TRIBE PROPERTY TECHNOLOGIES INC.

NOTICE OF ANNUAL GENERAL MEETING

OF SHAREHOLDERS

AND

MANAGEMENT INFORMATION CIRCULAR

As of October 8, 2026

1606 – 1166 Alberni Street
Vancouver, British Columbia,
Canada
V6E 3Z3

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of the shareholders of Tribe Property Technologies Inc. (the "**Corporation**") will be held on Tuesday, November 17, 2026 at 1:00 p.m. (Pacific Standard Time) via teleconference dial in using the following details:

TELECONFERENCE DIAL IN:

To dial using One tap mobile:	+15873281099, 85709401534# Canada +16473744685, 85709401534# Canada **Meeting ID**: 853 9905 9502 **Passcode**: 814437
To dial by location:	+1 253 215 8782 US (Tacoma) +1 301 715 8592 US (Washington DC) +1 305 224 1968 US +1 309 205 3325 US +1 312 626 6799 US (Chicago) +1 346 248 7799 US (Houston) +1 360 209 5623 US +1 386 347 5053 US +1 507 473 4847 US +1 564 217 2000 US +1 646 558 8656 US (New York) +1 646 931 3860 US +1 669 444 9171 US +1 669 900 9128 US (San Jose) +1 689 278 1000 US +1 719 359 4580 US +1 253 205 0468 US Find your local number: https://tribemgmt.zoom.us/u/kynYZVAyk **Meeting ID**: 853 9905 9502 **Passcode**: 814437

The Meeting is to be held for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2025, together with the report of the auditor thereon.

2. To elect the directors of the Corporation for the ensuing year.

3. To appoint Dale Matheson Carr-Hilton LaBonte LLP as auditor of the Corporation for the ensuing year and authorize the board of directors to fix the remuneration of the auditor.

4. To transact such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting via teleconference are requested to complete, sign, date and return the enclosed Proxy. A Proxy will not be valid unless it is deposited by mail or by fax at the office of TSX Trust Company, 301-100 Adelaide Street West, Toronto, ON, M5H 4H1; or by fax number: 416-595-9593; or online with your 12-digit control number at www.voteproxyonline.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on October 8, 2026, are entitled to receive notice of and vote at the Meeting. Shareholders may contact TSX Trust toll free at 1-866-600-5869 or 416-342-1091, or by email at tsxtis@tmx.com, with questions regarding how to vote their Shares (as defined in the Circular).

The Corporation will be holding the Meeting entirely by teleconference, which is accessible to all our shareholder's regardless of physical location. As with an ordinary meeting of shareholders held at a physical location, only registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. This year, such registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting by calling the number above and instructions will be provided as to how shareholders entitled to vote at the Meeting may participate and vote at the Meeting. Non-registered shareholders who have not duly appointed themselves will be able to attend the Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

To access the Meeting by teleconference, dial toll free at 1-587-328-1099. Participants are encouraged to vote on the matters before the Meeting by Proxy and join the Meeting via teleconference. Participants should dial in five to ten minutes prior to the scheduled start time and ask to join the call.

DATED at Vancouver, British Columbia this 8th day of October 2026.

Yours sincerely,

Joseph Nakhla
Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

(as at October 8, 2026)

PART 1: VOTING PARTICULARS

MANAGEMENT SOLICITATION OF PROXIES

This management information circular (the "**Circular**") is furnished in connection with the solicitation of Proxies (as defined below) by the management of Tribe Property Technologies Inc. (the "**Corporation**" or "**Tribe**") for use at the Annual General Meeting (the "**Meeting**") of shareholders of the Corporation (the "**Shareholders**") on November 17, 2026, at 1:00 p.m. (Pacific Standard Time) for the purposes set forth in the Notice of Annual General Meeting of Shareholders (the "**Notice**") accompanying this Circular.

The Corporation will be holding the Meeting entirely by teleconference, which is accessible to all our Shareholder's regardless of physical location. As with an ordinary meeting of Shareholders held at a physical location, only registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. This year, such registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting by calling the number below and instructions will be provided as to how Shareholders entitled to vote at the Meeting may participate and vote at the Meeting. Non-Registered Shareholders who have not duly appointed themselves will be able to attend the Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

To access the Meeting by teleconference, dial toll free at 1-587-328-1099. Participants are encouraged to vote on the matters before the Meeting by Proxy and join the Meeting via teleconference. Participants should dial in five to ten minutes prior to the scheduled start time and ask to join the call.

If you are a Non-Registered Shareholder and wish to vote at the Meeting, you must appoint yourself as proxyholder by inserting your own name in the space provided for appointing a proxyholder on the voting instruction form sent to you and follow all of the applicable instructions, including the deadline, provided by the Intermediary (as defined below).

Proxies may also be solicited personally by directors, management and regular employees of the Corporation. It is anticipated that the solicitations will be made primarily by mail in relation to the delivery of the Circular. Proxies may also be solicited personally or by telephone, e-mail, internet, facsimile, or other means of communication by directors, officers or employees of the Corporation at nominal cost. The cost of solicitation of proxies will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy (the "**Proxy**") are directors or officers of the Corporation. **A registered Shareholder has the right to appoint, as proxyholder or alternate proxyholder, a person, persons or company (who need not be a Shareholder) other than the persons named as the proxy of the Shareholder and may exercise this right either by inserting the name of the Shareholder's chosen nominee in the space provided for that purpose on the form and striking out the other names on the form, or by completing another proper form of proxy. A Proxy must be executed by the Shareholder or by his or her attorney authorized in writing, or if the Shareholder is a body corporate, by an officer or attorney thereof duly authorized.** To be effective, Proxies must be deposited by mail or by fax at the office of the Corporation's registrar and transfer agent, TSX Trust Company, 301-100 Adelaide Street West, Toronto, ON, M5H 4H1; or by fax number: 416-595-9593; or online with your 12-digit control number at www.voteproxyonline.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment thereof. Shareholders may contact TSX Trust toll free at 1-866-600-5869 or 416-342-1091, or by email at tsxtis@tmx.com, with questions regarding how to vote their Shares.

Proxies given by registered Shareholders for use at the Meeting may be revoked at any time before their use. In

addition to revocation in any other manner permitted by law, a Proxy may be revoked by depositing an instrument in writing signed by the registered Shareholder, or by the registered Shareholder's attorney duly authorized in writing, at the registered office of the Corporation, 40 Temperance Street, Suite 3200, Bay Adelaide Centre – North Tower, Toronto, Ontario, M5H 0B4, at any time up to and including on the last business day preceding the day of the Meeting, or with the secretary of the Meeting on the day of the Meeting, or any adjournment thereof.

VOTING AND DISCRETION OF PROXIES

The Shares (as defined below) represented by the Proxies solicited by management of the Corporation pursuant to this Circular will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **If no directions are given, the Shares will be voted FOR the approval of such matter. The Proxy confers discretionary authority on the persons named therein in respect of amendments or variations to the matters referred to in the Notice and in respect of other matters that may properly come before the Meeting, or any adjournment thereof.**

As at the date of this Circular, management knows of no such amendments or variations or other matters that may properly come before the Meeting but, if any such amendments, variations or other matters are properly brought before the Meeting, the Shares represented by the Proxies hereby solicited will be voted thereon in accordance with the best judgment of the person or persons voting such Proxies.

NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Corporation are "non-registered" Shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered Shareholder in respect of Shares which are held on behalf of that person (the "**Non-Registered Shareholder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as the Canadian Depository for Securities Limited), of which the Intermediary is a participant.

Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "NOBOs." Those Non-Registered Shareholders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as "OBOs." In accordance with applicable securities laws, the Corporation has elected to send Meeting materials directly to the NOBOs, and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding Meeting materials to each OBO unless the OBO has waived the right to receive them.

The Meeting Materials are being made available to both registered Shareholders and Non-Registered Shareholders. If you are a Non-Registered Shareholder and the Corporation or its agent has sent Meeting materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. In this event, by choosing to send Meeting materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) making available the Meeting materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Corporation intends to pay for the Intermediary to deliver the Meeting materials to OBOs. Intermediaries will frequently use service companies to forward the Meeting materials to the Non-Registered Shareholders. Generally, a Non-Registered Shareholder who has not waived the right to receive Meeting materials will either:

(a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered

Shareholder and must be completed, but not signed, by the Non-Registered Shareholder and deposited with TSX Trust Company; or

(b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow.

In either case, the purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Shareholder should strike out the names of the management proxyholder named in the form and insert the Non-Registered Shareholder's name in the blank space provided. Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the Proxy or proxy authorization form is to be delivered.

VOTING SHARES

The record date for the determination of Shareholders entitled to receive notice of and vote at the Meeting has been fixed as of October 8, 2026 (the "**Record Date**"). Each Shareholder is entitled to one vote for each Share shown as registered in such Shareholder's name on the list of Shareholders prepared as of the close of business on October 8, 2026 with respect to all matters to be voted on at the Meeting. However, in the event of a transfer of Shares by any such registered Shareholder after such date, the transferee is entitled to vote those Shares if such transferee produces satisfactory evidence in accordance with the provisions of the *Business Corporations Act* (Ontario) (the "**OBCA**") not later than ten (10) days before the Meeting that the transferee owns Shares of the Corporation.

Except as may be otherwise indicated herein and in the Notice, the affirmative vote of a majority of the votes cast at the Meeting is required for approval of each matter set forth in this Circular.

To the knowledge of the directors or executive officers of the Corporation as of the Record Date, no person beneficially owns or exercises control over, directly or indirectly, Shares carrying more than 10% of the voting rights attached to the outstanding Shares except as follows:

Name	Number of Shares	Percentage of issued and outstanding Shares[(1)]
Round 13 Growth II, L.P. (PROPELR Growth)	8,425,385	16.84%

Notes:
(1) Share percentages are shown on a non-diluted basis based on 50,020,740 Shares outstanding.

Shares

The authorized capital of the Corporation consists of an unlimited number of common shares without par value (each, a "**Share**"). As at the date of this Circular, 50,020,740 Shares are issued and outstanding. Each Share carries the right to one vote, and all Shares may be voted at the Meeting.

PART 2: BUSINESS OF THE MEETING

PRESENTATION OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the financial year ended December 31, 2025 and the auditor's report thereon will be placed before the Meeting. The Corporation's audited financial statements and related MD&A for the year ended December 31, 2025 are available on SEDAR+ at www.sedarplus.ca as well as on

the Corporation's website at https://tribetech.com/investors/financials/annual-disclosure/.

ELECTION OF DIRECTORS

Management of the Corporation is supervised by the board of directors of the Corporation ("**Board**") as per the OBCA. The members of the Board are elected annually and hold office until the next annual general meeting of the Shareholders or until their successors are duly elected or appointed. You can vote for all of these proposed directors, vote for some of them and withhold for others, or withhold for all of them.

The Corporation entered into an investor rights agreement (the "**Investor Rights Agreement**") with Round 13 Growth II, L.P. ("**Round13**") dated January 14, 2022, pursuant to which Round13 was granted with certain rights to nominate two (2) directors to the Board for so long as Round13 holds 5% or more of the outstanding Shares. Under the Investor Rights Agreement, Round13 is entitled to nominate: (a) one (1) person (the "**Investor Director**") for election to the Board at each annual general meeting of Shareholders; and (b) one (1) person (the "**Independent Director**") who is "independent" under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") of the Corporation and Round13, and mutually agreed by the Corporation and Round13, acting reasonably, for election to the Board at each annual general meeting of Shareholders. Round13 nominated Mr. Sanjiv Samant as the Investor Director for election at the Meeting and waived its right to nominate an Independent Director at the Meeting. See "Election of Directors" below.

Concurrent with the execution of the Investor Rights Agreement, certain Shareholders executed voting agreements with Round13, pursuant to which the Shareholders agreed so long as the Investor Rights Agreement remained in force, they would vote their Shares for the election of the Investor Director and Independent Director. As of the Record Date, not including Shares held by Round13, Shareholders holding 5,709,242 have agreed to vote their Shares for the election of Mr. Sanjiv Samant as director of the Corporation.

The following tables set out information about each director's career profile, their Board committee ("**Committee**") memberships, principal directorships with other reporting issuers and the number of securities they hold, either in the form of Shares or incentive stock options of the Corporation ("**Options**").

Management recommends a vote FOR the nominees listed herein. In the absence of instructions to the contrary, the enclosed Proxy will be voted for the seven (7) nominees listed herein.

MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. IN THE EVENT THAT, PRIOR TO THE MEETING, ANY VACANCIES OCCUR IN THE SLATE OF NOMINEES HEREIN LISTED, IT IS INTENDED THAT DISCRETIONARY AUTHORITY SHALL BE EXERCISED BY MANAGEMENT TO VOTE THE PROXY FOR THE ELECTION OF ANY OTHER PERSON OR PERSONS AS DIRECTORS.

The Corporation expects all directors to demonstrate leadership and integrity and to conduct themselves in a manner that reinforces the Corporation's corporate values and culture of transparency, teamwork and individual accountability.

Above all, the Corporation expects that all directors will exercise their good judgment in a manner that keeps the interests of Shareholders at the forefront of decisions and deliberations. Each candidate must have a demonstrated track record in several of the skills and experience requirements deemed important for a balanced and effective Board.

Joseph Nakhla

Director and Chief Executive Officer since March 15, 2021
Age: 52
Principal Occupation: Chief Executive Officer of the Corporation
British Columbia, Canada

Joseph founded Tribe in 2011, formerly as bazinga Technologies. Prior to this, he was Chief Operating Officer of TIO Networks, a former TSX listed company that was acquired by Paypal. Joseph is currently a board member of OctoAI Technologies Corp. and Minehub Technologies Inc. He also sits on the non-profit boards of Burnaby FC (BC) and Treaty United Football Club (Ireland).

Committees
Nil

Securities Held	**Shares[(1)]**	**Options**	**Warrants**
	2,454,887	20,000	135,392

Other Directorships	**Exchange**	**Duration**
Minehub Technologies Inc.	TSXV	October 2018 – Present

1. Includes Shares held directly by Mr. Joseph Nakhla and by 0944638 B.C. Limited., a holding company controlled by Mr. Joseph Nakhla.

Raymond Choy

Independent Director since March 15, 2021[1]
Age: 48
Principal Occupation: President & CEO of Peterson Group
British Columbia, Canada

Mr. Choy is the President & CEO and Board Member of Peterson Group, a real estate investment, development, and property management company. Mr. Choy was formerly the Chief Investment Officer of Peterson Group, responsible for acquisitions and dispositions, developments, capital lending, private equity, and partnerships.

Mr. Choy is a Chartered Professional Accountant with a Bachelor of Business Administration from Simon Fraser University. Previously, he served as Director of the NAIOP Commercial Real Estate Development Association and Chair of the NAIOP Education Committee. Mr. Choy is an independent director.

Committees	
Audit Committee Compensation Committee	

Securities Held	**Shares**[2]	**Options**	**Warrants**
	1,591,691	5,000	10,954

Other Directorships	**Exchange**	**Duration**	
Nil			

1 "Independent" refers to the standards of independence established in National Instrument 58-101 – *Corporate Governance Disclosure* ("**NI 58-101**")

2 Includes Shares held directly by Mr. Raymond Choy and by Peterson Property Holdings Inc., a company which Mr. Raymond Choy is a Vice President.

Charmaine Crooks

Independent Director since March 15, 2021[(1)]
Age: 64
Principal Occupation: President and Director of NGU Consultants Inc.
British Columbia, Canada

Ms. Crooks is a Corporate Director and President of NGU Consultants Inc., a global consultancy providing strategic advisory to a variety of sectors including technology, media, e-sports, health, and major events. Ms. Crooks is a Member of the Order of Canada, five-time Olympian, entrepreneur and community leader with over 20 years of corporate governance experience on several national and international non-profit and public boards. Ms. Crooks previously served as a director at Corus Entertainment Inc and was recently a director of MIMIS Rock which was successfully acquired in 2023.

Ms. Crooks graduated from The University of Texas El Paso with a Bachelor of Arts Degree. Ms. Crooks is an independent director.

Committees
Compensation Committee (Chair) Governance Committee

Securities Held	**Shares**	**Options**	**Warrants**
	22,620	5,000	9,529

Other Directorships	**Exchange**	**Duration**
Nil		

1 "Independent" refers to the standards of independence established in NI 58-101.

Andrew Kiguel

Independent Director since March 15, 2021[(1)]
Age: 54
Principal Occupation: Chief Executive Officer and Executive Chairman of Realbotix Corp.
Ontario, Canada

Andrew Kiguel is an accomplished executive and entrepreneur. Andrew has co-founded and provided leadership to several technology companies including Hut 8 Mining. Prior to 2018, Andrew spent over 20 years as an investment banker. He currently acts as the CEO and Chairman of Realbotix Corp.

Mr. Kiguel graduated with an MBA from the University of Toronto and a Bachelor of Arts Degree from York University. Mr. Kiguel is an independent director.

Committees	
Audit Committee	

Securities Held	**Shares**	**Options**	**Warrants**
	17,083	5,000	8,541

Other Directorships	**Exchange**	**Duration**
Realbotix Corp.	TSXV	April 2021 – Present
SmartSet Services Inc.	TSXV	May 2023 – Present

1 "Independent" refers to the standards of independence established in NI 58-101.

Michael Willis

Independent Director and Chair of the Board since March 15, 2021[1]
Age: 56
Principal Occupation: Chief Financial Officer of Group14 Technologies Inc.
Washington, United States

Mr. Willis is currently the Chief Financial Officer of Group14 Technologies Inc., a leading manufacturer and supplier of advanced silicon battery materials for electric vehicles, consumer electronics and other applications. Previously, Mr. Willis was the CFO of Westport Fuel Systems Inc., a TSX and Nasdaq-listed manufacturer of alternative fuel systems and components for the transportation industry, and CFO of Gevo, Inc, a Nasdaq-listed industrial biotechnology company focused on the production and sale of renewable fuels and chemicals. Prior to this, Mr. Willis worked at the Virgin Group, including as an Operating Principal at Virgin Green Fund, a private equity firm focused on the sustainability and resource efficiency sectors, and as an Investment Manager with Virgin Management Limited, the parent company that oversees the Virgin Group's subsidiary businesses globally. Earlier in his career, Mr. Willis worked in private equity and investment banking in the United States and Canada, focusing on mid-market transactions in a variety of sectors including technology, consumer products and retail.

Mr. Willis holds an MBA from INSEAD in France and a Bachelor of Commerce degree from Queen's University in Canada. Mr. Willis is an independent director.

Committees	
Audit Committee Governance Committee (Chair)	

Securities Held	**Shares**	**Options**	**Warrants**
	38,317	5,000	14,158

Other Directorships	**Exchange**	**Duration**
Nil		

1 "Independent" refers to the standards of independence established in NI 58-101.

Sanjiv Samant

Director since April 22, 2022[1][2]
Age: 56
Principal Occupation: Managing Partner, PROPELR Growth
Ontario, Canada

Sanjiv Samant established PROPELR Growth (formerly Round13 Growth) in 2020, as a Founder and Managing Partner. Sanjiv has spent 20+ years in the technology & healthcare sectors, and is one of Canada's most experienced and widely respected growth company advisors and financiers. Prior to establishing PROPELR Growth, Sanjiv headed the Technology, Media, Telecommunication, Sustainability and Healthcare investment banking group at a Canadian bank owned dealer. Prior to that, Sanjiv was Co-Head of the Canadian Investment Banking team at Canaccord Genuity.

During his professional career, Sanjiv has advised a wide variety of Canadian growth companies on M&A, IPO and capital raising initiatives, including leading transactions for several of the most prominent public software-as-a-service companies in Canada. Some of Sanjiv's most recent trusted clients have included Lightspeed POS, Shopify, Kinaxis, Halogen and Solium, and Sanjiv has acted in advisory roles for many other long-term clients including Pure Technologies, Com Dev, and RuggedCom.

Sanjiv holds a Bachelor of Arts, Economics from the University of Western Ontario, an MBA, Finance from the Schulich School of Business at York University, and an LLB, Law from Osgoode Hall Law School. Sanjiv also earned his Chartered Financial Analyst (CFA) designation.

Committees
Compensation Committee

Securities Held	**Shares**	**Options**	**Warrants**
	8,446,250[3]	15,000	2,893,124[3]

Other Directorships	**Exchange**	**Duration**
N/A		

1 Investor Director proposed under the Investor Rights Agreement.
2 Mr. Samant is not considered "independent" as a result of the Corporation's transactional relationship with PROPELR Growth.
3 Includes Shares and Warrants held by PROPELR Growth, of which Mr. Samant is the Managing Partner.

Alex Yanitsky

Director since August 12, 2024[1]
Age: 37
Principal Occupation: General Partner, PROPELR Growth
London, United Kingdom

Alex currently serves as General Partner at PROPELR Growth (formerly Round13 Growth), where he is an original member of the investment team. He has over 15 years' experience in growth equity, private equity and corporate finance in the Canadian and European markets. Prior to joining PROPELR Growth, Alex was an Executive Director at Goldman Sachs in the Principal Investment Area, the equity investing arm of GS' Merchant Banking Division, based in London, UK. Prior to that, he held investing and corporate finance roles at Teachers' Private Capital and RBC Capital Markets. Alex holds an MBA from INSEAD and an HBA from the Richard Ivey School of Business at the University of Western Ontario.

Committees
Audit Committee (Chair)

Securities Held	**Shares**	**Options**	**Warrants**
	8,438,927[2]	N/A	2,889,463[2]

Other Directorships	**Exchange**	**Duration**
N/A		

1 Mr. Yanitsky is not considered "independent" as a result of the Corporation's transactional relationship with PROPELR Growth.
2 Includes Shares and warrants held by Round13, of which Mr. Yanitsky is an Advisory Partner.

Corporate Cease Trade Orders or Bankruptcies

Charmaine Crooks was a director of Mimi's Rock Corp. ("**Mimi's**") when Mimi's was subject to a failure-to-file cease trade order issued by the Ontario Securities Commission on May 6, 2022 for failure to file its annual audited financial statements and management's discussion and analysis for the year ended December 31, 2021 within the prescribed period (the "**MIMI'S CTO**"). The MIMI's CTO was revoked on June 30, 2022, as Mimi's filed its annual audited financial statements and management's discussion and analysis for the year ended December 31, 2021 on June 27, 2022.

Except as otherwise disclosed herein, to the knowledge of management, no director is, as at the date of this Circular, or was, within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer or any company (including the Corporation), that was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer, or after the director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of management, no director is, as of the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while the 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.

To the knowledge of management, no director is, as of the date of this Circular, or has been within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director. To the knowledge of management, no director has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Advance Notice Provisions

The Corporation's advance notice provisions set forth procedures for Shareholders to nominate a person for election as a director of the Corporation. The provisions are in addition to the right of Shareholders to make a proposal in accordance with the OBCA. The requirements under the Corporation's advance notice provisions stipulate that Shareholders must provide timely notice to the secretary of the Corporation, in writing, of their intention to nominate a director, and also sets out information that Shareholders must provide regarding each director nominee and the nominating Shareholders in order for the advance notice requirement to be met. In the case of an annual general meeting of Shareholders, timely notice is to be received not less than 30 nor more than 65 days prior to the date of the annual general meeting of Shareholders; provided, however, that in the event that the annual general meeting of Shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement (the "**Notice Date**") of the date of the annual general meeting of Shareholders was made, notice by the nominating Shareholder may be made not later than the close of business on the tenth (10^{th}) day following the Notice Date. In the case of a special meeting of Shareholders, timely notice is to be received not less than 15 days following the day on which the first public announcement of the date of the special meeting of Shareholders was made.

To be in proper written form, the advance notice must: (1) set forth the following information with respect to each person whom the nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person; (C) the class or series and number of Shares which are controlled or which are owned beneficially or of record by the person as of the Record Date and as of the date of such notice; and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the OBCA and applicable securities laws; and (2) set forth information with respect to the nominating Shareholder including any proxy, contract, arrangement, understanding or relationship pursuant to which such nominating Shareholder has a right to vote any Shares and any other information relating to such nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the OBCA and applicable securities laws.

These requirements are intended to provide all Shareholders with the opportunity to evaluate and review the proposed candidates and vote on an informed and timely manner regarding said nominees. The Corporation's advance notice provisions can be found in the Corporation's by-laws available on SEDAR+ at www.sedarplus.ca.

As of the date of this Circular, the Corporation has not received any nominations via the advance notice mechanism.

APPOINTMENT OF AUDITOR

The auditor of the Corporation, Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants ("**DMCL**"), was appointed effective June 30, 2021. Shareholders will be asked to approve the re-appointment of DMCL as the auditor of the Corporation to hold office until the next annual general meeting of Shareholders at a remuneration to be fixed by the Board.

Management recommends a vote FOR the appointment of DMCL as the Corporation's auditor to hold office until the next annual general meeting of Shareholders at a remuneration to be fixed by the Board. In the absence of instructions to the contrary, the enclosed Proxy will be voted for such resolution.

PART 3: DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

The following information is presented in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* and sets forth compensation of the Corporation for the year ended December 31, 2025.

All amounts represented are in Canadian dollars unless stated otherwise.

General

The following terms when used in this Part will have the following meanings:

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

"**external management company**" includes a subsidiary, affiliate or associate of the external management company;

"**NEO**" or "**Named Executive Officer**" means each of the following individuals:

(a) each individual, who in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer ("**CEO**"), including an individual performing functions similar to a CEO;

(b) each individual, who in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer ("**CFO**"), including an individual performing functions similar to a CFO;

(c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than 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, as determined in accordance with subsection 1.3(5) of Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, for that financial year, and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year;

"**plan**" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation or a subsidiary of the Corporation, to each NEO and director of the Corporation, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of the Corporation for services provided and for services to be provided, directly or indirectly, to the Corporation or its subsidiary for the years ended December 31, 2025 and 2024:

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission ($)	Bonus ($)	Committee or Meeting Fees[1] ($)	Value of Perquisites ($)	Value of All Other Compensation[2] ($)	Total Compensation ($)
Joseph Nakhla[3] *CEO and Director*	2024 2025	$241,667 $250,000	$37,500[4] $62,500	Nil Nil	Nil Nil	$12,506 $12,604	$291,693 $325,104
Scott Ullrich[5] *CFO*	2024 2025	N/A $200,000	N/A Nil	N/A Nil	N/A Nil	N/A $13,100	N/A $213,100
Angelo Bartolini[6] *Former President and CFO*	2024 2025	$241,667 $250,000	Nil $50,000	Nil Nil	Nil Nil	$14,313 $6,958	$255,980 $306,958
Paul Smith[7] Chief Administrative Officer (DMS Holdings, Inc.)	2024 2025	N/A $300,000	N/A $100,000	N/A Nil	N/A Nil	N/A $9,912	N/A $409,912
Charmaine Crooks *Director*	2024 2025	Nil Nil	Nil Nil	$28,125 $46,875	Nil Nil	Nil Nil	$28,125 $46,875
Michael Willis *Director*	2024 2025	Nil Nil	Nil Nil	$35,625 $47,500	Nil Nil	Nil Nil	$36,625 $47,500
Raymond Choy *Director*	2024 2025	Nil Nil	Nil Nil	$27,563 $45,937	Nil Nil	Nil Nil	$27,563 $45,937
Andrew Kiguel Director	2024 2025	Nil Nil	Nil Nil	$24,375 $39,375	Nil Nil	Nil Nil	$24,325 $39,375
Sanjiv Samant *Director*	2024 2025	Nil Nil	Nil Nil	$26,250 $43,750	Nil Nil	Nil Nil	$26,250 $43,750
Alex Yanitsky[8] *Director*	2024 2025	Nil Nil	Nil Nil	$2,083 $35,000	Nil Nil	Nil Nil	$2,083 $35,000

Notes:

(1) One quarter of 2024 board fees were deferred to March 2025.

(2) "All Other Compensation" includes travel and cell phone allowances, RRSP matching contributions, and Tribe group plan health benefits.

(3) Received no compensation as a director of the Corporation.

(4) Related to an additional performance bonus based on the gross revenue earned by the Corporation.

(5) Appointed CFO of the Corporation on September 11, 2025.

(6) Departed the Corporation on September 1, 2025, following his appointment as CFO on October 10, 2023 and President on February 1, 2024. Includes severance payments.

(7) Appointed CAO of DMS Holdings, Inc on June 4, 2024.

(8) Appointed director of the Corporation on August 12, 2024 in connection with Investor Rights Agreement with Round13.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any NEO or director by the Corporation for services provided or to be provided, directly or indirectly, to the Corporation in the most recently completed financial year.

Exercise of Compensation Securities by Directors and NEOs

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

Outstanding Security-Based Awards

As of December 31, 2025, the following Options (as defined below) were outstanding under the Corporation's Stock Option Plan (as defined below) to NEOs and directors of the Corporation.

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class[1]	Date of issue or grant[1]	Exercise price per security ($)	Closing price per security on date of grant ($)	Closing price of security at year end ($)	Expiry date
Joseph Nakhla[2] *CEO and Director*	Option	200,000[3] 20,000[4] (46.42%)	Mar 24, 2021 Dec 20, 2022	$5.00 $1.55	$5.00 $1.45	$4.05 $1.45	Jan 31, 2026 Dec 31, 2027
Scott Ullrich *CFO*	Option	12,000[5] 5,000[4] 5,000[6] (4.64%)	Mar 24, 2021 Jan 18, 2022 Dec 20, 2022	$5.00 $5.00 $1.55	$5.00 $4.05 $1.45	$4.05 $1.45 $1.45	Feb 21, 2026 Dec 31, 2026 Dec 31, 2027
Paul Smith Chief Administrative Officer *(DMS Holdings Inc.)*	Option	Nil	Nil	Nil	Nil	Nil	Nil
Charmaine Crooks *Director*	Option	20,000[5] 5,000[6] (5.27%)	Mar 24, 2021 Dec 20, 2022	$5.00 $1.55	$5.00 $1.45	$4.05 $1.45	Feb 21, 2026 Dec 31, 2027
Michael Willis *Director*	Option	20,000[5] 5,000[6] (5.27%)	Mar 24, 2021 Dec 20, 2022	$5.00 $1.55	$5.00 $1.45	$4.05 $1.45	Feb 21, 2026 Dec 31, 2027
Raymond Choy *Director*	Option	20,000[5] 5,000[6] (5.27%)	Mar 24, 2021 Dec 20, 2022	$5.00 $1.55	$5.00 $1.45	$4.05 $1.45	Feb 21, 2026 Dec 31, 2027
Andrew Kiguel Director	Option	20,000[5] 5,000[6] (5.27%)	Mar 24, 2021 Dec 20, 2022	$5.00 $1.55	$5.00 $1.45	$4.05 $1.45	Feb 21, 2026 Dec 31, 2027
Sanjiv Samant *Director*	Option	15,000[6] (3.16%)	Dec 20, 2022	$1.55	$1.45	$1.45	Dec 31, 2027
Alex Yanitsky *Director*	Option	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Options vest immediately on grant.

(2) Each Option is exercisable to acquire one Share. As of December 31, 2025, there were 473,900 Options outstanding.

(3) Options vest 25% February 1, 2021, 25% February 1, 2022, 25% February 1, 2023 and 25% February 1, 2024.

(4) Options vest 25% December 31, 2022, 25% December 31, 2023, 25% December 31, 2024 and 25% December 31, 2025.

(5) Options vest 25% August 22, 2021, 25% February 22, 2022, 25% August 22, 2022 and 25% February 22, 2023.
(6) Options vest 25% December 31, 2023, 25% December 31, 2024, 25% December 31, 2025 and 25% December 31, 2026.

Stock Option Plans and Other Incentive Plans

The Corporation currently maintains a 20% fixed stock option plan, equal to 6,645,561 Shares, which was approved by the Board on August 12, 2024 (the "**Stock Option Plan**") and by the Corporation's shareholders on September 17, 2024. Pursuant to the policies of the TSX Venture Exchange (the "**TSXV**" or the "**Exchange**"), the Stock Option Plan must be approved by the Corporation's shareholders at such time as the number of Shares issuable under the Stock Option Plan is amended.

Summary of the Stock Option Plan

The purpose of the Stock Option Plan is to permit the Corporation to grant stock options exercisable to acquire Shares (each, an "**Option**") to any director, executive officer, employee or consultant of the Corporation or any of its subsidiaries (each, an "**Eligible Participant**") to increase the interest in the Corporation's welfare of those Eligible Participants, who share responsibility for the management, growth and protection of the business of the Corporation or a subsidiary; to provide an incentive to such Eligible Participants to continue their services for the Corporation or a subsidiary and to encourage such Eligible Participants whose skills, performance and loyalty to the objectives and interests of the Corporation or a subsidiary are necessary or essential to its success, image, reputation or activities; to reward Eligible Participants for their performance of services while working for the Corporation or a subsidiary; and to provide a means through which the Corporation or a subsidiary may attract and retain able persons to enter its employment or service

The maximum number of Shares issuable at any time pursuant to outstanding Options under the Stock Option Plan and any other share compensation arrangement, shall be equal to 6,645,561 Shares. The Stock Option Plan is a "fixed" plan. The number of Options that may be granted under the Stock Option Plan does not increase if the total number of issued and outstanding Shares of the Corporation increases and Shares of the Corporation covered by Options which have been exercised or settled, as applicable, are not available for subsequent grant under the Stock Option Plan. Options which are settled in cash, expire or are forfeited, surrendered, cancelled or otherwise terminated or lapse for any reason without having been exercised or settled in Shares, however, will be available for subsequent grant under the Stock Option Plan. Shares will not be deemed to have been issued pursuant to the Stock Option Plan with respect to any portion of an Option that is settled in cash

Under the Stock Option Plan, the Board shall, from time to time by resolution, in its sole discretion, (i) designate the Eligible Participants who may receive Options under the Stock Option Plan, (ii) fix the number of Options, if any, to be granted to each Eligible Participant and the date or dates on which such Options shall be granted, (iii) determine the price per Share to be payable upon the exercise of each such Option (the "**Option Price**") and the relevant vesting provisions (including performance criteria, if applicable) and the Option term, the whole subject to the terms and conditions prescribed in the Stock Option Plan or in any Option agreement, and any applicable rules of the TSXV.

The Option Price for Shares that are the subject of any Option shall be determined and approved by the Board when such Option is granted but shall not be less than the Discounted Market Price (as defined in the policies of the Exchange) of such Shares at the time of the grant.

The Board shall determine, at the time of granting the particular Option, the period during which the Option is exercisable, which shall not be more than ten (10) years from the date the Option is granted. Prior to its expiration or earlier termination in accordance with the Stock Option Plan, each Option shall be exercisable at such time or times and/or pursuant to the achievement of such performance criteria and/or other vesting conditions as the Board at the time of granting the particular Option, may determine in its sole discretion. For greater certainty, any exercise of Options by a participant shall be made in accordance with any insider trading policies implemented by the Corporation.

Each Option granted under the Stock Option Plan shall vest in accordance with the terms of the grant agreement entered into in respect of such Option. The Board has the right to accelerate the date upon which any Option becomes exercisable notwithstanding the vesting schedule set forth for such Option, regardless of any adverse or potentially adverse tax consequence resulting from such acceleration.

Subject to the rules and policies of the Exchange, the Board may, in its discretion and at any time, determine to grant a participant the alternative, when entitled to exercise an Option, to deal with such Option on a "cashless exercise" basis, on such terms as the Board may determine in its discretion (the "**Cashless Exercise Right**"). Without limitation, the Board may determine in its discretion that such Cashless Exercise Right, if any, grants a participant the right to

terminate such Option in whole or in part by notice in writing to the Corporation and in lieu of receiving Shares pursuant to the exercise of the Option, receive, without payment of any cash:

(1) that number of Shares, disregarding fractions, which when multiplied by the market value on the day immediately prior to the exercise of the Cashless Exercise Right, have a total value equal to the product of that number of Shares subject to the Option multiplied by the difference between the market value on the day immediately prior to the exercise of the Cashless Exercise Right and the Option Price; or

(2) a cash payment equal to the difference between the market value on the day immediately prior to the date of the exercise of the Cashless Exercise Right, and the Option Price, less applicable withholding taxes as determined and calculated by the Corporation, excluding fractions.

In the event of a potential "Change of Control" (as defined in the Stock Option Plan), the Board shall have the power, in its sole discretion, to modify the terms of the Stock Option Plan and/or the Options to assist the participants to tender into a take-over bid or to participate in any other transaction leading to a Change of Control.

If the Corporation completes a transaction constituting a Change of Control and within twelve (12) months following the Change of Control (i) a participant who was also an officer or employee of, or consultant to, the Corporation prior to the Change of Control has their position, employment or consulting agreement terminated, or the participant is constructively dismissed, or (ii) a director ceases to act in such capacity, then all unvested Options shall vest and become exercisable. Any Options that become exercisable as a result of the applicable provisions of the Stock Option Plan related to a Change of Control shall remain open for exercise until the earlier of their expiry date as set out in the award agreement and the date that is 90 days after such termination or dismissal.

Notwithstanding any other provisions in the Stock Option Plan, any Options which is subject to recovery under any law, government regulation or stock exchange listing requirement, will be subject to such deductions and clawback as may be required to be made pursuant to such law, government regulation or stock exchange listing requirement (or any policy adopted by the Corporation pursuant to any such law, government regulation or stock exchange listing requirement). Without limiting the generality of the foregoing, the Board may provide in any case that outstanding Options (whether or not vested or exercisable) and the proceeds from the exercise or disposition of Options or Shares acquired under Options will be subject to forfeiture and disgorgement to the Corporation, with interest and other related earnings, if the participant to whom the Option was granted violates (i) a non-competition, non-solicitation, confidentiality or other restrictive covenant by which he or she is bound, or (ii) any policy adopted by the Corporation applicable to the participant that provides for forfeiture or disgorgement with respect to incentive compensation that includes Options under the Stock Option Plan. In addition, the Board may require forfeiture and disgorgement to the Corporation of outstanding Options and the proceeds from the exercise or disposition of Options or Shares acquired under Options, with interest and other related earnings, to the extent required by law or applicable stock exchange listing standards, including and any related policy adopted by the Corporation. Each participant, by accepting or being deemed to have accepted an Option under the Stock Option Plan, agrees to cooperate fully with the Board, and to cause any and all permitted transferees of the participant to cooperate fully with the Board, to effectuate any forfeiture or disgorgement required under the Stock Option Plan.

Each Option shall be subject to the following conditions:

(1) *Termination for Cause*. Upon a participant ceasing to be an Eligible Participant for Cause, any vested or unvested Option granted to such participant shall terminate automatically and become void immediately. For the purposes of the Stock Option Plan, the determination by the Corporation that the participant was discharged for Cause shall be binding on the participant. "Cause" shall include, among other things, gross misconduct, theft, fraud, breach of confidentiality or breach of the Corporation's codes of conduct and any other reason determined by the Corporation to be cause for termination.

(2) *Termination not for Cause*. Upon a participant ceasing to be an Eligible Participant as a result of his or her employment or service relationship with the Corporation or a subsidiary being terminated without Cause, (i) any unvested Option granted to such participant shall terminate and become void immediately and (ii) any vested Option granted to such participant may be exercised by such participant. Unless otherwise determined by the Board, in its sole discretion, such Option shall only be exercisable within the earlier of 30 days after the termination date, or the expiry date of the Option set forth in the grant agreement, after which the Option will expire. Notwithstanding the above, such Option shall only be exercisable within twelve (12) months after the participant ceasing to be an Eligible Participant.

(3) *Resignation*. Upon a participant ceasing to be an Eligible Participant as a result of his or her resignation from the Corporation or a subsidiary, (i) each unvested Option granted to such participant shall terminate and become void immediately upon resignation and (ii) unless otherwise determined by the Board, in its sole discretion, each vested Option granted to such participant will cease to be exercisable on the earlier of the 30 days following the termination date and the expiry date of the Option set forth in the grant agreement, after which the Option will expire. Notwithstanding the above, such Option shall only be exercisable within 12 months after the participant ceasing to be an Eligible Participant.

(4) *Permanent Disability/Retirement*. Upon a participant ceasing to be an Eligible Participant by reason of retirement (in accordance with any retirement policy implemented by the Corporation from time to time) or permanent disability, (i) any unvested Option shall terminate and become void immediately, and (ii) any vested Option will cease to be exercisable on the earlier of the 90 days from the date of retirement or the date on which the participant ceases his or her employment or service relationship with the Corporation or any subsidiary by reason of permanent disability, and the expiry date of the Option set forth in the grant agreement, after which the Option will expire.

(5) *Death*. Upon a participant ceasing to be an Eligible Participant by reason of death, any vested Option granted to such participant may be exercised by the liquidator, executor or administrator, as the case may be, of the estate of the participant for that number of Shares only which such participant was entitled to acquire under the respective Options (the "**Vested Awards**") on the date of such participant's death. Such Vested Awards shall only be exercisable within twelve (12) months after the participant's death or prior to the expiration of the original term of the Options whichever occurs earlier.

Additional limits with respect to the grant of Options under the Stock Option Plan include, but are not limited to:

(1) The maximum number of Shares issuable to Eligible Participants who are insiders, at any time, under the Stock Option Plan and any other share compensation arrangement, shall not exceed ten percent (10%) of the outstanding issued and outstanding Shares from time to time.

(2) The maximum number of Shares issued to Eligible Participants who are insiders, within any one (1) year period, under the Stock Option Plan and any other share compensation arrangement, shall not exceed ten percent (10%) of the outstanding issued and outstanding Shares from time to time.

(3) The maximum number of Shares issuable to any one participant under Options in a twelve (12) month period shall not exceed 5% of the outstanding issued and outstanding Shares (unless requisite disinterested shareholder approval has been obtained to exceed).

(4) The maximum number of Shares issuable to any one consultant in a twelve (12) month period shall not exceed 2% of the outstanding issued and outstanding Shares.

(5) Investor Relations Services Providers (within the meaning of the policies of the Exchange) may only be granted Options and the maximum number of Shares issuable to all Investor Relations Services Providers under any Options awarded shall not exceed 2% of the outstanding issued and outstanding Shares in any twelve (12) month period, in each case measured as of the date of grant of an Option.

Capitalized terms used in the above summary but not defined herein shall have the respective meanings given to them in the Stock Option Plan and the policies of the Exchange. The above summary is qualified in its entirety by the full text of the Stock Option Plan, a copy of which has been filed on SEDAR+.

As of the date hereof, Options to acquire up to 142,500 Shares of the Corporation have been granted and are outstanding pursuant to the Stock Option Plan.

Employment, Consulting and Management Agreements

The following details the Corporation's employment agreements under which compensation was provided in respect of services provided to the Corporation or any of its subsidiaries that were performed by a director or NEO, or performed by any other party, but are services typically provided by a director or a NEO, during the most recently completed financial year.

Joseph Nakhla, CEO

On February 1, 2021, Tribe Property Technologies Inc. ("**Tribe Private**") entered into an employment agreement with Joseph Nakhla to act as its Chief Executive Officer. On March 15, 2021, Mr. Nakhla was appointed Chief

Executive Officer of the Corporation upon completion of the Corporation's qualifying transaction with Tribe Property Technologies Inc. The agreement provides for a base salary of $250,000 per annum, a car allowance of $7,200 per annum and allows for Mr. Nakhla to participate in the Corporation's employee benefit plans. Mr. Nakhla's employment agreement also contains confidentiality, non-compete and non-solicitation provisions.

Subsequent to the December 31, 2025 completed financial year, the Board approved a new compensation structure for Mr. Nakhla consisting of an initial salary increase to $325,000 per annum (effective January 1, 2026), annual salary increases subject to the Compensation Committee's discretion, an annual performance bonus program based on the Corporation's free cash flow and the implementation of a long-term incentive program commencing with the 2027 fiscal year having a target value of up to $225,000.

Scott Ullrich, *CFO*

On December 31, 2020, the Corporation entered into an employment agreement with Scott Ullrich as Executive Vice President. Mr. Ullrich was appointed as CFO of the Corporation on September 11, 2025. The updated terms of Mr. Ullrich's agreement provide a base salary of $200,000 per annum, a car allowance of $7,200 per annum, a telephone allowance of $1,200 per annum and participation in employee benefit plans. Mr. Ullrich's agreement also contains confidentiality, non-compete, and non-solicitation provisions.

Angelo Bartolini, *Former President and CFO*

On October 10, 2023, the Corporation entered into an employment agreement with Angelo Bartolini to act as CFO of the Corporation. The agreement provides for a base salary of $250,000 per annum, allows for Mr. Bartolini to receive an annual bonus based on meeting financial targets and to participate in the employee benefit plans. Mr. Bartolini's employment agreement also contains confidentiality, non-compete, and non-solicitation provisions. Mr. Bartolini departed from the Corporation on September 1, 2025.

Paul Smith, *CAO, (DMS Holdings Inc.)*

On June 4, 2024, the Corporation entered into a three-year employment agreement with Paul Smith as part of the acquisition of DMS Holdings Inc. The agreement includes an option for a mutually agreed renewal at the end of the three-year term. This employment agreement provides a base salary of $300,000 per annum, a bonus of $100,000 per annum, a car allowance of $7,200 per annum, $1,200 for internet services per annum and participation in the employee benefit programs. Mr. Smith's employment agreement also contains confidentiality, non-compete, and non-solicitation provisions.

Termination and Change of Control Benefits

The employment agreement for Mr. Nakhla includes a termination clause which provides for eight weeks of severance for every completed year of service, commencing February 2013, up to a maximum of ninety-six weeks, in the event Mr. Nakhla is terminated without cause.

The employment agreement for Mr. Ullrich includes a termination clause that provides for eight weeks' notice or pay in lieu of notice if Mr. Ullrich is terminated without cause.

The employment agreement for Mr. Bartolini included a termination clause that provided for three months of severance in the event that Mr. Bartolini was terminated without cause within the first year of employment. After the completion of the first year of employment, the severance entitlement increased to six months' written notice plus one additional month's notice for each year of completed service to a maximum of twenty-four months notice or pay in lieu of notice. Mr. Bartolini departed from the Corporation on September 1, 2025.

The employment agreement for Mr. Smith includes a termination clause that provides for six months of severance if terminated without cause before the completion of his three-year employment agreement.

Directors Compensation Agreements

The Corporation compensates its non-executive directors $25,000 per annum to serve as directors of the Corporation, with the Chair receiving an additional $10,000 per annum. Non-executive directors also receive $5,000 per annum for serving on certain committees of the Board, with the Chair of those committees receiving an additional $2,500 per annum. In addition, directors are to be reimbursed for expenses incurred in carrying out their duties as directors.

Oversight and Description of Director and NEO Compensation

Director and NEO compensation is initially considered by the compensation committee of the Board (the "**Compensation Committee**"), which is currently comprised of Charmaine Crooks (Chair), Raymond Choy and Sanjiv Samant. After the Compensation Committee has reviewed the executive compensation, they then provide a recommendation to the Board for approval. Director and NEO compensation is reviewed annually by the Compensation Committee and the Board.

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

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

Base Salary

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

Cash Bonus

The Corporation may award cash bonuses in order to motivate executives to achieve short-term corporate goals. The success of executives in achieving their individual objectives and their contribution to the Corporation in reaching its overall goals are factors in the determination of their cash bonus. To date, cash bonuses have been awarded based on revenue-focused targets.

Stock Option Plan

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

Pensions Plan Disclosure

The Corporation does not have any pension plan benefits.

PART 4: SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information regarding the Corporation's equity incentive plan as at December 31, 2025:

Plan Category	Number of securities to be issued upon exercise of outstanding Options (a)[1]	Weighted-average exercise price of outstanding Options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)[2]
Equity compensation plans approved by securityholders	924,608	$4.19	5,720,953
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total			**5,720,953**

Notes:

(1) Reflects the number of Shares reserved for issuance upon exercise of Options outstanding granted under the Stock Option Plan as of December 31, 2025.

(2) Represents the number of Shares remaining available for future issuance upon exercise of Options that may be granted under the Stock Option Plan as of December 31, 2025 and based on 20% of the number of Shares issued and outstanding as of August 12, 2024. The maximum number of Shares reserved for issuance under the Stock Option Plan at any time is 6,645,561.

PART 5: STATEMENT OF CORPORATE GOVERNANCE

Board of Directors

Ensuring corporate governance best practices are implemented and operationalized is imperative to the Corporation and its shareholders. As a Board, the primary responsibility is to oversee management and act in accordance with the scope of authority entrusted to them by the Shareholders.

The Board currently consists of seven (7) directors:

- Mr. Joseph Nakhla, Chief Executive Officer and Director (Non-Independent);
- Mr. Raymond Choy, Director (Independent);
- Ms. Charmaine Crooks, Director (Independent);
- Mr. Andrew Kiguel, Director (Independent);
- Mr. Michael Willis, Director and Chairman of the Board (Independent);
- Mr. Sanjiv Samant, Director (Non-Independent); and
- Mr. Alex Yanitsky, Director (Non-Independent).

Mr. Joseph Nakhla is not independent as a result of holding a current executive position with the Corporation. Mr. Sanjiv Samant and Mr. Alex Yanitsky are not considered "independent" as a result of the Corporation's transactional relationship with PROPELR Growth. Mr. Sanjiv Samant is the Founder and Managing Partner of PROPELR Growth (formerly Round13 Growth) and Mr. Alex Yanitsky is the Advisory Partner General Partner of PROPELR Growth (formerly Round13 Growth).

Other Directorships

For details of the other directorships of each director, see "Election of Directors" above.

Orientation and Continuing Education

The Corporation does not provide a formal orientation and education program for new directors; however, any new directors will be given the opportunity to familiarize themselves with the Corporation, the current directors and members of management. Directors are also encouraged and given the opportunity for continuing education.

Ethical Business Conduct

The Board has adopted a code of ethical business conduct. The Corporation expects all of its employees, officers, directors and consultants to comply at all times with all applicable governmental laws, rules and regulations, to help foster a culture of fairness and accountability.

Nomination of Directors

The directors of the Corporation are elected yearly to hold office until the next annual meeting of the Shareholders, or until their successors shall have been duly elected. The Corporation's governance committee (the "**Governance Committee**") reviews annually the credentials of the members of the Board, and determines nominations for the directors for the upcoming annual general meeting of Shareholders, although a formal process has not been adopted.

The members of the Board have diverse backgrounds and expertise and were selected on the belief that the Corporation and its stakeholders would benefit materially from such a broad range of talent and experience. As the need for new directors or executive officers arises, the Board and the Governance Committee will assess candidates on the basis of knowledge, industry experience, financial literacy, professional ethics and business acumen, among other factors.

Compensation

The compensation of directors and the CEO is determined by the Compensation Committee. See "Oversight and Description of Director and NEO Compensation" above.

Committees of the Board

The Board has established three standing committees: the Audit Committee, the Compensation Committee and the Governance Committee. The following is a description of the authority, responsibilities, duties and function of such committees.

Audit Committee

The Audit Committee consists of four directors: Alex Yanitsky (Chair), Andrew Kiguel, Raymond Choy, and Michael Willis. The Audit Committee is principally responsible for assisting the Board in fulfilling its financial reporting and controls responsibilities to shareholders of the Corporation.

Compensation Committee

The Compensation Committee consists of three directors: Charmaine Crooks (Chair), Sanjiv Samant, and Raymond Choy. The Compensation Committee is principally responsible for considering compensation matters, reporting to the Board and making recommendations regarding executive and director compensation.

The Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of the Compensation Committee (see Schedule "B").

Governance Committee

The Governance Committee consists of three directors: Michael Willis (Chair), Charmaine Crooks and Sanjiv Samant. The Governance Committee is principally responsible for the monitoring of the Corporation's corporate governance matters including the review of orientation and continuing education programs, oversight of structure, composition, membership and activities of committees and ensuring that there is an appropriate standard of corporate conduct.

Assessments

The Board does not have any formal process for assessing the effectiveness of the Board, its committees or individual directors. Such assessments are done on an informal basis by the CEO and the Board as a whole.

PART 5: AUDIT COMMITTEE

Charter of the Audit Committee

The Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of the Audit Committee (see Schedule "A").

Composition of the Audit Committee

The Audit Committee consists of four directors: Alex Yanitsky (Chair), Andrew Kiguel, Raymond Choy, and Michael Willis; all of which, save Mr. Yanitsky, the Board has determined to be independent and financially literate within the meaning of NI 52-110.

Each of the Audit Committee members has an understanding of the accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as an understanding of the internal controls and procedures necessary for financial reporting. For additional details regarding the relevant education and experience of each member of our Audit Committee, see "Election of Directors" above.

Audit Committee Oversight

At no time since the commencement of the financial year ended December 31, 2025 did the Board decline to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

At no time since the commencement of the financial year ended December 31, 2025 did the Corporation rely on the exemption in section 2.4 of NI 52-110 (De Minimis Non-Audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions). The Corporation is relying upon the exemption in Section 6.1 (Venture Issuers) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee must pre-approve all engagements for permitted non-audit services provided by the external auditor to the Corporation and any consolidated subsidiary.

External Auditor Service Fees

For the years ended December 31, 2025, and 2024, the following fees were paid to our external auditor, DMCL:

	2025	**2024**

Audit Fees[1]	324,663	224,425
Audit-Related Fees[2]	108,938	83.650
Tax Fees[3]	22,330	9,215
All other fees	15,225	2,562
	471,156	319,852

Notes:
(1) Fees for audit services on an accrued basis.
(2) Fees for audit and related services not included in audit services above. These are primarily fees for quarterly reviews.
(3) Fees for tax compliance, tax advice and tax planning.

PART 6: OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

No director, executive officer, or employee of the Corporation or any of its subsidiaries, former director, executive officer, or employee of the Corporation or any of its subsidiaries, proposed nominee for election as director of the Corporation, or any associate of any of the foregoing, (i) has been or is indebted to the Corporation or any of its subsidiaries, at any time during its last completed fiscal year or the fiscal year prior, or (ii) has had any indebtedness to another entity at any time during its last completed fiscal year of the fiscal year prior which has been the subject of a guarantee, support agreement, letter of credit, or other similar arrangement provided by the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as stated herein, no informed person, director, executive officer, nominee for director, nor any associate or affiliate of such persons, has any material interest, direct or indirect, in any transactions since commencement of the Corporation's most recently completed financial year or the financial year prior or in any proposed transactions which has materially affected or would materially affect the Corporation or its subsidiaries.

On July 7, 2025, the Corporation completed a best efforts public offering (the "**Public Offering**") of units of the Corporation (each, a "**Unit**"), pursuant to which the Corporation issued a total of 12,777,777 Units, including the full exercise of the over-allotment option, at an issue price of $0.45 per Unit for aggregate gross proceeds of approximately $5,750,000. Joseph Nakhla, Chief Executive Officer and a director and Angelo Bartolini, President and Chief Financial Officer, participated in the Public Offering to purchase an aggregate of 54,544 Units for an aggregate price of $24,544.80.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as stated herein, no person who was a director or executive officer of the Corporation since the beginning of the Corporation's most recently completed financial year, nominee for director, nor any associate or affiliate of such persons, has a material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any item of business to be acted upon at the Meeting, other than the election of directors.

MANAGEMENT CONTRACTS

The management functions of Tribe are performed by the Corporation's executive officers and Tribe has no management agreements or arrangements under which such management functions are performed by persons other than the executive officers of Tribe.

ADDITIONAL INFORMATION

Additional information concerning the Corporation can be found on SEDAR+ at www.sedarplus.ca and on the Corporation's website at https://tribetech.com.

Financial information relating to the Corporation is provided in the Corporation's audited financial statements and the management discussion and analysis ("**MD&A**") for the years ended December 31, 2025 and 2024. Shareholders may download the financial statements and MD&A from SEDAR+ at www.sedarplus.ca or contact the Corporation directly to request copies of the financial statements and MD&A by: (i) mail to Suite 1606-1166 Alberni Street, Vancouver, British Columbia V6C 3Z3; or (ii) e-mail to shareholder@tribetech.com. Additional information concerning the Corporation may be obtained by any Shareholder free of charge through the Corporation's website at https://tribetech.com or by contacting the Corporation at 604-398-4161.

DATED at Vancouver, British Columbia this 8th day of October, 2026.

BY ORDER OF THE BOARD
Joseph Nakhla
Chief Executive Officer

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

1. Purpose

The purpose of the Audit Committee is to:

a. assist the Board in its oversight of:

   i. the quality and integrity of the Corporation's financial statements and reports, as well as its accounting and financial reporting processes and systems of internal controls relating to financial, accounting and legal compliance;

   ii. the qualifications, independence, and performance of the Corporation's independent auditors for the purpose of preparing or issuing audit reports or performing other audit, review, or attestation services; and

   iii. the effectiveness of the overall process of identifying and addressing principal business risk and the adequacy of the related disclosure;

b. provide an avenue of communications among the independent auditors, management, and the Board of Directors;

c. encourage adherence to, and continuous improvement of, the Corporation's policies, procedures, and practices at all levels; and

d. provide oversight assistance in connection with the Corporation's legal, regulatory and ethical compliance programs as established by management and the Board

e. establish and maintain a framework of the management of complaints and whistleblowing

2. Composition

a. the Audit Committee shall consist of a minimum of three directors of the Corporation; and

b. a majority of the members of the Audit Committee shall be independent directors. An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of the director's independent judgement or a relationship deemed to be a material relationship pursuant to Sections 1.4 and 1.5 of NI-52-110.

3. Qualifications and Experience

At the time of appointment or within a reasonable period of time following appointment, each member of the Committee must be financially literate, having the ability to read and understand a set of financial statements that present the breadth and level of complexity or accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably be expected to be raised by the Corporation's financial statements.

a. At least one member (the "financial expert") of the Committee must have:

   i. an understanding of financial statements and accounting principles used by the Corporation to prepare its financial statements;

   ii. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

   iii. 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 Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities;

iv. an understanding of internal controls and procedures for financial reporting; and

v. an understanding of audit committee functions.

b. The financial expert must have acquired the foregoing attributes through one or more of the following:

i. education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;

ii. experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;

iii. experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or

iv. other relevant experience.

4. Member Appointment and Removal

a. the Audit Committee members are appointed by the Board on the recommendation of the Governance and Nominating Committee in consultation with the Chairman and Lead Independent Director (if any) and with consideration of the desires of individual Board members;

b. consideration will be given to rotating the Audit Committee members periodically;

c. the Audit Committee Chairman is a financial expert and is selected by the Board on the recommendation of the Governance and Nominating Committee; and

d. the Board may at any time remove a member from the Audit Committee.

5. Responsibilities

The Audit Committee shall:

a. review the Corporation's annual audited financial statements, management's discussion and analysis of financial conditions and results of operations, and earnings press releases prior to releasing the year end earnings, filing or distribution. Review should include discussion with management and independent auditors of significant issues regarding accounting principles, practices and judgments and include any communications that the independent auditors are required to present to the Committee. The Committee will specifically address:

i. review of major issues regarding accounting, including any significant changes in the Corporation's selection or application of accounting principles and policies in compliance with National Instrument 52-107;

ii. review of major issues as to the adequacy of the Corporation's internal control over financial reporting and any specific remedial actions adopted in light of significant deficiencies or material weaknesses;

iii. discussions with management and the independent auditor regarding significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments, including analyses of the effects of alternative IFRS methods on the financial statements;

iv. consideration of the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements;

v. consideration of the clarity of the disclosures in the financial statements;

vi. review and approval of all related party transactions and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made;

vii. review any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise);

viii. review any communications between the audit team and the audit firm's national office respecting auditing or accounting issues or internal control-related issues presented by the engagement;

ix. review any "management" or "internal control" letter issued, or proposed to be issued, by the audit firm to the Corporation that is in addition to their audit report on the effectiveness of internal control over financial reporting, if applicable;

x. receive and review a report from the independent auditor, prior to the filing of the Corporation's annual financial statements and management discussion & analysis, on all critical accounting policies and practices of the Corporation; all material alternative treatments of financial information within IFRS that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the independent auditor; and other material written communications between the independent auditor and management.

xi. review the Corporation's quarterly interim financial statements, management's discussion and analysis of financial conditions and results of operations, and earnings press releases prior to releasing the quarterly earnings, filing or distribution. Review should include discussion with management of significant issues regarding accounting principles, practices and judgments;

xii. consider the judgment of both management and the independent auditor about the quality, not just the acceptability, of accounting principles;

b. in consultation with management and the independent auditors, consider the integrity of the Corporation's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the independent auditors together with management's responses;

c. review and approve procedures for disclosures of financial information;

d. determine and approve engagements of any registered public accounting firm (in addition to the Auditors) to perform any other review or attest service, including the compensation to be paid to such firm and the negotiation and execution, on behalf of the Corporation, of such firm's engagement letter, which approval may be pursuant to preapproval policies and procedures, including the delegation of preapproval authority to one or more Committee members, so long as any such preapproval decisions are made, and presented to the full Committee, in accordance with such policies and procedures;

e. review and approve, on a periodic basis, as appropriate, the Corporation's Investment Policy;

f. establish procedures for receipt, retention and treatment of complaints about accounting, internal controls or auditing matters and for whistle-blowing structure;

g. have such other duties, powers and authorities, consistent with the provisions of the Canada Business Corporations Act ("CBCA"), as the Board may, by resolution, delegate to the Audit Committee from time to time;

h. report regularly to the Board of Directors with respect to its activities;

i. review with management the Corporation's overall anti-fraud programs and controls;

j. perform an evaluation of its performance at least annually to determine whether it is functioning effectively. The Committee also shall discuss with the independent auditor, their observations related to the effectiveness of the Committee; and

k. review and reassess the charter at least annually and obtain the approval of the Board of Directors.

With respect to the Independent Auditors, the Committee shall:

a. review the independence and performance of the auditors and annually recommend to the Board of Directors the appointment of the independent auditors or approve any discharge of auditors when circumstances warrant;

b. approve the fees and other significant compensation to be paid to the independent auditors;

c. pre-approve all non-audit services provided by the external auditors;

d. on an annual basis, should review and discuss with the independent auditors all significant relationships they have with the Corporation that could impair the auditor's independence;

e. review the independent auditors audit plan and engagement letter;

f. meet periodically in separate sessions with the Auditors, as appropriate, and management to discuss any matters that the Committee, the Auditors or management believe should be discussed privately with the Committee

g. monitor the rotation of the partners of the independent auditors on the Corporation's audit engagement team as required by applicable laws and rules and to consider periodically and, if deemed appropriate, adopt a policy regarding rotation of auditing firms;

h. prior to releasing the year-end earnings, discuss the results of the audit with the independent auditors;

i. consider the independent auditors' judgements about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting;

j. evaluate the cooperation received by the independent auditors during their audit examination, including a review with the Auditors of any significant difficulties with the audit or any restrictions on the scope of their activities or access to required records, data and information, significant disagreements with management and management's response, if any; and shall be responsible for the resolution of disagreements between management and the auditor regarding financial reporting and internal control-related matters; and

k. set clear policies for hiring employees who were formerly employees of the external auditor or their partners to comply with regulatory requirements.

With respect to legal compliance the Audit Committee shall:

a. on at least an annual basis, review with the Corporation's counsel, any legal matters that could have a significant impact on the organization's financial statements, the Corporation's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies;

b. review reports from management and the independent auditors regarding fraud, illegal acts and the adequacy and effectiveness of the Corporation's procedures to monitor and ensure compliance with its legal and regulatory responsibilities as well as its Code of Business Conduct and Ethics, as amended from time to time, and regarding legal matters and compliance with legal and regulatory requirements that may have a material effect on the Corporation's business, financial statements or compliance policies, including any material reports or inquiries from regulatory or governmental agencies

c. receive any corporate attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty by the Corporation;

d. investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate; and

e. annually prepare a report to shareholders to be included in the Corporation's annual information circular.

6. Authority

It shall be the responsibility of management to prepare the Corporation's financial statements and periodic reports and the responsibility of the Auditors to audit those financial statements. These functions shall not be the responsibility of the Committee, nor shall it be the Committee's responsibility to ensure that the financial statements or periodic reports are complete and accurate, conform to IFRS or otherwise comply with applicable laws.

The Audit Committee shall have the authority:

a. for the purpose of performing its duties, to inspect all of the books and records of the Corporation and its affiliates and to discuss such accounts and records and any matters relating to the financial position or condition of the Corporation with the officers and internal (if any) and external auditors of the Corporation and its affiliates;

b. to engage independent counsel and other advisors as it determines necessary to carry out its duties;

c. to set and pay the compensation for any advisors employed by the Audit Committee, including without limitation compensation to any public accounting firm engaged for the purpose of preparing or issuing and audit report or performing other audit, review or attest services for the Corporation;

d. to set and pay the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties;

e. to communicate directly with the internal (if any) and external auditors; and

f. may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Corporation's Bylaws (as in effect from time to time) and applicable law.

7. Proceedings

The following shall apply to the proceedings of the Audit Committee.

a. the business of the Audit Committee shall be transacted either at meetings thereof or by conference telephone or other communications facilities that permit all persons participating in the meeting to hear each other, or by resolution in writing. All questions at a meeting shall be decided in accordance with the vote of a majority of those present and the Chairman of the meeting shall not have a second or casting vote;

b. a resolution in writing signed by all members of the Audit Committee entitled to vote on that resolution at a meeting of the Audit Committee shall be as valid as if it had been passed at a duly called and constituted meeting. Such resolutions in writing may be in one or more counterparts, all of which, when taken together, shall be deemed to constitute one resolution;

c. the Audit Committee Chairman shall periodically report to the Board of Directors on the activities of the Audit Committee;

d. the external auditor of the Corporation shall, at the expense of the Corporation, be entitled to attend and be heard at or may be invited to any meeting of the Audit Committee;

e. the external auditor and senior management shall have the opportunity or may be invited to meet separately with the Audit Committee;

f. the minutes of the proceedings of the Audit Committee and any resolutions in writing shall be kept in a book provided for that purpose which shall always be open for inspection by any director of the Corporation; and

g. a quorum for the transaction of business at all meetings of the Audit Committee shall be a majority of members.

8. Reporting

a. The Audit Committee has a duty to report to the Board all matters that it considers to be important for Board consideration.

b. All minutes of the Audit Committee should be attached to the Board minutes and forwarded to each member of the Board by the Secretary in a timely manner.

SCHEDULE "B"

COMPENSATION COMMITTEE CHARTER

1. Purpose

The purpose of the Compensation Committee as it relates to matters concerning compensation is to:

a. review and approve the corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those corporate goal and objectives, and determine (or make recommendations to the Board with respect to) the CEO's compensation level based on this evaluation (See Section 8 – CEO Review Process);
b. make recommendations to the Board with respect to non-CEO officer extraordinary bonuses, director compensation, incentive compensation plans and equity-based plans;
c. review executive compensation disclosure before the Corporation publicly discloses this information; and
d. establish and maintain a succession plan for the CEO and CFO as well as oversee the Corporation's overall execution succession planning strategy.

2. Composition

a. The Compensation Committee shall consist of a minimum of three directors.
b. All members of the Compensation Committee shall be independent directors. An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of the director's independent judgement or a relationship deemed to be a material relationship pursuant to Sections 1.4 and 1.5 of NI 52-110.

3. Member Appointment and Removal

a. The Compensation Committee members are appointed by the Board on the recommendation of the Governance Committee after consultation with the Chairman and the Lead Independent Director (if any) and with consideration of the desires of individual Board members.
b. Consideration will be given to rotating the Compensation Committee members periodically.
c. The Compensation Committee Chairman is selected by the Board on the recommendation of the Governance Committee.
d. The Board may at any time remove a member from the Compensation Committee.

4. Responsibilities

The Compensation Committee Chair shall, as it relates to matters concerning compensation:

a. work with the Chairman of the Board and the Lead Independent Director (if any), and manage the Compensation Committee, in a manner that ensures these relationships are effective and efficient and furthers the best interests of the Corporation;
b. act as the principal sounding board and counsel for the Chairman and the Lead Independent Director (if any) with respect to compensation and governance issues;
c. ensure that the Chairman and if appropriate the Lead Independent Director (if any) are aware of concerns of the Compensation Committee;
d. provide strong leadership of the Compensation Committee in reviewing and monitoring the aims, strategy, policy and directions of the Compensation Committee in order to achieve its objectives;
e. communicate with the Board to keep it current on all major developments involving executive compensation;
f. set the frequency of the Compensation Committee meetings and reviews such frequency as appropriate;
g. work closely with the Chairman and the Lead Independent Director (if any) to coordinate matters to be brought forth to Board Meetings from the Compensation Committee; and
h. chair and manage meetings of the Compensation Committee.

The Compensation Committee shall, as it relates to matters concerning compensation, review and make recommendations to the Board concerning the following:

a. the compensation of the CEO;
b. extraordinary bonuses for officers other than the CEO;
c. the compensation of non-employee directors with the assistance of the Governance Committee as needed,
d. the compensation policy with respect to employees of the Corporation or any of its subsidiaries ensuring that the Corporation is in compliance with all legal compensation reporting requirements;
e. management compensation programs including stock plans, incentive plans, and perquisites;
f. the succession plans and process for key employees;
g. performance appraisal and management and employee development programs;
h. contingency plans in the event of the unexpected disability of key employees;
i. proposed personnel changes involving officers;
j. the adequacy and form of compensation of directors, ensuring that compensation realistically reflects the responsibilities and risks involved in being an effective director;
k. annual reviews of all compensation programs to ensure the Corporation is compliant with governing labour legislation and adhering to best practices;
l. the administration of the Corporation's Stock Option Plan; and
m. perform any other activities consistent with this Charter and Applicable Laws as the Compensation Committee or the Board deems necessary or appropriate.

5. Authority

The Compensation Committee shall have the authority:

a. to engage independent counsel and other advisors including, without limitation, executive compensation consulting firms, that it considers necessary to carry out its duties;
b. to set and pay the compensation for any advisors employed by the Compensation Committee for the purpose of carrying out its duties; and
c. to set and pay the ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.
d. shall have the authority to delegate any of its responsibilities to subcommittees or individual members as the Compensation Committee deems appropriate.

6. Proceedings

The following shall apply to the proceedings of the Compensation Committee:

a. the business of the Compensation Committee shall be transacted either at meetings thereof or by conference telephone or other communications facilities that permit all persons participating in the meeting to hear each other, or by resolution in writing. All questions at a meeting shall be decided in accordance with the vote of a majority of those present and the Chair of the meeting shall not have a second or casting vote;
b. a resolution in writing signed by all members of the Compensation Committee entitled to vote on that resolution at a meeting of the Compensation Committee shall be as valid as if it had been passed at a duly called and constituted meeting. Such resolutions in writing may be in one or more counterparts, all of which, when taken together, shall be deemed to constitute one resolution;
c. The Compensation Committee will meet at least once annually, or more frequently as circumstances may warrant. The Compensation Committee may meet with, and receive reports from, management.
d. A quorum for the transaction of business at all meetings of the Compensation Committee shall be a majority of members.

7. Reporting

e. The Compensation Committee has a duty to report to the Board all matters that it considers to be important for Board consideration.

f. All minutes of the Compensation Committee should be attached to the Board minutes and forwarded to each member of the Board by the Secretary in a timely manner.