



**NOTICE OF ANNUAL MEETING AND
MANAGEMENT INFORMATION
CIRCULAR WITH RESPECT TO
THE ANNUAL MEETING OF SHAREHOLDERS TO BE
HELD JANUARY 9, 2025**

DATED DECEMBER 10, 2024

REKTRON GROUP INC.**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE****HELD ON JANUARY 9, 2025**

NOTICE IS HEREBY GIVEN that an annual general meeting (“**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Rektron Group Inc. (“**Rektron**” or “**Corporation**”) will be held virtually on January 9, 2025 at 11:00 a.m. (Toronto time) by way of **videoconference**. The Meeting is being held for the following purposes, which are further described in the accompanying management information circular (“**Circular**”):

1. to receive the consolidated financial statements of the Corporation for the financial year ended July 31, 2024, together with the report of the auditors thereon;
2. to set the number of directors of the Corporation at five (5);
3. to elect directors of the Corporation for the ensuing year;
4. to appoint PKF Littlejohn LLP as auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditors’ remuneration; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

In this Information Circular, references to the “**Corporation**” and “**we**” refer to Rektron Group Inc. “**Common Shares**” means common shares without par value in the capital of the Corporation. “**Registered Shareholders**” means Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares. “**Non-Registered Shareholders**” means Shareholders who do not hold Common Shares in their own name. “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Shareholders.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular under the section “**Matters to be Acted Upon**”. The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is December 3, 2024 (“**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof. The Circular is deemed to form part of this notice of meeting. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

This year, the Corporation will hold the Meeting in a virtual only format, which will be conducted via video. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location.

Shareholders should read the notes accompanying the proxy and complete and return the proxy to the Corporation’s Registrar and Transfer Agent within the time and to the location set out in the said notes to the proxy.

The proxy is solicited by Management and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to virtually represent you at the Meeting.

DATED this 10th day of December, 2024.

BY ORDER OF THE BOARD OF
DIRECTORS OF REKTRON GROUP INC.

(signed) *Atanas Kolarov*
Atanas Kolarov
Chief Executive Officer

REKTRON GROUP INC. INFORMATION CIRCULAR

PART I INFORMATION CONCERNING THE MEETING

DATE, TIME AND PLACE OF MEETING

This Circular is provided in connection with the solicitation of proxies by the management of the Corporation at the Meeting of Shareholders to be held virtually by video by using the TEAMS link below on January 9, 2025 at 11:00 a.m. (Eastern Time) or any adjournment thereof for the purposes set forth in the attached notice of meeting. Unless otherwise indicated, the information contained herein is dated as of December 10, 2024, and all dollar amounts set forth herein are expressed in U.S. dollars.

The Corporation is holding the Meeting in a virtual only format, which will be conducted via video, by using the TEAMS link below. Shareholders will not be able to attend the Meeting in person.

Attending the Meeting via videoconference enables Registered Shareholders and duly appointed proxyholders, including Non-Registered Shareholders who have duly appointed themselves as proxyholder, to participate at the Meeting and ask questions, all in real time.

Participants and guests, including Non-Registered Shareholders who have not duly appointed themselves as proxyholder, can attend by using the TEAMS link below.

TEAMS link:

Video conference	Meeting ID: 283 877 316 140
	Passcode: xo3Rp2NA
	Copy this <u>Hyperlink</u>

SOLICITATION OF PROXIES

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged to send meeting materials directly to Registered Shareholders, as well as Non-Registered Shareholders who have consented to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (non-objecting beneficial owners). We have not arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders who have objected to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (objecting beneficial owners) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”). As a result, objecting beneficial owners will not receive the Information Circular and associated meeting materials unless their Intermediary assumes the costs of delivery.

APPOINTMENT AND REVOCATION OF PROXIES

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

If you are a Registered Shareholder you may wish to vote by proxy whether or not you are able to attend the Meeting. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Odyssey Trust Company, 350 – 409 Granville Street, Vancouver BC V6C 1T2 (“Odyssey”), in accordance with the instructions on the Proxy. Alternatively, Registered Shareholders may vote their Common Shares via the internet or by telephone as per the instructions provided on the Proxy.

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

Every Proxy may be revoked by an instrument in writing:

- (i) executed by the Shareholder or by their attorney authorized in writing or, where the Shareholder is a company, by a duly authorized officer or attorney of the company; and
- (ii) delivered either to the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, at which the Proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof,
- (iii) or in any other manner provided by law.

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 Intermediaries to revoke the Proxy on their behalf. If you are a Non-Registered Shareholder, see “Voting by Non-Registered Shareholders” below for further information on how to vote your Common Shares.

EXERCISE OF DISCRETION BY PROXYHOLDER

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

- (i) each matter or group of matters identified therein for which a choice is not specified;
- (ii) any amendment to or variation of any matter identified therein;
- (iii) any other matter that properly comes before the Meeting; and
- (iv) exercise of discretion of the proxyholder.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy FOR the approval of such matter. Management is not currently aware of any other matters that could come before the Meeting.

VOTING BY NON-REGISTERED SHAREHOLDERS

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Non-Registered Shareholders should note that the only Proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders.

If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's Intermediary or an agent of that Intermediary. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as

depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

If you have consented to disclosure of your ownership information, you will receive a request for voting instructions from the Corporation or Broadridge Financial Solutions, Inc. (“**Broadridge**”). If you have declined to disclose your ownership information, you may receive a request for voting instructions from your Intermediary if they have assumed the cost of delivering the Information Circular and associated meeting materials. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. However, most Intermediaries now delegate responsibility for obtaining voting instructions from clients to Broadridge in the United States and in Canada.

If you are a Non-Registered Shareholder, you should carefully follow the instructions on the voting instruction form received from Broadridge in order to ensure that your Common Shares are voted at the Meeting. The voting instruction form supplied to you will be similar to the Proxy provided to the Registered Shareholders by the Corporation. However, its purpose is limited to instructing the Intermediary on how to vote on your behalf.

The voting instruction form sent by Broadridge will name the same persons as the Corporation’s proxy to represent you at the Meeting. **Although as a Non-Registered Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your Intermediary, you, or a person designated by you (who need not be a Shareholder), may attend at the Meeting as Proxyholder for your Intermediary and vote your Common Shares in that capacity.** To exercise this right to attend the Meeting or appoint a Proxyholder of your own choosing, you should insert your own name or the name of the desired representative in the blank space provided in the voting instruction form. Alternatively, you may provide other written instructions requesting that you or your desired representative attend the Meeting as Proxyholder for your Intermediary. The completed voting instruction form or other written instructions must then be returned in accordance with the instructions on the form.

If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting – the voting instruction form must be completed as described above and returned in accordance with its instructions well in advance of the Meeting in order to have the Common Shares voted.

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

Except as disclosed herein, no person or company 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 or the appointment of auditors. For the purpose of this paragraph, “person” shall include each person: (a) who has been a director, senior officer or insider of the Corporation at any time since the commencement of the Corporation’s last financial year; (b) who is a proposed nominee for election as a director of the Corporation; or (c) who is an associate or affiliate of a person or company included in subparagraph (a) or (b) above.

RECORD DATE AND QUORUM

The board of directors of the Corporation (the “**Board**”) has fixed the record date for the Meeting as the close of business on December 3, 2024 (the “**Record Date**”). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares at the Meeting, except to the extent that any such Shareholder transfers any Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not less than ten (10) days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case, only such transferee shall be entitled to vote such Common Shares at the Meeting.

Under the Articles of the Corporation, the quorum for the transaction of business at a meeting of Shareholders is one person who is, or who represents by proxy, one or more shareholders who, in the aggregate, hold at least one-twentieth of the issued shares entitled to be voted at the meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As of the Record Date, the Corporation had 59,098,310 issued and outstanding Common Shares. Each common share carries the right to one vote. The Common Shares are listed and posted for trading on the Canadian Securities Exchange (“CSE”) under the symbol “REK.U” and on the Frankfurt Stock Exchange (“FSE”) under the symbol “F75”.

To the knowledge of the directors and executive officers of the Corporation, as at the Record Date, the only persons who beneficially own, or control or direct, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to the Common Shares are as follows:

Name	Number of Common Shares Owned (Percentage of Class and Type of Ownership)	
	Common Shares	Percentage of Voting Rights
Nile Flow Limited ⁽¹⁾	29,242,983 ⁽³⁾	49.48%
Callan Partners Limited ⁽²⁾	23,926,077 ⁽³⁾	40.49%

Notes:

- (1) Nile Flow Limited is a Gibraltar Limited Company, which is directly owned by a discretionary trust which has multiple beneficiaries and their holding depends on the date of beneficial interest being materialized. The trustees hold the beneficial interest and their interest is dependent on the corporate trustee to exercise their discretion and distribute any shares to the beneficiaries.
- (2) Sanjeev Shah Tolia exercises control and direction over the Common Shares held by Callan Partners Limited.
- (3) Based upon information furnished by the Shareholders.

MATTERS TO BE ACTED ON AT THE MEETING

1. Presentation of Financial Statements

The Corporation's audited financial statements for the year ended July 31, 2024 (the "**Financial Statements**") and the auditor's report thereon were duly filed on the SEDAR+ profile of the Corporation on November 25, 2024 and will be presented to Shareholders at the Meeting. A copy of these Financial Statements, together with the auditor's report thereon and Management's Discussion and Analysis, will be mailed to those Shareholders who return the "request for annual and interim financial statement return card", mailed to Shareholders in connection with the Corporation's Meeting, and indicated to the Corporation that they wished to receive these documents. Copies of the Financial Statements, together with the auditor's report thereon and the Management's Discussion and Analysis, Notice of Meeting, Information Circular and Proxy are available on the SEDAR+ website www.sedarplus.ca.

2. Set the Number of Directors

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Corporation at five (5) for the ensuing year, subject to any increases permitted by the Corporation's articles.

An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

Unless you give instructions otherwise, the management proxyholders intend to vote FOR the number of directors of the Corporation to be set at five (5) for the ensuing year.

3. Election of Directors

The Corporation proposes to nominate the persons listed below for election as directors. Each director will hold office until the next annual general meeting of the Corporation or until his or her successor is elected or appointed, unless his or her office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following table and the notes thereto state the names of all persons to be nominated for election as directors, all other positions or offices with the Corporation now held by them, their principal occupations of employment, the year in which they became directors for the Corporation, the approximate number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each of them, as of the date hereof, and the number of options to acquire Common Shares held by each of them as of the date hereof. Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

Name, Residence and Present Position within the Corporation	Present Principal Occupation ⁽¹⁾	Year first became director	Number of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾
Atanas Kolarov ⁽²⁾ <i>Sofia, Bulgaria</i> Director and CEO	DL Hudson Limited: Consultant Advisor – Energy Trading in Balkans region	2024	Nil
Swapnil Mokashi ⁽³⁾ <i>Hong Kong, SAR</i> Director and Chairman of the Board	Chairman of the Board of the Corporation; Head of Strategy at DL Hudson Ltd.	2024	Nil

Trevor Turner ⁽⁴⁾⁽⁵⁾ <i>Epsom, UK</i> Independent Director	Founder of Turner Wealth & Consultancy Ltd	2023	Nil
Ronald Galetzki ⁽⁶⁾ <i>Santiago, Chile</i> Independent Director	Consultant at Istim Metals	2024	Nil
Satyam Bhasin ⁽⁴⁾⁽⁵⁾⁽⁷⁾ <i>Dubai, U.A.E.</i> Independent Director	Director at Second Street Partners Fund / Dvitiya capital management (Mauritius) and SB Advisory services LLC (UAE)	2024	Nil

Notes:

- (1) Information supplied by nominees and does not include shares issuable upon exercise of other convertible securities.
- (2) Mr. Kolarov was appointed to the Board on December 7, 2024.
- (3) Mr. Mokashi was appointed to the Board on November 28, 2024.
- (4) Member of the Audit Committee.
- (5) Member of the Compensation Committee.
- (6) Mr. Galetzki was appointed to the Board on December 7, 2024.
- (7) Mr. Bhasin was appointed to the Board on November 20, 2024 to fill the vacancy resulting from the resignation of Michael Stier on October 29, 2024.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Corporation, no proposed director of the Corporation:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,
- (b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in the that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director or executive officer;
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

For the purposes of section (a) above, “order” means:

- (i) a cease trade order;
- (ii) an order similar to a cease trade order; or
- (iii) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for more than 30 consecutive days.

Unless you give instructions otherwise, the management proxyholders intend to vote FOR each of the

proposed nominees.

4. Appointment of Auditors

Shareholders will be asked to approve the appointment of PKF Littlejohn LLP (“**PKF**”), as auditors of the Corporation at remuneration to be fixed by the directors of the Corporation. Management recommends the appointment of PKF, of London, UK, as auditor of the Corporation to hold office until the close of the next annual meeting of the Shareholders, or until their successor is appointed by the Board.

Unless you give instructions otherwise, the management proxyholders intend to vote FOR the appointment of PKF as the auditors of the Corporation to hold office until the next annual meeting of Shareholders and FOR the authorization of the directors to fix the auditors’ remuneration.

EXECUTIVE COMPENSATION

The Corporation’s Statement of Executive Compensation, in accordance with the requirements of Form 51-102F6 – Statement of Executive Compensation, is set forth below, which contains information about the compensation paid to, or earned by, the Corporation’s Chief Executive Officer and Chief Financial Officer and each of the other three most highly compensated executive officers of the Corporation earning more than C\$150,000 in total compensation (the “**Named Executive Officers**” or “**NEOs**”) during the Corporation’s most recently completed financial year. The Corporation became a reporting issuer during the year ended July 31, 2024. For the year ended July 31, 2024 the Named Executive Officers of the Corporation are Ricardo Phielix, the former Chief Executive Officer, Manny Bettencourt, the former Chief Financial Officer and Mr. Moises Michan Portillo, Chief Operating Officer.

Compensation Discussion and Analysis

The Corporation’s Named Executive Officer compensation was determined and administered by the Board. The Board was solely responsible for assessing the compensation to be paid to the Corporation’s NEO and for evaluating their performance. However, on August 18, 2023, the Corporation created its Compensation Committee to discuss such matters and to implement a company policy to that effect.

The Compensation Committee considers a variety of factors when designing and establishing, reviewing and making recommendations for executive compensation arrangements for all executive officers of the Corporation. The Corporation typically does not position executive pay to reflect a single percentile within the commodities trading industry for each executive. Rather, in determining the compensation level for each executive, the Compensation Committee looks at factors such as the relative complexity of the executive’s role within the organization, the executive’s performance and potential for future advancement, the compensation paid by the other companies in the commodities trading industries and companies with similar revenues.

Base salary is the principal component of NEO compensation. The base salary for each NEO will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance will also be taken into account in determining base salary levels. The Compensation Committee will also expand on such matters.

Another component of NEO compensation is the grant of stock options pursuant to the Corporation’s stock option plan (the “**Stock Option Plan**”). The objective of this compensation component is to attract, retain and motivate certain persons of training, experience and leadership as key service providers to the Corporation, including its directors, NEO and employees and to advance the interest of the Corporation by providing such persons with additional compensation and the opportunity to participate in the success of the Corporation. See section “*Stock Option Plan*” below for a description of the Corporation’s Stock Option Plan.

In addition to, or in lieu of, the compensation components described above, payments may be made from time to time to individuals, including NEO or directors of the Corporation, or companies they control for the provision

of management or consulting services. Such services are paid for by the Corporation at competitive industry rates for work of a similar nature by reputable arm's length services providers.

As of the date of this Circular, the Corporation granted cash bonuses to the directors and officers for a successful closing of its initial public offering and subsequent listing on the CSE (milestone-based short-term incentive). The bonuses reflect the additional amount of work spent by each person for this transaction.

The Compensation Committee is given discretion to determine and adjust, year to year, the relative weighting of each form of compensation discussed above in a manner which best measures the success of the Corporation and its NEOs.

Role of the Compensation Committee

The Compensation Committee is currently comprised of Trevor Turner (Chair), Moises Michan Portillo, and Mr. Satyam Bhasin. Mr. Moises Michan Portillo is not an independent director and is not standing for re-election at the Meeting. The Compensation Committee makes determinations and recommendations to the Board concerning the cash and incentive compensation of the NEOs. The primary function of the Compensation Committee is to ensure that the compensation provided to the NEOs are determined with regard to the business strategies and objectives of the Corporation and strives to ensure that the NEOs are paid fairly and commensurate with their contributions to furthering the strategic direction and objectives of the Corporation. The Compensation Committee also strives to ensure that the NEOs are compensated at a level and in a manner that will motivate and retain talented individuals. Further information regarding the composition of the Compensation Committee is set out below under the section entitled "Statement of Corporate Governance Matters."

The Chief Executive Officer and the Chief Financial Officer provide recommendations to the Compensation Committee with respect to salary, annual incentives and option grants of the NEOs. The Compensation Committee reviews their recommendations and recommends to the Board the compensation of the NEOs, as required, on an annual basis. Compensation of NEOs is based primarily on corporate performance which includes a review of the Corporation's key performance indicators and the enhancement of shareholder value.

The Compensation Committee's responsibility is to formulate and make recommendations to the Directors of the Corporation in respect of compensation issues relating to directors and officers of the Corporation. Without limiting the generality of the foregoing, the Compensation Committee has the following duties:

- (i) to review, at least annually, the compensation philosophy and remuneration policy to ensure that it promotes shareholder interests, supports company objectives and provides appropriate rewards and incentives;
- (ii) to review and recommend to the Directors of the Corporation the retainer and fees to be paid to Directors of the Corporation;
- (iii) to review and approve corporate goals and objectives relevant to the compensation of the executives, evaluate their performance in light of those corporate goals and objectives, and determine (or make recommendations to the directors of the Corporation with respect to) the executives' compensation level based on such evaluation;
- (iv) to recommend to the Directors of the Corporation with respect to director compensation including to review management's recommendations for proposed stock option, share purchase plans and other incentive-compensation plans and equity-based plans for Director compensation and make recommendations in respect thereof to the Directors of the Corporation;
- (v) to administer the stock option plan approved by the Directors of the Corporation in accordance with its terms including the recommendation to the Directors of the Corporation of the grant of stock options in accordance with the terms thereof; and
- (vi) to determine and recommend for the approval of the Directors of the Corporation bonuses to be paid to officers and employees of the Corporation and to establish targets or criteria for the payment of such bonuses, if appropriate.

The Compensation Committee is currently comprised of three members. Pursuant to the mandate and terms of

reference of the Compensation Committee, meetings of the Committee are to take place at least twice per year and at such other times as the Chair of the Compensation Committee may determine.

Stock Option Plan

The Stock Option Plan was approved by the Corporation's directors on May 4, 2023. The purpose of the Stock Option Plan is to assist the Corporation in attracting, retaining and motivating directors, officers, employees and consultants of the Corporation (together "**eligible persons**") and to closely align the personal interests of such eligible persons with the interests of the Corporation and its shareholders. The Stock Option Plan is to be administered by the Board, or by a committee appointed by the Board, who will have full and final authority with respect to the granting of all options thereunder.

The aggregate number of Common Shares which may be reserved for issuance pursuant to the exercise of options granted under the Stock Option Plan shall not exceed 10% of the Corporation's issued and outstanding Common Shares at the time of the grant. Any Common Shares reserved for issuance pursuant to the exercise of options granted by the Corporation prior to the Stock Option Plan coming into effect and which are outstanding on the date on which the Stock Option Plan comes into effect shall be included in determining the number of Common Shares reserved for issuance as if such options were granted under the Stock Option Plan.

In addition, the number of Common Shares which may be reserved for issuance within a one-year period: (i) to any one individual may not exceed 5% of the Common Shares issued and outstanding on the grant date, on a non-diluted basis, unless otherwise approved by disinterested shareholders of the Corporation, and (ii) to any one consultant may not exceed 2% in the aggregate of the total number of Common Shares issued and outstanding on the grant date on a non-diluted basis. The Corporation shall not grant options to any person conducting Investor Relations Activities, promotional or market-making services. Any options granted pursuant to the Stock Option Plan will terminate on (i) the earliest of the expiration date (ii) the end of the period of time permitted for exercise of the Option, to be determined by the Board at the time of the grant after the Optionee ceased to be eligible for options for any reasons other than death (ii) 90 days after the date of termination of the Optionee as an employee, consultant or independent contractor of the Corporation and (iii) the first anniversary of the date of death of the Optionee. The exercise prices of the options will be determined by the Board, in compliance with the policies of the CSE.

A copy of the Stock Option Plan is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Stock Options

As of the year ended July 31, 2024, the Corporation did not grant any stock options. The granting of options to purchase common shares of the Corporation are designed to encourage the NEOs to own an interest in the Corporation and therefore tie their long-term interests to those of the shareholders of the Corporation. In determining its recommendations on individual grants of options, the Compensation Committee considers factors such as: the performance and contributions to the success of the Corporation, the relative position of the individual, the years of service of the individual and past grants of options. When making recommendations to the Board on options, consideration is also given to the submissions of the Chief Executive Officer and the Chief Financial Officer. No specific weightings are assigned to each factor, but rather, a subjective determination is made based on a general assessment of performance of the individual relative to such factors.

Other Long-Term Incentive Plans

Other than the Corporation's Stock Option Plan, the Corporation currently does not have any other long-term incentive plans, including any supplemental executive retirement plans.

Risk

The Compensation Committee has considered the implications of the risks associated with the Corporation's compensation policies and practices. Such Committee intends to complete a yearly review of directors'

compensation having regard to various reports on current trends in directors' compensation and compensation data for Directors of reporting issuers of comparative size to the Corporation. Director compensation is currently limited to a yearly salary and grant of stock options pursuant to the Plan. Management of the Corporation reviews the compensation of officers of the Corporation for the prior year and in comparison to industry standards via information disclosed publicly. Management makes recommendations on compensation to the Compensation Committee. The Compensation Committee reviews and makes suggestions with respect to compensation proposals, and then makes a recommendation to the Board.

Inappropriate and excessive risks by executives are also mitigated by regular meetings of the Board, at which activity by the executives must be approved by the Board, if such activity is outside previously Board-approved actions and/or as set out in a board-approved budget.

A compensation consultant has not, at any time since the Corporation became a reporting issuer, been retained to assist in determining compensation for any of the Corporation's Directors and officers; however, with respect to compensation matters, the Compensation Committee has gathered publicly available compensation information and conducts ongoing discussions with other members of management in industry with respect to compensation.

Moreover, the Corporation has never permitted a NEO or director is permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Performance Graph

The Corporation was not a reporting issuer in any jurisdiction in Canada for at least 12 calendar months before the end of the most recent financial year ended July 31, 2024.

Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6 – *Statement of Executive Compensation*) sets forth all annual and long-term compensation for services paid to or earned by each NEO for the most recently completed financial years of the Corporation. The Corporation became a reporting issuer during the financial year ended July 31, 2024. Unless otherwise noted, salaries for the NEOs are paid in American dollars.

Name and Principal Position of Named Executive Officer	Year	Salary	Option-Based Awards	Non-Equity Incentive Plan Compensation		All Other Compensation	Total Compensation
				Annual Incentive Plans	Long-Term Incentive Plans		
Ricardo Phielix ⁽¹⁾ Former Chief Executive Officer	2024	€240,000	N/A	N/A	N/A	\$Nil	€240,000
Manny Bettencourt, Former Chief Financial Officer ⁽²⁾	2024	\$120,000	N/A	N/A	N/A	\$Nil	\$120,000

Moises Michan Portillo, Chief Operating Officer ⁽³⁾	2024	\$110,000	N/A	N/A	N/A	\$Nil	\$110,000
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Notes:

- (1) On November 30, 2024, Ricardo Phielix resigned as the Corporation's Chief Executive Officer and Atanas Kolarov was appointed Chief Executive Officer of the Corporation on December 7, 2024.
- (2) On November 30, 2024, Manny Bettencourt resigned as the Corporation's Chief Financial Officer and Jigar Desai was appointed as Interim Chief Financial Officer of the Corporation on December 7, 2024.
- (3) Mr. Portillo is not standing for re-election as a director of the Corporation at the Meeting.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The Corporation did not issue any share-based awards and option-based awards during the financial year ended July 31, 2024.

Incentive Plan Awards – Value Vested or Earned During the Year

The Corporation did not issue any share-based awards and option-based awards during the financial year ended July 31, 2024 and therefore, no option-based or share-based awards were vested.

Summary Compensation – Narrative Discussion

The compensation by each of the NEOs summarized above were earned in accordance with executive employment agreements with each of the named NEOs, as described below. During the year ended July 31, 2024, the Corporation was focusing on becoming a reporting issuer, closing its initial public offering and listing on the CSE, which occurred after the financial year ended July 31, 2024.

Pension Plan Benefits

As at the date of this Circular, the Corporation does not have any pension plans.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table summarizes the securities issued and authorized under the Corporation's equity compensation plans as at July 31, 2024.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans not approved by security	Nil	N/A	7,676,497

holders ⁽¹⁾			
Equity compensation plans approved by security holders	-	-	-
Total:	Nil	N/A	7,676,497

Notes:

- (1) Based on a total of 7,676,497 common shares issuable pursuant to the Stock Option Plan representing 10% of the Corporation's issued and outstanding share capital of 76,764,977 common shares as at July 31, 2024. The Corporation did not issue any stock options for the financial year ended July 31, 2024.

Termination and Change of Control Benefits and Management Contracts

During the year ended July 31, 2024, the Corporation was party to the below referenced contracts with its directors and NEOs for services provided to the Corporation or its subsidiaries. Other than the consulting agreement entered into between the Corporation's former Chief Executive Officer, Ricardo Phielix, and Chief Financial Officer, Manny Bettencourt, the Corporation was not party to any contract, agreement or arrangement that provided for payments to a Director or Named Executive Officer in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the Corporation or a change in a Named Executive Officer's responsibilities.

Ricardo Phielix — Former Chief Executive Officer

As at the most recently completed financial year, the Corporation's subsidiary DL Hudson Germany GmbH has executed a consulting agreement with a company controlled by Mr. Ricardo Phielix, former CEO of the Corporation to complete management services for a base remuneration of EUR 5,000 per month, subject to overtime up to a maximum of EUR 20,000 per month. This agreement contains standard termination provisions.

Manny Bettencourt — Former Chief Financial Officer

As of the most recently completed financial year, the Corporation's subsidiary Rektron AQ Limited has executed a consulting agreement with a company controlled by Mr. Manny Bettencourt, former CFO of the Corporation, to complete management services for a remuneration of \$10,000 per month during the IPO proceedings of the Corporation.

Moises Michan Portillo – Chief Operating Officer

As at the most recently completed financial year, the Corporation's subsidiaries Rektron AQ UK and DL Hudson Limited have continuing management agreements with Plutus Partners Limited, a company controlled by Mr. Sanjeev Shah Tolia and Mr. Swapnil Mokashi, that include the management services of Mr. Moises Michan Portillo in his capacity as a director of the Corporation and director and officer of the various entities within the Rektron group of companies, such as Rektron AQ UK, DL Hudson Limited, D L Hudson Dunes General Trading L.L.C. and DLH Istros Limited for a total remuneration of \$110,000 per year.

Directors

Compensation of Directors

The following table provides a summary of all amounts of compensation provided to the directors of the Corporation during the financial year ended July 31, 2024.

Name ⁽¹⁾	Fee Earned (\$)	Option-Based Awards (\$)	Non-Stock Option Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Trevor Turner	\$Nil	N/A	N/A	\$Nil	\$Nil

Michael Stier ⁽²⁾	\$Nil	N/A	N/A	\$Nil	\$Nil
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Notes:

- (1) The relevant disclosure for the NEOs is provided in the Summary Compensation Table for NEO's above.
(2) Michael Stier resigned from the Board on October 29, 2024.

Outstanding share-based awards and option-based awards

The Corporation did not issue any share-based awards and option-based awards during the financial year ended July 31, 2024.

Incentive Plan Awards – Value Vested or Earned During the Year

The Corporation did not issue any share-based awards and option-based awards during the financial year ended July 31, 2024 and therefore, no option-based or share-based awards were vested.

STATEMENT OF CORPORATE GOVERNANCE MATTERS**Corporate Governance**

Corporate governance relates to the activities of the Board, 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 and who are charged with the day-to-day management of the Corporation. *National Policy 58-201 Corporate Governance Guidelines* (“NP 58-201”) establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board 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 Corporation is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

Board of Directors

The Board is currently comprised of six directors: Swapnil Mokashi, Atanas Kolarov, Moises Michan Portillo, Trevor Turner, Satyam Bhasin, and Ronald Galetzki. Save for Mr. Portillo who is not standing for re-election at the Meeting, all such individuals are proposed to be elected as directors at the Meeting.

NI 58-101 defines an “independent director” as a director who has no direct or indirect material relationship with the Corporation. A “material relationship” is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member’s independent judgment.

Each of Messrs. Bhasin, Turner, and Galetzki are considered independent, while Messrs. Portillo, Mokashi, and Kolarov are not considered independent. Mr. Kolarov is the Chief Executive Officer of the Corporation, Mr. Portillo is the Chief Operating Officer of the Corporation and Mr. Mokashi is an employee of one of the Corporation’s subsidiaries, and are therefore not independent. Mr. Mokashi was appointed to the Board on November 28, 2024. Messrs. Kolarov and Galetzki were appointed to the Board on December 7, 2024.

Mr. Bhasin was appointed to the Board on November 20, 2024 to fill the vacancy created by the resignation of Mr. Stier. In order to meet good corporate governance best practices for non-venture issuers, the Board of Directors desires to have a board comprised of more than 50% independent directors. The Board currently does not consist of a majority of independent directors. However, if all director nominees are elected, the Board will be comprised of a majority of independent directors following the Meeting.

The Board supervises the management of the business and affairs of the Corporation and is mandated to act with a view to the best interests of the Corporation. The Board holds regular meetings to review the business and affairs of the Corporation and to make any decisions relating thereto. The Board believes that it functions independently of management. To enhance its ability to act independent of management, the members of the Board may meet in the absence of members of management and the non-independent directors or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate. The current Board did not hold any meetings of the independent directors during the financial year ended July 31, 2024.

On December 7, 2024, Trevor Turner was appointed as Lead Independent Director, following a review of the Corporation's procedures. On November 28, 2024, Swapnil Mokashi was appointed as Chair of the Board of Directors. Currently, the Board is satisfied that it exercises its responsibilities for independent oversight of management.

Meeting of Directors

The Board holds meetings as required. Since the beginning of the Corporation's most recently completed financial year, the independent directors have not held a meeting. Management maintains regular updates to the Board. The Board promotes a culture of openness, where the independent directors feel empowered to voice their opinions, concerns, ask tough questions and challenge assumptions.

During the financial year ended July 31, 2024, the Board held one formal meeting, where all directors were present. The Board did not hold additional meetings, as it was completing its initial public offering and subsequent listing on the CSE proceedings.

Other Reporting Issuer Directorships

None of the current directors of the Corporation or director nominees are directors of other reporting issuers (or the equivalent).

Board Mandate

The Corporation has a written board mandate.

Position Description for Chair and CEO

The Board has developed a written position description for the Chair of the Board. They have also developed a written position description for the chair of each of the Audit Committee and the Compensation Committee. The Board has also developed a written position description for the CEO and the for Lead Independent Director.

Orientation and Continuing Education

Each new director is given an outline of the nature of the business of the Corporation, its corporate strategy and current issues within the Corporation. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business and are given the opportunity to meet with counsel to the Corporation to discuss their legal obligations as directors of the Corporation.

In addition, management of the Corporation takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Corporation as a whole. The Corporation continually reviews the latest securities rules and policies. Any such changes or new requirements are then brought to the attention of the Corporation's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board promotes a culture of ethical business conduct through the nomination of board members it considers ethical, through avoiding or minimizing conflicts of interest, and by having a sufficient number of its independent board members address all corporate matters which rightly fall before a Board of a public corporation.

The Board has enacted a Code of Business Conduct and Ethics. In addition, the Corporation found that the fiduciary duties placed on individual directors by the Corporation'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 Corporation.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation 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. In any situation where a director has an interest in a material contract or material transaction, such director will abstain from voting on such matters.

Nomination of Directors

The Board will consider 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 duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this policy will be reviewed.

Compensation

The Corporation's Compensation Committee assists the Board in determining the compensation payable to directors and officers of the Corporation. Please see below a description of the Compensation Committee for more information.

Compensation Committee

To determine compensation payable, the Compensation Committee, consisting of Trevor Turner (Chair), Moises Michan Portillo, and Satyam Bhasin, of whom only Mr. Turner and Mr. Bhasin are independent, reviews compensation paid for directors and officers of companies of similar business, size and stage of development and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Corporation.

Further information regarding the Compensation Committee's responsibilities, powers and operation are set out above under the section entitled "*Role of the Compensation Committee*".

The Corporation believes that each of the Compensation Committee members possess the skills and experiences that enable the member to make decisions on the suitability of the compensation policies and practices of the Corporation as set out above. Upon the election of the nominated directors at the Meeting, the Corporation intends to make changes to the composition to the compensation committee to ensure that it is fully independent. Mr. Portillo will not stand for re-election at the Meeting. Mr. Turner has more than 20 years' experience in international banking, Mr. Portillo has an expansive resume from trading Fixed Income, Foreign Currency and

Commodities, and Mr. Bhasin is finance executive with more than 15 years of extensive experience in the banking and financial services industry.

Assessment of Board Performance

The Board of Directors monitors the adequacy of information given to directors, communication between the Board of Directors and management and the strategic direction and processes of the Board of Directors and its committees to satisfy itself that the Board of Directors, its committees and its individual directors are performing effectively.

Retirement and Term Limits

The Corporation has not adopted term limits for the directors on the Board, nor is there a mandatory retirement age. No such limits have been adopted in order to maintain a balance between ensuring fresh ideas and viewpoints are available to the Board while simultaneously not losing the benefits of experience and continuity contributed by longer serving directors on the Board.

Diversity and Inclusion

The diversity information disclosed in this document reflects the Corporation's situation as of July 31, 2024. The Corporation has adopted a written policy relating to the identification and nomination of directors that are women, Indigenous peoples, persons with disabilities or members of visible minorities (collectively, "Designated Groups"). Historically, the commodities trading industry has a pool of available candidates that is male-dominated. The Board generally identifies, evaluates and recommends candidates to become members of the Board with the goal of creating a Board and members of the senior management team that, as a whole, consists of individuals with various and relevant career experience, industry knowledge and experience, and financial and other specialized expertise. The composition of the Board is primarily a question of experience and expertise brought by each individual. The Corporation has not adopted a target for the representation of Designated Groups for its Board or for senior management, however, the Board, when searching for candidates, takes diversity into account. Any search firm engaged to assist the Board or a committee of the Board in identifying candidates for appointment to the Board will be specifically directed to include diverse candidates generally, and multiple women candidates in particular. The Board considers diversity in its broadest sense when evaluating candidates, including persons diverse in gender, ethnicity, experience, and background. The Board considers all factors it deems relevant in the process of identifying, evaluating, and recommending candidates for the Board and does not have a formal requirement to consider the level of representation of individuals from Designated Groups. Of the Corporation's five board nominees, three individuals are a member of a Designated Group. The Chairman of the Board and the interim CFO each identifies being a member of a Designated Group. The Corporation has made a concerted effort to bolster the diversity of its Board with the appointment and nomination of directors who are members of a Designated Group, and is committed to continuing to strengthen its diversity on an ongoing basis.

Environmental, Social & Governance ("ESG") Oversight

The Board as a whole is responsible for formulating guidelines and policies for the Corporation with respect to ensuring the health and safety of all of the Corporation's employees, for working to ensure the health and safety of the communities surrounding its properties by monitoring compliance by the Corporation with all applicable environmental and workplace health and safety guidelines of the jurisdictions where it and its subsidiaries operate, and for implementing and monitoring policies to advance the social and governance initiatives of the Corporation. The Corporation intends to adopt a formal ESG policy in the near future.

AUDIT COMMITTEE INFORMATION

The Audit Committee is responsible for the Corporation's financial reporting process and the quality of its financial reporting. In addition to its other duties, the Audit Committee reviews all financial statements, annual and interim, intended for circulation among Shareholders and reports upon these to the Board. In addition, the

Board may refer to the Audit Committee other matters and questions relating to the financial position of the Corporation. In performing its duties, the Audit Committee maintains effective working relationships with the board, management and the external auditors and monitors independence of those auditors. The Audit Committee has formally adopted an Audit Committee charter, which sets forth purposes of the Audit Committee and guidelines for its practices. The full text of the Audit Committee Charter is annexed hereto as Schedule “A”.

Composition

The current members of the Audit Committee are Messrs. Trevor Turner (Chair), Ronald Galetzki and Satyam Bhasin, all of whom are financially literate and independent. Assuming the successful election of all directors at the Meeting, the Board intends to re-examine committee composition with a view to maximizing diversity and relevant expertise on all committees, while ensuring full independence as required.

Meetings

The Chair of the Audit Committee, in consultation with the Audit Committee members, shall determine the schedule and frequency of the Audit Committee meetings provided that the Audit Committee will meet at least four (4) times in each fiscal year and at least once in every fiscal quarter. The Audit Committee shall have the authority to convene additional meetings as circumstances require. A schedule for each of the meetings will be disseminated to members of the Audit Committee prior to the start of each fiscal year. A detailed agenda for each meeting will be disseminated to members of the Audit Committee as far in advance of each meeting as is practicable.

Relevant Education and Experience

All of the Audit Committee members are senior-level business people with experience in financial matters and are considered financially literate under NI 52-110 – *Audit Committees* (“**NI 52-110**”) and each has an understanding of accounting principles used by the Corporation to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of experience.

Trevor Turner

Mr. Turner is an experienced banker with 20 years experience in international banking. His ability to understand complex financial solutions that benefit corporations is instrumental. Mr. Turner has worked with some of the most established financial institutions, in particular as a director of J. Safra Sarasin and relationship executive at HSBC covering Latin America and the Iberian Peninsula. Mr. Turner holds an honours degree in law from the University of West England, Bristol – UK and is fluent in Spanish, German and Portuguese.

Ronald Galetzki

Mr. Galetzki is a seasoned executive with over 27 years of experience in the mining and commodities sectors, specializing in copper concentrates, copper cathodes, molybdenum, and sulfuric acid procurement. With extensive expertise in marketing, sales, operations, shipping, and logistics, he has successfully led commercial strategies across the entire supply chain, from mines to ports and delivery to final customers. His career includes key leadership roles in world-renowned mining companies such as Codelco, Collahuasi, BHP Billiton, and KGHM. Most recently, as a Consultant and Logistics Manager at Istim Metals, he designed and developed a complete supply chain for U.S.-based customers, improving coordination between warehouses, ports, and final destinations. During his tenure at KGHM Chile, he served as Head of Marketing and Sales, managing copper concentrate and cathode sales generating over \$2.5 billion in revenue annually, while implementing cost-saving strategies that reduced freight and logistics expenses by millions of dollars. At BHP Billiton, he held roles such as Distribution Manager for Sulfuric Acid and Administrator for Copper Concentrates, overseeing inventory, logistics, and contract execution for large-scale operations. He was also a Senior Administrator for Sales and Shipping at Compañía Minera Doña Inés de Collahuasi S.C.M., where he managed international sales and shipping contracts for over 1.5 million tons of copper concentrates annually. He holds an MBA from Tulane University and Universidad de Chile, complemented by a BA in Management from Hartwick College.

Satyam Bhasin

Mr. Bhasin is an accomplished finance executive with more than 15 years of extensive experience in the banking and financial services industry. Currently, Mr. Bhasin serves as the Managing Director at Second Street Partners Fund in Dubai and the CEO of Second Street Partners in Mauritius, a quant fund specializing in investments across India and the U.S. Utilizing a strategic blend of cash and derivatives, he focuses on maximizing returns in these key markets. Previously, Mr. Bhasin held pivotal roles at Ekam Advisors, where he was a Director and Partner, managing foreign risk and providing advisory services, and at Citibank India, where he served as a Director. His expertise spans corporate sales, structured finance, and foreign exchange, with a focus on the Asia-Pacific region. Mr. Bhasin holds a Chartered Accountant designation from Sydenham College of Commerce & Economics in Mumbai. He is an accomplished executive with extensive experience working in hedge funds, quantitative finance, risk management, portfolio management, and equity capital markets.

Audit Committee Charter – Responsibilities and Duties

The Corporation’s Audit Committee Charter is attached hereto as Schedule “A”. Additional information regarding the Audit Committee is contained in the Corporation's annual information form for the year ended July 31, 2024 under the heading “Audit Committee” The Corporation's annual information form for the year ended July 31, 2024 is available on SEDAR+ (www.sedarplus.ca) under the Corporation's issuer profile.

Reporting

The Audit Committee shall report its deliberations and discussions regularly to the Board and shall submit to the Board the minutes of its meetings.

Audit Committee Oversight

At no time since the commencement of the Corporation’s most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board of Directors, and where applicable by the Audit Committee, on a case by case basis.

External Auditor Service Fees

The following table sets out the aggregate fees billed by Rektron AQ UK Limited, the Corporation’s wholly-owned subsidiary’s external auditor Goldwyns Chartered Accountants & Business Advisors in the last two financial years:

	Financial Year Ending	
	July 31, 2023	July 31, 2022
Audit Fees	USD\$70,000	USD\$55,357
Audit Related Fees	Nil	Nil
Tax Fees	USD\$5,000	USD\$5,000
All Other Fees	Nil	Nil
TOTAL:	USD\$75,000	USD\$60,357

The following table sets out the aggregate fees billed by the Corporation's external auditor Fareed Sheik & Co Chartered Professional Accountants in the last financial year:

	From incorporation to July 31, 2023
Audit Fees	CDN\$7,910
Audit Related Fees	Nil
Tax Fees	Nil
All Other Fees	Nil
TOTAL:	CDN\$7,910

The following table sets out the aggregate fees billed by the Corporation's external auditor PKF Littlejohn LLP in the last financial year:

	Financial year ended July 31, 2024
Audit Fees	£100,000
Audit Related Fees	-
Tax Fees	-
All Other Fees	-
TOTAL:	£100,000

Audit fees refer to fees billed for professional services rendered by the auditor for the audit of the Corporation's annual financial statements, and any reviews of the Corporation's unaudited interim financial statements.

Audit-related fees include fees billed for professional services rendered by the auditor consisting of employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews, review of subsidiary financials, and audit or attestation services not required by legislation or regulation.

Tax fees include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice include assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities

No other fees were billed by the auditor of the Corporation.

MANAGEMENT CONTRACTS

Except as otherwise disclosed herein, no management functions of the Corporation are to any substantial degree

performed by any other person or company other than by the directors or executive officers of the Corporation or its subsidiaries.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the most recently completed fiscal period was there any indebtedness of any director or officer, or any associate of any such director or officer to the Corporation or to any other entity which is, or at any time since the beginning of the most recently completed financial period, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The Corporation's management is not aware of any material interest of any director or executive officer or anyone who has held office as such since the beginning of the last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, except as disclosed herein.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in the Corporation's Management's Discussion and Analysis for the financial year ended July 31, 2024 and filed on www.sedarplus.ca under the Corporation's profile, there were no material interests, direct or indirect, of our insiders, proposed nominees for election as directors, or any associate or affiliate of such insiders or nominees since the commencement of the Corporation's most recently completed financial year, or in any proposed transaction, which has affected or would materially affect the Corporation.

OTHER BUSINESS

Management of the Corporation knows of no matters to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if matters not now known to management should come before the Meeting, Common Shares represented by proxies solicited by management will be voted on each such matter in accordance with the best judgment of the nominees voting same.

REGISTRAR AND TRANSFER AGENT

Odyssey Trust Company, located at 350 – 409 Granville Street, Vancouver BC V6C 1T2, is the registrar and transfer agent for the Corporation's Common Shares.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on SEDAR+ at <https://www.sedarplus.ca>. Financial information is provided in the Corporation's comparative financial statements and management discussion and analysis. Copies of the Corporation's financial statements and management discussion and analysis may be obtained, without charge, upon request to the Corporation by e-mailing ir@rektrongroup.com.

APPROVAL OF DIRECTORS

The contents and the sending of this Circular have been approved by the directors of the Corporation.

DATED at Vancouver, British Columbia, this 10th day of December, 2024.

(signed) "Atanas Kolarov"
Atanas Kolarov
Chief Executive Officer

**SCHEDULE “A”
REKTRON GROUP INC. (THE “COMPANY”)
AUDIT COMMITTEE CHARTER**

1. Mandate

The Audit Committee will be responsible for managing, on behalf of shareholders of the Company, the relationship between the Company and the external auditors. In particular, the Audit Committee will have responsibility for the matters set out in this Charter, which include:

- a. overseeing the work of external auditors engaged for the purpose of preparing or issuing an auditing report or related work;
- b. recommending to the board of directors the nomination and compensation of the external auditors;
- c. reviewing significant accounting and reporting issues;
- d. reviewing the Company’s financial statements, MD&A and earnings press releases before the Company publicly discloses this information;
- e. focusing on judgmental areas such as those involving valuations of assets and liabilities;
- f. considering management’s handling of proposed audit adjustments identified by external auditors;
- g. being satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements of the Company;
- h. establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- i. evaluating whether management is setting the appropriate tone by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities.

2. Membership of the Audit Committee

Composition

The audit committee will be comprised of at least such number of directors as required to satisfy the audit committee composition requirements of National Instrument 52-110, as amended from time to time. Each member will be a director of the Company.

Independence

The Audit Committee will be comprised of a number of independent directors required to enable the Company to satisfy:

- a. the independent director requirements for audit committee composition required by National Instrument 52-110, as amended from time to time; and
- b. the independent director requirements of the stock exchange on which the Company's shares are traded from time to time.

Chair

The Audit Committee shall select from its membership a chair.

Expertise of Audit Committee Members

Each member of the Audit Committee must be financially literate. Financially literate means the ability to read and understand a set of financial statements that represent a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Financial Expert

The Company will strive to include a financial expert on the Audit Committee. An Audit Committee financial expert means a person having: (i) an understanding of financial statements and accounting principles; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (iii) experience in preparing, auditing, analyzing or evaluating financial statements that present a similar breadth and level of complexity as the Company's statements; (iv) an understanding of internal controls; and (v) an understanding of an Audit Committee's functions.

3. Meetings of the Audit Committee

The Audit Committee must meet in accordance with a schedule established each year by the board of directors, and at other times as the Audit Committee may determine. A quorum for transaction of business in any meeting of the Audit Committee is a majority of members. At least twice a year, the Audit Committee must meet with the Company's chief financial officer and external auditors separately.

4. Responsibilities of the Audit Committee

The Audit Committee will be responsible for managing, on behalf of the shareholders of the Company, the relationship between the Company and the external auditors. In particular, the Audit Committee has the following responsibilities:

External Auditors

- a. the Audit Committee must recommend to the board of directors:
 - i. the external auditors to be nominated for the purpose of preparing or issuing an audit report or performing other audit or review services for the Company; and
 - ii. the compensation of the external auditors;
- b. the Audit Committee must be directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditors regarding financial reporting;
- c. with respect to non-audit services:
 - i. the Audit Committee must pre-approve all non-audit services provided to the Company or its subsidiaries by its external auditors or the external auditors of the Company's subsidiaries, except for tax planning and transaction support services in an amount not to exceed C\$15,000 for each service in a fiscal year; and
 - iii. the Audit Committee must pre-approve all non-audit services provided to the Company or its subsidiaries by its external auditors or the external auditors of the Company's subsidiaries, except de minimis non-audit services as defined in applicable law.
- d. the Audit Committee must also:
 - i. review the auditors' proposed audit scope and approach;
 - ii. review the performance of the auditors; and
 - iii. review and confirm the independence of the auditors by obtaining statements from the auditors on relationships between the auditors and the Company, including non-audit services, and discussing the relationships with the auditors;

Accounting Issues

- e. the Audit Committee must:
 - i. review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and,
 - ii. ask management and the external auditors about significant risks and exposures and plans to minimize such risks.

Financial Statements, MD&A and Press Releases

- f. the Audit Committee must:
 - i. review the Company's financial statements, MD&A and earnings press releases before the Company publicly discloses this information;
 - ii. in reviewing the annual financial statements, determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles;
 - iii. pay particular attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
 - iv. focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses, warranty, professional liability, litigation reserves and other commitments and contingencies;
 - v. consider management's handling of proposed audit adjustments identified by the external auditors;
 - vi. ensure that the external auditors communicate certain required matters to the committee;
 - vii. be satisfied that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements, other than the disclosure referred to in paragraph (f)(i) (above), and must periodically assess the adequacy of those procedures;
 - viii. be briefed on how management develops and summarizes quarterly financial information, the extent to which the external auditors review quarterly financial information and whether that review is performed on a pre- or post-issuance basis;
 - ix. meet with management, either telephonically or in person to review the interim financial statements;
 - x. to gain insight into the fairness of the interim statements and disclosures, the Audit Committee must obtain explanations from management on whether:
 - (a) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (b) changes in financial ratios and relationships in the interim financial statements are consistent with changes in the Company's operations and financing practices;

- (c) generally accepted accounting principles have been consistently applied;
- (d) there are any actual or proposed changes in accounting or financial reporting practices;
- (e) there are any significant or unusual events or transactions;
- (f) the Company's financial and operating controls are functioning effectively;
- (g) the Company has complied with the terms of loan agreements or security indentures; and
- (h) the interim financial statements contain adequate and appropriate disclosures;

Compliance with Laws and Regulations

- (i) the Audit Committee must:
 - 1. periodically obtain updates from management regarding compliance;
 - 2. be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements;
 - 3. review the findings of any examinations by regulatory agencies such as the Ontario Securities Commission; and
 - 4. review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements;

Employee Complaints

- (j) the Audit Committee must establish procedures for:
 - 1. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - 2. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other Responsibilities

- (k) the Audit Committee must:

1. review and approve the Company's hiring policies of employees and former employees of the present and former external auditors of the Company;
2. evaluate whether management is setting the appropriate tone by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
3. focus on the extent to which internal and external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of a systems breakdown;
4. gain an understanding of whether internal control recommendations made by external auditors have been implemented by management;
5. periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee and the board for approval;
6. review, and if deemed appropriate, approve expense reimbursement requests that are submitted by the chief executive officer or the chief financial officer to the Company for payment;
7. assist the board to identify the principal risks of the Company's business and, with management, establish systems and procedures to ensure that these risks are monitored; and
8. carry out other duties or responsibilities expressly delegated to the Audit Committee by the board.

5. Authority of the Audit Committee

The Audit Committee shall have the authority to:

- a. engage independent counsel and other advisors as it determines necessary to carry out its duties;
- b. set and pay the compensation for any advisors employed by the Audit Committee; and
- c. communicate directly with the internal and external auditors.

