



MINEHUB TECHNOLOGIES INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS AND
MANAGEMENT INFORMATION CIRCULAR**

**TO BE HELD ON
JUNE 20, 2024**

Dated as of May 7, 2024

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

NOTICE IS GIVEN that the annual general and special meeting (the “**Meeting**”) of the shareholders of **MINEHUB TECHNOLOGIES INC.** (the “**Company**”) will be held at 918-1030 West Georgia Street, Vancouver, BC, V6E 2Y3, on **Thursday, June 20, 2024 at 10:00 a.m.** (Pacific Time), for the following purposes:

1. To receive and consider the financial statements of the Company for the financial year ended January 31, 2024;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect the directors for the ensuing year;
4. To re-appoint Dale Matheson Carr-Hilton LaBonte LLP as the Company’s auditor for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. To consider and, if thought fit, to pass, an ordinary resolution to re-approve the Company’s 10% Rolling Stock Option Plan, as more particularly set out in the accompanying Circular; and
6. To transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The Meeting will be held in Person.

The Company will make available, upon request a telephone conference line

To receive the dial-in information, please email Michelle Teshima at admin@sentinelcorp.ca no less than 48 hours prior to the Meeting Date.

In order to streamline the Meeting process, the Company encourages shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form mailed to them with the Meeting materials. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Beneficial shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the “**Circular**”) accompanying this notice.

This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.

Regardless of whether a Shareholder plans to attend the Meeting, we request that each Shareholder complete and deliver the form of proxy as set out in the form of proxy and Information Circular.

The board of directors of the Company (the “**Board**”) has by resolution fixed the close of business on May 7, 2024 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company’s transfer agent, Odyssey Trust Company (“**Odyssey**”) at 350-409 Granville Street, Vancouver, BC, V6C 1T2, by hand or by fax in North America at 1-888-290-1175, no later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment(s) thereof, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia this 7th day of May, 2024.

BY ORDER OF THE BOARD

“Vince Sorace”

Vince Sorace

Executive Chair and Director

MINEHUB TECHNOLOGIES INC.
Suite 918, 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3

MANAGEMENT INFORMATION CIRCULAR

(containing information as at May 7, 2024 unless otherwise stated)

This Management Information Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management (the “**Management**”) of **MineHub Technologies Inc.** (the “**Company**”), for use at the annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of the Company to be held at Suite 918 – 1030 West Georgia Street, Vancouver, British Columbia on Thursday, June 20, 2024, at 10:00 a.m. (Vancouver time) for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

<p>The Meeting will be held in Person. The Company will make available, upon request a telephone conference line To receive the dial-in information, please email Michelle Teshima at admin@sentinelcorp.ca no less than 48 hours prior to the Meeting Date.</p>

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form mailed to them with the Meeting materials. Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Beneficial Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

SOLICITATION OF PROXIES

The Company will bear its own cost of soliciting proxies. Proxies may be solicited by mail and the directors, officers and regular employees of the Company may solicit proxies personally, by telephone or facsimile. None of these individuals will receive any extra compensation for such efforts.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder’s behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the “**Management Proxyholders**”).

A Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.

VOTING BY PROXY

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Common shares of the Company (“**Shares**”) represented by a properly executed proxy will be voted for or against or withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Odyssey Trust Company ("**Odyssey**") at 350-409 Granville Street, Vancouver, BC, V6C 1T2, by hand or by fax in North America at 1-888-290-1175), no later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays), prior to the time of the Meeting or any adjournment(s) thereof, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only registered Shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting. Registered Shareholders are holders of Shares whose names appear on the share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Shares. Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. The Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of their Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

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

The Company is not sending the Meeting materials directly to NOBOs in connection with the Meeting but rather has distributed copies of the Meeting materials to the Intermediaries for distribution to NOBOs. With respect to OBOs, in accordance with applicable securities law requirements, the Company has distributed copies of the Meeting materials to the clearing agencies and Intermediaries for distribution to OBOs. **The Company does not intend to pay for Intermediaries to deliver the Meeting materials and Form 54-101F7 Request for Voting Instructions Made by Intermediary to OBOs.**

Intermediaries are required to forward the Meeting materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting materials will either:

- (a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow; or
- (b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy

and deposit it with the Company, c/o Odyssey Trust, 350-409 Granville Street, Vancouver, BC, V6C 1T2.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of their Shares which they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert their own name or such other person's name in the blank space provided. **Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a Shareholder, their attorney authorized in writing or, if the Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment(s) thereof, or with the chairman of the Meeting on the day of the Meeting. Only registered Shareholders have the right to revoke a proxy.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

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

RECORD DATE, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value of which 68,134,675 Shares are issued and outstanding as of the record date of May 7, 2024 (the "Record Date"). Persons who are registered shareholders at the close of business on May 7, 2024 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held. The Company has only one class of voting shares.

Under the Company's Articles, the quorum for the transaction of business at a meeting of is two (2) shareholders entitled to vote at the meeting, present in person or represented by proxy.

To the knowledge of our directors and executive officers, there are no persons or companies that beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of all voting rights as of May 7, 2024.

STATEMENT OF EXECUTIVE COMPENSATION

The purpose of this Statement of Executive Compensation is to provide information about the Company's philosophy, objectives and processes regarding executive compensation. This disclosure is intended to communicate the compensation provided to the most highly compensated executive officers of the Company (the "Named Executive Officers" or "NEOs"). For the purposes of this Information Circular, a NEO means each of the following individuals:

- a) a chief executive officer ("CEO") of the Company;
- b) a chief financial officer ("CFO") of the Company;
- c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

During the financial year ended January 31, 2024, the NEOs of the Company were:

- President & COO - Andrea Aranguren, appointed May 16, 2023
- CEO - Arnoud Star Busmann, resigned July 17, 2023
- CEO - Andrea Aranguren, appointed July 17, 2023
- Gavin Cooper – CFO and Corporate Secretary

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table of compensation, excluding compensation securities, (presented in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*) provides an overview of the compensation paid by the Company to each NEO and director of the Company, current or former, for the completed financial years ended January 31, 2024 and 2023:

Table of compensation excluding compensation securities							
Name and position	Year end Jan 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Vince Sorace <i>Director, Chairman</i>	2024	55,000	Nil	Nil	Nil	Nil	55,000
	2023	25,000	Nil	Nil	Nil	Nil	25,000
Guy Halford-Thompson <i>Director</i>	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Joseph Nakhla <i>Director</i>	2024	10,000	Nil	Nil	Nil	Nil	10,000
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Arnoud Star Busmann ⁽¹⁾ <i>Former Director and Former CEO</i>	2024	183,676	Nil	Nil	Nil	Nil	183,676
	2023	246,182	Nil	Nil	Nil	Nil	246,182
Alison Graham ⁽²⁾ <i>Former Director</i>	2024	47,332	Nil	Nil	Nil	Nil	47,332
	2023	Nil	Nil	Nil	Nil	Nil	Nil

Table of compensation excluding compensation securities

Name and position	Year end Jan 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Andrea Aranguren⁽³⁾ <i>CEO and President</i>	2024	196,476	Nil	Nil	Nil	Nil	196,476
	2023	n/a	n/a	n/a	n/a	n/a	n/a
Gavin Cooper <i>CFO & Corporate Secretary</i>	2024	60,000	Nil	Nil	Nil	Nil	60,000
	2023	60,000	Nil	Nil	Nil	Nil	60,000

1. Mr. Busmann ceased to be CEO of the Company on July 15, 2023 and ceased to be a Director of the Company on May 1, 2024.
2. Ms. Graham ceased to be a Director of the Company on May 7, 2024.
3. Ms. Aranguren was engaged as President & COO on the acquisition of Waybridge Technologies Inc. in May 2023 and appointed as CEO of the Company on July 15, 2023. She became a Director of the Company on May 7, 2024.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table of compensation securities provides an overview of all compensation securities granted or issued by the Company to each NEO and director of the Company, current and former, for the financial year ended January 31, 2024, for services provided or to be provided, directly or indirectly, to the Company. Footnotes to the table disclose compensation securities held at the financial year end, but granted during previous financial years.

Compensation Securities ⁽¹⁾

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Vince Sorace <i>Director</i>	Stock Option ⁽²⁾	N/A	N/A	N/A	N/A	N/A	N/A
Guy Halford-Thompson <i>Director</i>	Stock Option ⁽³⁾	N/A	N/A	N/A	N/A	N/A	N/A
Joseph Nakhla <i>Director</i>	Stock Option ⁽⁴⁾	N/A	N/A	N/A	N/A	N/A	N/A
Arnoud Star Busmann <i>Former Director and Former CEO</i>	Stock Option ⁽⁵⁾	N/A	N/A	N/A	N/A	N/A	N/A
Gavin Cooper <i>CFO</i>	Stock Option ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	N/A
Alison Graham <i>Former Director</i>	Stock Option ⁽⁷⁾	N/A	N/A	N/A	N/A	N/A	N/A
Andrea Aranguren <i>CEO & President</i>	Stock Option	200,000	March 13, 2023	\$0.60	\$0.54	\$0.21	March 13, 2028
		200,000	July 17, 2023	\$0.60	\$0.42	\$0.21	July 17, 2028

1. On March 1, 2024, the Company completed a share consolidation of its outstanding common shares on the basis of one post-consolidation share for every two pre-consolidation shares. All options, exercise prices and closing price figures have been adjusted to reflect this consolidation.
2. Mr. Sorace holds 325,000 options exercisable at \$0.50 until September 29, 2025.
3. Mr. Halford-Thompson holds 200,000 options exercisable at \$0.50 until September 1, 2025, and 25,000 options exercisable at \$1.00 until January 29, 2026.
4. Mr. Nakhla holds 75,000 options exercisable at \$0.50 until September 1, 2025.

5. Mr. Busmann holds 400,000 options exercisable at \$0.50 and 50,000 options exercisable at \$1.00 until August 1, 2024.
6. Mr. Cooper holds 125,000 options exercisable at \$0.50 until September 1, 2025 and 12,500 options exercisable at \$1.00 until January 29, 2026.
7. Ms. Graham holds 200,000 options exercisable at \$0.51 until November 7, 2024.

There were no exercises of compensation securities by any NEO and director of the Company, current and former.

Summary of Stock Option Plan

The Company's stock option plan (the "**Stock Option Plan**") was amended in 2022 in accordance with TSX Venture Exchange ("**TSXV**") Policy 4.4 *Security Based Compensation*. The Stock Option Plan is a "rolling up to 10%" compensation plan as defined in TSXV Policy 4.4, and such types of plans require annual shareholder approval under TSXV policies. The Stock Option Plan last received shareholder approval at the Company's annual general meeting of shareholders held on June 27, 2023.

Under the Stock Option Plan, the Board may grant options (the "**Stock Options**") to purchase Common Shares of the Company to NEOs, Directors and employees of the Company or affiliated corporations and to consultants retained by the Company.

The Stock Option Plan reserves for issuance a maximum of 10% of the Common Shares at the time of a grant of options under the Stock Option Plan. The Stock Option Plan will be administered by the Board and provide for grants of non-transferable options under the Stock Option Plan at the discretion of the management of the Company to officers, directors, employees, management company employees, consultants or investor relations persons of the Company or its wholly-owned subsidiaries (each an "**Option Holder**").

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

The Option Plan provides that:

- (a) the maximum aggregate number of Common Shares that can be issued pursuant to the exercise of stock options is 10% of the Company's current issued and outstanding share capital (on a non-diluted basis);
- (b) stock options granted will have an expiry date not to exceed ten years from the date of grant;
- (c) any stock options granted that expire or terminate for any reason without having been exercised will again be available under the Option Plan;
- (d) stock options will vest as required by the TSXV, or such other stock exchange which the Company's Common Shares may be listed, and as may be determined by the administrator of the Option Plan, or in the absence of such body, the Board;
- (e) the minimum exercise price of any stock options issued under the Option Plan will be determined by the Board at the time of grant, subject to the requirements of the TSXV or such other stock exchange which the Company's Common Shares may be listed;
- (f) stock options granted will expire within a reasonable period of time after an optionee ceases to be involved with the Company (not to exceed one year), or for any options granted to an individual providing investor relations services, 30 days after the optionee ceases to be involved with the Company;
- (g) the Company cannot grant options to any one consultant in any 12 month period which could, when exercised, result in the issuance of shares exceeding 2% of the issued and outstanding Common Shares of the Company;

- (h) the maximum number of options granted to insiders must not, when exercised, result in the issuance of Common Shares, exceeding, in aggregate, 10% of the issued and outstanding shares of the Company;
- (i) the Company cannot grant options, in any 12 month period, to insiders which could, when exercised, result in the issuance of Common Shares, exceeding, in aggregate, 10% of the issued and outstanding shares of the Company;
- (j) the Company cannot grant options in any 12 month period to persons employed or engaged by the Company to perform investor relations activities which could, when exercised, result in the issuance of Common Shares exceeding, in aggregate, 2% of the issued and outstanding shares of the Company and options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than 1/4 of the options vested in any three month period;
- (k) in connection with the exercise of an option, as a condition to such exercise the Company may require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option;
- (l) if a change of control, as described in the Option Plan, occurs, all unvested options shall immediately become vested (other than options held by persons performing investor relations activities) and may thereon be exercised in whole or in part by the option holder, subject to any required approval by the TSXV, or such other stock exchange which the Company's Common Shares may be listed;
- (m) if an option holder ceases to be a Director, Officer, employee, management company employee or consultant of the Company, for any reason other than death, such option holder shall have rights to exercise any option not exercised prior to such termination within a reasonable period of time after the date of termination, such "reasonable period" not to exceed one year after termination;
- (n) if a Director, Officer, employee, management company employee or consultant dies prior to the expiry of his or her options, the legal representatives of such person may, within the lesser of one year from the date of the option holder's death or the expiry date of the options, exercise that portion of those options which remain outstanding; and
- (o) the Option Plan permits "Cashless Exercise" (as defined in TSXV Policy 4.4) whereby the Company may have an arrangement with a brokerage firm pursuant to which the brokerage firm will loan money to an option holder to purchase the common shares underlying the option holder's stock options. The brokerage firm then sells a sufficient number of common shares to cover the exercise price of the Stock Options in order to repay the loan made to the option holder.

External Management Companies

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Employment, Consulting and Management Agreements

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

The Company entered into a management consulting agreement dated March 1, 2019 (the “**Stonyridge Agreement**”) with Stonyridge BV (“**Stonyridge**”), a company incorporated under the laws of the Netherlands, whereby Stonyridge agreed to provide the services of Arnoud Star Busmann as Chief Executive Officer of the Company and, in consideration of which, the Company agreed to pay Stonyridge a base fee of €14,000 per month during the term of the Stonyridge Agreement, being a one year period and renewed on a month-to-month basis until such time as the engagement of Stonyridge was terminated in accordance with the provisions of the Stonyridge Agreement. Under the terms of the Stonyridge Agreement, Stonyridge was paid fees of \$246,182 for the financial year ended January 13, 2023; and \$183,676 for the financial year ended January 31, 2024 for the services of Arnoud Star Busmann as Chief Executive Officer. The Stonyridge Agreement terminated on July 17, 2023 upon the resignation of Mr. Busmann as CEO, though fees for consulting and other services provided by Mr. Busmann were paid to Stonyridge through the end of the financial year.

Upon acquisition of Waybridge Technologies Inc. in May 2023, the Company assumed the employment contract of Andrea Aranguren, former COO and current CEO of the Company (the “**Aranguren Agreement**”). The Aranguren Agreement, as modified, provides for a semi-monthly salary of US\$8,333. The Aranguren Agreement can be terminated by either party at any time and for any reason not prohibited by law, with or without notice. Ms. Aranguren received US\$145,549 for her roles initially as COO and then CEO for the financial year ended January 31, 2024.

Mr. Gavin Cooper, the Company’s CFO, presently works for the Company on a consulting basis and is an independent contractor to the Company. Mr. Cooper received consulting fees of \$60,000 for the financial year ended January 31, 2024; and \$60,000 for the financial year ended January 31, 2023 for his services as Chief Financial Officer.

Director Compensation

The Company intends to grant Stock Options to the directors of the Company under the Stock Option Plan at an exercise price determined in accordance with the Stock Option Plan, and vesting in accordance with the terms of the Stock Option Plan. The Company does not currently pay any other compensation to the Company’s directors. Directors will be reimbursed for their out-of-pocket expenses incurred in connection with acting in the capacity of a director of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth all compensation plans under which equity securities of the Company are authorized for issuance as of January 31, 2024.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights⁽¹⁾ (a)	Weighted-average exercise price of outstanding options, warrants and rights (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans⁽²⁾ (c)
Equity compensation plans approved by securityholders	4,000,000	0.60	2,813,467
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	4,000,000	0.60	2,813,467

(1) Represents the number of Shares available for issuance upon exercise of outstanding stock options as of January 31, 2024.

(2) Represents the number of Shares remaining available for future issuance under stock options available for grant as of January 31, 2024 under the Company’s stock option plan. The maximum number of Shares which may be issued pursuant to options granted under the Stock Option Plan is 10% of the issued and outstanding Shares at the time of grant. Summary of Stock Option Plan below for further details concerning the stock option plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At the date of this Circular, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company which is owing to the Company, or, which is owing to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company; or
- (ii) is indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company; or
- (iii) is indebted in relation to a securities purchase program or any other related program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (as defined in National Instrument 51-102, *Continuous Disclosure*) or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Presentation of Financial Statements

The audited financial statements of the Company for the financial year ended January 31, 2024 (the "**Financial Statements**") and the auditor's report thereon (the "**Auditor's Report**"), will be presented to Shareholders at the Meeting.

The Financial Statements, Auditor's Report, and related Management's Discussion and Analysis for the financial year ended January 31, 2024 are available on SEDAR+ under the Company's profile at www.sedarplus.ca.

Fixing the Number of Directors

Directors of the Company are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next annual general meeting, unless they resign or otherwise vacate office before that time. The Company currently has five directors, all of which are being recommended by management for re-election at the Meeting. It is proposed that the number of directors to be elected to hold office until the next

annual general meeting of Shareholders or until their successors are elected or appointed be set at five (5) directors.

The Company's management recommends that the Shareholders vote IN FAVOUR of the resolution setting the number of directors at five (5). Unless you give other instructions, the management proxyholders intend to vote FOR the resolution setting the number of directors at five (5).

Election of Directors

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

It is proposed that the below-stated nominees be elected at the Meeting as directors of the Company for the ensuing year. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the election to the Board of the nominees listed below.** Management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

The following table sets out the names of management's nominees for election as directors, all offices in the Company each nominee now holds, each nominee's principal occupation, business or employment for the past five years, the period of time during which each nominee has been a director of the Company, and the number of Shares owned by each nominee, directly or indirectly, or over which each nominee exercised control or direction, as at the Record Date.

Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	First Appointed as Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly⁽¹⁾
Vince Sorace⁽²⁾ Director <i>North Vancouver, British Columbia, Canada</i>	Kutchco Copper Corp., President & CEO (April 2015 – present) Interim President & CEO of Serra Energy Metals Corp. (Feb. 2021 – present)	February 19, 2018	1,495,001 (Direct) 210,250 (Indirect)
Joseph Nakhla⁽²⁾ Director <i>Port Moody, British Columbia, Canada</i>	Tribe Property Technologies, Founder and CEO (February 2012 – present)	October 15, 2018	620,455 (Direct)
Guy Halford-Thompson⁽²⁾ Director <i>North Vancouver, British Columbia, Canada</i>	Pepper Esports Inc., CEO (December 1, 2020 – present)	October 15, 2018	1,033,439 (Direct)
Troy Bullock Director <i>Burnaby, British Columbia, Canada</i>	Principal – Bullock Financial Advisors Inc. (Oct. 2021 – present)	May 7, 2024	Nil

Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	First Appointed as Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽¹⁾
Andrea Aranguren President & CEO, <i>Director</i> New Jersey, USA	President since May 16, 2023 CEO since July 17, 2023 Previously, Co-founder and Chief Customer Officer with Waybridge Technologies Inc.	May 7, 2024	200,000

1. *This information, not being within the knowledge of the Company, has been furnished by the respective nominees. Information provided as at the Record Date.*
2. *Member of the Audit Committee.*

Director Biographies

Vince Sorace, Director and Executive Chairman

Mr. Sorace is a mining and technology entrepreneur with over 30 years of international business and capital markets experience. Mr. Sorace has financed and led several resource, technology and alternative energy companies with assets and operations in the U.S., Canada, Europe and Asia, and has raised over \$300M in equity and debt financings for public and private entities. He has been the founder, served as a Director and held CEO positions for numerous companies with extensive experience in capital markets, operations & management and public company governance. Mr. Sorace is currently the President & CEO of Kutcho Copper Corp and Chairman and Interim President & CEO of Serra Energy Metals (formerly E79 Resources Corp). Mr. Sorace attended Simon Fraser University in Business Administration and the BC Institute of Technology in Management Systems.

Joseph Nakhla, Director

Mr. Nakhla has been a director of the Company since October 15, 2018. Mr. Nakhla is the founder and CEO of Bazinga Technologies Inc., a leading condo-living platform used in communities around the world. Mr. Nakhla is a director and the CEO of Tribe Property Technologies, including Tribe Management, one of Canada's fastest growing residential management companies, since February of 2012. Mr. Nakhla is the former COO of TIO Networks, a former TSX listed company acquired by Paypal. Mr. Nakhla currently sits on the board of directors of not-for profit entities helping change business improvement policies, as well as industry leading companies such as OctoAI.

Guy Halford-Thompson, Director

Mr. Halford-Thompson has been a director of the Company since October 15, 2018. He is an experienced entrepreneur in the Canadian technology ecosystem. His latest executive role was as CEO of Pepper Sports Inc., a next-generation esports platform he co-founded in December 2020.

Mr. Halford-Thompson was also a founder and director of BTL, the first public blockchain company to list on the Toronto Stock Exchange. His passion for blockchain technology started in 2013 when he co-founded QuickBitcoin, a bitcoin trading company that introduced one of the first Bitcoin ATMs to the United Kingdom.

In addition to his board role with MineHub, Mr. Halford-Thompson sits on the board of directors of Eli Technologies Inc., a Vancouver real estate technology company.

Troy Bullock

Mr. Bullock is a recognized leader in the Canadian technology space with over 25 years of international finance leadership experience having previously served as the President and CEO of Nanotech Security Corp. ("Nanotech"), a publicly listed company that was acquired in 2021. During his tenure at Nanotech, he led the company from start-up, including developing and executing a clear strategy, driving revenues of

over \$50 million, and ultimately through a successful sale of the business for over \$90 million. Before his tenure at Nanotech, Mr. Bullock was the CEO of Stormtech Performance Apparel where he played a pivotal role developing a new go-to market strategy and restructuring the business. Mr. Bullock's previous experience includes serving as the CFO and Director at TSX listed companies Ascalade Communications and Norsat International. Mr. Bullock has a proven track record of developing and executing a focussed go-to market strategy. Mr. Bullock is a Chartered Professional Accountant and holds a Bachelor of Business Administration from Simon Fraser University.

Andrea Aranguren, President, CEO and Director

Ms. Aranguren is an expert in logistics digitization and supply chain optimization with over a decade of experience in the field. Currently, Ms. Aranguren is President & CEO for MineHub Technologies. She was a co-founder of Waybridge Technologies Inc., which was acquired by MineHub in March 2023. Ms. Aranguren has led business development and supply chain optimization efforts for two successful startups and worked at IHS Markit as product manager for a variety of products, including a document digitization and inventory reconciliation tool for physical commodities. She was also VP of operations and logistics for Goldman Sachs' physical commodities business for several years. Ms. Aranguren graduated from the University of Pennsylvania with honors in Economics and received her MBA from Columbia University.

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

To the knowledge of the Company, none of the directors of the Company:

- (a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a director, chief executive officer ("**CEO**") or chief financial officer ("**CFO**") of any company (including the Company) that:
 - (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (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
- (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 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.

Appointment of Auditor

DMCL LLP, Chartered Professional Accountants of 1500, 1140 West Pender Street, Vancouver, BC V6E 4G1 are the auditors of the Company, and have been the only auditor of the Company since it was incorporated.

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of DMCL LLP, Chartered Professional Accountants as the auditors of the Company to hold office for the ensuing year at remuneration to be fixed by the directors.

Approval of Stock Option Plan

The Company's amended and restated stock option plan (the "**Stock Option Plan**") is the only equity compensation plan of the Company. The Stock Option Plan was most recently approved by the Shareholders at the Company's Annual General Meeting held on June 27, 2023 and aligns with TSXV Policy 4.4 – *Security Based Compensation*.

At the Meeting or any adjournment or postponement thereof, shareholders will be asked to pass an ordinary resolution to approve the Stock Option Plan (the "**Option Plan Resolution**"). Pursuant to the policies of the TSXV, the Stock Option Plan must be approved by shareholders annually. Details about the Stock Option Plan are included in this Circular under the heading "Statement of Executive Compensation – Summary of Stock Option Plan".

Option Plan Resolution

The Option Plan Resolution must be approved by at least a majority of the votes cast by shareholders present in person or represented by Proxy at the Meeting or any adjournment or postponement thereof.

The Board recommends that shareholders vote **FOR** the Option Plan Resolution. The full text of the Option Plan Resolution to be submitted to shareholders at the Meeting is set forth below:

"IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT:

- 1. The Company's Stock Option Plan, as described in the Information Circular dated May 7, 2024, is approved, confirmed and ratified;*
- 2. The Company is authorized to grant stock options under the Stock Option Plan, in accordance with its terms;*
- 3. Authority is granted to the Board of Directors of the Company to make such amendments to the Stock Option Plan as are required by the TSXV to obtain TSXV acceptance of the Stock Option Plan, without further approval of the shareholders; and*
- 4. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver such documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to this resolution."*

Proxies received in favour of management will be voted in favour of the Option Plan Resolution, unless the shareholder has specified in the Proxy that his or her Common Shares are to be voted against the Option Plan Resolution.

AUDIT COMMITTEE

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

The Audit Committee's Charter

The Company has adopted a Charter of the Audit Committee of the Board, a copy of which is attached as Schedule "A" of the Company's final prospectus which is available on the Company's SEDAR+ profile at www.sedarplus.ca (filed on SEDAR on August 20, 2021).

Composition of the Audit Committee

The Audit Committee is comprised of Guy Halford-Thompson, Joseph Nakhla, and Vince Sorace. Joseph Nakhla is the Chair of the Audit Committee. Mr. Halford-Thompson and Mr. Nakhla members of the Audit Committee are considered to be "independent" within the meaning of NI 52-110. Mr. Sorace is considered to "not" be independent as he was formerly the President of the Company and is the Executive Chair. Each of the members of the Audit Committee are considered to be "financially literate" within the meaning of NI 52-110. For the purposes of NI 52-110, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements. All members of the Audit Committee have experience reviewing financial statements and dealing with related accounting and auditing issues. Set out below is a description of the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an audit committee member.

Audit Committee Member	Relevant Education and Experience
Joseph Nakhla	Member of the audit committee and board of directors of publicly listed companies trading on the TSXV. In that capacity, Mr. Nakhla has reviewed and approved financial statements.
Guy Halford-Thompson	Formerly member of the audit committee and board of directors of publicly listed companies trading on the TSXV. In that capacity, Mr. Halford-Thompson has reviewed and approved financial statements.
Vince Sorace	Member of the audit committee and board of directors of various publicly listed companies trading on the TSXV. In that capacity, Mr. Sorace has reviewed and approved financial statements prior to filing.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Exemption for Venture Issuers

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption contained in Section 6.1 of NI 52-110, which exempts the Company from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures

Pursuant to the Audit Committee Charter, external auditors must obtain the Audit Committee's pre-approval before commencing any non-audit service not prohibited by law.

External Auditors Service Fees (By Category)

The fees billed by the Company's external auditors during the financial years ended January 31, 2024 and 2023 were as follows:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit-Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees
January 31, 2024	\$48,000	Nil	\$5,200	Nil
January 31, 2023	\$36,500	\$8,500	\$7,400	Nil

- (1) Audit fees consist of fees for the audit of the Company's annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.
- (2) Audit-related fees are fees for assurance and related services related to the performance of the audit or review of the annual financial statements that are not reported under "Audit Fees". These include due diligence for business acquisitions, audit and accounting consultations regarding business acquisitions, and other attest services not required by statute.
- (3) Tax fees, tax planning, tax advice and various taxation matters.

CORPORATE GOVERNANCE DISCLOSURE

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 Company. 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.

National Policy 58-201 – *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices which disclosure is set out below.

Independence of Members of Board

The Board is presently comprised of Vince Sorace, Andrea Aranguren, Joseph Nakhla, Guy Halford-Thompson and Troy Bullock. Andrea Aranguren is not considered to be independent within the meaning of NI 52-110 as she is the current President and CEO of the Company. Mr. Sorace is also not considered to be independent as he was the former President of the Company and is the Executive Chair. For the purposes of NI 52-110, a director is considered "independent" if he or she has no direct or indirect material relationship with the issuer. A material relationship is one which could, in the view of the issuer's board, be reasonably expected to interfere with the exercise of a member's independent judgment. The following table identifies the Board members and a director nominee.

Director	Independence
Vince Sorace	Not considered independent because he is the former President of the Company and is currently the Executive Chair
Andrea Aranguren	Not considered independent because she is the President and CEO of the Company
Guy Halford-Thompson	Independent
Troy Bullock	Independent

Director	Independence
Joseph Nakhla	Independent

To safeguard independence, the independent directors are encouraged to have open and frank discussions at the regularly scheduled meetings and, if necessary, require that the non-independent directors leave the meeting while such discussions are undertaken.

Participation of Directors in Other Reporting Issuers

As of the date hereof, the following directors are also directors of other reporting issuers (or the equivalent in a foreign jurisdiction).

Name of Director	Other Reporting Issuer
Joseph Nakhla	Tribe Property Technologies Inc., TSXV
Vince Sorace	Kutcho Copper Corp., TSXV Nevaro Capital Corporation, unlisted reporting issuer Serra Energy Metals Corp., CSE
Guy Halford-Thompson	N/A
Troy Bullock	N/A
Andrea Aranguren	N/A

Board Mandate

The Board is responsible for managing the business and affairs of the Company and, in doing so, must act honestly and in good faith with a view to the best interests of the Company. The Board is responsible for approving long-term goals and objectives for the Company, ensuring the plans and strategies necessary to achieve those objectives are in place and supervising senior management who is responsible for the implementation of long-term strategies and day-to-day management of the Company. The Board retains a supervisory role and ultimate responsibility for all matters relating to the Company and its business. The Board discharges its responsibilities both directly and through its standing committee (the Audit Committee) and any ad hoc committee it may establish to address issues of a more short-term nature.

Orientation

The Company has not yet developed an official orientation or training program for directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and officers of the Company. As each director has a different skill set and professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director.

Ethical Business Conduct

The Board conducts itself with high business and moral standards and follows all applicable legal and financial requirements.

Nomination of Directors

The full Board will be involved in the nomination of new candidates for board positions. Board members will be asked for recommendations of people that they know of or have heard of that would contribute to the success of the Company if added to the board of directors.

Compensation

The Company does not have a Compensation Committee. The Board is responsible for determining all forms of compensation, including long-term incentives in the form of Stock Options to be granted to directors, officers and consultants of the Company. The Board is also responsible for reviewing recommendations for compensation of the Chief Executive Officer and other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position.

When determining the compensation of its officers, the Board will consider: (i) recruiting and retaining officers critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

Other Board Committees

The Company has no other committees other than the audit committee.

Assessments

Any committee of the directors and individual directors are assessed on an ongoing basis by the Board in their entirety. The Board has not yet, adopted formal procedures for assessing the effectiveness of the board, the audit committee or individual directors.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR+ at www.sedarplus.ca. Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial year ended January 31, 2024 (which will be available after May 31, 2024). Shareholders may contact the Company to request copies of the financial statements and Management's Discussion and Analysis.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

DATED at Vancouver, British Columbia, the 7th day of May, 2024.

APPROVED BY THE BOARD OF DIRECTORS

/s/ Vince Sorace

Vince Sorace, Executive Chair and Director