

AMERICAN AIRES INC.
400 Applewood Crescent, Suite 100
Vaughan, Ontario L4K 0C3

MANAGEMENT INFORMATION CIRCULAR
As at May 10, 2021

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF AMERICAN AIRES INC. (the “Company”) of proxies to be used at the annual meeting of shareholders of the Company to be held on Thursday, June 10, 2021 at the office of Irwin Lowy LLP, 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 at 10:00 a.m. (Eastern time), and at any adjournment or postponement thereof (the “Meeting”) for the purposes set out in the accompanying notice of meeting (the “Notice of Meeting”). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Notice of Meeting, this management information circular (“Management Information Circular”), the annual financial statements of the Company for the financial years ended December 31, 2019 and December 31, 2020 and related management’s discussion and analysis and other meeting materials, if applicable (collectively the “Meeting Materials”) to the beneficial owners of the common shares of the Company (the “Common Shares”) held of record by such parties. The Company may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Company. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out in the Notice of Meeting and this Management Information Circular. The Company is offering its shareholders the option to listen to the Meeting via teleconference and/or video conference. Shareholders attending via teleconference and/or video conference will not be able to vote at the Meeting. Please see details on how to listen to the Meeting in this Management Information Circular.

In order to listen to the Meeting, shareholders will need to call the applicable number listed below, and enter the Meeting ID and Password noted below:

To dial using One tap mobile:	+16699009128,,92329985455#,,,,*613134# US (San Jose) +12532158782,,92329985455#,,,,*613134# US (Tacoma) Meeting ID: 923 2998 5455 Password: 613134
To dial by location:	+1 669 900 9128 US (San Jose) +1 253 215 8782 US (Tacoma) +1 301 715 8592 US (Washington DC) +1 312 626 6799 US (Chicago) +1 346 248 7799 US (Houston) +1 646 558 8656 US (New York) To find your local number open the following link: https://zoom.us/j/abtnSHtsyO Meeting ID: 923 2998 5455 Password: 613134

In order to listen to the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link: <https://zoom.us/j/92329985455?pwd=R213L1RNZfVmN1NTWdJmJl1vL0wyUT09>

Meeting ID: 923 2998 5455
Password: 613134

It is the shareholders' responsibility to ensure connectivity during the meeting and the Company encourages its shareholders to allow sufficient time to log in to the Meeting before it begins. It is strongly recommended that shareholders access the Meeting at least 15 minutes before the Meeting starts.

Shareholders participating via teleconference and/or video conference will not be able to vote at the Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

A holder of Common Shares who appears on the records maintained by the Company's registrar and transfer agent as a registered holder of Common Shares (each a "**Registered Shareholder**") may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Management Information Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Company's transfer agent and registrar, Computershare Investor Services Inc. (the "**Transfer Agent**"), not later than 10:00 a.m. (Eastern time) on Tuesday, June 8, 2021 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

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

By Mail or Hand Delivery:	Computershare Investor Services Inc. 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1
Telephone:	1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America) You will need to provide your 15 digit control number (located on the form of proxy accompanying this Management Information Circular)
Facsimile:	1-866-249-7775 or 1-416-263-9524 (if outside North America) You will need to provide your 15 digit control number (located on the form of proxy accompanying this Management Information Circular)
By Internet:	www.investorvote.com You will need to provide your 15 digit control number (located on the form of proxy accompanying this Management Information Circular)

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

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, subject to the *Business Corporations Act* (Ontario), by electronic signature, to (i) the registered office of the Company, located at 400 Applewood Crescent, Suite 100, Vaughan, Ontario L4K 0C3, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

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

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

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a beneficial holder of Common Shares who does not appear on the records maintained by the Transfer Agent as a registered holder of Common Shares (each a “**Non-Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) (each a “**Clearing Agency**”) of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent.

Distribution of Meeting Materials to Non-Registered Holders

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

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

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

Voting by Non-Registered Holders

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

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

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

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

or,

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

Voting by Non-Registered Holders at the Meeting

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of Thursday, May 6, 2021 (the "Record Date"), there were a total of 136,005,714 Common Shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the meeting.

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

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

Name	Number of Common Shares	Percentage of Issued and Outstanding Common Shares
Serov Holdings Inc.	39,420,000	28.98%

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

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

PARTICULARS OF MATTERS TO BE ACTED UPON

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

1. PRESENTATION OF FINANCIAL STATEMENTS

The audited financial statements of the Company for the years ended December 31, 2019 and 2020 and the reports of the auditors will be placed before the shareholders at the Meeting. No vote will be taken on the financial statements. The financial statements and additional information concerning the Company are available under the Company’s profile on SEDAR at www.sedar.com.

2. ELECTION OF DIRECTORS

The Board currently consists of six directors to be elected annually. The following table states the names of the persons nominated by management for election as directors, any offices with the Company currently held by them, their principal occupations or employment, the period or periods of service as directors of the Company and the approximate number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof.

Name, province or state and country of residence and position, if any, held in the Company	Principal Occupation	Served as Director of the Company since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾	Percentage of Voting Shares Owned or Controlled
Dimitry Serov ⁽²⁾ President, Chief Executive Officer, Secretary-Treasurer and Director Ontario, Canada	President, Chief Executive Officer and Secretary-Treasurer of the Company	May 15, 2012	39,420,000 ⁽³⁾	28.98%
Ruslan Elensky ⁽²⁾ Director Ontario, Canada	President and Chief Executive Officer of Lemarg Inc.	September 26, 2017	1,300,333 ⁽⁴⁾	0.97%

Name, province or state and country of residence and position, if any, held in the Company	Principal Occupation	Served as Director of the Company since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾	Percentage of Voting Shares Owned or Controlled
Igor Serov Director Ontario, Canada	President of Aires Research, a non-profit entity that engages in scientific research activities for the Company and other companies.	September 26, 2017	nil	n/a
Chris Irwin Director Ontario, Canada	Partner of Irwin Lowy LLP, a law firm	May 14, 2018	nil	n/a
Drew Green Chairman and Director Ontario, Canada	President, Chief Executive and Director of INDOCHINO Apparel Inc.	November 26, 2019	nil	n/a
Andrew Michrowski ⁽²⁾ Director Ontario, Canada	Consultant	March 19, 2021	nil	n/a

Notes:

- (1) *The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.*
- (2) *Member of the Audit Committee.*
- (3) *Held by Serov Holdings Inc., a corporation controlled by Mr. Serov.*
- (4) *573,333 held by Melarg Group Inc., a corporation controlled by Mr. Elensky.*
- (5) *The principal occupations of the director nominees who were not previously elected by the shareholders of the Company, during the past five years are as follows:*
- *Dimitry Serov: Mr. Serov has been President, Chief Executive Officer and Secretary-Treasurer of the Company since May 15, 2012.*
 - *Ruslan Elensky: Mr. Elensky has been President and Chief Executive Officer since 2015.*
 - *Igor Serov: Mr. Serov has been President of Aires Research, a non-profit entity that engages in scientific research activities for the Company and other companies since April 2015.*
 - *Chris Irwin: Mr. Irwin has been a Partner of Irwin Lowy LLP since 2010.*
 - *Drew Green: Mr. Green has been the President and Chief Executive Officer of INDOCHINO Apparel Inc. since 2015.*
 - *Andrew Michrowski: Mr. Michrowski has been President of the Planetary Association for Clean Energy, Inc., and educational organization since 1979.*

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

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

Corporate Cease Trade Orders or Bankruptcies

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

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively an “**Order**”) and that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Irwin was a director, President and Secretary of Brighter Minds Media Inc. (“**Brighter Minds**”) from March 2009 to July 2014. Brighter Minds is subject to cease trade orders resulting from a failure to file financial statements as issued on May 11, 2009 by the British Columbia Securities Commission, May 13, 2009 by the Manitoba Securities Commission, May 8, 2009 and May 20, 2009 by the Ontario Securities Commission and August 19, 2009 by the Alberta Securities Commission. As of the date of this Circular, the cease trade orders have not been revoked or rescinded.

Mr. Irwin was a director from June 2015 to December 2017 and an officer from September 2015 to April 2016 of Bloeplay Entertainment Inc. (formerly Stompy Bot Corporation) (“**Bloeplay**”), which was subject to a management cease trade order resulting from a failure to file financial statements as issued on May 2, 2016 by the British Columbia Securities Commission and May 4, 2016 and May 16, 2016 by the Ontario Securities Commission. These cease trade orders were revoked on July 5, 2016 by the British Columbia Securities Commission and July 6, 2016 by the Ontario Securities Commission. Bloeplay was subject to a management cease trade order resulting from a failure to file financial statements as issued on May 2, 2017 by the British Columbia Securities Commission and May 4, 2017 by the Ontario Securities Commission. These cease trade orders were revoked on July 5, 2017 by the British Columbia Securities Commission and July 6, 2017 by the Ontario Securities Commission.

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

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

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

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

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

Personal Bankruptcies

None of the proposed directors of the Company have, within the 10 years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

None of the proposed directors of the Company have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. APPOINTMENT OF AUDITOR

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF MNP LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. MNP LLP, Chartered Professional Accountants, were first appointed as the auditors of the Company on December 17, 2017.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Company as at December 31, 2020 whose total compensation was more than \$150,000 for the financial year of the Company ended December 31, 2020 (collectively the “**Named Executive Officers**”) and for the directors of the Company.

Summary Compensation Table

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years to the Named Executive Officers and the directors of the Company. The following table does not disclose any information regarding Mr. Andrew Michrowski, a director of the Company, as he was appointed to his position with the Company after the financial year of the Company ended December 31, 2020.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES⁽¹⁾							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Dimitry Serov President, Chief Executive Officer, Secretary-Treasurer and Director	2020	180,000	50,000	nil	nil	nil	230,000
	2019	180,000	50,000	nil	nil	nil	230,000
Robert Suttie ⁽²⁾ Chief Financial Officer	2020	30,540	nil	nil	nil	nil	30,540
	2019	76,890	nil	nil	nil	nil	76,890
Ruslan Elensky Director	2020	nil	nil	nil	nil	nil	nil
	2019	nil	nil	nil	nil	nil	nil

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES ⁽¹⁾							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Igor Serov Director	2020	110,000	20,000	nil	nil	nil	130,000
	2019	80,000	20,000	nil	nil	nil	100,000
Chris Irwin ⁽³⁾ Director	2020	nil	nil	nil	nil	nil	nil
	2019	nil	nil	nil	nil	nil	nil
Drew Green Chairman and Director	2020	60,000	nil	nil	nil	nil	60,000
	2019	nil	nil	nil	nil	nil	nil
Anthony Di Benedetto ⁽⁴⁾ Former Director	2020	nil	nil	nil	nil	nil	nil
	2019	nil	nil	nil	nil	nil	nil

Notes:

- (1) This table does not include any amount paid as reimbursement for expenses.
- (2) For the year ended December 31, 2020, the Company expended \$30,540 to Marrelli Support Services Inc. (“**Marrelli Support**”) for bookkeeping services to the Company. Mr. Suttie, the Chief Financial Officer of the Company, is the Vice President of Marrelli Support. During the financial year ended December 31, 2019, the Company expended \$76,890 to Marrelli Support for bookkeeping services to the Company.
- (3) During the financial year ended December 31, 2020, Irwin Lowy LLP, a limited liability partnership of which Mr. Irwin is a partner, was paid fees of \$51,424 for legal services. During the financial year ended December 31, 2019, Irwin Lowy LLP was paid fees of \$137,082 for legal services.
- (4) Mr. Di Benedetto resigned as a director on March 19, 2021 and Mr. Michrowski was appointed in his stead.

Stock Options and Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each Named Executive Officer and to each director of the Company during the most recently completed financial year of the Company for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Dimitry Serov President, Chief Executive Officer, Secretary-Treasurer and Director	stock options ⁽¹⁾	1,250,000 stock options exercisable for 0.50 Common Shares representing 1.1% of the outstanding number of Common Shares	December 9, 2019	0.50	0.47	0.20	December 9, 2024
Robert Suttie Chief Financial Officer	stock options ⁽¹⁾	400,000 stock options exercisable for 0.50 Common Shares representing 0.3% of the outstanding number of Common Shares	December 9, 2019	0.50	0.47	0.20	December 9, 2024
Ruslan Elensky Director	stock options ⁽¹⁾	500,000 stock options exercisable for 0.50 Common Shares representing 0.4% of the outstanding number of Common Shares	December 9, 2019	0.50	0.47	0.20	December 9, 2024

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Igor Serov Director	stock options ⁽¹⁾	nil stock options exercisable for n/a Common Shares representing 0% of the outstanding number of Common Shares	n/a	n/a	n/a	n/a	n/a
Chris Irwin Director	stock options ⁽¹⁾	500,000 stock options exercisable for 0.50 Common Shares representing 0.4% of the outstanding number of Common Shares	December 9, 2019	0.50	0.47	0.20	December 9, 2024
Drew Green Chairman and Director	stock options ⁽¹⁾	2,000,000 stock options exercisable for 0.50 Common Shares representing 1.7% of the outstanding number of Common Shares	December 9, 2019	0.50	0.47	0.20	December 9, 2024
Anthony Di Benedetto ⁽³⁾ Former Director	stock options ⁽¹⁾	500,000 stock options exercisable for 0.50 Common Shares representing 0.4% of the outstanding number of Common Shares	December 9, 2019	0.50	0.47	0.20	December 9, 2024

Notes:

- (1) The fair value of each stock option at *t*
- (2) The date of grant was estimated using the Black-Scholes option pricing model to be consistent with the audited consolidated financial statements and included the following assumptions: share price \$0.47, dividend yield 0%, expected volatility 100% (based on the historical price history of the Common Shares), risk-free interest rate of 1.62%, and an expected life of 5 years.
- (3) Calculated on a partially-diluted basis as at December 31, 2020. As at December 31, 2030 there were 118,870,000 Common Shares outstanding.
- (4) Mr. Di Benedetto resigned as a director on March 19, 2021 and Mr. Michrowski was appointed in his stead.

As at December 31, 2020, the Named Executive Officers and directors of the Company held compensation securities as set out in the table below.

COMPENSATION SECURITIES HELD BY DIRECTORS AND NAMED EXECUTIVES OFFICERS			
Name and position	Type of compensation security	Number of compensation securities	Number of underlying securities exercised or exchanged
Dimitry Serov President, Chief Executive Officer, Secretary-Treasurer and Director	stock options	1,250,000	nil Common Shares
Robert Suttie Chief Financial Officer	stock options	400,000	nil Common Shares
Ruslan Elensky Director	stock options	500,000	nil Common Shares

COMPENSATION SECURITIES HELD BY DIRECTORS AND NAMED EXECUTIVES OFFICERS			
Name and position	Type of compensation security	Number of compensation securities	Number of underlying securities exercised or exchanged
Igor Serov Director	stock options	nil	nil Common Shares
Chris Irwin Director	stock options	500,000	nil Common Shares
Drew Green Chairman and Director	stock options	2,000,000	nil Common Shares
Anthony Di Benedetto ⁽¹⁾ Former Director	stock options	500,000	nil Common Shares

Notes:

(1) Mr. Di Benedetto resigned as a director on March 19, 2021.

None of the Named Executive Officers or the directors of the Company exercised any compensation securities during the most recently completed financial year of the Company.

Stock Option Plan and other Incentive Plans

The Company has in place a stock option plan (the “**Stock Option Plan**”). The Board adopted the Stock Option Plan on April 5, 2018.

The number of Common Shares which may be reserved for issue under the Stock Option Plan is limited to 10% of the issued and outstanding number of Common Shares as at the date of the grant of stock options. As at the date hereof, 13,600,571 stock options may be reserved for issue pursuant to the Stock Option Plan, 11,850,000 stock options have been issued and 1,650,571 stock options are still available for issue.

The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees, management company 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, 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. The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Company’s Common Shares issued and outstanding at the time such options are granted.

The Stock Option Plan will be administered by the Board, which will have full and final authority with respect to the granting of all options thereunder. The Board may terminate the Stock Option Plan at any time in its absolute discretion (without shareholder approval). If the Stock Option Plan is terminated, no further options will be granted but the options then outstanding will continue in full force and effect in accordance with the provisions of this Stock Option Plan, until the time they are exercised, cancelled or surrendered or expire under the terms of the Stock Option Plan and the applicable option agreements.

The Board may determine, at the time of granting an option to an Eligible Person (as defined in the Stock Option Plan) pursuant to the Stock Option Plan, the maximum number of Common Shares that may be exercised by such Eligible Person in each year during the term of the option.

Options may be granted under the Stock Option Plan to such directors, officers, employees, management or consultants of the Company and its affiliates, if any, as the Board may from time to time designate.

The exercise price of option grants will be determined by the Board on the grant date but will not be less than the minimum exercise price permitted by the Canadian Securities Exchange, such minimum exercise price being the greater of the closing market prices of the underlying securities on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options.

The Stock Option Plan provides that unless approval of shareholders as required under applicable laws (or the applicable rules and policies of any stock exchange or market on which the shares are listed, if any) is obtained, no options shall be granted to any Employee or Consultant who is an Investor Relations Person, an Associated Consultant, an Executive Officer, a Director (as those terms are defined in the Stock Option Agreement) or permitted assign of these persons if, after the grant of options: (i) the number of securities, calculated on a fully diluted basis, reserved for issuance under options granted to: (A) Related Persons (as that term is defined in the Stock Option Plan), exceeds 10% of the outstanding securities of the Company, or (B) a Related Person, exceeds 5% of the outstanding securities of the Company, or (ii) the number of securities, calculated on a fully diluted basis, issued within 12 months to: (A) Related Persons, exceeds 10% of the outstanding securities of the Company, or (B) a Related person and associates of the Related Person, exceeds 5% of the outstanding securities of the Company.

No option may be exercised during a Blackout Period (as that term is defined in the Stock Option Plan), if the participant is then restricted from trading in Common Shares pursuant to any policy of the Company or applicable laws. If an expiry date of an option falls on a date within a Blackout Period or within nine business days following the expiration of a Blackout Period, the expiry date for that option will be automatically extended, without any further act or formality, to that date which is the tenth business day after the end of the Blackout Period.

The Board may amend the Stock Option Plan, subject to the requirements of any stock exchange or market on which the Common Shares are listed, if any, including any shareholder approval requirements, subject to certain conditions in favour of the option holders.

All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Unless otherwise determined by the Board or otherwise specified in the relevant option agreement, if a participant ceases to be an Eligible Person, any unvested portion of any option held by that participant will be immediately forfeited as of the date on which a Participant ceases to be an Eligible Person. In the case of an Employee (as defined in the Stock Option Plan), means the date that is determined by the Board in its sole discretion as the date on which the Employee ceases to actively perform services for the Company or any related entity (excluding any notice period which may extend beyond the date on which active services cease) (the “**Termination Date**”). Each Option held by that Participant will terminate on the earlier of the option expiry date set under the terms of the Stock Option Plan and: (i) in the case of termination of employment by the Company or a related entity without cause, or the failure of a director standing for election to be re-elected, or the failure by the Company or a related entity to renew a contract for services at the end of its term, the date which is 90 days after the Termination Date; (ii) in the case of the death of the Participant, the date which is one year after the death; (iii) in the case of the disability or retirement of the Participant, the date which is one year after the Termination Date; and (iv) in all other cases, the Termination Date.

In the event of an actual or potential Change of Control (as defined in the Stock Option Plan), the Board may, in its sole discretion and on the terms it sees fit, but subject to the Board’s determination to terminate or cause the exchange of any options on a Change of Control and the Company giving the affected Participants at least 14 days’ advance notice of the termination or exchange; (i) accelerate the vesting of any unvested options; (ii) cause any options to be terminated; and (iii) cause any options to be exchanged for options or other securities of another entity involved in the Change of Control transaction.

The Company has no equity compensation plans other than the Amended Stock Option Plan.

Employment, Consulting and Management Agreements

The Company has in place the following employment, consulting or management agreements between the Company or any subsidiary or affiliate thereof and its Named Executive Officers:

Dimitry Serov

Mr. Dimitry Serov's services are paid through an executive contract with the Company dated September 27, 2017, as amended on March 1, 2018 (the "**Serov Agreement**"). The Dimitry Agreement provides that Mr. Serov will serve as President of the Company and in exchange will be paid a gross annual salary of \$180,000 with a potential bonus of up to \$50,000 to be paid at the end of each calendar year conditional upon the satisfaction by Mr. Serov of performance criteria established by the Board. The Dimitry Agreement is for an indefinite term, subject to termination in accordance with its terms. The Dimitry Agreement may be terminated by: (i) Mr. Serov voluntarily on six weeks' notice to the Company in which case he will be entitled to his base salary, vacation pay and benefits only to the date of termination, provided he shall be entitled to any bonus or incentive award prorated based on active employment by him during the fiscal year in which the termination date occurred for the period up to the termination date based on achievements to the date of termination; (ii) the Company for just cause with no entitlement to any notice payments; (iii) by the Company without cause with a notice period of twenty-four (24) months or a severance payment in lieu thereof; or (iv) immediately in the event of death or disability of Mr. Serov. The Company can waive any aforementioned notice periods in favour of the Company. In the event of termination without just cause, Mr. Serov is to be paid a severance payment equal to the base salary he would have been paid during the notice period together with accrued but unpaid vacation entitlements, less any amounts he owes to the Company. Generally, Mr. Serov will be entitled to have his benefits continued throughout the notice period, if the insurer providing the benefits agrees, however, Mr. Serov agrees that the Company may deduct from any payments to be made to Mr. Serov the benefit plan contributions which were regularly made during the term of employment and that the Company's contributions to the benefits shall cease upon Mr. Serov obtaining alternate employment and becoming eligible for alternate benefit coverage with his new employer. Mr. Serov shall also be entitled to any bonus or incentive award prorated based on active employment by him during the fiscal year in which the termination date occurred for the period up to the termination date based on achievements to the date of termination. Any bonus or award payment will be made no later than 30 days following the completion of the audited financial statements for the fiscal year in which the termination date occurs. The Dimitry Agreement is subject to a non-competition and non-solicitation period of twelve (12) months following termination of Mr. Serov's employment. Upon termination, Mr. Serov will be deemed to resign as a director.

Robert Suttie

Mr. Suttie's services are paid through a consulting agreement with the Company and Marrelli Support Services Inc. ("**Marrelli**") dated September 12, 2017 (the "**Suttie Agreement**"). The Suttie Agreement provides for compensation at a rate of \$2,500 per month payable to Marrelli (for the services of Mr. Suttie) and is for an indefinite period of time, subject to termination at any time, if either party gives thirty (30) days written notice to the other party. Under the terms of the Suttie Agreement the Company has agreed to provide Mr. Suttie with incentive stock options consistent with and in frequency to other option holders in the next option grant approved by the Company. The Suttie Agreement is subject to a non-solicitation period of twelve (12) months in favour of Marrelli following termination of the consulting services. If the Company breaches the non-solicitation provision they agree to pay Marrelli a lump sum payment equal to 24 times the monthly compensation payable under the terms of the Suttie Agreement. In the event of a change in control of the Company, and Marrelli or the Company terminates the Suttie Agreement within 24 months of such change in control, a termination fee in a lump sum payment of \$2,500 shall be payable to Marrelli and any stock options granted to Mr. Suttie will immediately vest and be exercisable with the earlier of: (i) the expiry date of the options; or (ii) 12 months after the date on which the Suttie Agreement is terminated.

Igor Serov

Mr. Igor Serov's services are paid through a consulting agreement with the Company dated September 27, 2017, as amended on March 1, 2018 (the "**Igor Agreement**"). The Igor Agreement is for an indefinite term and provides that Mr. Serov will be paid a gross annual salary of \$80,000 with a potential bonus of up to \$20,000 to be paid at the end

of each calendar year conditional upon the satisfaction by Mr. Serov of performance criteria established by the Board. The Company can terminate the Igor Agreement if Mr. Serov commits a material breach that isn't remedied within 10 days after receipt of written notice, or if Mr. Serov commits any willful or intentional act having the effect of materially injuring the reputation, business or business relationships of the Company. If Mr. Serov is terminated by the Company for any reason, Mr. Serov will be entitled to ninety (90) days' notice and payment of all yearly fees owed pursuant to the Igor Agreement for a total of \$80,000 per year.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

Other than Messrs. Dimitry Serov and Igor Serov, the Company does not pay its directors a fee for acting as directors of the Company. They are, however, entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors of the Company and discretionary bonuses. The Company does, from time to time, grant the directors of the Company stock options pursuant to the Stock Option Plan. There are no other arrangements under which the directors of the Company who are not Named Executive Officers were compensated by the Company or its subsidiaries during the most recently completed financial year end for their services in their capacity as directors of the Company.

Compensation of Named Executive Officers

Principles of Executive Compensation

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

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

The Board is responsible for the Company's compensation policies and practices. The Board, at the recommendation of the Compensation Committee, has the responsibility to review and make recommendations concerning the compensation of the directors of the Company and the Named Executive Officers. The Board, at the recommendation of the Compensation Committee, also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the Stock Option Plan. The Board, at the recommendation of the Compensation Committee, also reviews and approves the hiring of executive officers.

Base Salary

The Board, at the recommendation of the Compensation Committee, approves the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of

the particular individual. Comparative data for the Company's peer group is also accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers of the Company is consistent with the administration of salaries for all other employees.

Annual Incentives

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

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

Compensation and Measurements of Performance

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

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

Long Term Compensation

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

Pension Disclosure

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

Termination and Change of Control Benefits

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

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The following table sets forth information with respect to all compensation plans of the Company under which equity securities are authorized for issue as of December 31, 2019:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plans approved by securityholders	11,850,000	0.49	1,750,571
Equity compensation plans not approved by securityholders	nil	n/a	n/a
Total	11,850,000	0.49	1,750,571

Notes:

- (1) *The Stock Option Plan is a “rolling” stock option plan whereby the maximum number of Common Shares that may be reserved for issue pursuant to the Stock Option Plan will not exceed 10% of the outstanding Common Shares at the time of the stock option grant. As at the date of this Management Information Circular, 13,600,571 stock options may be issued under the Stock Option Plan, 11,850,000 stock options are outstanding and an additional 1,650,571 stock options are reserved for issue and remain available for future issue under the Stock Option Plan.*

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

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

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

Audit Committee Charter

The full text of the charter of the Company’s Audit Committee is attached hereto as appendix A (the “**Audit Committee Charter**”).

Composition of the Audit Committee

The Audit Committee members are currently Ruslan Elensky (Chair), Andrew Michrowski and Dimitry Serov, each of whom is a director and financially literate. Messrs. Elensky and Michrowski, are deemed to be “independent” for the purposes of NI 52-110, while Mr. Serov, President, Chief Executive Officer and Secretary-Treasurer of the Company, is not considered to be “independent” for the purposes of NI 52-110.

Relevant Education and Experience

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

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

Ruslan Elensky, Director – Mr. Elensky, has served as a Director of American Aires Inc. since September 26, 2017. He is an Entrepreneur, Investor and a Philanthropist with years of involvement in starting, growing and exiting businesses. His extensive experience covers a wide variety of industries including Transportation, Retail, Construction and Real Estate with the primary focus on innovations and disruptive technologies.

Andrew Michrowski, Director – Mr. Michrowski holds a Dottore in Architettura diploma from Politecnico di Milano in 1975. He is currently a consultant with an international scientific NGO with special consultative status at the United Nations: Planetary Association for Clean Energy, which focuses on advanced clean energy systems and monitors technological threats. Prior thereto, Mr. Michrowski served as Chief Planner with Indian and Northern Affairs, and previously, he held positions as forecaster, policy analyst and program evaluator with the Secretary of State. He has headed multi-year Canadian EMF in housing study for the Canada Mortgage and Housing Corporation team.

Dimity Serov, President, Chief Executive Officer, Secretary-Treasurer and Director – Mr. Serov holds a diploma from St. Petersburg's College of Economics and Business Management which he obtained in 2003. Mr. Serov has held various sales and management positions in the automotive sector with BMW, Mercedes Benz and Audi where he worked with financial lease models in advising his clients. Since 2012, Mr. Serov has served as the Chief Executive Officer of American Aires Inc. has experience working with its accountants and financial advisors in analyzing financial statements and understanding the procedures associated with proper accounting for an operating company in his role as CEO. Mr. Serov has been actively involved in operating all aspects of the Company's business since 2012 including the preparation of its yearly financial statements.

Audit Committee Oversight

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

Reliance on Exemptions in NI 52-110

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

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit);

2. the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110 (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a circumstance arises that affects the business or operations of the Company and a reasonable person would conclude that the circumstance can be best addressed by a member of the Audit Committee becoming an executive officer or employee of the Company);
3. the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if an Audit Committee member becomes a control person of the Company or of an affiliate of the Company for reasons outside the member's reasonable control);
4. the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a vacancy on the Audit Committee arises as a result of the death, incapacity or resignation of an Audit Committee member and the Board was required to fill the vacancy); or
5. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

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

Pre-Approval Policies and Procedures

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

Audit Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended December 31, 2020 and December 31, 2019:

	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
Year ended December 31, 2020	35,000	2,450	Nil	24,610
Year ended December 31, 2019	45,000	3,150	Nil	24,610

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

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

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

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

REPORT ON CORPORATE GOVERNANCE

The Company believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (collectively the “**Governance Guidelines**”) of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Corporate Governance Committee will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations.

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

Board of Directors

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

Directorships

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

Name of Director	Reporting Issuer
Dimitry Serov	Trent Capital Corp.
Chris Irwin	Minnova Corp., Homby Bay Minerals Exploration Ltd., Deveron Corp., Greencastle Resources Ltd., Relay Medical Corp., Intercontinental Gold and Metals Ltd., Blocplay Entertainment Inc., Drone Delivery Canada Corp. and The Valens Company Inc.
Drew Green	INDOCHINO Apparel Inc., EMERGE Commerce Ltd. and Real Luck Group Ltd.

Orientation and Continuing Education

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

Ethical Business Conduct

The Board has not adopted guidelines or attempted to quantify or stipulate steps to encourage and promote a culture of ethical business conduct, but does promote ethical business conduct through the nomination of Board members it considers ethical, through avoiding or minimizing conflicts of interest, and by having at least two of its Board members independent of corporate matters.

Nomination of Directors

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

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

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

OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Shareholders may contact the Company in order to request copies of: (i) this Management Information Circular; and (ii) the Company's consolidated financial statements and the related management's discussion and analysis (the "MD&A") which will be sent to the shareholder without charge upon request. Financial information is provided in the Company's consolidated financial statements and MD&A for its financial years ended December 31, 2019 and 2020.

APPROVAL OF THE BOARD OF DIRECTORS

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

DATED at Toronto, Ontario this 10th day of May, 2021.

BY ORDER OF THE BOARD

"Dimitry Serov" (signed)
Chief Executive Officer

APPENDIX A

AMERICAN AIRES INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors (the "**Board**") in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. Composition

- (a) *Number of Members.* The Audit Committee must be comprised of a minimum of three directors of the Company, at least half of whom will be independent. Independence of the board members will be as defined by applicable legislation.
- (b) *Chair.* Audit Committee members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (c) *Financially Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

2. Meetings

- (a) *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- (c) *Notice to Auditors.* The Company's auditors (the "**Auditors**") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) *Minutes.* Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

- (a) *Selection of the external auditor.* Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.

- (b) *Scope of Work.* Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) *Compensation.* Recommend to the Board the compensation to be paid to the external auditors.
- (d) *Replacement of Auditor.* If necessary, recommend the replacement of the Auditor to the Board.
- (e) *Approve Non-Audit Related Services.* Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.
- (f) *Direct Responsibility for Overseeing Work of Auditors.* Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.
- (g) *Resolution of Disputes.* Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

- (a) *Review Audited Financial Statements.* Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (b) *Review of Interim Financial Statements.* Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports.* Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.
- (d) *Auditor Reports and Recommendations.* Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (a) *Internal Control.* Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.
- (b) *Financial Management.* Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.
- (c) *Accounting Policies and Practices.* Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (d) *Litigation.* Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the

Company and the manner in which these matters are being disclosed in the consolidated financial statements.

- (e) *Other.* Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

- (a) *Accounting, Auditing and Internal Control Complaints.* The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.
- (b) *Employee Complaints.* The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

4. Authority

- (a) *Auditor.* The Auditor, and any internal auditors hired by the Company, will report directly to the Audit Committee.
- (b) *To Retain Independent Advisors.* The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

5. Reporting

The Audit Committee will report to the Board on:

- (a) the Auditor's independence;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (c) the reappointment and termination of the Auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;
- (e) the Audit Committee's review of the annual and interim consolidated financial statements;
- (f) the Audit Committee's review of the annual and interim management discussion and analysis;
- (g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and
- (h) all other material matters dealt with by the Audit Committee.