

SPOTLITE360 IOT SOLUTIONS, INC.
810 – 789 West Pender Street
Vancouver, BC V6C 1H2

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take notice that the annual general meeting of shareholders of SpotLite360 IOT Solutions, Inc. (the “Company”) will be held at Suite 810 - 789 West Pender Street, Vancouver, British Columbia, on Friday, September 23, 2022, at 10:00 a.m., local time, (the “Meeting”) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for its financial years ended December 31, 2021 and 2020, and the reports of the auditor thereon;
2. to set the number of directors at three (3);
3. to elect directors of the Company for the ensuing year;
4. to appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

A Management Proxy Circular accompanies this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Management Proxy Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages Shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at **1-800-319-7310**, Participation Code: 77783, followed by the # sign.

Dated at Englewood, Colorado, on August 19, 2022.

BY ORDER OF THE BOARD

“James Greenwell”

James Greenwell
Chief Executive Officer

SPOTLITE360 IOT SOLUTIONS, INC.
810 – 789 West Pender Street
Vancouver, BC V6C 1H2

MANAGEMENT PROXY CIRCULAR
as at August 19, 2022 *(except as otherwise indicated)*

This Management Proxy Circular is furnished in connection with the solicitation of proxies by the management of SpotLite360 IOT Solutions, Inc. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on September 23, 2022 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Management Proxy Circular, references to “the Company”, “we” and “our” refer to SpotLite360 IOT Solutions, 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.

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 the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy”) are 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.**

Voting by Proxyholder

The persons named in the Proxy (the “**Designated Persons**”) 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, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders who wish to submit a proxy may complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Endeavor Trust Corporation ("Endeavor") by choosing one of the following methods: mail or hand delivery at 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4; fax within North America at 604-559-8908; email at proxy@transferagent.ca; or online as listed on the form of proxy or voting information card.

Regardless of the method a Registered Shareholder uses to vote, they must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Company's board of directors (the "Board") at its discretion without notice.

Beneficial Shareholders

The information in this section is of significant importance 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) or as set out in the following disclosure.

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 (an "intermediary"). In Canada, the vast majority of such Common Shares are registered 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), and in the United States of America (the "United States" or the "U.S."), 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).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

If you are a Beneficial Shareholder:

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy that will be supplied by your broker will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in Canada and in the United States. Broadridge mails a voting instruction form (a "VIF") in lieu of the Proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company) other than the persons designated in the VIF to represent your Common Shares at the Meeting, and that person may be you. **To exercise this right, insert the name of your desired representative (which may be you), in the blank space provided in the VIF.** The completed 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 voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the VIF must be returned to Broadridge, in accordance with its instructions, well in advance of the Meeting, in order to have your Common Shares voted or to have an alternate representative duly appointed to attend and vote your Common Shares at the Meeting.**

If you wish to vote your Common Shares in person at the Meeting, please complete the enclosed VIF and insert your own name as the Appointee on the VIF. Be sure to send you're completed and signed VIF to Broadridge well before Broadridge's deadline. When you attend the Meeting, be sure to confirm with the Scrutineer before the start of the Meeting that you are appointed to vote your own Common Shares and that you will be voting those Common Shares in person at the Meeting.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Dominion of Canada and the securities laws of the provinces of Canada. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the "BCBCA"), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

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 registered 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 Endeavor or to the Company's office at 810 – 789 West Pender Street, British Columbia, V6C 1H2, 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 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 and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board has fixed August 19, 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 either attend the Meeting personally or 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, except to the extent that:

- (a) The shareholder has transferred the ownership of any such share after the record date, and
- (b) The transferee produces a properly endorsed share certificate for or otherwise establishes ownership of any of the transferred Common Shares and makes a demand to Endeavor no later than 10 days before the Meeting that the transferee’s name be included in the list of shareholders in respect thereof.

The Company is authorized to issue an unlimited number of Common Shares. As of the Record Date, the Company had outstanding 96,674,850 fully paid and non-assessable Common Shares without par value, 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, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares of the Company, other than as set forth below:

Name of Shareholder	Number of Shares Owned	Percentage of Outstanding Shares ⁽¹⁾
CDS & Co. ⁽²⁾	68,361,742	70.71%

(1) Based on 96,674,850 Shares issued and outstanding as of August 19, 2022

(2) CDS & CO is a share depository, the beneficial ownership of which is unknown to the Company.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the fiscal years ended December 31, 2021 and 2020, the reports of the auditor thereon and the related management discussion and analysis will be placed before the Meeting. Additional information may be obtained upon request from the Corporate Secretary of the Company at Suite 810 - 789 West Pender Street, Vancouver, BC V6C 1H2, telephone no. (604) 687-2038. These documents and additional information are also available via the internet on www.sedar.com.

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.

ELECTION OF DIRECTORS

Pursuant to the Articles, the Company is administered by the Board. The term of office of each of the current directors will end at the conclusion of the Meeting. At the Meeting, shareholders will be asked to elect directors to the Board. The current Board has determined that three (3) directors will be elected to the Board. Unless the director’s office is vacated earlier in accordance with the provisions of the BCBCA, or the current governing legislation of the Company, each director elected will hold office until the conclusion of the next annual 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 three 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, 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 August 19, 2022.

Nominee Position with the Company and Residence	Occupation, Business or Employment⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
Alexander Somjen <i>Toronto, Ontario, Canada</i> Director	See “ <i>Occupation, Business or Employment of Director Nominees</i> ” below	November 7, 2019	Nil
Joel Dumaresq <i>Vancouver, British Columbia, Canada</i> Director	See “ <i>Occupation, Business or Employment of Director Nominees</i> ” below	November 7, 2019	Nil
Billy Joe Page <i>Lakspur, Colorado, USA</i> Director	See “ <i>Occupation, Business or Employment of Director Nominees</i> ” below	October 18, 2021	Nil

Note:

- (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. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.

Occupation, Business or Employment of Director Nominees

Alexander Somjen - Director

Mr. Somjen has extensive experience serving as an officer and director of publicly listed and privately held companies. Most recently, Mr. Somjen served as President and CEO of a publicly traded global investment company. Prior to that, he spent over a decade in capital markets at a large financial institution working in both investment banking and sales and trading related capacities. Mr. Somjen holds an MBA from IE Business School.

Joel Dumaresq - Director

Mr. Dumaresq has over 30 years of experience in the capital markets having begun his career with investment banking firm RBC Dominion Securities and has been active in both private and public equity markets in Canada, the US, Europe and South America. Mr. Dumaresq brings an extensive business history in effecting mergers and acquisitions, as well as assembling strong management teams. He is a former Chair of the British Columbia Chapter of the Young President's Organization, a current member of the Board of Trustees of the Vancouver Police Foundation and a recipient of the Star of Courage.

Billy Joe Page – Director

Dr. Page is a hand surgery specialist in Castle Rock, Colorado. He is a board certified and fellowship trained orthopedic hand surgeon practicing at Castle Rock Adventist Hospital. He has over 35 years of experience treating patients with a variety of orthopedic conditions relating to the hand and wrist. Bill has a number of affiliations with professional organizations including the American Osteopathic Academy of Orthopedic Hand Surgery Section and the American Osteopathic Association.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and officers of the Company acting solely in such capacity.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting then the Designated Persons intend to exercise discretionary authority to vote the Shares represented by proxy for the election of any other persons as directors.

Management recommends the approval of each of the nominees listed above for election as a director of the Company for the ensuing year.

Corporate Cease Trade Orders or Bankruptcies

No director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

On October 1, 2019, during which time Joel Dumaresq was CEO, Interim CFO and a director of Orion Nutraceuticals Inc. ("Orion"), the British Columbia Securities Commission (the "BCSC") issued Orion a management cease trade order (the "MCTO") to extend the deadline for Orion to file its annual audited financial statements and accompanying MD&A for the year-ended May 31, 2019 (the "Orion Annual Filings") until

November 29, 2019. On November 26, 2019, Orion made an application to the BCSC requesting to further extend the deadline until December 13, 2019, which such application was denied. On December 4, 2019, the BCSC issued a cease trade order (the “CTO”) against Orion for its failure to file the Orion Annual Filings by the prescribed deadline of November 29, 2019. Orion subsequently submitted the Orion Annual Filings on December 4, 2019 and on December 5, 2019, the CTO was revoked.

Individual Bankruptcies

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

APPOINTMENT OF AUDITOR

Smythe LLP, Chartered Accountants, Vancouver, British Columbia have been the auditors of the Company since 2014. It is proposed that Smythe LLP be re-appointed as the auditor of the Company; to hold office until the next annual meeting of Shareholders of the Company at such remuneration as may be determined by the Board of Directors.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of the firm of Smythe LLP, Chartered Professional Accountants, as auditors of the Company until the close of the next annual meeting of shareholders.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its management proxy 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. A copy of the audit committee charter is attached as Schedule “A” to this Circular.

Composition of the Audit Committee

The current members of the audit committee are Joel Dumaresq, Alexander Somjen and Billy Joe Page. All audit committee members are considered independent members as contemplated by NI 52-110. All audit committee members are considered to be financially literate.

Relevant Education and Experience

Each member of the 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:

- an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- 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 issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

Please see “*Occupation, Business or Employment of Director Nominees*” for a description of the relevant education and experience of each of the audit committee members.

Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any auditor other than Smythe LLP.

Reliance on Certain Exemptions

The Company’s auditor has not provided any material non-audit services.

Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services, which procedures are described in the audit committee charter.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by the auditor, Smythe LLP to the Company during the two most recently completed fiscal years ended December 31, 2021 and 2020 to ensure auditor independence. Fees incurred with Smythe LLP for audit and non-audit services in the last two fiscal years are outlined in the following table:

Nature of Services	Year Ended December 31, 2021	Year Ended December 31, 2020
Audit Fees ⁽¹⁾	\$45,407	\$4,000
Audit-Related Fees ⁽²⁾	\$3,938	\$5,500
Tax Fees ⁽³⁾	\$Nil	\$1,000
All Other Fees ⁽⁴⁾	\$Nil	\$Nil
Total	\$49,345	\$10,500

Notes:

- (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.

Exemption

The Company is a “venture issuer” as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

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 or which is deemed to be a material relationship under NI 52-110.

The independent directors are Joel Dumaresq, Alexander Somjen and Billy Joe Page.

Directorships

The following directors, or director nominee, are currently serving on boards of the following other reporting companies (or equivalent) as set out below:

Name of Director	Name of Reporting Issuer	Stock Exchange
Joel Dumaresq	TAAT Global Alternatives Inc.	CSE
	Major Precious Metals Corp.	NEO
	Orion Nutraceuticals Inc.	CSE
	Christina Lake Cannabis Corp.	CSE
	Alkaline Fuel Cell Power Corp.	NEO
Alexander Somjen	Global Care Capital Inc.	CSE
	Eat & Beyond Global Holdings Inc.	CSE
	TripSitter Clinic Ltd.	CSE
	Origin Therapeutics Holdings Inc.	CSE

Billy Joe Page	N/A
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Orientation and Continuing Education

When new directors are appointed, they receive orientation commensurate with their previous experience on the Company's properties 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 directors' 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 regularly assesses the Company's compensation policies in view of practices in the marketplace, the practices and risks typical of the industry and the inherent responsibilities of being an effective director. The Company's main activity is mining exploration and, at the present time, it is not generating any profits.

In order to determine the compensation of the directors and the CEO, the Board takes into account the contribution made by each person to the Company, the financial resources available to the Company and the compensation given to people occupying similar positions in comparable Canadian companies. To date, the Company's directors have not received any compensation in cash for the services they have rendered in their capacity as directors.

Other Board Committees

The Board has no 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 its Audit Committee.

STATEMENT OF EXECUTIVE COMPENSATION *(Venture Issuers)*

Named Executive Officer

In this section “Named Executive Officer” (“NEO”) means the Chief Executive Officer (the “CEO”), the Chief Financial Officer (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.

James Greenwell, CEO, Gene McConnell, CFO, Eugene Beukman, Former Director and CEO, Peter Nguyen, former Director and CFO are the NEOs of the Company for purposes of the following disclosure. Eugene Beukman resigned as CEO on October 8, 2021. Peter Nguyen resigned as CFO on May 31, 2021.

Compensation Discussion and Analysis

The executive compensation policy of the Company is designed to offer competitive compensation enabling the Company to attract and retain qualified, high-calibre staff. It will seek to motivate executive officers to exceed strategic objectives so as to maximize the long-term return on shareholders' investment.

These strategic objectives that guide management and directors can be summarized as follows:

- Discovery of new mineralized zones
- Definition of mineral resources
- Acquisition of new mining properties that meets objectives
- Signature of joint-venture agreements
- Completion of financings that secure the continuation of the mission.

Components of Aggregate Compensation

The aggregate compensation of the NEO currently consists of one or more of the following elements:

- (a) A base monetary compensation which is competitive; and
- (b) Option grants designed to attract experienced personnel and encourage them to promote the Company’s interests and activities to the best of their knowledge.

Base Compensation

The base cash compensation review of each NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base compensation is not evaluated against a formal “peer group”. The Board relies on the general experience of its members in setting base compensation amounts.

Incentive compensation

Option grants are designed to attract and retain key personnel. Option grants to Beneficiaries are established by the Board of Directors on a continuous basis, based on the progress of the Company.

Summary Compensation Table

The compensation paid to the Company's NEOs and Directors during the Company's two most recently completed financial years ended December 31, 2021 and 2020 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Eugene ⁽¹⁾ Beukman <i>Former CEO & Director</i>	2021	134,570 ⁽²⁾	Nil	Nil	Nil	Nil	134,570
	2020	63,400 ⁽²⁾	Nil	Nil	Nil	Nil	63,400
Peter Nguyen ⁽³⁾ <i>Former Director, CFO & Secretary</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Joel Dumaresq ⁽⁴⁾ <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Alexander Somjen ⁽⁵⁾ <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Billy Joe Page ⁽⁶⁾ <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	N/A	N/A	N/A	N/A	N/A	N/A

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Gene McConnell ⁽⁷⁾ <i>CFO & Secretary</i>	2021	123,230	Nil	Nil	Nil	Nil	123,230
	2020	N/A	N/A	N/A	N/A	N/A	N/A
James Greenwell ⁽⁸⁾ <i>CEO and President</i>	2021	156,674	Nil	Nil	Nil	Nil	156,674
	2020	N/A	N/A	N/A	N/A	N/A	N/A

1. Mr. Beukman resigned as Director and CEO on October 8, 2021. He resigned as President on June 4, 2021.
2. Accounting, corporate and consulting fees paid to a private company Mr. Beukman is director of.
3. Mr. Nguyen resigned as Director on March 10, 2022. He resigned as CFO and Corporate Secretary on May 31, 2021.
4. Mr. Dumaresq was appointed as Director of the Company on November 7, 2019.
5. Mr. Somjen was appointed as Director of the Company on November 7, 2019.
6. Mr. Page was appointed as Director of the Company on October 18, 2021.
7. Mr. McConnell was appointed as the CFO and Corporate Secretary on June 4, 2021.
8. Mr. Greenwell was appointed as the CEO on June 4, 2021 and President on October 18, 2021.

External Management Companies

December 1, 2020, the Company entered into a corporate management agreement as amended on March 1, 2022 (the "Management Agreement") with Partum Advisory Services Corp. ("Partum"), a private company partially controlled by the Company's former CEO, Mr. Beukman, pursuant to which Partum will provide management, accounting and administrative services to the Company in accordance with the terms of the Management Agreement for a monthly fee of \$7,000 plus applicable taxes and reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The Management Agreement is for an initial term of 12 months, to be automatically renewed for further 12-month periods, unless either party gives 180 days' notice of non-renewal, in which case the Management Agreement will terminate. The Management Agreement can be terminated by either party on 30 days' written notice. It can also be terminated by the Company for cause without prior notice or upon the mutual consent in writing of both parties. If there is a take-over or change of control of the Company resulting in the termination of the Management Agreement, Partum is entitled to receive an amount equal to 6 months of fees payable as a lump sum payment due on the day after the termination date.

Partum was not indebted to the Company during the Company's last completed financial year, and the Management Agreement remains in effect.

During the most recently completed financial year, the Company paid or accrued a total of \$414,474 in management and accounting fees.

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each director and NEO of the Company during the financial year ended December 31, 2021 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
James Greenwell <i>President and CEO</i>	Stock Options	450,000	September 30, 2021	0.24 exercise price	0.24	0.09	September 30, 2031
James Greenwell <i>President and CEO</i>	Restricted Stock Units	700,000	July 5, 2021	issued at a deemed value of 0.90 per RSU	0.90	0.09	July 5, 2026

There was no value vested or earned by any of the NEOs or Directors under incentive plans during the Company's fiscal years ended December 31, 2021 and 2020.

Exercise of Compensation Securities during the Year

There was no exercise by Directors or NEOs of any compensation securities during the most recently completed financial year.

See "*Securities Authorized under Equity Compensation Plans*" for further information on the Company's share option plan.

Stock Option Plan and Other Incentive Plans

On July 5, 2021 and October 22, 2020, the Board approved the RSU Plan and Option Plan (together, the "New Plans"), respectively, to grant restricted share units ("RSUs") and incentive stock options ("Options") to directors, officers, key employees and consultants of the Company. Shareholders subsequently approved the New Plans at the annual general and special meeting held on August 30, 2021. Pursuant to the RSU Plan and the Option Plan, the Company may reserve up to a maximum of 20% of the issued and outstanding Shares at the time of grant pursuant to awards granted under the New Plans.

The Company's directors, officers, employees and certain consultants are entitled to participate in the New Plans. The Option Plan and RSU Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the New Plans align the interests of the NEO and the Board with shareholders by linking a component of executive compensation to the longer-term performance of the Common Shares.

Options and RSUs are granted by the Board. In monitoring or adjusting the Option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous Option grants and the objectives set for the NEOs and the Board. The

scale of Options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of Options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- (a) parties who are entitled to participate in the New Plans;
- (b) the exercise price for each Option or RSU granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the CSE from the market price on the date of grant;
- (c) the date on which each Option or RSU is granted;
- (d) the vesting period, if any, for each Option or RSU;
- (e) the other material terms and conditions of each Option or RSU grant; and
- (f) any re-pricing or amendment to an Option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Option Plan and RSU Plan. The Board reviews and approves grants of Options and RSUs on an annual basis and periodically during a financial year.

The following is a summary of the material terms of the New Plans.

- the total number of Common Shares reserved for issuance under the Option Plan and the RSU Plan, is up to a maximum of 20% of the issued and outstanding Common Shares at the time of grant, combined with any equity securities reserved under all other compensation arrangements adopted by the Company, including the Option Plan;
- the total number of Common Shares (either issued directly or issuable on exercise of Options or RSUs of the Company) provided as compensation to Investor Relations Persons (as such term is defined in the Plan) may not exceed in aggregate 2% of the issued and outstanding common shares of the Company in any 12-month period; and
- approval by shareholders other than directors and senior officers of the Company and shareholders who beneficially own or control, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all Common Shares of the Company, must all be obtained for any grants of Options to a director or executive officer of, or of a related entity to, the Company (each a “Related Person”) if, after the grant:

the total number of Common Shares (either issued directly or issuable on exercise of Options or the number of securities), calculated on a fully diluted basis, reserves for issuance under Options granted to:

- i. Related Persons, exceeds 10% of the outstanding securities of the Company; or
- ii. a Related Person and the associates of the Related Person, exceeds 5% of the outstanding securities of the Company; or

the number of securities, calculated on a fully diluted basis, issued within 12 months to:

- i. Related Persons, exceeds 10% of the outstanding securities of the Company; or
- ii. a Related Person and the associates of the Related Person, exceeds 5% of the outstanding securities of the Company.

Subject to any required approvals of the CSE or any other applicable stock exchange, the Board may amend, suspend or terminate the New Plans or any portion thereof at any time, but an amendment may not be made without shareholder approval if such approval is necessary to comply with any applicable regulatory requirement. Further, subject to any required approvals of the CSE or any other applicable stock exchange, the Board may not do any of the following without obtaining, within 12 months either before or after the Board's adoption of a resolution authorizing such action, shareholder approval, and, where required, approval by Disinterested Shareholders, or by the written consent of the holders of a majority of the securities of the Company entitled to vote:

1. increase the aggregate number of Common Shares which may be issued under the New Plans;
2. materially modify the requirements as to the eligibility for participation in the New Plans that would have the potential of broadening or increasing insider participation;
3. add any form of financial assistance or any amendment to a financial assistance provision which is more favourable to participants under the New Plans;
4. add a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities from the New Plans reserve; and
5. materially increase the benefits accruing to participants under the New Plans.

However, the Board may amend the terms of the New Plans to comply with the requirements of any applicable regulatory authority without obtaining shareholder approval, including:

- amendments to the New Plans of a housekeeping nature;
- change the vesting provisions of an Option granted under the stock option plan, if applicable;
- change to the vesting provisions of a security or the New Plans;
- change to the termination provisions of a security or the New Plans that does not entail an extension beyond the original expiry date;
- make such amendments to the stock option plan as are necessary or desirable to reflect changes to securities laws applicable to the Company;
- make such amendments as may otherwise be permitted by regulatory authorities;
- if the Company becomes listed or quoted on a stock exchange or stock market senior to the CSE, make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- amend the stock option plan to reduce the benefits that may be granted to Employees, Management Company Employees or Consultants.

Option Plan

The Option Plan is designed to give each Option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability and to reward individuals for current performance and expected future performance. The Board considers Option grants when reviewing executive officer compensation packages as a whole.

The Board has sole discretion to determine the key employees to whom it recommends that grants be made and to determine the terms and conditions of the Options forming part of such grants. The Board approves ranges of Option grants for each level of executive officer. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position to the Company.

The number of Options which may be issued under the Option Plan in the aggregate and in respect of any fiscal year is limited under the terms of the Option Plan and cannot be increased without shareholder approval.

RSU Plan

The RSU Plan provides for granting of RSU's for the purposes of advancing the interests of the Company through motivation, attraction and retention of employees, officers, consultants and directors by granting equity-based compensation incentives, in addition to the Option Plan.

RSUs granted pursuant to the RSU Plan will be used to compensate participants for their individual performance-based achievements and are intended to supplement stock option awards in this respect, the goal of such grants is to more closely tie awards to individual performance based on established performance criteria.

The New Plans have been used to provide stock options and RSU's which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of Options or RSU's to be granted to the executive officers, the Board takes into account the number of Options or RSU's, if any, previously granted to each executive officer, and the exercise price of any outstanding Options to ensure that such grants are in accordance with the policies of the CSE and closely align the interests of the executive officers with the interests of shareholders.

Pension Plan Benefits

The Company does not have a defined benefits pension plan or a defined contribution pension plan.

Liability Insurance

The Company subscribes to insurance on behalf of its directors and officers to cover for potential liabilities incurred in connection with their services to the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The current Option Plan and RSU Plan has been established in accordance with the policies of the Canadian Securities Exchange (the "Exchange"). Pursuant to the Option Plan and RSU Plan, the Board may, from time to time and at its discretion, grant to directors, officers, employees or consultants of the Company (the "Optionees") Options or RSUs to acquire Common Shares of the Company for a maximum of 20% of the then issued and outstanding Common Shares (19,334,970 Common Shares as of the Record Date).

Options and RSUs are not transferable and are valid for a maximum of 10 years from the date of grant. Options and RSUs granted to an Optionee who is no longer eligible under the Option Plan or RSU Plan will expire three (3) months following the date such person ceases to be an Optionee for the purposes of the Option Plan or RSU Plan.

The following table sets out equity compensation plan information as at the December 31, 2021 financial year end.

Equity Compensation Plan Information

Plan	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders - the Plan	10,050,000	\$0.19	912,720
Equity Compensation plans not approved by securityholders.	Nil	N/A	N/A
Total	10,050,000		912,720

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the fiscal years ended December 31, 2021 and 2020 and during the following financial periods, 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 at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the years ended December 31, 2021 and 2020, or has any interest in any material transaction in the current year other than as set out herein and in a document previously disclosed to the public.

MANAGEMENT CONTRACTS

Except as described below and elsewhere in this Circular, there are no management functions of the Company or any of its subsidiaries which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company or any of its subsidiaries.

Effective March 1, 2022, the Company entered into the Management Agreement with Partum located Suite 810 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2, pursuant to which Partum will provide certain corporate, accounting and administrative services to the Company in accordance with the terms of the Management Agreement, see “*External Management Companies*”.

ADDITIONAL INFORMATION

Additional information relating to the Company is included in the audited financial statements for the years ended December 31, 2021 and 2020, the auditor's reports thereon and related management discussion and analysis, copies of which are filed on www.Sedar.com. Copies of the Company's most current interim financial statements and the accompanying management discussion and analysis may also be obtained from www.Sedar.com. Copies of the annual general meeting materials are also available on www.Sedar.com or upon request from the Company at Suite 810 - 789 West Pender Street, Vancouver, British Columbia, V6C 1H2 or by telephone number: (604) 687-2038.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this management proxy circular.

DIRECTORS' APPROVAL

The contents of this management proxy circular and its distribution to shareholders have been approved by the Board of Directors of the Company.

DATED at Englewood, Colorado, on August 19, 2022.

THE BOARD OF DIRECTORS

"James Greenwell"

James Greenwell
Chief Executive Officer

SCHEDULE "A"

AUDIT COMMITTEE CHARTER OF SPOTLITE360 IOT SOLUTIONS, INC. (the "Company")

1. Purpose

- 1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee's role is to:
 - (a) support the Board of Directors in meeting its responsibilities to shareholders;
 - (b) enhance the independence of the external auditor;
 - (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;
 - (d) increase the credibility and objectivity of the Company's financial reports and public disclosure.
- 1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee's responsibilities as described herein.
- 1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2. Membership

- 2.1. Each member of the Audit Committee must be a director of the Company.
- 2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.
- 2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

3. Authority

- 3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:
 - (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities; and

- (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement.
- (c) Approve interim financial statements and interim MD&A on behalf of the Board of Directors.

4. Duties and Responsibilities

4.1. The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;
- (b) recommending to the Board of Directors the compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;
- (i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;
- (j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- (k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to its dissemination to the public;
- (l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;

- (m) ensuring the integrity of disclosure controls and internal controls over financial reporting;
 - (n) resolving disputes between management and the external auditor regarding financial reporting;
 - (o) establishing procedures for:
 - i. the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and
 - ii. the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.
 - (p) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
 - (q) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
 - (r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.
- 4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. Meetings

- 5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.
- 5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.
- 5.3. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.
- 5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.
- 5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.
- 5.6. The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.

- 5.7. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.
- 5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

6. Reports

- 6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

7. Minutes

- 7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.