



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND
MANAGEMENT INFORMATION CIRCULAR**

Dated: June 25, 2024



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares of **American Aires Inc.** (the “**Company**”) will be held at 11:00 a.m. (Eastern Time) on Thursday, August 1, 2024 in a hybrid format:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2023, and the auditor’s report thereon;
2. To appoint AGT Partners LLP as the Company’s auditor for the ensuing year, at a remuneration to be fixed by the Directors;
3. To set the number of Directors for the ensuing year at five (5);
4. To elect Directors to hold office for the ensuing year;
5. To ratify and confirm the Advance Notice Policy adopted by the board of directors of the Company on June 24, 2024; and
6. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

The Meeting will be conducted in-person at the offices of Cozen O'Connor LLP, Bay Adelaide Centre – North Tower, 40 Temperance Street, Suite 2700, Toronto, Ontario, M5H 0B4, and by live webcast accessible at:

<https://cozen.zoom.us/j/82267277905?pwd=RkeYwhl9vql2ZtWNpnuvy2D0ctaLV.1>

Meeting ID: 822 6727 7905

Passcode: 722977

This hybrid format enables all Shareholders to participate equally at the Meeting, regardless of their geographic location.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the accompanying Information Circular. At the Meeting, Shareholders will be asked to approve each of the foregoing items. The Company is not aware of any items of business to be brought before the Meeting other than those noted above and further described in the accompanying Information Circular.

The directors of the Company have fixed June 25, 2024 as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment(s) or postponement(s) of the Meeting.

Your vote is important. Management recommends you vote your shares in advance of the meeting to ensure your vote is properly accounted for. Only registered Shareholders and duly appointed proxyholders will be permitted access to the Meeting.

The Information Circular accompanying this Notice of Meeting provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of this Notice of Meeting. Also accompanying this Notice of Meeting is a proxy for registered

shareholders. You may also be provided a voting instruction form by your Intermediary (as defined below) if you are a non-registered shareholder.

If you are a registered shareholder, whether or not you expect to attend the Meeting or any postponement or adjournment thereof, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE OR VOTE BY PROXY USING THE TELEPHONE OR INTERNET BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ACCOMPANYING PROXY. Please note that registered shareholders of the Company may vote in person at the Meeting and any postponement(s) or any adjournment(s) of the Meeting even if you have previously returned the proxy.

To be effective, a proxy must be received by Computershare Investor Services Inc. not later than 11:00 a.m. (Eastern Time) on July 30, 2024, or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the postponed or adjourned meeting. **Late proxies may be accepted or rejected by the Chairperson of the Meeting in his or her discretion. The Chairperson is under no obligation to accept or reject any particular late proxy.**

As set out in the notes to the Proxy, the enclosed proxy is solicited by management of the Company, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

If you are a non-registered shareholder and receive these materials through your broker, institution, participant, trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada) or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by the Intermediary. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting. Note that the deadlines set by your Intermediary for submitting your voting instruction form may be earlier than the dates described above

DATED at Vaughan, Ontario, this 25th day of June, 2024.

By order of the Board of Directors.

AMERICAN AIRES INC.

/s/ “Josh Bruni”

Josh Bruni
Chief Executive Officer, Chief Revenue Officer
and Director



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

MANAGEMENT INFORMATION CIRCULAR
As at June 25, 2024

SOLICITATION OF PROXIES

This Information Circular and the accompanying documents are furnished in connection with the solicitation by the management of American Aires Inc. (the “**Company**”) for use at the Annual General Meeting of Shareholders of the Company to be held on Thursday, August 1, 2024 at 11:00 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**”). The Meeting will be conducted in-person at Cozen O'Connor LLP, Bay Adelaide Centre – North Tower, 40 Temperance Street, Suite 2700, Toronto, Ontario, M5H 0B4, and by live webcast accessible at:

<https://cozen.zoom.us/j/82267277905?pwd=RkeYwhI9vqI2ZtWNpnuyy2D0ctalLV.1>

Meeting ID: 822 6727 7905

Passcode: 722977

This hybrid format enables all shareholders to participate equally at the Meeting, regardless of their geographic location. While it is expected that the solicitation 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 (“**Information Circular**”), the annual financial statements of the Company for the financial year ended December 31, 2023 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.

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 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.

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 less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or an adjourned meeting.

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 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 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 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 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 Information Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

INFORMATION FOR NON-REGISTERED (BENEFICIAL) OWNERS OF SHARES

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 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.

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 a 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 June 25, 2024 (the "**Record Date**"), there were a total of 91,824,199 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.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out under the heading "*Particulars of Matters to be Acted Upon*" below, and as disclosed elsewhere in this Information Circular, no person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year or any associate of any such director or officer 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 only 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 year ended December 31, 2023 and the report 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.sedarplus.ca.

2. APPOINTMENT OF AUDITORS

AGT Partners LLP, is the auditor of the Company. AGT Partners LLP was first appointed as the Company's auditor on January 3, 2023 by the Board, upon the recommendation of the Audit Committee of the Company.

Shareholders will be asked to approve the re-appointment of AGT Partners LLP as the auditor of the Company to hold office until the next annual general meeting of the Shareholders at remuneration to be fixed by the Board of Directors.

Management is recommending the re-appointment of AGT Partners LLP as auditor, to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board of Directors. In the absence of instructions to the contrary, the management Proxyholders intend to vote the Common Shares represented by each Proxy, properly executed, FOR appointing AGT Partners LLP as the Company's independent auditor for the ensuing year, at remuneration to be fixed by the directors.

3. ELECTION OF DIRECTORS

The Board currently consists of five (5) directors. The following table states the names of the persons nominated by management for election as directors at the Meeting, 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, Residence and Position(s) Presently Held	Principal Occupation	Director Since	Number and Percentage of Common Shares⁽¹⁾
Dimitry Serov ⁽²⁾ <i>Ontario, Canada</i> President, Chief Product Officer, Treasurer and Director	President, Chief Product Officer, Treasurer and Director of the Corporation	May 15, 2012	8,474,347 ⁽³⁾ (9.23%)
Josh Bruni ⁽⁴⁾ <i>Texas, United States</i> Chief Executive Officer, Chief Revenue Officer and Director	Chief Executive Officer, Chief Revenue Officer and Director of the Corporation	March 1, 2023	8,048,992 (8.77%)
Jamie Cochran ⁽²⁾ <i>Ontario, Canada</i> Director	President and Chief Executive Officer of Lemarg Inc.	September 26, 2017	4,590,910 (5.00%)
Drew Green <i>Ontario, Canada</i> Chairman and Director	President, Chief Executive and Director of INDOCHINO Apparel Inc.	December 9, 2019	300,000 ⁽⁴⁾ (0.33%)
Andrew Michrowski ⁽²⁾ <i>Ontario, Canada</i> Director	Consultant	March 19, 2021	Nil (0%)

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 nominee.
- (2) Member of the Audit Committee.

- (3) Held by Serov Holdings Inc., a corporation beneficially owned and controlled by Mr. Serov.
- (4) Held by Drewgreen.ca Inc., a corporation beneficially owned by Mr. Green.

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

None of the proposed directors of the Company, within 10 years before the date of this 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 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

As of the date of this Information Circular, no director proposed to be nominated for election at the Meeting has been subject to any:

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

4. RATIFICATION OF THE ADVANCE NOTICE POLICY

The Board approved the adoption of the Advance Notice Policy on June 24, 2024. The Advance Notice Policy ensures the Company and its Shareholders receive adequate prior notice of director nominations, as well as sufficient information on all the nominees. The Company and its Shareholders will thus have sufficiently advanced notice to permit the proper evaluation of a proposed nominees' qualifications and suitability to serve as a director of the Company. The Advance Notice Policy will also facilitate an orderly and efficient meeting process. Certain key terms of the Advance Notice Policy are summarized below, which summary is qualified in its entirety by the full text of the Advance Notice Policy attached as Appendix B to this Information Circular.

Among other things, the Advance Notice Policy sets a deadline by which Shareholders must submit a notice of director nominations to the Company prior to an annual or special meeting of Shareholders as well as the information required in the notice for it to be valid. To be timely, a Shareholder must give valid notice to the Company: (i) in the case of an annual meeting of Shareholders, not less than 30 days prior to the date of the annual meeting of Shareholders; provided, however, that in the event that the annual meeting of Shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the nominating Shareholder may be made not later than the close of business on the tenth day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual meeting) of Shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth day following the day on which the first public announcement of the date of the special meeting of Shareholders was made. Provided, however, that if the Company elects to use "notice-and-access" (as defined in National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer*) to send proxy-related materials to Shareholders in connection with an annual meeting of Shareholders, notice of director nominations must be received at least 40 days prior to the date of the annual meeting.

In addition, in order to ensure the directors and Shareholders are provided with sufficient information to evaluate a proposed nominee's qualifications and suitability as a director, the Advance Notice Policy specifies the information which a Shareholder is required to include in the advance notice in order for the notice to be valid.

The Board may, in its sole discretion, waive any requirements in the Advance Notice Policy.

At the meeting, the Shareholders will be asked to review and, if deemed appropriate, to approve the following ordinary resolution (the "**Advance Notice Policy Resolution**") in order to ratify and confirm the adoption of the Advance Notice Policy:

“BE IT RESOLVED THAT:

1. the Advance Notice Policy adopted by the Board on June 24, 2024, the full text of which is reproduced as Appendix B to the management information circular of the Company dated June 25, 2024, be and is hereby ratified and confirmed; and
2. any director or officer of the Company be and his hereby authorized and directed, for and on behalf of the Company, to do all acts and things, as such director or officer may determine necessary or advisable to give effect to this resolution.”

The Board and management consider that the Advance Notice Policy is in the best interest of the Company and, consequently, recommend that Shareholders vote **FOR** the approval of the Advance Notice Policy Resolution which, in order to be approved and adopted, requires the affirmative vote of not less than a simple majority of the votes cast, in person or by proxy, at the Meeting. Unless a proxy specifies that the Common Shares it represents should be withheld from voting in respect of the ratification and confirmation of the Advance Notice Policy or voted in accordance with the specification in the proxy, the persons named in the enclosed form of proxy intend to vote **FOR** the approval of the Advance Notice Policy Resolution relating to the ratification of the Advance Notice Policy.

STATEMENT OF EXECUTIVE COMPENSATION

The following describes and explains the significant elements of the Corporation’s senior management compensation program.

For the purpose of this compensation discussion and analysis, a “**CEO**” or “**CFO**” means each individual who served as Chief Executive Officer or Chief Financial Officer, respectively, of the Corporation or acted in a similar capacity during the most recently completed financial year. A “**Named Executive Officer**” or “**NEO**” means each CEO, each CFO, the Corporation’s most highly compensated executive officer, other than the CEO and CFO, who was serving as an executive officer at the end of the most recently completed financial year and whose total compensation was more than \$150,000, and any additional individuals who would be a Named Executive Officer but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of the financial year.

During the year ended December 31, 2023, the Company had three Named Executive Officers: Josh Bruni (Chief Executive Officer, Chief Revenue Officer and Director of the Company), Vitali Savitski (Chief Financial Officer of the Company) and Dimitry Serov (President, Chief Product Officer, Treasurer and director of the Company, and former Chief Executive Officer of the Company).

During the year ended December 31, 2022, the Company had four Named Executive Officers: Dimitry Serov (President, Chief Product Officer, Treasurer, director and former Chief Executive Officer and former Secretary of the Company), Robert Suttie (former Chief Financial Officer of the Company), Josh Bruni (Chief Revenue Officer of the Company) and Vitali Savitski (Chief Financial Officer 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 of the Company to the Named Executive Officers and the directors of the Company.

All dollar amounts referenced in the table below are in Canadian dollars unless otherwise specified.

Table of Compensation Excluding Compensation Securities ⁽¹⁾							
Name and Position(s) Held	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	All other compensation (\$)	Total compensation (\$)
Dimitry Serov ⁽²⁾ <i>President, Chief Product Officer, Treasurer and Director</i>	2023	200,000	50,000	Nil	Nil	Nil	250,000
	2022	180,000	50,000	Nil	Nil	Nil	230,000
Josh Bruni ⁽²⁾ <i>Chief Executive Officer, Chief Revenue Officer and Director</i>	2023	413,257	Nil	Nil	Nil	Nil	413,257
	2022	US\$274,992	Nil	Nil	Nil	Nil	US\$274,992
Vitali Savitski ⁽³⁾ <i>Chief Financial Officer</i>	2023	128,000	Nil	Nil	Nil	Nil	128,000
	2022	2,500	Nil	Nil	Nil	Nil	2,500
Robert Suttie ⁽³⁾⁽⁴⁾ <i>Former Chief Financial Officer</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	27,995	Nil	Nil	Nil	Nil	27,995
Drew Green <i>Chairman and Director</i>	2023	60,000	Nil	Nil	Nil	Nil	60,000
	2022	60,000	Nil	Nil	Nil	Nil	60,000
Jamie Cochran ⁽⁵⁾ <i>Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Michrowski ⁽⁶⁾ <i>Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil

Table of Compensation Excluding Compensation Securities ⁽¹⁾							
Name and Position(s) Held	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	All other compensation (\$)	Total compensation (\$)
Ruslan Elensky ⁽⁷⁾ <i>Former Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) This table does not include any amount paid as reimbursement for expenses.
- (2) Mr. Serov resigned as Chief Executive Officer of the Company on February 28, 2023 and resigned as Secretary of the Company on March 13, 2023. Mr. Bruni was appointed Chief Executive Officer of the Company and a director on February 28, 2023. Mr. Serov was appointed as Chief Product Officer of the Company on March 1, 2023.
- (3) Mr. Suttie resigned as Chief Financial Officer on December 6, 2022. Mr. Savitski was appointed Chief Financial Officer of the Company on December 12, 2022.
- (4) For the year ended December 31, 2022, the Company expensed \$75,678 to Marrelli Support Services Inc., DSA Corporate Services Inc. and DSA Filing Services Limited (collectively, the “**Marrelli Group**”) for CFO, bookkeeping, regulatory filing and corporate secretarial services to the Company. Mr. Suttie is the Vice President of Marrelli Support Service Inc.
- (5) Mr. Cochran was appointed a director of the Company on March 20, 2024.
- (6) Mr. Michrowski was appointed a director of the Company on March 19, 2021.
- (7) Mr. Elensky resigned as a director of the Company on March 20, 2024.

Stock Options and Other Compensation Securities

Effective April 25, 2023, the Company adopted the omnibus long-term incentive plan (the “**LTIP**”) as the Company’s equity incentive plan. Pursuant to the LTIP, the Board may grant stock options (“**Options**”), performance share units (“**PSUs**”) and restricted share units (“**RSUs**”, and together with Options and PSUs, “**Awards**”) to eligible executive officers, directors, employees and consultants of the Company. For more information concerning the LTIP, see “*Equity Incentive Plans*”.

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 ⁽¹⁾							
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 the date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Drew Green <i>Director</i>	Options ⁽³⁾⁽⁴⁾	300,000 (50.00%)	10/19/2023	\$0.095	\$0.105	\$0.175	07/06/2026

Compensation Securities ⁽¹⁾							
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 the date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Ruslan Elensky <i>Former Director</i>	Options ⁽³⁾	35,000 (5.83%)	10/19/2023	\$0.095	\$0.105	\$0.175	07/06/2026
Andrew Michrowski <i>Director</i>	Options ⁽³⁾	35,000 (5.83%)	10/19/2023	\$0.095	\$0.105	\$0.175	07/06/2026
Josh Bruni <i>Chief Executive Officer, Chief Revenue Officer and Director</i>	RSUs ⁽³⁾	3,000,000 (37.04%)	10/19/2023	N/A	\$0.105	\$0.175	N/A
Vitali Savitski <i>Chief Financial Officer</i>	RSUs ⁽³⁾⁽⁵⁾	500,000 (6.17%)	10/19/2023	N/A	\$0.105	\$0.175	N/A
Dimitry Serov <i>President, Chief Product Officer, Treasurer and Director</i>	RSUs ⁽³⁾⁽⁶⁾	4,600,000 (56.79%)	10/19/2023	N/A	\$0.105	\$0.175	N/A

Notes:

- (1) No other Named Executive Officers or directors of the Company were issued compensation securities during the most recently completed financial year of the Company.
- (2) Percentages based on 600,000 Options and 8,100,000 RSUs outstanding as at October 19, 2023.
- (3) Each Option is exercisable in accordance with the terms of its grant to acquire one Common Share. Each RSU entitles the holder to receive, upon vesting and settlement in accordance with the terms of its grant, one Common Share without payment of any consideration therefor. Pursuant to the terms of grant of the RSUs, one-half of the RSUs vested on the date of grant and the remaining one-half vest on the first anniversary of the date of grant.
- (4) Options granted to Drewgreen.ca Inc., a company controlled or directed by Drew Green.
- (5) RSUs granted to VMS Corporate Services Inc., a company controlled or directed by Vitali Savitski.
- (6) RSUs granted to Serov Holdings Inc., a company controlled or directed by Dimitry Serov.
- (7) As at December 31, 2023, the total number of compensation securities held by each Named Executive Officer or director of the Company (or held through a company controlled or directed by the Named Executive Officer or director, if applicable) was as follows: Drew Green (300,000 Options), Ruslan Elensky (35,000 Options), Andrew Michrowski (35,000 Options), Josh Bruni (1,500,000 RSUs), Vitali Savitski (250,000 RSUs) and Dimitry Serov (2,300,000 RSUs).

The following table provides a summary of the RSUs that vested during the year ended December 31, 2023.

Vesting of Compensation Securities held by Directors or NEOs ⁽¹⁾							
Name and position	Type of compensation security	Number of underlying securities vested	Exercise price per security (\$)	Vesting date	Closing price per security on the vesting date (\$)	Difference between exercise price and closing price on vesting date (\$)	Total value on vesting date ⁽⁴⁾
Josh Bruni <i>Chief Executive Officer, Chief Revenue Officer and Director</i>	RSUs	1,500,000	N/A ⁽³⁾	10/19/2023	\$0.105	N/A ⁽³⁾	\$157,500
Vitali Savitski <i>Chief Financial Officer</i>	RSUs ⁽¹⁾	250,000	N/A ⁽³⁾	10/19/2023	\$0.105	N/A ⁽³⁾	\$26,250
Dimitry Serov <i>President, Chief Product Officer, Treasurer and Director</i>	RSUs ⁽²⁾	2,300,000	N/A ⁽³⁾	10/19/2023	\$0.105	N/A ⁽³⁾	\$241,500

Notes:

- (1) RSUs granted to VMS Corporate Services Inc., a company controlled or directed by Vitali Savitski.
- (2) RSUs granted to Serov Holdings Inc., a company controlled or directed by Dimitry Serov.
- (3) Each RSU entitles the holder to receive, upon vesting and settlement in accordance with the terms of grant, one Common Share without payment of any consideration therefor.
- (4) Total value is calculated by multiplying: (i) the total number of Common Shares issuable pursuant to vested RSUs, by (ii) the closing price of the Common Shares on the vesting date.

Equity Incentive Plans

Effective April 25, 2023, the Company adopted the LTIP as the Company's equity incentive plan. The LTIP replaced the Company's legacy stock option plan (the "**Legacy Stock Option Plan**"), which was last approved by Shareholders at the Corporation's annual general and special meeting held on April 5, 2018. All outstanding stock options granted under the Legacy Stock Option Plan will continue to be governed by the terms of the Legacy Stock Option Plan and the Company has ceased to grant any stock options or other equity-based awards under the Legacy Stock Option Plan.

The LTIP is a "rolling" plan which sets the aggregate number of Common Shares reserved for issuance on the exercise or settlement of Awards under the LTIP at an amount equal to up to a maximum of 20% of the Company's issued and outstanding Common Shares from time to time. The LTIP will allow for a variety of equity-based awards that provide different types of incentives to be granted to certain of our directors, officers, senior executives, consultants, management company employees and other employees of the Company in the form of Options, PSUs and RSUs. Each Award will represent the right to receive Common Shares, or in the case of PSUs and RSUs, Common Shares or cash, in accordance with the terms of the LTIP. The following summary of the material terms of the LTIP is qualified in its entirety by the full text of the LTIP, a copy of which was attached to the Company's management information circular dated April 25, 2023 and filed on SEDAR+ at www.sedarplus.ca.

Under the terms of the LTIP, the Board may grant Awards to eligible participants, as applicable. Participation in the LTIP is voluntary and, if an eligible participant agrees to participate, the grant of Awards will be evidenced by a grant agreement with each such participant. The interest of any participant in any Award is not assignable or transferable, whether voluntary, involuntary, by operation of law or otherwise, other than by will or the laws of descent and distribution.

The LTIP provides for appropriate adjustments, if any, to be made by the Board in connection with a reclassification, reorganization or other change of the Company's Common Shares, share split or consolidation, distribution, merger or amalgamation, in the Common Shares issuable or amounts payable to preclude a dilution or enlargement of the benefits under the LTIP.

The total number of Common Shares reserved and available for grant and issuance pursuant to Awards granted under the LTIP shall not exceed 20% of the total issued and outstanding Common Shares from time to time or such other number as may be approved by the CSE and the shareholders of the Corporation from time to time. The LTIP is an "evergreen plan" and, accordingly, if any Awards granted under the LTIP expire, terminate or are cancelled for any reason without being settled in the form of Common Shares, such Common Shares will become available for additional grants under the LTIP.

The maximum number of Common Shares that may be: (i) issued to insiders of the Company within any one-year period; or (ii) issuable to insiders of the Company at any time, in each case, under the LTIP alone, or when combined with all of the Company's other security-based compensation arrangements, including the Legacy Stock Option Plan, cannot exceed 20% of the aggregate number of Common Shares issued and outstanding from time to time determined on a non-diluted basis.

An Option shall be exercisable during a period established by the Board which shall commence on the date of the grant and shall terminate no later than ten (10) years after the date of the granting of the Option or such shorter period as the Board may determine. As long as the Common Shares are traded on a stock exchange, the exercise price of an Option may not be less than the greater of the closing price of the Common Shares on: (i) the last trading day before the date such Option is granted; and (ii) the date such Option is granted. The LTIP provides that the exercise period of an Option will automatically be extended if the date on which it is scheduled to terminate falls during a black-out period. In such cases, the extended exercise period will terminate ten (10) business days after the last day of the black-out period.

In order to facilitate the payment of the exercise price of the Options, the LTIP has a cashless exercise feature pursuant to which a participant may elect to undertake either a broker-assisted "cashless exercise" or a "net exercise" subject to the procedures set out in the LTIP, including the consent of the Board, where required.

The following table describes the impact of certain events upon the rights of holders of Options under the LTIP, including termination for cause, resignation, retirement, termination other than for cause, and death or long-term disability, subject to the terms of a participant's employment agreement, grant agreement and the change of control provisions described below:

Event Provisions	Provisions
Termination for cause.....	Immediate forfeiture of all vested and unvested Awards.
Resignation	The earlier of the original expiry date and ninety (90) days after resignation to exercise vested Awards or such longer period as the Board may determine in its sole discretion.
Retirement.....	All unvested Awards will vest in accordance with their vesting schedules, and all vested Awards held may be exercised until the earlier of the expiry date of such Awards or one (1) year following the retirement date.
Termination or cessation	All unvested Awards may vest subject to proration over the applicable vesting or performance period and shall expire on the earliest of ninety (90) days after the effective date of the termination date, or the expiry date of such Award.
Death or long-term disability	All unvested Awards will immediately vest and expire 180 days after the date of death.
Change of Control	If a participant is terminated without “cause” or resigns for good reason during the 12-month period following a Change of Control, or after the Company has signed a written agreement to effect a change of control but before the change of control is completed, then any unvested Awards will immediately vest and may be exercised prior to the earlier of thirty (30) days of such date or the expiry date of such Awards.

The terms and conditions of grants of RSUs and PSUs, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these Awards, will be set out in the participant’s grant agreement. The impact of certain events upon the rights of holders of these types of Awards, including termination for cause, resignation, retirement, termination other than for cause and death or long- term disability, will be set out in the participant’s grant agreement.

In connection with a change of control of the Company, the Board will take such steps as are reasonably necessary or desirable to cause the conversion or exchange or replacement of outstanding Awards into, or for, rights or other securities of substantially equivalent (or greater) value in the continuing entity, as applicable. If the surviving successor or acquiring entity does not assume the outstanding Awards, or if the Board otherwise determines in its discretion, the Company shall give written notice to all participants advising that the LTIP shall be terminated effective immediately prior to the change of control and all Awards, as applicable, shall be deemed to be vested and, unless otherwise exercised, settled, forfeited or cancelled prior to the termination of the LTIP, shall expire or, with respect to the RSUs and PSUs be settled, immediately prior to the termination of the LTIP. In the event of a change of control, the Board has the power to: (i) make such other changes to the terms of the Awards as it considers fair and appropriate in the circumstances, provided such changes are not adverse to the participants; (ii) otherwise modify the terms of the Awards to assist the participants to tender into a takeover bid or other arrangement leading to a change of control, and thereafter; and (iii) terminate, conditionally or otherwise, the Awards not exercised or settled, as applicable, following successful completion of such change of control.

If the change of control is not completed within the time specified therein (as the same may be extended), the Awards which vest shall be returned by the Company to the participant and, if exercised or settled, as applicable, the Common Shares issued on such exercise or settlement shall be reinstated as authorized but unissued Common Shares and the original terms applicable to such Awards shall be reinstated.

The Board may, in its sole discretion, suspend or terminate the LTIP at any time, or from time to time, amend, revise or discontinue the terms and conditions of the LTIP or of any securities granted under the LTIP and any grant agreement relating thereto, subject to any required regulatory approval, provided that such suspension, termination, amendment, or revision will not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP or as required by applicable laws.

The Board may amend the LTIP or any securities granted under the LTIP at any time without the consent of a participant provided that such amendment shall: (i) not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP; (ii) be in compliance with applicable laws and subject to any regulatory approvals including, where required, the approval of any applicable stock exchange; and (iii) be subject to shareholder approval, where required by law or the requirements of the LTIP, provided however that shareholder approval shall not be required for the following amendments and the Board may make any changes which may include but are not limited to:

- amendments of a general “housekeeping” or clerical nature that, among others, clarify, correct or rectify any ambiguity, defective provision, error or omission in the LTIP;
- changes that alter, extend or accelerate the terms of vesting or settlement applicable to any Award;
- any amendment regarding the effect of termination of a participant’s employment or engagement;
- any amendment to add or amend provisions relating to the granting of cash-settled awards, provision of financial assistance or clawbacks and any amendment to a cash-settled award, financial assistance or clawbacks provisions which are adopted;
- any amendment regarding the administration of the LTIP;
- any amendment necessary to comply with applicable law or the requirements of any applicable stock exchange or any other regulatory body having authority over the Company, the LTIP or the shareholders of the Company (provided, however, that any applicable stock exchange shall have the overriding right in such circumstances to require shareholder of any such amendments); and
- any other amendment that does not require shareholder approval under the LTIP;

provided that the alteration, amendment or variance does not:

- increase the maximum number of Common Shares issuable under the LTIP, other than an adjustment pursuant to a change in capitalization or as a consequence of the “rolling” nature of the LTIP;
- reduce the exercise price of Awards, other than as a consequence to a change in capitalization;
- permit the introduction or re-introduction of non-employee directors as eligible participants on a discretionary basis or any amendment that increases the limits previously imposed on non-employee director participation;
- remove or exceed the insider participation limits; or
- amend the amendment provisions of the LTIP.

Under the policies of the CSE, the Company must obtain shareholder approval of the LTIP within three years after institution and within every three years thereafter. Accordingly, the Company will seek shareholder re-approval of the LTP no later than May 31, 2026.

Employment, Consulting and Management Agreements

During the financial year ended December 31, 2023, the Company had in place the following employment, consulting or management agreements between the Company or any subsidiary or affiliate thereof and its Named Executive Officers and directors:

Dimitry Serov (President, Chief Product Officer, Treasurer and Director)

Mr. Dimitry Serov’s services were paid through an executive contract with the Company dated September 27, 2017, as amended on March 1, 2018 and subsequently amended February 25, 2023 (the “**Serov Agreement**”). The Serov Agreement provides that Mr. Serov will serve as President of the Company and in exchange will be paid a gross annual salary of \$200,000 with a bonus of \$50,000 to be paid at the end of each payroll period. The Serov Agreement is for an indefinite term, subject to termination in accordance with its terms. The Serov 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 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 Serov Agreement is subject to a non-competition and non-solicitation period of twelve (12) months following the termination of Mr. Serov's employment. Upon termination, Mr. Serov will be deemed to resign as a director.

Mr. Serov resigned as Chief Executive Officer and was appointed Chief Product Officer on February 28, 2023 and a new agreement was executed for his services as Chief Product Officer.

Josh Bruni (Chief Executive Officer, Chief Revenue Officer and Director)

Mr. Bruni's services were paid through an executive contract with the Company dated July 1, 2021 (the "**Bruni Agreement**"). The Bruni Agreement provides for compensation at a rate of US\$22,916 per month and is for an indefinite period of time, subject to termination at any time by either party. Mr. Bruni agrees that, upon notice of termination, he will continue providing services for a period of time of at least sixty (60) days following the notice of termination. If Mr. Bruni terminates the agreement, then, provided that the Company has paid any accrued portion of Mr. Bruni's salary and out-of-pocket expenses incurred prior to the date of termination, the Company will have no further liability or obligation to Mr. Bruni for the payment of any further amounts. Upon termination of the Bruni Agreement, Mr. Bruni will cease to receive benefits as at the effective date of termination. All unexercised options issued to Mr. Bruni will terminate on the effect date of termination in accordance with the terms of the Legacy Stock Option Plan. Under the terms of the Bruni Agreement, the Company has agreed to provide Mr. Bruni with incentive Options consistent with and in frequency to other option holders in the next option grant approved by the Company.

The Bruni Agreement is subject to a non-competition period of twelve (12) months following the termination of Mr. Bruni's employment.

Mr. Bruni was appointed Chief Executive Officer and a director on February 28, 2023.

Drew Green (Director)

Mr. Green's services as a director and chairman of the Board are paid through a consulting agreement dated November 26, 2019 (the "**Green Agreement**"). The Green Agreement has a term of four (4) years commencing on its effective date and provides compensation to Mr. Green at a rate of \$60,000 per annum plus 2,000,000 Options vesting quarterly at an exercise price of \$0.50 for a term of five (5) years in accordance with the Legacy Stock Option Plan. Mr. Green's annual fees will increase to \$90,000 immediately following a capital raise of the Company in the aggregate minimum of \$20,000,000 in gross proceeds. Under the Green Agreement, the Company agrees to reimburse Mr. Green for all reasonable and receipted out-of-pocket expenses incurred in the performance of his duties. All information acquired by Mr. Green during his appointment is confidential and Mr. Green agrees to not divulge any confidential information concerning the business of the Company to any third party at any time, whether during or after his appointment, save as required by law. The Green Agreement will terminate immediately if, among others, Mr. Green is found not eligible to be a director under the *Business Corporations Act* (Ontario), fails to be elected as a director at an annual meeting of the shareholders or commits any material breach of the terms of the Green Agreement.

Vitali Savitski (Chief Financial Officer)

Mr. Savitski's services were paid through a temporary executive contract with the Company dated December 16, 2022 (the "**Savitski Temporary Agreement**"). The Savitski Temporary Agreement provided for compensation at a rate of \$5,000 per month and expired on June 30, 2023. Mr. Savitski entered into a new executive contract (the "**Savitski Agreement**") as of July 1, 2023 which provides for a compensation at a rate of \$15,000 per month (\$180,000 annual salary, exclusive of HST) and an executive annual bonus of (i) 50% of the executive's annual compensation if and when gross sales of the Company reach \$9,200,000 or above for any fiscal year, (ii) 25% of the executive's annual compensation in the event gross margin is at a level of 58% or above for any given fiscal year and (iii) 25% of the executive's annual compensation in the event the Company is cash flow positive for two consecutive fiscal quarters in any give fiscal year. The length of contract is for an indefinite period and provides for 30 days written notice to terminate by both parties.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

Other than Drew Green, 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 Options pursuant to the Legacy 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 the interests 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 to principles 1 through 4 above.

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

Base Salary

The Board approves the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on an 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, at 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 Officer's performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to the needs of the Company that arise on a day-to-day basis. This assessment is used by the Board 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 Options granted from time to time by the Board under the provisions of the Legacy Stock Option Plan, as described under the heading “*Equity Incentive Plans*”.

Pension Disclosure

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

Termination and Change of Control Benefits

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 “*Employment, Consulting and Management Agreements*” in this Information Circular, the Company is not a 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 PLANS

The following table sets forth information in respect of the Company’s equity compensation plans under which equity securities of the Company are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Company’s shareholders and all equity plans not approved by the Company’s Shareholders as at the end of the period ended December 31, 2023:

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 ⁽¹⁾	4,420,000	\$0.105	7,451,450 ⁽²⁾
Equity compensation plans not approved by securityholders	–	–	–
Total	4,420,000	\$0.105	7,451,450

Notes:

- (1) The Company has adopted the LTIP as the equity incentive plan of the Company. Under the LTIP, the aggregate number of Common Shares reserved for issuance on the exercise or settlement of Awards granted under the LTIP is equal to 20% of the issued and outstanding Common Shares from time to time.

(2) Based on 59,357,252 Common Shares issued and outstanding as at December 31, 2023.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as 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 since the commencement of the Company's most recently completed financial year 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 Jamie Cochran (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 Product Officer and Secretary-Treasurer of the Company, is not considered to be “independent” for the purposes of NI 52-110.

Relevant Education and Experience of Audit Committee Members

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.

Jamie Cochran, Director – Mr. Cochran, has served as a Director of American Aires Inc. since March 20, 2024. Mr. Cochran is a seasoned professional in e-commerce, particularly within the health and wellness segment, with over 15 years of experience leading online ventures to significant success and cumulatively driving sales of approximately US\$1 billion. Mr. Cochran previously served as President of WoofWell and served in an advisory role at MD Medica.

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 a multi-year Canadian EMF in housing study for the Canada Mortgage and Housing Corporation team.

Dimity Serov, President, Chief Product Officer, 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 served as the Chief Executive Officer of American Aires Inc. and 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. 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 (i) the Company; (ii) an affiliate of the Company if an Audit Committee member becomes a control person of the Company; or (iii) 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, 2023, and December 31, 2022:

Year Ended	Audit Fees ⁽¹⁾ (\$)	Audit-Related Fees ⁽²⁾ (\$)	Tax Fees ⁽³⁾ (\$)	All Other Fees ⁽⁴⁾ (\$)
December 31, 2023	64,000	3,000	3,500	nil
December 31, 2022	105,000	7,875	6,420	5,750

Notes:

- (1) 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.

- (2) 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.
- (3) 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.
- (4) 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 Company 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 procedures, policies and practices that the Company and the Board have implemented.

Board of Directors

The Board currently consists of five (5) 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, Josh Bruni, the Chief Executive Officer and Chief Revenue Officer of the Company, and Dimitry Serov, the President, Chief Product Officer and Secretary-Treasurer of the Company are considered not to be “independent”. The remaining three 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. Cranstown Capital Corp.
Drew Green	Emerge Commerce Ltd. Monaghan Capital Fund Ltd. Pineapple Financial Inc. Parvis Invest Inc.

Board Committees

The Audit Committee is the only committee constituted by the Board. The Audit Committee is composed of three directors as named above, two of whom are “independent”. The operation of the Audit Committee is described in the section entitled “*Audit Committee Information Required in the Information Circular of a Venture Issuer*” in this Information Circular.

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.

Compensation

The Board will determine the compensation for the directors and Named Executive Officers of the Company. A summary of the compensation received by the Named Executive Officers and directors of the Company for the fiscal years ended December 31, 2023 and 2022 is provided in this Information Circular under the heading: “*Statement of Executive Compensation*”.

Other Board Committees

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

Assessments

The Board monitors but does not formally assess the effectiveness and contribution of the Board, the Audit Committee and individual Board members. To date, the Board has satisfied itself, through informal discussions that the Board, the Audit Committee and individual Board members are performing effectively.

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 the 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.sedarplus.ca.

Shareholders may contact the Company in order to request copies of: (i) this 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 year ended December 31, 2023.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this 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 Vaughan, Ontario this 25th day of June, 2024.

By order of the Board of Directors.

AMERICAN AIRES INC.

/s/ "Josh Bruni"

Josh Bruni
Chief Executive Officer, Chief Revenue Officer
and Director

APPENDIX A

AMERICAN AIRES INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

This Charter establishes the composition, 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 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 on 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.

APPENDIX B

AMERICAN AIRES INC.

ADVANCE NOTICE POLICY

ARTICLE 1 INTRODUCTION

Section 1.1 American Aires Inc. (the “**Corporation**”) is committed to: (i) facilitating an orderly and efficient annual general or, where the need arises, special meeting process; (ii) making sure that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote.

Section 1.2 This Advance Notice Policy (the “**Policy**”) provides shareholders, directors and management of the Corporation with direction on the nomination of directors. The Policy sets a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and specifies the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form.

ARTICLE 2 NOMINATIONS OF DIRECTORS

Section 2.1 Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board of directors of the Corporation (the “**Board**”) may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act* (Ontario) (the “**Act**”), or a requisition of the shareholders made in accordance with the provisions of the Act; or
- (c) by any person (a “**Nominating Shareholder**”):
 - (1) who, at the close of business on the date of the giving of the notice provided for below in this Policy and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and
 - (2) who complies with the notice procedures set forth below in this Policy.

Section 2.2 In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in

proper written form to the Corporate Secretary of the Corporation at the principal executive offices of the Corporation.

Section 2.3 To be timely, a Nominating Shareholder's notice must be received by the Corporate Secretary of the Corporation:

- (a) in the case of an annual meeting of shareholders, not less than 30 days prior to the date of the annual meeting of shareholders; provided, however, that if (i) an annual meeting of shareholders is called for a date that is less than 50 days after the date on which the first public announcement (as defined below) of the date of the annual meeting was made, notice must be received not later than the close of business on the 10th day following the date on which the public announcement of the date of the annual meeting is first made by the Corporation, and (ii) the Corporation uses "notice-and-access" (as defined in National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer*) to send proxy-related materials to shareholders in connection with an annual meeting, notice must be received not less than 40 days prior to the date of the annual meeting; and
- (b) in the case of a special meeting of shareholders (which is not also an annual meeting of shareholders) called for the purpose of electing directors (whether or not called for other purposes) not later than the close of business on the 15th day following the day on which the public announcement of the date of the special meeting of shareholders is first made by the Corporation. The adjournment or postponement of a meeting of shareholders or the announcement thereof shall commence a new time period for the giving of a Nominating Shareholder's notice as described above.

Section 2.4 To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must set forth:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (1) the name, age, business address and residential address of the person;
 - (2) the principal occupation or employment of the person;
 - (3) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
 - (4) any relationships, agreements or arrangements, including financial, compensation and indemnity related relationships, agreements or arrangements, between the person or any of its affiliates and the Nominating Shareholder, any person acting jointly or in concert with the Nominating Shareholder or any of their respective affiliates; and

- (5) any other information relating to such person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
- (b) as to the Nominating Shareholder giving the notice:
- (1) the name and record address of the Nominating Shareholder;
 - (2) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
 - (3) any derivatives or other economic or voting interests in the Corporation and any hedges implemented with respect to the Nominating Shareholder's interests in the Corporation;
 - (4) any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation;
 - (5) whether such Nominating Shareholder intends to deliver a proxy circular and form of proxy to any shareholders of the Corporation in connection with the election of directors; and
 - (6) any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

Such notice must be accompanied by the written consent of each person to be named as a nominee and to serve as a director, if elected. The Corporation may require any proposed nominee to furnish, and the Corporation will disclose, such other information as may reasonably be required by the Corporation to determine the independence of such person or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee in the same manner as would be required and disclosed for nominees of the Corporation's management.

Section 2.5 No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Policy. The chair of the meeting of shareholders at which an election of directors is held shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

Section 2.6 For purposes of this Policy:

- (a) "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation

under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and

- (b) “**Applicable Securities Laws**” means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

Section 2.7 Notwithstanding any other provision of this Policy, notice given to the Corporate Secretary of the Corporation pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Corporate Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

Section 2.8 Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Policy.

ARTICLE 3 CURRENCY

This Policy was approved by the Board on June 24, 2024 and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date.

ARTICLE 4 GOVERNING LAW

This Policy shall be interpreted and enforced in accordance with the laws of the Province of Ontario and the federal laws of Canada, applicable in that province.

