

GREENWAY GREENHOUSE CANNABIS CORPORATION
MANAGEMENT INFORMATION CIRCULAR

Solicitation of Proxies

This Management Information Circular (“Circular”) is furnished in connection with the solicitation by the management of Greenway Greenhouse Cannabis Corporation (the “Corporation”) of proxies to be used at the annual meeting (the “Meeting”) of holders (the “Shareholders”) of common shares in the capital of the Corporation (the “Shares”) to be held at the time and date and for the purposes set forth in the notice of meeting (the “Notice of Meeting”) and together with the Circular and accompanying form of proxy, the “Meeting Materials”) accompanying this Management Information Circular, and any and all adjournments thereof.

The solicitation of proxies will be conducted primarily by e-mail, but proxies may also be solicited by telephone by employees of the Corporation. The Corporation does not intend to pay any compensation for the solicitation of proxies. Except as otherwise stated, the information contained herein is given as of August 23, 2022. Unless otherwise indicated, all dollar references in this Circular are in Canadian dollars.

Appointment and Revocation of Proxies

A registered Shareholder can vote by proxy whether or not he or she attends the Meeting. The persons named in the enclosed form of proxy are representatives of management of the Corporation and are directors or officers of the Corporation. A registered Shareholder who wishes to appoint another person (who need not be a Shareholder) to represent him or her at the Meeting may either insert the person’s name in the blank space provided in the form of proxy or complete another proper form of proxy. In either case, the completed proxy must be received at the office of TSX Trust Company (“**TSX Trust**”) as follows:

By Mail: TSX Trust Company, Attn: Proxy Department, 301 – 100 Adelaide Street West
Toronto ON M5H 4H1
By Fax: 416-595-9593
By Internet Voting: www.voteproxyonline.com

Proxies must be received by TSX Trust on or before 6:00 p.m. (Toronto time) on September 26, 2022. Shareholders attending the Meeting on September 28, 2022, at 6:00 p.m. (Toronto time) will also have the ability to vote online at: www.voteproxyonline.com.

A Shareholder has the right to revoke a proxy that has been submitted. To revoke a proxy, the Shareholder may deliver a written notice to the registered office of the Corporation at any time up to and including the last business day before the Meeting or any adjournment of the Meeting. The proxy may also be revoked on the day of the Meeting or any adjournment of the Meeting by delivering written notice to the chairman of the Meeting. In addition, the proxy may be revoked by any other method permitted by law. The written notice of revocation may be executed by the Shareholder or by an attorney who has the Shareholder’s written authorization. If the Shareholder is a corporation, the written notice must be executed by its duly authorized officer or attorney.

COVID-19 Notice

The Corporation is actively monitoring the ongoing COVID-19 situation and is sensitive to public health concerns and protocols put in place by federal, provincial and municipal governments. The Corporation will be severely restricting physical access to the Meeting and only registered Shareholders and formally appointed proxyholders will be allowed to attend. In order to comply with government orders concerning maximum size of public gatherings and required physical distancing parameters, the Corporation may be unable to admit Shareholders to the Meeting. The Corporation strongly encourages registered Shareholders and proxyholders not to attend the Meeting in person, and Shareholders are encouraged to vote using one of the methods described in the accompanying Management Information Circular. To further mitigate the risk of the spread of the virus, the Meeting will also be hosted via live audio webcast at 1 (647) 374-4685, Meeting ID: 878 3316 4797, Password: 526 574. This call will be listen-only and Shareholders will not be able to vote or speak at, or otherwise participate in the Meeting via the conference call.

Voting of Proxies

Shares represented by valid proxies in favour of the persons named in the accompanying form of proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder. If the Shareholder has not indicated a choice for an item, the Shares will be voted in favour of that item. The accompanying form of proxy gives discretionary authority to the persons named with respect to amendments or variations to the matters identified in the Notice of Meeting or other matters that may properly come before the Meeting. At the time of the printing of this Circular, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting.

Record Date

The record date (the “**Record Date**”) for the purposes of determining Shareholders entitled to receive notice of and to vote at the Meeting and any adjournment(s) or postponement(s) thereof is August 22, 2022. The Corporation has prepared a list, as of the close of business on the Record Date, of the holders of Shares. Only Shareholders of record at the close of business on such Record Date whose name appears on such list are entitled to vote the Shares shown opposite such Shareholder’s name on such list at the Meeting (or any adjournment(s) or postponement(s) thereof).

Advice to Beneficial Shareholders

Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Shares can be recognized and acted upon at the Meeting. The information set forth in this section is therefore of significant importance to Shareholders who do not hold their Shares in their own name (referred to in this section as “**Beneficial Shareholders**”). If Shares are listed in an account statement provided to a Shareholder by a clearing agency, securities dealer, banks and trust companies or their nominees (collectively, the “**Intermediaries**”), then in almost all cases those Shares will not be registered in such Shareholder’s name on the records of the Corporation. Such Shares will more likely be registered under the name of the Shareholder’s Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Shares are registered under the name of CDS & Co., as nominee for CDS Clearing and Depository Services Inc., which acts as a depository for many Canadian Intermediaries. Shares held by Intermediaries or their nominees can only be voted for or against resolutions upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting the Shares for their clients.

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Corporation has distributed copies of the Meeting Materials to Intermediaries for onward distribution to all Beneficial Shareholders.

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided by the Corporation to the Intermediaries. However, its purpose is limited to instructing the Intermediary how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails the voting instruction forms or proxy forms to the Beneficial Shareholders and asks the Beneficial Shareholders to return the voting instruction forms or proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy or voting instruction form from Broadridge cannot use that proxy to vote Shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of their Intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the Intermediary and vote their Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their own Shares as proxyholder for the Intermediary should enter their own names in the blank space on the management form of proxy or voting instruction form provided to them and return the same to their Intermediary (or the agent of such Intermediary) in accordance with the instructions provided by such Intermediary or agent well in advance of the Meeting. Beneficial Shareholders should carefully follow the instructions of their Intermediaries and

their service companies.

All references to “shareholders” in the Meeting Materials are to Shareholders of record unless specifically stated otherwise.

Shares

As of the Record Date, there were 130,924,747 Shares issued and outstanding.

To the knowledge of the directors and officers of the Corporation, the only persons who beneficially own, directly or indirectly, or exercise control or direction over voting securities of the Corporation carrying 10% or more of the voting rights of the total issued and outstanding Shares are the following:

Name of Shareholder	Number of Shares Beneficially Owned or Controlled, or Directed ⁽¹⁾	Percentage of Voting Rights
Sunrite Greenhouses Ltd. ⁽²⁾	100,000,000	76.38%

Notes:

1. Based on the share register of the Corporation as of the Record Date. The information concerning the number of Shares of the Corporation beneficially owned, controlled or directed, directly or indirectly, by the Shareholder, not being within the knowledge of the Corporation except as disclosed in the share register, has been confirmed by the Shareholder.
2. Sunrite Greenhouses Ltd. is controlled as to 50% by Jamie D’Alimonte, a director and officer of the Corporation, and 50% by Carl Mastronardi, a director and officer of the Corporation.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The general objectives of the Corporation’s compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management’s interests with the long-term interests of shareholders; and (c) attract and retain highly qualified executive officers.

Elements of Compensation

The compensation of Named Executive Officers (as such term is defined below) is comprised of the following elements: (a) base salary; (b) an annual discretionary cash bonus; and (c) long-term equity incentives, consisting of Options (as such term is defined below) granted under the Corporation’s stock option plan. These principal elements of compensation are described in further detail below.

1. Base Salary

Each Named Executive Officer receives a base salary, which constitutes a significant portion of the Named Executive Officer’s compensation package. Base salary is recognition for discharging day-to-day duties and responsibilities and reflects the Named Executive Officer’s performance over time, as well as that individual’s particular experience and qualifications. Each Named Executive Officer’s base salary is reviewed by the board of directors of the Corporation (the “**Board**”) on an annual basis and may be adjusted to take into account performance contributions for the year and to reflect sustained performance contributions over a number of years.

2. Annual Cash Bonus

In addition to base salary, each Named Executive Officer may receive an annual discretionary cash bonus. Annual bonuses may be awarded by the Board based on qualitative and quantitative performance standards, and are intended to reward performance of Named Executive Officers individually. The determination of a Named Executive Officer’s

performance may vary from year to year depending on economic conditions and conditions in the Corporation's industry, and may be based on measures such as stock price performance, the meeting of financial targets against budget (such as adjusted funds from operations), the meeting of acquisition objectives and balance sheet performance.

3. Stock Option Plan

The Corporation's current amended and restated stock option plan (the "**Stock Option Plan**") is a "rolling" plan and permits the granting of options issuable for Shares of the Corporation ("**Options**"), which such Shares shall not exceed 10% of the total number of issued and outstanding Shares from time to time. Awards are granted by either the Board or the Compensation Committee of the Board (the "**Compensation Committee**").

The Stock Option Plan is intended to promote the interests of the Corporation and its Shareholders by aiding the Corporation in attracting and retaining employees, officers, consultants, advisors and non-employee directors capable of assuring the future success of the Corporation, to offer such persons incentives to put forth maximum efforts for the success of the Corporation's business and to compensate such persons through various share and cash-based arrangements and provide them with opportunities for share ownership in the Corporation, thereby aligning the interests of such persons with Shareholders.

Compensation of Directors

The following table illustrates the compensation structure for the non-executive directors. The directors may also be reimbursed for out-of-pocket expenses incurred in carrying out their duties as directors in addition to the compensation as set out below.

Annual Retainer	
Chairperson of the Board	-
Non-executive director	\$50,000
Committee members	-

Officers of the Corporation who also act as directors will not receive any additional compensation for services rendered in such capacity, other than as paid by the Corporation in their capacity as officers.

Compensation Risk

The Board and, as applicable, the Compensation Committee, considers and assesses the implications of risks associated with the Corporation's compensation policies and practices and devotes such time and resources as is believed to be necessary in the circumstances. The Corporation's practice of compensating its officers primarily through a mix of salary, bonus and stock options is designed to mitigate risk by: (i) ensuring that the Corporation retains such officers; and (ii) aligning the interests of its officers with the short-term and long-term objectives of the Corporation and its shareholders. As at the date of this Circular, the Board had not identified risks arising from the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

Financial Instruments

Pursuant to the terms of the Corporation's Insider Trading Policy, the Corporation's officers and directors are prohibited from purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by an officer or director.

Compensation Governance

In order to assist the Board in fulfilling its oversight responsibilities with respect to compensation matters, the Board has established the Compensation Committee and has reviewed and approved the Compensation Committee's Charter. The Compensation Committee is composed of Jamie D'Alimonte, Martin Komsa and Dennis Staudt, two of whom are "independent" as such term is defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). Mr. D'Alimonte is the Chief Executive Officer of the Corporation and is not independent.

The Compensation Committee meets on compensation matters as and when required with respect to executive compensation. The primary goal of the Compensation Committee as it relates to compensation matters is to ensure that the compensation provided to the Named Executive Officers and the Corporation’s other senior officers is determined with regard to the Corporation’s business strategies and objectives, such that the financial interest of the senior officers is aligned with the financial interest of shareholders, and to ensure that their compensation is fair and reasonable and sufficient to attract and retain qualified and experienced executives.

The Compensation Committee is given the authority to engage and compensate any outside advisor that it determines to be necessary to carry out its duties. As a whole, the members of the Compensation Committee have direct experience and skills relevant to their responsibilities in executive compensation, including with respect to enabling the Compensation Committee in making informed decisions on the suitability of the Corporation’s compensation policies and practices. Each of the members of the Compensation Committee has experience on the board of directors and related committees of other public companies, as described under “Particulars of Matters to be Acted Upon – Election of Directors” in this Circular.

Executive Compensation-Related Fees

No executive compensation-related fees were paid in fiscal 2022 or fiscal 2021.

Summary Compensation Table

The following table sets forth the compensation paid or awarded to the following individuals for the financial years ended March 31: (i) the Chief Executive Officer; (ii) the Chief Financial Officer; and (iii) the President (collectively, the “Named Executive Officers”):

Name and principal position	Year	Salary/Fee (\$)	Share-based awards (\$)	Option-based awards⁽⁴⁾ (\$)	Non-equity incentive plan compensation (\$)	All other compensation (\$)	Total compensation (\$)
Jamie D’Alimonte ⁽¹⁾ Chief Executive Officer & Director ¹	2022	31,250	-	-	-	-	31,250
	2021	-	-	-	-	-	-
Darren Peddle ⁽²⁾ Chief Financial Officer & Director ²	2022	101,667	-	-	-	-	101,667
	2021	60,000	-	-	-	-	60,000
Carl Mastronardi ⁽³⁾ President & Director ³	2022	31,250	-	-	-	-	31,250
	2021	-	-	-	-	-	-

Notes:

- (1) Mr. D’Alimonte was paid for his services as Chief Executive Officer pursuant to the terms of an employment agreement between the Corporation and Mr. D’Alimonte. See “Executive Compensation – Management Contracts – Termination and Change of Control Benefits – CEO Agreement.” Mr. D’Alimonte’s annual salary of \$75,000 commenced on November 1, 2021.
- (2) Mr. Peddle was paid for his services as Chief Financial Officer pursuant to the terms of an employment agreement between the Corporation and Mr. Peddle. See “Executive Compensation – Management Contracts – Termination and Change of Control Benefits – CFO Agreement.” Mr. Peddle previously had an annual salary of \$60,000 and commencing on June 1, 2021, his annual salary was amended to \$110,000.
- (3) Mr. Mastronardi was paid for his services as President pursuant to the terms of an employment agreement between the Corporation and Mr. Mastronardi. See “Executive Compensation – Management Contracts – Termination and Change of Control Benefits – President Agreement.” Mr. Mastronardi’s annual salary of \$75,000 commenced on November 1, 2021.
- (4) Calculated based on the Black-Scholes model for option valuation. The fair value of the stock options has been calculated based on the following assumptions:

Financial year	Risk-free Interest Rate	Expected Life	Expected Stock Price Volatility	Expected Dividend Yield
2022	0.63% - 1.16%	3 – 3.5 years	70%	0%
2021	0.23% - 0.33%	3.5 – 4 years	70%	0%

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all share-based and option-based awards outstanding for the Named Executive Officers and each of the directors of the Corporation as of March 31, 2022:

Name	Option-Based Awards				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Jamie D'Alimonte	1,000,000	0.25	September 22, 2024	1,040,000	-	-	-
Darren Peddle	800,000	0.25	September 22, 2024	832,000	-	-	-
Carl Mastronardi	1,000,000	0.25	September 22, 2024	1,040,000	-	-	-
Marty Komsa	1,000,000	0.50	September 22, 2024	790,000	-	-	-
Dennis Staudt	500,000	0.50	September 22, 2024	395,000	-	-	-
	500,000	1.35	November 25, 2024	-	-	-	-

Notes:

- (1) The “value of unexercised in-the-money options” is calculated based on the difference between the closing price (\$1.29) for the Shares on the CSE on March 31, 2022 (the last trading day of the financial year ended March 31, 2022) and the exercise price of the options, multiplied by the number of unexercised options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value of all incentive plan awards vested or earned for each Named Executive Officer and each of the directors of the Corporation during the financial year ended March 31, 2022:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Jamie D'Alimonte	-	-	-
Darren Peddle	-	-	-
Carl Mastronardi	-	-	-
Marty Komsa	-	-	-
Dennis Staudt	83,750	-	-

Note:

- (1) The “value vested during the year” is calculated based on the difference between the closing price for the Shares on the CSE as of the date of vesting (or the most recent closing price on the CSE, if applicable) and the exercise price of the options, multiplied by the number of vested options.

Management Contracts – Termination and Change of Control Benefits

CEO Agreement

On June 1, 2021, the Corporation entered into an employment agreement with Jamie D’Alimonte to provide Chief Executive Officer services to the Corporation for an annual fee of \$75,000, payment of which commenced on November 1, 2021, as well as an annual bonus to be determined at the complete discretion of the Compensation Committee. Under the terms of Mr. D’Alimonte’s employment agreement, in the event of termination without cause, Mr. D’Alimonte is entitled to receive 12 months prior written notice or a lump sum payment, in lieu of notice, in any combination. Additionally, in the event the Corporation consummates a change of control transaction and Mr. D’Alimonte is terminated without cause within 90 days of such change of control, Mr. D’Alimonte is entitled to receive an amount equal to 12 months of his salary, payable in a lump sum within 15 days of such notice, and the immediate vesting of all the Options held by Mr. D’Alimonte.

CFO Agreement

On June 1, 2021, the Corporation entered into an employment agreement with Darren Peddle to provide Chief Financial Officer services to the Corporation for an annual fee of \$110,000, as well as an annual bonus to be determined at the complete discretion of the Compensation Committee or upon the achievement of specific milestones as mutually agreed upon by Mr. Peddle, the Chief Executive Officer and the President, as approved by the Compensation Committee. Under the terms of Mr. Peddle’s employment agreement, in the event of termination without cause, Mr. Peddle is entitled to receive 12 months prior written notice or a lump sum payment, in lieu of notice, in any combination. Additionally, in the event the Corporation consummates a change of control transaction and Mr. Peddle is terminated without cause within 90 days of such change of control, Mr. Peddle is entitled to receive an amount equal to 12 months of his salary, payable in a lump sum within 15 days of such notice, and the immediate vesting of all the Options held by Mr. Peddle.

President Agreement

On June 1, 2021, the Corporation entered into an employment agreement with Carl Mastronardi to provide certain services as President of the Corporation for an annual fee of \$75,000, payment of which commenced on November 1, 2021, as well as an annual bonus to be determined at the complete discretion of the Compensation Committee. Under the terms of Mr. Mastronardi’s employment agreement, in the event of termination without cause, Mr. Mastronardi is entitled to receive 12 months prior written notice or a lump sum payment, in lieu of notice, in any combination. Additionally, in the event the Corporation consummates a change of control transaction and Mr. Mastronardi is terminated without cause within 90 days of such change of control, Mr. Mastronardi is entitled to receive an amount equal to 12 months of his salary, payable in a lump sum within 15 days of such notice, and the immediate vesting of all the Options held by Mr. Mastronardi.

Director Compensation

The following table sets forth all amounts of compensation provided to the directors of the Corporation (other than directors who are also Named Executive Officers) during the financial year ended March 31, 2022:

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based awards⁽¹⁾ (\$)	All other compensation (\$)	Total (\$)
Marty Komsa	50,000	-	-	-	50,000
Dennis Staudt	50,000	-	314,000	-	50,000

Note:

- (1) Calculated based on the Black-Scholes model for option valuation. The fair value of the stock options has been calculated based on the following assumptions:

Financial year	Risk-free Interest Rate	Expected Life	Expected Stock Price Volatility	Expected Dividend Yield
2022	1.16%	3 years	70%	0%

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding the number of Shares to be issued upon exercise of outstanding Options pursuant to the Equity Incentive Plan as at March 31, 2022:

Plan Category	Number of Shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options (\$)	Number of Shares remaining available for future issuance under equity compensation plans ⁽¹⁾
Equity compensation plans approved by security holders	8,938,000	0.43	4,154,475
Equity compensation plans not approved by security holders	-	-	-
Total	8,938,000	0.43	4,154,475

Note:

- (1) The Stock Option Plan is a “rolling” plan pursuant to which Options may be granted to eligible participants to purchase Shares, provided that the maximum number of Shares allocated and made available to be granted to eligible participants under the Stock Option Plan shall not exceed 10% of the issued and outstanding Shares of the Corporation as at the date of grant (on a non-diluted basis). The number of securities remaining available for future issuance has been calculated based on 130,924,747 issued and outstanding Shares as at March 31, 2022.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Corporation, a proposed nominee for election as a director of the Corporation or an associate of any such director, executive officer or proposed nominee is, or at any time since the beginning of the most recently completed financial year of the Corporation has been, indebted to (i) the Corporation or any of its subsidiaries or (ii) to any other entity where such indebtedness is, or at any time since the beginning of the most recently completed financial year has been, guaranteed or supported by the Corporation or any of its subsidiaries.

REPORT ON CORPORATE GOVERNANCE

Maintaining a high standard of corporate governance is a priority for the Board and the Corporation’s management as both believe that effective corporate governance will help create and maintain shareholder value in the long term. A description of the Corporation’s corporate governance practices, which addresses the matters set out in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, is set out at Schedule “A” to this Circular.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee’s Charter

The charter (the “**Audit Committee Charter**”) of the audit committee of the Corporation (the “**Audit Committee**”) is reproduced as Schedule “B” to this Circular.

Composition of Audit Committee

The Audit Committee is composed of Jamie D’Alimonte, Martin Komsa and Dennis Staudt, each of whom is a director of the Corporation. A majority of members of the Audit Committee are considered “independent” as such term is defined in NI 52-110. Mr. D’Alimonte is the Chief Executive Officer of the Corporation and is not independent. The Corporation is of the opinion that all members of the Audit Committee are “financially literate” as such term is defined in NI 52-110.

Relevant Education and Experience

All the members of the Audit Committee have the education and/or practical experience required to understand and evaluate 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 Corporation's financial statements.

Jamie D'Alimonte – Mr. D'Alimonte has over 30 years of experience in agriculture, including managing multiple successful companies simultaneously. He is the Chief Executive Officer of the companies forming the Del Fresco Group.

Martin Komsa – Mr. Komsa spent 41 years in the financial services and industrial sector, including being the President/CEO of the Windsor Family Credit Union. Mr. Komsa has an Honours Degree in Business Administration.

Dennis Staudt – Mr. Staudt has over 40 years experience providing business advice to a number of private companies, including spending 22 years as a partner in the Audit and Assurance Group at PricewaterhouseCoopers LLP. Mr. Staudt is a Chartered Professional Accountant (CPA, CA)(Ontario) and a Certified Public Accountant (CPA, Illinois).

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the nomination and/or compensation of the Corporation's external auditors not been adopted by the board of directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on exemptions in relation to "*De Minimis Non-audit Services*" or any exemption provided by Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

Pursuant to the terms of the Audit Committee Charter, the Audit Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor.

External Auditor Service Fees (By Category)

Audit Fees – The Corporation's external auditor invoiced approximately \$105,000 for the financial year ended March 31, 2022 and approximately \$55,000 for the financial year ended March 31, 2021.

Audit-Related Fees – The Corporation's external auditor invoiced approximately \$7,933 during the financial year ended March 31, 2022 and \$nil during the financial year ended March 31, 2021 for administrative services incurred primarily related to the audit. The Corporation's external auditor invoiced approximately \$22,000 for the review of the quarter ended June 30, 2021, and \$24,250 for the review of the quarter ended September 30, 2021.

Tax Fees – The Corporation's external auditor invoiced approximately \$3,500 during the financial year ended March 31, 2022 and \$3,500 during the financial year ended March 31, 2021 for tax services related to compliance, planning and tax advice.

All Other Fees – The Corporation's external auditor did not invoice fees for the financial years ended March 31, 2022 and March 31, 2021 other than as reported above.

Venture Issuer Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, no "informed person" (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102")) or proposed nominee for election as a director of the Corporation or any associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction in which the Corporation has participated since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. APPOINTMENT OF AUDITOR

Management proposes to nominate MNP LLP as auditor of the Corporation to hold office until the next annual meeting of Shareholders. MNP LLP has been the auditor of the Corporation since 2021. An affirmative vote of a majority of the votes cast at the Meeting is sufficient for the appointment of the auditor.

The Board recommends that Shareholders vote FOR the appointment of MNP LLP as auditor of the Corporation.

SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF APPOINTMENT OF MNP LLP AS AUDITOR OF THE CORPORATION AND AUTHORIZING OF THE DIRECTORS TO FIX ITS REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

2. ELECTION OF DIRECTORS

Management of the Corporation has nominated five directors for election at the Meeting, namely, Jamie D'Alimonte, Carl Mastronardi, Darren Peddle, Martin Komsa and Dennis Staudt. Each director elected will hold office until the next annual meeting of shareholders or until his or successor is duly elected or appointed pursuant to the by-laws of the Corporation. The enclosed form of proxy permits Shareholders to vote for each nominee on an individual basis.

The Board recommends that Shareholders vote FOR each of its nominees for director.

SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF EACH OF THE PROPOSED NOMINEES UNLESS A SHAREHOLDER HAS SPECIFIED IN HIS, HER OR ITS PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF ANY PARTICULAR NOMINEE OR NOMINEES. MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF SUCH NOMINEES WILL BE UNABLE TO SERVE AS DIRECTORS. HOWEVER, IF FOR ANY REASON, ANY OF THE PROPOSED NOMINEES DO NOT STAND FOR ELECTION OR ARE UNABLE TO SERVE AS SUCH, PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED FOR ANOTHER NOMINEE IN THEIR DISCRETION UNLESS THE SHAREHOLDER HAS SPECIFIED IN HIS, HER OR ITS PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF ANY PARTICULAR NOMINEE OR NOMINEES.

Director Nominee Profiles

The following tables set out certain information as of the date of this Circular (unless otherwise indicated) with respect to the persons being nominated at the Meeting for election as directors. Information regarding Shares owned by each director of the Corporation is presented to the best knowledge of management of the Corporation and has been furnished to management of the Corporation by such directors.

JAMIE D'ALIMONTE		Principal Occupation and Biographical Information	
Leamington, Canada Director Since: July 2018 Not Independent		Mr. D'Alimonte has over 30 years of experience in agriculture, including managing multiple successful companies simultaneously. He is the Chief Executive Officer of the companies forming the Del Fresco Group, Head Grower of both Sunrite Greenhouses Ltd. and Via Verde Hydroponics Ltd., and has helped grow small family businesses into industry leaders. Mr. D'Alimonte brings years of experience and skill in large scale greenhouse grown produce to the Corporation.	
Current Board/Committee Membership		Other Public Board Memberships	
Co-Chairman of the Board Member of the Audit Committee		None.	

Member of the Corporate Governance and Nomination Committee (“CG&N Committee”)	
Number of Securities Beneficially Owned, Controlled or Directed⁽¹⁾	51,100,000 ⁽²⁾

Notes:

- (1) Represents Shares, options, and any other convertible securities, on a fully diluted basis.
(2) Mr. D’Alimonte beneficially owns, or controls or directs, an aggregate of 50,000,000 Shares indirectly through Sunrite Greenhouses Ltd. As at the date of this Circular, Mr. D’Alimonte also holds options exercisable into an aggregate of 1,100,000 Shares.

CARL MASTRONARDI		Principal Occupation and Biographical Information	
Leamington, Canada Director Since: July 2018 Not Independent	Mr. Mastronardi is a co-founder of the Corporation, and has over 35 years of experience in the agricultural sector. He is also President of the companies forming the Del Fresco Group where he has been pivotal in the success of over 4 million sq/ft of greenhouse facilities.		
Current Board/Committee Membership		Other Public Board Memberships	
Co-Chairman of the Board Member of the Compensation Committee		None.	
Number of Securities Beneficially Owned, Controlled or Directed⁽¹⁾		51,100,000 ⁽²⁾	

Notes:

- (1) Represents Shares, options, and any other convertible securities, on a fully diluted basis.
(2) Mr. Mastronardi beneficially owns, or controls or directs, an aggregate of 50,000,000 Shares indirectly through Sunrite Greenhouses Ltd. As at the date of this Circular, Mr. Mastronardi also holds options exercisable into an aggregate of 1,100,000 Shares.

DARREN PEDDLE		Principal Occupation and Biographical Information	
Kingsville, Canada Director Since: August 2018 Not Independent	Mr. Peddle has almost a decade of high level financial and accounting experience, and has been a CPA since 2016. Throughout his career, Mr. Peddle has served in various financial positions within the agricultural sector and is now applying his expertise to the cannabis greenhouse sector. He has helped guide the Corporation through the process of becoming a licensed cannabis nursery and licensed cannabis cultivator. He has experience with notable accounting firms, including KMPG LLP and HMID LLP. Mr. Peddle has a Bachelor of Arts degree from the University of Windsor and is a Chartered Professional Accountant.		
Current Board/Committee Membership		Other Public Board Memberships	
Member of the Board		None.	
Number of Securities Beneficially Owned, Controlled or Directed⁽¹⁾		2,400,000 ⁽²⁾	

Notes:

- (1) Represents Shares, options, and any other convertible securities, on a fully diluted basis.
(2) Mr. Peddle beneficially owns, or controls or directs, an aggregate of 1,500,000 Shares directly. As at the date of this Circular, Mr. Peddle also holds options exercisable into an aggregate of 900,000 Shares.

MARTIN KOMSA		Principal Occupation and Biographical Information	
Lasalle, Canada Director Since: January 2020 Independent	Mr. Komsa spent 41 years in the financial services and industrial sector. He began his career as a supervisor and rose to the position of President/CEO where he was instrumental in leading Windsor Family Credit Union (WFC) to become a financial services innovator with over \$5 billion in managed assets. He gained valuable experience in the area of Human Resource Management when he worked in the steel industry in charge of management & manpower training, succession planning & leadership development. Mr. Komsa's vision within the financial service sector allowed WFCU to become a leader in customer service, human resource management and corporate governance. He has served on many boards and committees within the philanthropic, educational, health and public sectors where his leadership skills allowed him to be appointed to various Chair and Vice Chair positions, including the University of Windsor, Chamber of Commerce, Economic Development Commission and Credit Union Managers Association. Mr. Komsa has received numerous national and international awards recognizing his leadership and community involvement. He holds an Honours Degree in Business Administration from Windsor University, and an Honorary Doctor of Laws Degree from the University of Windsor.		
Current Board/Committee Membership		Other Public Board Memberships	
Member of the Board Member of the Audit Committee Member of the Compensation Committee Member of the CG&N Committee		None.	
Number of Securities Beneficially Owned, Controlled or Directed⁽¹⁾		1,165,167 ⁽²⁾	

Notes:

- (1) Represents Shares, options, and any other convertible securities, on a fully diluted basis.
(2) Mr. Komsa beneficially owns, or controls or directs, an aggregate of 15,167 Shares directly and 50,000 Shares indirectly through a holding company. As at the date of this Circular, Mr. Komsa also holds options exercisable into an aggregate of 1,100,000 Shares.

DENNIS STAUDT		Principal Occupation and Biographical Information	
Kingsville, Canada Director Since: March 2021 Independent	Mr. Staudt has over 40 years experience providing business advice to a number of private companies in Southwestern Ontario, primarily in the manufacturing and greenhouse sectors. Mr. Staudt spent the majority of his career with PricewaterhouseCoopers LLP ("PwC"), including 22 years as a partner in the Audit and Assurance Group. Following his retirement from PwC, Mr. Staudt served on the Board of Directors of Aphria Inc. (TSX: APH) from July 2014 to September 2018, and HAVN Life Sciences Inc. (CSE:HAVN) (FSE:5NP) from October 2020 to June 2022. He currently sits on the Board of Directors of HYTN Innovations Inc. (CSE:HYTN), a manufacturer of cannabis products and is Vice President of Staudt Farms Limited, a family owned farming operation. Mr. Staudt is a Chartered Professional Accountant (CPA, CA)(Ontario) and a Certified Public Accountant (CPA, Illinois).		
Current Board/Committee Membership		Other Public Board Memberships	
Member of the Board Member of the Audit Committee Member of the Compensation Committee Member of the CG&N Committee		HYTN Innovations Inc. (CSE)	
Number of Securities Beneficially Owned, Controlled or Directed⁽¹⁾		1,100,000 ⁽²⁾	

Notes:

- (1) Represents Shares, options, and any other convertible securities, on a fully diluted basis.
(2) As at the date of this Circular, Mr. Staudt holds options exercisable into an aggregate of 1,100,000 Shares.

Corporate Cease Trade Orders

To the knowledge of the Corporation and based upon information provided to it by the nominees for election to the Board, no proposed director is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that:

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

The foregoing information, not being within the knowledge of the Corporation, has been furnished by the proposed directors.

Bankruptcies, or Penalties or Sanctions

Except as disclosed herein, to the knowledge of the Corporation, no proposed director:

- (a) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or 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;
- (b) has, within 10 years before the date of this 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 his assets;
- (c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (d) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person or company who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation’s last completed financial year, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available under the Corporation's profile on SEDAR at www.sedar.com. Financial information is provided in the Corporation's Financial Statements and MD&A for the financial year ended March 31, 2022. In addition, copies of the Corporation's annual Financial Statements, MD&A and this Circular may be obtained upon request to the Corporation. The Corporation may require the payment of a reasonable charge if the request is made by a person who is not a shareholder of the Corporation.

OTHER MATTERS

Management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the management proxyholders named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

APPROVAL OF BOARD OF DIRECTORS

The contents of this Circular and the sending of it to each director of the Corporation, to the auditor of the Corporation, to the Shareholders and to the appropriate governmental agencies, have been approved by the Board of Directors as of the 23rd day of August, 2022.

"Jamie D'Alimonte"

Jamie D'Alimonte
Chief Executive Officer

"Darren Peddle"

Darren Peddle
Chief Financial Officer

**SCHEDULE “A”
STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

Governance Disclosure Requirement Under the Corporate Governance National Instrument 58-101 (“NI 58-101”)	Comments
Board of Directors	
1. Board of Directors—Disclose how the board of directors (the “ Board ”) of Greenway Greenhouse Cannabis Corporation (the “ Corporation ”) facilitates its exercise of independent supervision over management, including (i) the identity of directors that are independent, and (ii) the identity of directors who are not independent, and the basis for that determination.	The proposed Board shall consist of five directors, two of whom are considered “independent”.
2. Directorships—If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Please refer to the accompanying management information circular dated August 23, 2022 (the “ Circular ”) under the heading “Particulars of Matters to be Acted Upon - Election of Directors”.
Orientation and Continuing Education	
3. Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the Board takes to provide continuing education for directors.	Each director ultimately assumes responsibility for keeping himself or herself informed about the Corporation’s business and relevant developments outside the Corporation that affect its business. Management assists directors by providing them with regular updates on relevant developments and other information that management considers of interest to the Board. Directors may also attend other Board committee meetings if they are not active members, to broaden their knowledge base and receive additional information on the Corporation’s business and developments in areas where they are not commonly exposed.
Ethical Business Conduct	
4. Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.	The Board is responsible for promoting an ethical business culture and fostering an environment that places an emphasis on compliance. The Board monitors compliance, including through receipt by the Audit Committee of reports of unethical behaviour. To ensure that an ethical business culture is maintained and promoted, directors are encouraged to exercise their independent judgment. If a director has a material interest in any transaction or agreement that the Corporation proposes to enter into, such director is expected to disclose such interest to the Board in compliance with the applicable laws, rules and policies which govern conflicts of interest in connection with such transaction or agreement. Further, any director who has a material interest in any proposed transaction or agreement will be excluded from the portion of the Board meeting concerning such matters and will be further precluded from voting on such matters.

Governance Disclosure Requirement Under the Corporate Governance National Instrument 58-101 (“NI 58-101”)	Comments
Nomination of Directors	
5. Disclose what steps, if any, are taken to identify new candidates for Board nomination, including: (i) who identifies new candidates, and (ii) the process of identifying new candidates.	The Board is responsible for the identification and assessment of potential directors. While no formal nomination procedures are in place to identify new candidates, the Board does review the experience and performance of nominees for election to the Board. Members of the Board are canvassed with respect to the qualifications of a prospective candidate and each candidate is evaluated with respect to his or her experience and expertise, with particular attention paid to those areas of expertise that could complement and enhance current management. The Board also assesses any potential conflicts, independence or time commitment concerns that the candidate may present.
Compensation	
6. Disclose what steps, if any, are taken to determine compensation for the directors and officers, including: (i) who determines compensation, and (ii) the process of determining compensation.	The process undertaken by the Board and the Compensation Committee in respect of compensation is more fully described in the “Compensation Discussion and Analysis” section of the accompanying Circular.
Other Board Committees	
7. If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	The Board does not have any standing committees other than the CG&N Committee, the Audit Committee and the Compensation Committee.
Assessments	
8. Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.	The Board is currently responsible for assessing the effectiveness of the Board, the individual directors and the Audit Committee.

**SCHEDULE “B”
AUDIT COMMITTEE CHARTER**

**GREENWAY GREENHOUSE CANNABIS CORPORATION
(the “Corporation”)**

AUDIT COMMITTEE CHARTER

(Implemented pursuant to National Instrument 52-110 – *Audit Committees*)

National Instrument 52-110 – *Audit Committees* (the “**Instrument**”) relating to the composition and function of audit committees was implemented for reporting issuers and, accordingly, applies to every Canadian Securities Exchange (the “**Exchange**”) listed company, including the Corporation. The Instrument requires all affected issuers to have a written audit committee charter which must be disclosed, as stipulated by Form 52-110F2, in the management information circular of the Corporation wherein management solicits proxies from the security holders of the Corporation for the purpose of electing directors to the board of directors. The Corporation, as an Exchange listed company is, however, exempt from certain requirements of the Instrument.

This Charter has been adopted by the board of directors of the Corporation (the “**Board**”) in order to comply with the Instrument and to more properly define the role of the Committee in the oversight of the financial reporting process of the Corporation. Nothing in this Charter is intended to restrict the ability of the Board or the Committee to alter or vary procedures in order to comply more fully with the Instrument or any other such requirement of the Exchange, as applicable from time to time.

PART 1

Purpose:

The purpose of the Committee is to:

- (a) improve the quality of the Corporation’s financial reporting;
- (b) assist the Board to properly and fully discharge its responsibilities;
- (c) provide an avenue of enhanced communication between the directors and external auditors;
- (d) enhance the external auditor’s independence;
- (e) ensure the credibility and objectivity of financial reports; and
- (f) strengthen the role of the directors by facilitating in depth discussions between directors, management and external auditors.

1.1 Definitions

“**accounting principles**” has the meaning ascribed to it in National Instrument 52-107 – *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

“**Affiliate**” means a Corporation that is a subsidiary of another Corporation or companies that are controlled by the same entity;

“**audit services**” means the professional services rendered by the Corporation’s external auditor for the audit and review of the Corporation’s financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements;

“**Charter**” means this audit committee charter;

“**Committee**” means the Audit Committee established by and among certain members of the Board for the purpose of overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation;

“**Control Person**” means any individual or company that holds or is one of a combination of individuals or companies that holds a sufficient number of any of the securities of the Corporation so as to affect materially the control of the Corporation, or that holds more than 20% of the outstanding voting shares of the Corporation except where there is evidence showing that the holder of those securities does not materially affect the control of the Corporation;

“**financially literate**” has the meaning set forth in Section 1.2;

“**immediate family member**” means a person’s spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than an employee of either the person or the person’s immediate family member) who shares the individual’s home;

“**Instrument**” means National Instrument 52-110 – *Audit Committees*;

“**MD&A**” has the meaning ascribed to it in National Instrument 51-102;

“**Member**” means a member of the Committee;

“**National Instrument 51-102**” means National Instrument 51-102 – *Continuous Disclosure Obligations*; and

“**non-audit services**” means services other than audit services.

1.2 Meaning of Financially Literate

For the purposes of this Charter, an individual is financially literate if he or she 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 complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

PART 2

2.1 Audit Committee

The Board has hereby established the Committee for, among other purposes, compliance with the Instrument.

2.2 Relationship with External Auditors and Other Parties

The Corporation will require its external auditor to report directly to the Committee and its Members shall ensure that such is the case.

Each Member shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information, and the accuracy of the information provided to the Corporation by such other persons or organizations.

2.3 Committee Responsibilities

1. The Committee shall be responsible for making the following recommendations to the Board of directors:
 - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation; and
 - (b) the compensation of the external auditor.

2. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
 - (a) reviewing the audit plan with management and the external auditor;
 - (b) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;
 - (c) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
 - (d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
 - (e) reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtaining an explanation from management of all significant variances between comparative reporting periods;
 - (f) reviewing the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow up to any identified weakness;
 - (g) reviewing interim unaudited financial statements before release to the public;
 - (h) reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report and management's discussion and analysis;
 - (i) reviewing the evaluation of internal controls by the external auditor, together with management's response;
 - (j) reviewing the terms of reference of the internal auditor, if any;
 - (k) reviewing the reports issued by the internal auditor, if any, and management's response and subsequent follow up to any identified weaknesses; and
 - (l) reviewing the appointments of the chief financial officer and any key financial executives involved in the financial reporting process, as applicable.
3. The Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the issuer's external auditor.
4. The Committee shall review the Corporation's financial statements, MD&A, and annual and interim earnings press releases before the Corporation publicly discloses this information.
5. The Committee shall ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and shall periodically assess the adequacy of those procedures.
6. When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Instrument 51-102, and the planned steps for an orderly transition.

7. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Instrument 51-102, on a routine basis, whether or not there is to be a change of auditor.
8. The Committee shall, as applicable, establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
9. As applicable, the Committee shall establish, periodically review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer, as applicable.
10. The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when discharging their responsibilities.
11. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations, each of which is the responsibility of management and the Corporation's external auditors.

2.4 *De Minimis* Non-Audit Services

The Committee shall satisfy the pre-approval requirement in subsection 2.3(3) if:

- (a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent (5%) of the total amount of fees paid by the issuer and its subsidiary entities to the issuer's external auditor during the financial year in which the services are provided;
- (b) the Corporation or the subsidiary of the Corporation, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
- (c) the services are promptly brought to the attention of the Committee and approved by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee, prior to the completion of the audit.

2.5 Delegation of Pre-Approval Function

1. The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(3).
2. The pre-approval of non-audit services by any Member to whom authority has been delegated pursuant to subsection 2.5(1) must be presented to the Committee at its first scheduled meeting following such pre-approval.

PART 3

3.1 Composition

1. The Committee shall be composed of a minimum of three Members.
2. Every Member shall be a director of the issuer.

3. A majority of the Members shall not be employees, Control Persons or executive officers of the Corporation or any affiliate of the Corporation.
4. If practicable, given the composition of the Board, every Member shall be financially literate.
5. If practicable, given the composition of the Board, every Member shall be independent.
6. The Board shall appoint or re-appoint the Members after each annual meeting of shareholders of the Corporation.

PART 4

4.1 Authority

Until the replacement of this Charter, the Committee shall have the authority to:

- (a) engage independent legal counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the Committee;
- (c) communicate directly with the internal and external auditors; and
- (d) recommend the amendment or approval of audited and interim financial statements to the Board.

PART 5

5.1 Disclosure in Information Circular

If management of the Corporation solicits proxies from the security holders of the Corporation for the purpose of electing directors to the Board, the Corporation shall include in its management information circular the disclosure required by Form 52-110F2 (Disclosure by Venture Issuers).

PART 6

6.1 Meetings

1. Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.
2. Opportunities shall be afforded periodically to the external auditor, the internal auditor and to members of senior management to meet separately with the Members.
3. Minutes shall be kept of all meetings of the Committee.
4. The quorum for meetings shall be a majority of the Members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and to hear each other. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present.

6.2 Currency of this Charter

This Charter was last approved by the Board on June 8, 2021.