

FIRST RESPONDER TECHNOLOGIES INC.
10589 Ladner Trunk Road Delta BC V4G 1K2
Telephone: 604 805-4602

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an In Person/Telephone Conference Call annual general meeting (the “**Meeting**”) of shareholders of **First Responder Technologies Inc.** (the “**Company**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada on Friday, December 16, 2022, at 11:00 a.m. (Pacific Time).

Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”), and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees and other stakeholders, shareholders are encouraged not to attend the Meeting in person. The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:

Dial by your location

Canada Toll Free:	1-855-244-8677
Canada Toll:	1-416-915-6530
US Toll Free:	1-855-282-6330
US Toll:	1-415-655-0002
Access Code:	95400309

NOTE OF CAUTION Concerning COVID-19

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“COVID-19”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in this Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at www.sedar.com. Please check the Company’s SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will **not** prepare or mail amended Meeting Proxy Materials.

*****DUE TO THE COVID 19 VIRUS, WE ARE REQUESTING THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON*****

Shareholders who intend to attend the meeting via telephone conference must **submit votes by Proxy ahead of the proxy deadline of 11 o’clock a.m. (Pacific Time) on Wednesday, December 14, 2022.**

Attendance by telephone conference allows Shareholders to listen to, but not to vote at, the Meeting. The Meeting is to be held for the following purposes:

Purpose of the Meeting

The Meeting is to be held for the following purposes:

1. to table the consolidated audited financial statements of the Company for the financial years ended June 30, 2022, June 30, 2021, the report of the auditor thereon and the related management’s discussion and analysis;
2. to fix the number of directors at four (4);
3. to elect the Board of Directors of the Company for the ensuing year; and
4. to appoint Smythe LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year.

The Information Circular accompanies this Notice and contains further details of the matters to be considered at the Meeting.

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

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

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, November 17, 2022.

BY ORDER OF THE BOARD

"Kulwant Malhi"

Kulwant Malhi
Chief Executive Officer

FIRST RESPONDER TECHNOLOGIES INC.
10589 Ladner Trunk Road Delta BC V4G 1K2
Telephone: 604 805-4602

INFORMATION CIRCULAR
(as at November 10, 2022, *except as otherwise indicated*)

This Information Circular (the “Circular” or the “Information Circular”) is furnished in connection with the solicitation of proxies by the management First Responder Technologies Inc. (the “Company” or “First Responder” for use at the annual general meeting (the “Meeting”) of its shareholders to be held on Friday, December 16, 2022 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

In this Circular, references to the “Company”, “First Responder”, “we” and “our” refer to **First Responder Technologies Inc.** “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. “Registered Shareholder” means a shareholder who holds Common Shares in their, or its, own name and is registered on the share register of the Company as of the Record Date.

Reporting Currency and Financial Information

Except as otherwise indicated in this Information Circular, references to “Canadian dollars”, “C\$” and “\$” are to the currency of Canada and references to “U.S. dollars”, “US\$” or “USD” are to the currency of the United States.

All financial statements and financial data derived therefrom included in this Information Circular pertaining to First Responder has been prepared in accordance with International Financial Reporting Standards (“IFRS”).

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies (each, a “Proxy”) will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company has arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and the Company may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

In accordance with the requirements of NI 54-101, the Company distributes copies of the Notice of Meeting, this Information Circular and the form of Proxy (collectively, the “Meeting Materials”) to Intermediaries for onward distribution to Beneficial Shareholders. The Company does not send Meeting Materials directly to Beneficial Shareholders. Intermediaries are required to forward the Meeting Materials to all Beneficial Shareholders for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

Appointment of Proxyholders

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

Voting by Proxyholder

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

- (a) each matter or group of matters identified therein for which a choice is not specified;

- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy, will vote for the nominees of management for election as director and will vote for the auditor as identified in the Proxy.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may choose one of the following methods to do so:

- (a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (c) via the internet through Computershare's website at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number.

Registered Shareholders must ensure that the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting, or the adjournment thereof, at which the proxy is to be used.

Beneficial Shareholders

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

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

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

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

The Company is taking advantage of the provisions of National Instrument 54-101 "Communication with Beneficial Owners of Securities of a Reporting Issuer" that permit it to directly deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("VIF") from our transfer agent, Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”) in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, you should insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted at the Meeting or to have an alternate representative duly appointed to attend the Meeting and to vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

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

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date (a) or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or duly authorized attorney, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder’s Common Shares.

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

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership

of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and the appointment of the auditor, and as may be set out herein.

Appointments/Resignations of Directors and Officers Years 2020, 2021 and 2022

Year 2020

Directors

Kulwant Malhi served a director from March 13, 2018 to July 10, 2020

Mark Williams served as a director from February 8, 2019 to September 16, 2020

Christopher Moreau served as a director from February 8, 2019 to November 24, 2020

Michael Charles Kelly served as a director from March 13, 2018 to November 24, 2020

Officers

Kulwant Malhi served as Chairman from July 24, 2019 to July 10, 2020

Mark Williams served as Chief Science Officer from July 24, 2019 to April 1, 2020

Year 2021

Directors

Erin Campbell served as a director from September 16, 2020 to March 2, 2021

Robert Delamar served as a director from July 24, 2019 to March 22, 2021

Stockwell Day served as a director from July 10, 2020 to March 22, 2021

Robert C. Dameron served as a director from November 24, 2020 to March 22, 2021

Michael Charles Kelly was appointed a director on March 22, 2021

Michael Malana served as a director from February 8, 2019 to July 20, 2021

Sidhu Harveer was appointed a director on July 30, 2021

Officers

Naresh Singhal served as Chief Technology Officer from July 24, 2019 to March 11, 2021

Stockwell Day served as Chairman from July 10, 2020 to March 22, 2021

Robert Delamar served as Chief Executive Officer from July 24, 2019 to March 22, 2021

Zahara Kanji-Aquino was appointed Chief Financial Officer on July 20, 2021

Michael Malana served as Chief Financial Officer from February 8, 2019 to July 20, 2021

Zahara Kanji-Aquino was appointed Assistant Controller on December 10, 2021 and resigned on December 10, 2021

Rauni Malhi was appointed Corporate Secretary December 10, 2021

Year 2022

Directors

Kulwant Malhi served as a director from March 22, 2021 to April 5, 2022

Kulwant Malhi was appointed a director on July 31, 2022

Alfred Wong served as a director from March 24, 2022 to July 31, 2022

Milan Malhi was appointed a director on July 31, 2022

Officers

Kulwant Malhi served as Chairman and Chief Executive Officer from March 22, 2021 to March 24, 2022

Rauni Malhi served as Corporate Secretary from December 10, 2021 to April 20, 2022

Zahara Kanji-Aquino was appointed Chief Financial Officer and Corporate Secretary on April 20, 2022

Alfred Wong served as Chief Executive Officer from March 24, 2022 to July 31, 2022

Kulwant Malhi was appointed Chief Executive Officer on July 31, 2022

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Common Shares commenced trading on the Canadian Securities Exchange (the “CSE”) on January 16, 2020, under the stock symbol “WPN” and on the OTC Pink Sheets under ticker symbol “WPNNF”. The board of directors (the “Board”) has fixed November 10, 2022 as the record date (the “Record Date”) for determining persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares. As of November 10, 2022 there were 67,859,176 Common Shares without par value issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

Principal Holders of Common Shares of the Company

To the knowledge of the directors and executive officers of the Company, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at November 10, 2022 are as follows:

Shareholder Name	Number of Common Shares Held ⁽¹⁾	Percentage of Issued Common Shares
CDS & Co.	42,761,883 shares ⁽¹⁾	63.02%
Rutgers The State University of New Jersey	6,952,322 shares ⁽¹⁾	10.25%

Note:

(1) This information is based on information provided by the Company’s transfer agent, Computershare Investor Services Inc.

Insider Escrow Shareholdings

The Company has an Escrow Agreement dated November 14, 2019. At Record Date November 10, 2022, the below named Insiders of the Company have Common Shares outstanding under the Escrow Agreement:

Bullrun Capital Inc. (Kulwant Malhi)- 1,505,640

Rutgers, The State University Of New Jersey - 1,042,850

Milan Malhi - 615,000

Kulwant Malhi - 15,000

Note: The information is based on information provided by the Company’s transfer agent, Computershare Investor Services Inc.

ELECTION OF DIRECTORS

Number of Directors

There are currently four (4) directors of the Company. The Board proposes to nominate for election at the Meeting, four (4) directors. Shareholders will be asked at the Meeting to approve an ordinary resolution to fix the number of directors to be elected to the Board at four (4).

At the Meeting, Shareholders will be asked to vote on the following ordinary resolution:

“BE IT RESOLVED that the number of directors for election at this Meeting be fixed at four (4).”

Management recommends the Shareholders approve the resolution to fix the number of directors of the Company at four. Unless otherwise indicated on the form of Proxy received by the Company, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy, properly executed, in favour of the resolution to fix the number of directors of the Company at four (4).

Nominees

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is vacated earlier in accordance with the provisions of the BCBCA, each director elected will hold office until the conclusion of the next annual meeting of the Company or, if no director is then elected, until a successor is elected.

Advance Notice

Pursuant to the Company's Articles, nominations of persons for election to the Board may be made by a proposal made in accordance with the BCBCA or a requisition of a shareholder meeting by none or more of the shareholders made in accordance with the provisions of the BCBCA in circumstances where nominations of persons for election to the Board or Directors are made by shareholders of the Company. Nominations of persons for election to the Board may also be made by any person (a "**Nominating Shareholder**") by giving timely notice in proper written form ("**Nominating Notice**") to the Company provided that such Nominating Shareholder is, at the close of business on the date of giving such Nominating Notice and at the close of business on the Record Date, a registered or beneficial owner of one or more Common Shares carrying the right to vote at such meeting. The information required in the Nominating Notice is set out in the Company's Articles.

For a nomination made by a Nominating Shareholder to be timely notice (a "**Timely Notice**"), the Nominating Shareholder's notice must be received by the secretary of the Company:

- (a) in the case of an annual meeting of shareholders (including an annual and special meeting), not later than close of business on the 30th day 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 65 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 10th day following the Notice Date; and
- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes the election of directors, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting is made by the Company.

In the event of an adjournment or postponement of an annual meeting or special meeting of shareholders or any announcement thereof, a new time period shall commence for the giving of a Timely Notice.

The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision which is available under the Company's profile on SEDAR at www.sedar.com.

The Company did not receive notice of a nomination in compliance with the Advance Notice Provision, and as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

The following disclosure sets out the names of management's four (4) nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment currently and for the 5 preceding years, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular.

Nominee Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
<p>Kulwant Malhi⁽³⁾⁽⁴⁾ CEO and Director British Columbia Canada</p>	<ul style="list-style-type: none"> • Founder and Chairman of BullRun Capital Inc., Vancouver BC (Present) • CEO Beyond Medical Technologies Inc. (2017 to Present) • Chairman at Micron Waste Technologies Inc. (Present) • President of Cannabix Technologies Inc. (2014 – Present) • Chairman Moneyline Sportsbook (2020 to Present) • President Algernon Pharmaceuticals (2014 to 2015) <p>Refer to Biography of Director Nominees below</p>	<p>Since July 31, 2022</p>	<p>9,033,840⁽¹⁾</p>
<p>Michael Charles Kelly⁽³⁾⁽⁴⁾ Director British Columbia, Canada</p>	<ul style="list-style-type: none"> • Former member of the Royal Canadian Mounted Police (2001 to 2015) • Former member of the Canadian Armed Forces Military Police from 1984 to 2001 • Director, Beyond Medical Technologies Inc., an industrial/technology company with a manufacturing facility located in Delta, British Columbia (from May 2021 to present) <p>Refer to Biographies of Director Nominees below</p>	<p>Since March 22, 2021</p>	<p>500,000</p>
<p>Harveer Sidhu⁽³⁾⁽⁴⁾ Director British Columbia, Canada</p>	<ul style="list-style-type: none"> • President and Director, Beyond Medical Technologies Inc., an industrial/technology company with a manufacturing facility located in Delta, British Columbia (from March 30 to present) <p>Refer to Biographies of Director Nominees below</p>	<p>Since July 20, 2021</p>	<p>500,000</p>

Nominee Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Milan Malhi ⁽³⁾ Director British Columbia, Canada	Refer to Biographies of Director Nominees below	Since July 31, 2022	

Notes: The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of management of the Company and has been furnished by the respective nominees.

- (1) Common shares registered in the name BullRun Capital Inc., a private company owned and controlled by Kulwant Malhi.
- (2) Member of the Audit Committee.
- (3) Member of Corporate Governance Committee.

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

A shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees.

Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company. At the Meeting the above persons will be nominated for election as director as well as any person nominated pursuant to the Advance Notice Provision set out above. Only persons nominated by management pursuant to this Information Circular or pursuant to the Advance Notice Provision will be considered valid director nominees eligible for election at the Meeting.

Biographies of Director Nominees

Kulwant Malhi – Chairman, CEO and Director

Kulwant Malhi is a Canadian entrepreneur and businessman. He is a retired member of the Royal Canadian Mounted Police where he completed his duties in the drug enforcement and organized crime divisions. He is the founder and chairman of Bullrun Capital and is deeply involved in the financial markets. Mr. Malhi has been instrumental in raising capital for various projects totaling in excess of \$150 million dollars since 2008. Mr. Malhi has specialized in working with academia and advances in technology and funded academic research that has potential for commercialization through private and public companies. His extensive network of contacts and personal relationships have enabled him to assemble a growing team aimed at unearthing the potential of technological advancements in the biomedical, agricultural and technology sectors.

Michael Charles Kelly – Director

Michael Charles Kelly is a former member of the Canadian Armed Forces Military Police and a retired Member of the Royal Canadian Mounted Police. Mr. Kelly currently serves as a director of the Company and Partner at Bull Run Capital Inc. and is a respected businessman based in Kelowna, British Columbia. Mr. Kelly is also a director of Beyond Medical Technologies Inc., an industrial/technology company with a manufacturing facility located in Delta, British Columbia.

Harveer Sidhu - Director

Harveer Sidhu currently serves as a director of the Company. He is the founder of BuildSmarrt.com Inc (est. 2017). Harveer has experience in serving as a director and officer for publicly listed companies and is experienced in manufacturing, import and exporting, information technology systems, e-commerce and construction project management. Mr. Sidhu is also President and director of Beyond Medical Technologies Inc., an industrial/technology company with a manufacturing facility located in Delta, British Columbia.

Mr. Sidhu holds a Bachelor's degree from Simon Fraser University and is a licensed builder with BC Housing since 2014.

Milan Malhi – Director

Milan Malhi is an experienced Corporate Development Officer and held this position with Beyond Medical Inc. from 2020 to end of 2021. In 2021, Mr. Malhi founded Rainmaker Sports Inc., a Canadian sports betting company seeking to establish an online sportsbook and a metaverse casino.

Mr. Malhi has attended post secondary classes at both Queens University and Corpus Christi College at UBC, and is currently completing the Canadian Securities Course.

Cease Trade Orders or Bankruptcies

Within the last 10 years before the date of this Information Circular, no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) or acted in that capacity for a company that:

- (a) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation for more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has 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 the proposed director;
- (d) is at the date of this Information Circular, subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) is subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Personal Bankruptcies

No proposed nominee for election as a director of the Company has, 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 the proposed director.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Company also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under British Columbia corporate law. Directors who are in a position of conflict under the *Business Corporations Act* (British Columbia) will abstain from voting on any matters relating to the conflicting company.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the years ended June 30, 2022 and June 30, 2021, the report of the Company's auditor thereon, and the Management's Discussion and Analysis related thereto, was SEDAR filed under the Company's SEDAR corporate profile at www.sedar.com on October 28, 2022 and can be accessed under the Company's SEDAR corporate profile at www.sedar.com, and will be placed before the Meeting.

APPOINTMENT OF AUDITOR

At the Meeting on behalf of the Board, management will nominate Smythe LLP, Chartered Professional Accountants, for re-appointment as auditor of the Company for the ensuing year. Smythe LLP was appointed as auditor of the Company at the Company's last annual general meeting held on December 10, 2021.

Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR the appointment of Smythe LLP, Chartered Professional Accountants, as auditor of the Company until the close of the Company's next annual general meeting.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 - *Audit Committees* ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its management proxy circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor all as set forth herein below.

The Audit Committee's Charter

The Company adopted an Audit Committee Charter on August 14, 2019. A copy of the Audit Committee Charter is attached as Schedule A to this Information Circular.

Composition of the Audit Committee

The Audit Committee shall consist of a minimum of three directors of the Company, including the Chair of the Audit Committee. All Audit Committee members shall, to the satisfaction of the Board, be "financially literate" as such term is defined in NI 52-110.

The current members of the Company's Audit Committee are Michael Charles Kelly (Chair), Harveer Sidhu and Milan Malhi.

Messrs. Kelly, Sidhu and Malhi are independent within the meaning of NI 52-110. In accordance with section 6.1.1(3) NI 52-110 relating to the composition of the audit committee for venture issuers, a majority of the members of the Audit Committee are not executive officers, employees or control persons of the Company.

All Audit Committee members are considered to be "financially literate" within the meaning of NI 52-110. An Audit Committee member is financially literate if the member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

See the disclosure under the heading "*Biographies of Director Nominees*" above pertaining to relevant education and experience of the Company's Audit Committee members.

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

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

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than its current auditor, Smythe LLP.

Reliance on Certain Exemptions

The Company's auditor, Smythe LLP, has not provided any material non-audit services to the Company, therefore the Company has not relied on any exemption in Section 2.4 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is required to pre-approve all audit and non-audit services to be performed by the external auditor, together with approval of the engagement letter for all non-audit services and estimated fees thereof. The pre-approval process for non-audit services will also involve a consideration of the potential impact of such services on the independence of the external auditor.

External Auditor Service Fees

The Audit Committee reviewed the nature and amount of the non-audit services provided by Smythe LLP to the Company to ensure auditor independence. Fees incurred with Smythe LLP for audit and non-audit services in the last three fiscal years ended June 30 for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended June 30, 2022	Fees Paid to Auditor in Year Ended June 30, 2021	Fees Paid to Auditor in Year Ended June 30, 2020
Audit Fees ⁽¹⁾	\$29,860	\$34,921	\$29,860
Audit-Related Fees ⁽²⁾	Nil	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil	Nil
Total	\$29,860	\$34,921	\$29,860

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

Exemption

The Company is a "venture issuer", and relies upon the exemption pursuant to section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE

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

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment or which is deemed to be a material relationship under NI 52-110.

The Board facilitates its independent supervision over management by holding regular meetings at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

The independent (within the meaning of NI 52-110) current directors of the Company are Michael Charles Kelly, Harveer Sidhu and Milan Malhi. The non-independent director is Kulwant Malhi (Chairman and Chief Executive Officer).

Directorships

The directors of the Company who are also on the board of directors of other listed reporting issuer companies are listed below:

Name of Director	Name of Reporting Issuer	Exchange
Kulwant Malhi	Cannabis Technologies Inc. Coloured Ties Capital Inc.	CSE TSXV

Name of Director	Name of Reporting Issuer	Exchange
	Beyond Medical Technologies Inc. (formerly Micron Waste Technologies Inc.)	CSE
Michael Charles Kelly	Beyond Medical Technologies Inc. (formerly Micron Waste Technologies Inc.)	CSE
Harveer Sidhu	Beyond Medical Technologies Inc. (formerly Micron Waste Technologies Inc.)	CSE

Orientation and Continuing Education

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

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

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the officers, employees and non-executive directors of the Company. The Board annually reviews all forms of compensation paid to officers, employees and non-executive directors both with regards to the expertise and experience of each individual and in relation to industry peers.

Other Board Committees

There are no other Board Committees other than the Audit Committee and the Corporate Governance Committee.

Corporate Governance Committee

The Board adopted a Corporate Governance Committee Charter on August 14, 2019. In discharging its oversight responsibilities for the performance review of the Board, committees, and directors, the Corporate Governance Committee shall: 1) evaluate the performance of the Board on an annual basis; 2) solicit comments from all directors and report annually to the Board on its assessment of the Board's performance; and 3) evaluate the performance of individual directors and committees of the Board on a periodic basis. The current Corporate Governance Committee members are: Kulwant Malhi (Chair), Michael Charles Kelly and Harveer Sidhu.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and the Board committees.

STATEMENT OF EXECUTIVE COMPENSATION

The following definitions are for the purposes of the below disclosure:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries; and

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, requirements and was not acting in a similar capacity, at the end of that financial year.

Director and NEO compensation

The current NEOs of the Company are: Kulwant Malhi, Chief Executive Officer and director and Zahara Kanji-Aquino, Chief Financial Officer and Corporate Secretary. The current directors of the Company are: Michael Charles Kelly, Sidhu Harveer and Milan Malhi. Kulwant Malhi was appointed Chief Executive Officer and a director of the Company on July 31, 2022. Milan Malhi was appointed a director of the Company on July 31, 2022.

During financial year ended June 30, 2022, based on the definition above, the NEOs of the Company were: Kulwant Malhi, former Chairman and Chief Executive Officer, Alfred Wong, former Chief Executive Officer and director, Michael Malana, former Chief Financial Officer and director, Zahara Kanji-Aquino, Chief Financial Officer and Corporate Secretary, Rauni Malhi, former Corporate Secretary, Naresh Singhal, former Chief Technology Officer and Mark Williams, former Chief Technology Officer and former director. The Directors of the Company who were not NEOs during financial year ended June 30, 2022 were: Michael Charles Kelly and Sidhu Harveer.

Refer to “**Appointments/Resignations of Directors and Officers Years 2020, 2021 and 2022**” above.

During financial year ended June 30, 2021 based on the definition above, the NEOs of the Company were: Stockwell Day, Chairman and director, Kulwant Malhi, former Chairman and Chief Executive Officer, Robert Delamar, Chief Executive Officer and director, Michael Malana, Chief Financial Officer and director, Rauni Malhi, Corporate Secretary, Naresh Singhal, Chief Technology Officer and Mark Williams, Chief Technology Officer and director. The Directors of the Company who were not NEOs during financial year ended June 30, 2021 were: Erin Campbell, Robert Delamar, Robert C. Dameron and Michael Charles Kelly.

*Refer to “**Appointments/Resignations of Directors and Officers Years 2020, 2021 and 2022**” above.*

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table sets forth all compensation, with the exception of compensation securities, for services paid to or earned by each of the Company’s NEOs and directors during the Company’s completed financial years ended June 30, 2022 and June 30, 2021.

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee, director or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Kulwant Malhi ⁽¹⁾ former CEO and former director	2022	164,196	Nil	Nil	Nil	Nil	164,196
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Stockwell Day ⁽²⁾ former Chairman and director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	NIL	Nil
Robert Delamar ⁽³⁾ former CEO and former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	182,500	Nil	Nil	Nil	Nil	182,500
Christopher Moreau ⁽⁴⁾ former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Zara Kanji-Aquino ⁽⁵⁾ Chief Financial Officer and Corporate Secretary	2022	62,460	Nil	Nil	Nil	Nil	62,460
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Michael Malana ⁽⁶⁾ former Chief Financial Officer and former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	108,000	Nil	Nil	Nil	Nil	92,500
Alfred Wong ⁽⁷⁾ former Chief Executive Officer and former director	2022	29,397	Nil	Nil	Nil	Nil	29,397
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Naresh Singhal ⁽⁸⁾ former Chief Technology Officer	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	247,616	Nil	Nil	Nil	Nil	247,616
Mark Williams ⁽⁹⁾ Former Chief Science Officer, and former director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	8,000	Nil	8,000	Nil	Nil	16,000
Robert C. Darmeron ⁽¹⁰⁾ former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Erin Campbell ⁽¹¹⁾ former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Michael Charles Kelly ⁽¹²⁾ Director	2022	36,000	Nil	Nil	Nil	Nil	36,000
	2021	10,000	Nil	Nil	Nil	Nil	10,000
Harveer Sidhu ⁽¹³⁾ Director	2022	11,429	Nil	Nil	Nil	Nil	11,429
	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Consulting fees paid or accrued to Bullrun Capital Inc., a private company controlled by Kulwant Malhi. Kulwant Malhi served a director from March 21, 2022 to April 5, 2022. Mr. Malhi served as Chairman from July 24, 2019 to July 10, 2020. Mr. Malhi served as Chairman and Chief Executive Officer from March 22, 2021 to March 24, 2022. Kulwant Malhi was appointed Chief Executive Officer and a director on July 31, 2022.
- (2) Stockwell Day served as Chairman and a director from July 10, 2020 to March 22, 2021.
- (3) Robert Delamar served as Chief Executive officer and director from July 24, 2019 to March 22, 2021.
- (4) Consulting and director fees paid or accrued to 7360232 Manitoba Ltd., a private company controlled by Mr. Moreau. Mr. Moreau served as a director from February 8, 2019 to November 24, 2020.
- (5) Zara Kanji-Aquino was appointed Chief Financial Officer and Corporate Secretary on April 20, 2022. Rauni Malhi served as Corporate Secretary from December 10, 2021 to April 20, 2022.
- (6) Michael Malana served as Chief Financial Officer and director from February 8, 2019 to July 20, 2021.

- (7) Alfred Wong served as Chief Executive Officer and director from March 24, 2022 to July 31, 2022. Alfred Wong served as Chief Executive Officer from March 24, 2022 to July 31, 2022.
- (8) Naresh Singhal served as Chief Technology Officer from July 24, 2019 to March 11, 2021.
- (9) Mark Williams served as Chief Science Officer from July 24, 2019 to April 1, 2020. Mark Williams served as a director from February 8, 2019 to September 16, 2020.
- (10) Robert C. Dameron served as a director from November 24, 2020 to March 2, 2021.
- (11) Erin Campbell served as a director from September 16, 2020 to March 2, 2021.
- (12) Michael Charles Kelly was appointed a director on March 22, 2021 and is an independent director of the Company. Mr. Kelly also served as a director from March 13, 2018 to November 24, 2020.
- (13) Harveer Sidhu was appointed a director on July 20, 2021.

Stock Options and Other Compensation Securities

Option-Based Awards – Stock Option Plan

The Company has a “rolling” stock option plan dated for reference July 11, 2019 (the “**Option Plan**”) that was last approved for adoption by shareholders at the Company’s December 10, 2021 annual general meeting and a copy of the Option Plan is attached as Schedule B to the Information Circular to the Company’s December 10, 2021 annual general meeting. The Board may from time to time in its discretion, grant to directors, officers, employees and consultants of the Company.

The Option Plan provides that the number of Common Shares available for purchase under Options granted pursuant to the Option Plan will not exceed 10% of the issued and outstanding Common Shares of the Company. If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated Option shall again be available for the purposes of granting Options pursuant to this Plan.

There are currently NIL outstanding Options under the Option Plan.

The principal purpose of the Option Plan is to advance the interests of the Company by encouraging the directors, employees and consultants of the Company and of its subsidiaries or affiliates, if any, by providing them with the opportunity, through options, to acquire Common Shares in the share capital of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs.

Material Terms of the Option Plan

The following is a summary of the material terms of the Option Plan:

- (a) persons who are consultants to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of Options under the Option Plan;
- (b) Options granted under the Option Plan are non-assignable, and non-transferable;
- (c) an Option granted to any consultants will expire within 30 days after the date the Option Holder (as defined in the Option Plan) ceases to be employed by or provide services to the Company unless the Option Holder ceases to hold such position as a result of (i) termination for cause; (ii) resigning his or her position; or (iii) an order made by any regulatory authority having jurisdiction to so order, in which case the expiry date of the date the Option Holder ceases to hold such position;
- (d) if an Option Holder dies, any Options held by such Option Holder shall pass to the personal representative of the Option Holder and shall be exercisable by the personal representative on or before the date which is the earlier of one year following the date of death and the applicable Expiry Date;
- (e) the exercise price of each Option will be set by the Board on the effective date of the Option and will not be less than the Market Value (as defined in the Option Plan);
- (f) the vesting schedule for an option, if any, shall be determined by the Board and shall be set out in the Option Certificate (as defined in the Option Plan) issued in respect of the option; and
- (g) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Option Plan with respect to all Option Plan Common Shares in respect of options which have not yet been granted under the Option Plan.

Share-based Awards - Restricted Share Unit Plan

The Company has a Restricted Share Unit Plan dated for reference April 8, 2020 that was approved for adoption by shareholders at the Company's December 10, 2021 annual general meeting the "**RSU Plan**") and is attached as Schedule C to the Information Circular to the Company's December 10, 2021 annual general meeting.

The RSU Plan provides that the maximum number of Common Shares made available for issuance pursuant to the RSU Plan shall be determined from time to time by the Board, but in any case, shall not exceed 20% of the Common Shares issued and outstanding from time to time, less any Common Shares reserved for issuance under all other share compensation arrangements (including the Option Plan), subject to adjustments as provided in the RSU Plan. The RSU Plan is a "rolling plan" and therefore when RSUs are cancelled (whether or not upon payment with respect to vested RSUs) or terminated, Common Shares shall automatically be available for issuance pursuant to the RSU Plan.

There are currently NIL RSUs outstanding under the RSU Plan.

Nature and Administration of the RSU Plan

All Directors, Officers, Consultants and Employees (as defined in the RSU Plan) of the Company and its related entities ("**Eligible Persons**") are eligible to participate in the RSU Plan (as "**Participants**"), and the Company reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation as Participants in the RSU Plan. Eligibility to participate as a Participant in the RSU Plan does not confer upon any person a right to receive an award of RSUs.

Subject to certain restrictions, the Board or its appointed committee (the "**Board**"), can, from time to time, award RSUs to Eligible Persons. RSUs will be credited to an account (an "**Account**") maintained for each Participant on the books of the Company as of the award date. The number of RSUs to be credited to each Participant's account shall be determined at the discretion of the Board and pursuant to the terms of the RSU Plan.

RSUs and all other rights, benefits or interests in the RSU Plan are not transferable or assignable otherwise than by will or the laws of descent and distribution, and shall be exercisable during the lifetime of the Participant only by the Participant and after death only by the Participant's legal representative.

Credit for Dividends

A Participant's Account will be credited with additional RSUs (the "**Dividend RSUs**") as of each dividend payment date in respect of which cash dividends are paid on Common Shares. The number of Dividend RSUs credited to a Participant's Account in connection with the payment of dividends on Common Shares will be based on the actual amount of cash dividends that would have been paid to such Participant had he or she been holding such number of Common Shares equal to the number of RSUs credited to the Participant's Account on the date on which cash dividends are paid on the Common Shares and the market price of the Common Shares on the payment date. The Company is not obligated to pay dividends on Common Shares.

Resignation, Termination, Leave of Absence or Death

Generally, if a Participant's employment or service is terminated, or if the Participant resigns from employment with the Company, then all RSUs held by the Participant (whether vested or unvested) shall terminate automatically upon the termination of the Participant's service or employment.

In the event a Participant is terminated by reason of: (i) termination by the Company other than for cause or (ii) the Participant's death, the Participant's unvested RSUs shall vest automatically as of such date; and (iii) voluntary resignation, only the Participant's unvested RSUs shall terminate automatically as of such date of voluntary resignation.

Change of Control

In the event of a Change of Control, the Board may, in its discretion, without the necessity or requirement for the agreement or consent of any Participant: (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any RSU; (ii) permit the conditional settlement of any RSU, on such terms as it sees fit; (iii) otherwise amend or modify the terms of the RSU, including for greater certainty permitting Participants to settle any RSU, to assist the Participants to tender the underlying Common Shares to, or participate in, the actual or potential Change of Control Event (as defined in the RSU Plan) or to obtain the advantage of holding the underlying Common Shares during such Change of Control Event; and (iv) terminate, following the successful completion of such Change of Control Event, on such terms as it sees fit, the RSUs not settled prior to the successful completion of such Change of Control Event, including, without limitation, for no payment or other compensation. The determination of the Board in respect of any such Change of Control Event shall for the purposes of this RSU Plan be final, conclusive and binding.

Adjustments

In the event there is a change in the outstanding Common Shares by reason of any stock dividend or split, recapitalization, amalgamation, consolidation, combination or exchange of shares, or other corporate change, the Board shall make, subject to the prior approval of the CSE where necessary, appropriate substitution or adjustment in (i) the number or kind of Common Shares or other securities reserved for issuance pursuant to the RSU Plan, and (ii) the number and kind of Common Shares or other securities subject to unsettled and outstanding RSUs granted pursuant to the RSU Plan.

Vesting

Each award of RSUs vests on the date(s) (the “**Vesting Date**”) specified by the Board on the award date, and reflected in the applicable RSU agreement certificate.

Limitations under the RSU Plan

The maximum number of Common Shares made available for issuance pursuant to the RSU Plan shall be determined from time to time by the Board, but in any case, shall not exceed 20% of the Common Shares issued and outstanding from time to time, less any Common Shares reserved for issuance under all other share compensation arrangements, subject to adjustments as provided in the RSU Plan.

Outstanding Compensation Securities

There were no director and NEO outstanding incentive stock options (option-based awards) pursuant to the Company’s 10% rolling” share option plan and no outstanding restricted share units (share-based awards) pursuant to the Company’s 10% “rolling” restricted share unit plan during financial year ended June 30, 2022.

Exercise of Compensation Securities by NEOs and Directors

There were no exercises of incentive stock options or restricted share units by directors or NEOs of the Company during financial years ended June 30, 2022 and June 30, 2021.

Employment, consulting, and management agreements

Other than the consulting agreements and/or director service agreements with Robert Delamar, Michael Malana, Mark Williams, Naresh Singhal, Bullrun Capital Inc., Michael Charles Kelly, Harveer Sidhu, Milan Malhi and Christopher Moreau, the material terms of which are set forth below, the Company did not have any compensation agreements or arrangements that the Company or any of its subsidiaries entered into with respect to services provided during the financial years ended June 30, 2021 and June 30, 2020 by an NEO, a director or any other party in the event such services provided are typically provided by a director or an NEO.

Kulwant Malhi, Chairman and CEO

The Company entered into a consulting agreement with Bullrun Capital Inc., a private company controlled by Mr. Malhi, effective April 1, 2018 and amended July 1, 2019 (the “**Bullrun Agreement**”). Under the terms of the Bullrun Agreement, Bullrun Capital agreed to provide senior consulting services, including strategic advisory, corporate, financing, market-development and capital markets services to the Company at a base rate of \$15,000 per month plus GST. The Company agreed to pay Bullrun Capital a bonus of \$50,000 if the Company achieves a market capitalization of \$50,000,000 and a bonus of \$100,000 if the Company achieves a market capitalization of \$100,000,000. The Company may terminate the Bullrun Agreement by providing Bullrun Capital with 30 days written notice to that effect.

Michael Charles Kelly, Director

The Company entered into a director service agreement with Michael Charles Kelly dated effective January 1, 2020. Under the terms of the agreement, Mr. Kelly agreed to provide services as a director of the company of \$1,000 plus GST. The Company may terminate the agreement by providing Mr. Kelly with 30 days written notice to that effect.

Harveer Sidhu, Director

The Company entered into a director service agreement with Harveer Sidhu dated effective July 1, 2021. Under the terms of the agreement, Mr. Sidhu agreed to provide services as a director of the company of \$952.38. The Company may terminate the agreement by providing Mr. Sidhu with 30 days written notice to that effect.

Milan Malhi, Consultant and Director

The Company entered into a director service agreement with Milan Malhi dated effective May 1, 2022. Under the terms of the agreement, Mr. Malhi agreed to provide services as a consultant and as a director as of July 31, 2022 of the company of \$3,500 plus GST. The Company may terminate the agreement by providing Mr. Malhi with 30 days written notice to that effect

Robert Delamar, former CEO and former Director

The Company entered into a consulting agreement with Robert Delamar, effective July 1, 2019 (the “**Delamar Agreement**”). Under the terms of the Delamar Agreement, Mr. Delamar agreed to provide senior consulting services and act as Chief Executive Officer of the Company at a base rate of \$15,000 per month plus GST. The Company agreed to pay Mr. Delamar a bonus of \$50,000 if the Company achieves a market capitalization of \$50,000,000 and a bonus of \$100,000 if the Company achieves a market capitalization of \$100,000,000. The Company may terminate the Delamar Agreement by providing Mr. Delamar with 30 days written notice to that effect. Mr. Delamar’s consulting agreement terminated effective on the date of Mr. Delamar’s resignation as CEO and a director of the Company. No compensation was paid to Mr. Delamar.

Michael Malana, former CFO and former Director

The Company entered into a consulting agreement with Michael Malana, effective April 1, 2018, and amended July 1, 2019 and April 20, 2020 (the “**Malana Agreement**”). Under the terms of the Malana Agreement, Mr. Malana agreed to provide senior consulting services and act as Chief Financial Officer of the Company at a base rate of \$12,000 per month plus GST for an initial period of three months after which the services of Mr. Malana may be terminated by the Company with 30 days written notice to that effect. Mr. Malana’s consulting agreement terminated effective on the date of Mr. Malana’s resignation as CFO and director. No compensation was paid to Mr. Malana.

Mark Williams, Former CSO and Former Director

The Company entered into a consulting agreement with Mark Williams, effective July 1, 2018 and amended July 1, 2019 (the “**Williams Agreement**”). Under the terms of the Williams Agreement, Mr. Williams agreed to provide senior consulting services and act as Chief Science Officer of the Company at a base rate of \$1,000 per month plus GST for an initial period of three months after which the services of Mr. Williams d by the Company with 30 days written notice to that effect. The Williams Agreement was terminated on April 1, 2020. Mr. William’s consulting agreement terminated effective on the date of Mr. Williams’ resignation as CSO and director. No compensation was paid to Mr. Williams.

The Company entered into a director service agreement with Mark Williams dated effective April 1, 2020. Under the terms of the agreement, Mr. Williams agreed to provide services as a director of the Company for a monthly fee of \$1,000 plus GST. The Company may terminate the agreement by providing Mr. Williams with 30 days written notice to that effect. Mr. William’s director service agreement terminated effective on the date of Mr. Williams’ resignation as CSO and director. No compensation was paid to Mr. Williams.

Naresh Singhal, former CTO

The Company entered into a consulting agreement with Naresh Singhal, effective July 12, 2019 (the “**Singhal Agreement**”). Under the terms of the Singhal Agreement, Mr. Singhal agreed to provide senior consulting services and act as Chief Technology Officer of the Company at a base rate of \$20,834 per month plus GST. The Company agreed to pay Mr. Singhal a bonus of \$50,000 if the Company achieves a market capitalization of \$50,000,000 and a bonus of \$100,000 if the Company achieves a market capitalization of \$100,000,000. The Company may terminate the Singhal Agreement by providing Mr. Singhal with 30 days written notice to that effect. Mr. Singhal’s consulting agreement terminated effective on the date of Mr. Singal’s resignation as CTO. No compensation was paid to Mr. Singhal.

Christopher Moreau, Former Director and Former President

The Company entered into a consulting agreement with Christopher Moreau, effective July 1, 2018 (the “**Moreau Agreement**”). Under the terms of the Moreau Agreement, Mr. Moreau agreed to provide senior consulting services and act as President of the Company at a base rate of \$4,000 per month plus GST for an initial period of three months after which the services of Mr. Moreau may be terminated by the Company with 30 days written notice to that effect. The Moreau Agreement

was terminated on July 23, 2019. Mr. Moreau's consulting agreement terminated effective on the date of Mr. Moreau's resignation as director and President. No compensation was paid to Mr. Moreau.

The Company entered into a director service agreement with Christopher Moreau dated effective January 1, 2020. Under the terms of the agreement, Mr. Moreau agreed to provide services as a director of the Company for a monthly fee of \$1,500 plus GST. The Company may terminate the agreement by providing Mr. Moreau with 30 days written notice to that effect. Mr. Moreau's director service agreement terminated effective on the date of Mr. Moreau's resignation as director and President. No compensation was paid to Mr. Moreau.

Oversight and description of director and NEO compensation

The Company's compensation policies and programs are designed to recognize and reward executive performance consistent with the success of the Company's business. These policies and programs are intended to attract and retain capable and experienced people. The Board's role and philosophy is to ensure that the Company's compensation goals and objectives, as applied to the actual compensation paid to the Company's CEO and other executive officers, are aligned with the Company's overall business objectives and with shareholder interests.

The Board considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its shareholders, overall financial and operating performance of the Company and the Board's assessment of each executive's individual performance and contribution toward meeting corporate objectives.

The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. The Board, as a whole, considers and recommends the type and amount of compensation for the executive officers. The Board also reviews the compensation of the Company's senior executives and reviews the strategic objectives of the Company's Option Plan and RSU Plan, recommends stock based compensation, and considers any other matters, which in its judgment should be taken into account in reaching conclusions concerning the compensation levels of the Company's executive officers.

Philosophy and Objectives

The compensation program for the Company's senior management is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

Elements of the Compensation Program

In compensating its senior management, the Company employs a combination of base salary, performance bonuses and equity participation through its Option Plan and RSU Plan.

Base Salary or Consulting Fees

Base salary ranges for the executive officers were initially determined upon a review of companies within the industry, which were of the same size as the Company, at the same stage of development as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the industry which were similar in size as the Company;
- (c) the experience level of the executive officer;
- (d) the amount of time and commitment which the executive officer devotes to the Company; and
- (e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources

being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the CEO. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

The Company did not award any bonuses during financial years ended June 30, 2022 and June 30, 2021.

Related Party Transactions during financial years ended June 30, 2022 and June 30, 2021

During the years ended June 30, 2022 and 2021, the Company entered into the following transactions with related parties:

	For the year ended	
	June 30, 2022	June 30, 2021
Expenses paid or accrued to directors of the Company, senior officers and companies with common directors:		
Management fees	\$ 206,693	\$ 363,032
Consulting fees	62,429	243,926
Office, telephone and miscellaneous	10,398	-
Professional fees	23,960	-
Share based compensation (recovery)	-	(79,770)
	\$ 303,480	\$ 527,188

Professional fees of \$23,960 were accrued to a Company controlled by the CFO (2021 - \$Nil).

During the year ended June 30, 2022, recoveries of \$Nil (2021 - \$49,519) and \$Nil (2021 - \$30,251) were included in share-based payments for stock options and RSUs forfeited by related parties, respectively.

On April 29, 2022, the Company received \$100,000 from the CEO of the Company as loan and issued a promissory note for \$100,000 due to be payable on demand.

On January 21, 2022, the Company received \$100,000 from the CEO of the Company as loan and issued a promissory note for \$110,000 due to be payable on demand. The difference of \$10,000 is recorded as financing cost.

On September 23, 2021, the Company entered into a debt assignment agreement with an existing vendor whereby a total of \$352,376 in debt was assigned to a party related to the former CEO of the Company.

Compensation Review Process & Risks Associated with the Company's Compensation Practices

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's Option Plan and RSU Plan. Share options are granted and RSUs are awarded to executives and employees taking into account a number of factors, including the amount and term of equity incentive options or RSUs previously granted, base salary and competitive factors. The amounts and terms of options granted and RSUs awarded are determined by the Board based on recommendations of members of the plenary Board and the Corporate Governance Committee. See "Securities Authorized for Issuance under Equity Compensation Plans" below.

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

Director Compensation

Except for the cash compensation described above under “*Employment, management and consulting agreements*”, the directors received no cash compensation for acting in their capacity as directors of the Company during the Company’s recently completed financial years ended June 30, 2022 and June 30, 2021.

Except for the grant to directors of Options and RSUs and the arrangements described above under “*Employment, management and consulting agreements*”, there are no arrangements pursuant to which directors were compensated by the Company during the Company’s recently completed financial years ended June 30, 2022 and June 30, 2021 for their services in their capacity as director.

Hedging by NEOs or Directors

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Information Circular, entitlement to grants of incentive stock options under the Company’s Stock Option Plan is the only equity security element awarded by the Company to its executive officers and directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments or employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

Benefits and Perquisites

The Company does not, as of the date of this Information Circular, offer any benefits or perquisites to its NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

Pension Plan

The Company does not have a pension plan for any of its Directors or NEOs.

SECURITIES FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As described above, the Company has two equity compensation plans (1) the Share Option Plan; and (2) the Restricted Share Unit Plan as referenced above.

The following table sets out equity compensation plan information as at June 30, 2022.

	Number of securities to be issued upon exercise of outstanding options/restricted share units	Weighted-average exercise price of outstanding options/restricted share units	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans not approved by securityholders - (Stock Option Plan)	6,785,918 Options	\$0.20	6,785,918 Options
Equity compensation plans not approved by securityholders - (RSU Plan)	NIL RSUs	N/A	NIL RSUs
Total	6,785,918 Options NIL RSUs		6,785,918 Options NIL RSUs

Note:

10% limitation of common shares under the Stock Option Plan and limitation of 10% of common shares under the Restricted Share Unit Plan. The issued and outstanding share capital of the Company as at June 30, 2022 is 67,859,176 common shares. Under the Company’s restricted share unit plan, the Company can grant restricted share units, provided that the maximum number of common shares made available for issuance pursuant to the RSU Plan shall not exceed 20% of the common shares issued and outstanding from time to time, less any common shares reserved for issuance under all other compensation arrangements. There were no stock options or restricted share units outstanding during the Company’s financial year ended June 30, 2022.

The following table sets out equity compensation plan information as at June 30, 2021.

	Number of securities to be issued upon exercise of outstanding options/restricted share units	Weighted-average exercise price of outstanding options/restricted share units	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans not approved by securityholders - (Stock Option Plan)	6,188,172 Options	\$0.185	6,188,172 Options
Equity compensation plans not approved by securityholders - (RSU Plan)	NIL RSUs	N/A	NIL RSUs
Total	6,188,172 Options NIL RSUs		6,188,172 Options NIL RSUs

Note:

10% limitation of common shares under the Stock Option Plan and limitation of 10% of common shares under the Restricted Share Unit Plan. The issued and outstanding share capital of the Company as at June 30, 2021 is 61,881,718 common shares. Under the Company's restricted share unit plan, the Company can grant restricted share units, provided that the maximum number of common shares made available for issuance pursuant to the RSU Plan shall not exceed 20% of the common shares issued and outstanding from time to time, less any common shares reserved for issuance under all other compensation arrangements. There were no stock options or restricted share units outstanding during the Company's financial year ended June 30, 2021.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during financial years ended June 30, 2022 and June 30, 2021.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found in the Company's consolidated audited financial statements for fiscal years ended June 30, 2022 and June 30, 2021, the report of the auditor and the related management's discussion and analysis thereon, may be obtained from SEDAR at www.sedar.com or upon request to the Company by telephone 604 805-4602 or by email request to kal@bullruncapital.ca. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

Additional information is also available upon request to the Company by telephone 604 805-4602 or by email request to kal@bullruncapital.ca.

OTHER MATTERS

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

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

Dated at Vancouver, British Columbia, on November 17, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“Kulwant Malhi”

Kulwant Malhi
Chief Executive Officer

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

1. PURPOSE AND PRIMARY RESPONSIBILITY

1.1 This charter sets out the Audit Committee's purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the "**Board**") of First Responder Technologies Inc. (the "**Company**"), annual evaluation and compliance with this charter.

1.2 The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

2. MEMBERSHIP

2.1 At least a majority of the Audit Committee must be comprised of independent directors of the Company as defined in sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), provided that should the Company become listed on a senior exchange, each member of the Audit Committee will also satisfy the independence requirements of such exchange.

2.2 The Audit Committee will consist of at least two members, all of whom shall be financially literate, provided that an Audit Committee member who is not financially literate may be appointed to the Audit Committee if such member becomes financially literate within a reasonable period of time following his or her appointment. Upon graduating to a more senior stock exchange, if required under the rules or policies of such exchange, the Audit Committee will consist of at least three members, all of whom shall meet the experience and financial literacy requirements of such exchange and of NI 52-110.

2.3 The members of the Audit Committee will be appointed annually (and from time to time thereafter to fill vacancies on the Audit Committee) by the Board. An Audit Committee member may be removed or replaced at any time at the discretion of the Board and will cease to be a member of the Audit Committee on ceasing to be an independent director.

2.4 The Chair of the Audit Committee will be appointed by the Board.

3. AUTHORITY

3.1 In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- (a) engage, set and pay the compensation for independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities, and any such consultants or professional advisors so retained by the Audit Committee will report directly to the Audit Committee;

- (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and
- (c) incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties, which expenses will be paid for by the Company.

4. DUTIES AND RESPONSIBILITIES

4.1 The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board the external auditor to be nominated by the Board;
- (b) recommending to the Board the compensation of the external auditor to be paid by the Company in connection with (i) preparing and issuing the audit report on the Company's financial statements, and (ii) performing other audit, review or attestation services;
- (c) reviewing the external auditor's annual audit plan, fee schedule and any related services proposals (including meeting with the external auditor to discuss any deviations from or changes to the original audit plan, as well as to ensure that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditor or the reporting of their findings to the Audit Committee);
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is independent by receiving a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for non-audit services provided to the Company;
- (f) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a report by the external auditor on the audit firm's internal quality control processes and procedures, such report to include any material issues raised by the most recent internal quality control review, or peer review, of the firm, or any governmental or professional authorities of the firm within the preceding five years, and any steps taken to deal with such issues;
- (g) ensuring that the external auditor meets the rotation requirements for partners and staff assigned to the Company's annual audit by receiving a report annually from the external auditors setting out the status of each professional with respect to the appropriate regulatory rotation requirements and plans to transition new partners and staff onto the audit engagement as various audit team members' rotation periods expire;
- (h) reviewing and discussing with management and the external auditor the annual audited and quarterly unaudited financial statements and related Management Discussion and Analysis ("MD&A"), including the appropriateness of the Company's accounting policies, disclosures (including material transactions with related parties), reserves, key estimates and judgements (including changes or variations thereto) and obtaining reasonable assurance that the financial statements are presented fairly in accordance with IFRS and the MD&A is in compliance with appropriate regulatory requirements;
- (i) reviewing and discussing with management and the external auditor major issues regarding accounting principles and financial statement presentation including any significant changes in the

selection or application of accounting principles to be observed in the preparation of the financial statements of the Company and its subsidiaries;

(j) reviewing and discussing with management and the external auditor the external auditor's written communications to the Audit Committee in accordance with generally accepted auditing standards and other applicable regulatory requirements arising from the annual audit and quarterly review engagements;

(k) reviewing and discussing with management and the external auditor all earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to such information being disclosed;

(l) reviewing the external auditor's report to the shareholders on the Company's annual financial statements;

(m) reporting on and recommending to the Board the approval of the annual financial statements and the external auditor's report on those financial statements, the quarterly unaudited financial statements, and the related MD&A and press releases for such financial statements, prior to the dissemination of these documents to shareholders, regulators, analysts and the public;

(n) satisfying itself on a regular basis through reports from management and related reports, if any, from the external auditors, that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements that such information is fairly presented;

(o) overseeing the adequacy of the Company's system of internal accounting controls and obtaining from management and the external auditor summaries and recommendations for improvement of such internal controls and processes, together with reviewing management's remediation of identified weaknesses;

(p) reviewing with management and the external auditors the integrity of disclosure controls and internal controls over financial reporting;

(q) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company and assessing, as part of its internal controls responsibility, the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board;

(r) satisfying itself that management has developed and implemented a system to ensure that the Company meets its continuous disclosure obligations through the receipt of regular reports from management and the Company's legal advisors on the functioning of the disclosure compliance system, (including any significant instances of non-compliance with such system) in order to satisfy itself that such system may be reasonably relied upon;

(s) resolving disputes between management and the external auditor regarding financial reporting;

(t) establishing procedures for:

- (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto; and
- (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (u) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- (v) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
- (w) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities;
- (x) establishing procedures for:
 - (i) reviewing the adequacy of the Company's insurance coverage, including the Directors' and Officers' insurance coverage;
 - (ii) reviewing activities, organizational structure, and qualifications of the Chief Financial Officer ("CFO") and the staff in the financial reporting area and ensuring that matters related to succession planning within the Company are raised for consideration at the Board;
 - (iii) obtaining reasonable assurance as to the integrity of the Chief Executive Officer ("CEO") and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;
 - (iv) reviewing fraud prevention policies and programs, and monitoring their implementation;
 - (v) reviewing regular reports from management and others (e.g., external auditors, legal counsel) with respect to the Company's compliance with laws and regulations having a material impact on the financial statements including:
 - (A) Tax and financial reporting laws and regulations;
 - (B) Legal withholding requirements;
 - (C) Environmental protection laws and regulations; and
 - (D) Other laws and regulations which expose directors to liability.

4.2 A regular part of Audit Committee meetings involves the appropriate orientation of new members as well as the continuous education of all members. Items to be discussed include specific business issues as well as new accounting and securities legislation that may impact the organization. The Chair of the Audit Committee will regularly canvass the Audit Committee members for continuous education needs and in conjunction with the Board education program, arrange for such education to be provided to the Audit Committee on a timely basis.

4.3 On an annual basis the Audit Committee shall review and assess the adequacy of this charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a reporting relationship and, if appropriate, recommend changes to the Audit Committee charter to the Board for its approval.

5. MEETINGS

5.1 The quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee.

5.2 The Chair of the Audit Committee shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO, and the lead external audit partner.

5.3 The Audit Committee will meet in camera separately with each of the CEO and the CFO of the Company at least annually to review the financial affairs of the Company.

5.4 The Audit Committee will meet with the external auditor of the Company in camera at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.5 The external auditor must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Audit Committee.

5.6 Each of the Chair of the Audit Committee, members of the Audit Committee, Chair of the Board, external auditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Audit Committee call a meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

6. REPORTS

6.1 The Audit Committee will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

6.2 The Audit Committee will report its activities to the Board to be incorporated as a part of the minutes of the Board meeting at which those activities are reported.

7. MINUTES

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

8. ANNUAL PERFORMANCE EVALUATION

8.1 The Board will conduct an annual performance evaluation of the Audit Committee, taking into account the Charter, to determine the effectiveness of the Committee.

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