

STICKIT TECHNOLOGIES INC.

Suite 500 – 666 Burrard Street
Vancouver, BC V6C 3P6

MANAGEMENT INFORMATION CIRCULAR

As at April 25, 2024 *(unless otherwise indicated)*

This Management Information Circular (“Circular”) is furnished in connection with the solicitation of proxies by the management StickIt Technologies Inc. (the “Company”) for use at the Annual General and Special Meeting of the holders (the “Shareholders”) of common shares (the “Common Shares”) of the Company to be held at Suite 500 – 666 Burrard Street, Vancouver, BC V6C 3P6, Canada, on May 29, 2024, at 9:00 a.m. (Pacific Time) and at any adjournment thereof (the “Meeting”), for the purposes set forth in the notice of the Meeting (the “Notice”) accompanying this Circular.

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but may be solicited by way of telephone, facsimile or other means of electronic communication to be made without special compensation by the directors, officers and regular employees of the Company. Costs associated with the solicitation of proxies will be borne by the Company. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

No person has been authorized to give any information or to make any representation other than as contained in this Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Circular shall not create, under any circumstances, any implication that there has been no in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxyholders

A shareholder is entitled to one vote for each Common Share that such Shareholder holds on the Record Date of April 22, 2024 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. The persons named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors and/or consultants of the Company (“**Management Proxyholders**”).

A Shareholder has the right to appoint a person or a company (who need not be a shareholder) to represent, attend and act for him or her on his or her behalf at the Meeting other than Management Proxyholders. To exercise this right the Shareholder must strike out the names of Management Proxyholders and insert the name of his or her nominee in the blank space provided in the Proxy, or complete another suitable form of proxy. Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxyholder and should provide instructions to the nominee on how the Shareholder’s shares should be voted. The nominee should bring personal identification to the Meeting.

If your Common Shares are held in physical form (i.e. paper form) and are registered in your name, then you are a registered shareholder (“Registered Shareholder”). However, if, like most shareholders, you keep your Common Shares in a brokerage account, then you are a beneficial shareholder (“Beneficial Shareholder”). The manner for voting is different for Registered and Beneficial Shareholders. The instructions below should be read carefully by all Shareholders.

Signing of Proxy

The instrument of proxy accompanying this Circular (and filed with applicable securities regulatory authorities) must be dated and executed by the Shareholder or the Shareholder’s duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. An instrument of proxy signed by a person acting as attorney or in some other representative capacity should indicate that person’s capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has previously been filed with the Company).

Revocability of Proxy

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed therein. In addition to revocation in any manner permitted by law, an instrument of proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her duly authorized attorney, or, if the Shareholder is a corporation, under its corporate seal by a duly authorized officer or attorney of the corporation and delivered to either the Company’s transfer agent, Endeavor Trust Corporation, Proxy Department, Suite 702 - 777 Hornby Street Vancouver BC, V6Z 1S4, not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment(s) or any adjournment thereof at which the instrument of proxy is to be used, or deposited with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof.

In addition, a Shareholder, or, if the Shareholder is a corporation, a duly authorized representative of the corporation, submit a subsequent proxy in accordance with the foregoing procedure or may attend the Meeting in person, revoke the instrument of proxy by indicating such intention to the Chairman of the Meeting before the instrument of proxy is exercised, and vote in person.

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

Voting of Proxies and Exercise of Discretion by Proxyholders

The Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), in accordance with the instructions specified in the enclosed form of Proxy.

In the absence of such direction with respect to a matter to be acted upon, the Proxy confers discretionary authority with respect to that matter upon the appointed Proxyholders named in the form of Proxy. It is intended that the Management Proxyholders will vote such Common Shares IN FAVOUR of each matter identified in the Proxy and for the nominees of Management for directors and for auditor.

If any amendment or variation to the matters identified in the Notice are properly brought before the Meeting or any further or other business is properly brought before the Meeting, the accompanying instrument of proxy confers discretionary authority to vote on such amendments or variations or such other business according to the best judgment of the appointed proxyholder. As

at the Circular Date, the management of the Company knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the accompanying Notice.

In the case of abstention from, or withholding of, the voting of the Common Shares on any matter, the Common Shares that are subject to the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

Registered Shareholders

Registered Shareholders are entitled to vote at the Meeting. Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Endeavor Trust Corporation by e-mail to proxy@endeavortrust.com, by facsimilia to 604-559-8908, or by mail or hand delivery at Suite 702 - 777 Hornby Street Vancouver BC, V6Z 1S4; or
- (b) using the internet through the website of the Company's transfer agent at eproxy.ca. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof at which the proxy is to be used.

Voting by Non-Registered 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).

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 depositary 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). Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.

The Company does not have access to names of Beneficial Shareholders. Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting.

There are two kinds of Beneficial Shareholders - 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).

Intermediaries are required to forward the Circular to Beneficial Shareholders unless the Beneficial Shareholder has waived the right to receive them. The Company does not intend to pay for delivery of the meeting materials to the “objecting beneficial holders” (“OBOs” as defined in NI 54-101), and as a result, the OBOs will not receive the Meeting Materials unless their Intermediary assumes the cost of delivery.

Very often, Intermediaries will use service companies to forward the Circular to Beneficial Shareholders. Beneficial Shareholders should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to you by your broker 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. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name 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 Beneficial Shareholder of the Company), other than the persons designated in the 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 VIF. The completed 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 VIF from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to (a) have your Common Shares voted as per your instructions, or (b) to have any alternate representative chosen by you duly appointed to attend and vote your Common Shares at 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.

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 voting instruction form 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. **Only Registered Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set out above.** All references to shareholders in this Circular are to Registered Shareholders, unless specifically stated otherwise.

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

Except as disclosed elsewhere in this Circular, none of the directors or officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate

of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted on, other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting Shares and Record Date

Each Registered Shareholder at the close of business on April 22 2024 (the “**Record Date**”) is entitled to receive notice of, and to attend and vote at and such Shareholders are encouraged to participate in the Meeting and are urged to vote on matters to be considered in person or by proxy.

The authorized share capital of the Company consists of an unlimited number of Common Shares. The Company has no other classes of shares outstanding. As at the Record Date, the Company had 127,547,356 Common Shares issued and outstanding. 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.

The quorum for the transaction of business at the Meeting is one shareholder, or one proxyholder representing shareholders who, in the aggregate, holds at least one-twentieth of the issued Common Shares entitled to be voted at the meeting.

Except where otherwise stated, and other than the election of directors, a simple majority of 50% plus 1 of the votes cast at the Meeting is required to approve the matters being submitted to a vote of shareholders at the Meeting.

Principal Holders of Voting Securities

Except as disclosed below, to the knowledge of the directors and executive officers of the Company, as at the Circular Date, none of the Shareholders beneficially own or control or direct, directly or indirectly, or exercised control or direction over voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company:

<u>Name</u>	<u>Number of Common Shares</u>	<u>Percentage of Issued and Outstanding Common Shares</u>
Asher Holzer	53,334,022	41.82%

ELECTION OF DIRECTORS

The term of office of each of the present five directors will expire at the Meeting. **The five persons named below will be presented for election at the Meeting as management’s nominees and unless otherwise directed, the Management Proxyholders, if named as proxyholder for Shareholders, will vote FOR the election of these nominees.** Management does not contemplate that any of these 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 Director Biographical Information and Security Holdings

The following table sets forth the name of each person nominated for election as a director, the Canadian province or US state of residence for each nominee, the period during which any such person has been a director of the Company, the principal occupation at the present time and during the preceding five years

of such nominee, and the number and percentage of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by the nominee, as at the Circular Date.

Name, Province and Country of Residence & Position(s) Held	Date Director or Officer of Company Since	Principal Occupation in the Previous 5 Years	Number & % of Company Securities Held
Eli Ben-Haroosh Tel-Aviv, Israel <i>President, CEO & Director</i>	October 27, 2023	VP and CEO of Premier – Dead Sea, the president of Mariana Inc. Zero Candida Ltd - Co-Founder, CEO, Director	11,169,138 8.76%
Asher Holzer ⁽¹⁾ Tel-Aviv, Israel <i>Executive Chairman of the Board, Director</i>	October 27, 2023	HeartChain Corp. Co-Founder, Chairman, Director Zero Candida Ltd Co-Founder, Chairman, Director PSYRX Ltd. Co-Founder, Director	53,334,022 41.82%
Sophya Galper-Komet Toronto, ON <i>CFO and Corporate Secretary</i>	October 27, 2023	Founder and Director of Komet Sense Inc., Founder of Wisdom Star - Executive corporate consultancy.	0 0%
Orit Berger ^{(1) (2)} Vancouver, BC <i>Director</i>	October 27, 2023	Controller at JDS (Jewish Family Services) Founder and Business Development manager of Anigo Holdings Ltd.	0 0%
Steven Glaser ^{(1) (2)} Toronto, ON <i>Director</i>	October 27, 2023	Chief Operating Officer and Chief Financial Officer and Director at Pool Safe Inc.	0 0%

Notes:

- (1) Member of the Audit Committee.
(2) Independent Director

The directors and executive officers of the Company as a group beneficially own, directly or indirectly 64,503,160 common shares in the capital of the Company, representing approximately 50.58% of the issued and outstanding Common Shares.

Corporate Cease Trade Orders, Bankruptcies and Penalties

No proposed director of the Company is, or has been within the past 10 years prior to the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the issuer access to any exemptions under applicable securities law for a period of more than 30 consecutive days that was issued while the proposed director was acting as director, chief executive officer or chief financial officer, or was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director of the Company is, or has been within the past 10 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, state the fact.

No proposed director of the Company is, or has been within the past 10 years prior to the date of this Circular, was declared 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 such proposed director.

No proposed director of the Company is (or any personal holding company of any such individual) or 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 regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

STATEMENT OF EXECUTIVE COMPENSATION

The information contained below is provided as required under Form 51-102F6V for Venture Issuers, as such term is defined in National Instrument 51-102. All of the information in this section is as of December 31, 2023, being the date of the Company's most recently completed financial year.

Definitions

“**Chief Executive Officer**” or “**CEO**” of the Company means an individual who served as chief executive officer of the Company or acted in a similar capacity during the most recently completed financial year;

“**Chief Financial Officer**” or “**CFO**” of the Company means an individual who served as chief financial officer of the Company or acted in a similar capacity during the most recently completed financial year;

“**Compensation Securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

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

(a) a CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and

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

“**Plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons and includes the Company’s Option Plan; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executed Officer Compensation

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years (financial year ended December 31, 2023 and eight months period ended February 28, 2023 respectively), to the directors, and to the NEOs:

Table Of Compensation Excluding Securities							
Name and position	Year	Salary, consulting or management fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other Compensation including pension (\$)	Total compensation (\$)
Eli Ben-Haroosh Chief Executive Officer and Director ⁽¹⁾	2023	\$20,000	Nil	Nil	Nil	Nil ⁽³⁾	\$20,000
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Sophya Galper-Komet Chief Financial Officer and Director ⁽²⁾	2023	9,000	Nil	Nil	Nil	Nil	9,000
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Asher Holzer Executive Chairman and Director ⁽¹⁾	2023	\$20,000	Nil	Nil	Nil	Nil	\$20,000
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Orit Berger Director ⁽¹⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Steven Glaser Director ⁽¹⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Brian Peterson Chief Executive Officer and Director ⁽²⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Donald Gordon	2023	Nil	Nil	Nil	Nil	Nil	Nil

Chief Financial Officer and Director ⁽²⁾	2022	Nil	Nil	Nil	Nil	Nil	Nil
William Gordon Director ⁽²⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Shawn Ripley Director ⁽²⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Messrs. Ben-Haroosh, Holzer, Glaser and Ms. Galper-Komet and Berger were appointed as directors and officers of the Company upon completion of the acquisition by the Company of all of the issued and outstanding shares of SitckIt Ltd., effective October 27, 2023;
- (2) Messrs. Peterson, Gordon, Gordon and Ripley resigned as directors and officer of the Company upon completion of the acquisition by the Company of all of the issued and outstanding shares of SitckIt Ltd., effective October 27, 2023; and
- (3) The Company makes monthly contributions to a pension plan for Mr. Ben-Haroosh equal to an aggregate of 14.83% of his monthly salary for severance pay and pension, in accordance with Israeli law (similar to Canadian Pension Plan).

External Management Companies

Other than as disclosed in this Circular, no management functions of the Company are performed by a person other than the senior officers or directors of the Company.

Stock Options and Other Compensation Securities

During the Company's financial year ended December 31, 2023, no compensation securities were granted to directors and NEO's by the Company. None of the NEOs or directors of the Company held any compensation securities, or underlying securities of the Company on the last day of the most recently completed financial year end.

Stock Option Plans and Other Incentive Plans

On October 18, 2023 the shareholders of the Company adopted an equity compensation plan (the "**Old Incentive Plan**").

The purpose of the Old Incentive Plan is to advance the interests of the Company through the motivation, attraction and retention of key employees, consultants and directors of the Company and designated affiliates of the Company and to secure for the Company and the Shareholders of the Company the benefits inherent in the ownership of common shares of the Company by key employees, consultants and directors of the Company and the designated affiliates of the Company through the granting of non-transferable options and restricted share units to eligible participants under the Old Incentive Plan.

Pursuant to the terms of the Old Incentive Plan, on October 27, 2023 a total of 5,249,535 Common Shares were reserved for issuance (the "Old Options") in exchange for then outstanding StickIt options with the remaining shares to be reserved for issuance as RSUs be granted to the Company's proposed *bona fide* directors, officers, employees, and consultants. The Old Incentive Plan is administered by the Board of Directors of the Company.

The Old Incentive Plan provides for the following restrictions on issuance: (a) no more than 5% of the issued common shares of the Company, calculated at the date of the grant of stock options or RSUs, may be granted to any one individual in any 12 month period unless the Company has obtained disinterested shareholder approval to same; (b) no more than 2% of the issued common shares of the Company, calculated at the date of the grant of stock options or RSUs, may be granted to any one consultant in any 12 month period; (c) no more than an aggregate of 1% of the issued common shares of the Company, calculated at the date of the grant of stock options or RSUs, may be granted to all employees conducting investor relations activities within any 12 month period; (d) any options granted to consultants performing

investor relations activities must be vested over a period of not less than 12 months with no more than 25% of the stock options vesting or RSUs vesting in any three month period; and (e) if required by applicable laws, disinterested shareholder approval is required to the grant to related persons, within a 12-month period, of a number of stock options or RSUs which, when added to the number of outstanding stock options granted or RSUs granted to related persons within the previous 12 months, exceed 10% of the issued Common Shares.

If an optionee ceases to be employed by or provide services to the Company, his or her stock options and/or RSUs (to the extent that they have vested at the time of termination) may be exercisable until the earlier of 30 days after the date the optionee ceases to be employed by or provide services to the Company or until the stock options expiration or RSUs's expiration date, whichever date is earlier. If an optionee dies, the legal representatives of the optionee may exercise any outstanding options or RSUs (to the extent that they have vested at the time of death) until the earlier of one year after the date of death and the options' expiration date.

The Company will not provide any optionee with financial assistance in order to enable such optionee to exercise stock options granted under the Old Incentive Plan.

Approved awards of options or RSUs and any shares issued to Israeli employee or office holder of the Company in connection with the Old Incentive Plan will be held by an approved Israeli Tax Authority trustee for the benefit of the option or RSU holder, in accordance with the provisions of Section 102 in the "capital gain tax route" of the Israeli Income Tax Ordinance [New Version], 1961.

The Company looks into adopting a new omnibus equity incentive plan. For details of the material terms of the proposed equity incentive plan, please see "Particulars of Special Matters to be Acted Upon – Approval of the New Equity Incentive Plan".

Employment, Consulting and Management Agreements

StickIt Ltd., the Company's wholly owned subsidiary, has enter into an employment agreement with Mr. Eli Ben-Haroosh to serve as the Company's chief executive officer. Pursuant to the terms of the employment agreement with Mr. Ben-Haroosh, he is entitled to a salary equal to \$16,000 per month payable in NIS. The Company also makes monthly contributions to a pension plan for Mr. Ben-Haroosh equal to an aggregate of 14.83% of his monthly salary for severance pay and pension, in accordance with Israeli law. Mr. Ben-Haroosh will be entitled to annual bonuses based on the achievement of revenue targets, equity financing, or corporate M&A transaction. Mr. Ben-Haroosh will be also eligible to receive incentive grants under the Old Incentive Plan. The agreement has a term of five years starting September 13, 2022 and can be terminated prior to that by either party on a 9 months' notice. Additionally, the Company will be able to terminate the agreement for cause without paying severance. Mr. Ben-Haroosh's employment agreement includes a confidentiality, non-competition, non-solicitation, and assignment of inventions undertaking from Mr. Ben-Haroosh to the Company.

StickIt Ltd., the Company's wholly owned subsidiary, has entered into a consultancy agreement dated October 1,2019 with Mr. Asher Holzer to serve as a Chairman and President of StickIt. Pursuant to the terms of this agreement, Mr. Holzer's receives consulting fee in the amount of \$10,000 per month. The agreement with Mr. Holzer is set to terminate on December 31, 2025 and can be terminated by either party on 180 days' notice. Mr. Holzer's agreement includes a confidentiality, non-competition, non-solicitation, and assignment of inventions undertaking from Mr. Holzer to StickIt.

The Company has entered into a consultancy agreement dated October 27,2023 with Ms. Galper-Komet to serve as a CFO and Corporate Secretary of the Company. Pursuant to the terms of this agreement, Ms.

Galper-Komet receives consulting fee in the amount of \$3,000 per month. The agreement with Ms. Galper-Komet can be terminated by either party on 30 days' notice.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

Given the Company's status as an early-stage company, the Board does not feel that any payment to the directors is appropriate in such person's capacity as a director. Long term incentives (stock options or RSUs) are expected to be granted from time to time, based on an existing complement of long term incentives, corporate performance and to be competitive with other companies of similar size and scope.

Compensation of Named Executive Officers

The Company's executive compensation program is administered by the Company's Board of Directors. The Board 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 Named Executive Officers may receive compensation that is comprised of three components: (a) salary, wages or contractor payments; (b) stock option grants; and (c) bonuses.

The Company has limited revenue generation. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Company at this stage to be appropriate in the evaluation of the performance of the Named Executive Officers. The salaries are set on a basis of a review and comparison of salaries paid to executives at similar companies.

Stock option and RSUs 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 or RSU grant is dependent upon the volatility of the stock market.

Bonuses to be paid to the Named Executive Officers, if any, are allocated on an individual basis and are based on review by the Board of Directors 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.

Pension Disclosure

Other than as disclosed in this Circular, 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 December 31, 2023. The Company currently makes monthly contributions to a pension plan for Mr. Ben-Haroosh equal to an aggregate of 14.83% of his monthly salary for severance pay and pension, all in accordance with mandatory requirements of Israeli law.

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

The following table sets forth the securities of the Corporation that are authorized for issuance under the equity compensation plans as of the date hereof:

	Number of securities to be issued upon exercise of outstanding options, compensation warrants and rights as at December 31, 2023	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under the Old Incentive Plan as at December 31, 2023
Plan Category	(a)	(b)	(c)
Plans approved by security holders	5,342,404	\$0.03	19,906,542
Plans not approved by security holders	Nil	N/A	Nil
Total	5,342,404	\$0.03	19,906,542

Notes:

(1) As of December 31, 2023, the Company had 127,547,356 Common Shares issued and outstanding. Pursuant to the Old Incentive Plan (as hereinafter defined), the Company is permitted to grant 5,342,404 options and 19,906,542 RSUs.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors and officers of the Company, nor any proposed nominee for election as a director of the Company or any associate of any director, officer or proposed management nominee is or has been indebted to the Company or its subsidiaries at any time during the Company's most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, the Company is not aware of any material transaction involving any director or executive officer of the Company, any director or executive officer of any shareholder who holds more than 10% of the voting rights attached to the Common Shares of the Company, any proposed nominee for election as a director of the Company, or any shareholder who holds more than 10% of the voting rights attached to the Common Shares of the Company or any associate or affiliate of any of the foregoing, which has been entered into since the commencement of the Company's last completed financial year or in any proposed transaction which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITOR

BOKS International Limited (Ovadia Kriheli & Co), of Tuval St. 40 - Sapir Tower, Ramat Gan 5252247, Israel will be nominated at the Meeting for reappointment as auditor of the Company. BOKS International Limited has been the auditor of the Company since October 27, 2023 and prior to that served as the auditor of the Company's wholly-owned subsidiary, StickIt Limited.

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.

CORPORATE GOVERNANCE

Corporate governance is related 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 the day to day management of the Company. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

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.

Board of Directors

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 December 31, 2023. 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.

The Board of Directors of the Company consists of five directors: Eli Ben-Haroosh, Asher Holzer, Orit Berger, Steven

Glaser and Sophiya Galper-Komet. Steven Glaser and Orit Berger are independent members of the Board of Directors within the meaning of NI 58-101 in that they are independent and free from any material relationship with the Company which could, in the view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of a member's independent judgement.

The remaining members of the Board of Directors are not considered independent: Mr. Eli Ben-Haroosh is President and Chief Executive Officer of the Company, Mr. Holzer is Chairman of the Company’s board of directors and Ms. Galper-Komet is CFO and Corporate Secretary of the Company.

Directorships

The following directors of the Company hold directorships in other reporting issuers or reporting issuer equivalents as set out below:

Name of Director	Reporting Issuer(s) or Equivalent(s)
Ms. Galper Komet	SuperBuzz Inc. (TSXV) Impact Development Group (TSXV) YouneeqAI Technical Services Inc. (OTC US)
Steven Glaser	Delota Corp (CSE)
	Pool Safe Inc. (TSXV)

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 and has delegated certain of its responsibilities to those committees described below. In addition, the Board of Directors has established policies and procedures that limit the ability of management to carry out certain specific activities without the prior approval of the Board of Directors.

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 are 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’s executive compensation program is administered by the Company’s Board of Directors. 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.

Other Committees

The Board of Directors has determined that additional committees are not necessary at this stage of the Company’s development.

Assessments

The Board of Directors does not consider that formal assessments would be useful at this stage of the Company’s development. The Board of Directors expects that it will conduct informal annual assessments of the Board of Director’s effectiveness, the individual directors and each of its committees. As part of the assessments, the Board of Directors or the individual committee may review their respective mandate or charter and conduct reviews of applicable corporate policies.

AUDIT COMMITTEE

National Instrument 52-110 of the Canadian Securities Administrators (“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 and its relationship with its independent auditor, set forth as follows:

Audit Committee Charter

The Company’s Audit Committee is governed by its Audit Committee Charter, a copy of which is attached hereto as Schedule “A”.

The Audit Committee assists the Board of Directors in fulfilling its responsibilities for oversight of financial and accounting matters. The Audit Committee will recommend the auditors to be nominated and review the compensation of the auditors. The Audit Committee is directly responsible for overseeing the work of

the auditors, must pre-approve non-audit services, be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information to be extracted or derived from the Company's financial statements and must establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.

Composition of the Audit Committee

The following directors are the members of the Audit Committee:

Asher Holzer	Not Independent ^{(1) (3)}	Financially literate ⁽²⁾
Orit Berger	Independent ⁽³⁾	Financially literate ⁽²⁾
Steven Glaser	Independent ⁽³⁾	Financially literate ⁽²⁾

Notes:

(1) NI 52-110 sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Company.

(2) As defined by NI 52-110.

(3) Mr. Holzer is not considered independent under NI 52-110 as he will serve as an Executive Chairman of the Board of the Company.

Relevant Education and Experience

The education background or experience of the following Audit Committee members will enable each to perform his responsibilities as an Audit Committee member and has provided the member with an understanding of the accounting principles used by the Company to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves as well as experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities and an understanding of internal controls and procedures for financial reporting:

Mr. Holzer has been a director and officer of and/or consultant to numerous public companies in different industries and as a director has been responsible for approving financial statements. Mr. Holzer will provide the Audit Committee with knowledge and expertise on the reporting and understanding of financial regulatory system. Mr. Holzer holds a Ph.D. in Applied Physics and a M.Sc. in Material Science from Hebrew University in Jerusalem, Israel.

Mr. Glaser is a financial service executive with a diverse background in corporate finance, communications and governance for private and public companies. From 2008 through 2017, Mr. Glaser worked in the corporate finance and investment banking arena focused on assisting late stage private and early-stage public companies with strategic planning and capital raising. Mr. Glaser holds a Bachelor of Administrative Studies degree as well as an M.B.A. in finance.

Ms. Berger has been a controller and chief financial officer of various private companies and has been responsible for preparation of the financial statements. Ms. Berger holds an MBA in Business Administration and a BA in Economy and Management.

Audit Committee Oversight

At no time during the Company’s fiscal year ended December 31, 2023 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

Since the Company is a “Venture Issuer” pursuant to applicable Canadian securities legislation, it is relying upon the exemption provided for at section 6.1 of NI 52-110 in respect of the composition of the Audit Committee.

At no time during the Company’s fiscal year ended December 31, 2023 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 Fees

The aggregate fees billed by the Company’s external auditors in each of the last two fiscal years are:

Financial Year/Period Ending	Audit fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2022	Nil	Nil	Nil	Nil
December 31, 2023	\$31,500	\$22,000	\$3,000	\$ Nil

Venture Issuer 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 relating to the composition of the Audit Committee and reporting obligations.

PARTICULARS OF ANNUAL MATTERS TO BE ACTED ON

Financial Statements

The audited consolidated financial statements of the Company for the fiscal period ended December 31, 2023 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 and Ontario. Copies of the documents may be obtained by a Shareholder upon request without charge from the Company at c/o Tanya Markovich Law Corporation, Suite 500 – 666 Burrard Street, Vancouver, BC, V6C 3P6, or by telephone: (778) 389-2936. These documents are also available through the internet on SEDAR+ at www.sedarplus.ca.

Appointment of Auditor

BOKS International Limited (Ovadia Kriheli & Co), of Tuval St. 40 - Sapir Tower, Ramat Gan 5252247, Israel will be nominated at the Meeting for reappointment as auditor of the Company. BOKS International Limited (Ovadia Kriheli & Co) has been the auditor of the Company since October 27, 2023.

Unless otherwise instructed, the Management Proxyholders in the accompanying instrument of proxy intend to vote FOR the resolution to re-appointment of BOKS International Limited (Ovadia Kriheli & Co) as the auditors of the Company to hold office for the ensuing year at remuneration to be fixed by the Board of Directors.

Number of Directors

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at five (5).

Management recommends the approval of the resolution to set the number of directors of the Company at five. Unless otherwise instructed, the Management Proxyholders in the accompanying instrument of proxy intend to vote FOR the resolution to set the number of directors of the Company at four.

Election of Directors

The term of office of each of the present five directors will expire at the Meeting. **The five persons named below will be presented for election at the Meeting as management's nominees and unless otherwise directed, the Management Proxyholders, if named as proxyholder for Shareholders, will vote FOR the election of these nominees.** Management does not contemplate that any of these 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 Director Biographical Information and Security Holdings

The following table sets forth the name of each person nominated for election as a director, the Canadian province or US state of residence for each nominee, the period during which any such person has been a director of the Company, the principal occupation at the present time and during the preceding five years of such nominee, and the number and percentage of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by the nominee, as at the Circular Date.

Name, Province and Country of Residence & Position(s) Held⁽¹⁾	Date Director or Officer of Company Since	Principal Occupation in the Previous 5 Years	Number & % of Securities Held After Completion of the Offering ⁽¹⁾
Eli Ben-Haroosh Tel-Aviv, Israel <i>President, CEO &</i>	October 27, 2023	VP and CEO of Premier – Dead Sea, the president of Mariana Inc. Zero Candida Ltd - Co-Founder, CEO,	11,169,138 8.76%

<i>Director</i>		Director	
Asher Holzer ⁽²⁾ Tel-Aviv, Israel <i>Executive Chairman of the Board, Director</i>	October 27, 2023	HeartChain Corp. Co-Founder, Chairman, Director Zero Candida Ltd Co-Founder, Chairman, Director PSYRX Ltd. Co-Founder, Director	53,334,022 41.82%
Sophya Galper- Komet Toronto, ON <i>CFO and Corporate Secretary</i>	October 27, 2023	Founder and Director of Komet Sense Inc., Founder of Wisdom Star - Executive corporate consultancy.	0 0%
Orit Berger ^{(2) (3)} Vancouver, BC <i>Director</i>	October 27, 2023	Controller at JDS (Jewish Family Services) Founder and Business Development manager of Anigo Holdings Ltd.	0 0%
Steven Glaser ^{(2) (3)} Toronto, ON <i>Director</i>	October 27, 2023	Chief Operating Officer and Chief Financial Officer and Director at Pool Safe Inc.	0 0%

Notes:

- (1) The information as to country of residence, principal occupation and Common Shares owned or over which a director exercises control or direction has been confirmed by the respective directors individually; and
- (2) Member of the Audit Committee.
- (3) Independent Director

The directors and executive officers of the Company as a group beneficially own, directly or indirectly 64,503,160 common shares in the capital of the Company, representing approximately 50.58% of the issued and outstanding Common Shares.

The persons designated as proxyholders in the accompanying Instrument of Proxy (absent contrary directions) intend to vote FOR all five (5) of the directors as set forth above and therein. The Company does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies held by the persons designated as proxyholders in the accompanying Instrument of Proxy will be voted for another nominee in their discretion unless the Shareholder has specified in his or her form Instrument of Proxy that his or her Common Shares are to be withheld from voting in the election of directors. Each director elected will hold office from until the next annual meeting of Shareholders or until their successors are elected or appointed, all as the case may be, unless his or her office is earlier vacated in accordance with the articles and by-laws of the Company or the provisions of the *Business Corporations Act* (British Columbia).

Approval of New Equity Compensation Plan

At the Meeting, Shareholders will be asked to consider, and, if deemed appropriate, to pass an ordinary resolution of disinterested shareholders in the form set out below (the “**New Incentive Plan Resolution**”), approving a new omnibus equity incentive plan for the Company (the “**New Incentive Plan**”).

The purpose of the New Incentive Plan is to advance the interests of the Company through the motivation, attraction and retention of key employees, consultants and directors of the Company and designated affiliates of the Company and to secure for the Company and the Shareholders of the Company the benefits

inherent in the ownership of the Common Shares by key employees, consultants and directors of the Company and the designated affiliates of the Company through the granting of non-transferable options ("**Options**") and restricted share units ("**RSUs**", and together with the Options, collectively, the "**Awards**") to eligible participants under the New Incentive Plan.

Pursuant to the terms of the New Incentive Plan, the number of securities reserved shall not exceed, in the aggregate, 10% of the number of Common Shares then outstanding; provided that the maximum number of Common Shares reserved for issuance, in the aggregate, pursuant to the Awards granted under this Plan, at any point in time, shall be equal to 10% of the number of Common Shares then outstanding, unless disinterested shareholder approval is obtained.

The New Incentive Plan will be administered by the Board of Directors or a committee of directors appointed by the Board of Directors. Options or RSUs may be granted to any director, officer, employee, management company employee or consultant of the Company, taking into consideration his or her contribution to the success of the Company and any other factor which the Board of Directors may deem proper and relevant. The exercise price of any options must be set in compliance with CSE policies and the term of any option may not exceed ten years. Any Options or RSUs granted under the New Incentive Plan will be non-assignable and non-transferable (except in the case of death of an optionee, whereby the optionee's lawful personal representatives, heirs, administrators or executors may exercise the option as permitted under the New Incentive Plan).

The New Incentive Plan provides for the following restrictions on issuance: (a) no more than 5% of the issued common shares of the Company, calculated at the date of the grant of stock options or RSUs, may be granted to any one individual in any 12 month period unless the Company has obtained disinterested shareholder approval to same; (b) no more than 2% of the issued common shares of the Company, calculated at the date of the grant of stock options or RSUs, may be granted to any one consultant in any 12 month period; (c) no more than an aggregate of 1% of the issued common shares of the Company, calculated at the date of the grant of stock options or RSUs, may be granted to all employees conducting investor relations activities within any 12 month period; (d) any options granted to consultants performing investor relations activities must be vested over a period of not less than 12 months with no more than 25% of the stock options vesting or RSUs vesting in any three month period; and (e) if required by applicable laws, disinterested shareholder approval is required to the grant to related persons, within a 12-month period, of a number of stock options or RSUs which, when added to the number of outstanding stock options granted or RSUs granted to related persons within the previous 12 months, exceed 10% of the issued Common Shares.

If an optionee ceases to be employed by or provide services to the Company, his or her Options and/or RSUs (to the extent that they have vested at the time of termination) may be exercisable until the earlier of 30 days after the date the optionee ceases to be employed by or provide services to the Company or until the Options expiration or RSUs's expiration date, whichever date is earlier. If an optionee dies, the legal representatives of the optionee may exercise any outstanding options or RSUs (to the extent that they have vested at the time of death) until the earlier of one year after the date of death and the options' expiration date.

The Company will not provide any optionee with financial assistance in order to enable such optionee to exercise stock options granted under the New Incentive Plan.

Approved awards of Options or RSUs and any shares issued to Israeli employee or office holder of the Company in connection with the New Incentive Plan will be held by an approved Israeli Tax Authority trustee for the benefit of the option or RSU holder, in accordance with the provisions of Section 102 in the "capital gain tax route" of the Israeli Income Tax Ordinance [New Version], 1961.

A copy of the New Incentive Plan will be available for inspection at the Meeting.

The Board recommends the adoption of the New Incentive Plan Resolution. **Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy, properly executed, FOR the New Equity Incentive Plan Resolution.**

The text of the New Incentive Plan Resolution to be submitted to disinterested shareholders at the Meeting is set forth below:

“BE IT RESOLVED as an ordinary resolution of the disinterested shareholders that:

- (1) subject to the approval of the Exchange, the Company is authorized and approved to adopt the New Incentive Plan as described in this Circular;
- (2) to the extent permitted by law, the Company be authorized to abandon or amend all or any part of the New Incentive Plan if the Board of Directors deems is appropriate and in the best interests of the Company to do so;
- (3) the Board of Directors, by resolution, be authorized to make such amendments to the New Incentive Plan, from time to time, as may, in its discretion, be considered appropriate, provided always that such amendments be subject to the approval of all applicable regulatory authorities; and
- (4) any one or more of the directors or senior officers of the Company be and is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company, or otherwise, all such documents and other writings, as may be required to give effect to the true intent of this resolution.”

The Board of Directors believes that passing the above resolution is in the best interests of the Company, and accordingly recommends that you vote **IN FAVOUR** of the resolution.

Unless otherwise instructed, the Management Proxyholders in the accompanying instrument of proxy intend to vote FOR the resolution to approve the New Incentive Plan.

ADDITIONAL INFORMATION

Additional information relating to the Company is included in the Company’s audited and consolidated financial statements for the eight months period ended December 31, 2023, the auditor’s report thereon and related management discussion and analysis filed on www.sedarplus.ca. Copies of the Company’s most current interim financial statements and related management discussion and analysis, statement of executive compensation and additional information may be obtained from www.sedar.com and upon request from the Company by telephone at (778) 389-2936, or by fax at (604) 608-5454.

OTHER MATTERS

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

The contents of this Circular and its distribution to shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, April 25, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Eli Ben-Haroosh"

Eli Ben-Haroosh
Chief Executive Officer and Director

SCHEDULE “A”**STICKIT TECHNOLOGIES INC.****AUDIT COMMITTEE CHARTER****MANDATE**

The primary function of the audit committee (the “Committee”) of StickIt Technologies Inc. (the “Company”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. The Committee’s primary duties and responsibilities are to:

Serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements.

Review and appraise the performance of the Company’s external auditors (the “Auditor”).

Provide an open avenue of communication among the Company’s auditors, management and the Board of Directors.

COMPOSITION, PROCEDURES AND ORGANIZATION

The Committee shall consist of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be officers or employees of the Company or of an affiliate of the Company. At least one (1) member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain working familiarity with basic finance and accounting practices. For the purposes of this Charter, the term “financially literate” means 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 issues that can reasonably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate.

The Board of Directors may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

MEETINGS OF THE COMMITTEE

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give the Committee members 24 hours’ advance notice of each meeting and the matters to be discussed at such meeting. Notice may be given personally, by telephone, by facsimile or e-mail.

The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee determines it to be necessary or appropriate, at any other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium other than telephone are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

The Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

- (a) Review the Company's financial statements, including any certification, report, opinion, or review rendered by the Auditor, MD&A and any annual and interim earnings press releases before the Company publicly discloses such information.
- (b) Review and satisfy itself that adequate procedures are in place and review the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assess the adequacy of those procedures.
- (c) Be directly responsible for overseeing the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit review services for the Company.
- (d) Require the Auditor to report directly to the Committee.
- (e) Review annually the performance of the Auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (f) Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor.
- (g) Take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the Auditor.
- (h) Recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment as the Auditor for the ensuing year and the compensation for the Auditors, or, if applicable, the replacement of the Auditor.

- (i) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditors of the Company.
- (j) Review with management and the Auditor the audit plan for the annual financial statements.
- (k) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services provided by the Auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute not more than 5% of the total amount of fees paid by the Company and its subsidiary entities to the Auditor during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the pre-approval requirement set forth in this section provided the pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval.

- (l) In consultation with the Auditor, review with management the integrity of the Company's financial reporting process, both internal and external.
- (m) Consider the Auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (n) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the Auditor and management.
- (o) Review significant judgments made by management in the preparation of the financial statements and the view of the Auditor as to the appropriateness of such judgments.
- (p) Following completion of the annual audit, review separately with management and the Auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of the work or access to required information.
- (q) Review any significant disagreement among management and the Auditor in connection with the preparation of the financial statements.
- (r) Review with the Auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.

- (s) Discuss with the Auditor the Auditor's perception of the Company's financial and accounting personnel, any material recommendations which the Auditor may have, the level of co-operation which the Auditor received during the course of their review and the adequacy of their access to records, data or other requested information.
- (t) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (u) Establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (v) Perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.
- (w) Report regularly and on a timely basis to the Board of Directors on the matters coming before the Committee.
- (x) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

AUTHORITY

The Committee is authorized to:

- (a) seek any information it requires from any employee of the Company in order to perform its duties;
- (b) engage, at the Company's expense, independent legal counsel or other professional advisors in any matter within the scope of the role and duties of the Committee under this Charter;
- (c) set and pay compensation for any advisors engaged by the Committee; and
- (d) communicate directly with the internal and external auditors of the Company.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.