MINEHUB TECHNOLOGIES INC.

NOTICE OF ANNUAL GENERAL MEETING

OF SHAREHOLDERS AND

MANAGEMENT INFORMATION CIRCULAR

TO BE HELD ON

May 25, 2026

Dated as of April 10, 2026

NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE IS GIVEN that the annual general 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 **Monday, May 25, 2026** at **10:00 a.m.** (Vancouver time), for the following purposes:

1. To receive and consider the financial statements of the Company for the financial year ended December 31, 2025;
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 DMCL LLP, Chartered Professional Accountants, 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 info@minehub.com
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 Notice and Access Notification. 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 request for financial staetments 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 Circular.

The board of directors of the Company (the "**Board**") has by resolution fixed the close of business on April 10, 2026 as the record date, being the date for the determination of the holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

The Company has opted to use the notice and access rules developed by the Canadian Securities Administrators to reduce the volume of paper in the materials distributed for the Meeting. Instead of receiving the Circular with the form of proxy or voting instruction form, shareholders will receive a notice and access notification ("**Notice and Access Notification**") with instructions for accessing the remaining Meeting materials online. The Circular and other relevant materials are available via the internet at www.minehub.com/agm or under the Company's profile on the SEDAR+ website at www.sedarplus.ca.

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 1100 – 67 Yonge Street, Toronto, ON, M5E 1J8, 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 chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

Non-registered shareholders who receive a Notice and Access Notification 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 10th day of April, 2026.

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 April 10, 2026 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 meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of the Company to be held at Suite 918 – 1030 West Georgia Street, Vancouver, British Columbia on Monday, May 25, 2026, at 10:00 a.m. (Vancouver time) for the purposes set forth in the accompanying Notice of Meeting and at any adjournment 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 info@minehub.com
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 Notice and Access Notification. 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 at 1100 – 67 Yonge Street, Toronto, ON, M5E 1J8, 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 chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently. Secure online voting is also available at: https://login.odysseytrust.com/pxlogin

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 Notice and Access Notification directly to NOBOs in connection with the Meeting but rather has distributed copies of the Notice and Access Notification 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 Notice and Access Notification 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, 1100 – 67 Yonge Street, Toronto, ON, M5E 1J8.**

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 chair of the Meeting on the day of the Meeting. Only registered Shareholders have the right to revoke a proxy.

The Company is using the notice and access process under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of the Meeting materials to Shareholders. Accordingly, the Meeting materials can be accessed by going to the Company's website at www.minehub.com/agm for a period of one year from the date of the Meeting, or by visiting the Company's SEDAR+ profile at www.sedarplus.ca. Shareholders will receive a notice package from the Company that includes: (i) the relevant form of proxy or voting instruction form, (ii) basic information about the Meeting and the matters to be voted on; (iii) instructions on how to obtain a paper copy of the Meeting materials; and (iv) a plain language explanation of how the notice and access system operates and how the Meeting materials can be accessed online. Registered Shareholders and those beneficial Shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting materials with the notice package.

Shareholders who wish to receive paper copies of the Meeting materials may request them by contacting the Company by telephone at (778) 373-3747 or by email at info@minehub.com. To receive paper copies well in advance of the proxy deposit deadline, the Company must receive the request no later than 4:00 p.m. (Vancouver time) on Friday May 1, 2026.

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 103,793,110 Shares are issued and outstanding as of the record date of April 10, 2026 (the "**Record Date**"). Shareholders at the close of business on April 10, 2026 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 as of the Record Date, 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 except for Abaxx Technologies Inc., which owns 17,699,649 Shares, or 17.0% of issued and outstanding Shares.

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 and is being presented in accordance with National Instrument Form 51-102F6V - *Statement of Executive Compensation – Venture Issuers*. This disclosure is intended to communicate the compensation provided to the most highly compensated executive officers of the Company.

For the purposes of this Circular:

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

"**NEO**" or "**Named Executive Officer**" 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 December 31, 2025, the NEOs of the Company were:

- CEO – Andrea Aranguren
- CFO and Corporate Secretary – Monika Russell
- COO – Esther Babb

MineHub has changed its financial year end from January 31 to December 31. Therefore, its first financial year ended December 31 is for the year ended December 31, 2025 which reflects an eleven month period from February 1, 2025 to December 31, 2025.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table of compensation, excluding compensation securities, provides an overview of the compensation paid by the Company to each director and NEO of the Company, current or former, for the completed financial years ended December 31, 2025 and January 31, 2025:

All dollar amounts referenced herein are in Canadian dollars unless otherwise specified.

Table of compensation excluding compensation securities							
Name and position	**Year end[1]**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**All other compen-sation ($)**	**Total compensation ($)**
Andrea Aranguren[2] *CEO and President, Director*	Dec 2025	255,524	Nil	Nil	Nil	Nil	255,524
	Jan 2025	275,600	Nil	Nil	Nil	Nil	275,600
Monika Russell[3] *CFO & Corporate Secretary*	Dec 2025	229,167	Nil	Nil	Nil	Nil	229,167
	Jan 2025	167,123	Nil	Nil	Nil	Nil	167,123
Esther Babb[4] *COO*	Dec 2025	255,524	Nil	Nil	Nil	Nil	255,524
	Jan 2025	108,730	Nil	Nil	Nil	Nil	108,730
Vince Sorace *Director, Chairman*	Dec 2025	110,000	Nil	Nil	Nil	Nil	110,000
	Jan 2025	120,000	Nil	Nil	Nil	Nil	120,000
Troy Bullock[5] *Director*	Dec 2025	Nil	Nil	22,000	Nil	Nil	22,000
	Jan 2025	Nil	Nil	16,000	Nil	Nil	16,000
Guy Halford-Thompson *Director*	Dec 2025	Nil	Nil	22,000	Nil	Nil	22,000
	Jan 2025	Nil	Nil	16,000	Nil	Nil	16,000
Joseph Nakhla *Director*	Dec 2025	Nil	Nil	22,000	Nil	Nil	22,000
	Jan 2025	Nil	Nil	16,000	Nil	Nil	16,000

Notes:

1. MineHub has changed its financial year end from January 31 to December 31. Therefore, its first financial year ended December 31, 2025 reflects an eleven month period from February 1, 2025 to December 31, 2025.
2. Ms. Aranguren was appointed as President & COO of the Company upon 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. Ms. Aranguren's salary is denominated in U.S. dollars and has been translated to Canadian dollars at an exchange rate of 1.378, which represents the average exchange rate for the year ended January 31, 2025.
3. Ms. Russell was appointed as CFO on June 1, 2024 and as Corporate Secretary on June 20, 2024.
4. Ms. Babb was appointed as COO effective September 9, 2024 and departed from the Company effective March 27, 2026.
5. Mr. Bullock became a director on May 8, 2024.

Stock Options and Other Compensation Securities

The following table of compensation securities provides an overview of all compensation securities granted or issued by the Company to each director and NEO of the Company, current and former, for the financial year ended December 31, 2025, 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							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class[1]**	**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**
Andrea Aranguren *CEO & President, Director*	Stock Option[2]	270,000 Underlying security: 270,000 Shares (0.26%)	July 25, 2025	$0.40	$0.38	$0.79	July 25, 2030
Monika Russell *CFO & Corporate Secretary*	Stock Option[3]	110,000 Underlying security: 110,000 Shares (0.11%)	July 25, 2025	$0.40	$0.38	$0.79	July 25, 2030
Esther Babb *COO*	Stock Option[4]	53,000 Underlying security: 53,000 Shares (0.05%)	July 25, 2025	$0.40	$0.38	$0.79	July 25, 2030
Vince Sorace *Director*	Stock Option[5]	125,000 Underlying security: 125,000 Shares (0.12%)	July 25, 2025	$0.40	$0.38	$0.79	July 25, 2030
		325,000 Underlying security: 325,000 Shares (0.31%)	September 25, 2025	$0.75	$0.73	$0.79	September 25, 2030
Troy Bullock *Director*	Stock Option[6]	20,000 Underlying security: 20,000 Shares (0.02%)	July 25, 2025	$0.40	$0.38	$0.79	July 25, 2030
Guy Halford-Thompson *Director*	Stock Option[7]	20,000 Underlying security: 20,000 Shares (0.02%)	July 25, 2025	$0.40	$0.38	$0.79	July 25, 2030
		75,000 Underlying security: 75,000 Shares (0.07%)	September 25, 2025	$0.75	$0.73	$0.79	September 25, 2030
Joseph Nakhla *Director*	Stock Option[8]	20,000 Underlying security: 20,000 Shares (0.02%)	July 25, 2025	$0.40	$0.38	$0.79	July 25, 2030

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class[(1)]**	**Date of issue or grant**	**Issue, conver-sion 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**
		75,000 Underlying security: 75,000 Shares (0.07%)	September 25, 2025	$0.75	$0.73	$0.79	September 25, 2030

Notes:
1. Percentage based on 103,605,926 Shares issued and outstanding as at December 31, 2025.
2. Ms. Aranguren held a total of 1,120,000 Stock Options to purchase 1,120,000 Shares as at December 31, 2025.
3. Ms. Russell held a total of 510,000 Stock Options to purchase 510,000 Shares as at December 31, 2025.
4. Ms. Babb held a total of 453,000 Stock Options to purchase 453,000 Shares as at December 31, 2025.
5. Mr. Sorace held a total of 575,000 Stock Options to purchase 575,000 Shares as at December 31, 2025.
6. Mr. Bullock held a total of 220,000 Stock Options to purchase 220,000 Shares as at December 31, 2025.
7. Mr. Halford-Thompson held a total of 320,000 Stock Options to purchase 320,000 Shares as at December 31, 2025.
8. Mr. Nakhla held a total of 320,000 Stock Options to purchase 320,000 Shares as at December 31, 2025.
9. Stock options granted to directors and NEO's of the Company vest over two years (25% every six months from the grant date).

During the Company's most recently completed fiscal year ended December 31, 2025, no exercises of compensation securities were made by a director or NEO of the Company.

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* ("**Policy 4.4**"). 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 24, 2025.

Under the Stock Option Plan, the Board may grant options ("**Stock Options**") to purchase 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 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 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 Stock Option Plan provides that:

(a) the maximum aggregate number of 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 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 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 Shares of the Company;

(h) the maximum number of options granted to insiders must not, when exercised, result in the issuance of 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 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 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 Stock 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 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 Stock 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 Shares underlying the option holder's Stock Options. The brokerage firm then sells a sufficient number of 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.

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 base salary of US$200,000. The Aranguren Agreement can be terminated by either party at any time and for any reason not prohibited by law, with or without notice. The Aranguren Agreement also contains confidentiality, non-compete and non-solicitation provisions.

On May 1, 2024, the Company entered into an employment agreement with Monika Russell to act as its Chief Financial Officer (the "**Russell Agreement**"). The Russell Agreement provides for a base salary of $250,000 per annum and participation in the Company's employee benefit plans. Ms. Russell's employment agreement also contains confidentiality, non-compete and non-solicitation provisions.

On September 9, 2024, the Company entered into an employment agreement with Esther Babb to act as its Chief Operating Officer (the "**Babb Agreement**"). The Babb Agreement provides for a base salary of US$200,000 per annum and participation in the Company's employee benefit plans. Ms. Babb's employment agreement also contains confidentiality and non-solicitation provisions. Ms. Babb departed from the Company effective March 27, 2026.

Termination and Change of Control Benefits

The Russell Agreement includes a termination clause which provides for four months of severance, increasing by one month per year of service to a maximum of eight months. In the event of termination following a change of control, or resignation for good reason following a change of control, the Russell Agreement allows for 12 months severance.

The Babb Agreement includes a termination clause which provides for three months of severance.

Director Compensation

The Company compensates its non-executive directors $24,000 per annum to serve as directors of the Company, effective June 1, 2024. There are no additional fees for serving on or chairing committees. Directors will be reimbursed for their out-of-pocket expenses incurred in connection with acting in the capacity of a director of the Company.

The Company periodically grants 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.

Oversight and Description of Director and NEO Compensation

Director and NEO compensation is initially considered by the Compensation, Governance and Nominating Committee (the "**CGN Committee**"), which is currently comprised of Joseph Nakhla (chair), Troy Bullock and Guy Halford-Thompson.

The CGN Committee assists the Board in fulfilling its obligations relating to compensation issues. The CGN Committee considers compensation of executive officers, seeking information and feedback from management of the Company when needed. The proposed executive compensation is then presented to the Board for approval and/or ratification, as applicable. The CGN Committee also makes recommendations to the Board respecting the Company's incentive compensation plans, including administration of the Stock Option Plan. It also has the responsibilities of reviewing and recommending director compensation, overseeing the Company's base compensation structure and evaluating the performance of executives.

The compensation of the Company's executives is designed to provide market-competitive compensation to attract and retain executives with the management skills required to execute on the Company's objectives, to reward team members for their contribution to the overall success of the Company and achievement of planned business objectives in their area of responsibility, while also encouraging teamwork and the building of a high performing organization. The compensation of the Company's executive currently includes base salary and the Stock Option Plan. The Company does not currently have a bonus plan or any other long-term incentive plan in place.

Base Salary

Base salaries are intended to provide an appropriate level of fixed compensation that will assist in employee retention and recruitment. Base salaries will be based on an assessment of factors such as the executive's performance, a consideration of competitive compensation levels in companies similar to the Company and a review of the performance of the Company as a whole and the role such executive played in such corporate performance.

Stock Option Plan

The Company uses its Stock Option Plan as an equity-related mechanism to attract, retain and motivate qualified directors, officers, employees, consultants and contractors, to provide an incentive to such individuals to contribute toward the long-term goals of the Company, and to encourage such individuals to acquire Shares of the Company as long-term investments. The number of Shares, the exercise price per Share, the vesting period and any other terms and conditions of options granted pursuant to the Stock Option Plan, from time to time, will be determined by the Board at the time of the grant, subject to the defined parameters of the Stock Option Plan and compliance with TSXV policies.

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 December 31, 2025.

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	6,500,937	0.42	3,859,656
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	6,500,937	0.42	3,859,656

(1) Represents the number of Shares available for issuance upon exercise of outstanding Stock Options as of December 31, 2025.

(2) Represents the number of Shares remaining available for future issuance under Stock Options available for grant as of December 31, 2025 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. See "*Statement of Executive Compensation - Summary of Stock Option Plan*" above 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

Fixing the Number of Directors

Directors of the Company are elected for a term of office that expires at the next annual general meeting of shareholders such that, if elected, each 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 whom 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 Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly[(1)]
Vince Sorace Director and Executive Chair *North Vancouver, British Columbia, Canada*	Kutcho Copper Corp., President & CEO (April 2015 – present) Executive Chair of the Company	February 19, 2018	1,856,251 (Direct)

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 Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly[1]
Andrea Aranguren President & CEO, Director *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 (Direct)
Troy Bullock[2][3] Director *Burnaby, British Columbia, Canada*	Principal – Bullock Financial Advisors Inc. (Oct. 2021 – present)	May 7, 2024	30,000 (Direct)
Guy Halford-Thompson[2][3] Director *Garden Bay, British Columbia, Canada*	Corporate Director	October 15, 2018	1,043,439 (Direct)
Joseph Nakhla[2][3] Director *Port Moody, British Columbia, Canada*	Tribe Property Technologies, Founder and CEO (February 2012 – present)	October 15, 2018	620,455 (Direct)

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. Troy Bullock is the Chair of the Audit Committee.*
3. *Member of the CGN Committee. Joseph Nakhla is the Chair of the CGN 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. Mr. Sorace attended Simon Fraser University in Business Administration and the BC Institute of Technology in Management Systems.

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 the Company. She was a co-founder of Waybridge Technologies Inc., which was acquired by the Company 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.

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.

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 Esports Inc., a next-generation esports platform he co-founded, from December 2018 to November 2021.

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 the Company, Mr. Halford-Thompson sits on the board of directors of Eli Technologies Inc., a Vancouver real estate technology company.

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.

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, except as disclosed below, 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.

Ms. Russell, who is the CFO of the Company, was the CFO of Freshlocal Solutions Inc (formerly Rainy Hollow Ventures Inc.) ("**Freshlocal**") from February 2022 to May 2023. On May 16, 2022, the Supreme Court of British Columbia issued an order granting Freshlocal's application for creditor protection under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**"), which was intended to enable Freshlocal to pursue a restructuring. This order also extended protection to Sustainable Produce Urban Delivery Inc., 569672 BC Limited, Organics Express Inc., Mainland Fresh Distribution Inc., Food-X Urban Delivery Inc., Food-X Technologies Inc., Food-X Technologies GP Inc., Food-X Technologies (eGMS) Inc., Food-X Technologies SA, Food-X Technologies Limited Partnership, Be Fresh (AB) Inc., and Blush Lane Organic Produce Ltd. The aforementioned companies sought creditor protection to address short-term liquidity issues, which were in large part caused by market conditions that made Freshlocal unable to obtain necessary bridge financing. Freshlocal's proposed restructuring was approved by the Supreme Court of British Columbia on October 18, 2022 with a closing date of May 29, 2023, at which time the proceedings pursuant to the CCAA were terminated. The restructured group of companies continues to be operational as a privately held business.

On June 1, 2022, Freshlocal received a cease trade order issued by the British Columbia Securities Commission for failure to file its interim financial report, interim management's discussion and analysis, and certification of interim filings. Freshlocal subsequently underwent the aforementioned restructuring and privatization pursuant to the CCAA and the cease trade order remains in effect as of the date hereof. Ms. Russell was CFO of Freshlocal until May 2023.

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 24, 2025 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 April 10, 2026, 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 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 Troy Bullock (Chair), Guy Halford-Thompson, and Joseph Nakhla, all of whom are considered to be "independent" within the meaning of NI 52-110. 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
Troy Bullock	Chartered Professional Accountant, formerly a director and officer of publicly listed companies trading on the TSX and the TSXV.
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.
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.

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 December 31, 2025 and January 31, 2025 were as follows:

Financial Year Ending	Audit Fees[(1)]	Audit-Related Fees[(2)]	Tax Fees[(3)]	All Other Fees
December 31, 2025	$128,750	Nil	$10,100	Nil
January 31, 2025	$117,000	Nil	$11,100	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. Audit fees invoiced in the financial year ended December 31, 2025 includes a timing difference of $25,000 for interim billings prior to year end.
(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
Troy Bullock	Independent
Guy Halford-Thompson	Independent
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
Vince Sorace	Kutcho Copper Corp., TSXV Nevaro Capital Corporation, unlisted reporting issuer 1548043 B.C. Ltd., unlisted reporting issuer
Andrea Aranguren	N/A
Troy Bullock	N/A
Guy Halford-Thompson	N/A
Joseph Nakhla	Tribe Property Technologies Inc., TSXV

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 committees (the Audit and CGN Committees) 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.

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 December 31, 2025. Shareholders may access the Company's website at www.minehub.com/financials or 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 10th day of April, 2026.

APPROVED BY THE BOARD OF DIRECTORS

/s/ *Vince Sorace*
Vince Sorace, Executive Chair and Director