



EONX TECHNOLOGIES INC.

**Notice of Annual and Special General Meeting of Shareholders of EONX Technologies Inc.
(the “Meeting”)**

**Date and Time of Meeting:
May 15, 2023 at 4:00 P.M. Eastern Daylight Time (“EDT”) and**

May 16, 2023 at 6:00 A.M. Australian Eastern Standard Time (“AEST”)

Place of Meeting: By Zoom

<https://us02web.zoom.us/j/82323249363?pwd=WXFvUnppUE5CNUQ3UmQvU0VtNjNIUT09>

Meeting ID: 823 2324 9363
Passcode: 611567

Find your local number: <https://us02web.zoom.us/j/82323249363?pwd=WXFvUnppUE5CNUQ3UmQvU0VtNjNIUT09>

Management Information Circular

April 12, 2023

EONX TECHNOLOGIES INC.
EONX Technologies Inc.
1183 Toorak Road, Camberwell, Victoria, 3124 Australia
Tel: 61 438 014 304 Email: john@squarefinancial.com.au

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual and special general meeting (“**Meeting**”) of the holders of common shares (“**Shares**”) of EONX Technologies Inc. (“**EONX**” or the “**Company**”) will be a virtual meeting held by Zoom on May 15, 2023 at 4:00 P.M. EDT , May 16, 2023 at 6:00 A.M. AEST.

The Meeting is being held by Zoom in light of the ongoing public health concerns related to COVID-19. In addition the meeting is being held by zoom to accommodate the attendance of two directors who are resident of Dubai, UAE, two directors and the CFO who are resident of Melbourne, Australia and shareholders in various countries. Shareholders can attend the Meeting by Zoom but will not be able to vote at the Meeting and are encouraged to submit their votes by proxy well in advance of the Meeting proxy deadline of 4:00 P.M. EDT on May 11, 2023 or 6:00 A.M. AEST May 12, 2023.

Below is the link for the Zoom Meeting.

<https://us02web.zoom.us/j/82323249363?pwd=WXFvUnppUE5CNUQ3UmQvU0VtNjNIUT09>

Meeting ID: 823 2324 9363
Passcode: 611567

Attendance by Zoom allows Shareholders to listen to, but not to vote at the Meeting.

Shareholders who intend to attend the Meeting via Zoom must **submit votes by Proxy ahead of the proxy deadline of 4:00 P.M. EDT on May 11, 2023, 6:00 A.M. AEST on May 12, 2023.**

The Meeting is to be held for the following purposes:

1. to receive the financial statements of the Company for its financial year ended June 30, 2022 and the auditor’s report thereon;
2. to elect directors to the Company for the ensuing year;
3. to re-appoint MNP LLP as auditors of the Company for the ensuing year and authorize the directors to fix their remuneration;
4. to approve the Company’s 20% Fixed Stock Option Plan;
5. to reserve 7,987,954 Shares for the grant of stock options;
6. to approve 2,787,834 stock options granted to the officers and directors;
7. to approve the Jan. 2023 Convertible Loan Agreement with the CEO.
8. to approve the destruction of proxies one year after the Meeting date, provided there is no challenge to the proceedings and
9. to transact such other business as may properly come before the Meeting and any adjournment thereof.

Accompanying this Notice are an Information Circular and Form of Proxy.

Only shareholders of record on April 10, 2023 EDT or April 11, 2023 AEST will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must have deposited a duly executed form of proxy not later than 4:00 P.M. EDT on May

11, 2023 or 6:00 A.M. AEST on May 12, 2023 or, if the Meeting is adjourned, not later than 48 hours preceding the time of such adjourned Meeting.

Regardless of whether a shareholder plans to attend the Meeting in person, we request that each shareholder please complete, date, and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure their shares will be voted at the Meeting. A shareholder who holds shares in a brokerage account is not a registered shareholder.

DATED at Camberwell, Victoria, Australia this 12th day of April 2023,

ON BEHALF OF THE BOARD OF DIRECTORS OF EONX TECHNOLOGIES INC.

(signed) "Andrew Kallen"

Andrew Kallen,

Chief Executive Officer, Director

EONX TECHNOLOGIES INC.
1183 Toorak Road, Camberwell, Victoria, 3124 Australia
Tel: 61 438 014 304
Email: john@squarefinancial.com.au

MANAGEMENT INFORMATION CIRCULAR
(as at April 12, 2023 EDT, April 13, 2023 AEST)

GENERAL VOTING INFORMATION

PERSONS OR COMPANIES MAKING SOLICITATION

This management Information Circular is furnished in connection with the solicitation of proxies by the management of EONX Technologies Inc. (the “Company” or “EONX”) for use at the annual and special general meeting for the 2022 year (the “Meeting”) of its shareholders to be held on May 15, 2023 EDT, May 16, 2023 AEST at the time and place and for the purposes set forth in the accompanying notice of the Meeting and any adjournment thereof.

In this Information Circular, references to the “Company”, “we” and “our” refer to EONX Technologies Inc. The “board of directors” or the “Board” refers to the board of directors of the Company. “Shares” means common shares without par value in the capital of the Company. “EONX shareholders”, “Shareholders” and “Shareholders of the Company” refer to the shareholders of the Company. “Beneficial Shareholders” means Shareholders who do not hold 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. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally, electronically or by telephone by directors, officers, employees or consultants of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company (“Common Shares”) pursuant to the requirements of National Instrument 54-101, Communication with Beneficial Owners of Securities of a Reporting Issuer (“National Instrument 54-101”).

APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder’s behalf in accordance with the instructions given by the Shareholder in the proxy. The persons named in the enclosed proxy (the “Management Designees”) have been selected by the directors of the Company.

A Shareholder has the right to designate a person (who need not be a Shareholder), other than the Management Designees to represent the Shareholder at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the proxy the name of the person to be designated, and by deleting from the proxy the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Company. Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxyholder and attend the Meeting, and provide instructions on how the Shareholder’s shares are to be voted. The nominee should bring personal identification with them to the Meeting.

To be valid, the proxy must be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy) at any time up to: 4:00 P.M. EDT on May 11, 2023, or up to 6:00 A.M. AEST on May 12, 2023. Proxies received after that time may be accepted by the Chairman of the Meeting in the Chairman’s discretion, but the Chairman is under no obligation to accept late proxies.

Revocation of Proxies: Any registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A proxy may be revoked by a registered Shareholder personally attending at the Meeting and voting their shares. A Shareholder may also revoke their proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the registered Shareholder or by their authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company’s registrar and transfer agent at Endeavor Trust Corporation, 702 - 777 Hornby Street, Vancouver, BC V6Z 1S4, email: proxy@endeavortrust.com or at the Company’s office at 1183 Toorak Road, Camberwell, Victoria, 3124 at any time up to and including the

last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting, or any adjournment thereof. Only registered Shareholders have the right to revoke a proxy. Non-registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.

Proxies may be deposited with Endeavor Trust Corporation using one of the following methods:

By mail: Endeavor Trust Corporation
Proxy department
702 – 777 Hornby Street,
Vancouver, B.C. V6Z 1S4

By Email: proxy@endeavortrust.com

VOTING OF PROXIES

At the time of printing this Information Circular, Management knows of no amendments, variations or other matters which may be presented for action at the Meeting other than the matters referred to in the accompanying Notice of Meeting.

The persons named in the Proxy will vote or withhold from voting the Shares represented thereby in accordance with your instructions on any ballot that may be called for. The Shares represented by the accompanying form of 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 with respect to any matter to be acted upon, the Shares will be voted accordingly on such ballot. The Proxy confers discretionary authority on the persons named therein with respect to:

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

The accompanying form of proxy when duly completed and delivered and not revoked confers discretionary authority upon the persons named therein with respect to matters where no choice is specified. In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Advice to Beneficial Holders of Common Shares

Only registered holders of Common shares or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common shares beneficially owned by a person (a “Non-Registered Holder”) are registered either: (i) in the name of an intermediary (an “Intermediary”) (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the Non-Registered Holder deals with in respect of the Common shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Non-Registered Shareholders

Non-Registered Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as “**NOBOs**”. Non-Registered Shareholders who have objected to their intermediary disclosing the ownership information about themselves to the Company are referred to as “**OBOs**”.

In accordance with the requirements of NI 54-101, the Company is sending the Notice of Meeting, this Circular and either the voting instruction form (“**VIF**”) or the form of proxy, as applicable, (collectively, the “**Meeting Materials**”) indirectly, through intermediaries to the non registered shareholders. The Company does not intend to pay for intermediaries to deliver to OBOs the meeting materials and Form 54-101F7 Request for Voting

Instructions Made by Intermediary. An OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

The Company is not relying on the notice and access delivery procedures outlined in NI54-101 to distribute copies of proxy related materials in connection with the Meeting.

Intermediaries which receive the proxy-related materials are required to forward the proxy-related materials to Non-Registered shareholders unless a Non-Registered shareholder has waived the right to receive them. Intermediaries often use service companies to forward the proxy-related material to Non-Registered Shareholders. The Meeting materials distributed by the Company's agent to NOBOs include a Voting Instruction Form. Please carefully review the instructions on the Voting Instruction Form for completion and deposit.

Meeting Materials Received by OBOs from Intermediaries

OBOs who receive Meeting Materials will typically be given the ability to provide voting instructions in one of two ways:

- (a) Usually, an OBO will be given a VIF which must be completed and signed by the OBO in accordance with the instructions provided by the intermediary. In this case, the mechanisms described above for Registered Shareholders cannot be used and the instructions provided by the intermediary must be followed;
- (b) Occasionally, however, an OBO may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Common Shares owned by the OBO but is otherwise not completed. This form of proxy does not need to be signed by the OBO but must be completed by the OBO and returned to Endeavor in the manner described above for Registered Shareholders.

The purpose of these procedures is to allow OBOs to direct the proxy voting of the Common Shares that they own but that are not registered in their name. If an OBO who receives either a form of proxy or a VIF wishes to attend and vote at the Meeting in person (or have another person attend and vote on his or her behalf), the OBO should strike out the persons named in the form of proxy as the proxy holder and insert the OBO's (or such other person's) name in the blank space provided or, in the case of a VIF, follow the corresponding instructions provided by the intermediary. **In either case, OBOs who receive Meeting Materials from their intermediary should carefully follow the instructions provided by the intermediary.**

To exercise the right to revoke a proxy, an OBO who has completed a proxy (or a VIF, as applicable) should carefully follow the instructions provided by the intermediary. Proxies returned by intermediaries as "non-votes" either because the intermediary has not received instructions from the OBO with respect to the voting of certain shares or because, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Common Shares represented by such "non-votes" will, however, be counted in determining whether there is a quorum.

Meeting Materials Received by NOBOs from Intermediaries

As permitted under NI 54-101, the Company has used a NOBO list to send the Meeting Materials indirectly to the NOBOs whose names appear on that list.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from beneficial shareholders in advance of shareholders' meetings unless the beneficial shareholders have waived the right to receive meeting materials. 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 Common Shares are voted at the Meeting. The Form of Proxy supplied to a beneficial shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker

or agent of the broker) how to vote on behalf of the beneficial shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically applies a special sticker to proxy forms, mails those forms to the beneficial shareholders and the beneficial shareholders return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A beneficial shareholder receiving a Broadridge proxy cannot use that proxy to vote Common Shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, a Non-Registered Shareholder may attend the Meeting as proxy holder for the Registered Shareholder and vote the Common Shares in that capacity. A Non-Registered Shareholder who wishes to attend the Meeting and indirectly vote his or her Common Shares as proxy holder for the Registered Shareholder should enter his or her own name

Notice to Shareholders in the United States

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

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the Business Corporations Act of British Columbia and a majority of its directors and all of its executive officers are resident of Australia and a substantial portion of its assets and the assets of such persons, are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Record Date

The Board has fixed April 10, 2023 EDT, April 11, 2023 AEST 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 either: (a) attend the Meeting personally; or (b) complete, sign and deliver a form of proxy in the manner and subject to the provisions described above, will be entitled to vote or to have their Shares voted at the Meeting. As at the Record Date 39,939,771 Shares were issued and outstanding as fully paid and non-assessable.

Subject to restrictions imposed on joint shareholders): (a) on a vote by a show of hands, every person present who is a shareholder or proxy holder and entitled to vote on the matter has one vote; and (b) on a poll, every shareholder entitled to vote on the matter has one vote in respect of each Common Share entitled to be voted on the matter and held by that shareholder and may exercise that vote either in person or by proxy. If there are joint shareholders registered in respect of any share: (a) any one of the joint shareholders may vote at any meeting of shareholders, personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it; or (b) if more than one of the joint shareholders is present at any meeting of shareholders, personally or by proxy, and more than one of them votes in respect of that share, then only the vote of the joint shareholder present whose name stands first on the central securities register in respect of the share will be counted. No group of shareholders of the Company has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Shares.

To the knowledge of the directors and executive officers of the Company, as of the Circular Date, the Shareholders that beneficially own, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company is:

Name of Shareholder	Type of Ownership	Number and % of Shares
Andrew Themis Kallen.	Direct	31,136,571 77.96%

VOTES NECESSARY TO PASS RESOLUTIONS

Except as otherwise disclosed herein, a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein.

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

Other than as disclosed elsewhere in this Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company and no associate or affiliate or any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and approval of Stock Options granted to the directors.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

During the financial year ended June 30, 2022, the Company had two Named Executive Officers, Andrew Kallen, CEO and John Dinan, CFO.

For this purpose, Named Executive Officer ("NEO") means: (a) each Chief Executive Officer, (b) each Chief Financial Officer, (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 Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a Named Executive Officer 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.

Compensation Discussion & Analysis

The Company is listed on the Canadian Securities Exchange. The Company does not have in place any formal objectives, criteria or analysis, specified goals compensation package or remuneration strategy. Compensation payable is currently determined by the board of directors. The CEO and CFO are compensated for their services to the Company and the compensation to the Named Executive Officers is comprised of management fees and incentive stock options that are granted from time to time. In addition, the CEO, Andrew Kallen is entitled to bonuses pursuant to his employment contract. Refer to a discussion of his employment contract below the Executive Compensation Table.

The Company may in future grant incentive stock options for the purposes of assisting the Company in compensating, attracting, retaining and motivating its Named Executive Officers.

The board of directors has the responsibility to administer compensation policies related to executive management of the Company, including option based awards. The fees paid to the executives are set on a basis of a review and comparison of salaries paid to executives at similar companies.

Bonuses were paid to the NEOs during the fiscal year ended June 30, 2022.

Pension Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination and Change of Control Benefits

Effective July 1, 2022, Mr. Kallen is paid USD\$100,000 monthly. In the event of termination of Mr. Kallen's employment contact he is entitled to three months' compensation of a total of USD\$300,000. The Company has no other compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive more than \$100,000 (including periodic payments or instalments) to compensate such executive officer in the event of resignation, retirement or other termination of the Named Executive Officer's employment with the Company or its subsidiaries, a change of control of the Company, or a change in responsibilities of the Named Executive Officer following a change in control.

Summary Compensation Table

Set out below is a summary of compensation paid during the Company's three most recently completed financial years to the Company's two Named Executive Officers and the directors.

Table of Compensation Excluding Securities In Australian \$

Name and position	Year	Fees earned \$	Option Based Awards \$ (2)	Non-equity incentive plan compensation; Annual incentive plans and Long term incentive plans \$	Pension Value \$	All other compensation \$	Total compensation \$
Andrew Kallen, CEO	2022	(1)670,000	1,434,234 (1)	Nil	Nil	Nil	2,104,434
	2021	1,200,000	Nil	Nil	Nil	Nil	(3)1,200,000
	2020	1,200,000	Nil	Nil	Nil	Nil	1,200,000
John Dinan CFO	2022	100,000	Nil	Nil	Nil	Nil	100,000
	2021	16,666	Nil	Nil	Nil	Nil	16,666
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Justin Hanka Director	2022	100,000	75,486	Nil	Nil	Nil	175,486
	2021	16,666	Nil	Nil	Nil	Nil	16,666
Anoosh Manzoori Director	2022	100,001	75,486	Nil	Nil	Nil	175,487
	2021	16,666	Nil	Nil	Nil	Nil	16,666

(1) The \$670,000 was paid as a consulting fee to Mr. Kallen's company, APN Ventures Pty Ltd.

(2) Stock Options were issued in 2022 to Andrew. Kallen, Anoosh Manzoori and Justin Hanka which vested immediately resulting in the whole value of the stock options being expensed.

(3) Pursuant to his employment contract, described below, Mr. Kallen was paid a bonus of \$400,000 for establishing an international Payments Facilitation agreement with a global provider and another \$400,000 for establishing an international partnership and integration for rewards/gift cards to be established.

Employment, Consulting and Management Agreements

There are employment contracts with both NEOs.

CEO Agreement: The Company and Mr. Kallen signed a letter of appointment dated March 6, 2021 regarding his appointment, duties and salary and bonuses as CEO for the fiscal year ended June 30, 2021 at which time it was renewed and will be automatically renewed each year on June 30, the fiscal year end of the Company, unless he is not

re-elected as a director each year. His base salary is AUD\$400,000. Termination is on three months notice by either Mr. Kallen or the Company which will pay three months' salary. Mr. Kallen was paid two short-term incentives ("STI") of AUD\$400,000 each. One for building international payment capability for extension into North America, payment processing in the U.S., 3rd party processing, bill pay services, payment gateway to transact in the EonX marketplace and bill pay rails. On completion and launch of international payment capability, he will be entitled to AUD\$400,000. The second is for global market place and bill pay services provider upon signing multiple leading retail partners for integration into the EonX marketplace to create an EonX North American marketplace. On completion and launch of the international marketplace Mr. Kallen will be entitled to AUD\$400,000. Each of these two payments is subject to the provision that they can be deferred if payment would cause a working capital deficiency and affect the payment of the Company's ongoing obligations.

CFO Agreement: On December 18, 2020, the Company signed an engagement letter with Square Financial Pty Ltd. to provide CFO and corporate secretarial services with Mr. Dinan specifically acting as CFO and corporate secretary. The duties include monthly progress reports, quarterly reports, annual reports, liaising with the auditor, assisting the CEO, assistance with budgets and outside providers, coordinating directors and audit committee, shareholder meetings, regulatory compliance, corporate governance requirements. The services do not include tax advice or bookkeeping services. The fee is \$8,333 per month plus taxes for 45 days per annum.

The agreement is for a term of 12 months followed by month to month engagement subject to a three-month termination notice by either party and is not assignable. The governing law is the state of Victoria, Australia.

Stock Options and Other Compensation Securities

During the Company's financial year ended June 30, 2022 the NEO's and directors had the following Stock Options.

Name	# of options	Date of Grant	Expiry Date	Exercise Price (\$)
Andrew Kallen, CEO	1,470,000 ⁽¹⁾	March 23, 2021	May 26, 2024	0.10
	1,900,000 ⁽²⁾	Feb. 25, 2022	Feb. 25, 2026	1.60
Accelerative Investments Pty Ltd as trustee for Hanka Family Trust which is owned by Justin Hanka, a director.	147,000 ⁽¹⁾	March 23, 2021	May 26, 2024	0.10
	100,000 ⁽²⁾	Feb. 23, 2022	Feb. 25, 2026	1.60
Polygon Fund Pty Ltd as trustee for Polygon Fund Unit which is owned by Anoosh Manzoori, a director.	147,000 ⁽¹⁾	March 23, 2021	May 26, 2024	0.10
	100,001 ⁽²⁾	Feb. 25, 2022	Feb. 25, 2026	1.60

⁽¹⁾ These options were exercised in March 2023

⁽²⁾ These options have been cancelled.

Oversight and Description of Director and Named Executive Officer Compensation

Director Compensation

Each of the two non-executive directors, Justin Hanka and Anoosh Manzoori are paid AUD\$100,000 annually for acting as a director of the Company. Other than compensation paid to the Named Executive Officers, and except as noted above, no compensation was paid to directors in their capacity as members of a committee of the Board or as consultants or experts, during the Company's most recently completed financial year.

Compensation of NEO's

The Company's executive compensation program is administered by the board of directors. The board of directors is responsible for ensuring that the Company has in place an appropriate plan for executive compensation. Compensation objectives include attracting and retaining highly-qualified individuals, creating among directors, officers, consultants and employees, a corporate environment which will align their interests with those of the Shareholder and ensuring competitive compensation that is also affordable for the Company.

The compensation program is designed to provide competitive levels of compensation. The Company recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well

as align the compensation level of each executive to that executive’s level of responsibility. In general, the Company’s NEOs may receive compensation that is comprised of three components: (a) salary, wages or contractor payments; (b) stock option grants; and (c) bonuses. The salaries are set on a basis of a review and comparison of salaries paid to executives at similar companies.

Stock option grants are designed to reward the Named Executive Officers for success on a similar basis as the Shareholders of the Company, although the level of reward provided by a particular stock option grant is dependent upon the volatility of the stock market.

Bonuses

Bonuses are allocated on an individual basis and are based on review by the Compensation Committee of the work planned during the year and the work achieved during the year, including work related to advances in research and development, administration, financing, Shareholder relations and overall performance. The bonuses are paid to reward work done above the base level of expectations set by the base salary, wages or contractor payments. The Company does not have a share-based award incentive plan.

Andrew Kallen’s employment agreement, disclosed immediately below the Statement of Executive Compensation provides details of the bonuses paid to be paid to Mr. Kallen.

Pension Disclosure

The Company does not have a pension plan in place and therefore there were no pension plan benefit awards made to the Named Executive Officers during the fiscal year ended June 30, 2021.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the existing 20% Fixed Stock Option Plan which was filed on Sedar on March 29, 2021 called “Other Material Contract”. The Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continued association with the Company. The Option Plan is administered by the Board of Directors and provides that options will be issued to directors, officers, employees, consultants and other Participants (as defined in the Option Plan) of the Company. The Option Plan also provides that the number of Common Shares issuable under the Option Plan, may not exceed 20% of the issued and outstanding Shares at any time. All options granted under the Option Plan expire on a date not later than ten years after the date of grant of such option, and are exercisable at an exercise price set by the Board of Directors in its sole discretion which price may not be less than the Discounted Market Price (as defined in the Option Plan).

The issued Share capital is now 39,939,771. The 20% Stock Option Plan authorizes the grant of options equal to 20% of the current issued or 7,987,954. Shareholders are be asked to authorize the grant of a maximum of 7,987,954 stock options.

Plan Category	Number of securities to be issued upon exercise of outstanding options, compensation warrants and rights as at June 30, 2022	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under the Option Plan as at June 30, 2022
Plans approved by security holders	7,635,154	\$1.32 Australian \$ \$1.48 Canadian	None
Plans not approved by security holders	None	0	None
Total	7,635,154		

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the fiscal period ended June 30, 2022 and report of the auditor thereon will be placed before the Meeting. These documents have been filed with the securities commissions or similar regulatory authorities in British Columbia, Alberta and Ontario. Copies of the documents may be obtained by a Shareholder upon request without charge from the Company. These documents are also available through the internet on SEDAR at www.sedar.com. No vote by Shareholders with respect to this matter is required.

STATEMENT OF CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with day- to-day management of the Company. The Company’s corporate governance policy is attached as Schedule A to this Information Circular.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director’s ability to act with a view to the best interests of the company, other than interests and relationships arising from holding Shares or securities in the company. In addition, where a company has a significant shareholder, NI 58 101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

The Company has adopted a Corporate Governance Policy to ensure that effective corporate governance practices are followed and to ensure that the Board of Directors functions independently of management. Pursuant to National Instrument 58-101 – Disclosure of Corporate Governance Practices (“NI 58-101”), the Company is required to disclose its corporate governance practices as summarized below.

The Board of Directors facilitates its exercising of independent supervision over the Company’s management through meetings of the Board of Directors and both directly and indirectly through its committees and independent members. Meetings of the independent directors and committees are not regularly scheduled but communication among this group occurs on an ongoing basis as needs arise from regularly scheduled meetings of the Board of Directors. The number of these informal meetings has not been recorded, but it would not be less than four in the case of the Audit Committee in the fiscal year that ended June 30, 2022. The Board of Directors believes that adequate structures and processes are in place to facilitate the functioning of the Board of Directors with a level of independence of the Company’s management.

Currently, the Board of Directors is comprised of four directors, namely: Andrew Kallen, Justin Hanka, Anoosh Manzoori and Pavel Zagaria. Andrew Kallen and Pavel Zagaria are not considered independent, as Mr. Kallen is the CEO and Pavel Zagaria is the CTO of the Company. The independent directors exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Directorships: Two directors are also directors/officers of other reporting issuers:

Justin Hanka

Name of Reporting Company	Name or Exchange or Market	Position	From	To
Blackhawk Growth Corp	CSE	Non-Executive Chairman and Director	June 2022	Present
EYefi Group Technologies Inc.	CSE	Non-Executive Director	Dec.2022	Present

Anoosh Manzoori

Name of Reporting Company	Name of Exchange or Market	Position	From	To
First Growth Funds Limited*	CSE	CEO, Executive Chairman and director	Dec.2017	Present
Constellation Technologies Limited	ASX	Non-Executive Director	Dec. 2016	Present
EYEFI Group Technologies Inc.	CSE	Non-Executive Director & Chairman	Dec. 2022	Present
Magnum Mining & Exploration Limited	ASX	Non-Executive Director & Chairman	May 2022	Present

Board Responsibilities

The Board has overall responsibility for the stewardship of the Company. The Company’s Board of Directors is empowered by governing corporate law and the Company’s Articles to manage, or supervise the management of, the affairs and business of the Company.

The Board of Directors performs its functions through quarterly and special meetings. There is only one committee, the audit committee that the board has delegated its responsibilities to.

Long-term strategies and annual operating and capital plans with respect to the Company’s operations are developed by senior management and reviewed and approved by the Board of Directors. The Board of Directors, through the Audit Committee, has the responsibility to identify the principal risks of the Company’s business. It works with management to implement policies to identify the risks and to establish systems and procedures to ensure that these risks are monitored.

The Board of Directors has delegated responsibility for the integrity of internal controls and management information systems to the Audit Committee. The Company’s external auditors report directly to the Audit Committee. In its regular meetings with the external auditors, the Audit Committee discusses, among other things, the Company’s financial statements and the adequacy and effectiveness of the Company’s internal controls and management information systems.

Orientation and Continuing Education

New directors will be briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current level of operations. However, if the growth of the Company's operations warrants it, it is likely that a formal orientation process will be implemented.

Ethical Business Conduct

The Company does not currently have a written code for ethical business conduct.

The Board of Directors encourages and promotes a culture of ethical business conduct by actively overseeing the management of the business. While there is no formal policy on ethical business conduct, the Company carries out its business in accordance with the rules and regulations of all regulatory agencies to which it is subject. This culture of compliance is stressed to all levels of management of the Company to ensure that business is conducted in an ethical and proper manner at all times.

The Company is established under and is therefore governed by the provisions of the Business Corporations Act (British Columbia) (the “BCA”). Pursuant to the BCA, a director or officer of the Company must disclose to the Company in writing or by requesting that it be entered in the minutes of meetings of the Board of Directors, the nature and extent of any interest that he or she has in material contract or material transaction, whether made or proposed, with the Company, if the director or officer: (a) is a party to the contract or transaction; (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or (c) has a material interest in a party to the contract or transaction. The interested director cannot vote on any resolution to approve such contract or transaction.

Nomination of Directors

The Board of Directors 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 of Directors' duties effectively and to maintain a diversity of views and experience. The nomination of new directors is currently performed by the Board of Directors as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation of Directors and CEO

The Company does not have a compensation committee. Compensation is determined by the board of directors as a whole. See "Executive Compensation - Oversight and Description of Director and Named Executive Officer Compensation" for further details of the steps taken to determine compensation for the directors and executives.

Assessments

Neither the Company nor the Board of Directors has developed a formal review system to assess the performance of the directors or the Board of Directors as a whole. The contributions of individual directors are monitored by other members of the Board of Directors on an informal basis through observation.

AUDIT COMMITTEE

The Company's Audit Committee Charter is attached as Schedule "B" to this Information Circular.

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, set forth as follows:

The primary purpose of the Audit Committee is to assist the Board of Directors in discharging its oversight and evaluation responsibilities. In particular, the Audit Committee oversees the financial reporting process to ensure the balance, transparency and integrity of our published financial information. The Audit Committee also reviews and reports to the Board of Directors on the quality and integrity of the Financial Statements and other financial information; compliance with legal and regulatory requirements related to financial reporting; the effectiveness of the systems of control (including risk management) established by management to safeguard the assets (real and intangible) of the Company and its subsidiaries; the proper maintenance of accounting and other records; annual and quarterly interim financial information; the independent audit process, including recommending the appointment and compensation of the external auditor, and assessing the qualifications, performance and independence of the external auditor; the performance and objectivity of our internal audit function; all non-audit services; the development and maintenance of procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of the Company and its subsidiaries of concerns regarding questionable accounting or auditing matters; the review of environment, insurance and other liability exposure issues relevant to the affairs of the Company; and any additional matters delegated to the committee by the Board of Directors.

The Audit Committee has the right, for the purposes of performing its duties, to maintain direct communication with the Company's external auditors and Board of Directors, to inspect all books and records of the Company and its affiliates, to seek any information it requires from any employee of the Company and its affiliates and to retain outside counsel or other experts.

The Audit Committee is required to meet at least once per quarter and is comprised of not less than three directors, a majority of whom are independent (as defined in NI 52-110) and all "financially literate" within the meaning of applicable Canadian securities laws. The members of the audit committee are Andrew Kallen, Justin Hanka and Anoosh Manzoori.

Composition of Audit Committee and Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with a company, which could, in the view of that company's board of directors, reasonably interfere with the exercise of the member's independent judgment. Two of the members of the audit committee: Justin Hanka and Anoosh Manzoori meet the definition of "independence" as provided in NI 52-110. Andrew Kallen does not as he is the CEO

Relevant Education and Experience

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 Financial Statements. All of the members of the Audit Committee are financially literate. For details regarding the education, experience and financial literacy of the members of the Audit Committee refer to the biographical information of the directors provided elsewhere in this circular.

Two of the four directors, Anoosh Manzoori and Justin Hanka gained financial literacy by serving as directors of operating companies and reporting issues listed on publicly trading exchanges such as the Australia Stock Exchange (“ASX”) and the Canadian Securities Exchange (“CSE”). Mr. Kallen has been operating the Company’s business since November 2016.

Audit Committee Oversight

At no time during the Company’s fiscal year ended June 30, 2022 and at no time since the commencement of the Company’s most recently completed financial year were any Audit Committee’s recommendations to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time during the Company’s fiscal year ended June 30, 2022 and at no time since the commencement of the Company’s most recently completed financial year has the Company relied on any exemption under section 2.4 (De Minimis 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) or Part 8 of National Instrument 52-110 – Audit Committees. Pre-Approval Policies and Procedures

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

External Auditor Service Fee

The audit fees incurred to its external auditors, MNP LLP, Chartered Professional Accountants, by the Company for the last two completed financial years are as follows:

Nature of Service	Fees Paid (or accrued) to Auditor in respect of the fiscal year ended June 30, 2022 Australian (\$)	Fees Paid (or accrued) to Auditor in respect of the fiscal year ended June 30, 2021 Australian (\$)
Audit Fees ⁽¹⁾	120,000	84,150
Audit-Related Fees ⁽²⁾	0	0
Tax fees ⁽³⁾	0	30,000
All other fees ⁽⁴⁾	0	0
Total	120,000	114,150

⁽¹⁾ “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s financial statements. Audit Fees include aggregate 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 fees for services that are traditionally performed by the auditor. These audit-related services may include aggregate fees for 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 aggregate fees for tax compliance, tax planning and tax advice.

⁽⁴⁾ “All Other Fees” include all other non-audit services, in the aggregate. These services were for the review of prior prospectus and interim unaudited financial statements filed with the Commission.

Exemption

The Company, as a “Venture Issuer”, is relying upon section 6.1 of National Instrument 52-110 – Audit Committees exempting the Company from certain requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

PARTICULARS OF MATTERS TO BE ACTED UPON

1. ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the Shareholders or until their successors are elected or appointed. **The four persons named below will be presented for election at the Meeting as management’s nominees and unless otherwise directed, this Circular will be voted FOR the election of these nominees in the absence of instructions to the contrary.** Management does not contemplate that any of the nominees will be unable to serve as a director. Each director elected will hold office until the next annual meeting of the Company or until a successor is duly elected or appointed or unless his office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the *Business Corporations Act* (British Columbia). No class of shareholders of the Company has the right to elect a specified number of directors or to cumulate their votes for directors.

Summary of Directors’ Biographical Information and Security Holdings

The following table sets out, for each nominee, their name, province or state, and country of residence, the offices they hold within the Company, their present principal occupation, business or employment and (if applicable) within the five preceding years, the period(s) during which they have served as a director of the Company, and the number of Shares and its subsidiaries which each beneficially owns, or over which control or direction is exercised, directly or indirectly, as of the date of this Circular:

Name of Nominee, Current Position with the Company, Province or state and Country of residence	Served as director since	Principal occupation for last five years	Number and Percentage of Shares owned or controlled
Andrew Kallen ⁽¹⁾ Director, CEO Dubai, United Arab Emirates	March 23, 2021	Director and officer of the Company since March 21, 2021; CEO and director of EONX Services since November 17, 2016; CEO of Loyalty Corp. Australia from September 2014 to November 2016.	31,136,571 77.96%
Justin Adam Hanka ⁽¹⁾ Director, Chair of the Audit Committee Victoria, Australia	March 23, 2021	Director of the Company since March 21, 2021; Since June 1998, director and corporate & financial advisor of 958 Consulting Pty Ltd located in Melbourne, Australia, a corporate advisory firm; director of Vello Technologies Inc. since Dec.15, 2020.	180,900 Shares held indirectly ⁽²⁾ 0.45%
Anoosh Manzoori ⁽¹⁾ Director, Chairman of the Board of directors Victoria, Australia	March 23, 2021	Director of the Company since March 21, 2021; Director and officer of First Growth Funds Limited since December 2017 which is a reporting issuer listed on the CSE; Director of CCP Technologies Limited since December 2016 which is a reporting issuer listed on the ASX, Director of Shape Capital Pty Ltd. an advisory and venture investment firm (which is still active) since December 2013.	1,006,000 Shares held indirectly ⁽³⁾ 2.52%
Pavel Zagaria Director Chief Technology Officer Dubai, United Arab Emirates	March 7, 2023	Chief Technology Officer of EonX Technologies Inc.	1,764,000 4.42%

Notes:

⁽¹⁾ Member of Audit Committee.

⁽²⁾ Mr. Hanka owns 180,900 Shares indirectly as follows: (i) 172,000 Shares: owned by Accelerative Investments Pty Ltd. ATF Hanks Family Trust which is owned by Mr. Hanka, and (ii) 5,400 Shares: Accelerative Investments Pty Ltd. ATF Hanks Family Trust owns 2.75% of the Units of NA Fund 1 which owns 200,000 Shares of the Company, and (iii) 3,500 Shares: Hanks Super Corp Pty Ltd ATF the Hanka Superannuation Fund, owned by Justin Hanka, owns 1.8% of NA Fund 1 which owns 200,000 Shares of the Company.

⁽³⁾ Mr. Manzoori indirectly owns 1,006,000 Shares: (i) 997,000 Shares are owned by Polygon Fund Pty Ltd. ATF Polygon Fund Unit Trust which is owned by Anoosh Manzoori, and (ii) 9,000 Shares: Shape Capital Pty Ltd own 4.5% of the Units of NA Fund 1 which owns 200,000 Shares. Shape Capital Pty Ltd. is the manager and trustee of NA Fund 1. Shape Capital Pty Ltd.'s percentage ownership of the 200,000 Shares is 9,000 Shares

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company except the directors and executive officers of the Company acting solely in such capacity.

Corporate Cease Trade Orders or Bankruptcies

No proposed director of the Company is, or has been, within the ten years prior to the date of this Circular, a director or chief executive officer or chief financial officer of any company, including the Company, that:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days that was issued while that person was acting in that capacity; or
- (b) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued after that person ceased acting in that capacity and which resulted from an event that occurred while that person was acting in that capacity.

No proposed director of the Company is, or has been, within the ten years prior to 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.

Individual Bankruptcies

No proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or 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.

Penalties or Sanctions

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

At the Meeting, Shareholders are asked to resolutions for the election of management's nominees for directors: Andrew Kallen, Justin Hanka, Anoosh Manzoori and Pavel Zagaria (the "Election of Directors Resolution").

BE IT RESOLVED, as an ordinary resolutions that Andrew Kallen, Justin Hanka, Anoosh Manzoori and Pavel Zagaria be elected directors of the Company for the ensuing year.

The board of directors unanimously recommends that each shareholder vote in favour of the election of Andrew Kallen, Justin Hanka, Anoosh Manzoori and Pavel Zagaria as directors. Unless otherwise authority to do so with respect to one or more directors is withheld, the persons designated as proxy holders in the accompanying Proxy accompanying this Circular intend to vote the Shares represented by such Proxy properly executed, for the election of Andrew Kallen, Justin Hanka, Anoosh Manzoori and Pavel Zagaria for the ensuing year.

2. RE-APPOINTMENT OF THE AUDITOR

At the Meeting, Shareholders will be asked to approve the re-appointment of MNP LLP as auditor of the Company for the ensuing year and to authorize the Directors to fix their remuneration. MNP LLP has been the auditor for the Company since March 5, 2021 (the "Auditor Re-Appointment Resolution").

BE IT RESOLVED, as an ordinary resolution, that MNP LLP is re-appointed as auditor of the Company for the ensuing year and to authorize the Directors to fix the auditor's remuneration be approved.

The board of directors unanimously recommends that each shareholder vote to re-appoint MNP LLP as the auditor of the Company and to authorize the Directors to fix the auditor's remuneration. Unless authority to do so is withheld, the persons designated as proxy holders in the accompanying Proxy accompanying this Circular intend to vote the Shares represented by such Proxy properly executed, for the appointment of MNP LLP as auditor of the Company for the ensuing year and to authorize the Directors to fix the auditor's remuneration.

3. APPROVAL OF THE COMPANY'S 20% FIXED STOCK OPTION PLAN.

The Company has adopted a 20% Fixed Number of Shares Stock Option Plan which reserves for issuance pursuant to the exercise of Stock Options, a specified number of Share, up to a maximum of 20% of the Company's issued Shares. The following information is intended as a brief description of this plan, and is qualified in its entirety by the full text of the 20% Fixed Stock Option Plan which can be viewed at sedar.com. It was filed on Sedar on March 29, 2021 under the label "Other Material Contracts".

Under the Stock Option Plan, the Corporation can issue up to 20% of the issued and outstanding Shares as incentive Stock Options to directors, officers, employees and consultants to the Corporation. The Stock Option Plan limits the number of Stock Options which may be granted to any one individual to not more than 5% of the total issued Shares of the Corporation in any 12-month period. The number of Stock Options granted to any one consultant or a person employed to provide investor relations activities in any 12-month period must not exceed 2% of the total issued Shares of the Corporation. As well, Stock Options granted under the Stock Option Plan may be subject to vesting provisions as determined by the Board of Directors. Other terms of the Stock Option Plan are:

- (a) a condition that Stock Options are non-assignable and non-transferable;
- (b) the term of a Stock Options cannot exceed ten years from the date of grant;
- (c) a condition that no more than 5% of the issued Shares may be granted to any one individual in any 12-month period unless disinterested shareholder approval is obtained;
- (d) a condition that no more than 2% of the issued Shares may be granted to any one consultant in any 12-month period;
- (e) the Company will determine and set the vesting conditions and period for every grant of a Stock Option in addition to the minimum vesting period for Stock Options granted to Consultants.
- (f) a condition that no more than an aggregate of 2% of the Shares may be granted to a person conducting investor relations activities in any 12-month period and shall vest over 12 months with no more than 25% of the Stock Options vesting in any three-month period;
- (g) upon termination an optionee forfeits all right to exercise their Stock Options although this period may be extended at the discretion of the Issuer;
- (j) the period in which an optionee's heirs or administrators can exercise any portion of its outstanding Stock Options is the earlier of: (a) one year from the optionee's death, or (b) the expiration of the option period.

At the Meeting the Shareholders will be asked to consider, and if deemed appropriate, to pass the following ordinary resolution, with or without variation (the "20% Fixed Stock Option Plan Resolution").

BE IT RESOLVED, as an ordinary resolution that the Company's 20% Fixed Stock Option Plan is approved.

The board of directors unanimously recommends that each shareholder vote to approve the Company's 20% Fixed Stock Option Plan. Unless otherwise directed, the persons designated as proxy holders in the accompanying Proxy accompanying this Circular intend to vote the Shares represented by such Proxy properly executed, for the approval of the Company's 20% Fixed Stock Option Plan.

4. FIXING THE NUMBER OF STOCK OPTIONS AVAILABLE UNDER THE 20% FIXED STOCK OPTION PLAN.

The issued Share capital is now 39,993,771 and 20% of that figure is 7,987,954.

At the Meeting the Shareholders will be asked to consider, and if deemed appropriate, to pass the following ordinary resolution, with or without variation (the "Authorized Stock Options Resolution").

BE IT RESOLVED that the number of Shares reserved for Stock Options be set at 7,987,954 is approved.

The board of directors unanimously recommends that each shareholder vote to approve the number of Shares reserved for Stock Options is set at 7,987,954. Unless otherwise directed, the persons designated as proxy holders in the Proxy accompanying this Circular intend to vote the Shares represented by such Proxy properly executed, for the approval of the resolution to fix the number of Shares reserved for Stock Options at 7,987,954.

5. APPROVAL OF STOCK OPTIONS GRANTED TO OFFICERS AND DIRECTORS

The directors and officers have been granted stock options (“Options”) to acquire Shares pursuant to the Stock Option Plan as follows:

Name	Date of Grant	No. of Options	Exercise Price (\$)	Expiry Date ⁽¹⁾
Andrew Kallen CEO, director	March 23, 2023	1,900,000	0.18	March 23, 2027
John Dinan CFO		100,000		
Accelerative Investments Pty Ltd., a private company controlled by Justin Hanka, a director of the Company	March 23, 2023	100,000	0.18	March 23, 2027
Polygon Fund Pty Ltd., a private company controlled by Anoosh Manzoori, a director of the Company	March 23, 2023	100,000	0.18	March 23, 2027
Pavel Zagaria director	March 23, 2023	587,834	0.18	March 23, 2027
Total		2,787,834		

⁽¹⁾ The Options expire one year after ceasing to be a director or officer.

The grant of the Options must be approved by a majority of the disinterested shareholders (all shareholders except the Option holders).

BE IT RESOLVED, as an ordinary resolution of the disinterested Shareholders of the Company, that 2,787,834 Options granted the directors are approved as follows

The board of directors unanimously recommends that each shareholder vote to approve the grant of 2,787,834 Options to the officers and directors.

The board of directors unanimously recommends that each shareholder vote to approve the grant of 2,787,834 Stock Options to the directors of the Company. Unless otherwise directed, the persons designated as proxy holders in the Proxy accompanying this Circular intend to vote the Shares represented by such Proxy properly executed, for the approval of the resolution to approve the grant of 2,787,834 Options to the officers and directors.

6. CONVERTIBLE LOAN AGREEMENT WITH ANDREW KALLEN, CEO

The Company signed a three year loan agreement dated January 6, 2023, with Andrew Kallen, CEO and Eonx Services UK Ltd. (DIFC Branch), a wholly owned subsidiary of the Company (the “Borrower”) (the “Jan. 2023 Convertible Loan Agreement”). The Jan. 2023 Convertible Loan Agreement contains the following key terms: (i) a loan from Andrew Kallen to the Borrower of AUD\$7,300,000, Canadian (“CAD”) \$6,730,000 (the “Loan”). (ii) an annual interest rate of 12%, (iii) the Loan is convertible into 67,000,000 Shares at a price of CAD\$0.10 per Share, and (iv) the payment of an establishment fee of AUD\$100,000. The Loan was used to repay an existing short term bank loan of AUD\$5,000,000, existing APN Ventures Pty Ltd. loans and to provide working capital for international expansion. CSE rules require shareholder approval to the issue of shares if the number of shares to be converted is greater than the current issued share capital.

Shareholders are asked to approve an ordinary resolution to approve the Jan. 2023 Convertible Loan Agreement

BE IT RESOLVED, as an ordinary resolution that the Jan. 2023 Convertible Loan Agreement is approved.

The board of directors unanimously recommends that each shareholder vote to approve the Jan. 2023 Convertible Loan Agreement.

Unless otherwise directed, the persons designated as proxy holders in the Proxy accompanying this Circular intend to vote the Shares represented by such Proxy properly executed, for the approval of the Jan. 2023 Convertible Loan Agreement.

7. DESTRUCTION OF PROXIES

Shareholders are asked to approve an ordinary resolution to approve destruction of the proxies one year after the Meeting date, provided there is no challenge to the Meeting.

BE IT RESOLVED, as an ordinary resolution of the Shareholders of the Company that the destruction of the proxies one year after the Meeting date, provided there is no challenge to the Meeting, is approved.

The board of directors unanimously recommends that each shareholder vote to approve the destruction of the proxies one year after the Meeting Date, provided there is no challenge to the proceedings of the Meeting. Unless otherwise directed, the persons designated as proxy holders in the accompanying Proxy accompanying this Circular intend to vote the Shares represented by such Proxy properly executed, for the approval of the destruction of the proxies one year after the Meeting Date, provided there is no challenge to the proceedings of the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company or its subsidiaries, or their respective associates, are as of the date of this Circular, or have been since the beginning of the last completed financial year of the Company, indebted to the Company or any of its subsidiaries (or another entity if the indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries).

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than disclosed elsewhere in this Circular or as set forth below, no director or executive officer of the Company, no proposed nominee for election to the Board, no person or company who beneficially owns, exercises control or direction over (or a combination of both), directly or indirectly, more than 10% of the issued and outstanding Shares, no director or officer of such shareholder and or no associate or affiliate of any of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the beginning of the last completed financial year of the Company or proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

Other than as disclosed elsewhere in this Circular, there are no management functions of the Company or its subsidiaries which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company or its subsidiaries.

GENERAL MATTERS

Unless otherwise directed, it is Management's intention to vote proxies in favour of the resolutions set forth herein. All of the resolutions to be voted on are ordinary resolutions which require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of Shares

OTHER BUSINESS

Management of the Company knows of no matter to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Circular. However, if any other matters properly come before the Meeting, it is the intention of the Management Designees to vote on the same in accordance with their best judgment of such matters.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Financial information about the Company is provided by the Company's comparative audited consolidated annual financial statements for the year ended June 30, 2022 and the accompanying management discussion and analysis for the year ended June 30, 2022.

BOARD APPROVAL

The contents of this Circular and the sending thereof to the shareholders of the Company have been approved by the board of directors of the Company.

DATED at Vancouver, B.C. the 12th day of April, 2023

ON BEHALF OF THE BOARD

(signed) "Andrew Kallen"

Andrew Kallen,
Director, Chief Executive Officer

SCHEDULE A - CORPORATE GOVERNANCE POLICY

Corporate Governance

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Issuer is required to and hereby disclose its corporate governance practices as follows.

The mandate of the Board is to supervise the management of the Issuer and to act in the best interests of the Issuer. The Board acts in accordance with:

- (a) the B.C. Business Corporations Act;
- (b) the Issuer's articles of incorporation; and
- (c) other applicable laws and Issuer policies.

Board of Directors

The Board of Directors of the Issuer facilitates its exercise of independent supervision over the Issuer's management through frequent meetings of the Board.

The Board approves all significant decisions that affect the Issuer before they are implemented. The Board supervises their implementation and reviews the results. The Board is actively involved in the Issuer's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management.

The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan. The Board periodically reviews the Issuer's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Issuer's internal control and management information systems. The Board also monitors the Issuer's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board periodically discusses the systems of internal control with the Issuer's external auditor.

The Board is responsible for choosing the Chief Executive Officer and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board approves all the Issuer's major communications, including annual and quarterly reports, financing documents and press releases. The Board approves the Issuer's communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its Audit Committee, examines the effectiveness of the Issuer's internal control processes and management information systems. The Board consults with the internal auditor and management of the Issuer to ensure the integrity of these systems. The internal auditor submits a report to the Audit Committee each year on the quality of the Issuer's internal control processes and management information systems.

The Board is responsible for determining whether or not each director is an independent director. Directors who also act as officers of the Issuer are not considered independent. Directors who do not also act as officers of the Issuer, do not work in the day-to-day operations of the Issuer, are not party to any material contracts with the Issuer, or receive any fees from the Issuer other than director's fees are considered independent.

The Issuer's Board consists of three directors, two of whom are independent based upon the tests for independence set forth in NI 52-110. The two independent directors are Justin Hanka and Anoosh Manzoori.

Orientation and Continuing Education

Each new director of the Issuer is briefed about the nature of the Issuer's business, its corporate strategy and current issues within the Issuer. New directors will be encouraged to review the Issuer's public disclosure records as filed on SEDAR at www.sedar.com after the Issuer becomes a reporting issuer. Directors are also provided with access to management to better understand the operations of the Issuer, and to the Issuer's legal counsel to discuss their legal obligations as directors of the Issuer.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Issuer'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 Issuer.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Issuer and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Issuer or an affiliate of the Issuer, (ii) is for indemnity or insurance for the benefit of the director in connection with the Issuer, or (iii) is with an affiliate of the Issuer. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Issuer at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Issuer for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Issuer and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Issuer, the ability to devote the time required, shown support for the Issuer's mission and strategic objectives, and a willingness to serve.

Compensation

The Board of Directors as a whole shall determine the compensation of the Issuer's Chief Executive Officer and Chief Financial Officer with reference to industry standards and the financial situation of the Issuer. The Board of Directors has the sole responsibility for determining the compensation of the directors of the Issuer.

Given the Issuer's size, operating history and revenue, the Board of Directors does not plan to form a compensation committee to monitor and review the salary and benefits of the executive officers of the Issuer at the present time. The Board of Directors will carry out these functions until such time as it deems the formation of a compensation committee is warranted.

Other Board Committees

The Board of Directors shall ensure there is an audit committee at all times in compliance with regulatory requirements. Additional committees may be formed as required.

Assessments

The Board of Directors shall monitor the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and committees.

Schedule B - AUDIT COMMITTEE CHARTER

Audit Committee Charter

Mandate and Purpose of the Committee

The Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of EONX Technologies Inc. (the “**Issuer**”) is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- the integrity of the Issuer’s financial statements;
- the Issuer’s compliance with legal and regulatory requirements, as they relate to the Issuer’s financial statements;
- the qualifications, independence and performance of the Issuer’s auditor;
- internal controls and disclosure controls;
- the performance of the Issuer’s internal audit function; and
- performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

Authority

The Committee has the authority to:

- engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and
- communicate directly with the Issuer’s auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

Composition and Expertise

The Committee shall be composed of a minimum of three members, each whom is a director of the Issuer. The Committee shall be comprised of members, a majority of whom are not officers, employees or control persons (as such term is defined in the policies of the Canadian Securities Exchange and any other publicly listed exchange on which the shares of the Issuer may be listed) of the Issuer. They are also independent as that term is defined in National Instrument 52-110 Audit Committees. Briefly, an audit committee member is independent if he or she has no director or indirect material relationship with the Company and does not receive compensation from the Company other than fees for acting as a director.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Issuer.

The Board shall appoint one member of the Committee to act as Chair of the Committee. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least once per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair shall develop and set the Committee’s agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Issuer’s auditor shall be given notice of every meeting of the Committee and, at the expense of the Issuer, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Issuer’s auditor shall attend every meeting of the Committee held during the term of office of the Issuer’s auditor.

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting.

The Committee may invite such directors, officers and employees of the Issuer and advisors as it sees fit from time to time to attend meetings of the Committee. The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Issuer. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the CSE and shall recommend changes to the Board thereon.

Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

Duties and Responsibilities

Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Issuer's annual and interim financial statements, MD&A and related news releases, before they are released.

The Committee is also responsible for:

- (a) being satisfied that adequate procedures are in place for the review of the Issuer's public disclosure of financial information extracted or derived from the Issuer's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;
- (b) if deemed appropriate by the Committee, engaging the Issuer's auditor to perform a review of the interim financial statements and receiving from the Issuer's auditor a formal report on the auditor's review of such interim financial statements;
- (c) discussing with management and the Issuer's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability thereof;
- (d) discussing with management any significant variances between comparative reporting periods; and
- (e) in the course of discussion with management and the Issuer's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

Auditor

The Committee is responsible for recommending to the Board:

- (a) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Issuer; and
- (b) the compensation of the Issuer's auditor.

The Issuer's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Issuer's auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Issuer, including the resolution of disagreements between management and the Issuer's auditor regarding financial reporting.

Relationship with the Auditor

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

- (a) establishing effective communication processes with management and the Issuer's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;
- (b) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;
- (c) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and
- (d) meeting in camera with the auditor whenever the Committee deems it appropriate.

Accounting Policies

The Committee is responsible for:

- (a) reviewing the Issuer's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;
- (b) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;
- (c) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (d) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and
- (e) discussing with management and the auditor the clarity and completeness of the Issuer's financial disclosures.

Risk and Uncertainty

The Committee is responsible for reviewing, as part of its approval of the financial statements:

- (a) uncertainty notes and disclosures; and
- (b) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Issuer's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board and, once approved by the Board, overseeing the implementation and ongoing monitoring of such policies.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Issuer and how effectively they are managed or controlled.

Controls and Control Deviations

The Committee is responsible for reviewing:

- (a) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and
- (b) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

Compliance with Laws and Regulations

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Issuer's compliance with financial related laws and regulations, such as: tax and financial reporting laws and regulations; legal withholdings requirements; environmental protection laws; and other matters for which directors face liability exposure.

Non-Audit Services

All non-audit services to be provided to the Issuer or its subsidiary entities by the Issuer's auditor must be pre-approved by the Committee.

Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

- (a) the receipt, retention and treatment of complaints received by the Issuer regarding accounting, internal accounting controls, or auditing matters; and

- (b) the confidential, anonymous submission by employees of the Issuer of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing and approving the Issuer's hiring policies regarding partners, employees and former partners