



## DOSEOLOGY SCIENCES INC.

### MANAGEMENT INFORMATION CIRCULAR

as at August 7, 2024

This Management Information Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management **Doseology Sciences Inc.** (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of its shareholders to be held on **Thursday, September 12, 2024** at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

In this Circular, references to “the Company”, “we” and “our” refer to Doseology Sciences Inc. Reference to “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.

### GENERAL PROXY INFORMATION

#### Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees or consultants of the Company at nominal cost. The Company will bear all costs of this solicitation.

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

The only methods by which you may appoint a person as proxy are submitting a Proxy by telephone, internet or mail.

#### Voting by Proxyholder

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

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, or where both choices have been specified, in favour or all matters described herein, the persons named in the Proxy will vote the common shares represented by the Proxy for the approval of such matter.**

## Notice and Access

The Company is not sending this Circular to registered or beneficial shareholders using “notice-and-access” as defined under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”).

## Registered Shareholders

If you are a Registered Shareholder and wish to have your shares voted at the Meeting, you will be required to submit your vote by proxy. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the Proxy and returning it to the Company’s transfer agent, Endeavor Trust Corporation (“**Endeavor Trust**”), in accordance with the instructions on the Proxy. Alternatively, Registered Shareholders may vote their common shares via the internet, email or by facsimile as per the instructions provided on the Proxy.

**In all cases you should ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.**

Registered Shareholders electing to submit a Proxy may do so by:

- (a) mail or by hand to Suite 702 - 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4;
- (b) facsimile to 604.559.8908;
- (c) email to [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com); or
- (d) online at [www.eproxy.ca](http://www.eproxy.ca)

## Beneficial Shareholders

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

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

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

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

Pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Company is sending proxy-related materials directly to NOBOs, which materials will include a scannable Voting Instruction Form (a “**VIF**”). These VIFs are to be completed and returned to Endeavor Trust by mail, email or by facsimile. In addition, Endeavor Trust provides Internet voting as described on the VIF itself which contain complete instructions. Endeavor Trust will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the common shares represented by the VIFs they receive.

Management of the Company does not intend to pay for intermediaries to forward to OBOs under National Instrument 54-101 the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*, and, in the case of an OBO, the OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

Every intermediary that mails proxy-related materials to Beneficial Shareholders has its own mailing procedures and provides its own return instructions to clients. Beneficial Shareholders should follow the instructions of their intermediary carefully to ensure that their common shares are voted at the Meeting.

Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form (the "**Broadridge VIF**") which will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. The Broadridge VIF will appoint the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **If you receive a Broadridge VIF, you cannot use it to vote common shares directly at the Meeting – the Broadridge VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the common shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your common shares in that capacity. **If you wish to attend at the Meeting and indirectly vote your common shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the Broadridge VIF provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.**

Alternatively, you can request in writing that your broker send you a legal Proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your common shares.

#### **Notice to United States Shareholders**

The Company's common shares are not registered under Section 12 of the United States Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), and this solicitation of proxies is not subject to the requirements of Section 14(a) of the U.S. Exchange Act. Residents of the United States should be aware that applicable Canadian proxy solicitation rules differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Company's common shares by shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of common shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada, and reconciled to accounting principles generally accepted in the United States.

## **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Endeavor Trust at Suite 702 - 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, or to the address of the registered and records office of the Company at Suite 305, 9-3151 Lakeshore Road, Kelowna, British Columbia V1W 3S9, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof.

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

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and re-approval of the stock option plan and as may be set out herein.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The board of directors (the "**Board**") of the Company has fixed **August 7, 2024** as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who complete, sign and deliver a form of Proxy in the manner and subject to the provisions described above will be entitled to vote in advance of the Meeting.

The Company is authorized to issue an unlimited number of common shares without par value. As of the Record Date, there were **4,400,515** common shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the common shares.

To the knowledge of the directors and executive officers of the Company, as at the Record Date, no person or corporation beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Company.

## **VOTES NECESSARY TO PASS RESOLUTIONS**

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

## **SETTING NUMBER OF DIRECTORS**

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at three (3). The Board proposes that the number of directors remain at three (3). Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be fixed at three (3).

## **ELECTION OF DIRECTORS**

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

The following table sets out the names of management’s nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment (for the five preceding years for new director nominees), the period of time during which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

<b>Name of Nominee; Current Position(s) with the Company, Province and Country of Residence</b>	<b>Occupation, Business or Employment<sup>(1)</sup></b>	<b>Period as a Director of the Company</b>	<b>Common Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
<b>Scott Reeves<sup>(2)</sup></b> Alberta, Canada  <i>Director</i>	Partner at Tingle Merrett LLP.	May 27, 2020	82,500
<b>Daniel Vice<sup>(2)</sup></b> Oregon, USA  <i>Director</i>	Doctoral student at the University of Missouri.	October 10, 2019	81,500
<b>Zara Kanji<sup>(2)</sup></b> British Columbia, Canada  <i>Director</i>	Founder of Zara Kanji & Associates.	Nominee Director	Nil

- (1) The information as to principal occupation, business or employment and common shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Unless otherwise indicated, each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years. The number of common shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by the nominees themselves.
- (2) Member of Audit Committee. Ms. Kanji will be appointed to the Audit Committee following her appointment as a director at the Meeting.

### Majority Voting Policy

The board of directors (the “**Board**”) has adopted a Majority Voting Policy stipulating that in an uncontested election of directors (being an election where the number of nominees for director positions is equal to the number of directors authorized to be elected upon such election, as determined by the Board or Shareholders), if the number of common shares “withheld” for any nominee exceeds the number of common shares voted “for” the nominee, then, notwithstanding that such director was duly elected as a matter of corporate law, the director shall be required to forthwith submit his or her resignation as a director (an, as applicable, a member of any committee of the Board) to the Chair of the Board, promptly following the applicable shareholders’ meeting, which shall become effective upon acceptance by the Board.

Following receipt of the resignation submitted pursuant to the Majority Voting Policy, the Board shall consider the resignation forthwith and decide whether to accept the resignation within ninety (90) days of the applicable shareholders’ meeting. Except in cases where “exceptional circumstances” apply, it is expected that the Board will accept any such resignation. For this purpose, “exceptional circumstances” means occasions where such resignation would, in the opinion of a majority of the Board, have a material strategic, economic, commercial, operational or regulatory impact on the Company. Where exceptional circumstances apply, the Board may delay accepting the resignation until such time as the “exceptional circumstances” have been fully assessed and addressed to the satisfaction of the Board.

Following the Board’s acceptance of the resignation, the Board shall publicly disclose the applicable director’s resignation. When a resignation is accepted, subject to any corporate law restrictions, the Board may leave the vacancy unfilled or appoint a new director to fill the vacancy.

## CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

Except as disclosed below, to the best of the Company's knowledge, as at the date of this Circular, and within the last 10 years before the date of this Circular, no proposed director (or any of their personal holding companies) of the Company was a director, CEO or CFO of any company (including the Company) that:

- (a) was subject to a cease trade or similar order ("**CTO**") or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO; or
- (b) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, CEO or CFO in the company and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

Except as disclosed below, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is as at the date of this Circular or has been within 10 years before the date of this Circular, a director or executive officer of any company, including the 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; or
- (b) 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, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

None of the proposed directors (or any of their personal holding companies) has been subject to:

- (a) 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
- (b) any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Mr. Reeves was a director and Corporate Secretary of Quattro Exploration and Production Ltd. ("**Quattro**") when, on May 3, 2016, due to the failure of Quattro to file its annual audited financial statements and management discussion and analysis for the year ended December 31, 2015, the Alberta Securities Commission issued a management cease trade order (the "**Quattro MCTO**") ordering the cessation of trading in the securities of Quattro by its senior management and directors, including Mr. Reeves. On June 20, 2016, the ASC, pursuant to the filing of the outstanding annual audited financial statements and management discussion and analysis of Quattro, revoked the Quattro MCTO. On September 8, 2016, Quattro received an order from the Court of Queen's Bench of Alberta granting creditor protection pursuant to the Companies' Creditors Arrangement Act (Alberta). The order was extended by the court until November 30, 2016 on October 7, 2016. On February 2, 2017, Quattro received an order of the Court of Queen's Bench of Alberta appointing Hardy & Kelly Inc. as receiver over the company's assets. On May 8, 2017, Quattro received a cease trade order from the Alberta Securities Commission for failure to file financial statements. Since a Receiver had been appointed for Quattro on February 2, 2017, the officers and directors of Quattro were no longer in control of the assets or undertaking of Quattro, being replaced by Hardy & Kelly Inc. (the Receiver). This made it impossible, following such date, for the directors of Quattro to affect the continuance of Quattro's public filings. A copy of the order may be provided by request.

Mr. Reeves was the Corporate Secretary of Perisson Petroleum Corporation ("**Perisson**") on May 1, 2018, when the ASC issued an MCTO ordering the cessation of trading in the securities of Perisson by certain of its insiders, including Mr. Reeves, for its failure to file annual audited financial statements, annual management's discussion and

analysis, and certification of annual filings for the year ended December 31, 2017. The MCTO was lifted on June 18, 2018 upon filing of the annual audited financial statements.

Mr. Reeves was a director and Corporate Secretary of Optima Medical Innovations Corp. (formerly Tree of Knowledge International Corp.) on May 1, 2019, when the Ontario Securities Commission issued an MCTO ordering the cessation of trading in the securities of the Corporation by certain of its insiders, for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended December 31, 2017. The MCTO was lifted on June 4, 2019, upon completion of the filing. In addition, on June 25, 2020, the Ontario Securities Commission issued an MCTO ordering the cessation of trading in the securities of the Corporation by certain of its insiders, for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended December 31, 2019. The Ontario Securities Commission on July 15, 2020, converted the MCTO to a failure to file cease trade order ("**FFCTO**") and on September 23, 2020. The FFCTO was lifted on upon completion of the filing.

Mr. Reeves was a director of CBD Global Sciences Inc. ("**CBD**") and on June 18, 2020, the Alberta Securities Commission issued an MCTO ordering the cessation of trading in the securities of CBD by certain of its insiders, for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended December 31, 2019. The MCTO was lifted on August 6, 2020, upon completion of the filing.

Mr. Reeves was a director of Radiko Holdings Corp. ("**Radiko**") and on June 17, 2020, the Alberta Securities Commission issued an MCTO ordering the cessation of trading in the securities of Radiko by certain of its insiders, for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended December 31, 2019 and the Alberta Securities Commission also issued a MCTO on July 17, 2020, for Radiko's failure to file its interim financial statements, management discussion and analysis and certification of interim filing for the period ended March 31, 2020. The MCTO for the annual filings was lifted on August 10, 2020, upon completion of the annual filing and the MCTO for the interim filings was lifted on August 25, 2020, upon completion of the interim filings. On May 6, 2021, the Alberta Securities Commission and the Ontario Securities Commission issued a Cease Trade Order for Radiko's failure to file its annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended December 31, 2020.

Mr. Reeves was a director and Corporate Secretary of Optima Medical Innovations Corp. (formerly Tree of Knowledge International Corp.) on May 6, 2022, when the Ontario Securities Commission issued a cease trade order ("**CTO**") ordering the cessation of trading in the securities of the Corporation for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended December 31, 2021. Mr. Reeves was a director of CBD Global Sciences Inc. ("**CBD**") and on June 17, 2020, the Alberta Securities Commission issued an MCTO ordering the cessation of trading in the securities of CBD by certain of its insiders, for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended December 31, 2019. The MCTO was lifted on August 5, 2020, upon completion of the filing. On May 3, 2021, CBD received an MCTO from the Alberta Securities Commission ordering the cessation of trading in the securities of CBD by certain of its insiders for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended December 31, 2020. The Alberta Securities Commission revoked the MCTO and issued an FFCTO on July 23, 2021. The FFCTO was revoked on September 22, 2021 on upon completion of the filing.

Zara Kanji is the CFO of Good Gamer Entertainment Inc. ("**Good Gamer**") and on July 30, 2024, the BCSC issued an MCTO ordering the cessation of trading in the securities of Good Gamer by certain of its insiders, for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended March 31, 2024. The MCTO remains in effect as of the date of this Circular.

Ms. Kanji was CFO of Stock Trend Capital Inc. ("**Stock Trend**") and on August 30, 2022, the BCSC issued an MCTO ordering the cessation of trading in the securities of Stock Trend by certain of its insiders, for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended April 30, 2022. The MCTO was revoked on November 3, 2022.

Ms. Kanji is the CFO of Coloured Ties Capital Inc. ("**Coloured Ties**") and on February 2, 2024, the BCSC issued an CTO ordering the cessation of trading in the securities of Coloured Ties by certain of its insiders, for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended September 30, 2023. The CTO was revoked on February 12, 2024.

## APPOINTMENT OF AUDITOR

Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants (“**DMCL**”) will be nominated at the Meeting for re-appointment as auditor of the Company at a remuneration to be fixed by the Board. DMCL was appointed the auditor of the Company on April 16, 2021.

## AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 *Audit Committees* (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its audit committee (the “**Audit Committee**”) and its relationship with its independent auditor, as set forth in the following:

### The Audit Committee’s Charter

The Audit Committee has a charter. A copy of the Audit Committee Charter is attached to the Company’s management information circular dated December 22, 2022, which was filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) on December 21, 2022, and is specifically incorporated by reference into, and forms an integral part of, this Circular.

### Composition of the Audit Committee

The current members of the Audit Committee are Scott Reeves (Chair), Daniel Vice and Shawn Balaghi. All members of the Audit Committee are financially literate. As of the date of this Circular, none of the members of the Audit Committee are independent members of the Audit Committee by virtue of holding executive officer positions.

Mr. Reeves was the Corporate Secretary of the Company, resigning from this officer position on January 7, 2022 and Mr. Vice was the CEO and President of the Company, resigning from these officer positions on January 13, 2022. Mr. Reeves will become an independent member of the Audit Committee on January 7, 2025, and Mr. Vice will become an independent member of the Audit Committee on January 13, 2025.

Following conclusion of the Meeting, the Company will reconstitute its Audit Committee to consist of Zara Kanji (Chair), Scott Reeves and Daniel Vice. Ms. Kanji will be an independent member of the Audit Committee.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company’s Board, reasonably interfere with the exercise of a member’s independent judgement.

A member of the Audit Committee is considered 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.

### Relevant Education and Experience

The following describes the education and experience of each member of the Audit Committee that is relevant to the performance of his or her responsibilities as an Audit Committee member:

**Scott Reeves** has over 25 years of experience in securities, corporate finance, M&A and commercial transactions. In addition to serving on several TSX and TSXV listed companies across multiple countries, Mr. Reeves is also a partner at Tingle Merrett LLP, a law firm located in Calgary, AB. He has been active in past roles with the Canadian Bar Association and is currently a member of the Canadian Bar Association, Calgary Bar Association and Law Society of Alberta.

**Daniel Vice** brings a unique perspective to the audit committee with his extensive background in healthcare and mental health. As a registered nurse and a doctoral student at the University of Missouri, studying to become a psychiatric nurse practitioner, Daniel's expertise lies in holistic approaches to mental health. His commitment to comprehensive care and mental well-being is reflected in his academic pursuits and professional endeavors. Though new to audit functions, Daniel's dedication, analytical skills, and co-founding experience provide unique insights to the committee's work.



**Zara Kanji** is the founder of Zara Kanji & Associates which was established in 2004. With expertise in financial reporting compliance for junior listed companies, taxation, general accounting, and value-added advisory services, Zara has provided business consulting and compliance services to both private and public entities. She has served as a director and officer for various listed issuers and has actively participated in facilitating financings and acquisition transactions. Zara's passion for financial literacy is evident through her regular presentations for entrepreneurs, start-ups, women's groups, and new Canadians. She is a member of the Chartered Professional Accountants of BC and Canada, holding a Bachelor of Technology in Accounting (Honors) and a Diploma in Corporate Finance (Honors) from the British Columbia Institute of Technology.

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

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience in 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 individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

#### **Audit Committee Oversight**

The Audit Committee has not made any recommendations to the Board to nominate or compensate any external auditor, other than DMCL.

#### **Pre-Approval Policies and Procedures**

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

#### **External Auditor Service Fees**

The Audit Committee has reviewed the nature and amount of the non-audited services provided by DMCL to the Company to ensure auditor independence. The following table outlines the fees incurred by DMCL for audit and non-audit services in the last two financial years:

<u>Nature of Services</u>	<u>Fees Paid to Auditor in Year Ended June 30, 2023</u>	<u>Fees Paid to Auditor in Year Ended June 30, 2022</u>
Audit Fees <sup>(1)</sup>	\$28,000	\$25,000
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	Nil	Nil
All Other Fees <sup>(4)</sup>	<u>Nil</u>	<u>Nil</u>
<b>Total:</b>	<b><u>\$28,000</u></b>	<b><u>\$25,000</u></b>

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

## **Exemption**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-Audit Services), or any exemptions identified in Sections 4, 5 or 6 of Form 52-110F1 of NI 52-110.

## **CORPORATE GOVERNANCE**

### **General**

Effective June 30, 2005, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices.

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Canadian Securities Administrators have adopted NI 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the Canadian Securities Administrators have implemented NI 58-101, which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

### **Board of Directors**

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

Management has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company's internal control processes and management information systems. The Board reviews executive compensation and recommends stock option ("Options") grants.

As of the date of this Circular, none of the directors are independent members of the Board.

Mr. Reeves was the Corporate Secretary of the Company, resigning from this officer position on January 7, 2022 and Mr. Vice was the CEO and President of the Company, resigning from these officer positions on January 13, 2022.

Mr. Reeves will become an independent director on January 7, 2025, and Mr. Vice will become an independent director on January 13, 2025. Following conclusion of the Meeting, Ms. Kanji will serve as an independent director of the Company.

### **Other Directorships**

**Scott Reeves** is a director of 1344344 BC Ltd., Blue Sky Global Energy Corp., Florence One Capital Inc., Sensible Meats Inc., Starrex International Ltd. and Tenth Avenue Petroleum Corp.

**Zara Kanji** is a director of Aether Global Innovations Corp., Element79 Gold Corp. and Sensible Meats Inc.

### **Orientation and Continuing Education**

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

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

### **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual 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.

### **Nomination of Directors**

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

The Board recommends the number of directors on the Board to shareholders for approval, subject to compliance with the requirements of the BCBCA and the Company's Articles of Incorporation.

Between annual meetings, the Board may appoint directors to serve until the next annual meeting, subject to compliance with the requirements of the BCBCA.

Individual Board members are responsible for assisting the Board in identifying and recommending new nominees for election to the Board, as needed or appropriate.

### **Compensation**

The Board determines compensation for the directors and CEO.

### **Other Board Committees**

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

### **Assessments**

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

## **COMPENSATION OF EXECUTIVE OFFICERS**

**Note: the figures contained in this Statement of Executive Compensation DO NOT reflect the consolidation effected by the Company on February 16, 2024.**

For the purposes of this Statement of Executive Compensation, a Named Executive Officer ("NEO") of the Company means each of the following individuals:

In this section "NEO" means the CEO, the CFO and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

During the financial year ended June 30, 2023, the Company had four NEOs: Shawn Balaghi, the Interim CEO and Interim CFO, Pratik Patel, the former CFO and former Interim CEO, Ralph Olson, the former Interim CEO and Peter Geh, the former CFO.

For greater clarity in reviewing the below Summary Compensation Table for the financial years ended June 30, 2023 and earlier, below outlines the timeline for the changes in NEO:

Shawn Balaghi: Has served as Interim CEO of the Company since June 30, 2023. For greater clarity, Mr. Balaghi also served as Interim CFO of the Company since June 30, 2023 resigning from this position on May 8, 2024, subsequent to the year ended June 30, 2023.

Pratik Patel: Served as Interim CEO of the Company from March 31, 2023 to June 30, 2023, and as CFO of the Company from March 1, 2023 to June 30, 2023.

Ralph Olson: Served as Interim CEO of the Company from February 28, 2022 to March 31, 2023.

Peter Geh: Served as CFO of the Company from January 26, 2022 to February 28, 2023.

### **Compensation Discussion and Analysis**

The Board of the Company has not appointed a compensation committee so the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation programs, recommending compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. In determining and approving the base salary for each NEO, the Board take into consideration available market data. A specific benchmark is not targeted and a formal peer group has not yet been established by the Board.

The compensation for executives includes four components: base consulting fees, bonus (if applicable), incentive stock options ("**Options**") and perquisites. As a package, the compensation components are intended to satisfy the objectives of the compensation program (that is, to attract, retain and motivate qualified executives). There are no predefined or standard termination payments, change of control arrangements or employment contracts.

### **Philosophy and Objectives**

The Company's compensation policies and programs are designed to be competitive with similar mining exploration companies and to recognize and reward executive performance consistent with the success of the Company's business. The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including (a) attracting and retaining talented, qualified and effective executives, (b) motivating the short and long-term performance of these executives; and (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has encouraged equity participation and in furtherance thereof employs its stock option plan (the "**Option Plan**").

### **Equity Participation**

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation has been accomplished through the Company's Option Plan. Options are granted to executives and employees taking into account a number of factors, including the amount and term of Options previously granted, base consulting fees and bonuses and competitive factors. The amounts and terms of Options granted are determined by the Board.

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

### **Option-Based Awards**

The Option Plan provides incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes Option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All Option grants require approval of the Board.

The Option Plan is administered by the Board and provides that Options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

### Summary Compensation Table

Name and Principal Positions	Year <sup>(1)</sup>	Fees (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
<b>Shawn Balaghi</b> <sup>(2)</sup> Interim CEO, former Interim CFO	2023	Nil	Nil	20,000	Nil	Nil	Nil	Nil	20,000
	2022	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil
<b>Pratik Patel</b> <sup>(3)</sup> Former Interim CEO, former CFO	2023	13,408	Nil	20,000	Nil	Nil	Nil	Nil	33,408
	2022	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Ralph Olson</b> <sup>(4)</sup> Former Interim CEO	2023	58,074	Nil	15,000	Nil	Nil	Nil	Nil	73,074
	2022	19,500	Nil	10,200	Nil	Nil	Nil	Nil	29,700
	2021	Nil	Nil	7,050	Nil	Nil	Nil	Nil	7,050
<b>Peter Geh</b> <sup>(5)</sup> Former CFO	2023	37,063	Nil	Nil	Nil	Nil	Nil	Nil	37,063
	2022	25,625	Nil	Nil	Nil	Nil	Nil	Nil	25,625
	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) For the financial years ended June 30.

(2) Mr. Balaghi served as Interim CEO of the Company since June 30, 2023 and as Interim CFO of the Company from June 30, 2023 to May 8, 2024.

(3) Mr. Patel served as Interim CEO of the Company from March 31, 2023 to June 30, 2023 and as CFO of the Company from March 1, 2023 to June 30, 2023.

(4) Mr. Olson served as Interim CEO of the Company from February 28, 2022 to March 31, 2023.

(5) Mr. Geh served as CFO of the Company from January 26, 2022 to February 28, 2023.

### Incentive Plan Awards

Pursuant to the Option Plan, the Company may grant up to 10% of the issued and outstanding common shares of the Company.

The following table sets out all Option-based awards outstanding as at the financial year ended June 30, 2023 for each NEO. There were no share-based awards granted to any of the NEOs:

Option-based Awards				
Name and Principal Positions	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options (\$) <sup>(1)</sup>
<b>Shawn Balaghi</b> Interim CEO, former Interim CFO	200,000	0.10	April 13, 2028	Nil
<b>Pratik Patel</b> Former Interim CEO, former CFO	200,000 <sup>(2)</sup>	0.10	January 20, 2028 <sup>(2)</sup>	Nil
<b>Ralph Olson</b> Former Interim CEO	Nil	N/A	N/A	N/A
<b>Peter Geh</b> Former CFO	Nil	N/A	N/A	N/A

(1) This amount is based on the difference between the market value of the securities underlying the Options on June 30, 2023, which was \$0.03, being the last trading day of the Company's shares for the financial year and the exercise price of any outstanding Options.

(2) The Options granted to Mr. Patel expired on September 28, 2023 following his resignation as Interim CEO and CFO of the Company on June 30, 2023.

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested during the financial year ended June 30, 2023 for Options awarded under the Option Plan for the NEO, as well as the value earned under non-equity incentive plans for the same period.

Name	Option-based awards- Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation Value earned during the year (\$)
<b>Shawn Balaghi</b> Interim CEO, former Interim CFO	Nil	Nil	Nil
<b>Pratik Patel</b> Former Interim CEO, former CFO	1,484	Nil	Nil
<b>Ralph Olson</b> Former Interim CEO	4,880	Nil	Nil
<b>Peter Geh</b> Former CFO	Nil	Nil	Nil

### Termination and Change of Control Benefits

There are no compensatory plans or arrangements with respect to any NEO resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of an NEO's responsibilities following a change in control.

### Director Compensation

During the most recently completed financial year ended June 30, 2023, the directors who were not NEOs received the following compensation for services provided to the Company:

Name	Fees earned (\$)	Share-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Scott Reeves <sup>(1)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Vice <sup>(2)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
David Lutz <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
Harbir Toor <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Mr. Reeves has served as a director of the Company since May 27, 2020.
- (2) Mr. Vice has served as a director of the Company since October 10, 2019.
- (3) Mr. Lutz served as a director of the Company from December 21, 2022 to March 31, 2023.
- (4) Ms. Toor served as a director of the Company from January 27, 2022 to November 22, 2022.

### Outstanding Option-Based Awards

The following table sets forth for each director, other than those who are also NEOs of the Company, all awards outstanding at the end of the most recently completed financial year ended June 30, 2023, including awards granted before the most recently completed financial year.

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
Scott Reeves	200,000	0.10	March 30, 2028	Nil
Daniel Vice	350,000	0.10	March 30, 2028	Nil
David Lutz	200,000 <sup>(2)</sup>	0.10	January 20, 2028 <sup>(2)</sup>	Nil

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
Harbir Toor	Nil	N/A	N/A	N/A

- (1) This amount is based on the difference between the market value of the securities underlying the Options on June 30, 2023, which was \$0.03, being the last trading day of the Company's shares for the financial year and the exercise price of any outstanding Options.
- (2) The Options granted to Mr. Lutz expired following his resignation as a director of the Company on March 31, 2023.

***Narrative Discussion***

The Company has no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services as directors, for committee participation, for involvement in special assignments during the most recently completed financial year.

The purpose of granting such Options is to assist the Company in compensating, attracting, retaining and motivating the directors, officers, employees and consultants and to closely align the personal interests of such persons to that of the shareholders.

**Incentive Plan Awards – Value Vested or Earned During the Year**

The following table sets forth, for each director, other than those who are also NEOs of the Company, the value of all incentive plan awards vested during the financial year ended June 30, 2023.

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation Value earned during the year (\$)
Scott Reeves	6,275	Nil	Nil
Daniel Vice	10,458	Nil	Nil
David Lutz	Nil	Nil	Nil
Harbir Toor	Nil	Nil	Nil

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets out equity compensation plan information as at the financial year ended June 30, 2023.

**The information contained in the below table does not reflect the consolidation effected by the Company on February 16, 2024.**

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	2,750,000	0.10	1,360,030
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total:</b>	<b>2,750,000</b>		<b>1,360,030</b>

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is or who at any time during the last completed financial year was a director or executive officer or employee of the Company, a proposed nominee for election as a director of the Company or an associate of any such director, officer or proposed nominee is, or at any time since the beginning of the last completed financial year has been, indebted to the Company or any of its subsidiaries and no indebtedness of any such individual to another entity is, or has at any time since the beginning of such year been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, since the commencement of the Company's last completed financial year, no informed person of the Company, nominee for election as a director of the Company, or any associate or affiliate of an informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries.

## MANAGEMENT CONTRACTS

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

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Re-Approve 10% Rolling Stock Option Plan

The Company has a 10% rolling Option Plan dated effective April 16, 2021.

A summary of the material terms of the Option Plan are disclosed in the Company's Circular dated December 22, 2022, which was filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) on December 21, 2022.

### Shareholder Approval

At the Meeting, the Company's shareholders will be asked to consider and vote on the ordinary resolution to re-approve the Option Plan, with or without variation, as follows:

#### **“UPON MOTION DULY MADE, IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT:**

1. The stock option plan dated April 16, 2021 (the **“Option Plan”**) as more particularly described in the management information circular of the Company dated August 7, 2024, be ratified and approved.
2. To the extent permitted by law, the Company be authorized to abandon all or any part of the Option Plan if the board of directors deems it appropriate and in the best interests of the Company to do so.
3. Any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to these resolutions.”

**The Board recommends that shareholders vote in favour of the Option Plan. Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the foregoing ordinary resolution.**

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

## ADDITIONAL INFORMATION

Additional information concerning the Company can be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at <https://doseology.com/>.

Financial information relating to the Company is provided in the Company's audited financial statements and the management discussion and analysis (**“MD&A”**) (together, the **“Financial Materials”**) for the year ended June 30,



2023. Shareholders may download the Financial Materials from SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) or contact the Company directly to request copies of the Financial Materials 825-800-0115 or [investor@doseology.com](mailto:investor@doseology.com).

**OTHER MATTERS**

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