



MANAGEMENT INFORMATION CIRCULAR

AND

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF**

LUXXFOLIO HOLDINGS INC.

TO BE HELD ON MAY 12, 2026

Dated: April 7, 2026

LUXXFOLIO HOLDINGS INC.
#417 - 1080 MAINLAND STREET, VANCOUVER, BC V6B 2T4

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of **LUXXFOLIO HOLDINGS INC.** (the "**Company**" and "**Luxxfolio**") will be held at Suite 750 - 1095 W Pender Street, Vancouver, BC V6E 2M6 on Tuesday, May 12, 2026, at 10:00 a.m. (Vancouver time) for the following purposes:

- (a) to receive and consider the financial statements of the Company for the fiscal year ended August 31, 2025 and the auditor's report thereon;
- (b) fixing the number of directors to be elected at the Meeting at four (4);
- (c) the election of directors of the Company;
- (d) the appointment of the auditor, CAN Partners LLP, and the authorization of the directors of the Company to fix the auditor's remuneration; and
- (e) to consider any amendment or variation of the above matters or any other matter that may be brought before the Meeting or any adjournment or adjournments thereof in such manner as such proxy, in such proxyholder's sole judgment, may determine.

The nature of the business to be transacted at the Meeting and the specific details of the matters proposed to be put to the Meeting are described in further detail in the accompanying Management Information Circular ("Information Circular").

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 7, 2026 (the "**Record Date**"). Shareholders of Luxxfolio whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of his or her Common Shares after such date and the transferee of those Common Shares establishes that he or she owns the Common Shares and requests, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with Endeavor Trust Corporation, Proxy Department, by fax at 1-604-559-8908, or by mail or by hand delivery to 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4, not later than forty eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Canada) prior to the time set for the Meeting or any adjournment thereof. Registered Shareholders may also email the executed proxy to proxy@endeavortrust.com or use the internet site at www.eproxy.ca to transmit their voting instructions.

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for such Shareholder and on such Shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

DATED this 7th day of April, 2026.

ON BEHALF OF THE BOARD

(signed) "Tomek Antoniak"

Tomek Antoniak
Director and CEO

LUXXFOLIO HOLDINGS INC.
MANAGEMENT INFORMATION CIRCULAR

for the annual meeting of shareholders to be held on May 12, 2026

This information is given as of April 7, 2026 unless otherwise noted.

SOLICITATION OF PROXIES

This management information circular (this "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Luxxfolio Holdings Inc. ("**Luxxfolio**" or the "**Company**") for use at the ANNUAL GENERAL MEETING (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of the Company to be held on Tuesday, May 12, 2026 at 10:00 a.m. PT at Suite 750 - 1095 W Pender Street, Vancouver, BC V6E 2M6 and at any adjournment thereof, for the purposes set forth in the Notice of Annual Meeting.

A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for such Shareholder and on his, her or its behalf at the Meeting other than the persons designated in the enclosed form of proxy. Forms of proxy must be addressed to and reach Endeavor Trust Corporation, Proxy Department, by fax at 1-604-559-8908, or by mail or by hand delivery to 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the holding of the Meeting or any adjournment thereof. The instrument appointing a proxy is required to be in writing and shall be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The board of directors of the Company (the "**Board**") has fixed the record date for the Meeting at the close of business on April 7, 2026 (the "**Record Date**").

Registered Shareholders may also email the executed proxy to proxy@endeavortrust.com or use the internet site at www.eproxy.cato to transmit their voting instructions. Shareholders should have the form of proxy in hand when they access the website and will be prompted to enter their control number, which is located on the form of proxy. If Shareholders vote by internet, their vote must be received not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the holding of the Meeting. The website may be used to appoint a proxy holder to attend and vote on a Shareholder's behalf at the Meeting and to convey a Shareholder's voting instructions.

Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares, included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, except to the extent that any such Shareholder transfers their Common Shares after the Record Date and the transferee of such Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that he or she owns such Common Shares, demands, not later than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Unless otherwise stated, information provided in this Information Circular is given as at April 7, 2026.

The persons named in the enclosed form of proxy are directors and officers of the Company. Each Shareholder has the right to appoint a proxyholder other than the persons designated above, who need not be a Shareholder, to attend and to act for the Shareholder at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

Except as noted below, the Company has distributed or made available for distribution, copies of the Notice of Annual, the Information Circular and form of proxy or voting instruction form ("**VIF**") (if applicable) (collectively, the "**Meeting Materials**") to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the "**Intermediaries**") for distribution to Beneficial Shareholders (as defined below) whose Common Shares are held by or in custody of such Intermediaries. Such Intermediaries are required to forward such documents to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The Company is sending proxy-related materials indirectly to NOBOs (as defined below), through the intermediaries. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Company if the names

and addresses of the Beneficial Shareholders are provided by Intermediaries. The Company will pay the permitted fees and costs of Intermediaries incurred in connection with the distribution of the Meeting Materials. The Company is not relying on the notice-and-access provisions of securities laws for delivery of the Meeting Materials to registered Shareholders or Beneficial Shareholders.

REVOCATION OF PROXIES

Proxies given by Shareholders for use at the Meeting may be revoked prior to their use:

- (a) by depositing an instrument in writing executed by the Shareholder or by such Shareholder's attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing:
 - (i) at the Company's registered office, Suite 212, 417 - 1080 Mainland Street, Vancouver, BC V6B 2T4, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof; or
 - (ii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; or
- (b) in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the accompanying form of proxy will vote the Common Shares in respect of which they are appointed in accordance with the direction of the Shareholders appointing them. The Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted on, the Common Shares will be voted accordingly. **In the absence of such direction, where the management nominees are appointed as proxyholder, such Common Shares will be voted in favour of the passing of the matters set out in the Notice. The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting or any adjournment thereof.** At the time of the printing of this Information Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice. **However, if any other matters which at present are not known to the management of the Company should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.**

ADVICE TO BENEFICIAL SHAREHOLDERS

Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares, or non-objecting beneficial owners ("**NOBOs**") whose names has been provided to the Company's registrar and transfer agent, can be recognized and acted upon at the Meeting. The information set forth in this section is therefore of significant importance to a substantial number of Shareholders who do not hold their Common Shares in their own name (referred to in this section as "**Beneficial Shareholders**"). If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in such Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co., as nominee for CDS Clearing and Depository Services Inc., which acts as a depository for many Canadian Intermediaries. Common shares held by Intermediaries or their nominees can only be voted for or against resolutions upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting Common Shares for their clients.

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its Intermediary is

identical to the form of proxy provided by the Company to the Intermediaries. However, its purpose is limited to instructing the Intermediary how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails the VIFs or proxy forms to the Beneficial Shareholders and asks the Beneficial Shareholders to return the VIFs or proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy or VIF from Broadridge cannot use that proxy to vote Common Shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of their Intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the Intermediary and vote their Common Shares in that capacity.

Should a NOBO wish to attend and vote at the Meeting in person, the NOBO must insert his or her name (or the name of the person that the NOBO wants to attend and vote on the NOBO's behalf) in the space provided on the VIF and return it to the NOBO's Intermediary or send the Intermediary another written request that the OBO or its nominee be appointed as proxyholder. The Intermediary is required under NI 54-101 to arrange, without expense to the NOBO, to appoint the NOBO or its nominee as proxyholder in respect of the NOBO's Common Shares. Under NI 54-101, unless corporate law does not allow it, if the Intermediary makes an appointment in this manner, the NOBO or its nominee, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of management in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. If the Company receives such instructions at least one business day before the deadline for submission of proxies, it is required to deposit the proxy within that deadline, in order to appoint the NOBO or its nominee as proxyholder. **If a NOBO requests that the NOBO or its nominee be appointed as proxyholder, the NOBO or its appointed nominee, as applicable, will need to attend the meeting in person in order for the NOBOs vote to be counted.**

NOBOs that wish to change their vote must in sufficient time in advance of the Meeting contact their Intermediary to arrange to change their vote. NOBOs should carefully follow the instructions of their Intermediaries, including those regarding when and where to complete the VIF's that are to be returned to their Intermediaries.

Should an objecting beneficial owner (an "**OBO**") wish to attend and vote at the Meeting in person, the OBO should insert his or her name (or the name of the person the OBO wants to attend and vote on the OBO's behalf) in the space provided for that purpose on the request for voting instructions form and return it to the OBO's Intermediary or send the Intermediary another written request that the OBO or its nominee be appointed as proxyholder. The Intermediary is required under NI 54-101 to arrange, without expense to the OBO, to appoint the OBO or its nominee as proxyholder in respect of the OBO's Common Shares. Under NI 54-101, unless corporate law does not allow it, if the Intermediary makes an appointment in this manner, the OBO or its nominee, as applicable, must be given authority to attend, vote and otherwise act for and on behalf of the Intermediary (who is the registered Shareholder) in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. An Intermediary who receives such instructions at least one business day before the deadline for submission of proxies is required to deposit the proxy within that deadline, in order to appoint the OBO or its nominee as proxyholder. **If an OBO requests that an Intermediary appoint the OBO or its nominee as proxyholder, the OBO or its appointed nominee, as applicable, will need to attend the meeting in person in order for the OBOs vote to be counted.**

OBOs should carefully follow the instructions of their Intermediary, including those regarding when and where the completed request for voting instructions is to be delivered. Only registered Shareholders have the right to revoke a proxy. OBOs who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set out above.

Management of the Company does not intend to pay for intermediaries to forward to OBOs under NI 54-101 the proxy related materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary, and, in the case of an OBO, the OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

Shareholders with questions respecting the voting of shares held through an Intermediary should contact that Intermediary for assistance.

Shareholders with questions respecting the voting of shares held through an Intermediary should contact that Intermediary for assistance.

All references to Shareholders in this Information Circular and the accompanying form of proxy and Notice are to Shareholders of record unless specifically stated otherwise.

NOTE TO NON-OBJECTING BENEFICIAL OWNERS

The Meeting Materials are being sent to both registered Shareholders and NOBOs. If you are a NOBO, and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of Common Shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements and Auditor's Report

Pursuant to the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), the Board will place before the Shareholders at the Meeting the audited financial statements of the Company for the year ended August 31, 2025 and the auditor's reports thereon, accompanying this Information Circular. Shareholder approval is not required in relation to the audited financial statements.

Fixing Number of Directors

At the Meeting, Shareholders will be asked to fix the number of directors to be elected at the Meeting at four (4) members and to elect four (4) directors to hold office until the next annual meeting or until their successors are elected or appointed.

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of fixing the number of directors to be elected at the Meeting at four (4) members.

Election of Directors

At the Meeting, Shareholders will be asked to elect four (4) directors to hold office until the next annual meeting or until their successors are elected or appointed.

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of the election as directors of the four (4) nominees hereinafter set forth:

Tomek Antoniak Geoffrey Balderson Alexandros Tzilios Zayn Kalyan

The directors will be elected on an individual basis and the voting for or withhold on one director will be mutually exclusive to the voting for or withhold on any other director.

The names, provinces and countries of residence of the persons nominated for election as directors, the number of voting securities of the Company beneficially owned, or directed or controlled, directly or indirectly, the offices held by each in the Company, the period served as director and the principal occupation and background of each are set forth below. The information as to Common Shares beneficially owned or directed or controlled, directly or indirectly, is based upon information furnished to the Company by the nominees as of April 7, 2026.

Name, Province/State and Country of Residence and Position with the Corporation	Principal Occupation and Background	Director Since	Number of Common Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly
Tomek Antoniak ¹ CEO & Director <i>British Columbia, Canada</i>	CEO of Luxxfolio Holdings Inc. since March 25, 2025.	March 25, 2025	40,000
Geoffrey Balderson ¹ CFO & Director <i>British Columbia, Canada</i>	President of Harmony Consolidated Services Ltd. since March 2015.	July 17, 2025	Nil
Alexandros Tziliou ¹ Director <i>British Columbia, Canada</i>	Director: Perihelion Holdings Ltd. Capital Markets Specialist	Director Nominee	Nil
Zayn Kalyan Executive Chair & Director <i>British Columbia, Canada</i>	CEO and director of Scorpio Gold Corporation; Director & CEO of Nexco Resources Inc. since May 2018.	August 22, 2025	62,000

Notes:

1. Member of Audit Committee.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Alex Tziliou has been subject to a Cease Trade Order (“CTO”) imposed by the British Columbia Securities Commission since May 1, 2025 for failure to file annual financial statements in the time required by XR Immersive Tech Inc.

Zayn Kalyan was subject to a Management Cease Trade Order (MCTO) imposed by the British Columbia Securities Commission from December 31, 2021 to March 18, 2022 for failure to file annual financial statements in the time required by Infinity Stone Ventures Corp. (previously Contact World Technologies Inc.).

Zayn Kalyan was subject to a Management Cease Trade Order (MCTO) imposed by the British Columbia Securities Commission on January 2, 2025 for failure to file annual financial statements in the time required by Nexco Resources Inc.

Geoff Balderson:

Name of Reporting Issuer	Exchange	Order	Reason	Issued (MM/DD/YY)	Revoked/Resigned (MM/DD/YY)
Argentum Silver Corp.	TSXV	MCTO	FFCTO	11/02/15	12/16/15
		MCTO	FFCTO	11/03/16	12/05/16
Core One Labs Inc.	CSE	MCTO	FFCTO	06/16/20	08/26/20
		CTO	FFCTO	07/15/20	08/26/20
		MCTO	FFCTO	05/03/21	06/29/21

		MCTO	FFCTO	05/03/22	07/11/22
		CTO	FFCTO	08/02/24	05/05/25 (Resigned)
Vinergy Capital Inc.	CSE	MCTO	FFCTO	06/29/21	08/03/21
Lida Resources Inc.	CSE	MCTO	FFCTO	12/30/21	03/04/22
Humanoid Global Holdings Corp. (Formerly New Wave Holdings Inc.)	CSE	MCTO	FFCTO	07/30/21	10/29/21
		CTO	FFCTO	10/07/21	10/29/21
Lords & Company Worldwide Holdings Inc.	CSE	MCTO	FFCTO	03/31/22	05/10/22
		MCTO	FFCTO	03/31/23	05/23/23
Thoughtful Brands Inc.	CSE	MCTO	FFCTO	05/04/21	07/15/22
		CTO	FFCTO	07/08/21	07/15/22
Goldeneye Resources Corp.	TSXV	CTO	FFCTO	09/02/22	12/20/22
Bettermoo(d) Food Corporation	CSE	MTCO	FFCTO	09/29/22	01/16/23
		MTCO	FFCTO	29/11/24	12/23/24
Grounded People Apparel Inc	CSE	MCTO	FFCTO	06/29/23	08/04/23
Alerio Gold Corp.	CSE	MCTO	FFCTO	01/02/24	10/07/24
Plant Veda Foods Ltd.	CSE	MCTO	FFCTO	04/30/24	
Nexco Resources Inc.	CSE	MCTO	FFCTO	01/02/25	
GoGo AI Network Inc. (formerly Medbright AI Investments Inc.)	TSX	MCTO	FFCTO	06/29/21	08/3/21
		CTO	FFCTO	07/07/25	

Except as disclosed herein, no proposed director is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes hereof, the term "**order**" means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) 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.

No proposed director:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while such person was acting in such 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
- (b) has, within 10 years before the date of this Information 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 has a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Except as disclosed herein, no proposed director has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed director.

Appointment of Auditors

Unless otherwise directed, it is management's intention to vote the proxies in favour of appointing the firm of CAN Partners LLP to serve as auditors of the Company until the next annual meeting of the Shareholders and to authorize the directors to fix their remuneration as such. The appointment of the auditors must be approved by a majority of votes cast by the Shareholders. CAN Partners LLP have been the Company's auditors since November 2025.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of an unlimited number of Common Shares without par value and an unlimited number of non-voting preferred shares, issuable in series (the "**Preferred Shares**"). As at the Record Date, 33,167,164 Common Shares (on a post-consolidated basis) and no Preferred Shares were issued and outstanding, with each Common Share carrying the right to one (1) vote on a ballot at the Meeting. A quorum for the transaction of business at the Meeting will be present if one (1) Shareholder is present in person or by proxy.

To the knowledge of the directors and senior officers of the Company, as of the Record Date, no person or company beneficially owns, directly or indirectly or exercises control or direction over, securities carrying more than 10% of the voting rights attached to all outstanding securities of the Company as of the Record Date.

The above information was provided by management of the Company and the Company's registrar and transfer agent as of the Record Date.

STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of this Information Circular:

"**CEO**" means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**CFO**" means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year; and

"**Named Executive Officer**" or "**NEO**" means: (a) a CEO; (b) a CFO; (c) the Company's most highly compensated executive officers, including any of the Company's subsidiaries, or the most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection

1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, for that financial year; and (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

All dollar amounts referenced herein are Canadian Dollars unless otherwise specified.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of NEOs

The Board does not presently have a Compensation Committee. Compensation of NEOs is reviewed annually and determined by the Board. The level of compensation for NEOs is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources. In the Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for NEOs.

Elements of NEO Compensation

Base Salary and Consulting Fees

Base salary and consulting fee levels will reflect the fixed component of pay that will compensate NEOs for fulfilling their roles and responsibilities and assist in the attraction and retention of highly qualified executives. Base salaries will be reviewed annually to ensure they reflect each respective executive's performance and experience in fulfilling his or her role and to ensure executive retention. Salary and consulting fee levels will be reviewed and revised as the Company grows.

Compensation of Directors

Compensation of directors of the Company is reviewed annually and determined by the Board. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

In the Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for directors. While the Board considers Option grants to directors under the Stock Option Plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of Options. Other than the Stock Option Plan, as discussed above, the Company does not offer any long term incentive plans, share compensation plans or any other such benefit programs for directors.

Stock Options

Performance-based incentives will be granted by way of Options. The awards are intended to align executive interests with those of Shareholders by tying compensation to share performance and to assist in retention through vesting provisions.

In determining the number of Options to be granted to the executive officers and directors, the Board will take into account the number of Options, if any, previously granted to each executive officer and director and the exercise price of any outstanding Options to ensure that such grants are in accordance with the policies of the Canadian Securities Exchange ("CSE").

The number of Options granted to officers and directors will be dependent on each NEOs and director's level of responsibility, authority and importance to the Company and to the degree to which such officer's or director's long term contribution to the Company will be key to its long term success.

In monitoring or adjusting the Option allotments, the Board will take into account its own observations on individual performance (where possible), its assessment of individual contribution to shareholder value and previous Option grants. The scale of Options is generally commensurate to the appropriate level of base compensation for each level

of responsibility. The Board will make these determinations subject to and in accordance with the provisions of the Stock Option Plan.

Director and Named Executive Officer Compensation

The following table (presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*) sets forth all annual and long term compensation for services paid to or earned by each NEO and director for the two most recently completed fiscal years ended August 31, 2025 and 2024, excluding compensation securities.

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Tomek Antoniak <i>CEO, Director</i>	2025	30,000	Nil	Nil	Nil	Nil	30,000
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Geoff Balderson³ <i>CFO, Director</i>	2025	4,500	Nil	Nil	Nil	Nil	4,500
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Alexandros Tziliou⁵ <i>Director</i>	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Zayn Kalyan⁶ <i>Executive Chair, Director</i>	2025	34,500	Nil	Nil	Nil	Nil	34,500
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Ieva Guoga⁷ <i>Former Director</i>	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Geoffrey McCord⁴ <i>Former CFO, former Interim CEO, Director</i>	2025	50,000	Nil	Nil	Nil	Nil	50,000
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Anthony Wong <i>Former Director</i>	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Jason Cihelka¹ <i>Former Director</i>	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Rodney Stevens² <i>Former Director</i>	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Mr. Cihelka resigned from the Board on October 3, 2024
2. Mr. Stevens resigned from the Board on March 25, 2025
3. Mr. Balderson was appointed as director and CFO on July 17, 2025
4. Mr. McCord resigned as CFO and director on July 17, 2025
5. Mr. Tziliou was appointed as director on August 12, 2025
6. Mr. Kalyan was appointed as director and Executive Chair on August 22, 2025
7. Ms. Guoga was appointed as director on October 1, 2025 and resigned from the Board on February 11, 2026

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the financial year ended August 31, 2025 for services provided, to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Name and position	Type of compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities, and % of class	Date of issue or grant	Issue, conversion or exercise price (\$CAD)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Tomek Antoniak <i>CEO & Director</i>	Stock Options	300,000 (20%)	June 24/25	\$0.25	\$0.24	\$0.22	June 24/30
Geoffrey Balderson <i>CFO & Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Alexandros Tziliou <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Zayn Kalyan <i>Executive Chair & Director</i>	Stock Options	300,000 (20%)	June 24/25	\$0.25	\$0.24	\$0.22	June 24/30

¹ Each stock option entitles the holder to one Share upon exercise or release.

² Tomek Antoniak a total of 300,000 stock options as at August 31, 2025.

³ Zayn Kalyan has a total of 300,000 stock options as at August 31, 2025 issued to his company Pacrim Capital Corp.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price & closing price on date of exercise (\$)	Total value on exercise date (\$)
N/A	N/A	Nil					

Stock Option Plans and Other Incentive Plans

The Company has adopted a Stock Option Plan, which provides that the Board may from time to time, in its discretion, grant to directors, officers, employees, consultants and other participants to the Company, non-transferrable stock options (the "Options") to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 20% of the Company's issued and outstanding Common Shares. Such Options will be exercisable for a period of up to ten years from the date of grant. In addition, the number of Common

Shares which may be issuable under the Stock Option Plan within a one year period: (i) to any one individual shall not exceed 5% of the issued and outstanding Common Shares; and (ii) to a consultant or an employee performing investor relations activities, shall not exceed 1% of the issued and outstanding Common Shares. The underlying purpose of the Stock Option Plan is to attract and motivate the directors, officers, employees and consultants of the Company and to advance the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Stock Option Plan.

The Company has no other form of compensation plan under which equity securities of the Company are authorized for issuance to employees or non-employees in exchange for consideration in the form of goods and services.

Employment, Consulting and Management Agreements

The material terms of each agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were: (a) performed by a director or NEO; or (b) performed by any other party but are services typically provided by a director or NEO are as follows:

Tomek Antoniak, CEO

Mr. Antoniak invoices the Company \$6,000 per month plus GST as compensation for his services as CEO.

Geoffrey McCord, former CFO

The Company has a consulting agreement with Mr. McCord (the "**GM Consulting Agreement**") under which Mr. McCord provided services in his roles as Interim Chief Executive Officer and Chief Financial Officer at a rate of NIL per month. During the Company's most recent fiscal year that ended August 31, 2025, Mr. McCord was paid a total of \$50,000 for services rendered under the GM Consulting Agreement. Mr. McCord resigned his position of Interim CEO on March 25, 2025, and resigned his position as CFO on July 17, 2025.

Geoffrey Balderson, CFO

Mr. Balderson was appointed CFO of the Company on July 17, 2025 and holds partial ownership of Corporate Minds Financial Ltd., which is paid \$3,000 per month for provision of back-office services related to CFO, accounting and financial reporting services.

Pension Benefits

The Company does not have a pension plan that provides for payments or benefits to a director or NEO.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding the number of Common Shares to be issued upon the exercise of outstanding Options and the weighted-average exercise price of the outstanding Options in connection with the Stock Option Plan as of August 31, 2025:

Plan Category	Number of Common Shares to be issued upon exercise of outstanding Options	Weighted-average exercise price of outstanding Options (\$)	Number of Common Shares remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	17,270,000	\$0.03	1,794
Equity compensation plans not approved by security holders	nil	nil	nil
Total	17,270,000¹		1,794

¹ As of April 7, 2026, the date of this Information Circular, there are 2,509,000 Common Shares eligible to be issued upon the exercise of stock options and 2,913,633 Common shares remaining eligible to be issued under the Company's stock option plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the last completed financial year was any current director, executive officer or employee or any former director, executive officer or employee of the Company, or any proposed nominee for election as a director of the Company:

- (a) indebted to the Company; or
- (b) indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company,

other than routine indebtedness.

AUDIT COMMITTEE

Pursuant to the policies of the CSE and the provisions of section 224 of the BCBCA, the Company is required to have an Audit Committee comprised of at least three directors, the majority of which must not be officers or employees of the Company. Currently the Company requires an additional independent director, and the Company plans to rectify this as soon as possible.

The Company must also, pursuant to the provisions of National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), have a written charter, which sets out the duties and responsibilities of its audit committee. In providing the following disclosure, the Company is relying on the exemption provided under NI 52-110, which allows for the short form disclosure of the audit committee procedures of venture issuers.

Audit Committee's Charter

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control systems and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Committee shall be comprised of at least three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate, so as to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "**financially literate**" is 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 presumably be expected to be raised by the Company's financial statements. The members of the Committee shall be elected by

the Board at its first meeting following the annual shareholders' meeting. The Company requires an additional independent director, and the Company plans to rectify this as soon as possible.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

In addition to the foregoing, in performing its oversight responsibilities the Audit Committee shall:

- (a) Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
- (b) Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
- (c) Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
- (d) Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
- (e) Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
- (f) Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
- (g) Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
- (h) Pre-approve all non-audit services to be provided to the Company by the independent auditor.
- (i) Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
- (j) Establish and review the Company's procedures for the:
 - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
- (k) Conduct or authorize investigations into any matters that the Audit Committee believes is within the scope of its responsibilities. The Audit Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
- (l) Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.

Composition of the Audit Committee

The following are the proposed members of the Company's Audit Committee:

Name	Independence ¹	Financially Literate	Relevant Experience
Geoff Balderson	No	Financially literate ¹	Mr. Balderson has over 20 years of capital market experience. Mr. Balderson is president of Harmony Corporate Services Ltd. and leads a team that provides bookkeeping, accounting, filing and corporate secretarial services to publicly listed companies. Mr. Balderson is an officer and director of other listed companies. Mr. Balderson is a former Investment Advisor with two Canadian securities dealers, and a graduate of the University of British Columbia.
Tomek Antoniak	No	Financially literate ¹	Tomek is a software developer and tech leader with 10+ years of experience in blockchain, fintech, and enterprise software. He has a strong track record of building scalable systems and driving innovation. Tomek also spent 5+ years in venture capital, supporting early-stage tech companies through growth. Through his investment in venture stage companies, and running of his own business, he has extensive experience in accounting, bookkeeping, and financial statement analysis.
Alexandros Tzilios	Yes	Financially literate ¹	Alex has over 15 Years of Capital Markets experience holding positions within Wealth Management, M&A and Venture Capital. Alex has been directly involved with financing and M&A transactions exceeding \$50 million. Alex is currently the President of Savanna Capital (SAC.P: TSXV) and a Director of Fantasy 360 Technologies Inc. (CSE:VRAR). Alex holds a BBA in Accounting and Finance from Capilano University.

Note:

- As defined by NI 52-110.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year was a recommendation of the 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.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "**Audit Committee's Charter**".

External Auditor Service Fees (By Category)

The accrued and aggregate fees billed by the Company's external auditors during each of the last two fiscal year ends for auditor service fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees ¹	Tax Fees ²	All Other Fees ³
2025	\$40,000	\$nil	\$10,000	\$nil
2024	\$20,000	\$15,525	\$3,000	\$nil

Notes:

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other column.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of the Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") the Company is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

The Board is currently composed of four (4) directors, namely Mr. Tomek Antoniuk, who was appointed March 25, 2025, Mr. Balderson, appointed July 17, 2025, Mr. Alex Tzilios, who was appointed August 13, 2025, and Mr. Zayn Kalyan who was appointed August 22, 2025.

NI 58-101 suggests that the Board of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NP 58-101 suggests that the Board should include a number of directors who do not have interests in either the company or the significant shareholder. Of the proposed nominees, only Alex Tzilios is considered by the Board to be "independent" within the meaning of NP 58-101, and Tomek Antoniuk, Zayn Kalyan and Geoffrey Balderson are considered to be "non-independent". The Board intends to add an additional independent director as soon as possible.

The independent directors exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Each member of the Board understands that he is entitled, at the cost of the Company, to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances. No director found it necessary to do so during the financial year ended August 31, 2025.

Directorships

Certain of the Company's directors are also currently directors of other reporting companies, as follows:

Director	Other Reporting Issuer(s)	Exchange
Geoffrey Balderson	Schwab Capital Corp. Four Nines Gold Inc. Shooting Star Acquisition Corp. Spectre Capital Corp. Lida Resources Inc. Humananoid Global Holdings Inc. Plantable Health Inc. Nexco Resources Inc. GoGo AI Network Inc. (formerly Medbright AI Investments Inc.) Plant Veda Foods Ltd. Lighthouse Gold Inc. (formerly Alerio Gold Corp.) Digital Asset Technologies Inc. Canadian Uranium Corp.	TSXV CSE TSXV TSXV CSE CSE NEO CSE CSE CSE CSE CSE CSE
Alexandros Tziliou	XR Immersive Tech Savanna Capital Corp.	CSE CSE
Zayn Kalyan	Scorpio Gold Corporation Nexco Resources Inc. Golden Shield Resources Inc.	TSXV CSE CSE

Orientation and Continuing Education

New directors are briefed on the Company's overall strategic plans, short, medium and long term corporate objectives, financials status, general business risks and mitigation strategies, and existing company policies. There is no formal orientation for new members of the Board. This is considered to be appropriate, given the Company's size and current level of operations, the ongoing interaction amongst the directors and the low director turn-over. However, if the growth of the Company's operations warrants it, it is possible that a formal orientation process would be implemented.

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies, particularly in the natural resource sector. Board members are encouraged to communicate with management and auditors to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. The directors are advised that, if a director believes that it would be appropriate to attend any continuing education event for corporate directors, the Company will pay for the cost thereof. Board members have full access to the Company's records. Reference is made to the table under the heading "**Election of Directors**" for a description of the current principal occupations of the members of the Board.

Ethical Business Conduct

The Board has not adopted a written Code of Ethical Conduct for its directors, officers and employees at this time. The Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found

that the fiduciary duties placed on individual directors by governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates in the best interests of the Company and its Shareholders.

In addition, as some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities, the Board must comply with the conflict of interest provisions of the British Columbia *Business Corporations Act*, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors

The Company's management is continually in contact with individuals and public sector issuers involved in the blockchain/fintech industry. From these sources the Company has made numerous contacts and in the event that the Company were in a position to nominate any new directors, such individuals would be brought to the attention of the Board. The Company conducts the due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required and a willingness to serve.

Board Committees

The Company currently has only an Audit Committee in place.

Assessments

Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of any individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The term "**informed person**" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* means a director or executive officer of the Company, or any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution.

To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Company's financial year ended August 31, 2025, or in any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries, other than as set out below or disclosed elsewhere in this Circular.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the current directors or executive officers, no proposed nominee for election as a director, none of the persons who have been directors or executive officers since the commencement of the last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, save and except for those matters pertaining to the election of directors.

MANAGEMENT CONTRACTS

Management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. Financial information in respect of the Corporation and its affairs is provided in the Corporation's annual audited comparative financial statements for the year ended August 31, 2025 and the related management's discussion and analysis. Copies of the Company's financial statements and related management's discussion and analysis are available upon request from the Company by mail to #417 – 1080 Mainland Street, Vancouver, BC, V6B 2T4.

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, this 7th day of April, 2026.

ON BEHALF OF THE BOARD

(signed) "*Tomek Antoniak*"

Tomek Antoniak

CEO & Director