographic location.

## GENERAL PROXY INFORMATION

### Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of common shares held as of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

The Meeting will be held in virtual only format, which will be conducted via telephone conference. Registered Shareholders who attend the Meeting will have an opportunity to participate at the Meeting, regardless of their geographic location.

### Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

The only methods by which you may appoint a person as proxy are submitting a Proxy by mail, hand delivery or fax.

### Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the common shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your common shares will be voted accordingly. The Proxy confers discretionary authority on persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and

(c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, or where both choices have been specified, in favour or all matters described herein, the persons named in the Proxy will vote the common shares represented by the Proxy for the approval of such matter.**

### Notice and Access

The Company is not sending this Circular to registered or beneficial shareholders using “notice-and-access” as defined under National Instrument 54-101 (“NI 54-101”).

### Registered Shareholders

If you are a Registered Shareholder and wish to have your shares voted at the Meeting, you will be required to submit your vote by proxy. **In person voting will not be permitted at the Meeting due to the issues related to the verification of shareholder identity via teleconference.** Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the Proxy and returning it to the Company’s transfer agent, Computershare Investor Services Inc. (“Computershare”), in accordance with the instructions on the Proxy. Alternatively, Registered Shareholders may vote their common shares via the internet or by telephone as per the instructions provided on the Proxy.

**In all cases you should ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.**

Registered Shareholders electing to submit a Proxy may do so by:

- (a) **Internet.** Vote online at [www.investorvote.com](http://www.investorvote.com) using the Proxy control number found in the enclosed Proxy.
- (b) **Telephone.** Using a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll-free number, the holder’s account number and the Proxy Control Number.
- (c) **Mail.** Completing, dating and signing the enclosed Proxy and returning it to Computershare, by fax within North America at 1-866-249-7775, or by mail or hand delivery at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada.

In all cases ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Should you wish to contact Computershare, please refer to the following:

#### General Shareholder Inquiries:

By phone:	1-800-564-6253
By fax:	1-866-249-7775
By email:	<a href="mailto:service@computershare.com">service@computershare.com</a>
By regular mail:	Computershare Investor Services Inc. 100 University Avenue, 8 <sup>th</sup> Floor Toronto, Ontario, M5J 2Y1

### Beneficial Shareholders

The following information is significant to shareholders who do not hold common shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of common shares).

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the Company. Such common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

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

Pursuant to National Instrument 54-101 of the Canadian Securities Administrators, the Company is sending proxy-related materials directly to NOBOs, which materials will include a scannable Voting Instruction Form (a "VIF"). These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and Internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

Management of the Company does not intend to pay for intermediaries to forward to OBOs under National Instrument 54-101 the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*, and, in the case of an OBO, the OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

Every intermediary that mails proxy-related materials to Beneficial Shareholders has its own mailing procedures and provides its own return instructions to clients. Beneficial Shareholders should follow the instructions of their intermediary carefully to ensure that their common shares are voted at the Meeting.

Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form (the "**Broadridge VIF**") which will be like the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. The Broadridge VIF will appoint the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **If you receive a Broadridge VIF, you cannot use it to vote common shares directly at the Meeting – the Broadridge VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting to have the common shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your common shares in that capacity. **If you wish to attend at the Meeting and indirectly vote your common shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.**

Alternatively, you can request in writing that your broker send you a legal Proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your common shares.

### **Voting by Proxy Generally**

Proxyholders other than the individuals named in the accompanying Proxy will be required to identify themselves by notice in writing to the Company by 4:00 p.m. (Vancouver time) on **Wednesday, July 6, 2022** so that the Company can confirm their identity prior to the Meeting and facilitate their voting of the Proxies that they hold at the Meeting. Notice may be provided by mail to the Company at Suite 400 – 1681 Chestnut Street, Vancouver, British Columbia V6J 4M6. Proxies will not be accepted at the Meeting. **All Proxies must be submitted to Computershare by 11:00 a.m. (Vancouver time) on Wednesday, July 6, 2022 (the “Proxy Deadline”).**

As there will be no in person attendance or voting at the Meeting, votes received by the Proxy Deadline for each matter set out in the notice of meeting will be tabulated in advance of the Meeting by Computershare and compiled in a proxy report respecting Proxies held by the individuals named in the accompanying Proxy or voting instruction form and an appointee summary respecting proxies held by non-management proxyholders (collectively, the “**Proxy Report**”). The determination as to whether a particular matter has been approved, a particular individual has been appointed or a particular resolution has been passed will be made solely on the basis of the voting results set out in the Proxy Report. Since no in person voting will be permitted due to the inability to verify a shareholder’s identity over teleconference and voting results respecting matters set out in the notice of meeting will be determined solely based on the voting results set out in the Proxy Report, no ballots will be permitted at the Meeting. All results will be determined by reference to the Proxy Report. Management will advise at the Meeting, the voting results for each matter set out in the Proxy Report and shareholders will be entitled to request a copy of the Proxy Report from management after the Meeting.

### **Notice to United States Shareholders**

The Company’s common shares are not registered under Section 12 of the United States Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”), and this solicitation of proxies is not subject to the requirements of Section 14(a) of the U.S. Exchange Act. Residents of the United States should be aware that applicable Canadian proxy solicitation rules differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Company’s shares by shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada, and reconciled to accounting principles generally accepted in the United States.

### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by:

- (a) executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Computershare or at the address of the registered office of the Company at **Suite 400, 1681 Chestnut Street, Vancouver, British Columbia V6J 4M6**, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that

precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

- (b) personally attending the Meeting and voting the Registered Shareholder's common shares.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as set out herein.

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

The board of directors (the "**Board**") of the Company has fixed June 3, 2022 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who complete, sign and deliver a form of Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their common shares voted at the Meeting.

The Company is authorized to issue an unlimited number of common shares without par value. As of the Record Date, there were 36,328,247 common shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the common shares.

To the knowledge of the directors and executive officers of the Company, as at the Record Date, no person or corporation beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Company.

#### **VOTES NECESSARY TO PASS RESOLUTIONS**

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

#### **SETTING NUMBER OF DIRECTORS**

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at four (4). The Board proposes that the number of directors remain at four (4). Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be fixed at four (4).

## ELECTION OF DIRECTORS

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the five preceding years for new director nominees), the period of time during which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

<b>Name of Nominee; Current Position with the Company, Province and Country of Residence</b>	<b>Occupation, Business or Employment<sup>(1)</sup></b>	<b>Period as a Director of the Company</b>	<b>Common Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
<b>Brad Pyatt<sup>(2)</sup></b> Colorado, USA <i>CEO and Director</i>	Entrepreneur and CEO, PlantFuel Life Inc. Former NFL athlete.	July 31, 2021	2,078,917
<b>Brian Cavanaugh</b> Ontario, Canada <i>Chair and Director</i>	Self-employed management consultant. Former Global Chief Brand Officer and Chief Marketing Officer for Iovate Health Sciences and former Senior Executive for MusclePharm.	May 5, 2021	3,000
<b>Michael Lines<sup>(2)</sup></b> Ontario, Canada <i>Director</i>	General Manager, Simply Good Foods Inc. Former Vice President, Global Sales and Market at Taste of Nature Foods Inc. President & CEO, Wellness Natural Inc.; owner of Simply Protein brand.	June 16, 2020	500
<b>Wally Rudensky, CPA CA<sup>(2)</sup></b> Ontario, Canada <i>Director</i>	Partner at MNP LLP. CFO and director of various private and public issuers.	March 12, 2021	Nil

(1) The information as to principal occupation, business or employment and common shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Unless otherwise indicated, each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years. The number of common shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by the nominees themselves.

(2) Member of Audit Committee.

## CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

To the best of the Company's knowledge, as at the date of this Circular, and within the last 10 years before the date of this Circular, no proposed director (or any of their personal holding companies) of the Company was a director, CEO or CFO of any company (including the Company) that:

- (a) was subject to a cease trade or similar order ("CTO") or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO; or
- (b) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, CEO or CFO in the company and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is as at the date of this Circular or has been within 10 years before the date of this Circular, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

None of the proposed directors (or any of their personal holding companies) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

#### **APPOINTMENT OF AUDITOR**

RSM Canada LLP, Chartered Professional Accountants (“**RSM Canada**”) of 11 King Street West Suite 700, Toronto, Ontario M5H 4C7, will be nominated at the Meeting for re-appointment as auditor of the Company at a remuneration to be fixed by the Board.

#### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

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

##### **The Audit Committee’s Charter**

The Audit Committee has a charter. The copy of the Audit Charter is attached to the Company’s management information circular dated March 5, 2021 and was filed on SEDAR at [www.sedar.com](http://www.sedar.com) on March 15, 2021 and is specifically incorporated by reference into, and forms an integral part of, this Circular.

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

The current members of the Audit Committee are Wally Rudensky (Chair), Brad Pyatt and Michael Lines. All members of the Audit Committee are considered to be financially literate. Mr. Pyatt is the CEO of the Company and, therefore, is not an independent member of the Audit Committee. Mr. Rudensky and Mr. Lines are not executive officers of the Company and, therefore, are independent members of the Audit Committee.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company’s Board, reasonably interfere with the exercise of a member’s independent judgement.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

## Relevant Education and Experience

The following describes the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member:

**Wally Rudesnky, CPA, CA** is partner at MNP LLP. His background has focused on taxation, corporate governance and management. He has spent his career working and advising entrepreneurs to address their management and strategic planning needs. Over the past twenty-five years Wally has continued to advise companies as it relates to M&A, executive management placement, restructuring and various reporting requirements to prepare for a go public transaction. Wally has served as both the CFO and director of several private and public issuers where he utilized his specialties in finance, taxation and reporting. Wally holds a CA & CPA designation and is a graduate from Ryerson University.

**Michael Lines** brings 25 years' experience in the natural and traditional consumer-packaged-goods industries. His areas of expertise include: Global go-to-market sales, Brand strategy, Operations, Customer Marketing, and Building amazing cultures and teams (his true passion).

Currently as General Manager, Simply Good Foods Canada Inc. including Simply Protein North America, Atkins Canada. Michael manages the full P&L including all manufacturing, marketing, sales, supply chain, HR, finance, Q/A, and new product development. During his time at Flow Water Inc., Michael worked alongside the founder to scale the Canadian business from 100 doors to 5,500 while negotiating initial phase of the US build out including distributor, broker, and retail contracts. Michael was Vice President, Global Sales & Marketing at Taste of Nature Foods Inc. where he led numerous branded and private label launches in the US, Europe, Asia, and Australia resulting in doubling the size of the company over 2 years. Additional experience includes Cadbury Plc and Nabisco while also spending time consulting for a global firm.

Mr. Lines also sits on the Food & Consumer Products (FCPC) advisory committee and the marketing sub-committee for the Plant Based Food Council (PBFC). He received his Bachelor of Commerce, Economics and Finance at the University of Guelph including time at the London School of Economics. He is married to his lovely wife Christina and two boys Adam and Carson.

**Brad Pyatt** is a former NFL athlete turned entrepreneur. Mr. Pyatt was once named among the Top 50 Successful Athlete Entrepreneurs of All Time and among the Top 100 Influential Leaders in the Food Industry. Mr. Pyatt has a reputation for upending traditional thinking to create multi-million-dollar brands.

Each member of the Company's present and proposed Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

## Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any external auditor, other than RSM Canada.

## Reliance on Certain Exemptions

The Company is relying upon the exemptions in section 6.1 of NI 52-110 in respect of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) under NI 52-110.



## Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

### External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by RSM Canada, to the Company to ensure auditor independence. The following table outlines the fees incurred with RSM Canada for audit and non-audit services in the last two fiscal years:

<u>Nature of Services</u>	<u>Fees Paid to Auditor in Year Ended September 30, 2021</u>	<u>Fees Paid to Auditor in Year Ended September 30, 2020</u>
Audit Fees <sup>(1)</sup>	\$110,000	\$65,000
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	Nil	Nil
All Other Fees <sup>(4)</sup>	<u>Nil</u>	<u>Nil</u>
<b>Total:</b>	<b><u>\$110,000</u></b>	<b><u>\$65,000</u></b>

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews 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.

## CORPORATE GOVERNANCE

### General

Effective June 30, 2005, National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”) were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices.

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Canadian Securities Administrators have adopted NI 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the Canadian Securities Administrators have implemented NI 58-101, which prescribes certain disclosure by the Company 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 Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

Management has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company’s internal control

processes and management information systems. The plenary Board reviews executive compensation and recommends stock option grants.

The independent members of the Board are Michael Lines, Wally Rudensky and Brian Cavanaugh. The non-independent member of the Board is Brad Pyatt, the CEO of the Company. Mr. Cavanaugh is a non-executive Chair of the Company, and is, therefore, considered an independent member of the Board.

### **Other Directorships**

Wally Rudensky is a director of Renforth Resources Inc. and Organic Potash Corporation.

### **Orientation and Continuing Education**

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

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

### **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.

### **Compensation**

The Board determines compensation for the directors and CEO.

### **Other Board Committees**

The Board has no other committees other than the 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 committees.

## **COMPENSATION OF EXECUTIVE OFFICERS**

### **Executive Compensation**

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

## **Compensation Discussion and Analysis**

The Board has not appointed a compensation committee so the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation programs, recommending compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. The Board receives independent competitive market information on compensation levels for executives.

The compensation for executives includes four components: base consulting fees, bonus (if applicable), stock options and perquisites. As a package, the compensation components are intended to satisfy the objectives of the compensation program (that is, to attract, retain and motivate qualified executives). There are no predefined or standard termination payments, change of control arrangements or employment contracts.

### **Philosophy and Objectives**

The Company's compensation policies and programs are designed to be competitive with companies in the same or similar industry and to recognize and reward executive performance consistent with the success of the Company's business. The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including (a) attracting and retaining talented, qualified and effective executives, (b) motivating the short and long-term performance of these executives; and (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has encouraged equity participation and in furtherance thereof employs its stock option plan.

### **Equity Participation**

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation has been accomplished through the issuance of founder's shares and the Company's stock option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base consulting fees and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board.

Given the evolving nature of the Company's business, the Board continues to review the overall compensation plan for senior management so as to continue to address the objectives identified above.

### **Option-Based Awards**

On February 5, 2021, the Company adopted a 10% rolling stock option plan (the "**Existing Plan**") to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board.

The Existing Plan is administered by the Board and provides that incentive stock options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

On April 20, 2022, the Board adopted a new 15% rolling stock option plan (the "**New Plan**", which replaces the Existing Plan, subject to receiving shareholder approval at the Meeting.

Shareholders will be asked to approve the New Plan at the Meeting. See *Particulars of Matters to be Acted Upon – Adoption of New 15% Rolling Stock Option Plan* for further information.

**Summary Compensation Table**

Name and Principal Positions	Year <sup>(1)</sup>	Fees (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Brad Pyatt <sup>(2)</sup> CEO	2021	31,853	Nil	587,906	Nil	Nil	Nil	Nil	619,760
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Volodymyr Ivanov <sup>(3)</sup> CFO and Secretary	2021	31,875	Nil	Nil	Nil	Nil	Nil	Nil	31,875
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Maria Dane <sup>(3)</sup> President	2021	25,482	Nil	289,309	Nil	Nil	Nil	Nil	314,791
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Brian Polla <sup>(4)</sup> Former CEO and COO	2021	153,750	Nil	111,497	Nil	Nil	Nil	Nil	265,247
	2020	235,000	Nil	16,583.33	Nil	Nil	Nil	Nil	251,583.33
	2019	15,000	Nil	Nil	Nil	Nil	Nil	Nil	15,000.00
Domenic Crudo <sup>(5)</sup> Former CFO and Secretary	2021	160,811	Nil	Nil	Nil	Nil	Nil	Nil	160,811
	2020	240,000	Nil	26,533.33	Nil	Nil	Nil	Nil	266,533.33
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) For the financial years ended September 30.
- (2) Mr. Pyatt has served as CEO of the Company since July 31, 2021.
- (3) Mr. Ivanov has served as CFO and Secretary of the Company since July 21, 2021.
- (4) Ms. Dane has served as President of the Company since July 31, 2021.
- (5) Mr. Polla served as CEO of the Company from November 30, 2019 to July 31, 2021 and as COO of the Company from September 11, 2021 to July 31, 2021.
- (6) Mr. Crudo served as CFO and Secretary of the Company from October 31, 2019 to July 20, 2021.

**Long-Term Incentive Plan Awards**

Long term incentive plan awards (“LTIP”) means “a plan providing compensation intended to motivate performance over a period greater than one financial year”. LTIP awards do not include incentive stock option or SAR plans or plans for compensation through shares or units that are subject to restrictions on resale. No LTIP awards were made to the NEOs during the most recently completed financial year.

**Outstanding Option-based Awards**

**Stock Options**

Pursuant to the New Plan implemented by the Board on April 20, 2022, the Company may grant up to 15% of the issued and outstanding common shares of the Company. Options previously granted by the Board and referred to herein are currently governed under the Existing Plan until the Company obtains shareholder approval at the Meeting to the New Plan.

The Company does not have any outstanding share—based awards. During the financial year ended September 30, 2021 the following stock options were outstanding to the NEOs:

Name and Principal Position	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$) <sup>(1)</sup>	Option Expiration Date	Value of Unexercised in-the-money Options(\$) <sup>(1)(2)</sup>
Brad Pyatt	250,000	2.85	March 22, 2023	Nil
	333,333	1.98	May 31, 2023	Nil
Volodymyr Ivanov	Nil	N/A	N/A	Nil
Maria Dane	166,667	1.95	August 10, 2024	Nil
Brian Polla	Nil	N/A	N/A	Nil
Domenic Crudo	5,556	1.20	March 30, 2025	3,333.30

- (1) On December 24, 2021, the Company completed a 6:1 share consolidation. These figures represent post-consolidated figures.
- (2) This amount is based on the difference between the market value of the securities underlying the options on September 30, 2021, which was \$1.80 (post-consolidated), being the last trading day of the common shares for the financial year and the exercise price of any outstanding options.

### Aggregated Options – Value Vested or Earned during the Most Recently Completed Financial Year

The following table sets forth details of the value of option-based awards that vested or were earned during the most recently completed financial year ended September 30, 2021:

Name	Option-based awards - Value vested during the year (\$) <sup>(1)(2)</sup>	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Brad Pyatt	587,906	N/A	N/A
Volodymyr Ivanov	Nil	N/A	N/A
Maria Dane	289,309	N/A	N/A
Brian Polla	128,081	N/A	N/A
Domenic Crudo	26,533.33	N/A	N/A

- (1) On December 24, 2021, the Company completed a 6:1 share consolidation. These figures represent post-consolidated figures.
- (2) This amount is based on the difference between the market value of the securities underlying the options on September 30, 2021, which was \$1.80 (post-consolidated), being the last trading day of the common shares for the financial year and the exercise price of any outstanding options.

### Pension Plans

The Company does not provide retirement benefits for directors or executive officers.

### Termination of Employment, Changes in Responsibility and Employment Contracts

There are no employment contracts between the Company and the NEOs, except as referred to under the heading “Management Contracts” below.

Pursuant to an executive employment agreement (the “**Pyatt Agreement**”) entered into with Brad Pyatt, CEO of the Company, dated effective August 1, 2021, pursuant to which the parties agreed to the parameters of Mr. Pyatt’s employment and responsibilities as CEO of the Company in exchange for remuneration of \$150,000 per year in 2021 which shall increase to \$250,000 in 2022 and \$350,000 in 2023. The parties further agreed that each year, Mr. Pyatt shall be entitled to annual bonuses equal to 125% of his base salary based in part upon achievement of certain financial measures. The Pyatt Agreement remains in effect for a term of three years (the “**Initial Term**”).

In the event of termination of Mr. Pyatt by the Company for any reason the Company shall pay Mr. Pyatt (i) all base salary through and including the end of the Initial Term, (ii) all reasonable expenses and benefits paid or incurred, (iii) accrued and unused vacation time, (iv) any annual bonuses earned.

If terminated prior to expiration of the employment period, being the initial three-year term, including due to death or disability, unless terminated for cause, or Mr. Pyatt terminates his employment with Good Reason other than for a Change of Control, Mr. Pyatt will be entitled to a cash amount equal to 300% of the sum of his base salary, annual bonus and long-term incentives earned during the year immediately preceding the date of termination.

“Good Reason” shall mean the occurrence of any of the following events without Executive’s consent: (A) the assignment to the Executive of duties that are significantly different from, and/or that result in a substantial diminution of, the duties that he assumed on the effective date (including reporting to anyone other than solely and directly to the Board); (B) the assignment to the Executive of a title that is different from and subordinate to the title CEO of the Company, provided, however, for the absence of doubt following a Change of Control, should the Executive be required to serve in a diminished capacity in a division or unit of another entity (including the acquiring entity), such event shall constitute Good Reason regardless of the title of the Executive in such acquiring company, division or unit; (C) material breach by the Company of the Agreement; or (D) the reassignment of the Executive to an office outside of Denver, Colorado.

“Change of Control” shall mean the occurrence of any one or more of the following: (i) the accumulation (if over time, in any consecutive twelve (12) month period), whether directly, indirectly, beneficially or of record, by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended) of more than fifty (50%) or more of the shares of the outstanding common shares of the Company, whether by merger, consolidation, sale or other transfer of shares of common shares (other than a merger or consolidation where the stockholders of the Company prior to the merger or consolidation are the holders of a majority of the voting securities of the entity that survives such merger or consolidation), (ii) a sale of all or substantially all of the assets of the Company or (iii) during any period of twelve (12) consecutive months, the individuals who, at the beginning of such period, constitute the Board, and any new director whose election by the Board or nomination for the election by the Company’s stockholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the twelve (12) month period or whose election or nomination for election was previously so approved, cease for any reason to constitute a Change of Control for the purposes of this Agreement: any acquisition of common shares or securities convertible into common shares by any employee benefit plan (or related trust) sponsored by or maintained by the Company.

### Compensation of Directors

There are no arrangements under which directors were compensated by the Company and its subsidiaries during the most recently completed financial year for their services in their capacity as directors or consultants, other than the granting of options to purchase common shares as set out below.

The following table sets out compensation provided to the directors of the Company as at the fiscal year ended September 30, 2021, excluding a director who is already set out in the disclosure for an NEO for the Company.

Name	Year	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$) <sup>(1)</sup>
Michael Lines <sup>(2)</sup>	2021	Nil	N/A	67,465	N/A	N/A	N/A	35,625
Wally Rudensky <sup>(3)</sup>	2021	Nil	N/A	224,882	N/A	N/A	N/A	118,750
Brian Cavanaugh <sup>(4)</sup>	2021	66,623	N/A	829,200	N/A	N/A	N/A	826,623
Brian Nugent <sup>(5)</sup>	2021	Nil	N/A	31,361	N/A	N/A	N/A	59,375
Adrian Burke <sup>(6)</sup>	2021	Nil	N/A	Nil	N/A	N/A	N/A	Nil

(1) On December 24, 2021, the Company completed a 6:1 share consolidation. These figures represent post-consolidated figures.

(2) Michael Lines has served as a director of the Company since June 16, 2020.

(3) Wally Rudensky has served as a director of the Company since March 12, 2021.

(4) Brian Cavanaugh has served as a director of the Company since May 5, 2021.

(5) Brian Nugent served as a director of the Company from September 11, 2019 to April 16, 2021.

(6) Adrian Burke served as a director of the Company from September 11, 2019 to December 16, 2020.

### Outstanding Option-based Awards

The following table sets forth for each director, other than those who are also NEOs of the Company, all awards outstanding at the end of the most recently completed financial year ended September 30, 2021, including awards granted before the most recently completed financial year.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$) <sup>(1)</sup>	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)(2)</sup>
Michael Lines	50,000	2.85	March 22, 2023	Nil
Wally Rudensky	166,667	2.85	March 22, 2023	Nil
Brian Cavanaugh	333,333 333,333	1.98 1.95	May 31, 2023 August 10, 2024	Nil Nil
Brian Nugent	83,333	2.85	March 22, 2023	Nil

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$) <sup>(1)</sup>	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)(2)</sup>
Adrian Burke	Nil	N/A	N/A	Nil

- (1) On December 24, 2021, the Company completed a 6:1 share consolidation. These figures represent post-consolidated figures.
- (2) This amount is based on the difference between the market value of the securities underlying the options on September 30, 2021, which was \$1.80 (post-consolidated), being the last trading day of the common shares for the financial year and the exercise price of any outstanding options.

### Aggregated Options – Value Vested or Earned during the Most Recently Completed Financial Year

The following table sets forth, for each director, other than those who are also NEOs of the Company, the value of all incentive plan awards vested during the financial year ended September 30, 2021:

Name	Option-based awards - Value vested during the year (\$) <sup>(1)(2)</sup>	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Michael Lines	67,465	N/A	N/A
Wally Rudensky	224,882	N/A	N/A
Brian Cavanaugh	829,200	N/A	N/A
Brian Nugent	31,361	N/A	N/A
Adrian Burke	Nil	N/A	N/A

- (1) On December 24, 2021, the Company completed a 6:1 share consolidation. These figures represent post-consolidated figures.
- (2) This amount is based on the difference between the market value of the securities underlying the options on September 30, 2021, which was \$1.80 (post-consolidated), being the last trading day of the common shares for the financial year and the exercise price of any outstanding options.

### Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out equity compensation plan information as at the year ended September 30, 2021:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	2,865,833	\$1.99	Nil
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total:</b>	<b>2,865,833</b>	<b>N/A</b>	<b>Nil</b>

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is or who at any time during the last financial year was a director or executive officer or employee of the Company, a proposed nominee for election as a director of the Company or an associate of any such director, officer or proposed nominee is, or at any time since the beginning of the last completed financial year has been, indebted to the Company or any of its subsidiaries and no indebtedness of any such individual to another entity is, or has at any time since the beginning of such year 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.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end most recently completed financial year or as at the date hereof.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, since the commencement of the Company's last completed financial year, no informed person of the Company, nominee for election as a director of the Company, or any associate or affiliate of an informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries.

## MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

The Company entered into a consulting agreement with CFO Plus Business Consulting Inc., a company owned and operated by Volodymyr Ivanov, CFO and Corporate Secretary of the Company, on June 16, 2021, pursuant to which the parties agreed to the parameters in which Mr. Ivanov would provide management services to the Company in exchange for remuneration of \$12,750 per month.

The Company entered into a consulting agreement with Amplified Solutions Group, a company owned and operated by Maria Dane, President of the Company, on March 1, 2021, pursuant to which the parties agreed to the parameters in which Ms. Dane would provide management services to the Company in exchange for remuneration of \$12,750 per month.

The Company entered into the Pyatt Agreement. Refer to *Termination of Employment, Changes in Responsibility and Employment Contracts* on page 13 for further details.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Adoption of New Stock Option Plan

#### *New 15% Rolling Plan*

On April 20, 2022, the Board approved a New Plan dated for reference April 20, 2022. Management of the Company will be seeking shareholder approval at the Meeting to ratify, confirm and approve the adoption of the New Plan.

### Material Terms

The New Plan provides that the Board may, from time to time, grant options to acquire all or part of the common shares subject to the New Plan to any person who is an employee or director of the Company or any of the subsidiaries, or any other person or corporation engaged to provide ongoing management, financial and consulting or like services for the Company or any of its subsidiaries.

The exercise price of the options granted under the New Plan is to be determined by the Board but in any a case must be no less than the greater of the closing market price of the common shares on (a) the trading day prior to the date of grant of the option, and (b) the date of grant of the option.

The term of any option granted may not exceed 10 years from the date of grant of the option subject to provisions relating to the expiry of an option during a blackout period as described below.

Any option granted is subject to vesting provisions as determined by the Board. The New Plan does not provide for any financial assistance to New Plan members in exercising their options.

An option may not be assigned. During the lifetime of a Participant, as defined in the New Plan, any benefits, rights and options may only be exercised by the Participant.



As specifically provided for in the New Plan, the number of common shares that may be reserved for issuance to any one person, together with all other security-based compensation arrangements of the Company, may not exceed 5% of the issued and outstanding common shares.

The New Plan specifically states the circumstances in which shareholder approval is or is not required for an amendment. Any amendment to any provision of the New Plan will be subject to any necessary approvals by any stock exchange or regulatory body having jurisdiction over the securities of the Company.

Under the New Plan, shareholder approval would be required for any amendment or modification that:

- Increases the number of common shares reserved for issuance under the New Plan;
- Reduces the exercise price of an option granted to an insider of the Company;
- Amends the expiry, termination or amendment provisions of the New Plan or applicable options under Article 18 of the New Plan;
- Amends the limitations on the maximum number of common shares reserved or issued to insiders;
- Amend the method for determining the exercise price of options; and
- Permits equity compensation other than options, to be made under the New Plan.

The Board reserves the right, in its absolute discretion, at any time to otherwise amend, modify or terminate the New Plan without further shareholder approval. The New Plan states that, except for the above noted matters, the Board will retain the power to approve all other changes to the New Plan without further shareholder approval.

The Board believes it is important that it retains this residual power to make changes in order for the Company to have some flexibility to make changes to the New Plan that are not material to the terms of the plan and do not increase the benefits to the optionees or are considered housekeeping in nature.

**“UPON MOTION DULY MADE, IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT:**

1. The New Plan dated for reference April 20, 2022, as approved by the board of directors of the Company on April 20, 2022, as more particularly described in the Circular of the Company dated for reference June 3, 2022, be ratified, confirmed and approved.
2. All outstanding options granted previously by the Company be rolled into the New Plan.
3. To the extent permitted by law, the Company be authorized to abandon all or any part of the New Plan if the directors of the Company deem it appropriate and in the best interests of the Company to do so.
4. Any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to these resolutions.”

**The Board recommends that shareholders vote in favour of the New Plan. Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the foregoing ordinary resolution.**

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

A copy of the New Plan will be available for inspection at the Company's registered and records offices at Suite 400 – 1681 Chestnut Street, Vancouver, British Columbia V6J 4M6, and will also be available for viewing at the Meeting.

### **ADDITIONAL INFORMATION**

Financial information is provided in the audited financial statements of the Company for the fiscal year ended September 30, 2021 and in the related management discussion and analysis (together, the “**Financial Statements**”). The Financial Statements were filed on SEDAR on January 27, 2022, at [www.sedar.com](http://www.sedar.com) and will be placed before the Meeting.

Additional information relating to the Company and a copy of the Financial Statements may be obtained at [www.sedar.com](http://www.sedar.com), and upon request from the Company at Suite 400 – 1681 Chestnut Street, Vancouver, BC, V6J 4M6, telephone: (604) 737-2303 or fax: (604) 737-1140. Copies of the above documents will be provided, upon request, free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

### **OTHER MATTERS**

The Board is not aware of any other matters which they anticipate will come before the Meeting as of the date of mailing of this Circular.