



PLURILOCK SECURITY INC.

1021 West Hastings Street
MNP Tower, 9th Floor
Vancouver, BC V6E 0C3
Telephone: (866) 657-7620

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to invite you to the annual general meeting (the “**Meeting**”) of Plurilock Security Inc. (the “**Company**”) which will be held virtually via Microsoft Teams on **Wednesday, August 14, 2024 at 11:00 am (Pacific Time)** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2023, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended December 31, 2023;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect directors of the Company for the ensuing year;
4. To appoint MNP LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. To consider and, if thought advisable, pass an ordinary resolution of disinterested shareholders to ratify and approve the adoption of the Company’s omnibus incentive plan, as described in the Company’s management information circular (the “**Circular**”);
6. To consider and, if thought advisable, pass an ordinary resolution of disinterested shareholders to ratify grant of stock options and approve insider participation limits, as described in the Company’s Circular;
7. To consider and, if thought advisable, pass an ordinary resolution of disinterested shareholders to ratify grant of restricted share units and approve of insider participation limits, as described in the Company’s Circular; and
8. To transact any other business that may properly come before the Meeting and any adjournment thereof.

The Meeting will be held in **virtual only format**, which will be conducted via Microsoft Teams. The Company is offering shareholders to listen and participate (but not vote) at the Meeting in real time. Registered shareholders and validly appointed proxyholders may attend the Meeting at:

Join from the Meeting Link or Meeting ID:

Meeting Link: <https://www.microsoft.com/en-ca/microsoft-teams/join-a-meeting>
Meeting ID: 240 686 122 639
Passcode: kNAS8s

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof.

Notice-and-Access Provisions

The Company has chosen to use provisions of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* (together the “**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators, which aim to reduce the volume of printed materials to be mailed to shareholders by allowing the Company to post its Circular and any additional materials online. Shareholders will

receive this Notice of Meeting and a form of proxy (together the “**notice package**”), and a shareholder may choose to receive a paper copy of the Circular. The Company will not use ‘stratification’ in relation to Notice-and-Access Provisions, which occurs when an issuer using Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with the notice package. In relation to the Meeting, all shareholders will receive the required documentation under Notice-and-Access Provisions, which will not include a paper copy of the Circular.

This Notice also explains how you may request a paper copy of the Circular, if that is your preference. You will not obtain a paper copy of our Circular unless you request it, even if you have received paper copies in the past. See the instructions below under “How to Request a Paper Copy of the Meeting Materials”.

We are using *notice-and-access* because it gives our shareholders the information they need to vote their common shares in the format of their choice, while substantially reducing our printing and mailing costs, and having less environmental impact. Under the Notice-and-Access Provisions, Meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the materials can be requested at any time during this period.

A copy of the Circular is posted for viewing and available on the Company’s website at <https://plurilock.com/company/investors/>. **Please review the Circular before voting.**

HOW TO VOTE IF YOU ARE A REGISTERED SHAREHOLDER

You cannot vote by returning this Notice. Shareholders are encouraged to review the Circular for guidance on how to vote their common shares, which is also described below.

Registered shareholders electing to submit a form of proxy (“**Proxy**”) may do so no later than 11:00 am (Pacific Time) on Monday, August 12, 2024 (the “**Voting Deadline**”) by:

- (a) **Internet.** Vote online at www.investorvote.com using the Proxy control number found in the enclosed Proxy.
- (b) **Telephone.** Using a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll-free number, the holder’s account number and the Proxy Control Number.
- (c) **Mail.** Completing, dating and signing the enclosed Proxy and returning it to Computershare Investor Services Inc., by fax within North America at 1-866-249-7775, or by mail or hand delivery at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada.

General Shareholder Inquiries:

By phone: 1-800-564-6253
 By fax: 1-866-249-7775
 By email: service@computershare.com
 By regular mail: Computershare Investor Services Inc.
 100 University Avenue, 8th Floor
 Toronto, Ontario, M5J 2Y1

HOW TO VOTE IF YOU ARE A NON-REGISTERED SHAREHOLDER

If your common shares are held in a brokerage account you are not a registered shareholder. Unregistered shareholders must follow the instructions set out in the voting instruction form (“**VIF**”) provided by their intermediary to ensure that their common shares will be voted at the Meeting. If you have not received such a request, please contact your intermediary.

Option A:

Complete the VIF and deliver it to Broadridge Financial Solutions, Inc. at the below address for receipt no later than the Voting Deadline.

Broadridge Financial Solutions, Inc.
Data Processing Centre
PO Box 3700, STN Industrial Park
Markham, ON L3R 9Z9

Option B:

Vote on the Internet or by telephone (if available) no later than the Voting Deadline. For this purpose, have your control number on your VIF available in order to vote.

APPOINTING A PROXYHOLDER

If you wish to appoint yourself or a third-party proxyholder to represent you at the Meeting, you MUST submit the Proxy or VIF appointing yourself or such proxyholder by the Voting Deadline and then submitting it to Computershare Investor Services Inc. at www.investorvote.com, no later than the Voting Deadline.

HOW TO REQUEST A PAPER COPY OF THE MEETING MATERIALS

A copy of the Circular and audited financial statements are available on SEDAR+ at www.sedarplus.ca and at the Company's website at <https://plurilock.com/company/investors/>. The Company will, on request, provide a paper copy of the Circular or the audited financial statements to any shareholder, free of charge, for a period of one year from the date the Meeting materials were filed on SEDAR+.

Any shareholder who wishes to receive a paper copy of the Circular or obtain additional information about the Notice-and-Access Provisions should contact the Company at 1021 West Hastings Street, MNP Tower, 9th Floor, Vancouver, British Columbia, V6E 0C3 or call Toll Free: (866) 657-7620.

If your request is made before August 14, 2024 (the date of the Meeting), the Meeting materials will be sent to you within three business days of receiving your request. If the request is made on or after August 14, 2024, the Meeting materials will be sent to you within ten calendar days of receiving your request. To ensure receipt of the paper copy in advance of the Voting Deadline and Meeting date, we estimate that your request must be received not later than August 7, 2024 (this factors the three-business day period for processing requests as well as typical mailing times).

If you have any questions regarding this Notice or the Meeting, please call 604.737.2303.

DATED at Vancouver, British Columbia, this 2nd day of July, 2024.

BY ORDER OF THE BOARD

"Ian Paterson"

Ian Paterson
Chief Executive Officer



PLURILOCK SECURITY INC.

1021 West Hastings Street
MNP Tower, 9th Floor
Vancouver, BC, V6E 0C3
Telephone: (866) 657-7620

MANAGEMENT INFORMATION CIRCULAR

as at July 2, 2024
(except as otherwise indicated)

This Management Information Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of Plurilock Security Inc. (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of its shareholders (the “**Shareholders**”) to be held on **Wednesday, August 14, 2024** at the time and place and for the purposes set forth in the accompanying notice of the meeting (the “**Notice of Meeting**”).

In this Circular, references to the “Company”, “we”, “our” and “Plurilock” refer to **Plurilock Security Inc.** and the “**common shares**” means common shares without par value in the capital of the Company. “**Beneficial Shareholders**” means shareholders who do not hold common shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. “**Registered Shareholder**” means the person whose name appears on the central securities register maintained by or on behalf of the Company and who holds common shares in his or her own name.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the Meeting materials to Beneficial Shareholders of the common shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Notice-and-Access

Notice-and-Access means provisions (“**Notice-and-Access Provisions**”) concerning the delivery of proxy-related materials to (i) Registered Shareholders found in section 9.1.1 of National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”), and (ii) non-registered Beneficial Shareholders (“**Non-Registered Shareholders**”) found in section 2.7.1 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), which allow an issuer to deliver an information circular forming part of proxy-related materials to Shareholders via certain specified electronic means provided that the conditions of NI 51-102 and NI 54-101 are met.

Notice-and-Access Provisions are a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to Registered Shareholders and Beneficial Shareholders of securities by posting such materials on a non-SEDAR+ website (usually the reporting issuer’s website and sometimes the transfer agent’s website) rather than delivering such materials by mail. Notice-and-Access Provisions can be used to deliver materials for both special and general meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and Beneficial Shareholders are entitled to request delivery of a paper copy of the Circular at the reporting issuer’s expense.

Use of Notice-and-Access Provisions reduces paper waste and mailing costs to the issuer. To utilize Notice-and-Access Provisions to deliver proxy-related materials by posting an information circular (and if applicable, other materials) electronically on a website that is not SEDAR+, the Company must send a notice to Shareholders, including Non-Registered Shareholders, indicating that the proxy-related materials have been posted on the website and explaining how a Shareholder can access them or obtain from the Company, a paper copy of the information circular.

This Circular has been posted in full on the Company’s website at <https://www.plurilock.com/company/shareholder-meetings/> and is also available for viewing under the Company’s SEDAR+ profile at www.sedarplus.ca.

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the Meeting to be on a date that is at least 40 days prior to the Meeting in order to ensure there is sufficient time for the Circular to be posted on the applicable website and other materials to be delivered to Shareholders. The requirements of that notice, which require the Company to provide basic information about the Meeting and the matters to be voted on, explain how a Shareholder can obtain a paper copy of the Circular and any related financial statements and management’s discussion and analysis (“**MD&A**”), and explain the Notice-and-Access Provisions process, have been built into the Notice of Meeting. The Notice of Meeting has been delivered to Shareholders by the Company, along with the applicable voting document (a form of proxy in the case of Registered Shareholders or a voting instruction form in the case of Non-Registered Shareholders).

The Company will not rely upon the use of ‘stratification’. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of its Circular with the Notice of Meeting to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No Shareholder will receive a paper copy of the Circular from the Company or any intermediary unless such Shareholder specifically requests the same.

The Circular is available for review at <https://www.plurilock.com/company/shareholder-meetings/>, being the website address to the Company’s Annual Meeting for Shareholders page. Any Shareholder who wishes to obtain a paper copy of the Circular, should contact the Company at 1021 West Hastings Street, MNP Tower, 9th Floor, Vancouver, British Columbia V6E 0C3 or call Toll Free: (888) 776-9234. A Shareholder may also use the toll-free number noted above to obtain additional information about Notice-and-Access Provisions. To ensure that a paper copy of the Circular can be delivered to a requesting Shareholder in time for them to review the Circular and return a proxy or voting instruction form no later than **11:00 am (Pacific Time) on Monday, August 12, 2024 (the “**Voting Deadline**”).**

In accordance with the requirements of NI 54-101, the Company distributes copies of the Notice of Meeting and the form of proxy (collectively, the “**notice package**”) to the Depository and Intermediaries for onward distribution to Beneficial Shareholders. The Company does not send the notice package directly to Non-Registered Shareholders. Intermediaries are required to forward the notice package to all Beneficial Shareholders for whom they hold common shares unless such Beneficial Shareholders have waived the right to receive them.

Appointment of Proxyholders

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

Voting by Proxyholder

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

1. each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
2. any amendment to or variation of any matter identified therein, and
3. any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the common shares represented by the Proxy for the approval of such matter.

Registered Shareholders

If you are a Registered Shareholder and wish to have your common shares voted at the Meeting, you will be required to submit your vote by Proxy in advance of the Meeting. Registered Shareholders electing to submit a Proxy may do so no later than the Voting Deadline, by choosing one of the following methods:

- (a) **Internet.** Vote online at www.investorvote.com using the Proxy control number found in the enclosed Proxy.
- (b) **Telephone.** Using a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll-free number, the holder's account number and the Proxy Control Number.
- (c) **Mail.** Completing, dating and signing the enclosed Proxy and returning it to Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, or by mail or hand delivery at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada.

General Shareholder Inquiries:

By phone: 1-800-564-6253
 By fax: 1-866-249-7775
 By email: service@computershare.com
 By regular mail: Computershare Investor Services Inc.
 100 University Avenue, 8th Floor
 Toronto, Ontario, M5J 2Y1

In either case you must ensure the Proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a Proxy properly may result in its invalidation. The time limit for the deposit of Proxies may be waived by the Company's board of directors (the "**Board**") at its discretion without notice. **Please note that the Company is offering Shareholders the ability to listen and participate (but not vote) at the Meeting in real time.**

Beneficial Shareholders

The following information is of significant importance to Shareholders who do not hold common shares in their own name. Beneficial Shareholders should note the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of common shares) or as set out in the following disclosure.

If common shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those common shares will not be registered in the Shareholder's name on the records of the Company. Such common shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such common shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). In the United States of America (the "**U.S.**" or the "**United States**") the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

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

These securityholder materials are sent to both Registered Shareholders and Non-Registered Shareholders of the securities of the Company. If you are a Non-Registered Shareholder, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their common shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided by the Company to Registered Shareholders. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge mails a Voting Instruction Form (“**VIF**”) in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), different from the persons designated in the VIF, to represent your common shares at the Meeting, and that person may be you. To exercise this right insert the name of your desired representative (which may be you) in the blank space provided in the VIF. Once you have completed and signed your VIF, return it to Broadridge by mail or facsimile, or deliver your voting instructions to Broadridge by phone or via the internet, in accordance with Broadridge’s instructions. Broadridge tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **If you receive a VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge’s instructions, well in advance of the Meeting in order to: (a) have your common shares voted at the Meeting as per your instructions; or (b) have an alternate representative chosen by you duly appointed to attend and vote your common shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the “**BCBCA**” and the “**Act**”), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or duly authorized attorney, and by delivering the Proxy bearing a later date to Computershare or at the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law.

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

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, as further described below.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company was incorporated under the BCBCA on July 5, 2018 as Libby K Industries Inc. The Company subsequently changed its name to Plurilock Security Inc. on September 16, 2020.

The Board has fixed **July 2, 2024** as the record date (the “**Record Date**”) for determining persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who complete, sign and deliver a form of Proxy in the manner and subject to the provisions described above will be entitled to vote in advance of the Meeting.

The common shares are listed on the TSX Venture Exchange (the “**TSXV**” or the “**Exchange**”) under stock symbol “PLUR” and the Company is authorized to issue an unlimited number of common shares without par value. As at the Record Date, a total of 42,963,374 common shares without par value were issued and outstanding, each carrying the right to one vote. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the common shares.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

FINANCIAL STATEMENTS

The consolidated audited financial statements of the Company for the financial year ended December 31, 2023, the report of the auditor thereon and the related MD&A will be placed before Shareholders at the Meeting for their consideration. No formal action will be taken at the Meeting to approve the financial statements. If any Shareholder has questions regarding such financial statements, such questions may be brought forward at the Meeting. See *Additional Information* below.

NUMBER OF DIRECTORS

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at five (5). An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

Management recommends the approval of setting the number of directors of the Company at five (5).

ELECTION OF DIRECTORS

At present, 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 duly elected or appointed in accordance with the Company’s Articles or until such director’s earlier death, resignation or removal.

Management of the Company proposes to nominate all of the current directors of the Company, as set out in the table below, for election by the Shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years⁽¹⁾	Director Since	Number of Common Shares Owned⁽¹⁾
Ian Paterson <i>CEO and Director</i> British Columbia, Canada	CEO of Plurilock Security Solutions, Inc. since June 2017.	September 17, 2020	396,762
William Edward (Ed) Hammersla III⁽³⁾ <i>Director</i> Maryland, USA	Investment advisor. CEO of Utilidata, Inc., February 2017 - January 2018.	September 17, 2020	14,126
Jennifer Swindell⁽²⁾⁽³⁾ <i>Director</i> Idaho, USA	Advisory Board Member, Toffler Associates, Inc. since September 2021; Director of Maxana Inc. since May 2022; Senior Vice President and General Manager, Perspecta, June 2020 - June 2021; Senior Vice President, Booz Allen Hamilton, April 2014 - June 2020.	April 29, 2022	31,816
Blake Corbet⁽²⁾⁽³⁾ <i>Director</i> British Columbia, Canada	Chief Corporate Development Officer of BBTV Holdings Inc. since March 2021 and Managing Director and co-Head of Investment Banking, November 2010 - February 2021.	January 31, 2023	110,000
Ali Hakimzadeh⁽²⁾ <i>Director and Executive Chair</i> British Columbia, Canada	Managing Partner, Sequoia Partners Inc. since 2011; Board Chair of HS GovTech Solutions Inc., a government software as a service (SaaS) company from 2015 to 2023.	March 29, 2024	1,125,000 ⁽⁴⁾

- (1) Information has been furnished by the respective nominees individually.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.
- (4) Of these common shares, 625,000 are held directly and 500,000 are held indirectly through Sequoia Partners Inc., a company controlled by Mr. Hakimzadeh.

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.

Management recommends the election of each of the nominees listed above as a director of the Company.

Cease Trade Orders

No proposed director of the Company is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer (“CEO”) or chief financial officer (“CFO”) of any company that:

1. was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
2. was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

Bankruptcies

No proposed director of the Company is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company 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.

No proposed director of the Company has, within 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 proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

No proposed director of the Company has been subject to:

1. 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
2. any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

On July 2, 2024, the Company appointed MNP LLP, Chartered Professional Accountants, of 2200 – 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3, (“**MNP**”) as the new auditor, replacing Forvis Mazars LLP (formerly Mazars, LLP), Chartered Professional Accountants. The reporting package required by NI 51-102 regarding the change of auditor is attached to this Circular as Schedule “A” and was filed on SEDAR+ on July 5, 2024 at www.sedarplus.ca.

MNP will be nominated at the Meeting for appointment as auditor of the Company at a remuneration to be fixed by the Board.

Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR the appointment of MNP as auditor of the Company until the close of the next annual general meeting.

AUDIT COMMITTEE DISCLOSURE

Under National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), a reporting issuer is required to provide disclosure annually with respect to its audit committee, including the text of its audit committee charter, information regarding composition of the audit committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to its audit committee (the “**Audit Committee**”).

The Audit Committee Charter

The full text of the Company’s audit committee charter (the “**Audit Committee Charter**”) is attached to the Company’s Circular dated November 30, 2019 and was filed on SEDAR+ at www.sedarplus.ca on December 9, 2019 and is specifically incorporated by reference into, and forms an integral part of, this Circular.

Composition of the Audit Committee

The current members of the Audit Committee are Jennifer Swindell (Chair), Blake Corbet and Ali Hakimzadeh. All members of the Audit Committee are considered to be financially literate and all are not executive officers of the Company and, therefore, are independent members of the Audit Committee.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the Board’s reasonable opinion, interfere with the exercise of a member’s independent judgement.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements presenting a breadth and level of complexity of accounting issues generally comparable to the breadth and complexity of issues one can reasonably expect to be raised by the Company. All Audit Committee members are considered to be financially literate.

Relevant Education and Experience

The following describes the education and experience of each member of the Audit Committee that is relevant to the performance of his or her responsibilities as an Audit Committee member:

Jennifer Swindell has over 25 years of strategic business development and risk assessment experience. She last served as the Senior Vice President and General Manager of Perspecta's Trusted Solutions Group, where she led corporate strategic initiatives and provided life-cycle security services support for U.S. government agencies within the Department of Defense and Department of Homeland Security. Previously, she worked for Booz Allen Hamilton for 19 years, rising from Associate to Senior Vice President in increasingly larger roles serving Defense, Homeland Security and Law enforcement agencies. Ms. Swindell also served in the U.S. Navy as a Special Operations Officer.

Ms. Swindell currently serves as an advisory board member for Toffler Associates, Inc. She holds a Bachelor's degree in Economics from Wesleyan University, an MBA from Duke University's Fuqua School of Business, and attended Executive Education classes in Strategy and Innovation at Massachusetts Institute of Technology's Sloan School of Business.

Blake Corbet has been, since March 2021, the Chief Corporate Development Officer of BBTV Holdings Inc., a Canadian publicly-listed global media tech company headquartered in Vancouver, B.C. that leverages technology to help content creators and influencers boost their content. Prior thereto, Mr. Corbet was co-Head of Investment Banking at PI Financial Corp. (now Ventum Financial Corp.) and he has held other senior investment banking positions for Haywood Securities Inc., CIBC World Markets and Salomon Brothers over the last 25 years. Skilled in mergers, acquisitions and advisory roles involving both public and private companies, Mr. Corbet has also led initial public offerings for technology, industrial, biotech and other companies while working in Toronto, New York and London. He is a graduate of the University of British Columbia with a degree in Economics and has been registered with the securities regulatory authorities at various times in each of Canada, the U.S. and UK.

Ali Hakimzadeh is a Managing Partner of Sequoia Partners Inc., a capital markets advisory and merchant banking boutique. Mr. Hakimzadeh has over 25 years of experience in the corporate financial services industry, collaborating and leading multiple transactions across North America. Mr. Hakimzadeh holds a Chartered Financial Analyst (CFA) designation, as well as a B.Sc. from the University of British Columbia and an MBA and M.Aq. from Simon Fraser University.

Mr. Hakimzadeh brings expertise in merchant banking, investment banking, corporate finance, and public venture capital. He has been involved in over \$1 billion of financing and merger and acquisition activities in the small cap sector, helping emerging Canadian and U.S. companies achieve success and optimum value. Mr. Hakimzadeh currently serves as an independent director of American Pacific Mining Corp. Mr. Hakimzadeh also recently served as the Chairman of the Board of Directors at HS GovTech Solutions Inc. ("**HS GovTech**"), a government software as a service (SaaS) company. HS GovTech was purchased by a San Francisco-based private equity firm in November of 2023 over a 150% premium to the market.

Each member of the Company's Audit Committee has adequate education and experience relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that provides the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
2. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
3. an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Audit Committee has not made any recommendations to the Board to nominate or compensate any external auditor, other than MNP.

Reliance on Certain Exemptions

The Company’s auditors, MNP, have not provided any material non-audit services.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

During the financial year ended December 31, 2023, the Audit Committee pre-approved a number of specific non-audit services, namely, tax advisory services.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audit services provided by the former auditor, Forvis Mazars LLP (formerly Mazars, LLP), Chartered Professional Accountants (“**Forvis Mazars**”) to the Company to ensure auditor independence. Forvis Mazars was appointed the auditor of the Company from September 15, 2021 to July 2, 2024. The following table outlines the fees incurred with Forvis Mazars for audit and non-audit services in the two most recently completed financial years ended December 31, 2023 and December 31, 2022:

Financial Period Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
December 31, 2023	\$570,173	\$49,600	\$42,469	Nil
December 31, 2022	\$300,205	\$102,779	\$95,135	Nil

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110 for the year ended December 31, 2023. This exemption exempts a “venture issuer” from the requirement to have 100% of the members of its Audit Committee independent, as would otherwise be required by NI 52-110.

CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose their corporate governance practices and National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”) provides guidance on corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the company’s shareholders. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the Board’s opinion, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its independent supervision over management of the Company through frequent meetings of the Board at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

Management is delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company’s internal control processes and management information systems. The Board reviews executive compensation and recommends stock option grants and restricted share units.

The independent members of the Board are William Edward (Ed) Hammersla III, Jennifer Swindell and Blake Corbet. Ian Paterson and Ali Hakimzadeh are non-independent members of the Board as they are the CEO and Executive Chairman of the Company, respectively.

Directorships

Certain members of the Board are currently serving on boards of directors of other reporting companies (or equivalent) as set out below:

Name of Director	Name of Reporting Issuer	Stock Exchange
Ali Hakimzadeh	American Pacific Mining Corp.	CSE

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual general meeting, taking into account the number required to carry out the Board’s duties effectively and to maintain a diversity of views and experience.

The Company does not have a formal process or committee for proposing new nominees for election to the Board. The nominees proposed are generally the result of recruitment efforts by the members of the Board, including both formal and informal discussions among the members of the Board.

Compensation

The Compensation Committee is responsible for making recommendations to the Board with respect to compensation for the directors and officers of the Company. The Board has the ability to adjust and approve such compensation. The current members of the Compensation Committee are William Edward (Ed) Hammersla III (Chair), Jennifer Swindell and Blake Corbet.

Other Board Committees

The Board had previously established an M&A Advisory Committee, however, this committee no longer exists.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and the Audit Committee on an ongoing basis.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Statement of Executive Compensation:

“**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 (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

“**NEO**” or “**named executive officer**” means:

1. each individual who, in respect of the company, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a CEO;
2. each individual who, in respect of the company, during any part of the most recently completed financial year, served as CFO, including an individual performing functions similar to a CFO;
3. 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; and
4. 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.

Director and Named Executive Officer Compensation

As at the most recently completed financial year ended December 31, 2023, the NEOs of the Company were as follows:

- Ian Paterson, CEO
- Scott Meyers, CFO and Corporate Secretary
- Roland Sartorius, former CFO and Corporate Secretary
- Tucker Zengerle, COO
- Jord Tanner, CIO
- Philip de Souza, President of Aurora Systems Consulting, Inc (“**ASC**”), a wholly-owned subsidiary of the Company

The directors of the Company who were not NEOs during the financial year ended December 31, 2023 were Michael McConnell, William Edward (Ed) Hammersla III, Jennifer Swindell and Blake Corbet.

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company for the three most recently completed financial years ended December 31, 2023, 2022 and 2021. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” in this Circular.

Name and principal position(s)	Year ⁽¹⁾	Salary ⁽²⁾ (\$)	Bonus ⁽²⁾ (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Ian L. Paterson ⁽³⁾ <i>CEO and Director</i>	2023	212,154	150,000	Nil	Nil	4,478	366,632
	2022	241,650	75,000	Nil	Nil	3,765	320,415
	2021	184,246	65,844	Nil	Nil	Nil	250,090
Scott Meyers ⁽⁴⁾ <i>CFO and Corporate Secretary</i>	2023	124,364	80,000	Nil	Nil	1,503	205,867
	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Roland Sartorius ⁽⁵⁾ <i>Former CFO and Corporate Secretary</i>	2023	106,250	Nil	Nil	Nil	1,335	107,585
	2022	180,000	Nil	Nil	Nil	2,765	182,765
	2021	155,000	37,500	Nil	Nil	Nil	195,500
Philip de Souza ⁽⁶⁾ <i>President of ASC</i>	2023	268,940	67,486	Nil	Nil	Nil	336,426
	2022	216,221	65,079	Nil	Nil	400	281,700
	2021	183,750	92,264	Nil	Nil	2,823	278,837
William Edward (Ed) Hammersla III ⁽⁷⁾ <i>Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Jennifer Swindell ⁽⁸⁾ <i>Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Blake Corbet ⁽⁹⁾ <i>Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Tucker Zengerle ⁽¹⁰⁾ <i>COO</i>	2023	239,234	39,376	Nil	Nil	54,321	323,931
	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Jord Tanner ⁽¹¹⁾ <i>CIO</i>	2023	154,415	Nil	Nil	Nil	4,345	158,760
	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Robert Kiesman ⁽¹²⁾ <i>Former Chairman of the Board and Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Barry Carlson ⁽¹³⁾ <i>Former Director</i>	2023	N/A	N/A	N/A	N/A	N/A	N/A
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Michael McConnell ⁽¹⁴⁾ <i>Former Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Molly Falconer de Ramel ⁽¹⁵⁾ <i>Former Director</i>	2023	N/A	N/A	N/A	N/A	N/A	N/A
	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	Nil	Nil	Nil	Nil	Nil	Nil

(1) Financial years ended December 31.

(2) All amounts shown were paid in Canadian currency, the reporting currency of the Company.

(3) Mr. Paterson was appointed CEO and a director effective September 17, 2020. One hundred percent of Mr. Paterson's compensation is attributed to his position as CEO. Mr. Paterson did not receive any compensation for his position as a director.

(4) Mr. Meyers was appointed CFO and Corporate Secretary effective June 5, 2023.

(5) Mr. Sartorius served as CFO and Corporate Secretary from September 17, 2020 to June 3, 2023.

(6) Mr. de Souza was appointed President of ASC, the Company's wholly-owned U.S. subsidiary, effective April 1, 2021.

(7) Mr. Hammersla was appointed as a director effective September 17, 2020.

(8) Ms. Swindell was appointed as a director effective April 29, 2022.

(9) Mr. Corbet was appointed as a director effective January 31, 2023.

(10) Mr. Zengerle has served as the COO since March 1, 2022.

(11) Mr. Tanner has served as the CIO since April 1, 2023.

(12) Mr. Kiesman served as Chairman of the Board and a director of the Company from July 5, 2018 to March 29, 2024, and served as CEO from July 5, 2018 to September 17, 2020.

(13) Mr. Carlson served as a director from September 17, 2020 to July 29, 2022.

- (14) Mr. McConnell served as a director from September 17, 2020 to March 29, 2024.
 (15) Ms. Falconer de Ramel served as a director from March 14, 2021 and deceased on October 24, 2021.

Stock Options and Other Compensation Securities

Fixed Share Option Plan (*Option-Based Awards*)

As at the financial year ended December 31, 2023, the Company had a 20% fixed share option plan dated for reference October 26, 2020, which was amended by the Board on June 1, 2022 and approved for continuation by Shareholders at the Company's annual general meeting held on June 30, 2023 (the "**Option Plan**"). A summary of the material terms of the Option Plan was disclosed in the Company's Circular dated May 16, 2023 and is not complete and is qualified in its entirety by reference to the Option Plan, which is available on the Company's SEDAR+ profile at www.sedarplus.ca.

Subsequent to the financial year ended December 31, 2023, the Company cancelled the Option Plan and adopted a new omnibus incentive plan, and the new omnibus incentive plan will be presented to the Shareholders for approval at the Meeting. See *Particulars of Matters to be Acted Upon – Approval of Omnibus Incentive Plan* below for further details.

Employee Share Purchase Plan (*Share-Based Awards*)

As at the financial year ended December 31, 2023, the Company had an Employee Share Purchase Plan dated effective June 16, 2022 (the "**ESPP**"), which was approved by Shareholders at the Company's annual general meeting held on June 30, 2023. A summary of the material terms of the ESPP was disclosed in the Company's Circular dated May 16, 2023 and is not complete and is qualified in its entirety by reference to the ESPP, which is available on the Company's SEDAR+ profile at www.sedarplus.ca.

Subsequent to the financial year ended December 31, 2023, the Company cancelled the ESPP.

Outstanding Compensation Securities

The following table sets forth incentive stock options (option-based awards) pursuant to the Company's former Option Plan granted to each director and NEO by the Company during the financial year ended December 31, 2023:

Compensation Securities							
Name and position	Type of security	Number of securities, number of underlying securities, (and percentage of class) ⁽¹⁾	Date of issue or grant ⁽²⁾ M/D/Y	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 (\$) ⁽³⁾	Expiry date ⁽²⁾
Jennifer Swindell ⁽⁴⁾ <i>Director</i>	Options	300,000 (3%)	04-20-2022	0.26	0.26	0.06	04-29-2032
Blake Corbett ⁽⁵⁾ <i>Director</i>	Options	300,000 (3%)	01-31-2023	0.15	0.13	0.06	01-31-2033

- (1) Percentage of class represents % of compensation securities granted over the total number of compensation securities of the Company outstanding as of December 31, 2023 (11,267,640).
 (2) As of December 31, 2023, the NEOs and directors of the Company held the following number of options of the Company: Ian L. Paterson – 2,300,000; Scott Meyers – 200,000; Philip de Souza – Nil; Robert Kiesman – 888,750; Barry Carlson – 300,000; William Edward (Ed) Hammersla III – 400,000; Michael McConnell – 300,000; Jennifer Swindell – 300,000.
 (3) Closing price of the Company's common shares as at December 31, 2023.
 (4) Ms. Swindell was appointed as a director effective April 29, 2022.
 (5) Mr. Corbet was appointed as a director effective January 31, 2023.

Exercise of Compensation Securities by NEOs and Directors

There were no compensation securities exercised by NEOs or directors of the Company who were not NEOs during the financial year ended December 31, 2023.

Employment, Consulting and Management Agreements

Engagement Agreement with Ian L. Paterson, CEO

Mr. Paterson entered into an employment agreement dated January 1, 2016 with Plurilock (the “**Paterson Agreement**”). The Paterson Agreement was further amended on October 16, 2018, April 1, 2020, December 8, 2020, September 28, 2021, November 1, 2021 and March 29, 2024. Pursuant to the terms of the Paterson Agreement and as at the financial year ended December 31, 2023, Mr. Paterson received: (i) an annual base salary of \$230,000; and (ii) an annual bonus determined in discretion of the Board of up to a maximum of \$150,000, in a combination of certain objective and subjective milestones. Effective April 1, 2024, Mr. Paterson’s remuneration was revised to (i) an annual base salary of \$350,000; and (ii) an annual bonus determined in discretion of the Board of up to a maximum of \$100,000, in a combination of certain objective and subjective milestones.

In addition, Mr. Paterson is entitled to receive (i) an additional 15% of the option pool to be issued pursuant to the new Plan, which Plan will replace and cancel all current option holdings. The options will be awarded at a price, terms and date as determined by the Company’s Board and shall vest evenly over 3 years; and (ii) an additional 20% of the restricted share unit (“**RSU**”) plan to be issued at a price, terms, and date as determined by the Company’s Board, all subject to Shareholder and TSXV approvals.

The term of the Paterson Agreement is indefinite. In the event of termination without cause, Mr. Paterson is entitled to a severance equal to twelve (12) month’s salary.

The Board considers that the salary paid to Mr. Paterson is comparable within the industry. The Board confirms that fees payable under the Paterson Agreement are fair and reasonable and were negotiated on an arm’s length basis with Mr. Paterson and on conventional terms.

Employment Agreement with Scott Meyers, CFO

On June 5, 2023, Plurilock entered into an employment agreement with Scott Meyers as amended March 29, 2024 (the “**Meyers Agreement**”). Pursuant to the terms of the Meyers Agreement, and as at the financial year ended December 31, 2023, Mr. Meyers received an annual base salary of \$200,000. Effective January 1, 2024, Mr. Meyers would receive an annual bonus determined at the discretion of the CEO of up to a maximum of \$50,000, in a combination of certain objective and subjective milestones. Effective April 1, 2024, Mr. Meyer’s remuneration was increased to an annual base salary of \$270,000.

In addition, Mr. Meyers is entitled to receive (i) an additional 9% of the option pool to be issued pursuant to the new Plan, which Plan will replace and cancel all current option holdings. The options will be awarded at a price, terms and date as determined by the Company’s Board and shall vest evenly over 3 years; and (ii) an additional 15% of the RSU plan to be issued at a price, terms, and date as determined by the Company’s Board, all subject to Shareholder and TSXV approvals.

The Board considers that the salary paid to Mr. Meyers is comparable within the industry. The Board confirms that fees payable under the Meyers Agreement are fair and reasonable and were negotiated on an arm’s length basis with Mr. Meyers and on conventional terms.

Consulting Agreement with Roland Sartorius, Former CFO

On November 1, 2017, Plurilock entered into a consulting agreement (the “**Sartorius Agreement**”) with RoJan Capital Ltd., a private company owned and controlled by Roland Sartorius. The Sartorius Agreement was subsequently amended on June 15, 2018, November 1, 2018, April 1, 2020, December 8, 2020, and November 1, 2021. Pursuant to the terms of the Sartorius Agreement, Mr. Sartorius formerly acted as Plurilock’s CFO and Corporate Secretary and received (i) an annual base fee of \$180,000 plus applicable taxes, and (ii) an annual bonus to a maximum of \$37,500. On April 6, 2023, the Sartorius Agreement was replaced with a new consulting agreement with RoJan Capital Ltd. (the “**New Sartorius Agreement**”), pursuant to which Mr. Sartorius continued to act as the Company’s CFO and Corporate Secretary based on an hourly rate and the time Mr. Sartorius spent working on the business affairs of the Company.

The Board considers that the fees paid to Mr. Sartorius are comparable within the industry. The Board confirms that fees payable under the New Sartorius Agreement are fair and reasonable and on conventional terms.

Employment Agreement with Philip de Souza, President of ASC

Mr. de Souza entered into an employment agreement with Plurilock dated April 1, 2021, as amended October 25, 2022 (the “**de Souza Agreement**”). Pursuant to the de Souza Agreement, Mr. de Souza receives (i) an annual base salary of \$260,000 (USD \$200,000), and (ii) an annual bonus for fiscal year 2023 of \$67,486 and for fiscal year 2022, \$67,500 (USD\$50,000). The bonus for the 2023 fiscal year will be calculated on the Company’s gross margin exceeding 5%. The de Souza Agreement is “at-will”. This means that it is not for any specified period and can be terminated by either party at any time, for any reason, with or without any cause or advance notice. The de Souza Agreement does not contain any provisions with respect to change of control, severance, termination or constructive dismissal.

The Board considers that the salary paid to Mr. de Souza is comparable within the industry. The Board confirms that fees payable under the de Souza Agreement are fair and reasonable and were negotiated on an arm’s length basis with Mr. de Souza and on conventional terms.

Employment Agreement with Tucker Zengerle, COO

On July 13, 2022, Plurilock entered into an employment agreement with Tucker Zengerle, as amended February 10, 2023 and March 29, 2024 (the “**Zengerle Agreement**”). Pursuant to the terms of the Zengerle Agreement, and as at the financial year ended December 31, 2023, Mr. Zengerle received: an annual base salary of USD\$175,000. Effective January 1, 2024, Mr. Zengerle’s remuneration was increased to USD\$180,000, and an annual bonus determined at the discretion of the CEO of up to a maximum of \$25,000, in a combination of certain objective and subjective milestones. Effective April 1, 2024, Mr. Zengerle’s remuneration was revised to an annual base salary of USD\$250,000.

In addition, Mr. Zengerle is entitled to receive (i) an additional 8% of the option pool to be issued pursuant to the new Plan, which Plan will replace and cancel all current option holdings. The options will be awarded at a price, terms and date as determined by the Company’s Board and shall vest evenly over 3 years; and (ii) an additional 8% of the RSU plan to be issued at a price, terms, and date as determined by the Company’s Board, all subject to Shareholder and TSXV approvals.

The Board considers that the fees paid to Mr. Zengerle are comparable within the industry. The Board confirms that fees payable under the Zengerle Agreement are fair and reasonable and on conventional terms.

Oversight and Description of Director and NEO Compensation

Executive compensation is set to attract and retain the best available talent while efficiently utilizing available resources. The Company compensates executive management with a package typically including a base salary (“**Base Salary**”), an incentive compensation plan (“**Incentive Compensation**”) and equity compensation (the “**Equity Compensation**”) designed to be competitive with comparable employers. In considering executive management’s compensation, the Board takes into consideration the financial condition of the Company. The Base Salary is set in comparison to the comparable positions in the market and in the industry, the Incentive Compensation is used as a short-term incentive to achieve Company objectives, and the Equity Compensation is designed to allow the participants to enjoy the benefits of any increase in company valuation and share price, should such an increase occur. Executive compensation is designed to reward activities and achievements that are aligned with the long-term interests of the Company’s shareholders.

The Base Salary, Incentive Compensation and Equity Compensation for the Company’s NEOs, including the CEO and the CFO is determined by the Company’s Compensation Committee. The Compensation Committee sets the compensation of the NEOs using generally available market data and their combined industry experience. The Compensation Committee delegates to the NEOs the responsibility to set the compensation packages for all other senior management and staff.

The Compensation Committee is responsible for executive and director compensation, including reviewing and recommending director compensation, overseeing the Company’s base compensation structure and equity-based compensation program, recommending compensation of the Company’s officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives.

The Compensation Committee also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The compensation committee reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity.

Philosophy and Objectives

The Company is a small company with limited resources. The compensation program for the senior management of the Company is designed within this context with a view that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining qualified executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its Option Plan. Recommendations for senior management compensation are presented to the Board for review. No specific "peer group" is used to determine the compensation.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's Option Plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and competitive factors. The amounts and terms of options granted are determined by the Compensation Committee based on recommendations put forward by the CEO.

Risks Associated with the Company's Compensation Practices

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Base Salary or Consulting Fees

In the Board's view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Base salary ranges for the executive officers were initially determined upon a review of companies within the technology industry, which were of the same size as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the technology industry which were similar in size as the Company;
- (c) the experience level of the executive officer;

- (d) the amount of time and commitment which the executive officer devotes to the Company; and
- (e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Benefits and Perquisites

The Company does not, as of the date of this Circular, offer any benefits or perquisites to its NEOs other than normal health benefits and potential grants of incentive stock options or as otherwise disclosed and discussed herein.

Hedging by Named Executive Officers or Directors

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors.

Pension Disclosure

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table discloses options to purchase common shares outstanding pursuant to the Company's Option Plan and common shares remaining available for grant of options pursuant to the Option Plan for the financial year ended December 31, 2023.

Equity Compensation Plan Information			
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders (includes both the Option Plan and Employee Share Purchase Plan)	11,267,640	0.28	3,028,158
Total	11,267,640	0.28	3,028,158

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as at the Company's most recently completed financial year ended December 31, 2023, or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the common shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during either of the financial years ended December 31, 2023, or has any interest in any material transaction in either year other than as set out herein and as are disclosed in Note

26 - Related Party Transactions in the consolidated audited financial statements of the Company for the year ended December 31, 2023.

MANAGEMENT CONTRACTS

There were no management functions of the Company, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Number of Directors - see "*Number of Directors*" above.
2. Election of Directors – see "*Election of Directors*" above.
3. Appointment of Auditor – see "*Appointment of Auditor*" above.
4. Adoption of New Omnibus Incentive Plan – see "*Adoption of New Omnibus Incentive Plan*" below.
5. Ratification of Grant of Stock Options and Approval of Insider Participation Limits – see "*Ratification of Grant of Stock Options and Approval of Insider Participation Limits*" below.
6. Ratification of Grant of Restricted Share Units and Approval of Insider Participation Limits – see "*Ratification of Restricted Share Units and Approval of Insider Participation Limits*" below.

Adoption of New Omnibus Incentive Plan

The TSXV policy requires all of its listed companies to have a Security Based Compensation Plan (defined below) if the Company intends to grant or issue Security Based Compensation (defined below) to its directors, officers, employees, management company employees and consultants or to an eligible charitable organization. The Board adopted a new omnibus incentive plan (the "**Plan**"), dated for reference June 18, 2024. The Plan replaces the Company's former Option Plan. The Plan is a 10% rolling Option plan and 10% fixed RSU plan.

Under the TSXV policy, the initial adoption of the Plan requires Disinterested Shareholder Approval (defined below) by ordinary resolution and the continuation of the Plan requires annual shareholder approval at each annual meeting of the Company by ordinary resolution. The Board is of the view that the Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers.

The Company obtained Board approval on June 18, 2024, and conditional acceptance of the Plan from the TSXV on June 21, 2024. Following conclusion of the Meeting, the Company will submit the final scrutineer's report from Computershare, together with the executed minutes of the Meeting and any other documents that may be requested by the TSXV to obtain final acceptance of the Plan.

The following is a summary of certain provisions of the Plan, which will be placed before the Meeting. A full copy of the Plan may be obtained upon request from the Company. See *Additional Information* below.

Unless otherwise defined herein, capitalized terms used herein have the meanings ascribed to them in the Plan.

Summary of Material Terms of the Plan

The following is a summary of the material terms of the Plan (refer to defined terms below):

The Plan serves as the successor to the Company's former Option Plan, and no further options to purchase common shares will be granted under the Option Plan from and after the effective date of the Plan.

The purpose of the Plan is to promote the interests of the Company and its Shareholders by aiding the Company in (i) attracting and retaining highly qualified directors, officers, employees and consultants (each, a "**Participant**"); (ii) aligning the interests of Participants with that of other Shareholders of the Company generally; and (iii) enabling

and encouraging Participants to participate in the long-term growth of the Company through the acquisition of common shares, by the granting of Awards in the form of Options or RSUs.

The Plan is administered by the Board and provides that the Board may, from time to time, in its discretion, and in accordance with TSXV requirements or any other stock exchange on which the common shares are listed, grant to Participants, non-transferable Awards.

Under the Plan, the total number of common shares reserved and available for the grant and issuance of Options shall not exceed ten percent (10%) of the Outstanding Issue, or such other number as may be approved by the TSXV and the Shareholders of the Company from time to time. The total number of common shares, in aggregate, reserved and available for the grant and issuance of RSUs shall not exceed 4,051,485 common shares.

No Award that can be settled in common shares issued from treasury may be granted if such grant would have the effect of causing the total number of common shares subject to such Award to exceed the above noted total number of common shares reserved for issuance pursuant to the settlement of Awards.

The Plan is an “evergreen” plan as common shares covered by Awards which have been exercised or settled, as applicable, and Awards which expire or are forfeited, cancelled or otherwise terminated or lapse for any reason without having been exercised, will be available for subsequent grant under the Plan.

Unless the Company obtains Disinterested Shareholder Approval: (i) the aggregate number of common shares for which Awards may be issued to any one Participant in any 12-month period, together with all other Security Based Compensation granted to such Participant, shall not exceed 5% of the Outstanding Issue, calculated on the date an Award is granted to the Participant, (ii) the aggregate number of common shares for which Awards may be issued to any one Consultant (as defined by the Exchange), together with all other Security Based Compensation granted to such Consultant, within any 12-month period shall not exceed 2% of the Outstanding Issue, calculated on the date an Award is granted to the Consultant; and (iii) the aggregate number of common shares for which Options may be issued to all Persons retained to provide Investor Relations Activities (as defined by the Exchange), together with all other Security Based Compensation granted to such Persons, within any 12-month period shall not exceed 2% of the Outstanding Issue, calculated on the date an Option is granted to such Persons.

Unless Disinterested Shareholder Approval as required by the policies of the Exchange is obtained: (i) the maximum number of common shares for which Awards may be issued to Insiders (as a group) at any point in time, together with all common shares issued pursuant to other Security Based Compensation granted to Insiders, shall not exceed 10% of the Outstanding Issue; and (ii) the maximum number of common shares issuable pursuant to Awards granted to Insiders (as a group), together with all common shares made issuable pursuant to other Security Based Compensation granted to Insiders, within any 12-month period, shall not exceed 10% of the Outstanding Issue, calculated at the date an Award is granted to any Insider.

The Plan provides for customary adjustments or substitutions, as applicable, in the number of common shares that may be issued under the Plan in the event of a merger, arrangement, amalgamation, consolidation, corporate reorganization, recapitalization, separation, stock dividend, extraordinary dividend, stock split, reverse stock split, split up, spin-off or other distribution of stock or property of the Company, combination of securities, exchange of securities, dividend in kind, or other like change in capital structure or distribution (other than normal cash dividends) to Shareholders, or any similar corporate event or transaction, subject to the prior acceptance of the Exchange other than for adjustments resulting from a share consolidation or stock split.

In the event of an actual or potential Change of Control (as is defined in the Plan) of the Company, the Board shall have discretion as to the treatment of Awards, subject, where required by the policies of the Exchange, to the prior acceptance of the Exchange, including whether to (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any Awards; (ii) permit the conditional redemption or exercise of any Awards, on such terms as it sees fit; (iii) otherwise amend or modify the terms of any Awards; and (iv) terminate, following the successful completion of a Change of Control, on such terms as it sees fit, the Awards not exercised prior to the successful completion of such Change of Control.

Neither the Awards nor the securities which may be acquired pursuant to the exercise of the Awards have been registered under the United States Securities Act of 1933 (the “**U.S. Securities Act**”) or under any securities law of any state of the United States of America and are considered “restricted securities” (as such term is defined in Rule 144(a)(3) under the U.S. Securities Act) and any common shares will be affixed with an applicable restrictive legend as set forth in the Award Agreement.

Options

Subject to the terms and conditions of the Plan, the Board may grant Options to Participants in such amounts and upon such terms (including the exercise price, duration of the Options, the number of common shares to which the Option pertains, and the conditions, if any, upon which an Option shall become vested and exercisable) as the Board shall determine.

The exercise price of the Options will be determined by the Board at the time any Option is granted. In no event will such exercise price be lower than the last closing price of the common shares on the Exchange less any discount permitted by the rules or policies of the Exchange at the time the Option is granted. Such price upon exercise of any Option shall be payable to the Company in full in cash, by certified cheque or by wire transfer, cashless exercise or net exercise.

In connection with a cashless exercise, the Participant shall elect, on a notice of exercise, to receive a loan from a brokerage firm, which the Company has an arrangement with, to purchase the underlying common shares. Upon the sale by the brokerage firm of an equivalent number of common shares received from the exercise of the Options to repay the loan made to the Participant, the Participant shall elect to receive either the balance of the common shares following the sale or the cash proceeds from the balance of the common shares.

In connection with a net exercise, the Participant shall elect on a notice of exercise to receive an amount equal to the number of underlying common shares listed on the Exchange that is the equal to the quotient obtained by dividing: (a) the product of the number of Options being exercised multiplied by the difference between the five-day volume weighted average price of the underlying common shares so listed and the exercise price of the subject Options; by (b) the five-day volume weighted average price of the underlying common shares so listed, provided, however, that persons retained to provide Investor Relations Activities shall not be permitted to exercise an Option using the net exercise method.

Unless otherwise specified in an Award agreement granting Options, Options shall vest subject to Exchange policies, and the Board may in its sole discretion, determine the time during which an Option shall vest and the method of vesting, or that no vesting restriction shall exist, provided that Options issued to any Persons retained to provide Investor Relations Activities shall vest solely subject to Exchange Policies as follows:

- (i) no more than 1/4 of the Options vest no sooner than three months after the Options were granted;
- (ii) no more than another 1/4 of the Options vest no sooner than six months after the Options were granted;
- (iii) no more than another 1/4 of the Options vest no sooner than nine months after the Options were granted; and
- (iv) the remainder of the Options vest no sooner than 12 months after the Options were granted.

Subject to any requirements of the Exchange, the Board may determine the expiry date of each Option. Subject to a limited extension if an Option expires during a blackout period, Options may be exercised for a period of up to ten (10) years after the grant date, provided that: (i) upon a Participant's termination for cause, all Options, whether vested or not, as at the date on which a Participant ceases to be eligible to participate under the Plan (the "**Termination Date**") as a result of termination of employment, will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested Options as at the Termination Date shall automatically and immediately vest, and all vested Options will continue to be subject to the Plan and be exercisable for a period of 12 months after the Termination Date; (iii) in the case of the disability of a Participant, all Options shall remain and continue to vest (and are exercisable) in accordance with the terms of the Plan for a period of 12 months after the Termination Date, provided that any Options that have not been exercised (whether vested or not) within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, any unvested Options held by the Participant as at the Termination Date will continue to vest in accordance with their vesting schedules, and all vested Awards held by the Participant at the Termination Date may be exercised until the earlier of the Expiry Date of the Options or six (6) months following the Termination Date, provided that if the Participant is determined to have breached any post-employment restrictive covenants in favour of the Company, then any Options held by the Participant, whether vested or unvested, will immediately expire and the Participant shall pay to the Company any "in-the-money" amounts realized upon exercise of Options following the Termination Date; and; (v) in all other cases where a Participant ceases to be eligible under the Plan, including a termination without cause or a voluntary resignation, unless otherwise determined by the Board, all unvested Options

shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested Options will continue to be subject to the Plan and be exercisable for a period of 90 days after the Termination Date.

RSUs

Subject to the terms and conditions of the Plan, the Board may grant RSUs to Participants in such amounts and upon such terms (including time-based restrictions on vesting, restrictions under applicable laws or under the requirements of the Exchange) as the Board shall determine.

No RSU may vest before one (1) year following the date it is granted or issued. The vesting of RSUs may be accelerated in limited circumstances, in the case of the death of a Participant or upon a RSU holder ceasing to be an eligible participant under the Plan in connection with a Change of Control, take-over bid, reverse take-over or other similar transaction.

Unless otherwise specified in an Award agreement granting RSUs, RSUs shall vest at the discretion of the Board, subject to the policies of the Exchange, provided that, and subject to the Board's discretion: (i) upon a Participant's termination for cause, all RSUs, whether vested (if not yet paid out) or not as at the Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested RSUs as at the Termination Date shall automatically and immediately vest; (iii) in the case of the retirement of a Participant, any unvested RSUs held by the Participant as at the Termination Date will continue to vest in accordance with their vesting schedules, and all vested RSUs held by the Participant at the Termination Date may be exercised until the earlier of the Expiry Date of the RSUs or six (6) months following the Termination Date, provided that if the Participant is determined to have breached any post-employment restrictive covenants in favour of the Company, then any RSUs held by the Participant, whether vested or unvested, will immediately expire and the Participant shall pay to the Company any "in-the-money" amounts realized upon exercise of Awards following the Termination Date; and (iv) in all other cases where a Participant ceases to be eligible under the Plan, including a termination without cause or a voluntary resignation, unless otherwise determined by the Board, all unvested RSUs shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested RSUs will be paid out in accordance with the Plan.

When and if RSUs become payable, the Participant issued such RSUs shall be entitled to receive payment from the Company in settlement of such RSU: (i) in a number of common shares (issued from treasury) equal to the number of RSUs being settled, (ii) in a cash equivalent amount or (iii) subject to the prior approval of the Exchange, in any other form, all as determined by the Board. The Board's determination regarding the form of payout shall be set forth or reserved for later determination in the Award agreement for the grant of the RSUs.

Participants holding RSUs may, if the Board so determines, be credited with dividends paid with respect of the underlying common shares or dividend equivalents while they are so held in a manner determined by the Board in its sole discretion; provided that in the event that the Company does not have a sufficient number of common shares available to settle RSUs in common shares or where the issuance of common shares would result in breaching a limit on grants or issuances set out in the Plan, such RSUs may be settled in cash.

Participants who are retained to provide Investor Relations Activities cannot receive any RSUs.

Shareholder Approval and TSXV Acceptance

The Plan is subject to Disinterested Shareholder Approval and final acceptance by the TSXV. The Plan replaces the Option Plan, last approved by the Shareholders at the Company's annual general meeting held on June 30, 2023. At the Meeting, the disinterested shareholders will be asked to consider and vote on the ordinary resolution to approve the Plan, with or without variation, as follows:

"BE IT RESOLVED, as an ordinary resolution, that:

1. Subject to the final acceptance by the TSX Venture Exchange, the Company's new omnibus incentive plan (the "**Plan**") dated for reference June 18, 2024, comprising 10% rolling stock options ("**Options**") and 10% fixed restricted share units ("**RSUs**"), as more particularly described in the management information circular of the Company dated July 2, 2024, be ratified, confirmed and approved.
2. To the extent permitted by law, the Company be authorized to abandon all or any part of the Plan if the board of directors deems it appropriate and in the best interests of the Company to do so.

3. The Company be authorized to grant Options and RSUs pursuant and subject to the terms and conditions of the Plan.
4. The outstanding Options and RSUs which have been granted prior to the implementation of the Plan shall, for the purpose of calculating the number of Options and RSUs that may be granted under the Plan, be treated as Options and RSUs granted under the Plan.
5. Any amendments to the Plan are subject to the Company receiving prior TSXV and shareholder approvals, as applicable, in accordance with the Plan.
6. Any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to these resolutions.”

The Board recommends that the disinterested Shareholders vote in favour of the Plan.

Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR the adoption of the Company’s Plan.

The Plan will have to be approved by an ordinary resolution of disinterested Shareholders. An ordinary resolution is a resolution passed by the Shareholders at a general meeting by a simple majority of the votes cast in person or by Proxy.

The Board is of the view that the Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers in competition with other companies in the industry. A Shareholder may obtain a copy of the Plan by contacting the Company at telephone number (866) 657-7620. See *Additional Information* below.

“**Awards**” means an Option or an RSU.

“**Disinterested Shareholder Approval**” means the approval by a majority of the votes cast by all shareholders of the Company at the Meeting excluding votes attached to listed common shares beneficially owned by Insiders (defined below) of the Company and Associates (as defined in the Securities Act) of Insiders.

An “**Insider**” is a director, or senior officer of the Company, a director or senior officer of a company that is an Insider or Subsidiary of the Company, or a person that beneficially owns or controls, directly or indirectly, voting common shares carrying more than 10% of the voting rights attached to all outstanding voting common shares of the Company.

“**Outstanding Issue**” means at the relevant time, the number of issued and outstanding common shares of the Company from time to time.

“**Security Based Compensation**” includes any Deferred Share Unit, Performance Share Unit, Restricted Share Unit, Securities for Services, Stock Appreciation Right, Stock Option, Stock Purchase Plan, any security purchase from treasury by a Participant which is financially assisted by the Company by any means whatsoever, and any other compensation or incentive mechanism involving the issuance or potential issuance of securities of a Company from treasury to a Participant, including securities issued under Part 6, and for greater certainty, does not include: arrangements which do not involve the issuance from treasury or potential issuance from treasury of securities of the Company;

- a. arrangements under which Security Based Compensation is settled solely in cash and/or securities purchased on the secondary market; and
- b. Shares for Services and Shares for Debt arrangements under Policy 4.3 – *Shares for Debt* that have been conditionally accepted by the TSXV prior to November 24, 2021.

Ratification of Grant of Stock Options and Approval of Insider Participation Limits

On June 18, 2024, the Company conditionally granted 3,490,900 Options (the “**Conditional Option Grants**”) under the Plan to eligible Participants. The Conditional Option Grants were granted on the condition that the grants would be put forward for ratification and approval by the Shareholders at the Meeting. Of the 3,490,000 Conditional Option

Grants, 2,335,000 Conditional Option Grants were issued to Insiders and in excess of the insider participation limit as set forth in the Plan. The Plan provides that, unless Disinterested Shareholder Approval is obtained, the maximum number of common shares for which Awards may be issued to Insiders (as a group) at any point in time, together with all common shares issued pursuant to other Security Based Compensation granted to Insiders, shall not exceed 10% of the Outstanding Issue and the maximum number of common shares issuable pursuant to Awards granted to Insiders (as a group), together with all common shares made issuable pursuant to other Security Based Compensation granted to Insiders, within any 12-month period, shall not exceed 10% of the Outstanding Issue. The issuance of 2,335,000 Conditional Option Grants resulted in Insiders (as a group) holding approximately 13.2% of the Outstanding Issue.

In addition, previously issued 786,081 Options to Insiders, employees and consultants were cancelled and replaced with the Conditional Option Grants.

The Conditional Option Grants are exercisable into an aggregate of up to of 3,490,900 common shares, subject to Disinterested Shareholder Approval and approval of the TSXV.

The following table sets out the Options conditionally granted to each Insider as part of the Conditional Option Grants, together with the number of common shares of the Company beneficially owned by each Insider that will be excluded from the vote at the Meeting to ratify and approve the Conditional Option Grants (as more specifically set out below):

Name of Insider	Number of Conditional Option Grants	Exercise Price	Date Issued	Expiry Date	Number of Common Shares Held ⁽¹⁾
Ian Paterson	550,000 ⁽²⁾	\$0.30	June 18, 2024	June 18, 2029	396,762
Ali Hakimzadeh	550,000 ⁽²⁾	\$0.30	June 18, 2024	June 18, 2029	1,125,000
Scott Meyers	335,000 ⁽²⁾	\$0.30	June 18, 2024	June 18, 2029	203,448
Tucker Zengerle	300,000 ⁽²⁾	\$0.30	June 18, 2024	June 18, 2029	100,780
William Edward Hammersla III	200,000 ⁽²⁾	\$0.30	June 18, 2024	June 18, 2029	14,126
Blake Corbet	200,000 ⁽²⁾	\$0.30	June 18, 2024	June 18, 2029	110,000
Jennifer Swindell	200,000 ⁽²⁾	\$0.30	June 18, 2024	June 18, 2029	31,816

(1) As at the Record Date.

(2) Fully vested upon receipt of Disinterested Shareholder Approval and approval of the TSXV.

The following table sets out all the Options conditionally granted to eligible Participants other than Insiders of the Company, as a group, as part of the Conditional Option Grants:

Category of Eligible Participants	Number of Conditional Option Grants	Exercise Price	Date Issued	Expiry Date
Employees and Consultant	855,900 ⁽²⁾	\$0.30	June 18, 2024	June 18, 2029
Investor Relations Service Provider	100,000 ⁽³⁾	\$0.30	June 18, 2024	June 18, 2029

(1) As at the Record Date.

(2) Fully vested upon approval by receipt of Disinterested Shareholder Approval and approval of the TSXV.

(3) Vest in equal tranches quarterly over a twelve month period.

Pursuant to the terms of the Plan, and as required by the TSXV, the Conditional Option Grants are subject to Disinterested Shareholder Approval prior to becoming effective. For the purposes of the policies of the TSXV, Disinterested Shareholder Approval requires the approval of a majority of votes cast at a meeting of shareholders other than votes attaching to securities beneficially owned by Insiders to whom common shares may be issued pursuant to the Conditional Option Grants and their associates.

Subject to the approval of the Plan, at the Meeting, disinterested shareholders will be asked to consider, and if deemed advisable, to pass an ordinary resolution in the following form:

“**BE IT RESOLVED**, as an ordinary resolution, that:

- (a) The grant of certain stock options, being the options exercisable into an aggregate of up to 3,490,900 pursuant to the Omnibus Incentive Plan is hereby ratified, confirmed and approved;

- (b) Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to this resolution; and
- (c) All actions previously taken by any officer or director of the Company in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects.”

The Board recommends that the disinterested Shareholders vote in favour of the ratification of the Conditional Option Grants.

Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR the ratification of the Conditional Option Grants.

Should the ratification of the Conditional Option Grants not receive the required shareholder approval, the Conditional Option Grants granted will be immediately cancelled.

Ratification of Grant of Restricted Share Units

On June 18, 2024, the Company conditionally granted 3,800,000 RSUs (the “**Conditional RSU Grants**”) under the Plan to eligible Participants. The Conditional RSU Grants were granted on the condition that the grants would be put forward for ratification and approval by the Shareholders at the Meeting. 3,000,000 Conditional RSU Grants were issued to Insiders and in excess of the insider participation limit which provides that, unless Disinterested Shareholder Approval is obtained, the maximum number of common shares for which Awards may be issued to Insiders (as a group) at any point in time, together with all common shares issued pursuant to other Security Based Compensation granted to Insiders, shall not exceed 10% of the Outstanding Issue and the maximum number of common shares issuable pursuant to Awards granted to Insiders (as a group), together with all common shares made issuable pursuant to other Security Based Compensation granted to Insiders, within any 12-month period, shall not exceed 10% of the Outstanding Issue. The issuance of 3,000,000 Conditional RSU Grants resulted in Insiders (as a group) holding approximately 13.2% of the Outstanding Issue.

The Conditional RSUs Grants are subject to Disinterested Shareholder Approval and the approval of the TSXV.

The following table sets out the RSUs conditionally granted to each Insider as part of the Conditional RSU Grants, together with the number of common shares of the Company beneficially owned by each Insider that will be excluded from the vote at the Meeting to ratify and approve the Conditional RSU Grants (as more specifically set out below):

Name of Insider	Number of Conditional RSU Grants	Issue Price	Date Issued	Vesting Date	Number of Common Shares Held⁽¹⁾
Ian Paterson	800,000	\$0.30	June 18, 2024	June 18, 2025	396,762
Ali Hakimzadeh	800,000	\$0.30	June 18, 2024	June 18, 2025	1,125,000
Scott Meyers	600,000	\$0.30	June 18, 2024	June 18, 2025	203,448
Tucker Zengerle	320,000	\$0.30	June 18, 2024	June 18, 2025	100,780
William Edward Hammersla III	160,000	\$0.30	June 18, 2024	June 18, 2025	14,126
Blake Corbet	160,000	\$0.30	June 18, 2024	June 18, 2025	110,000
Jennifer Swindell	160,000	\$0.30	June 18, 2024	June 18, 2025	31,816

(1) As at the Record Date.

The following table sets out all the RSUs conditionally granted to eligible Participants other than Insiders of the Company, as a group, as part of the Conditional RSU Grants, together with the aggregate number of common shares of the Company beneficially owned by such person, as a group, that will be excluded from the vote at the Meeting to ratify and approve the Conditional RSU Grants (as more specifically set out below):

Category of Eligible Participants	Number of Conditional Option Grants	Exercise Price	Date Issued	Vesting Date	Number of Common Shares Held⁽¹⁾
Consultant	800,000	\$0.30	June 18, 2024	June 18, 2025	Nil

(1) As at the Record Date.

Pursuant to the terms of the Plan, and as required by the TSXV, the Conditional RSU Grants are subject to Disinterested Shareholder Approval of the Company prior to becoming effective. For the purposes of the policies of the TSXV, Disinterested Shareholder Approval requires the approval of a majority of votes cast at a meeting of shareholders other than votes attaching to securities beneficially owned by Insiders to whom common shares may be issued pursuant to the Conditional RSU Grants and their associates.

Subject to the approval of the Plan, at the Meeting, disinterested shareholders will be asked to consider, and if deemed advisable, to pass an ordinary resolution in the following form:

“**BE IT RESOLVED**, as an ordinary resolution, that:

- (a) The grant of 3,800,000 restricted share units pursuant to the Omnibus Incentive Plan is hereby ratified, confirmed and approved;
- (b) Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to this resolution; and
- (c) All actions previously taken by any officer or director of the Company in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects.”

The Board recommends that the disinterested Shareholders vote in favour of the ratification of the Conditional RSU Grants.

Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR the ratification of the Conditional RSU Grants.

ADDITIONAL INFORMATION

Financial information is provided in the Company’s consolidated audited financial statements for the year ended December 31, 2023 and the related MD&A (the “**Financial Materials**”). The Financial Materials will be placed before the Meeting.

Additional information relating the Company and a copy of the Financial Materials may be obtained under the Company’s SEDAR+ profile at www.sedarplus.ca and, in addition, the Financial Materials and the Plan may be requested from the Company at 1021 West Hastings Street, MNP Tower, 9th Floor, Vancouver, British Columbia V6E 0C3, Telephone No. (866) 657-7620. The Company may require payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

OTHER MATTERS

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

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

DATED at Vancouver, British Columbia this 2nd day of July, 2024.

BY ORDER OF THE BOARD

“Ian Paterson”

Ian Paterson
CEO



VIA SEDAR+

July 2, 2024

MNP LLP, Chartered Professional Accountants
2200-1021 West Hasting Street
Vancouver, BC V6E 0C3

Forvis Mazars LLP (formerly Mazars, LLP), Chartered Professional Accountants
215 Saint-Jacques Street, Suite 1200
Montréal, QC H2Y 1M6

Dear Sirs/Mesdames:

**RE: Notice of Change of Auditors dated effective July 2, 2024
Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*
(the "Instrument") of the Canadian Securities Administrators**

The Company hereby provides notice pursuant to the Instrument of a change of auditor by Plurilock Security Inc. (the "**Company**") from Forvis Mazars LLP (formerly Mazars, LLP), Chartered Professional Accountants to MNP LLP, Chartered Professional Accountants.

The Company confirms that:

- (a) The Company has decided to change its auditor from Forvis Mazars LLP (formerly Mazars, LLP), Chartered Professional Accountants (the "**Former Auditors**") to MNP LLP, Chartered Professional Accountants (the "**Successor Auditors**").

At the next annual general meeting of the Company, the shareholders of the Company will be asked to approve the appointment of the firm, MNP LLP, Chartered Professional Accountants as Successor Auditors.
- (b) There were no reservations contained in the Former Auditors' Reports for either of the Company's two most recently completed fiscal years or for any period subsequent thereto for which an audit report was issued, preceding the date of this notice.
- (c) The Company's Audit Committee and board of directors have participated and approved the change of auditor for the Company and have also approved the appointment of MNP LLP, Chartered Professional Accountants as Successor Auditors.
- (d) In the opinion of the Company, no "reportable events", as that term is defined in the Instrument have occurred prior to the date of this notice.

The Company requested that each of Forvis Mazars LLP (formerly Mazars, LLP), Chartered Professional Accountants and MNP LLP, Chartered Professional Accountants provide the Company with a letter, in digital format, addressed to the regulatory authorities stating whether or not it agrees with the above statements.

Yours truly,

PLURILOCK SECURITY INC.

Per: "*Scott Meyers*"

Scott Meyers
CFO

July 2, 2024

TO: Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities Service, Newfoundland and Labrador
Prince Edward Island Financial and Consumer Services Division
Office of the Superintendent of Securities, Northwest Territories
Office of the Yukon Superintendent of Securities
Office of the Superintendent of Securities, Nunavut

Dear Sirs/Mesdames:

RE: Plurilock Security Inc. (the “Company”)

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, we have reviewed the information contained in the Notice of Change of Auditor of the Company dated July 2, 2024 (“the **Notice**”) and, based on our knowledge of such information at this time, we agree with the statements made in the Notice pertaining to our firm. We advise that we have no basis to agree or disagree with the comments in the Notice relating to Mazars Canada LLP, Chartered Professional Accountants.

Yours very truly,



Chartered Professional Accountants

July 5, 2024

To:
Alberta Securities Commission
The Manitoba Securities Commission
Government of Newfoundland and Labrador Financial Services Regulation Division
Nova Scotia Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Government of Yukon Department of Community Services
British Columbia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Government of the Northwest Territories Office of the Superintendent of Securities
Government of Nunavut
Prince Edward Island Securities Office
Financial and Consumer Affairs Authority of Saskatchewan

Dear Sirs/Mesdames:

RE: Plurilock Security Inc. (the “Company”)
Change of Auditors

We have been provided with and read the Notice of Change of Auditor dated July 2, 2024 (the “**Notice**”) with respect to our resignation as auditors of the Company provided as required under National Instrument 51-102 (the “**Instrument**”). Pursuant to section 4.11, paragraph (5)(a)(ii)(B) of the Instrument, we confirm our agreement with the information contained in such Notice. This confirmation is based on our knowledge of the information at this date.

Yours truly,

Forvis Mazars LLP

Chartered Professional Accountants