

POTENT VENTURES INC.

734 – 1055 Dunsmuir Street
Vancouver, BC V7X 1B1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting of the shareholders (the "**Shareholders**") of Potent Ventures Inc. [formerly, Weekend Unlimited Industries Inc.] (the "**Company**") will be held at Suite 1100 – 1111 Melville Street, Vancouver, BC V6E 3V6, on Friday April 29, 2022 at 10:00 a.m. (Vancouver time) (the "**Meeting**") for the following purposes:

- 1 to receive and consider the audited consolidated financial statements of the Company for the year ended September 30, 2021 and the reports of the auditor thereon;
- 2 to set the number of directors at four (4);
- 3 to elect the directors of the Company for the ensuing year;
- 4 to appoint Davidson & Company LLP, as the auditor of the Company for the ensuing year, and to authorize the board of directors to fix the remuneration to be paid to the auditor;
- 5 to consider, and if thought fit, to pass an ordinary resolution to re-approve the Company's 20% stock option plan; and
- 6 to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

No other matters are contemplated, 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.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must deposit his or her duly executed form of proxy with the Company's transfer agent and registrar, Odyssey Trust Company, at 350 - 300 5th Avenue SW, Calgary AB T2P 3C4 not later than 8:00 a.m. (Calgary time) on Tuesday March 8, 2022, or, if the Meeting is adjourned or postponed, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy. If you are an unregistered shareholder of the Company and received these materials through your broker or through another intermediary, please complete and return the voting information form in accordance with the instructions provided to you by your broker or by the other intermediary.

The board of directors of the Company has fixed the close of business on March 25, 2022 as the record date, being the date for the determination of the registered holders of Common Shares entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

At the date of this Notice and the accompanying Circular, it is the intention of Management of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of the current COVID-19 and Omicron Variant crisis. In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and not to attend the meeting in person. A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who do wish to attend the Meeting in person are asked to follow the instructions of the federal Public Health Agency of Canada, and all regional health authorities of the Province of British Columbia.

Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact with has travelled to / from outside Canada within the 21 days immediately prior to the Meeting. All Shareholders are encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the management information circular accompanying this Notice.

The board of directors and management request all shareholders vote by proxy and not attend the meeting in person but should a shareholder wish to attend proof of Vaccination status and confirmation of being Symptom free may be required.

To Join the webinar please follow link and pre-register your attendance

DATED at Vancouver on this 25th day of March 2022

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Charlie Lamb*"

**Charlie Lamb
President and CEO**

POTENT VENTURES INC.
[formerly, WEEKEND UNLIMITED INDUSTRIES INC.]
734 – 1055 Dunsmuir Street
Vancouver, BC V7X 1B1

MANAGEMENT INFORMATION CIRCULAR
AS AT March 25, 2022

THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF POTENT VENTURES INC. (the "**Company**") for use at the annual general and special meeting of shareholders of the Company (the "**Shareholders**") to be held on Friday April 29, 2022, at Suite 1100 – 1111 Melville Street, Vancouver, British Columbia at 10:00 a.m. (Vancouver time) and at any adjournment or postponement thereof for the purposes set out in the enclosed notice of meeting (the "**Notice of Meeting**"). In this Information Circular, references to "the Company", "Potent Ventures", "we" and "our" refer to Potent Ventures Inc. [formerly, Weekend Unlimited Industries 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.

The costs of the solicitation of proxies will be borne by the Company. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting.

In this Circular, unless otherwise specified, all currency amounts are expressed in Canadian dollars. Information contained in this Circular is given as at March 25, 2022 (the "**Record Date**"), unless otherwise specifically stated.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Except for statements of historical fact contained herein, the information presented in this Circular constitutes "forward-looking statements" or "information" (collectively "**statements**"). These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

In some cases, forward-looking statements can be identified by terminology such as "may", "will", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "forecast", "outlook", "potential", "continue", "should", "likely", or the negative of these terms or other comparable terminology. Although management believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve assumptions, known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements and information. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements and information include, but are not limited, risks related to our limited operating history and history of limited or no earnings, competition from other companies in similar industries, risks inherent with operations in emerging countries, changes to government regulations in the areas of insurance, financing, and business consulting industry, dependence on key personnel, general economic conditions, local economic conditions, interest rates; availability of equity and debt financing, and other risks factors described from time to time in the documents filed by us with applicable securities regulators.

Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update any forward-looking statement if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable law.

INFORMATION FOR U.S. SHAREHOLDERS

The Circular relates to the securities of the Company which is a Canadian company. This Circular is subject to disclosure requirements of Canada, which are different from those of the United States. The solicitation of proxies hereby is not subject to the proxy requirement of Section 14(a) of the *U.S. Securities Exchange Act of 1934*, as amended (the "**U.S. Exchange Act**"), by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 under the U.S. Exchange Act. Accordingly, this Circular has been prepared in accordance with applicable disclosure requirements in Canada. The shareholders in the United States should be aware that such requirements are different than those of the United States. Financial statements included or incorporated by reference in this document have been prepared in accordance with Canadian generally accepted accounting principles, and may be subject to Canadian auditing and auditor independence standards, and thus may not be comparable to the financial statements of United States companies.

The enforcement by investors of civil liabilities under United States securities laws may be affected adversely by the fact that the Company is organized under the laws of Canada, that their officers and directors, respectively, are residents of countries other than the United States, that the experts named in this Circular are residents of countries other than the United States, and that a substantial portion of the assets of the Company and such persons are, or will be, located outside the United States.

APPOINTMENT AND REVOCATION OF PROXIES

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

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must, in all cases, deposit the completed form of proxy with the Company's transfer agent and registrar, Odyssey Trust Company, at 350 – 300 5th Avenue SW Calgary, Alberta T2P 3C4 (the "**Transfer Agent**") not later than 8:00 a.m. (Calgary time) on Tuesday March 8, 2022 or, if the Meeting is adjourned or postponed, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

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

By Mail or Hand Delivery	Odyssey Trust Company 350- 300-5th Avenue SW, Calgary, AB T2P 3C4
Facsimile:	1-800-517-4553
By Internet	https://odysseytrust.com/Transfer-Agent/Login You will need to provide your 12 digit control number (located on the form of proxy accompanying this Circular)

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

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: by (a) depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof, a revocation signed, subject to the *Business Corporations Act* (British Columbia) ("**BCABC**") to (i) the office of the Company, located at 734 – 1055 Dunsmuir Street, Vancouver, BC V7X 1B1, at any time prior to 5:00 p.m. (Vancouver time) on the last business day preceding the day of the Meeting or any adjournment or postponement thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof; or (b) any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted in favour of all of the matters set out on the Notice of Meeting. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting, discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.

At the time of printing this Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name.

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

Distribution of Meeting Materials to Non-Registered Holders

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

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**"), and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their Transfer Agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or its agent has sent the applicable Meeting Materials directly to you, your name, address and information about your

holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

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

Voting by Non-Registered Holders

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

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

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

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

or,

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

Voting by Non-Registered Holders at the Meeting

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS

OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of March 25, 2022, (the “**Record Date**”) there were a total of 112,253,230 Common Shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

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

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

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board of Directors of the Company, the matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. RECEIPT OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended September 30, 2021, and the reports of the auditor will be placed before the shareholders at the Meeting. No vote will be taken on the financial statements. The financial statements and additional information concerning the Company are available under the Company's profile at www.sedar.com.

2. FIX NUMBER OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of Shareholders or until their successors are elected or appointed. Management proposes, and the Management proxyholders intend to vote in favour of, fixing the number of directors for the ensuing year at four (4), subject to such increases as may be permitted by the Company's Articles (the “Articles”).

The Board recommends that Shareholders vote FOR fixing the number of directors at four (4). Unless authority is withheld, the Management Proxyholders intend to vote FOR fixing the number of directors at four (4) for the ensuing year.

3. ELECTION OF DIRECTORS

The Board of Directors of the Company currently consists of three (3) directors, all of whom are elected annually. At the Meeting, it is proposed that the four (4) individuals named below be nominated for election as directors of the Company for the ensuing year. Each director elected will hold office until the next annual meeting of shareholders or until their successor is duly elected or appointed pursuant to the articles of the Company, unless their office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) (“**BCABC**”) or the Company's Articles.

The following table sets out the names of persons proposed to be nominated by management for election as directors of the Company; all positions and offices in the Company previously held by them; their principal occupation for the last five years; the periods during which they have served as director; and the number of Common Shares beneficially owned or controlled, directly or indirectly, by them or over which control or direction is exercised, as of the date hereof.

Name of proposed director nominee, province or state and country of residence and position, if any, held in the Company	Principal occupation for last five (5) years	Served as Director of the Company Since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
Charlie Lamb ⁽²⁾ [Vancouver, BC] <i>President, Chief Executive Officer, Director</i>	Charlie has over 10 years of experience working as a Canadian corporate and securities lawyer. Charlie works as the Corporations CEO and President.	July 21, 2020	1,102,000 common shares 0.98 % undiluted 1,102,000 Warrants 2.21 % fully diluted
Brian Keane ⁽²⁾ [New York, NY] <i>Director</i>	Self employed business person.	May 23, 2018	499,060 common shares 0.44 % undiluted 459,060 Warrants 1.00 % fully diluted
Robert Payment [Vancouver, BC] <i>Director</i>	Self employed business person.	April 26, 2021	1,277,000 common shares 1.14 % undiluted 1,277,000 Warrants 2.18 % fully diluted
Michael Hopkinson ⁽²⁾ [Vancouver, BC] <i>Director</i>	Michael is a US licensed CPA in the state of New Hampshire. He serves as a consultant and offers CFO or director services for numerous public companies.	January 12, 2022	50,000 common shares 0.04 % undiluted 0 warrants 0.02% fully diluted

Notes:

1. The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually. The above information is based upon information supplied by the Transfer Agent and each of the director nominees.
2. Member of the Company's Audit Committee Mr. Hopkinson is the Committee Chair,

As at the date hereof, the directors of the Company, as a group, beneficially own, directly or indirectly, 2,918,060 Common Shares or approximately 2.60% of the issued and outstanding Common Shares.

Proxies received in favour of management will be voted FOR the election of the above named nominees, unless the shareholder has specified in the Proxy that his or her common shares are to be withheld from voting in respect thereof.

Management has no reason to believe that any of the nominees will be unable to serve as a director but, if a nominee is for any reason unavailable to serve as a director, proxies in favour of management will be voted in favour of the remaining nominees and may be voted for a substitute nominee unless the shareholder has specified in the Proxy that his or her common shares are to be withheld from voting in respect of the election of directors.

Corporate Cease Trade Orders or Bankruptcies

To the best of the Company's knowledge, other than disclosed below, none of the Company's directors, officers, proposed directors or shareholders holding a sufficient number of securities of the Company to materially affect the control of the Company, is or during the ten (10) years preceding the date of this Circular, has been a director, chief executive officer or chief financial officer of any company that:

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

Mr. Brian Keene was appointed to Callitas Health Inc. in December 2020 while that Company was under a Cease trade order issued in July of 2019. The Company was cited for failure to file financial statements and is currently still cease traded.

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

Personal Bankruptcies

To the best of the Company's knowledge, no director, officer, proposed director, or shareholder holding a sufficient number of securities of the Company to materially affect the control of the Company have, within the ten (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 the assets of such individual.

Penalties and Sanctions

To the best of the Company's knowledge, no director, officer, proposed director, or shareholder holding a sufficient number of securities of the Company to materially affect the control of the Company have, within ten (10) years before the date of this Circular have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

4. APPOINTMENT OF AUDITORS

The Company's auditor is Davidson & Company LLP, Chartered Professional Accountants ("**Davidson**") of 1200 – 609 Granville Street, Vancouver, BC V7Y 1G6, and will be nominated at the Meeting for re-appointment as auditor of the Company. Davidson was first appointed as auditor of the Company on December 7, 2018 .

At the Meeting, shareholders will therefore be asked to vote for the reappointment of Davidson, Chartered Professional Accountants, Vancouver, British Columbia, as auditors of the Company until the close of the next annual general meeting, at such remuneration as may be approved by the Board of Directors of the Company.

Proxies received in favour of management will be voted FOR the re-appointment of Davidson & Company LLP, Chartered Professional Accountants as auditor of the Company to hold office until the next annual meeting of shareholders and the authorization of the directors to fix their remuneration, unless the shareholder has specified in the Proxy that his or her common shares are to be withheld from voting in respect thereof.

5. Ratification and Approval of Share Option Plan

The Company adopted a 20% rolling stock option plan (the "20% Option Plan"), whereby the aggregate number of common shares reserved for issuance, together with any other common shares reserved for issuance under any other plan or agreement of the Company, shall not exceed twenty percent (20%) of the total number of issued common shares (calculated on a non-diluted basis) at the time an option is granted. The number of Options available as at the record date shall be 22,450,646 being 20% of the shares outstanding. A full copy of the option plan can be viewed on SEDAR.

The purpose of the Option Plan is to, among other things, encourage Share ownership in the Company by directors, officers, employees and consultants of the Company and its affiliates and other designated persons. Options may be granted under the Option Plan only to directors, officers, employees and consultants of the Company and its subsidiaries and other designated persons as designated from time to time by the board of directors of the Company.

Any Shares subject to an option which is exercised, or for any reason is cancelled or terminated prior to exercise, will be available for a subsequent grant under the Option Plan. The option price of any Shares cannot be less than the market price of the Shares.

Options granted under the Option Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, officer, director or consultant of the Company or any of its subsidiaries or ceasing to have a designated relationship with the Company, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The options are non-transferable.

The Option Plan contains provisions for adjustment in the number of Shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the common shares, a merger or other relevant changes in the Company's capitalization. Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Option Plan or may terminate the Option Plan at any time. The Option Plan does not contain any provision for financial assistance by the Company in respect of options granted under the Option Plan.

Unless instructed otherwise, the management designees in the accompanying instrument of proxy intend to vote FOR the resolution to ratify, adopt and re-approve the Plan.

The text of the ordinary resolution regarding this matter is as follows:

"BE IT RESOLVED THAT:

1. the 20% stock option plan (the "**Plan**") of the Corporation, as described in the management information circular and proxy statement of the Corporation dated February 3, 2022, as may be amended by the board of directors as required by applicable securities regulatory authorities or stock exchanges, is hereby ratified, adopted and approved;
2. the form of the Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;
3. the number of common shares of the Corporation issuable pursuant to the Plan shall continue to be set at 22,450,646 and will be subject to any limitations imposed by applicable regulations, laws, rules and policies; and;
4. any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution."

In order to be passed, the foregoing resolution must be approved by the affirmative vote of a simple majority of the votes cast by Shareholders who vote in person or by proxy at the Meeting. **The persons named in the accompanying Instrument of Proxy intend, unless otherwise directed, to vote in favour of the resolution approving the Share Option Plan.**

The Board unanimously recommends that Shareholders ratify, confirm and approve the Share Option Plan by voting in favour of the resolution to be submitted to the Meeting.

6. OTHER MATTERS

Management of the Company knows of no other matter to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officers of the Company whose total compensation was more than \$150,000 for the financial years of the Company ended September 30, 2021 and September 30, 2020 (collectively, the "**Named Executive Officers**") and for the directors of the Company.

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V – Statement of Executive Compensation – Venture Issuers.

The following table provides a summary of compensation paid, directly or indirectly, for the two most recently completed financial years (in USD) to the Named Executive Officers and the directors of the Company:

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES ⁽¹⁾							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation(\$)	Total compensation (\$)
Charlie Lamb ⁽²⁾ <i>President, COO, CEO, Director</i>	2021	162,891	-	-	-	59,164	222,055
	2020	44,412	40,370	-	-	17,586	102,368
	2019	-	-	-	-	-	-
Robert Payment ⁽³⁾ <i>CFO, Director</i>	2021	132,108	-	-	-	45,907	178,015
	2020	42,391	-	-	-	17,586	59,977
	2019	-	-	-	-	-	-
Brian Keane ⁽⁴⁾ <i>Director</i>	2021	45,000	-	-	-	22,464	47,586
	2020	30,000	-	-	-	17,586	120,595
	2019	60,000	-	-	-	60,595	120,595
Michael Hopkinson ⁽⁵⁾ <i>Director</i>	2021	-	-	-	-	-	-
	2020	2,975	-	-	-	-	2,975
	2019	20,000	-	-	-	33,450	53,450
Michael Young ⁽⁶⁾ <i>Former Director</i>	2021	26,900	-	-	-	7,117	-
	2020	5,000	-	-	-	-	5,000
	2019	-	-	-	-	-	-
Chris Backus ⁽⁷⁾ <i>Former CEO, former Director</i>	2021	-	-	-	-	-	-
	2020	142,293	42,053	-	-	27,635	211,981
	2019	-	-	-	-	-	-

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES⁽¹⁾

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation(\$)	Total compensation (\$)
Kevin Ernst ⁽⁸⁾ <i>Former Director</i>	2021	-	-	-	-	-	-
	2020	7,500	-	-	-	-	7,500
	2019	50,000	-	-	-	54,289	104,289
David Parchomchuk ⁽⁹⁾ <i>Former Director</i>	2021	-	-	-	-	-	-
	2020	18,593	-	-	-	10,049	28,642
	2019	-	-	-	-	-	-
Cody Corrubia <i>Former CEO, former Director</i>	2021	-	-	-	-	-	-
	2020	-	-	-	-	-	-
	2019	170,000	-	-	-	21,788	191,788
Paul Chu <i>Former CEO, former Director</i>	2021	-	-	-	-	-	-
	2020	-	-	-	-	-	-
	2019	103,965	-	-	-	186,556	290,521

Notes:

- (1) This table does not include any amount paid as reimbursement for expenses.
- (2) Mr. Charlie Lamb was appointed as COO and to the board of directors effective January 13, 2020 and he resigned on March 10, 2020. Mr. Lamb was re-appointed as COO and to the board on July 21, 2020, and elected as President and CEO effective July 22, 2020.
- (3) Mr. Robert Payment was appointed CFO on March 25, 2020.
- (4) Mr. Brian Keane was appointed to the board effective May 23, 2018.
- (5) Mr. Michael Hopkinson was elected CFO on April 25, 2018 and resigned on March 25, 2020 He was re-appoint January 12, 2022 as a Director..
- (6) Mr. Michael Young was appointed to the board on July 24, 2020.
- (7) Mr. Chris Backus was appointed to the Board on April 5, 2019, and as interim President and CEO on May 1, 2019. Mr. Backus was confirmed as President and CEO on July 2, 2019, and he resigned from all positions effective July 22, 2020.
- (8) Mr. Kevin Ernst was appointed as a director on November 1, 2018, and resigned from the board on January 13, 2020.
- (9) Mr. David Parchomchuk was appointed to the board on March 10, 2020, and resigned effective July 24, 2020.

Stock Options and Other Compensation Securities

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

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class	Date of issue or grant	Issue, conversion or exercise price (CAD \$)	Expiry date
Charlie Lamb <i>President, CEO, COO and Director</i>	Stock Options	280,000	March 25, 2020	0.156	March 25, 2025
	Stock Options	800,000	March 9, 2021	0.071	March 9, 2026
		1,000,000	June 26, 2021	0.06	June 26, 2026
Robert Payment <i>CFO, Director</i>	Stock Options	280,000	March 25, 2020	0.156	March 25, 2025
	Stock Options	600,000	March 9, 2021	0.071	March 9, 2026
		800,000	June 26, 2021	0.06	June 26, 2026
Brian Keane <i>Director</i>	Stock Options	280,000	March 25, 2020	0.156	March 25, 2025
	Stock Options	200,000	March 9, 2021	0.071	March 9, 2026
		500,000	June 26, 2021	0.06	June 26, 2026

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class	Date of issue or grant	Issue, conversion or exercise price (CAD \$)	Expiry date
Michael Hopkinson <i>Director</i>	Stock Options	Nil	NA	NA	NA

Employee Share Purchase Plan

The Company has in place an employee share purchase plan (the "**Employee Share Purchase Plan**") which was approved by the shareholders on June 21, 2021.

The purpose of the Employee Share Purchase Plan is to, among other things, advance the interests of the Company by encouraging its employees, directors and officers ("**Eligible Employees**") to invest in Common Shares, thereby increasing the proprietary interests of such Eligible Employees in the Company and aligning the interests of such Eligible Employees with the interests of the Company's shareholders generally. Under the Employee Share Purchase Plan, the Board (or a committee thereof) has authority to select Eligible Employees, who may participate in the Employee Share Purchase Plan. The Company will match the contribution of the Eligible Employee, which is limited to 10% of the basis annual remuneration of the Eligible Employee, on a quarterly basis. Each Eligible Employee will receive Common Shares having a value equal to the aggregate amount contributed to the Employee Share Purchase Plan by the Eligible Employee and the Company or through treasury issuances or market purchases. The purchase price per Common Share will be the weighted average price of the Common Shares on the Canadian Securities Exchange for the calendar quarter in respect of which the Common Shares are issued. These Common Shares will either be issued from treasury or acquired through market purchases and delivered to Eligible Employees 12 months after their date of issue or purchase, as applicable (or a later date if required by applicable laws, regulations or listing requirements). The maximum number of Common Shares made available for the Employee Share Purchase Plan may be determined from time to time by the Board (or committee thereof) but, in any case, is limited to 5% of the Common Shares issued and outstanding.

Employment, Consulting and Management Agreements

The Company has entered the following consulting agreements with its Chief Executive Officer and Chief Financial Officer:

Charlie Lamb (President & CEO) - The Company entered an agreement with Charlie Lamb, as its President and Chief Executive Officer for a base monthly fee of CAD \$15,500 per month (the "**CEO Agreement**").

In the event of termination without cause, Mr. Lamb is entitled to receive a lump sum payment of twelve (12) months fees payable under the CEO Agreement. If a change of control event occurs, a one-time lump sum chase payment in an amount equaling twelve (12) months of the base monthly fee shall be payable.

Robert Payment (CFO) - The Company entered an agreement with Robert, as its Chief Financial Officer for a base monthly fee of CAD \$12,000 per month (the "**CEO Agreement**").

In addition to the base monthly fee the following bonus shares are payable under the CEO agreement:

- i) Upon the Corporation generating gross revenue of CAD \$5,000,000 from all activities, as evidenced by applicable publicly disclosed interim or annual financial statements, the Employee shall be entitled to CAD \$298,000 of bonus shares.

In the event of termination without cause, Mr. Payment is entitled to receive a lump sum payment of twelve (12) months fees payable under the CEO Agreement. If a change of control event occurs, a one-time lump sum chase payment in an amount equaling twelve (12) months of the base monthly fee shall be payable.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

The Board, at the recommendation of the management of the Company, determines the compensation payable to the directors of the Company and reviews such compensation periodically throughout the year. For their role as directors of the Company, each director of the Company who is not a Named Executive Officer may, from time to time, be awarded stock options under the provisions of the Stock Option Plan. There are no other arrangements under which the directors of the Company who are not Named Executive Officers were compensated by the Company or its subsidiaries during the two most recently completed financial years for their services in their capacity as directors of the Company.

Compensation of Named Executive Officers

Principles of Executive Compensation

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

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

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

Base Salary

The Board approves the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Company's peer group is also accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers of the Company is consistent with the administration of salaries for all other employees.

Annual Incentives

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

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

Compensation and Measurements of Performance

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

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

Long Term Compensation

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

Pension Disclosure

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

Termination and Change of Control Benefits

The Company has not provided compensation, monetary or otherwise, during the two preceding fiscal years, to any person who now acts or has previously acted as a Named Executive Officer or director of the Company in connection with or related to the retirement, termination or resignation of such person. The Company has not provided any compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. The Company is not party to any compensation plan or arrangement with Named Executive Officers or directors of the Company resulting from the resignation, retirement or the termination of employment of such person.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The following table sets forth information with respect to all compensation plans of the Company under which equity securities are authorized for issue as of March 25, 2022:

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (#) ⁽¹⁾
Equity compensation plans approved by securityholders	22,450,646	\$0.074	6,258,646
Equity compensation plans not approved by securityholders	NA	NA	NA
Total	22,450,646	\$0.074	6,258,646

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer or principal shareholder of the Company, nor any informed person of the Company, any proposed director of the Company or associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction that has materially affected or will materially affect the Company or any of its subsidiaries.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

AUDIT COMMITTEE

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations.

National Instrument 52-110 - *Audit Committees* ("**NI 52-110**") requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in NI 52-110) be included in the Circular sent to shareholders in connection with the Meeting. The Company is a "venture issuer" for the purposes of NI 52-110.

The full text of the charter of the Company's Audit Committee is attached hereto as Appendix "A".

Composition of the Audit Committee

At present, the Audit Committee consists of Charlie Lamb, Michael Hopkinson and Brian Keane. Michael Hopkinson and Brian Keane are independent within the meaning of that term as defined in NI 52-110 and each member of the Audit Committee is financially literate.

Relevant Education and Experience

The education of each of the members of the Audit Committee is set out in this Circular. Each of the members has a general understanding of the accounting principles used by the Company to prepare its financial statements and will seek clarification from the Company's auditors, where required.

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

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

Charlie Lamb, President, CEO and Director

Charlie has over 12 years of experience working as a Canadian corporate and securities lawyer at a large international law firm in New York. With extensive cross-border corporate and securities law experience, Charlie has worked on numerous corporate transactions, including mergers and acquisitions, public and private offerings of securities for investment funds, private equity funds and other alternative investment vehicles in the Canadian markets. He also has significant experience advising broker dealers, advisers and investment fund managers on Canadian compliance issues.

Charlie graduated from University of Victoria, British Columbia and is a member of the Law Society of Upper Canada, The Canadian Bar Association and the American Bar Association. He has resided in New York since 2009.

Michael Hopkinson Director

Michael Hopkinson is a US licensed CPA in the state of New Hampshire. Michael has over 25 years of US tax and public company experience. Having spent over 11 years working primarily for the accounting industry's Big 4, his experience has been extensive in the cannabis, mining, pharmaceutical and real estate business sectors. Having served as CFO or director on numerous public companies he has comprehensive experience in Capital markets.

Brian Keane, Director

Mr. Keane has over 18 years of capital markets, investing and C-level consulting experience in over 100 emerging growth companies in the US, Canada, Caribbean and Asia, transacting over \$2 billion in deal value. His previous Wall Street experience includes: Rodman & Renshaw, LLC, Ladenburg Thalmann & Co, TechVest, & Qualified Capital where he focused on life science, biotech, mining and emerging growth companies. He earned a BS from University of Scranton and a JD from New York Law School.

Audit Committee Oversight

At no time during the financial years ended September 30, 2020 nor September 30, 2019, was any recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

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

- 1 the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit); or
- 2 an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (Exemptions) of NI 52-110.

The Company is relying upon the exemption set out in Section 6.1 of NI 52-110 that provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

Pre-Approval Policies and Procedures

As of the date hereof, the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services as described in the Charter attached hereto as Appendix "A".

External Auditor Services Fee (By Category)

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended September 30, 2021 and September 30, 2020:

	Audit Fees (\$)	Audit Related Fees (\$)	Tax Fees (\$)	Other Fees (\$)
For the year ended 2020	70,000	7,500	4,500	Nil
For the year ended 2021	45,000	Nil	3,500	Nil

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

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

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

All Other Fees – aggregate fees billed for professional services which included accounting advice and advice related to relocating employees.

REPORT ON GOVERNANCE

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

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

Board of Directors

The Board is currently composed of four (4) directors, namely Charlie Lamb, Robert Payment, Michael Hopkinson, and Brian Keane.

Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* ("**Form 58-101F2**") requires disclosure regarding how the Board facilitates its exercise of independent supervision over management of the Company by providing the identity of directors who are independent and the identity of directors who are not independent and the basis for that determination. NI 52-110 provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. In addition, under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of an issuer, is deemed to have a "material relationship" with the issuer.

Accordingly, of the proposed nominees, Charlie Lamb, Chief Executive Officer and President of the Company, Robert Payment is the Chief Financial Officer, they are not considered "independent". The remaining two (2) proposed directors, Brian Keane and Michael Hopkinson are considered by the Board to be "independent", within the meaning of NI 52-110. In assessing Form 58-101F2 and making the foregoing determinations, the Board has examined the circumstances of each director in relation to a number of factors.

Directorships

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

Name of Director	Reporting Issuer
Charlie Lamb	None
Brian Keane	Codebase Ventures Inc., Callitas Health Inc.
Robert Payment	None
Michael Hopkinson	Gold State Resources Inc.

Orientation and Continuing Education

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

Ethical Business Conduct

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

Nomination of Directors

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

Other Board Committees

The Board performs the functions of an Executive Committee, a Nominating Committee, a Disclosure Policy Committee, a Technical Committee and a Corporate Governance Committee, however, the Board may appoint a number of directors, the majority of whom are independent, and to act on issues related to the above on an as needed basis.

Assessments

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

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

Other than set forth in this Circular, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer at any time since the beginning of the Company's last financial year or any proposed nominee for election as a director, or any associate or affiliate of any of those foregoing persons, in any matter to be acted upon at the Meeting other than the election of directors and the appointment of auditors.

ADDITIONAL INFORMATION

Additional information relating to the Company, including information regarding the Company's financial statements and the management's discussion and analysis for its most recently completed financial year may be found on SEDAR at www.sedar.com. Shareholders of the Company may contact the Company to request copies of this Circular which will be sent to the shareholder without charge upon request.

APPROVAL OF THE BOARD OF DIRECTORS

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

DATED at Vancouver, British Columbia on the 25th day of March 2022

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Charlie Lamb*"

Charlie Lamb
President and CEO

APPENDIX "A"

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

1 Mandate

The audit committee will assist the board of directors (the "**Board**") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well as the company's business, operations and risks.

2 Composition

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

2.1 *Independence*

A majority of the members of the audit committee must not be officers, employees or control persons of the Company.

2.2 *Expertise of Committee Members*

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3 Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

4 Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 *External Audit*

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors; and
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 *Internal Control*

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 *Financial Reporting*

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.
- (c) Annual Financial Statements
- (d) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (e) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (f) review management's discussion & analysis respecting the annual reporting and provide a recommendation to the Board with respect to approval.

Interim Financial Statements

- (g) review the draft interim financial statements and provide a recommendation to the Board with respect to the approval of the financial statements; and
- (h) review management's discussion & analysis respecting the interim reporting period and provide a recommendation to the Board with respect to approval.

Release of Financial Information

- (i) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 *Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee, unless such non-audit services are reasonably expected to constitute not more than 5% of the total fees paid by the Company to the independent auditor during the particular fiscal year.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit and Non-Tax Services

- (b) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
 - (ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- (c) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit and non-tax services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;
 - (ii) the audit committee is informed of each non-audit service; and
 - (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 *Other Responsibilities*

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) perform other oversight functions as requested by the Board; and
- (f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 *Reporting Responsibilities*

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5 Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to:

- (a) engage independent 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 audit committee; and
- (c) communicate directly with the internal and external auditors.

6 Guidance - Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfillment of their roles and responsibilities on the committee:

6.1 Internal Control

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Company's adoption of them.

Annual Financial Statements

- (d) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;
- (e) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (f) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (g) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (h) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (i) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (j) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and

- (k) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the company's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;
 - (iv) there are any actual or proposed changes in accounting or financial reporting practices;
 - (v) there are any significant or unusual events or transactions;
 - (vi) the Company's financial and operating controls are functioning effectively;
 - (vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
 - (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 *Compliance with Laws and Regulations*

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 *Other Responsibilities*

- (a) review, with the company's counsel, any legal matters that could have a significant impact on the company's financial statements.