



**SOLVBL SOLUTIONS INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING**

**and**

**MANAGEMENT INFORMATION CIRCULAR**

**for the**

**Annual and Special Shareholders Meeting**

**to be held on Monday, June 20, 2022**

**May 9, 2022**

# SOLVBL SOLUTIONS INC.

(the "Company")

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS to be held on June 20, 2022 at 4:30 p.m. (Toronto Time)

**NOTICE IS HEREBY GIVEN that the annual and special meeting (the "Meeting") of the shareholders of the Company ("Shareholders") will be held at the office of the Company at First Canadian Place, 100 King Street West, Suite 5700, Toronto, Ontario M5X 1C7, on Monday June 20, 2022 at 4:30 pm (Toronto Time), subject to any adjournment or postponement thereof for the following purposes:**

1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2021 and the auditor's report thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint MNP LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors to fix their remuneration;
4. to approve and adopt, with or without modification, by ordinary resolution approving the Company's 2022 10% rolling stock option plan ("**Stock Option Plan**"), the full text of which is set forth in the accompanying management information circular (the "**Information Circular**"), and to authorize the directors to make such changes to the Stock Option Plan as may be required by the securities regulatory authorities without further shareholder approval; and
5. to consider any permitted amendment to or variation of any matter identified in this Notice of Annual and Special Meeting of Shareholders (this "**Notice**") and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

Accompanying this Notice are: (1) the Information Circular; (2) a form of proxy; and (3) a supplemental mailing list request form for use by Shareholders who wish to receive the Company's financial statements.

**In light of the impact of COVID-19, the Company is encouraging Shareholders and others not to attend the Meeting in person. As part of our priority to protect the health and safety of the public and our team members in light of the impact of COVID-19, we are requesting that Shareholders vote their shares by proxy prior to the Meeting, as per the voting and proxy instructions that are set out in the Information Circular, and participate in the Meeting by way of the live webcast or teleconference, via the access details set forth below.**

**Any Shareholder attending the Meeting via the live webcast or teleconference will not be able to vote during the Meeting. Only Shareholders who are present in person at the Meeting are able to vote during the Meeting.**

**Accordingly, in order that as many common shares of the Company (“Common Shares”) as possible are represented at the Meeting, Shareholders are encouraged to vote their Common Shares via proxy vote prior to the proxy cut-off time of 4:30 p.m. (Toronto time) on June 16, 2022.**

The Company strongly encourages shareholders not to attend the Meeting in person. Any person who is experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing or has travelled outside of Canada in the 14 days prior to the Meeting are advised not to attend the Meeting. The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release.

The Company does not intend to prepare an amended Information Circular in the event of changes to the Meeting format. Please monitor our website at <https://www.solvbl.com/> for updated information. If you are planning to attend the Meeting, please check the website one week prior to the meeting date.

Additional information on the above matters can be found in the Information Circular under the heading “Business of the Meeting”.

*Join from a PC, Mac, iPad, iPhone or Android device:*

Please click this URL in advance of the Meeting start time in order to first register and join:

<https://us02web.zoom.us/j/83335500632?pwd=Uys2ZUFWN3o4d0RYcDIKQnpBNFBHdz09>

Meeting ID: 833 3550 0632

Passcode: 523072

*Join by phone:*

Dial (for higher quality, dial a number based on your current location):

Canada: +1 204 272 7920 or +1 438 809 7799 or +1 587 328 1099 or +1 647 374 4685 or +1

647 558 0588 or +1 778 907 2071

US: + 1 929 436 2866 or +1 301 715 8592 or +1 312 626 6799 or +1 346 248 7799 or +1 669 900 6833

Meeting ID: 833 3550 0632

Password: 523072

### **Notice-and-Access**

The Company is utilizing the notice-and-access mechanism (the “**Notice and Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Shareholders will receive a paper copy of a notice package (the “**Notice Package**”) under Notice and-Access via pre-paid mail containing: (i) a notification regarding the Company’s use of Notice-and-Access and how the proxy-related materials may be obtained, (ii) a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a beneficial Shareholder), and (iii) a supplemental mailing list return card to elect to receive paper copies of the Company’s financial statements and management’s discussion and analysis.

### **Meeting Format**

The Company is holding the Meeting this year in person and via webcast and teleconference. Shareholders who hold their shares directly in their respective names (“**Registered Shareholders**”) and duly appointed proxy holders will be able to attend, participate and vote at the Meeting. No Shareholders will be able to vote via teleconference or webcast.

Shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary (“**Beneficial Shareholders**”) will be able to attend the Meeting, but will not be permitted to ask questions or vote, unless they duly appoint themselves as their own proxy holder and comply with all of the requirements set out in the Information Circular relating to that appointment and registration and applicable laws. Failing which, any Beneficial Shareholder will be able to attend the Meeting as a guest but will not be able to vote or ask questions at the Meeting.

*The Company strongly encourages you to vote your shares by proxy prior to the Meeting rather than at the Meeting.*

### **Your Vote is Important**

Pursuant to applicable securities laws, we have chosen to provide our Notice of Meeting, the Information Circular, the proxy form/voting instruction form (collectively, the “**Meeting Materials**”), our financial statements and our management’s discussion and analysis for the year ended December 31, 2021 (collectively, the “**Financial Information**”) to Shareholders using the

notice-and-access provisions under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* and under National Instrument 51-102 – *Continuous Disclosure Obligations*.

On or about May 19, 2022, we will mail to Shareholders of record as of the close of business on April 29, 2022, a notice containing instructions on how to access our Meeting Materials, our Financial Information and how to vote. Shareholders who have requested printed copies of our Financial Information will continue to receive them by mail.

### **Websites Where Materials are Posted**

The Meeting Materials are available on the Company's website at <https://www.SoLVBL.com/investors/agm/> and under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) (Canada). All shareholders are reminded to review the Information Circular and other Meeting Materials before voting.

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

Beneficial Shareholders may obtain paper copies free of charge of the Information Circular, other Meeting Materials and the Financial Information by contacting the Company by email at [info@solvbl.com](mailto:info@solvbl.com). Any request for paper copies should be received by the Company by 5:00 p.m. (eastern time) on May 29, 2022 in order to allow sufficient time for a Beneficial Shareholder to receive the paper copy and return the voting instruction form by its due date.

### **Voting**

The Board of Directors has fixed the close of business on April 29, 2022 as the record date (the “**Record Date**”) for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof.

If you are a Beneficial Shareholder, accompanying this notice of meeting are a voting instruction form and a supplemental mailing list return card for use by shareholders who wish to receive the Company's interim financial statements for the 2021 fiscal year. If you receive these materials through your broker or another intermediary, please complete, sign and return the materials in accordance with the instructions provided to you by such broker or other intermediary.

Registered Shareholders are encouraged to express their vote in advance by completing the form of proxy. Detailed instructions on how to complete and return proxies by mail, fax or email are provided in the accompanying Information Circular. To be effective, the completed form of proxy must be deposited with the Company's transfer agent and registrar, TSX Trust Company 301-100 Adelaide Street West, Toronto ON M5H 4H1, at any time prior to 4:30 p.m. (eastern time) on June 16, 2022 or with the Chair of the Meeting before the commencement of the Meeting or at any adjournment thereof.

Shareholders who have any questions should contact SoLVBL Solutions Inc. by email at [info@solvbl.com](mailto:info@solvbl.com).

**DATED** at Toronto, Ontario, May 9, 2022

**BY ORDER OF THE BOARD**

*"Kaiser Akbar"* (signed)  
Kaiser Akbar, Chief Executive Officer

**SOLVBL SOLUTIONS INC.**  
**(the "Company")**

**MANAGEMENT INFORMATION CIRCULAR**  
as at May 9, 2022

**This Management Information Circular (the "Information Circular") is furnished in connection with the solicitation of proxies by the management of the Company for use at the annual and special meeting (the "Meeting") of its shareholders (the "Shareholders") to be held on Monday, June 20, 2022 commencing a 4:30 pm (Toronto Time) at the office of the Company at First Canadian Place, 100 King Street West, Suite 5700, Toronto, Ontario M5X 1C7, and via live webcast and teleconference.**

In this Information Circular, references to the "**Company**", "**we**" and "**our**" refer to SoLVBL 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.

**Adjustments to the Meeting as a Result of Covid-19**

**In light of the impact of COVID-19, the Company is encouraging Shareholders and others not to attend the Meeting in person. As part of our priority to protect the health and safety of the public and our team members in light of the impact of COVID-19, we are requesting that Shareholders vote their shares by proxy prior to the Meeting, as per the voting and proxy instructions that are set out in the Information Circular, and participate in the Meeting by way of the live webcast or teleconference, via the access details set forth below.**

**Any Shareholder attending the Meeting via the live webcast or teleconference will not be able to vote during the Meeting. Only Shareholders who are present in person at the Meeting are able to vote during the Meeting.**

**Accordingly, in order that as many common shares of the Company ("Common Shares") as possible are represented at the Meeting, Shareholders are encouraged to vote their Common Shares via proxy vote prior to the proxy cut-off time of 4:30 p.m. (Toronto time) on June 16, 2022.**

The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release.

The Company does not intend to prepare an amended Information Circular in the event of changes to the Meeting format. Please monitor our website at <https://www.solvbl.com/> for updated information.

*Join from a PC, Mac, iPad, iPhone or Android device:*

Please click this URL in advance of the Meeting start time in order to first register and join:

<https://us02web.zoom.us/j/83335500632?pwd=Uys2ZUFWN3o4d0RYcDIKQnpBNFBHdz09>

Meeting ID: 833 3550 0632

Passcode: 523072

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647 558 0588 or +1 778 907 2071

US: +1 929 436 2866 or +1 301 715 8592 or +1 312 626 6799 or +1 346 248 7799 or +1 669 900 6833

Meeting ID: 833 3550 0632

Password: 523072

### **Notice-and-Access**

The Company is using the Notice-and-Access system under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* to distribute its proxy-related materials to Shareholders.

Under Notice-and-Access, rather than the Company mailing paper copies of the proxy-related materials to Shareholders, the materials can be accessed online under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at <https://www.solvbl.com/investors/agm/>. The Company has adopted this alternative means of delivery for its proxy-related materials in order to reduce paper use and printing and mailing costs.

Shareholders will receive a Notice Package by prepaid mail, which will contain, among other things, information on Notice-and-Access and how Shareholders may access an electronic copy of the proxy-related materials, and how they may request a paper copy of the Information Circular, if they so choose, in advance of the Meeting.

Shareholders will not receive a paper copy of the Information Circular unless they contact the Company by email at [info@solvbl.com](mailto:info@solvbl.com). Any request for paper copies should be received by the Company by 5:00 p.m. (eastern time) on May 29, 2022 in order to allow sufficient time for a



Beneficial Shareholder to receive the paper copy and return the voting instruction form by its due date.

Shareholders with questions about Notice-and-Access may contact TSX Trust Company at 1-866-600-5869.

## GENERAL PROXY INFORMATION

### Solicitation of Proxies

**This Information Circular is furnished in connection with the solicitation of proxies by the management of the Company for use at the Meeting and any postponement or adjournment thereof for the purposes set forth in the Notice of Meeting.** 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 Shareholders 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 officers 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 and 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 (and striking out the names now designated) or by completing and delivering another suitable form of proxy.** For instructions regarding the delivery of instruments of proxy, see below under the heading "*Registered Shareholders*".

### Voting by Proxy holder

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 the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified,
- (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. Management is not currently aware of any other matter that could come before the Meeting.**

## **Registered Shareholders**

A registered shareholder ("**Registered Shareholder**") may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed Proxy and returning it to the Company's transfer agent, TSX Trust Company, ("**TSX Trust**") by fax at 1-416-361-0470 or by mail or hand delivery to 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, not less than forty-eight (48) hours, excluding Saturdays, Sundays or statutory holidays in the Province of Ontario, before the time set for the holding of the Meeting or any adjournment(s) thereof.

## **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).

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 Canada, the vast majority of such 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).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of Shareholders' 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 supplied to you 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 on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge mails a voting instruction form in lieu of a Proxy provided by the Company. The voting instruction form will name 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 voting instruction form, 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 voting instruction form. The completed voting instruction form 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 voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the voting**

**instruction form must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order 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 to 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.

**Due to the ongoing COVID-19 situation, and as described at the beginning of this Information Circular, the Company strongly encourages Shareholders to attend the Meeting via webcast and teleconference and not in person at the Meeting.**

#### **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 **TSX Trust Company**, 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, fax 1-416-361-0470, 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.

Revoking a proxy will not affect a matter on which a vote is taken before the revocation.

#### **RECORD DATE AND QUORUM**

The board of directors (the "**Board**") of the Company has fixed the record date for the Meeting at the close of business on April 29, 2022 (the "**Record Date**"). Shareholders of the Company of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date.

A quorum will be present at the Meeting if there are present persons, each of whom is either a Shareholder entitled to attend and vote at the Meeting or the proxyholder of a Shareholder appointed by means of a valid Proxy, holding or representing by Proxy, collectively, not less than ten percent (10%) of the issued and outstanding Common Shares.

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

The voting securities of the Company consist of Common Shares. The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date of this Information Circular, 152,533,063 Common Shares were issued and outstanding, each such share carrying the right to one (1) vote at the Meeting. The Common Shares are listed on the Canadian Securities Exchange (the "CSE") under the trading symbol "SOLV" and on the OTCQB under the trading symbol "SOLBF".

Any holder of shares of record at the close of business on April 29, 2022 who either personally attends the Meeting or who has completed and delivered a proxy in the manner specified, subject to the provisions described above, will be entitled to vote or to have such Shareholder's shares voted at the Meeting.

As at the Record Date, to the knowledge of the Company, and based on the Company's review of the records maintained by TSX Trust, electronic filings with System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), there is no person or corporation that beneficially owns or controls or directs, directly or indirectly, shares carrying more than ten percent (10%) of the voting rights attached to all outstanding shares of the Company.

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

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein. The resolution regarding the proposed name change and the resolution regarding the proposed consolidation of Common Shares must be approved by not less than two-thirds of the votes cast thereon by the Shareholders.

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.

### **DOCUMENTS INCORPORATED BY REFERENCE**

The following documents filed with the securities commissions or similar regulatory authority of Ontario, British Columbia, and Alberta are specifically incorporated by reference into, and form an integral part of, this Information Circular: December 31, 2021 year-end financial statements, report of the auditor and related management's discussion and analysis. Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Company. These documents are also available through the internet on SEDAR, which can be accessed at [www.sedar.com](http://www.sedar.com).

## STATEMENT OF CORPORATE GOVERNANCE

### Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* ("**NP 58-201**") establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive, but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), the Company is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

#### Board of Directors

The Board is currently composed of four (4) directors, Messrs. Vikas Gupta, Musabbir Chowdhury, Alan Rootenberg, and Ms. Brenda Brown. See below "*Particulars of Matters to be Acted Upon – Election of Directors*" for more information on the directors that will stand for election.

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors, within the meaning set out under National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

Of the current directors and proposed nominees, Khurram Qureshi is not considered to be "independent" as he is the Chief Financial Officer of the Company.

In assessing NI 58-101 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors. Besides the proposed nominee Khurram Qureshi, all current directors are considered to be independent directors since they are all independent of management and free from any material relationship with the Company. The basis for this determination is that, since the beginning of the fiscal year ended December 31, 2021, none of the current independent directors have worked for the Company, received remuneration from the Company (other than in their capacity as directors) or had material contracts with or material interests in the Company which could interfere with their ability to act with a view to the best interests of the Company.

The Board believes that it functions independently of management. To enhance its ability to act independently of management, the members of the Board may meet in the absence of members of

management and the non-independent directors. In the event of a conflict of interest at a meeting of the Board, the conflicted director will, in accordance with corporate law and in accordance with his or her fiduciary obligations as a director of the Company, disclose the nature and extent of his or her interest to the meeting and abstain from voting on or against the approval of such participation. In addition, the members of the Board that are not members of management of the Company are encouraged by the management members of the Board to communicate and obtain advice from such advisors and legal counsel as they may deem necessary in order to reach a conclusion with respect to issues brought before the Board.

### **Board Mandate**

The Board is responsible for the conduct of the Company's affairs generally. The Board is responsible for reviewing and approving the Company's operating plans and budgets as presented by management. The Board is responsible for identifying the principal risks of the Company's business and for ensuring these risks are effectively monitored and mitigated to the extent practicable. Succession planning, including the recruitment, supervision, compensation and performance assessment of the Company's senior management personnel also fall within the ambit of the Board's responsibilities. The Board is responsible for ensuring effective communications by the Company with its Shareholders and the public and for ensuring that the Company adheres to all regulatory requirements with respect to the timeliness and content of its disclosure. In keeping with its overall responsibility for the stewardship of the financial affairs of the Company, the Board created an Audit Committee (as hereinafter defined) which is responsible for the integrity of the Company's internal control and management information systems.

The Board is responsible for approving annual operating plans recommended by management. Board consideration and approval is also required for all material contracts and business transactions and all debt and equity financing proposals.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements.

The Board believes the Company is well served and the independence of the Board from management is not compromised. The Board does not have, and does not consider it necessary under the circumstances to have, any formal structures or procedures in place to ensure that the Board can function independently of management. The Board believes that its current composition is sufficient to ensure that the Board can function independently of management.

### **Other Reporting Issuer Directorships**

Mr. Rootenberg serves as a director of A2Z Smart Technologies Corp. (TSXV:AZ) and Clearmind Medicine Inc. (CSE:CMND).

### Orientation and Continuing Education

The Company does not provide a formal orientation and education program for new directors of the Company. However, any new directors will be given the opportunity to (a) familiarize themselves with the Company, the current directors and members of management; (b) review copies of recently filed public documents of the Company and the Company's internal financial information; (c) have access to technology experts and consultants; and (d) review a summary of relevant corporate and securities legislation. Directors are also given the opportunity for continuing education. Board meetings may also include presentations by the Company's management and consultants to give the directors additional insight into the Company's business.

Each new director is given an outline of the nature of the Company's business, its corporate strategy and current issues within the Company. New directors are also required to meet with management of the Company to discuss and better understand the Company's business and are given the opportunity to meet with counsel to the Company to discuss their legal obligations as directors of the Company.

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or by direct communications from management of the directors.

### 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, 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, as well as adherence to the standards contained in the Company's Code of Business Conduct and Ethics, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the Audit Committee (as hereinafter defined) of the Company at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

### Nomination of Directors

The Corporate Governance & Nominating Committee 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. Accordingly, the Corporate Governance & Nominating Committee considers five (5) directors, in light of the Company's state of development, to be appropriate.

### Compensation

The Compensation Committee of the Board is comprised of Brenda Brown (Chair), Vikas Gupta and Musabbir Chowdhury. The Board may compensate directors that chair committees as it deems necessary and such compensation shall be based on the director's work and the time devoted to the committee. The Company may also grant stock options to directors of the Company in consideration for their services provided to the Company.

### Other Board Committees

The Company has a Corporate Governance & Nominating Committee comprised of Musabbir Chowdhury (Chair), Vikas Gupta and Brenda Brown.

### Assessments

The Company's 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.

### **Audit Committee Disclosure**

Pursuant to applicable laws, the policies of the CSE and NI 52-110, the Company is required to have an audit committee comprised of not less than three (3) directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

The Audit Committee is responsible for the Company's financial reporting process and the quality of its financial reporting. In addition to its other duties, the Audit Committee reviews all financial statements, annual and interim, intended for circulation among Shareholders and reports upon these to the Board. In addition, the Board may refer to the Audit Committee other matters and questions relating to the financial position of the Company. In performing its duties, the Audit Committee maintains effective working relationships with the Board, management and the external auditors and monitors the independence of those auditors.

### Audit Committee's Charter

The Board is responsible for reviewing and approving the unaudited interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. The audit committee of the Company (the "**Audit Committee**") assists the Board in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board for its consideration in approving the unaudited interim financial statements together with other financial information of the Company for issuance to the Shareholders.



The Audit Committee has the general responsibility to review and make recommendations to the Board on the approval of the Company's annual and interim financial statements, the management discussion and analysis and the other financial information or disclosure of the Company. More particularly, it has the mandate to:

- (a) oversee all the aspects pertaining to the process of reporting and divulging financial information, the internal controls and the insurance coverage of the Company;
- (b) oversee the implementation of the Company's rules and policies pertaining to financial information and internal controls and management of financial risks and to ensure that the certifications process of annual and interim financial statements is conformed with the applicable regulations; and
- (c) evaluate and supervise the risk control program and review all related party transactions.

The Audit Committee ensures that the external auditors are independent from management. The Audit Committee reviews the work of external auditors, evaluates their performance and remuneration, and makes recommendations to the Board. The Audit Committee also authorizes non-related audit work. A copy of the Charter of the Audit Committee is annexed hereto as Schedule "A".

Composition of the Audit Committee

The following are the members of the Audit Committee:

<b>Name</b>	<b>Independent/ Not Independent</b> (1)	<b>Financial literacy</b> (1)
Alan Rootenberg	Independent	Financially literate
Musabbir Chowdhury	Independent	Financially literate
Vikas Gupta	Independent	Financially literate

**Notes:**

(1) Terms have their respective meanings ascribed in NI 52-110.

Relevant Education and Experience

**Alan Rootenberg** has experience in understanding, reading, and preparing financial statements. He is a chartered professional accountant (**CPA**) who has served as the Chief Financial Officer of publicly traded companies listed on the Toronto Stock Exchange, TSX Venture Exchange and the CSE. He also has ample experience in mining and technology, and is also an investor in an early-stage blockchain company.

**Musabbir Chowdhury** is an engineer who is a business, education and technology consultant with over 20 years of IT achievements. Musabbir is currently the Dean of Business and Information Technology at Fleming College in Peterborough, Ontario. Previously, Musabbir was a Professor at the Niagara College School of Business. Prior to that, he was COO for C2H Media Inc., an

educational and web technology consulting and service provider for educational institutions and businesses. Musabbir was also Vice President Academic of Portage College in Alberta. Musabbir has an MBA from Ivey School of Business and a PhD in educational technology.

**Vikas Gupta** has considerable experience in reading and understanding financial statements both as a CEO in public and private companies, as well as his rich experience in media and entertainment industries. He also has very strong experience in finance, and helps companies create unique business models. Vikas has a bachelor of sciences degree from University of Waterloo.

#### Audit Committee Oversight

At no time since the commencement of the fiscal year ended December 31, 2021 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

#### Reliance on Certain Exemptions

The Company is relying on the exemption in Section 6.1 of NI 52-110 (*Venture Issuers*). At no time since the commencement of the fiscal year ended December 31, 2021 has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

#### Pre-Approval Policies and Procedures

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

#### External Audit Service Fees

Aggregate fees paid to the Auditor for the fiscal year ended December 31, 2021 and December 31, 2020 were as follows:

	Fiscal Year Ended December 31, 2021 <sup>(5)</sup>	Fiscal Year Ended December 31, 2020 <sup>(5)</sup>
Audit Fees <sup>(1)</sup>	\$70,054.91	\$50,750
Audit-related Fees <sup>(2)</sup>	\$Nil	\$8,243
Tax Fees <sup>(3)</sup>	\$Nil	\$500
All Other Fees <sup>(4)</sup>	\$Nil	\$29,075
<b>Total</b>	\$70,054.91	\$88,568

#### Notes:

- (1) "Audit fees" include fees rendered by the Company's external auditor for professional services necessary to perform the annual audit and any quarterly reviews of the Company's financial statements. This includes fees for the review of tax provisions and for accounting consultations on matters reflected in the financial statements.
- (2) "Audit-related fees" include fees for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and that are not included in the "Audit Fees" category.
- (3) "Tax fees" include fees for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
- (4) "All other fees" include fees for products and services provided by the Company's external auditor, other than services reported under the table heading "Audit Fees", "Audit-Related Fees" or "Tax Fees".

- (5) All external audit service fees reflected in this table are combined fees for both Stowe One Investments Corp. (the former name of the Company) and Agile Blockchain Corp., a company that amalgamated with 1191212 BC Ltd., a wholly-owned subsidiary of Stowe One Investments Corp. in a three-corner amalgamation and subsequent filing of a prospectus in Alberta, British Columbia and Ontario and the listing of the shares of the Company on the CSE.

## EXECUTIVE COMPENSATION

### Summary Compensation Table for Named Executive Officers

The following table provides a summary of total compensation earned during each of the 12-month periods ended December 31, 2021, December 31, 2020 and December 31, 2019, by the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), each of the three other most highly compensated executive officers of the Company who were serving as such as at December 31, 2021 and whose total compensation was, individually, more than CDN \$150,000 (the "Other Executive Officers") and each other individual who would have been an Other Executive Officer but for the fact that such individual was neither serving as an executive officer, nor acting in a similar capacity, as at December 31, 2021 (hereinafter, collectively, referred to as the "Named Executive Officers" or "NEOs") for services rendered in all capacities during such period. The Company does not have any pension plan or incentive plans (whether equity or non-equity based) other than its Stock Option Plan (as hereinafter defined).

SUMMARY COMPENSATION TABLE							
Name and Principal Position of Named Executive Officer	12-month period ended	Salary (CDN\$)	Option-based Awards (CDN\$)	Non-Equity		All Other Compensation (CDN\$)	Total Compensation (CDN\$)
				Incentive Plan Compensation			
				Annual Incentive Plans (CDN\$)	Long-term Incentive Plans (CDN\$)		
<b>Kaiser Akbar, Interim CEO<sup>(1)</sup></b>	Dec 31, 2021	\$18,000	\$2,377	Nil	Nil	Nil	\$20,377
	Dec 31, 2020	N/A	N/A	N/A	N/A	N/A	N/A
	Dec 31, 2019	N/A	N/A	N/A	N/A	N/A	N/A
<b>Raymond Pomroy, Former CEO<sup>(2)</sup></b>	Dec 31, 2021	\$87,598	\$5,044	Nil	Nil	Nil	\$92,642
	Dec 31, 2020	\$52,000	\$20,881	Nil	Nil	Nil	\$72,881
	Dec 31, 2019	\$15,206	\$52,112	Nil	Nil	Nil	\$67,318
<b>Khurram Qureshi, CFO</b>	Dec 31, 2021	\$48,000	\$6,315	Nil	Nil	Nil	\$54,315
	Dec 31, 2020	\$24,000	\$16,891	Nil	Nil	Nil	\$40,891
	Dec 31, 2019	\$24,000	\$13,399	Nil	Nil	Nil	\$37,399

**Notes:**

- (1) Kaiser Akbar was appointed as the interim CEO of the Company effective November 15, 2021.  
(2) Raymond Pomroy resigned as the CEO of the Company effective November 15, 2021.

### Outstanding Option-Based Awards for Named Executive Officers

The table below reflects all option-based awards and share-based awards for each Named Executive Officer outstanding as at December 31, 2021 (including option-based awards and share-

based awards granted to a Named Executive Officer before such fiscal year). The Company does not have any equity incentive plans other than its Stock Option Plan (as described below).

NEO OPTION-BASED AWARDS OUTSTANDING AS AT DECEMBER 31, 2021							
Name of Named Executive Officer	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price (CDN\$/Security)	Option Expiration Date	Value of Unexercised In-the-Money Options (CDN\$) <sup>(1)</sup>	Number of Common Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested (\$)	Market or Payout Value of Share-Based Awards not paid out or distributed
<b>Kaiser Akbar</b> Interim CEO	500,000	\$0.075	Nov 29, 2026	Nil	500,000	\$22,028	N/A
<b>Raymond Pomroy</b> CEO	500,000	\$0.075	Nov 29, 2026	Nil	500,000	\$22,028	N/A
	346,666	\$0.15	May 4, 2027	Nil	N/A	N/A	N/A
	1,175,000	\$0.10	Sept 3, 2026	Nil	N/A	N/A	N/A
<b>Khurram Qureshi</b> CFO	375,000	\$0.075	Nov 29, 2026	Nil	375,000	\$16,521	N/A
	400,000	\$0.15	May 4, 2027	Nil	N/A	N/A	N/A
	500,000	\$0.10	Oct 20, 2026	Nil	N/A	N/A	N/A

**Notes:**

(1) This column contains the aggregate value of in-the-money unexercised options as at the applicable year end, calculated based on the difference between the market price of the Common Shares underlying the options as at the close of day on the applicable year end, being \$0.065 at December 31, 2021, and the exercise price of the options.

### Incentive Award Plans

The following table provides information concerning the incentive award plans of the Company with respect to each Named Executive Officer during the fiscal year ended December 31, 2021. The only incentive award plan of the Company during such fiscal year was its Stock Option Plan (as hereinafter defined).

INCENTIVE AWARD PLANS – VALUE VESTED OR EARNED DURING THE FISCAL YEAR ENDED DECEMBER 31, 2021		
Name of Named Executive Officer	Option-Based Awards – Value Vested During Fiscal Year Ended December 31, 2021 (CDN\$)	Non-Equity Incentive Plan Compensation – Value Vested During Fiscal Year Ended December 31, 2021 (CDN\$)
<b>Kaiser Akbar</b> Interim CEO	\$2,377	Nil
<b>Raymond Pomroy</b> Former CEO	\$5,044	Nil

Khurram Qureshi CFO	\$6,315	Nil
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## Compensation Discussion and Analysis

### *Introduction*

The Compensation Discussion and Analysis section of this Information Circular sets out the objectives of the Company's executive compensation arrangements, the Company's executive compensation philosophy and the application of this philosophy to the Company's executive compensation arrangements. The Company's policies on executive compensation are intended to provide appropriate compensation for executives that is internally equitable, externally competitive and reflects individual achievements in the context of the Company's achievements. The overriding principles in establishing executive compensation provide that compensation should reflect:

- (a) fair and competitive compensation commensurate with an individual's experience and expertise in order to attract and retain highly qualified executives;
- (b) recognition and encouragement of leadership, entrepreneurial spirit and team work;
- (c) an alignment of the financial interests of the executives with the financial interests of the Shareholders of the Company;
- (d) stock options and, in certain circumstances, bonuses to reward individual performance and contribution to the achievement of corporate performance and objectives; and
- (e) a contribution to the enhancement of shareholder value.

### *Benchmarking*

In determining the compensation level for each NEO, the Board looks at factors such as the relative complexity of the executive's role within the organization, the NEO's performance and potential for future advancement, the compensation paid by other companies in the same industry as the Company, and pay equity considerations.

### *Elements of Compensation*

The compensation paid to the NEOs in any year consists of two (2) primary components:

- (a) consulting fee or base salary; and
- (b) long-term incentives in the form of stock options granted under the Stock Option Plan (as hereinafter defined).

The Company believes that making a significant portion of the NEO's compensation based on a consulting fee or base salary and long-term incentives supports the Company's executive

compensation philosophy, as these forms of compensation allow those most accountable for the Company's long-term success to acquire and hold the Company's Common Shares. The key features of these two (2) primary components of compensation are discussed below:

#### 1. Consulting Fee or Base Salary

Consulting fees or base salary recognizes the value of an individual to the Company based on his or her role, skill, performance, contributions, leadership and potential. It is critical in attracting and retaining executive talent in the markets in which the Company competes for talent. Consulting fees or base salaries for the NEOs are reviewed annually. Any change in the consulting fee or base salary of an NEO is generally determined by an assessment of such NEO's performance, a consideration of competitive compensation levels in companies similar to the Company and a review of the performance of the Company as a whole and the role such NEO played in such corporate performance.

#### 2. Stock Option Awards

The Company provides long-term incentives to NEOs in the form of stock options as part of its overall executive compensation strategy. The Board believes that stock option grants serve the Company's executive compensation philosophy in several ways: 1) it helps attract, retain, and motivate talent; 2) it aligns the interests of NEOs with those of the Shareholders by linking a specific portion of the NEO's total pay opportunity to share price; and 3) it provides long-term accountability for NEOs.

### *Compensation Governance*

The Compensation Committee of the Board is comprised of Brenda Brown (Chair), Vikas Gupta and Musabbir Chowdhury.

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

There are contracts with the current NEOs which provide that following or in connection with any involuntary termination or a change of control of the Company, each current NEO shall receive a payment equal to one (1) year of salary that immediately precedes such action.

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

### **Compensation of Directors**

The following table provides a summary of all compensation provided to the directors of the Company during the fiscal year ended December 31, 2021. Except as otherwise disclosed below, the Company did not pay any fees or compensation to directors for serving on the Board (or any subcommittee) beyond reimbursing such directors for travel and related expenses and the granting of stock options under the Stock Option Plan.

DIRECTOR COMPENSATION TABLE FOR FISCAL YEAR ENDED DECEMBER 31, 2021					
Name of Director	Fee Earned (CDN\$)	Option-Based Awards (CDN\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (CDN\$)	All Other Compensation (CDN\$)	Total (CDN\$)
Vikas Gupta	\$3,000	\$3,567	Nil	Nil	\$6,567
Brenda Brown	\$2,400	\$2,853	Nil	Nil	\$5,253
Musaabbir Chowdhury	\$500	\$2,377	Nil	Nil	\$2,877
Alan Rootenberg	\$2,400	\$2,853	Nil	Nil	\$5,253

**Note:**

(1) Option-based awards are valued at the share price on the date of the option grant.

*Director Outstanding Option-Based Awards*

The table below reflects all option-based awards for each director of the Company outstanding as at December 31, 2021 (including option-based awards granted to a director before each such fiscal year). The Company does not have any equity incentive plan other than the Stock Option Plan (as hereinafter defined).

DIRECTOR OPTION-BASED AWARDS OUTSTANDING AS AT DECEMBER 31, 2021							
Name of Director	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price (CDN\$/Security)	Option Expiration Date	Value of Unexercised In-the-Money Options (CDN\$) <sup>(1)</sup>	Number of Common Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested (\$)	Market or Payout Value of Share-Based Awards not paid out or distributed
Vikas Gupta	750,000	\$0.075	Nov 29, 2026	Nil	750,000	\$33,041	N/A
	400,000	\$0.10	Sept 25, 2026	Nil	Nil	Nil	N/A
Brenda Brown	600,000	\$0.075	Nov 29, 2026	Nil	600,000	\$26,433	N/A
	380,000	\$0.10	Sept 25, 2026	Nil	Nil	Nil	N/A
Musabbir Chowdhury	500,000	\$0.075	Nov 29, 2026	Nil	500,000	\$22,028	N/A
	380,000	\$0.10	Sept 25, 2026	Nil	Nil	Nil	N/A
Alan Rootenberg	600,000	\$0.075	Nov 29, 2026	Nil	600,000	\$26,433	N/A
	380,000	\$0.10	Sept 25, 2026	Nil	Nil	Nil	N/A

**Note:**

(1) This column contains the aggregate value of in-the-money unexercised options as at the applicable year end, calculated based on the difference between the market price of the Common Shares underlying the options as at the close of day on the applicable year end, being \$0.065 at December 31, 2021, and the exercise price of the options.

*Director Incentive Award Plans*

The following table provides information concerning the incentive award plans of the Company with respect to each director during the fiscal year ended December 31, 2021. The only incentive award plan of the Company during such fiscal year was its Stock Option Plan (as hereinafter defined).

<b>INCENTIVE AWARD PLANS – VALUE VESTED OR EARNED DURING THE FISCAL YEAR ENDED DECEMBER 31, 2021</b>		
<b>Name of Director</b>	<b>Option-Based Awards – Value Vested During Fiscal Year Ended December 31, 2021 (CDN\$)</b>	<b>Non-Equity Incentive Plan Compensation – Value Vested During Fiscal Year Ended December 31, 2021 (CDN\$)</b>
Vikas Gupta	\$3,566	Nil
Brenda Brown	\$2,853	Nil
Musaabbir Chowdhury	\$2,377	Nil
Alan Rootenberg	\$2,853	Nil

### **Securities Authorized For Issuance Under Equity Compensation Plans**

The Company has no equity compensation plans other than the Stock Option Plan (as hereinafter defined).

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

<b>Plan Category</b>	<b>Fiscal Year Ended</b>	<b>Number of securities to be issued upon exercise of outstanding options (a)</b>	<b>Weighted-average exercise price of outstanding options (b)</b>	<b>Number of securities remaining available under equity compensation plan (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by shareholders	December 31, 2021	Nil	Nil	Nil
Equity Compensation plans not approved by shareholders	December 31, 2021	Nil	Nil	Nil

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

Since the beginning of the fiscal year ended December 31, 2021 and up to the date hereof, no director, executive officer or employee or former executive officer, director or employee of the Company or any of its subsidiaries has been indebted to the Company.

### **DIRECTORS' AND OFFICERS' INSURANCE**

The Company carries directors' or officers' liability insurance in the amount of \$5 million for the directors and officers of the Company.

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

Other than as disclosed elsewhere in this Information Circular (including in the financial statements of the Company for the fiscal year ended December 31, 2021), management of the



Company is not aware of any material interest, direct or indirect, of any informed person of the Company, or any associate or affiliate of any such informed person, in any transaction since the commencement of the Company's fiscal year ended December 31, 2021, or in any proposed transaction, that has materially affected or would materially affect the Company or any of its subsidiaries.

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

Other than the election of directors and the approval of the Stock Option Plan, no person who has been a director or NEO of the Company at any time since the beginning of the last completed fiscal year or any associate of any such director or NEO has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

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

#### ***Financial Statements***

The Shareholders will receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2021 together with the auditor's report and related management discussion and analysis.

#### ***Election of Directors***

The directors of the Company are elected annually by the Shareholders. A Board of five (5) directors is to be elected at the Meeting.

The Board is a variable board consisting of not fewer than three (3) directors. The Board is currently set at five (5) members, and currently consists of four (4) directors. The Board has determined that the number of directors to be elected at the Meeting be five (5). Accordingly, Shareholders will be asked to vote on an ordinary resolution to elect five (5) directors at the Meeting. Each director elected will hold office until the next annual meeting or until his or her successor is appointed, unless his or her office is earlier vacated in accordance with the BCBA and the by-laws of the Company.

The following table sets out the names of management's nominees for election as directors, each nominee's municipality of residence, 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 date of this Information Circular.

Name and Municipality of Residence	Present Principal Occupation and for Preceding Five Years <sup>(1)</sup>	When first became director	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly <sup>(1) (2)</sup>	Number of Options Held
Khurram Qureshi Toronto, Ontario	CFO of the Company since March 2, 2018. CFO of Lingo Media Corporation from August 2011 to present; CFO of Internet of Things Inc. from April 2015 to present; Director of Pounce Technologies Inc. from July 2017 to present; Director of Majesta Minerals Inc. from August 2018 to present.	Nominee	1,250,000 Common Shares & 1,250,000 Common Share purchase warrants (“Warrants”)	1,275,000
Vikas Gupta <sup>(3)</sup> Oakville, Ontario	CEO of Avara Media Inc. from July 2018 to present. CEO and President of TransGaming Inc. from November 2005 to May 2015.	February 10, 2021	Nil	1,150,000
Brenda Brown Toronto, Ontario	Ontario Teachers’ College Accreditation Committee from January 2022 to present; Ontario Naturopaths Registration Committee from September 2020 to present; board director of OTEC Workforce Solutions from September 2015 to present; JMSB Advisory Board member in Concordia University from July 2015 to September 2021; SVP talent management ESS Global in Campus Group PLC from January 2017 to July 2018.	February 10, 2021	16,666 Common Shares	980,000
Alan Rootenberg <sup>(3)</sup> Toronto, Ontario	Director of A2Z Smart Technologies Corp. from May 2020 to present; Director & CFO of Cyntar Ventures Inc. from December 2019 to present; CFO of Eco (Atlantic) Oil & Gas Ltd. from May 2012 to present; CFO of Osino Resources Corp from June 2018 to present; CFO of BioHarvest Sciences Inc. (formerly, Canna-V-Cell Science Inc.) from October 2018 to present; and CFO of Empower Clinic Inc. (formerly Adira Energy Ltd.) from February 2016 to May 2018.	February 10, 2021	1,800,000 Common Shares & 1,800,000 Warrants	980,000
Musabbir Chowdhury <sup>(3)</sup> Burlington, Ontario	Dean of Business and Information Technology, Fleming College, from December 2019 to present; founding director of Productivity and Innovation lab, Niagara School of Business, from November 2012 to November 2019; Professor of business in Niagara College from August 2014 to November 2019.	February 10, 2021	Nil	880,000

**Notes:**

- (1) Information supplied by nominees.
- (2) Does not include Common Shares issuable upon exercise of options or other convertible securities.
- (3) Member of the Audit Committee.

**Vikas Gupta** is the CEO of Avara Media Inc. since July 2018. Avara is an augmented reality technology company. Previously Vikas was the CEO of TransGaming Inc., between June 2001 and May 2015. TransGaming, a formerly TSXV listed company was acquired by NVIDIA Corporation in 2015. Vikas is a seasoned executive and has a strong track record with private and

public companies. He is well versed in gamification, digital distribution, video games, interactive entertainment and content. Additionally, he has also built expertise in financings, the creation of unique revenue models, the monetization of complex technologies, leadership, and overall growth. Vikas has a Bachelor of Science (Honours) degree from University of Waterloo.

**Brenda Brown** is the former Senior VP of Global Talent Management at Compass Group PLC and has over twenty-five years of business experience in all aspects of Human Resource management in both union and non-union environments. As a member of the executive management team at Compass Group PLC, Brenda was involved in key strategic business decisions and was responsible for the development of employee programs, corporate culture development and assisting in ensuring the success of the corporate vision. Brenda has a Bachelor of Commerce and an MBA from Concordia University.

**Musabbir Chowdhury** is an engineer who is a business, education and technology consultant with over 20 years of IT achievements. Musabbir is currently the Dean of Business and Information Technology at Fleming College in Peterborough, Ontario. Previously, Musabbir was a Professor at the Niagara College School of Business. Prior to that, he was COO for C2H Media Inc., an educational and web technology consulting and service provider for educational institutions and businesses. Musabbir was also Vice President Academic of Portage College in Alberta. Musabbir has an MBA from Ivey School of Business and a PhD in educational technology.

**Alan Rootenberg** is a chartered professional accountant who has served as the Chief Financial Officer of a number of publicly traded companies listed on the TSX, TSX Venture Exchange, OTCBB and CSE. These companies include mineral exploration, mining, technology and cannabis companies. Alan has a Bachelor of Commerce degree from the University of the Witwatersrand in Johannesburg, South Africa and received his CPA designation in Ontario, Canada.

**Khurram Qureshi** is the CFO of the Company since March 2, 2018. Khurram brings over 24 years' experience in the field of accounting and corporate finance. Khurram qualified as a Chartered Accountant in 1990 and has held senior positions with several small- to medium-sized public companies. He has been a key member on several merger and acquisition teams. Khurram has been the CFO of Lingo Media Corporation from August 2011 to present, and the CFO of Predictiv AI Inc. from April 2015 to present. Khurram is also a director of Pounce Technologies Inc. from July 2017 to present and a director of Majesta Minerals Inc. from August 2018 to February 2021.

The term of office of each director expires annually at the time of the Company's annual general meeting or when or until their successor is duly appointed or elected. The term of office of the officers expires at the discretion of the Company's Board and/or in accordance with contractual agreements. Details of the committees of the Board are provided under the heading "Statement of Corporate Governance".

Management does not contemplate that any of the nominees will be unable to serve as a director. **However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed Proxy reserve the right to vote for another nominee in their discretion.**

**The persons named in the enclosed Proxy intend to vote for the election of all of the nominees whose names are set forth above. Common Shares represented by proxies in favour of management nominees will be voted IN FAVOUR of the election of all of the nominees whose names are set forth above, unless a Shareholder has specified in his/her/its Proxy that his/her/its shares are to be withheld from voting on the election of directors.**

Other than as set out below, no proposed director has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or 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.

Other than as set out below, as at the date of this Information Circular and within the ten (10) years before the date of this Information Circular, no proposed director:

- (a) is or has been a director or executive officer of any company (including the Company), that while that person was acting in that capacity:
  - (i) was 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, that was in effect for a period of more than thirty (30) consecutive days;
  - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty (30) consecutive days;
  - (iii) or within one (1) 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 ten (10) years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such nominee; or
- (c) has within ten (10) years before the date of the Information Circular become 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 the assets of the director, officers or shareholders.

### *Appointment of Auditor*

MNP LLP, Chartered Professional Accountants, of 1122 International Blvd., 6th Floor, Burlington, Ontario L7L 6Z8 were appointed auditor of the Company to complete the audit of the year end December 31, 2021 financial statements. Shareholders are being asked to confirm the actions of the board of directors and appoint MNP LLP, as auditor of the Company to hold office until the next annual meeting of shareholders.

**The persons named in the accompanying form of proxy will, in the absence of specifications or instructions to withhold from voting on the form of proxy, vote FOR the appointment of MNP LLP as the auditors of the Company, to hold office until the next annual meeting of shareholders of the Company and to authorize the Board to fix such auditor's remuneration.**

### *Approval of Stock Option Plan*

The Company is seeking Shareholder approval for continuation of its Stock Option Plan (the "**Stock Option Plan**"), under which the directors of the Company were authorized to grant options for 10% of the issued and outstanding Common Shares from time to time. The purpose of the Stock Option Plan is to provide the Company with a share ownership incentive to attract and motivate qualified directors, officers and employees of and consultants to the Company and its subsidiaries and thereby advance the Company's interests and contribute toward its long term goals by affording such persons with an opportunity to acquire an equity interest in the Company through the stock options. Option grants are made by and are within the discretion of the Company's Board. Under the Stock Option Plan, options granted are non-transferable.

The following information is intended to be a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan attached hereto as Schedule "B".

The Stock Option Plan is administered by the Board, which has full and final authority with respect to the granting of all options thereunder, subject to the requirements of the CSE. Options may be granted under the Stock Option Plan to such directors, officers, employees or consultants of the Company and its affiliates, if any, as the Board may from time to time designate.

The Stock Option Plan authorizes the Board to grant stock options to the optionees on the following terms:

1. The number of shares subject to each option is determined by the Board, provided that the Stock Option Plan, together with all other previously established or proposed share compensation arrangements may not, during any 12 month period, result in:
  - (a) the number of shares reserved for issuance pursuant to stock options granted to any one person exceeding 5% of the issued shares of the Company;
  - (b) the issuance, within a one year period, to insiders of the Company of a number of shares exceeding 10%, or to one insider of a number exceeding 5%, or to a consultant of a number exceeding 2% of the issued shares of the Company.

2. The aggregate number of shares which may be issued pursuant to options granted under the Stock Option Plan, may not exceed 10% of the issued and outstanding shares of the Company as at the date of the grant.
3. The exercise price of an option may not be set at less than the closing market price during the trading day immediately preceding the date of grant of the option less a maximum discount allowable under CSE policies.
4. The options may be exercisable for a period of up to 10 years.
5. The options are non-transferable and non-assignable, except in certain circumstances. The options can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Stock Option Plan or within a period of not more than 90 days (30 days for providers of Investor Relations services) after ceasing to be an eligible optionee or, if the optionee dies, within one year from the date of the optionee's death.
6. Upon exercise of an option, the optionee shall pay to the Company amounts necessary to satisfy applicable withholding tax requirements or shall otherwise make arrangements satisfactory to the Company for such requirements.

The Stock Option Plan must be confirmed and ratified annually by the Shareholders of the Company in order to re-set the number of shares that can be granted under the Stock Option Plan. If Shareholder approval of the Stock Option Plan is obtained, any options granted or amendments made to options previously granted pursuant to the Stock Option Plan will not require further Shareholder approval although notice of options granted under the Stock Option Plan must be given to the CSE. Accordingly, the Company requests that the Shareholders pass the following resolution:

**"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:**

1. subject to regulatory approval, and with or without amendments as may be required by the CSE, the Company's Stock Option Plan (the "**Stock Option Plan**") as described in the management information circular of the Company, dated May 9, 2022, be and is hereby ratified, confirmed and approved;
2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan entitling all of the option holders in aggregate to purchase up to such number of common shares of the Company as is equal to 10% of the number of common shares of the Company issued and outstanding on the applicable grant date; and
3. any one of the officers or directors of the Company is authorized and directed to perform all such acts, deeds and things, including making such amendments to the Stock Option Plan as may be required by the CSE, and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution."

The Board recommends that Shareholders vote **FOR** the approval of the resolution. **Common Shares represented by proxies in favour of the management nominees will be voted IN**

**FAVOUR of the ordinary resolution, unless a Shareholder has specified in his/her/its Proxy that his/her/its Common Shares are to be voted against the ordinary resolution.**

**ADDITIONAL INFORMATION**

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's comparative financial statements and management discussion and analysis. Copies of the Company's financial statements and management discussion and analysis may be obtained, without charge, upon request to the Company at First Canadian Place, 100 King Street West, Suite 703, Toronto, Ontario, M5S 1S4.

**OTHER MATTERS**

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

The contents of this Information Circular and its distribution to Shareholders have been approved by the Board of the Company.

**DATED** at Toronto, Ontario, May 9, 2022.

**BY ORDER OF THE BOARD**

*Kaiser Akbar (signed)*

**Kaiser Akbar, CEO**

## **SCHEDULE "A" AUDIT COMMITTEE CHARTER**

The following charter ("**Charter**") is adopted in compliance with National Instrument 52-110 Audit Committees ("**NI 52-110**").

### **GENERAL FUNCTIONS, AUTHORITY, AND ROLE**

The Audit Committee is a committee of the Board of Directors (the "**Board**") appointed to assist the Board in monitoring (1) the integrity of the financial statements of the Company; (2) compliance by the Company with legal and regulatory requirements related to financial reporting; (3) the qualifications, independence and performance of the Company's independent auditors; and (4) the performance of the Company's internal controls and financial reporting process. The Audit Committee's annual report is included in the annual management information circular.

The Audit Committee has the power to conduct or authorize investigations into any matters within its scope of responsibilities, with full access to all books, records, facilities and personnel of the Company, its auditors and its legal advisors. In connection with such investigations or otherwise in the course of fulfilling its responsibilities under this Charter, the Audit Committee has the authority to independently retain special legal, accounting, or other consultants to advise it, and may request any officer or employee of the Company, its independent legal counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Audit Committee also has the power to create specific sub-committees with all of the investigative powers described above.

The Company's independent auditor is ultimately accountable to the Board and to the Audit Committee. The Board and Audit Committee, as representatives of the Company's shareholders, have the ultimate authority and responsibility to evaluate the independent auditor, and to nominate annually the independent auditor to be proposed for shareholder approval, and to determine appropriate compensation for the independent auditor. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee must maintain free and open communication between the Company's independent auditors, the Board and the management of the Company.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. This is the responsibility of the independent auditor and management, respectively. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditor (other than disagreements regarding financial reporting), or to assure compliance with laws and regulations or the Company's own policies.

### **MEMBERSHIP**

The Audit Committee will consist of a minimum of three members of the Board, appointed annually, a majority of whom are affirmatively confirmed as independent by the Board, subject to such exemptions that may be relied on by the Company pursuant to NI 52-110. The Board will elect, by a majority vote, one member as chairperson of the Audit Committee. A member of the Audit Committee may not, other than in his or her capacity as a member of the Audit Committee, the Board, or any other Board committee, accept any consulting, advisory, or other compensatory



fee from the Company, and may not be an affiliated person of the Company or any subsidiary thereof, without the consent of the Board.

## **RESPONSIBILITIES**

The responsibilities of the Audit Committee include the following:

### *1. Frequency of Meetings*

The Audit Committee shall meet quarterly or as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically. The Audit Committee shall also meet with the independent auditor at least annually, either in person or telephonically.

### *2. Reporting Responsibilities*

The Audit Committee shall:

- (a) maintain proper minutes of its meetings;
- (b) report Audit Committee actions to the Board with such recommendations as the Audit Committee may deem appropriate; and
- (c) provide a report for the Company's Annual Information Circular, if applicable.

### *3. Charter Evaluation*

The Audit Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

### *4. Whistleblower Mechanisms*

The Audit Committee shall adopt and review annually a mechanism through which employees and others can directly and anonymously contact the Audit Committee with concerns about accounting and auditing matters. The mechanism must include procedures for responding to, and keeping of records of, any such expressions of concern.

### *5. Independent Auditor*

The Audit Committee shall:

- (a) nominate annually the independent auditor to be proposed for shareholder approval;
- (b) approve the compensation of the independent auditor, and evaluate the performance of the independent auditor;
- (c) establish policies and procedures for the engagement of the independent auditor to provide non-audit services;

- (d) ensure that the independent auditor is not engaged for any activities not permitted by any of the Canadian provincial securities commissions or any securities exchange on which the Company's shares are traded; and
- (e) ensure that the auditors are not engaged for any of the following types of non-audit services contemporaneous with the audit:
  - (i) bookkeeping or other services related to accounting records or financial statements of the Company;
  - (ii) financial information systems design and implementation;
  - (iii) appraisal or valuation services, fairness opinions, or contributions-in-kind reports;
  - (iv) actuarial services;
  - (v) internal audit outsourcing services;
  - (vi) any management or human resources function;
  - (vii) broker, dealer, investment advisor, or investment banking services;
  - (viii) legal services; and
  - (ix) expert services related to the auditing service.

6. Hiring Practices

The Audit Committee shall ensure that no senior officer who is, or in the past full year has been, affiliated with or employed by an auditor of the Company or an affiliate, is hired by the Company until at least one full year after the end of either the affiliation or the auditing relationship.

7. Independence Test

The Audit Committee shall take reasonable steps to confirm the independence of the independent auditor by:

- (a) obtaining from the independent auditor a formal written statement, delineating all relationships between the independent auditor and the Company, consistent with the Independence Standards Board Standard No. 1 and related Canadian regulatory body standards;
- (b) considering and discussing with the independent auditor any relationships or services, including non-audit services, that may impact the objectivity and independence of the independent auditor; and
- (c) taking as necessary, or recommending that the Board take, appropriate action to oversee the independence of the independent auditor.

8. Audit Committee Meetings

The Audit Committee shall:

- (a) hold regular meetings (quarterly or as often as may be deemed necessary or appropriate);
- (b) in addition, if and as required, at the request of the independent auditor, convene a meeting of the Audit Committee to consider matters the auditor believes should be brought to the attention of the directors or shareholders; and
- (c) keep minutes of its meetings and report to the Board for approval of any actions taken or recommendations made.

9. Restrictions

The Audit Committee shall:

- (a) ensure that no restrictions are placed by management on the scope of the auditor's review and examination of the Company's accounts;
- (b) ensure that no officer or director attempts to fraudulently influence, coerce, manipulate or mislead any accountant engaged in auditing the Company's financial statements.

**AUDIT AND REVIEW PROCESS AND RESULTS**

**Scope**

The Audit Committee shall consider, in consultation with the independent auditor, the audit scope and plan of the independent auditor.

**Review Process and Results**

The Audit Committee shall:

- (a) consider and review with the independent auditor the matters required to be discussed by the Statement on Auditing Standards No. 61, as the same may be modified or supplemented from time to time;
- (b) review and discuss with management and the independent auditor at the completion of the annual examination:
  - (i) the Company's audited financial statements and related notes;
  - (ii) the Company's MD&A and news releases related to financial results;
  - (iii) the independent auditor's audit of the financial statements and its report thereon;

- (iv) any significant changes required in the independent auditor's audit plan;
  - (v) any changes in financial reporting as a result of changes in GAAP, and any non-GAAP related financial information;
  - (vi) any serious difficulties or disputes with management encountered during the course of the audit; and
  - (vii) other matters related to the conduct of the audit, which are to be communicated to the Audit Committee under generally accepted auditing standards.
- (c) review, discuss with management and approve annual financial statements prior to public disclosure;
  - (d) review and discuss with management and the independent auditor the adequacy of the Company's internal controls that management and the Board have established and the effectiveness of those systems, and inquire of management and the independent auditor about significant financial risks or exposure and the steps management has taken to minimize such risks to the Company;
  - (e) meet separately with the independent auditor and management, as necessary or appropriate, to discuss any matters that the Audit Committee or any of these groups believe should be discussed privately with the Audit Committee;
  - (f) review and discuss with management and the independent auditor the accounting policies which may be viewed as critical, including all alternative treatments for financial information within generally accepted accounting principles that have been discussed with management;
  - (g) review and discuss with management and the independent auditor any significant changes in the accounting policies of the Company and industry accounting and regulatory financial reporting proposals that may have a significant impact on the Company's financial reports;
  - (h) review with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures, if any, on the Company's financial statements;
  - (i) review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies; and
  - (j) review with the Company's legal counsel any legal matters that may have a material impact on the financial statements, the Company's financial compliance policies and any material reports or inquiries received from regulators or governmental agencies related to financial matters.

## **SECURITIES REGULATORY FILINGS**

The Audit Committee shall:

- (a) review filings with the Canadian provincial securities commissions and other published documents containing the Company's financial statements; and
- (b) review, with management and the independent auditor, prior to filing with regulatory bodies, the financial reports (including related notes and MD&A) at the completion of any review engagement or other examination. The designated financial expert of the Audit Committee may represent the entire Audit Committee for purposes of this review.

## **RISK ASSESSMENT**

The Audit Committee shall:

- (a) meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures; and
- (b) assess risk areas and policies to manage risk including, without limitation, environmental risk, insurance coverage and other areas as determined by the Board from time to time.

## **AMENDMENTS TO AUDIT COMMITTEE CHARTER**

The Audit Committee shall annually review this Charter and propose amendments to be ratified by a simple majority of the Board.

**SCHEDULE "B"**  
**STOCK OPTION PLAN**

**STOCK OPTION PLAN OF SOLVBL SOLUTIONS INC.**

**1. Purpose**

The purpose of the Stock Option Plan (the “**Plan**”) of **SOLVBL SOLUTIONS INC.** (the “**Company**”) is to advance the interests of the Company by encouraging the directors, officers, employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire common shares in the share capital of the Company (the “**Shares**”), thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs.

**2. Administration**

The Plan shall be administered by the Board of Directors of the Company or by a special committee of the directors appointed from time to time by the Board of Directors of the Company pursuant to rules of procedure fixed by the Board of Directors (such committee or, if no such committee is appointed, the Board of Directors of the Company, is hereinafter referred to as the “**Board**”). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the directors.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into thereunder, to define the terms used in the Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all participants in the Plan and on their legal personal representatives and beneficiaries.

Each option granted hereunder may be evidenced by an agreement in writing, signed on behalf of the Company and by the optionee, in such form as the Board shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

**3. Stock Exchange Rules**

All options granted pursuant to this Plan shall be subject to rules and policies of any stock exchange or exchanges on which the Shares are then listed and any other regulatory body having jurisdiction hereinafter (hereinafter collectively referred to as, the “**Exchange**”).

**4. Shares Subject to Plan**

Subject to adjustment as provided in Section 15 hereof, the Shares to be offered under the Plan shall consist of common shares of the Company’s authorized but unissued common shares. The aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding Shares from time to time. If any option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan without being exercised, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

## **5. Maintenance of Sufficient Capital**

The Company shall at all times during the term of the Plan reserve and keep available such numbers of Shares as will be sufficient to satisfy the requirements of the Plan.

## **6. Eligibility and Participation**

Directors, officers, consultants, and employees of the Company or its subsidiaries, and employees of a person or company which provides management services to the Company or its subsidiaries (“**Management Company Employees**”) shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as “**Participants**”). Subject to compliance with applicable requirements of the Exchange, Participants may elect to hold options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the options were held by the Participant.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of Shares to be subject to each option. In the case of employees or consultants of the Company or Management Company Employees, the option agreements to which they are party must contain a representation of the Company that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Company or its subsidiaries.

A Participant who has been granted an option may, if such Participant is otherwise eligible, and if permitted under the applicable policies of the Exchange, be granted an additional option or options if the Board shall so determine.

## **7. Exercise Price**

- (a) The exercise price of the Shares subject to each option shall be determined by the Board, subject to applicable Exchange policy and approval, at the time any option is granted.
- (b) Once the exercise price has been determined by the Board, accepted by the Exchange, as applicable, and the option has been granted, the exercise price of an option may only be reduced if at least 6 months have elapsed since the later of: (i) the date of the commencement of the term; (ii) the date of the exercise price was reduced; or (iii) in the cases where the Shares are listed on the Exchange, the date the Company’s shares commenced trading on the such Exchange.

## **8. Number of Optioned Shares**

- (a) The number of Shares subject to an option granted to anyone Participant shall be determined by the Board, and if and when the Shares are listed on an Exchange, no one Participant shall be granted an option which exceeds the maximum number permitted by such Exchange.
- (b) No single Participant may be granted options to purchase a number of Shares equalling more than 5% of the issued common shares of the Company in any twelve month period unless the Company has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.

- (c) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Company in any twelve month period to anyone consultant of the Company (or any of its subsidiaries).
- (d) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Company in any twelve-month period to persons employed to provide investor relation activities. Options granted to Consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than 1/4 of the options vesting in any three month period.

## **9. Duration of Option**

- (a) Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections 11 and 12, provided that in no circumstances shall the duration of an option exceed 10 years, or the maximum term permitted by any Exchange the Shares are then listed on.
- (b) If any options expire during a period when trading of our securities by certain persons as designated by the Company is prohibited (a “**Blackout Period**”) or within ten business days after the end of a Blackout Period, the term of those options will be extended to ten business days after the end of the Blackout Period, unless such extension is prohibited by any applicable law or the applicable policies of the Exchange the Shares are then listed on.

## **10. Option Period, Consideration and Payment**

- (a) The option period shall be a period of time fixed by the Board, which not to exceed the maximum term permitted by the Exchange the Shares are then listed on, if any, provided that the option period shall be reduced with respect to any option as provided in Sections 11 and 12 covering cessation as a director, officer, consultant, employee or Management Company Employee of the Company or its subsidiaries, or death of the Participant.
- (b) Subject to any vesting restrictions imposed by an Exchange which the Shares are then listed on, if any, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.
- (c) Subject to any vesting restrictions imposed by the Board, options may be exercised in whole or in part at any time and from time to time during the option period. If and when the Shares are listed on an Exchange, and to the extent required by such Exchange, no options may be exercised under this Plan until this Plan has been approved by a resolution duly passed by the shareholders of the Company.
- (d) Except as set forth in Sections 11 and 12, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Company or any of its subsidiaries, or a Management Company Employee of the Company or any of its subsidiaries.
- (e) The exercise of any option will be contingent upon receipt by the Company at its head office of a written notice of exercise, specifying the number of Shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Shares with respect to which the option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of



any common shares of the Company unless and until the certificates for Shares issuable pursuant to options under the Plan are issued to him or them under the terms of the Plan.

#### **11. Ceasing To Be a Director, Officer, Consultant or Employee**

- (a) If a Participant shall cease to be a director, officer, consultant, employee of the Company, or its subsidiaries, or ceases to be a Management Company Employee, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the Participant ceases to be a director, officer, consultant, employee or a Management Company Employee, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the Participant's services to the Company.
- (b) Nothing contained in the Plan, nor in any option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, consultant, employee or Management Company Employee of the Company or of any of its subsidiaries or affiliates.

#### **12. Death of Participant**

Notwithstanding section 11, in the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only:

- (a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and
- (b) if and to the extent that such Participant was entitled to exercise the option at the date of his death.

#### **13. Rights of Optionee**

No person entitled to exercise any option granted under the Plan shall have any of the rights or privileges of a shareholder of the Company in respect of any Shares issuable upon exercise of such option until such Shares shall have been issued.

#### **14. Proceeds from Sale of Shares**

The proceeds from the sale of Shares issued upon the exercise of options shall be added to the general funds of the Company and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

#### **15. Adjustments**

If the outstanding Shares are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Company or another corporation or entity through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, any adjustments relating to the Shares optioned or issued on exercise of options and the exercise price per Share as set forth in the respective stock option agreements shall be made in accordance to the terms of such agreements.

Adjustments under this Section shall be made by the Board whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Share shall be required to be issued under the Plan on any such adjustment.

#### **16. Transferability**

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or to the extent, if any, permitted by an Exchange on which the Shares are then listed, if any. During the lifetime of a Participant any benefits, rights and options may only be exercised by the Participant.

#### **17. Amendment and Termination of Plan**

Subject to the policies, rules and regulations of any lawful authority having jurisdiction (including any Exchange on which the Shares are then listed for trading), the Board may at any time, without further action by the shareholders, amend the Plan or any option granted hereunder in such respects as it may consider advisable and, without limiting the generality of the foregoing, it may do so to ensure that options granted hereunder will comply with any provisions respecting stock options in the income tax or other laws in force in any country or jurisdiction of which a person to whom an option has been granted may from time to time be resident or citizen or the Board may at any time, without action by shareholders, terminate the Plan. The Board may not, however, without the consent of the option holder, alter or impair any of the rights or obligations under any option theretofore granted.

#### **18. Amendment of Outstanding Options**

The Board may amend any outstanding option granted under the Plan with the consent of the affected optionee(s), if required, and the Exchange, if required, subject to the following conditions:

- (a) if the optionee is an Insider (as defined under the Exchange policies) at the time of the amendment, the Company must obtain disinterested shareholder approval, unless the amendment relates to extending the length of the term of the option or is otherwise permitted by the Exchange;
- (b) where an amendment is made to reduce the exercise price of an outstanding option:
  - (i) if the exercise price is reduced to the Discounted Market Price (as defined under the Exchange policies), a four-month hold period shall apply from the date of amendment; and
  - (ii) at least six months shall have elapsed since the later of:
    - (A) the commencement of the term of the option;
    - (B) the date the Shares commenced trading on the Exchange; and
    - (C) the date the option exercise price was last amended;
- (c) if the length of the option period of any option is extended, any such extension shall be treated as a grant of a new option and must comply with the pricing and other requirements of the Exchange

policies and the option must have been outstanding for at least one year prior to the extension of the option period.

**19. Necessary Approvals**

The ability of a Participant to exercise options and the obligation of the Company to issue and deliver Shares in accordance with the Plan is subject to any approvals which may be required from shareholders of the Company and any regulatory authority or stock exchange having jurisdiction over the securities of the Company. If any Shares cannot be issued to any Participant for whatever reason, the obligation of the Company to issue such Shares shall terminate and any option exercise price paid to the Company will be returned to the Participant.

**20. Effective Date of Plan**

The Plan has been adopted by the Board of the Company and is effective as of the date hereof. The Shares of the Company are listed on the Canadian Securities Exchange (CSE), and the Plan may be subject to the approval of the CSE and the Board may, in its sole discretion, make any changes, amendments, or modifications to the Plan as it determines are necessary or advisable in order to obtain such Exchange approval.

**21. Interpretation**

The Plan will be governed by and construed in accordance with the laws of the Province of British Columbia.

