



NEW LEAF VENTURES INC.

NOTICE OF ANNUAL GENERAL MEETING AND MANAGEMENT INFORMATION CIRCULAR

Meeting Details

Date: Monday, October 24, 2022

Time: 10:00am (Vancouver Time)

Place: Suite 1910, 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3, Canada

NEW LEAF VENTURES INC.

Suite 1910, 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3, Canada

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of New Leaf Ventures Inc. (the “**Company**”) will be held at 1910 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 on Monday, October 24, 2022 at 10:00 AM (Pacific Standard Time), for the following purposes:

- a) to receive the audited consolidated financial statements of the Company as at and for the financial year ended December 31, 2021, together with the report of the auditor thereon;
- b) to appoint Smythe LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor;
- c) to fix the number of the directors of the Company for the ensuing year at five (5);
- d) to elect directors to hold office for the ensuing year; and
- e) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

Shareholders are requested to date, sign and return the accompanying instrument of proxy or appropriate form of proxy, in accordance with the instructions set forth in the accompanying Information Circular. An instrument of proxy will not be valid unless it is deposited at the offices of Odyssey Trust Company (“**Odyssey Trust**”), Suite 350, 409 Granville Street, Vancouver, British Columbia, V6C 1T2, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or adjournment or postponements thereof at which the proxy is to be used.

The Corporation may take any additional precautionary measures that it considers necessary in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (a) holding the Meeting virtually or by providing a webcast of the Meeting; (b) hosting the Meeting solely by means of remote communication; (c) changing the Meeting date and/or changing the means of holding the Meeting; (d) denying access to persons who exhibit cold or flu-like symptoms or who have or have been in contact with someone who has travelled outside of Canada within the fourteen (14) days immediately prior to the Meeting; and (e) such other measures as may be recommended by public health authorities in connection with gatherings of persons, such as the Meeting. Should we determine that changes to the Meeting are required, we will announce these changes by news release, which will be filed on SEDAR. The Company recommends that you view its SEDAR profile prior to the Meeting for the most current information. The Corporation does not intend to prepare or mail amended proxy and Meeting materials if changes are required to the format of the Meeting.

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

Only shareholders of record as at the close of business on September 19, 2022 will be entitled to receive notice of and vote for the Meeting.

DATED at Vancouver, British Columbia, this 19th day of September, 2022.

By order of the Board of Directors.

NEW LEAF VENTURES INC.

/s/ "Michael Stier"

Michael Stier
Director, President & Chief Executive Officer

NEW LEAF VENTURES INC.

MANAGEMENT INFORMATION CIRCULAR

(containing information as at September 19, 2022
unless otherwise stated)

**For the Annual General Meeting to be held on
Monday, October 24, 2022 at 10:00am (PST)**

SOLICITATION OF PROXIES

This Information Circular (this “**Circular**”) is furnished in connection with the solicitation of proxies by the Management of New Leaf Ventures Inc. (the “**Company**”), for use at the annual general meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of the Company to be held on Monday, October 24, 2022, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

The enclosed instrument of proxy (the “**Proxy**”) is solicited by the management of the Company. The solicitation will be primarily by mail however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

APPOINTMENT OF PROXYHOLDERS

The persons named in the Proxy are representatives of the Company.

A Shareholder entitled to vote at the Meeting has the right to appoint a person (who need not be a Shareholder) to attend and act on the Shareholder’s behalf at the Meeting other than the persons named in the accompanying form of proxy. To exercise this right, a Shareholder shall strike out the names of the persons named in the accompanying form of proxy and insert the name of the Shareholder’s nominee in the blank space provided or complete another suitable form of proxy.

A proxy will not be valid unless it is duly completed, signed and deposited with the Company’s registrar and transfer agent, Odyssey Trust Company (“**Odyssey**”) by mail at the United Kingdom Building, Suite 350, 409 Granville Street, Vancouver, British Columbia, V6C 1T2, or by fax within North America at 1-800-517-4553 or via email to proxy@odysseytrust.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. A proxy must be signed by the Shareholder or by his attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

VOTING BY PROXYHOLDER

Manner of Voting

The common shares represented by the Proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice on the Proxy with respect to any matter to be acted upon, the shares will be voted accordingly. On any poll, the persons named in the Proxy (the “**Proxyholders**”) will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the Proxyholder will do so in accordance with such direction.

The Proxy, when properly signed, confers discretionary authority on the Proxyholder with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Circular, Management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to Management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the Proxyholder.

In the absence of instructions to the contrary, the Proxyholders intend to vote the common shares represented by each Proxy, properly executed, in favour of the motions proposed to be made at the Meeting as stated under the headings in this Circular.

Revocation of Proxy

A Shareholder who has given a Proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer and deposited with the Company's registrar and transfer agent, Odyssey at Suite 350, 409 Granville Street, Vancouver, British Columbia, V6C 1T2, or by fax to 1-800-517-4553, or via email to proxy@odysseytrust.com at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or to the Chair of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

Voting Thresholds Required for Approval

In order to approve a motion proposed at the Meeting, a majority of not less than one-half of the votes cast will be required (an "**Ordinary Resolution**") unless the motion requires a special resolution (a "**Special Resolution**"), in which case a majority of not less than two-thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval, common shares held by Shareholders of the Company who are also "insiders", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

ADVICE TO REGISTERED SHAREHOLDERS

Shareholders whose names appear on the records of the Company as the registered holders of common shares in the capital of the Company (the "**Registered Shareholders**") may choose to vote by proxy whether or not they are able to attend the Meeting in person.

Registered Holders who are unable to attend the Meeting in person are requested to complete, sign, date and return the enclosed form of proxy either in the addressed envelope enclosed to Odyssey, Attn: Proxy Department, Suite 350, 409 Granville Street, Vancouver, British Columbia, V6C 1T2, or via fax to 1-800-517-4553, or via email to proxy@odysseytrust.com. Alternatively, Registered Shareholders may vote by using the Internet at odysseytrust.com/Transfer-Agent/Login. In each case, proxies must be received not later than 10:00 a.m. (Vancouver time) on October 20, 2022, or at least 48 hours (excluding Saturdays, Sundays, and holidays), before the time for holding the Meeting or any adjournment thereof.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold shares in their own name.

Shareholders who do not hold their shares in their own name (referred to in this Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Registered Shareholders whose names appear on the records of the Company as the registered holders of shares can be recognized and acted upon at the Meeting.

If shares are listed in an account statement provided to a Shareholder by an intermediary, such as a brokerage firm, then, in almost all cases, those shares will not be registered in the Shareholder’s name on the records of the Company. Such shares will more likely be registered under the name of the Shareholder’s intermediary or an agent of that intermediary, and consequently the Shareholder will be a Beneficial Shareholder. In Canada, the vast majority of such shares are registered under the name CDS & Co. (being the registration name for the Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). The shares held by intermediaries or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, an intermediary and its agents are prohibited from voting shares for the intermediary’s clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the shares on how to vote such shares on behalf of the Beneficial Shareholder.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications (“**Broadridge**”). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such shares are voted.**

There are two kinds of Beneficial Shareholders, those who object to their name being made known to the issuers of securities which they own (“**OBOs**” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (“**NOBOs**” for Non-Objecting Beneficial Owners). The Company does not intend to pay for intermediaries to deliver these securityholder materials to OBOs and, as a result, OBOs will not be sent paper copies unless their intermediary assumes the costs.

Non-Objecting Beneficial Owners

Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy- related materials directly to NOBOs. This year, the Company will rely on those provisions of NI 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a scannable voting instruction form (“**VIF**”) from the Company’s transfer agent, Odyssey. These VIFs are to be completed and returned to Odyssey in the envelope provided or by facsimile. In addition, Odyssey provides both telephone voting and internet voting as described on the VIF

itself which contains complete instructions. Odyssey will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

If you are a Beneficial Shareholder and the Company or its agent has sent these proxy-related materials to you directly, please be advised that your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding your securities on your behalf. By choosing to send these proxy-related materials to you directly, the Company (and not the intermediaries holding securities your behalf) has assumed responsibility for (i) delivering the proxy- related materials to you and (ii) executing your proper voting instructions as specified in the VIF.

Objecting Beneficial Owners

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

Applicable regulatory rules require intermediaries to seek voting instructions from OBOs in advance of Shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by OBOs in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to an OBO by its broker, agent or nominee is limited to instructing the registered holder of the shares on how to vote such shares on behalf of the OBO.

The form of proxy provided to OBOs by intermediaries will be similar to the Proxy provided to Registered Shareholders. However, its purpose is limited to instructing the intermediary on how to vote your shares on your behalf. The majority of intermediaries now delegate responsibility for obtaining instructions from OBOs to Broadridge. Broadridge typically supplies voting instruction forms, mails those forms to OBOs, and asks those OBOs to return the forms to Broadridge or follow specific telephonic or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the meeting. **An OBO receiving a voting instruction form from Broadridge cannot use that form to vote shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure that such shares are voted.**

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

Except as otherwise disclosed herein, none of the directors (“**Directors**”) or officers (“**Officers**”) of the Company, at any time since the beginning of the Company’s last financial year, nor any proposed nominee for election as a Director, or any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting exclusive of the election of directors or the appointment of auditors.

RECORD DATE, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

A Shareholder of record at the close of business on September 19, 2022 (the “**Record Date**”) who either personally attends the Meeting or who has completed and delivered a Proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such Shareholder’s shares voted at the Meeting, or any adjournment thereof.

The Company’s authorized capital consists of an unlimited number of common shares (“**Common Shares**”) without par value, and an unlimited number of preferred shares (“**Preferred Shares**”). As at the Record Date, the Company has 12,554,019 Common Shares issued and outstanding, each share carrying the right to one vote. There are no Preferred Shares outstanding.

Principal Holders of Voting Securities

To the best of the knowledge of the directors and senior officers of the Company, as of the date of this Circular, no person beneficially owns, or controls or directs, directly or indirectly, 10% or more of the issued and outstanding Common Shares of the Company.

<i>Tables of Principal Holders of Voting Securities Exceeding 10%</i>		
Name	Number of Securities Owned or Beneficially Controlled	Percentage of Securities Owned or Beneficially Controlled
Robert Colwell	1,265,867 Common Shares ⁽¹⁾	10.083%
Boris Gorodnitsky	1,265,867 Common Shares ⁽¹⁾	10.083%

(1) The information in the table above reflects the shares held on a post-Consolidation basis.

EXECUTIVE COMPENSATION

For the purpose of this Circular:

“**CEO**” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**Director**” means an individual who acted as a director of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**equity incentive plan**” means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-Based Payments*;

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

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), for that financial year; and

- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year; and

“**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

Statement of Executive Compensation

The following information regarding executive compensation is presented in accordance with National Instrument Form 51-102F6V – Statement of Executive Compensation, and sets forth compensation for each of the NEOs, named executive officers and directors of the Company.

Director and NEO Compensation, Excluding Compensation Securities

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each NEO, in any capacity, and each director, during the most recently completed financial year ended December 31, 2021:

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 (\$)
Michael Stier⁽¹⁾ <i>Director, President & CEO</i>	2021	70,000	Nil	Nil	Nil	29,875	99,875
	2020	48,000	Nil	Nil	Nil	Nil	48,000
Terence Lee⁽²⁾ <i>CFO</i>	2021	48,000	Nil	Nil	Nil	Nil	48,000
	2020	n/a	n/a	n/a	n/a	n/a	n/a
Chris Cooper⁽³⁾ <i>Director</i>	2021	Nil	Nil	Nil	Nil	29,875	29,875
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Donald Currie⁽⁴⁾ <i>Director</i>	2021	24,000	Nil	Nil	Nil	29,875	53,875
	2020	24,000	Nil	Nil	Nil	Nil	24,000
Robert Colwell⁽⁵⁾ <i>Director</i>	2021	150,420	Nil	Nil	Nil	29,875	180,295
	2020	104,498	Nil	Nil	Nil	Nil	104,498
Boris Gorodnitsky⁽⁶⁾ <i>Director</i>	2021	150,420	Nil	Nil	Nil	29,875	180,295
	2020	104,498	Nil	Nil	Nil	Nil	104,498
Lee White⁽⁷⁾ <i>Director</i>	2021	Nil	Nil	Nil	Nil	29,875	29,875
	2020	Nil	Nil	Nil	Nil	75,000	75,000
Randy Minhas⁽⁸⁾ <i>Former CFO</i>	2021	23,500	Nil	Nil	Nil	29,875	53,375
	2020	40,000	Nil	Nil	Nil	Nil	40,000

- (1) Mr. Stier was appointed as a director and as the President of the Company on June 4, 2018, and as the Chief Executive Officer of the Company on July 7, 2019. On April 30, 2020 Mr. Stier resigned as a director of the Company and continues to act as the President and Chief Executive Officer. On April 1, 2022 Mr. Stier was appointed as Director of the Company.
- (2) Mr. Lee was appointed as CFO of the Company on April 1, 2021.
- (3) Mr. Cooper was appointed as a director and of the Company on July 10, 2019.
- (4) Mr. Currie was appointed as a director and of the Company on July 10, 2019. He resigned as a director of the Company on March 31, 2022.
- (5) Mr. Colwell was appointed as a director and of the Company on April 30, 2020.
- (6) Mr. Gorodnitsky was appointed as a director and of the Company on April 30, 2020.
- (7) Mr. White was appointed as a director and of the Company on April 30, 2020. He resigned as a director of the Company on March 30, 2022.
- (8) Mr. Minhas was appointed as CFO of the Company on July 1, 2019. He resigned as CFO of the Company on April 1, 2021.

Stock Options and other Compensation Securities

The following table sets out all compensation securities granted or issued to each NEO or Director of the Company during the most recently completed financial year ended December 31, 2021. On September 12, 2022, the Company consolidated its common share on the basis of one (1) post-consolidation common share for every five (5) pre-consolidation common shares (the “**Consolidation**”). The information below is presented on a pre-Consolidation basis.

<i>Compensation Securities</i>							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant (mm/dd/yy)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end⁽¹⁾ (\$)	Expiry Date (mm/dd/yy)
Michael Stier <i>Director, President & CEO</i>	Stock Options	125,000	01/15/21	\$0.28	\$0.28	\$0.10	01/15/2026
Chris Cooper <i>Director</i>	Stock Options	125,000	01/15/21	\$0.28	\$0.28	\$0.10	01/15/2026
Donald Currie <i>Director</i>	Stock Options	125,000	01/15/21	\$0.28	\$0.28	\$0.10	01/15/2026
Robert Colwell⁽¹⁾ <i>Director</i>	Stock Options	125,000	01/15/21	\$0.28	\$0.28	\$0.10	01/15/2026
Boris Gorodnitsky⁽¹⁾ <i>Director</i>	Stock Options	125,000	01/15/21	\$0.28	\$0.28	\$0.10	01/15/2026
Randy Minhas <i>Former CFO</i>	Stock Options	125,000	01/15/21	\$0.28	\$0.28	\$0.10	01/15/2026
Lee White <i>Director</i>	Stock Options	125,000	01/15/21	\$0.28	\$0.28	\$0.10	01/15/2026

- (1) In addition, as of December 31, 2021, Mr. Colwell and Mr. Gorodnitsky each held 2,000,000 performance warrants (the “Performance Warrants”) for a total of 4,000,000 Performance Warrants. Each Performance Warrant entitles the holder to purchase one Common Share of the Company at the price of \$0.02 per Common Share for a period of three years, and will vest and become exercisable based on the following performance criteria: (i) 2,000,000 Performance Warrants will vest and become exercisable if the Company or New Leaf Enterprises, Inc. (the “License Holder”) achieves at least \$5,000,000 in annual gross revenue; and (ii) 2,000,000 Performance Warrants will vest and become exercisable if the Company or License Holder achieves at least \$7,500,000 in annual gross revenue.

Exercise of Compensation Securities by Directors and NEOs

The following table discloses each exercise by a director or named executive officer of compensation securities during the most recently completed financial year. The information below is presented on a pre-Consolidation basis.

<i>Exercise of Compensation Securities by Directors and NEOs</i>							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Donald Currie <i>Director</i>	Stock Options	125,000	\$0.28	February 10, 2021	\$0.66	\$0.38	\$47,500
Randy Minhas <i>Former CFO</i>	Stock Options	125,000	\$0.28	June 3, 2021	\$0.48	\$0.20	\$25,000

Stock Option Plans and Other Incentive Plans

The Company has adopted an equity incentive plan, dated September 12, 2019 (the “**Equity Incentive Plan**”). The Equity Incentive Plan provides for the grant to NEOs, directors and employees (including officers) of the Company or affiliated corporations and to consultants retained by the Company, stock options (“**Options**”) and restricted share rights (“**RSRs**”). The Equity Incentive Plan also provides for the grant to eligible directors of deferred share units (“**DSUs**” and, together with the Options and RSRs, “**Awards**”), which the directors are entitled to redeem for 90 days following retirement or termination from the Board.

The purpose of the Equity Incentive Plan is to advance the interests of the Company by encouraging the directors, officers, employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire Common Shares, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs.

Stock Options

Option Grants

The Equity Incentive Plan authorizes the Board to grant Options. The number of Common Shares, the exercise price per Common Share, the vesting period and any other terms and conditions of Options granted from time to time pursuant to the Equity Incentive Plan, are determined by the Board at the time of the

grant, subject to the defined parameters of the Equity Incentive Plan. The date of grant for the Options shall be the date such grant was approved by the Board.

Exercise Price

The exercise price of any Option cannot be less than the closing market price of the Common Shares on (a) the trading day prior to the date of grant of the Award; and (b) the date of grant of the Award (the “**Fair Market Value**”).

Exercise Period, Blackout Periods and Vesting

Options are exercisable for a period of five years from the date the Option is granted or such greater or lesser period as determined by the Board. Options may be earlier terminated in the event of death or termination of employment or appointment. Vesting of Options is determined by the Board. Failing a specific vesting determination by the Board, Options automatically become exercisable incrementally over a period of eighteen months from the date of grant, as to: (i) 25% of the total number of shares under Option immediately upon the date of grant; and (ii) at each six-month interval thereafter, an additional 25% of the total number of shares under Option such that after the 18th month of the Option period, 100% of the Option will be exercisable. The right to exercise an Option may be accelerated in the event a takeover bid in respect of the Common Shares is made.

When the expiry date of an Option occurs during, or within ten (10) days following, a “blackout period”, the expiry date of such Option is deemed to be the date that is ten (10) days following the expiry of such blackout period. Blackout periods are imposed by the Company to restrict trading of the Company’s securities by directors, officers, and certain others who hold Options to purchase Common Shares, in accordance with any similar policies in effect from time to time, in circumstances where material non-public information exists, including where financial statements are being prepared but results have not yet been publicly disclosed.

Cashless Exercise Rights

Provided the Common Shares are listed on an Exchange (as defined in the Equity Incentive Plan), an optionee has the right to exercise an Option on a “cashless” basis by electing to relinquish, in whole or in part, the right to exercise such Option and receive, in lieu thereof, a number of fully paid Common Shares. The number of Common Shares issuable on the cashless exercise right is equal to the quotient obtained by dividing the difference between the aggregate Fair Market Value and the aggregate Option price of all Common Shares subject to such Option by the Fair Market Value of one (1) Common Share.

Termination or Death

If an optionee dies while employed by the Company, any Option held by him or her will be exercisable for a period of 12 months or prior to the expiration of the Options (whichever is sooner) by the person to whom the rights of the optionee shall pass by will or applicable laws of descent and distribution. If an optionee is terminated for cause, no Option will be exercisable unless the Board determines otherwise. If an optionee ceases to be employed or engaged by the Company for any reason other than cause, then the Options will be exercisable for a period of 12 months or prior to the expiration of the Options (whichever is sooner).

RSRs

RSR Grant

The Equity Incentive Plan authorizes the Board to grant RSRs, in its sole and absolute discretion, to any eligible employee or director. Each RSR provides the recipient with the right to receive Common Shares as a discretionary payment in consideration of past services or as an incentive for future services, subject to the Equity Incentive Plan and with such additional provisions and restrictions as the Board may determine. Each RSR grant shall be evidenced by a restricted share right grant letter which shall be subject to the terms of the Equity Incentive Plan and any other terms and conditions which the Board deems appropriate.

Vesting of RSRs

Concurrent with the granting of the RSR, the Board shall determine the period of time during which the RSR is not vested and the holder of such RSR remains ineligible to receive Common Shares. Such period of time may be reduced or eliminated from time to time for any reason as determined by the Board. Once the RSR vests, the RSR is automatically settled through the issuance of an equivalent number of underlying Common Shares as RSRs held. Participants who are resident in Canada for the purposes of the Tax Act may elect to defer some or all of any part of the Common Share grant until one or more later dates.

Retirement or Termination

In the event the participant retires or is terminated during the vesting period, any RSR held by the participant shall be terminated immediately provided however that the Board shall have the absolute discretion to accelerate the vesting date. In the event of death or total disability, the vesting period shall accelerate and the Common Shares underlying the RSRs shall be issued.

DSUs

DSU Grant

The Equity Incentive Plan authorizes the Board to grant DSUs, in its sole and absolute discretion in a lump sum amount or on regular intervals to eligible directors. Each DSU grant shall be evidenced by a DSU grant letter which shall be subject to the terms of the Equity Incentive Plan and any other terms and conditions which the Board deems appropriate.

Vesting of DSUs

Each eligible director shall be entitled to redeem their DSUs during the period commencing on the business day immediately following the date such director ceases to hold any directorship and ending on the 90th day following such date by providing written notice of redemption to the Company. Upon redemption, the director shall be entitled to receive (subject to any share issuance limits in the Equity Incentive Plan), the number of Common Shares equal to the number of DSUs in the director's account. If the director ceases to hold office during a year where DSUs have been granted in advance of being earned and they have not held office for the entire year, the director will only be entitled to a pro-rated issuance of shares.

Provisions applicable to all grants of Awards

Transferability

Pursuant to the Equity Incentive Plan, any Awards granted to a participant shall not be transferable except

by will or by the laws of descent and distribution. During the lifetime of a participant, Awards may only be exercised by the Participant.

Amendments to the Equity Incentive Plan

The Board may amend, suspend or terminate the Equity Incentive Plan or any Award granted under the Equity Incentive Plan without shareholder approval, including, without limiting the generality of the foregoing: (i) changes of a clerical or grammatical nature; (ii) changes regarding the persons eligible to participate in the Equity Incentive Plan; (iii) changes to the exercise price; (iv) vesting, term and termination provisions of Awards; (v) changes to the cashless exercise right provisions; (vi) changes to the authority and role of the Board under the Equity Incentive Plan; and (vii) any other matter relating to the Equity Incentive Plan and the Awards granted thereunder, provided however that:

- (a) such amendment, suspension or termination is in accordance with applicable laws and the rules of any stock exchange on which the Company's shares are listed;
- (b) no amendment to the Equity Incentive Plan or to an Award granted thereunder will have the effect of impairing, derogating from or otherwise adversely affecting the terms of an Award which is outstanding at the time of such amendment without the written consent of the holder of such Award;
- (c) the terms of an Option will not be amended once issued; and
- (d) the expiry date of an Option shall not be more than ten (10) years from the date of grant of such Option, provided, however, that at any time the expiry date should be determined to occur either during a blackout period or within ten business days following the expiry of a blackout period, the expiry date of such Option shall be deemed to be the date that is the tenth business day following the expiry of the blackout period.

If the Equity Incentive Plan is terminated, the provisions of the Equity Incentive Plan and any administrative guidelines and other rules and regulations adopted by the Board and in force on the date of termination will continue in effect as long as any Award pursuant thereto remain outstanding.

Share Issuance Limits

The aggregate number of Common Shares that may be subject to issuance under the Equity Incentive Plan, together with any other securities-based compensation arrangements of the Company, shall not exceed 15% of the Company's issued and outstanding share capital from time to time.

There are presently 451,500 Options outstanding under the Equity Incentive Plan, on a post-Consolidation basis, 75,000 of which are held directly and indirectly by NEOs or directors of the Company.

Employment, Consulting and Management Agreements

Management functions of the Company are not, to any substantial degree, performed other than by directors or NEOs of the Company. There are no agreements or arrangements that provide for compensation to NEOs or directors of the Company, or that provide for payments to a NEO or director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, severance, a change of control in the Company or a change in the NEO or director's responsibilities, other than as follows:

- On November 14, 2019, the Company entered into a consulting agreement with Mike Stier and AMBE Holdings Ltd. (the “**Stier Consulting Agreement**”). Mike Stier provides CEO services to the Company under the Stier Consulting Agreement, which may be terminated upon 30 days’ written notice, in exchange for a fee of \$4,000 per month, plus any applicable taxes. The first fee payable under the Stier Consulting Agreement was paid on the first business day of the month following the listing of the Common Shares of the Company on the CSE. This agreement was amended February 9, 2021 to increase the fee to \$6,000 per month, plus any applicable taxes, effective February 1, 2021. Additionally, the amendment includes specific notice and severance provisions outlined in the agreement.
- Pursuant to an employment agreement (the “**Colwell Employment Agreement**”) dated April 30, 2020 between Robert Colwell and the Company, Robert Colwell is paid a monthly salary of USD\$10,000 for his services as CEO of New Leaf USA. New Leaf USA also reimburses Mr. Colwell for any reasonable travelling and other direct expenses incurred by Mr. Colwell in connection with his services. The Colwell Employment Agreement has a term of three years, subject to earlier termination in as set forth below. Mr. Colwell received 365,867 Common Shares (on a post-Consolidation basis) from the Company in connection with the Colwell Employment Agreement and is eligible to participate in the Equity Incentive Plan of the Company.
- Pursuant to an employment agreement (the “**Gorodnitsky Employment Agreement**”) dated April 30, 2020 between Boris Gorodnitsky and the Company, Boris Gorodnitsky is paid a monthly salary of USD\$10,000 for his services as President of New Leaf USA. New Leaf USA also reimburses Mr. Gorodnitsky for any reasonable travelling and other direct expenses incurred by Mr. Gorodnitsky in connection with his services. The Gorodnitsky Employment Agreement has a term of three years, subject to earlier termination in as set forth below. Mr. Gorodnitsky received 365,867 Common Shares (on a post-Consolidation basis) from the Company in connection with the Gorodnitsky Employment Agreement and is eligible to participate in the Equity Incentive Plan of the Company.
- Pursuant to a consulting agreement with Imperium Consulting LLP (the “**Lee Consulting Agreement**”) dated April 1, 2021, Terence Lee provides CFO services to the Company and receives a monthly base fee of \$5,000. The Company may voluntarily terminate the Lee Consulting Agreement without cause upon providing 30 days’ written notice or payment in lieu thereof. The first fee payable under the Lee Consulting Agreement was paid on April 1, 2021.

Oversight and Description of Director and NEO Compensation

Compensation of Directors

The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

In the Board’s view, there is, and has been, no need for the Company to design or implement a formal compensation program for directors. While the Board considers Option grants to directors under the Equity Incentive Plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of Options. Other than the Equity Incentive Plan, as discussed above, the Company does not offer any long-term incentive plans, share compensation plans or any other such benefit programs for directors.

Compensation of NEOs

Compensation of NEOs is reviewed annually and determined by the Compensation Committee. The level of compensation for NEOs is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

Elements of NEO Compensation

As discussed above, the Company provides an Equity Incentive Plan to motivate NEOs by providing them with the opportunity, through Options, to acquire an interest in the Company and benefit from the Company's growth. The Board does not employ a prescribed methodology when determining the grant or allocation of Options to NEOs. Other than the Equity Incentive Plan, the Company does not offer any long-term incentive plans, share compensation plans, retirement plans, pension plans, or any other such benefit programs for NEOs.

Pension Plan Benefits

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2021, presented on a pre-Consolidation basis:

<i>Equity Compensation Plan Information</i>			
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 excluding securities reflected in column (a)
	(a)	(b)	(c)
Equity compensation plans approved by securityholders	Nil	N/A	Nil
Equity compensation plans not approved by securityholders ⁽¹⁾	2,475,000	\$0.31	6,238,137 ⁽²⁾
TOTAL	2,475,000	\$0.31	6,238,137

(1) Represents the Equity Incentive Plan of the Company, which reserves a number of common shares equal to 15% of the then outstanding common shares from time to time for issue pursuant to stock options.

(2) Based on 58,087,584 Common Shares issued and outstanding as of December 31, 2021.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, other than indebtedness that has been entirely repaid on or before the date of this Circular or "routine indebtedness" as defined in Form 51-102F5 of National Instrument 51-102 none of:

- (a) the individuals who are, or at any time since the beginning of the last financial year of the Company were, a director or executive officer of the Company;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associates of the foregoing persons,

is, or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any subsidiary of the Company, or is a person whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any subsidiary of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, “Informed Person” means:

- (a) a Director or Officer;
- (b) a director or executive officer of a person or company that is itself an Informed Person or a Subsidiary;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the Notes to the Company’s financial statements for the financial year ended December 31, 2021 none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a Director; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

APPOINTMENT OF AUDITOR

Change of Auditor

Effective September 15, 2021, at the request of the Company, Davidson & Company LLP, Chartered Professional Accountants, resigned as the auditor of the Company, and Smythe LLP, Chartered Professional Accountants (“**Smythe**”), were appointed as replacement auditors of the Company effective September 15,

2021. There were no reportable events in relation to the change of auditors. Smythe are the current auditors of the Company.

Pursuant to Section 4.11 of NI 51-102, the Company filed a reporting package (the “**Reporting Package**”) on SEDAR under the Company’s profile on September 23, 2021. The Reporting Package, which consisted of the following, is attached as Schedule “C” to this Circular:

- (a) Notice of Change of Auditor;
- (b) Letter from Davidson & Company LLP as predecessor auditor; and
- (c) Letter from Smythe as successor auditor.

Appointment of Auditor

Smythe is the Company’s auditor since September 15, 2021. Management is recommending the re-appointment of Smythe as Auditor for the Company for the ensuing year.

AUDIT COMMITTEE

Please see Schedule “A” attached to this Circular with respect to disclosure required by Form 52-110F2 of National Instrument 52-110 – *Audit Committees*.

CORPORATE GOVERNANCE

Please see Schedule “B” attached to this Circular with respect to disclosure required by Form 58-101F2 of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

MANAGEMENT CONTRACTS

Except as disclosed herein, the Company is not a party to a Management Contract whereby management functions are to any substantial degree performed other than by the directors or executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Presentation of Financial Statements

The audited consolidated financial statements for the financial years ended December 31, 2021 and 2020 and the reports of the auditor thereon will be placed before the Shareholders at the Meeting, but no vote thereon is required. These documents are available upon request or they can be found under the Company’s profile on SEDAR at www.sedar.com or from the office of the Company’s counsel, which is located at Suite 1008, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5.

Appointment and Remuneration of Auditor

Shareholders will be asked to approve the appointment of Smythe as the auditor of the Company to hold office for the ensuing year.

In the absence of instructions to the contrary, the Proxyholders intend to vote the Common Shares represented by each Proxy, properly executed, FOR appointing Smythe as the Company’s independent auditor for the ensuing year.

Fixing the Number of Directors

Management proposes, and the persons named in the accompanying form of proxy intend to vote in favour of, fixing the number of Directors at five (5). Although Management is nominating five (5) individuals to stand for election, the names of further nominees for Directors may come from the floor at the Meeting.

In the absence of instructions to the contrary, the Proxyholders intend to vote the Common Shares represented by each Proxy, properly executed, FOR fixing the number of Directors at five (5) for the ensuing year.

Election of Directors

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of directors at five (5). Although Management is nominating five (5) individuals to stand for election, the names of further nominees for Directors may come from the floor at the Meeting.

Each Director of the Company is elected annually and holds office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the Articles of the Company.

In the absence of instructions to the contrary, the Proxyholders intend to vote the Common Shares represented by each Proxy, properly executed, FOR the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a Director.

Information Concerning Nominees Submitted by Management

The following table sets out the names of the persons proposed to be nominated by Management for election as a Director, the province or state and country in which he is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which he has been a director of the Company, the respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Circular. Each of the nominees are currently directors of the Company.

Name, Province and Country of ordinary residence, and positions held with the Company⁽¹⁾	Principal occupation and, IF NOT an elected Director, principal occupation during the past five years⁽¹⁾	Date(s) serving as a Director⁽²⁾	No. of shares beneficially owned or controlled⁽¹⁾
Chris Cooper⁽³⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	CEO of Canadian Towers & Fiber Optics; Director of the Corporation	Since July 10, 2019	0 common shares
Daryn Gordon⁽³⁾ Alberta, Canada <i>Director</i>	CFO of Alpha Copper Corp. and Canamera Energy Metals Corp.; Director of the Corporation	Since April 1, 2022	0 common shares
Robert Colwell Washington, USA <i>Director</i>	CEO of New Leaf USA, Inc.; Director of the Corporation	Since April 30, 2020	1,265,867 common shares

Boris Gorodnitsky Washington, USA <i>Director</i>	President of New Leaf USA, Inc.; Director of the Corporation	Since April 30, 2020	1,265,867 common shares
Michael Stier⁽³⁾ British Columbia, Canada <i>Director</i>	Former President and CEO and current Director of Optimi Health Corp.; President, CEO and Director of the Corporation	Since April 1, 2022	64,500 common shares

- (1) *The information as to ordinary residence, principal occupation and number of common shares of the Company beneficially owned, or controlled or directed, directly or indirectly, by the nominee director and his or her associates and affiliates, not being within the knowledge of the Company, has been furnished by the respective nominees. Information provided as at the Record Date.*
- (2) *The Company does not set expiry dates for the terms of office of Directors. Each Director holds office as long as he is elected annually by Shareholders at Annual General Meetings, unless his office is earlier vacated in accordance with the Articles of the Company.*
- (3) *Member of Audit Committee.*
- (4) *Chairman of the Audit Committee*

The Company does not currently have an Executive Committee of its Board of Directors.

Cease Trade Orders, Corporate and Personal Bankruptcies, Penalties and Sanctions

For purposes of the disclosure in this section, an “order” means 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 securities legislation, in each case that was in effect for a period of more than 30 consecutive days; and for purposes of item (a)(i) below, specifically includes a management cease trade order which applies to directors or executive officers of a relevant company that was in effect for a period of more than 30 consecutive days whether or not the proposed director was named in the order.

Except as set out below, to the best of knowledge of the Company, none of the proposed directors, including any personal holding company of a proposed director:

- (a) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer of the company; or
 - (ii) 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 a director, chief executive officer or chief financial officer of the company;
- Mr. Cooper is also the President and CEO of Aroway Energy Inc., a company traded on the TSX Venture Exchange. A cease trade order was issued by the British Columbia Securities Commission on January 4, 2016 against Aroway Energy Inc. for failing to file its annual audited financial statements, interim financial report and related management’s discussion and analysis. Aroway Energy Inc. remains under the cease trade order as at the date of this Circular.

- Mr. Cooper is also a director of StartMonday Technology Corp., a company traded on the CSE. A cease trade order was issued by the British Columbia Securities Commission on May 1, 2019 against StartMonday Technology Corp. for failing to file its annual audited financial statements, interim financial report and related management's discussion and analysis. StartMonday Technology Corp. remains under the cease trade order as at the date of this Circular.
- (b) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) 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;
- (c) has, within the 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 the proposed director;
- Mr. Colwell is subject to a judgement rendered on September 4, 2013, resulting from outstanding debt of approximately USD\$3,118.92.
- (d) 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 since December 31, 2000, or before December 31, 2000 if the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
- (e) has been subject to any other 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.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Copies of the Company's Financial Statements and Management Discussion and Analysis may be obtained without charge upon request from the Company's registered office located at c/o Cozen O'Connor LLP, Bentall 5, 550 Burrard Street, Suite 1008, Vancouver, British Columbia, V6C 2B5.

DIRECTOR APPROVAL

The contents of this Circular and the sending thereof to the Shareholders of the Company have been approved by the Board of Directors.

DATED this 19th day of September, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

NEW LEAF VENTURES INC.

"Michael Stier"

Michael Stier
Director, President and Chief Executive Officer

**SCHEDULE “A”
AUDIT COMMITTEE DISCLOSURE
(VENTURE ISSUERS)
FORM 52-110F2**

Item 1: The Audit Committee Charter

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of the Company. The role of the Committee is to provide oversight of the Company’s financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Company, its subsidiaries and associated companies. This includes helping directors meet their responsibilities, facilitating better communication between directors and the external auditor, enhancing the independence of the external auditor, increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussions among directors, management and the external auditor. Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The Company’s external auditor is ultimately accountable to the Board and the Committee as representatives of the Company’s shareholders.

Duties and Responsibilities

External Auditor

- (a) To recommend to the Board, for shareholder approval, an external auditor to examine the Company’s accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Company.
- (b) To oversee 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 Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- (c) To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.
- (d) To pre-approve any non-audit services to be provided to the Company by the external auditor and the fees for those services.
- (e) To obtain and review, at least annually, a written report by the external auditor setting out the auditor’s internal quality-control procedures, any material issues raised by the auditor’s internal quality-control reviews and the steps taken to resolve those issues.
- (f) To review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit assurance to the external auditor of the Company on any aspect of its certification of the Company’s financial statements:

- (i) No member of the audit team that is auditing a business of the Company can be hired into that business or into a position to which that business reports for a period of three years after the audit;
 - (ii) No former partner or employee of the external auditor may be made an officer of the Company or any of its subsidiaries for three years following the end of the individual's association with the external auditor;
 - (iii) The Chief Financial Officer ("CFO") must approve all office hires from the external auditor; and
 - (iv) The CFO must report annually to the Committee on any hires within these guidelines during the preceding year.
- (g) To review, at least annually, the relationships between the Company and the external auditor in order to establish the independence of the external auditor.

Financial Information and Reporting

- (a) To review the Company's annual audited financial statements with the Chief Executive Officer ("CEO") and CFO and then the full Board. The Committee will review the interim financial statements with the CEO and CFO.
- (b) To review and discuss with management and the external auditor, as appropriate:
 - (i) The annual audited financial statements and the interim financial statements, including the accompanying management discussion and analysis; and
 - (ii) Earnings guidance and other releases containing information taken from the Company's financial statements prior to their release.
- (c) To review the quality and not just the acceptability of the Company's financial reporting and accounting standards and principles and any proposed material changes to them or their application.
- (d) To review with the CFO any earnings guidance to be issued by the Company and any news release containing financial information taken from the Company's financial statements prior to the release of the financial statements to the public. In addition, the CFO must review with the Committee the substance of any presentations to analysts or rating agencies that contain a change in strategy or outlook.

Oversight

- (a) To review the internal audit staff functions, including:
 - (i) The purpose, authority and organizational reporting lines;
 - (ii) The annual audit plan, budget and staffing; and
 - (iii) The appointment and compensation of the controller, if any.

- (b) To review, with the CFO and others, as appropriate, the Company's internal system of audit controls and the results of internal audits.
- (c) To review and monitor the Company's major financial risks and risk management policies and the steps taken by management to mitigate those risks.
- (d) To meet at least annually with management (including the CFO), the internal audit staff, and the external auditor in separate executive sessions and review issues and matters of concern respecting audits and financial reporting.
- (e) In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Company's disclosure and internal controls, including any material deficiencies or changes in those controls.

Membership

- (a) The Committee shall consist solely of three or more members of the Board, the majority of which the Board has determined has no material relationship with the Company and is otherwise "unrelated" or "independent" as required under applicable securities rules or applicable stock exchange rules.
- (b) Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.
- (c) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
- (d) All members of the Committee must be "financially literate" (i.e., have the ability to read and understand a set of financial statements such as a balance sheet, an income statement and a cash flow statement).

Procedures

- (a) The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the "**Chair**"). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.
- (b) The Chair will appoint a secretary (the "**Secretary**") who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.
- (c) No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number,

one-half of the number of members plus one shall constitute a quorum and provided that a majority of the members must be “independent” or “unrelated”.

- (d) The Committee will meet as many times as is necessary to carry out its responsibilities. Any member of the Committee or the external auditor may call meetings.
- (e) The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the articles of the Company or otherwise determined by resolution of the Board.
- (f) The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.
- (g) The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee’s obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.
- (h) The Committee has the authority to communicate directly with the internal and external auditors.

Reports

The Committee shall produce the following reports and provide them to the Board:

- (a) An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report.
- (b) A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Item 2: Composition of the Audit Committee

National Instrument 52-110 Audit Committees, (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company’s Board, reasonably interfere with the exercise of the member’s independent judgment.

NI 52-110 provides that 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 Company’s financial statements. The following sets out the members of the audit committee and their education and experience that is relevant to the performance of his responsibilities as an audit committee member.

The current members of the Audit Committee are Chris Cooper (Chairman), Daryn Gordon and Michael Stier, of whom Chris Cooper and Daryn Gordon are considered independent and all of whom are considered financially literate as defined by NI 52-110. Michael Stier is not considered independent as he is the President and Chief Executive Officer of the Company.

Item 3: Relevant Education And Experience

The Instrument provides that 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 Company’s financial statements.

All members of the Audit Committee are considered financially literate and have been involved in enterprises which publicly report financial results, each of which requires a working understanding of, and ability to analyze and assess, financial information (including financial statements).

Chris Cooper – Mr. Cooper has over 20 years of business experience in various aspects of corporate development, senior management, finance and operations, in both the private and public sectors. Mr. Cooper received a B.A. from Hofstra University and an M.B.A. from Dowling College, both in New York State. Mr. Cooper has over 17 years of experience in management and finance in the oil and gas industry and other business sectors and has experience raising funds through brokered and non-brokered equity issues, as well as debt financings for various companies in which he has been involved. Mr. Cooper sits on the audit committee and compensation committee for other issuers including Counterpath Corp., a Nasdaq listed company. His experience includes implementing growth strategies, financial reporting, quarterly and annual budgets and overseeing corporate administration, while achieving company objectives and maintaining internal cost controls. Mr. Cooper has been a director of several private and public companies over the last 20 years.

Daryn Gordon – Mr. Gordon is a Chartered Professional Accountant with over 20 years’ experience. Previously he was CFO, Secretary & Non-Independent Director at Aroway Energy, Inc., Chief Financial Officer & Secretary for Reparo Energy Partners Corp., Chief Financial Officer for Silver Mountain Mines, Inc., Chief Financial Officer & Non-Independent Director at Emperor Oil Ltd., Chief Financial Officer of Sparta Capital Ltd., and Principal at Abacus Financial Corp. Mr. Gordon is a member of the Institute of Chartered Professional Accountants of Alberta. Mr. Gordon currently services as Chief Financial Officer of Alpha Copper Corp. and CanameraEnergy Metals Corp., both of which are publicly listed companies. Mr. Gordon has a Bachelor of Commerce degree from the University of Lethbridge.

Michael Stier – Mr. Stier previously worked as an IIROC licensed senior financial advisor at CIBC’s Imperial Service Division from December 2009 to June 2015. Mr. Stier joined a private equity company as an equity trader managing a portfolio of \$20 million in private funds, analyzing and executing trades. Mr. Stier is a former CEO and current Director of Optimi Health Corp. (OPTI:CSE) and served on the Company’s audit committee. Mr. Stier studied business management at Kwantlen Polytechnic University and Okanagan College, specializing in finance.

Item 4: Audit Committee Oversight

At no time during the Company’s most recently completed financial year was recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Item 5: Reliance On Certain Exemptions

During the most recently completed financial year, the Company has not relied on certain exemptions set out in NI 52-110, namely section 2.4 (De Minimus Non-audit Services), subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer), subsection 6.1.1(5) (Events Outside Control of Member), subsection 6.1.1(6) (Death, Incapacity or Resignation), and any exemption, in whole or in part, in Part 8 (Exemptions).

Item 6: Pre-Approval Of Policies And Procedures

Formal policies and procedures for the engagement of non-audit services have not been formulated or adopted by the Committee. Subject to the requirements of the NI 52-110, the engagement of non-audit services shall be considered by the Board, and where applicable, by the Committee, on a case by case basis.

Item 7: External Auditor Services Fees (By Category)

The following table sets out the aggregate fees charged to the Company by the external auditor in each of the last two financial years for the category of fees described.

	FYE 2021	FYE 2020
Audit Fees ⁽¹⁾	\$110,010	\$105,750
Audit-Related Fees ⁽²⁾	\$22,775	Nil
Tax Fees ⁽³⁾	\$7,750	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total Fees:	\$140,535	\$105,750

1. “Audit fees” include aggregate fees billed by the Company’s external auditor in each of the last three fiscal years for audit fees.
2. “Audited related fees” include the aggregate fees billed in each of the last three fiscal years for assurance and related services by the Company’s external auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported under “Audit fees” above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
3. “Tax fees” include the aggregate fees billed in each of the last three fiscal years for professional services rendered by the Company’s external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
4. “All other fees” include the aggregate fees billed in each of the last three fiscal years for products and services provided by the Company’s external auditor, other than “Audit fees”, “Audit related fees” and “Tax fees” above.

Item 8: Exemption

In respect of the period since the Corporation's incorporation, the Corporation is relying on the exemption set out in Section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of the NI 52-110.

**SCHEDULE “B”
CORPORATE GOVERNANCE DISCLOSURE
(VENTURE ISSUERS)
FORM 58-101F2**

The board of directors (the “**Board**”) of New Leaf Ventures Inc. (the “**Corporation**”) believes that good corporate governance improves corporate performance and benefits all shareholders. Regulator authorities have implemented National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), which prescribes certain disclosure by the Corporation of its corporate governance practices.

This disclosure is presented below:

Item 1: Board of Directors

Supervision Over Management

There is no specific written mandate of the Board, other than the corporate standard of care set out in the governing corporate legislation of the Corporation, i.e., the Board has overall responsibility for the management, or supervision of the management, of the business and affairs of the Corporation. The Board’s primary tasks are to establish the policies, courses of action and goals of the Corporation and to monitor management’s strategies and performance for realizing them.

All major acquisitions, dispositions, and investments, as well as financing and significant matters outside the ordinary course of the Corporation’s business are subject to approval by the full Board. The Board of Directors does not currently have in place programs for succession planning and training of directors and management. As the growth of the Corporation continues, the Board will consider implementing such programs. In order to carry out the foregoing responsibilities the Board meets on a quarterly basis and as required by circumstances.

Composition of the Board

The Board is comprised of five directors, of which two are considered independent for the purposes of NI 58-101.

Item 2: Directorships

The current directors of the Corporation who are presently directors of other reporting issuers in Canada or elsewhere:

Name of Director	Other Reporting Issuer(s)
Chris Cooper	Alpha Lithium Corporation (NEO Exchange) EEE Exploration Corp. (CSE) Global Helium Corp. (CSE) Level 14 Ventures Ltd. (CSE) Manning Ventures Inc. (CSE) Planet Ventures Inc. (formerly Planet Mining Exploration Inc.) (TSXV)

	Sweet Earth Holdings Corporation (formerly Seaway Energy Services Inc.) (CSE) Xcite Resources Inc. (CSE) Coloured Ties Capital Inc. (TSXV)
Michael Stier	Optimi Health Corp. (CSE)

Item 3: Orientation and Continuing Education

The Board does not have a formal process for the orientation of new Board members. Orientation is done on an informal basis. New Board members are provided with such information as is considered necessary to ensure that they are familiar with the Company's business and understand the responsibilities of the Board.

The Board does not have a formal program for the continuing education of its directors. The Company expects its directors to pursue such continuing education opportunities as may be required to ensure that they maintain the skill and knowledge necessary to fulfill their duties as members of the Board. Directors can consult with the Company's professional advisors regarding their duties and responsibilities, as well as recent developments relevant to the Company and the Board.

Item 4: Ethical Business Conduct

The Board has not adopted a formal code of ethics. In the Board's view, the fiduciary duties placed on individual directors by corporate legislation and the common law, and the restrictions placed by corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Although the Company has not adopted a formal code of ethics, the Company promotes an ethical business culture. Directors and officers of the Company are encouraged to conduct themselves and the business of the Company with the utmost honesty and integrity. Directors are also encouraged to consult with the Company's professional advisors with respect to any issues related to ethical business conduct.

Item 5: Nomination of Directors

The identification of potential candidates for nomination as directors of the Company is primarily done by the CEO, but all directors are encouraged to participate in the identification and recruitment of new directors. Potential candidates are primarily identified through referrals by business contacts.

Item 6: Compensation

The compensation of directors and the CEO is determined by the Board as a whole. Such compensation is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

Item 7: Other Board Committees

The Board has developed a mandate for the audit committee and reviews such mandate annually. The mandate of the audit committee is described in this Circular under the heading "Audit Committee". As the

growth of the Corporation continues, the Board will review its corporate governance practices and implement a more comprehensive corporate governance practices, including the nomination of a corporate governance committee, when appropriate. The Corporation does not currently have any other standing committees.

Item 8: Assessment

The Board does not have any formal process for assessing the effectiveness of the Board, its committees, or individual directors. Such assessments are done on an informal basis by the CEO and the Board as a whole.

SCHEDULE "C"
REPORTING PACKAGE

[Please see attached]

New Leaf Ventures Inc.

Notice of Change of Auditor Pursuant to NI 51-102 (Section 4.11)

TO: British Columbia Securities Commission
Ontario Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Autorité des marchés financiers (Quebec)
Financial and Consumer Services Commission (New Brunswick)
Newfoundland and Labrador Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Register of Securities – Department of Justice – Yukon Territory
Securities Registry – Department of Justice – Northwest Territories
Legal Registries Division – Government of Nunavut

AND TO: Davidson & Company LLP, Chartered Professional Accountants (“**Davidson**”)

AND TO: Smythe LLP, Chartered Professional Accountants (“**Smythe**”)

RE: Notice of Change of Auditor

In accordance with section 4.11 [*Change of Auditor*] of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), New Leaf Ventures Inc. (the “**Company**”) reports that:

1. at the request of the Company, Davidson have resigned as auditors of the Company effective as of September 15, 2021;
2. subject to applicable regulatory and shareholder approvals, the board of directors of the Company (the “**Board**”) appointed Smythe as the new auditor of the Company effective September 15, 2021;
3. at the next annual general meeting of the shareholders of the Company, the shareholders of the Company will be asked to approve the appointment of Smythe as auditors of the Company;
4. the resignation of Davidson and the appointment of Smythe were considered and approved by the audit committee of the Board and the Board;
5. the reports of Davidson on the audited financial statements of the Company did not express a modified opinion during the relevant period, being the financial years ended December 31, 2020 and 2019;
6. the Company has requested Davidson furnish a letter addressed to the securities regulator or regulatory authority in each province in which the Company is a reporting issuer stating whether or not Davidson agree with the information contained in this Notice; and

7. there are no “reportable events” as such terms is defined in NI 51-102.

Dated: September 15, 2021

Per: *“Mike Stier”*

Mike Stier
Chief Executive Officer

September 22, 2021

**British Columbia Securities Commission
Ontario Securities Commission
Manitoba Securities Commission
Autorite des Marches Financiers
Alberta Securities Commission
Northwest Territories Office of the Superintendent of Securities
Yukon Securities Office
Nova Scotia Securities Commission
Service NL
Saskatchewan Financial Services Commission
Superintendent of Securities for Nunavut
PEI Office of the Superintendent of Securities**

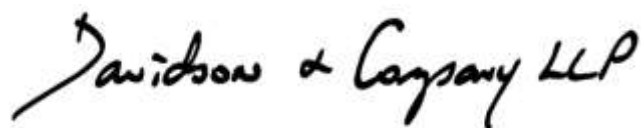
Dear Sirs / Mesdames

**Re: New Leaf Ventures Inc. (the "Company")
Notice Pursuant to NI 51 – 102 of Change of Auditor**

In accordance with National Instrument 51-102, we have read the Company's Change of Auditor Notice dated September 15, 2021 and agree with the information contained therein, based upon our knowledge of the information at this date.

Should you require clarification or further information, please do not hesitate to contact the writer.

Yours very truly,



DAVIDSON & COMPANY LLP
Chartered Professional Accountants

cc: Canadian Securities Exchange



September 15, 2021

British Columbia Securities Commission
TSX Venture Exchange
Alberta Securities Commission
Ontario Securities Commission
Autorité des Marchés Financiers

Dear Sirs:

Re:
New Leaf Ventures Inc. (the "Company")
Change of Auditor

We are writing in accordance with Section 4.11(5)(a) of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated 15th of September, 2021 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,

Smythe LLP

Chartered Professional Accountants