



VENCANNA VENTURES INC.

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 12, 2024**

AND

MANAGEMENT INFORMATION CIRCULAR

May 13, 2024

VENCANNA VENTURES INC.

**NOTICE OF ANNUAL GENERAL MEETING
OF THE HOLDERS OF COMMON SHARES
TO BE HELD ON JUNE 12, 2024**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of Vencanna Ventures Inc. (the “**Corporation**”) will be held at the offices of Stikeman Elliott LLP, 4200 Bankers Hall West, 888-3rd Street SW, Calgary, AB T2P 5C5 and via webcast at <https://us05web.zoom.us/j/89111358565?pwd=LAlcQR63s3hmm0RmWdGw1i4eRmDbnF.1> on Wednesday, June 12, 2024 at 11:00 a.m. (Calgary time), for the following purposes:

1. receive the financial statements for the fiscal years ended April 30, 2023 and 2022 and the report of the auditors thereon;
2. fix the number of directors to be elected at five;
3. elect directors for the ensuing year;
4. appoint the auditors of the Corporation to hold office until the next annual meeting of the Shareholders and authorize the directors to fix their remuneration; and
5. transact such other business as may properly come before the meeting or any adjournments thereof.

Only Shareholders of record at the close of business on May 8, 2024 (the “**Record Date**”) are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat, unless, after the Record Date, a holder of record transfers his or her Common Shares and the transferee, upon producing properly endorsed share certificates or otherwise establishing that he or she owns such Common Shares, requests, not later than 10 days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote such Common Shares, in which case such transferee shall be entitled to vote such Common Shares, as the case may be, at the Meeting.

Registered Shareholders are requested to date and sign the enclosed form of proxy (the “Form of Proxy”) and return it to the Corporation’s transfer agent, Odyssey Trust Company. To be effective, the Form of Proxy must be mailed so as to reach or be deposited with Odyssey Trust Company, at Trader’s Bank Building, 702 67 Yonge Street, Toronto, ON M5E 1J8, Attention: Proxy Department or by fax at (800) 517-4553 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment thereof or may be accepted by the Chairman of the Meeting at his discretion prior to the commencement of the Meeting. The Form of Proxy or other instrument used to appoint a proxy shall be executed by the Shareholder or their attorney, or if such Shareholder is a corporation, under the corporate seal, and executed by a director, officer or attorney thereof duly authorized. Alternatively, a registered Shareholder may complete their Form of Proxy online at <https://vote.odysseytrust.com> by following the instructions provided on the Form of Proxy.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular and form of proxy accompanying and forming part of this Notice.

Calgary, Alberta
May 13, 2024

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “David McGorman”

David McGorman
Director and Chief Executive Officer

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VENCANNA VENTURES INC.
Registered Office at 4200 Bankers Hall West, 888-3rd Street SW, Calgary, AB T2P 5C5

MANAGEMENT INFORMATION CIRCULAR

**FOR THE ANNUAL GENERAL MEETING
OF THE HOLDERS OF COMMON SHARES OF
VENCANNA VENTURES INC. TO BE HELD ON JUNE 12, 2024**

Dated: May 13, 2024

PURPOSE OF SOLICITATION

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Vencanna Ventures Inc. (the “Corporation”) for use at the annual general meeting of the holders (the “Shareholders”) of the common shares (the “Common Shares”) in the capital of the Corporation to be held at the offices of Stikeman Elliott LLP, 4200 Bankers Hall West, 888-3rd Street SW, Calgary, AB T2P 5C5 and via webcast at <https://us05web.zoom.us/j/89111358565?pwd=LAlcQR63s3hmm0RmWdGw1i4eRmDbnF.1> on June 12, 2024 at 11:00 a.m. (Calgary time), and any adjournment or adjournments thereof (the “Meeting”) for the purposes set forth in the Notice of Annual General Meeting (the “Notice of Meeting”) accompanying this Information Circular.

All registered Shareholders (the “Registered Shareholders”) are strongly encouraged to complete the enclosed form of proxy (the “Form of Proxy”) and return it as soon as possible in accordance with the instructions outlined in “*Proxy Information – Completion of Proxies*”, below. Shareholders who do not hold their Common Shares in their own name are strongly encouraged to complete the voting instruction forms received from their broker as soon as possible and to follow the instructions set out under “*Proxy Information – Advice to Beneficial Holders of Securities*”, below.

RECORD DATE

The Shareholders of record on May 8, 2024 (the “Record Date”) are entitled to notice of, and to attend and vote at, the Meeting except to the extent that:

1. such person transfers his or her Common Shares after the Record Date; and
2. the transferee of those Common Shares produces properly endorsed share certificates or otherwise establishes his or her ownership to the Common Shares and makes a demand to the registrar and transfer agent of the Corporation, not later than 10 days before the Meeting, that his or her name be included on the Shareholders list for the Meeting.

Any Registered Shareholder of the Corporation at the close of business on the Record Date who either personally attends the Meeting or who completes and delivers a proxy will be entitled to vote or have his or her Common Shares voted at the Meeting. However, a person appointed under a form of proxy will be entitled to vote the Common Shares represented by that form only if it is effectively delivered in the manner set out under the heading “*Proxy Information – Completion of Proxies*”.

PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies is made on behalf of the management of the Corporation. The costs incurred in the preparation of the enclosed Form of Proxy, Notice of Meeting and this Information Circular

and costs incurred in the solicitation of proxies will be borne by the Corporation. Solicitation of proxies will be primarily by mail, but may also be in person, by telephone or by electronic means. All currency amounts expressed herein, unless otherwise indicated, are expressed in Canadian dollars.

Completion of Proxies

The Form of Proxy affords Shareholders or intermediaries an opportunity to specify that the Common Shares registered in their name shall be voted for or against or withheld from voting in respect of certain matters as specified in the accompanying Notice of Meeting.

The persons named in the enclosed Form of Proxy are the Chief Executive Officer and the Chief Financial Officer, respectively, of the Corporation.

A REGISTERED SHAREHOLDER OR AN INTERMEDIARY HOLDING COMMON SHARES ON BEHALF OF AN UNREGISTERED SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT ON THEIR BEHALF AT THE MEETING, IN THE PLACE OF THE PERSONS DESIGNATED IN THE FORM OF PROXY FURNISHED BY THE CORPORATION. TO EXERCISE THIS RIGHT, THE SHAREHOLDER OR INTERMEDIARY SHOULD STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE FORM OF PROXY AND INSERT THE NAME OF THEIR NOMINEE IN THE BLANK SPACE PROVIDED, OR SUBMIT ANOTHER APPROPRIATE PROXY.

A proxy must be dated and signed by the Registered Shareholder or by his or her attorney authorized in writing or by the intermediary. In the case of a Registered Shareholder that is a corporation, the proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation with proof of authority accompanying the proxy.

In order to be effective, the Form of Proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof, must be mailed or completed online at <https://vote.odysseytrust.com> so as to be deposited at the office of the Corporation's agent, Odyssey Trust Company at Trader's Bank Building, 702 67 Yonge Street, Toronto, ON M5E 1J8, not later than 11:00 a.m. (Calgary time) on the second last business day (not including Saturdays, Sundays and statutory holidays in the Province of Alberta) preceding the day of the Meeting or any adjournment thereof or deposited with the Chairman of the Meeting on the day of the Meeting prior to the commencement of the Meeting. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. If a proxy is not dated, it will be deemed to bear the date on which it was mailed by management of the Corporation.

Revocation of Proxies

A Registered Shareholder or intermediary who has submitted a proxy may revoke it by instrument in writing executed by the Registered Shareholder or intermediary or his or her attorney authorized in writing, or, if the Registered Shareholder is a corporation, under its corporate seal and executed by a director, officer or attorney thereof duly authorized, and deposited either: (i) with the Corporation at its offices or at the office of the Corporation's agent, Odyssey Trust Company, at any time prior to the close of business on the second last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or (ii) with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting, and upon such deposit the previous proxy is revoked.

Exercise of Discretion by Proxies

A Registered Shareholder or intermediary may indicate the manner in which the persons named in the enclosed Form of Proxy are to vote with respect to any matter by checking the appropriate space. On any poll, those persons will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the directions, if any, given in the Form of Proxy. If the Registered Shareholder

or intermediary wishes to confer a discretionary authority with respect to any matter, the space should be left blank. **IN SUCH INSTANCE, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF THE MOTION.**

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of printing of this Information Circular, management of the Corporation knows of no such amendment, variation or other matter. However, if any other matters which are not now known to management should properly come before the Meeting, the proxies in favour of management nominees will be voted on such matters in accordance with the best judgment of the management nominees.

Advice to Beneficial Holders of Securities

The information set forth in this section is of significant importance to many investors who do not own Common Shares in their own name (“Beneficial Shareholders”). You are most likely a Beneficial Shareholder if your bank, trust company, securities broker, trustee, or other financial institution (your nominee) holds your Common Shares in their name or the name of another intermediary. Beneficial Shareholders should note that only proxies deposited by Registered Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares on the Record Date can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker or other intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder’s broker, an agent of that broker or another intermediary. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). **Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for their clients. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate persons.**

In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice of Meeting, Form of Proxy and this Information Circular (the “**Meeting Materials**”) to the intermediaries for distribution to Beneficial Shareholders. Intermediaries are required to forward the Meeting Materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Beneficial Shareholders.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of that broker) is typically similar to the Form of Proxy provided to Registered Shareholders by the Corporation. However, the purpose of the broker’s form of proxy is limited to instructing the Registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails a scannable voting instruction form in lieu of a form of proxy. The Beneficial Shareholder is requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number or access the Internet to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions representing the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting, as the voting instruction**

form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. Beneficial Shareholders who receive forms of proxies or voting materials from organizations other than Broadridge should complete and return such forms of proxies or voting materials in accordance with the instructions on such materials in order to properly vote their Common Shares at the Meeting.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of the Beneficial Shareholder's broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote such Common Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Common Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent) well in advance of the Meeting.

Beneficial Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Corporation are referred to as non-objecting beneficial owners or "**NOBOs**". Those Beneficial Shareholders who have objected to their intermediary disclosing ownership information about themselves to the Corporation are referred to as objecting beneficial owners or "**OBOs**". Neither OBOs nor NOBOs will be receiving a Form of Proxy directly from the Corporation and will instead receive a voting instruction form or other form of proxy from an intermediary as described above. Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), the Corporation has distributed copies of the Meeting Materials to such intermediaries for distribution to Beneficial Shareholders. The Corporation is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of the Meeting Materials, and paper copies of the Meeting Materials will be sent to all Shareholders. Intermediaries are required to forward the Meeting Materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The Corporation will not be paying for intermediaries to deliver copies of the proxy-related materials and related documents to OBOs. Accordingly, OBOs will not receive copies of the proxy-related materials and related documents unless the OBO or their intermediary assumes the cost of delivery.

If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

INFORMATION CONCERNING THE CORPORATION

The Corporation was incorporated under the *Business Corporations Act* (British Columbia) on October 4, 1989 as "Colossal Resources Corp.". On December 13, 2012, the Corporation continued into Alberta under the *Business Corporations Act* (Alberta) (the "**ABCA**") and changed its name to "Top Strike Resources Corp.". On February 23, 2024, the Corporation changed its name to "Vencanna Ventures Inc.".

On April 30, 2024, the Corporation acquired The Cannavative Group, LLC ("**Cannavative**") by way of an all-share exchange whereby Vencanna Acquisition Inc. ("**AcquisitionCo**"), a wholly-owned subsidiary of the Corporation, issued: (a) 56.8 million class B non-voting exchangeable common stock ("**Exchangeable Shares**"); (b) 10.6 million Exchangeable Share purchase warrants, each exercisable for one Exchangeable Share at an exercise price of C\$0.10 for a period of 9 months, and (c) 12.5 million Exchangeable Share purchase warrants each exercisable for one Exchangeable Share at an exercise price of C\$0.13 for a period of 18 months. The exchangeable securities are exchangeable, at the option of the holder, on a one-for-one basis for equivalent securities of the Corporation. Contingent upon the business of Cannavative achieving specific 2024 and 2025 financial milestones, holders of membership units will be eligible to receive up to 96.6 million additional earn-out units ("**Earn-out Units**"), each consisting of one Exchangeable Share and 0.5 of a Exchangeable Share purchase warrant, each such full earn-out warrant exercisable for one Exchangeable Share for 12 months from the date of issuance at an exercise price of the greater of C\$0.10 and the market price at the time of issue. The maximum of 224.3 million equity securities are issuable pursuant to the transaction, including earnout securities and other deal related securities.

The Corporation is a reporting issuer in British Columbia, Alberta and Ontario. The Common Shares are listed on the Canadian Securities Exchange (the “CSE”) under the trading symbol “VENI”.

The registered office of the Corporation is located at 4200 Bankers Hall West, 888 3rd Street S.W., Calgary, Alberta, T2P 5C5.

VOTING OF COMMON SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares (“Preferred Shares”), issuable in series. As at the date hereof, there are 222,644,952 fully paid and non-assessable Common Shares, 55,974,608 Exchangeable Shares, and nil Preferred Shares issued and outstanding. The holders of the Common Shares are entitled to receive notice of all meetings of Shareholders and to attend and vote the Common Shares at all such meetings. Each Common Share carries with it the right to one vote. The Exchangeable Shares are non-voting. The Preferred Shares may from time to time be issued in one or more series, and the board of directors of the Corporation (the “Board”) may fix from time to time before such issue the number of Preferred Shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions.

The by-laws of the Corporation provide that a quorum of Shareholders is present at a meeting of Shareholders if at least two (2) persons are present in person or by proxy, each of whom is entitled to vote at the meeting, and who hold or represent by proxy in the aggregate not less than five (5%) percent of the shares entitled to vote at the meeting.

To the best of the knowledge of the directors and executive officers of the Corporation, as at the date hereof, the following persons or companies beneficially owned, directly or indirectly, or exercised control or direction over, voting securities of the Corporation carrying more than 10% of the voting rights attached to the Common Shares:

| Name | Number of Common Shares Held ⁽¹⁾ | Percentage of Total Issued and Outstanding Common Shares |
|--|---|--|
| Jon Sharun <i>Vancouver, British Columbia</i> | 32,375,500 | 14.5% |

(1) In addition, Lisa Kline, of Reno, Nevada, indirectly through her interests in MCD Investment Group, LLC and The Ross A. & Lisa M. Kline Family Trust, holds 35,296,690 Exchangeable Shares, which are convertible into Common Shares on a one-for-one basis at the option of the holder.

MATTERS TO BE ACTED UPON

The Shareholders of the Corporation will be asked to consider and, if deemed appropriate:

- (a) by ordinary resolution, to fix the Board at five members;
- (b) by ordinary resolution, to elect the directors of the Corporation;
- (c) by ordinary resolution, to appoint auditors for the ensuing year and to authorize the directors of the Corporation to fix their remuneration; and
- (d) to transact such other business as may properly come before the Meeting or any adjournments thereof.

Additional detail regarding each of the matters to be acted on at the Meeting is contained below.

FIXING NUMBER OF DIRECTORS

At the Meeting, it is proposed that the number of directors to be elected at the Meeting to hold office until the next annual meeting or until their successors are elected or appointed, subject to the articles of the Corporation, be set at five.

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of setting the number of directors to be elected at the Meeting at five.

ELECTION OF DIRECTORS

Action is to be taken at the Meeting with respect to the election of directors. The Shareholders will be asked to pass an ordinary resolution at the Meeting to elect, as directors, the nominees whose names are set forth in the table below. Voting for the election of nominees will be conducted on an individual, and not on a slate, basis. Each nominee elected will hold office until the next annual meeting of the Shareholders or until his successor is duly elected or appointed, unless his office is vacated earlier in accordance with the Corporation's articles.

The Corporation is required by applicable corporate legislation to have an Audit Committee comprised of members of the Board that are considered "financially literate" and a majority of which are considered "independent", as such terms are defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). The Corporation has also established a Corporate Governance and Compensation Committee comprised of members of the Board. Please see the discussion under the heading "*Corporate Governance Practices*". The present members of the Audit Committee and the Corporate Governance and Compensation Committee are identified in the table below.

The following information relating to the nominees as directors is based partly on the records of the Corporation and partly on information received by the Corporation from the respective nominees, and sets forth the name and municipality of residence of the persons proposed to be nominated for election as directors, all other positions and offices within the Corporation now held by them, the periods during which they have served as directors of the Corporation, their principal occupations or employments over the past five years and the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as at the date hereof.

| <u>Name and Place of Residence</u> | <u>Positions Presently Held</u> | <u>Director Since⁽¹⁾</u> | <u>Principal Occupation for Previous Five Years</u> | <u>Number and Percentage of Common Shares Beneficially Owned or Over Which Control or Direction, Directly or Indirectly, is Exercised</u> |
|------------------------------------|--------------------------------------|-------------------------------------|--|---|
| David McGorman Calgary, Alberta | Director and Chief Executive Officer | September 24, 2018 | Managing Director of Black Spruce Merchant Capital from September 2016 to November 2018. Prior thereto, Vice Chairman of Mackie Research Capital Corporation from December 2014 to June 2016; President and Chief Executive Officer of Jennings Capital Inc. from September 2013 to December 2014; and | 8,637,500 ⁽²⁾ (3.7%) |

| <u>Name and Place of Residence</u> | <u>Positions Presently Held</u> | <u>Director Since⁽¹⁾</u> | <u>Principal Occupation for Previous Five Years</u> | <u>Number and Percentage of Common Shares Beneficially Owned or Over Which Control or Direction, Directly or Indirectly, is Exercised</u> |
|--|---|-------------------------------------|---|---|
| | | | Senior Managing Director and director of Jennings Capital Inc. from 2006 to 2013. | |
| Jon Sharun Vancouver, British Columbia | Executive Director, Chief Financial Officer and Chair | September 24, 2018 | Chairman and Managing Partner of Venexo Capital, an independent private equity and advisory firm, since January 2011. In addition, Chairman of Urban Sparq, a hospitality management company, since 2015. | 32,375,500 ⁽²⁾ (14.5%) |
| Alan Gertner ⁽³⁾ Toronto, Ontario | Director | September 24, 2018 | Chief Retail Officer of Canopy Growth Corp. from July 2018 to February 2019; Chief Executive Officer of Hiku Brands Co. Ltd., a cannabis branding company, from January 2018 to July 2018; Chief Executive Officer and Co-Founder of TS Brandco Holdings Inc. from 2015 to July 2018; Regional Head, Sales at Google from May 2012 to 2015; and Google Global Corporate Strategy from 2009 to 2012. | Nil (Nil %) |
| W. Scott McGregor ⁽³⁾⁽⁴⁾ Calgary, Alberta | Director | September 24, 2018 | Current CEO and Director of Golo Mobile Inc., a NEX listed company. Also the CEO and Director of HAW 2 Capital Corp., a Capital Pool Company, Prior thereto, Director of Financial Services for Invest Alberta Corp. from February 2022 to July 2022, CEO of GEGS Capital Corp. from April 2018 to July 2019; Executive Vice President of Merrco Payments Inc., a cannabis focused payment services company, from | 1,409,000 (0.6%) |

| <u>Name and Place of Residence</u> | <u>Positions Presently Held</u> | <u>Director Since⁽¹⁾</u> | <u>Principal Occupation for Previous Five Years</u> | <u>Number and Percentage of Common Shares Beneficially Owned or Over Which Control or Direction, Directly or Indirectly, is Exercised</u> |
|------------------------------------|---------------------------------|-------------------------------------|---|---|
| | | | March 2017 to March 2018; Managing Director of Mackie Research Capital Corp. from January 2015 to March 2016; and Managing Director of Casimir Capital from Mar 2013 to Jan 2015. | |
| Scott Wrye Nevada, USA | Director | April 30, 2024 | Co-founder and Director of The Cannavative Group, an entity acquired by the Corporation in Feb 2024. Dr. Wrye is based in Reno, Nevada, and is a private practicing physician and specialist in Cosmetic, Plastic & Reconstructive Surgery. | Nil ⁽⁵⁾ (Nil %) |

Notes:

- (1) All directors of the Corporation are elected to hold office until the next annual meeting of Shareholders or until his successor is duly elected or appointed, unless his office is vacated earlier in accordance with the Corporation's articles.
- (2) Includes Common Shares held by such director/officer's spouse which, for the purposes of applicable securities laws, may be considered under the control or direction of such director/officer.
- (3) Member of the Audit Committee.
- (4) Member of the Corporate Governance and Compensation Committee.
- (5) Scott Wrye holds 1,700,539 Exchangeable Shares which are convertible into Common Shares on a one-for-one basis at the option of the holder.

Corporate Cease Trade Orders or Bankruptcies

None of the above proposed directors are, or within 10 years prior to the date of this Information Circular have been, a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity, was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

None of the above proposed directors are, or within 10 years prior to the date of this Information Circular have been, a director, chief executive officer or chief financial officer of any company that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, 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.

None of the above proposed directors are, or within 10 years prior to the date of this Information Circular have been, a director or executive officer of any company that, while 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.

Personal Bankruptcies

None of the above proposed directors have, within 10 years prior to the date of this Information Circular, become bankrupt, made a proposal under any bankruptcy or insolvency legislation, been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Penalties and Sanctions

None of the above proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or have entered into a settlement agreement with a securities regulatory authority, or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

In the absence of contrary instructions, the persons named in the accompanying Form of Proxy intend to vote the Common Shares represented thereby in favour of the election to the Board of those persons designated above as nominees for election as directors. The Board does not contemplate that any of such nominees will be unable to serve as a director. However, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion, unless the Shareholder has specified in his proxy that his Common Shares are to be withheld from voting on the election of directors.

APPOINTMENT OF AUDITORS

The Shareholders will be asked to pass an ordinary resolution at the Meeting to appoint MNP LLP as auditors of the Corporation, to hold office until the next annual meeting of the Shareholders, at such remuneration to be determined by the Board. MNP LLP was first appointed as the Corporation's auditors on March 6, 2019 and is the current auditor of the Corporation.

In the absence of contrary instructions, the persons named in the accompanying Form of Proxy intend to vote the Common Shares represented thereby in favour of the appointment of MNP LLP as auditors of the Corporation.

OTHER MATTERS COMING BEFORE THE MEETING

The Board does not know of any other matters to come before the Meeting other than as referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the Common Shares represented by proxy solicited hereby will be voted on such matters in accordance with the best judgement of the person voting such proxy.

EXECUTIVE COMPENSATION

The Corporation's Form 51-102F6V *Statement of Executive Compensation – Venture Issuers* for the year ended April 30, 2023 is attached hereto as Schedule "A".

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information with respect to compensation plans under which equity securities are authorized for issuance as at April 30, 2023, aggregated for all compensation plans previously approved by the Shareholders and all compensation plans not previously approved by the Shareholders.

| Plan Category | Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) | Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b) | Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c) |
|---|--|--|--|
| Equity Compensation Plans Approved by Securityholders | 5,000,000 | \$0.03 | 13,128,339 ⁽¹⁾ |
| Equity Compensation Plans Not Approved by Securityholders | nil | \$nil | nil |
| Total | 5,000,000 | \$0.03 | 13,128,339 |

(1) As of April 30, 2023 there were 181,283,390 Common Shares outstanding.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No director or executive officer of the Corporation, nor any of their associates or affiliates, nor any employee of the Corporation is or has been indebted to the Corporation since the beginning of the most recently completed financial year of the Corporation, nor is, or at any time since the beginning of the most recently completed financial year of the Corporation has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed below, there are no material interests, direct or indirect, of directors, executive officers of the Corporation or any person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares or any known associate or affiliate of such persons, in any transaction since the commencement of the Corporation's most recently completed financial year or any proposed transaction which has materially affected or would materially affect the Corporation.

On April 30, 2024, the principal amount and accrued interest on the convertible debentures issued by the Corporation converted in full into a total of 41.4 million Common Shares and 20.7 million Common Share purchase warrants, each warrant exercisable at C\$0.075 for a period of 12 months.

Jon Sharun, Executive Director, Chief Financial Officer and Chair of the Corporation, was a debentureholder. Mr. Sharun abstained from voting at the director's meetings of the Corporation regarding the aforementioned transaction.

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

Other than as disclosed in this Information Circular, management of the Corporation is not aware of any material interest of any director or nominee for director or executive officer or anyone who has held office

as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting.

CORPORATE GOVERNANCE PRACTICES

In accordance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”), issuers are to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. The Corporation is also subject to NI 52-110, which has been adopted in each of the Canadian provinces and territories and which prescribes certain requirements in relation to audit committees.

The Board is responsible for the governance of the Corporation. The Board and the Corporation's management consider good corporate governance to be central to the effective and efficient operation of the Corporation. Below is a discussion of the Corporation's approach to corporate governance.

Corporate Governance and Compensation Committee

The Board has established a Corporate Governance and Compensation Committee. As of the date hereof, the members of the Corporate Governance and Compensation Committee are Alan Gertner (Chair), Scott McGregor, and Scott Wrye. The members of the Corporate Governance and Compensation Committee are independent. The Corporate Governance and Compensation Committee convenes annually and otherwise as deemed appropriate by the Chair of the Corporate Governance and Compensation Committee.

Mandate of the Corporate Governance and Compensation Committee

The Board has adopted a written mandate that sets forth the responsibilities of the Corporate Governance and Compensation Committee, which include:

- (a) developing and reviewing the Corporation's approach and procedures in relation to governance matters;
- (b) reviewing the competencies and skills of the Board and its individual members to identify and recommend new director nominees annually;
- (c) establishing a process for direct communications with Shareholders, including through the whistleblowing policy;
- (d) reviewing and approving compensation, including salary and bonuses in the form of cash or other compensation, for the Corporation's staff, including the officers of the Corporation but not the Chief Executive Officer;
- (e) reviewing and providing recommendations to the Board on the compensation of the Chief Executive Officer; and
- (f) reviewing and, as appropriate, approving employment contracts or other major agreements for the Corporation's employees.

Nomination of Directors

The Corporate Governance and Compensation Committee has the responsibility to propose to the Board, annually, the members proposed for re-election to the Board and identify and recommend new nominees for the Board. New candidates will be identified having regard to: (a) the competence and skills that the Board considers to be necessary for the Board, as a whole, to possess; (b) the competence and skills that the Board considers each existing director to possess; (c) the competencies and skills that each new

nominee will bring to the boardroom; and (d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board. The Corporate Governance and Compensation Committee will also assess what competencies and skills the Board, as a whole, should possess and the appropriate size of the Board in order to facilitate effective decision making. The Corporate Governance and Compensation Committee has the power to retain outside advisors as it considers necessary for the proper functioning of the committee, at the Corporation's expense.

Assessments

The Corporate Governance and Compensation Committee has become responsible for establishing and administering a process (including a review by the full Board and discussion with management) for: (a) assessing the effectiveness of the Board as a whole and the committees of the Board; (b) establishing, in consultation with the Board, criteria for Board membership and recommending Board composition; and (c) as circumstances require, assessing the performance and contribution of individual directors. The review will identify any areas where the directors of the Corporation or management believe that the Board could make a better collective contribution to overseeing the affairs of the Corporation.

Compensation Policies and Practices

The Corporation has a Corporate Governance and Compensation Committee to annually review and approve corporate goals and objectives relevant to the Chief Executive Officer and other executive officer compensation, to evaluate the performance of such officers in light of those goals and objectives, and to recommend to the Board for approval the Chief Executive Officer and other executive officer compensation levels based on this evaluation. For more information in respect of the Corporate Governance and Compensation Committee, see "*Corporate Governance and Compensation Committee*" and "*Mandate of the Corporate Governance and Compensation Committee*" above, and "*Summary of Named Executive Officers' Compensation*" in Schedule "A".

Independence of Members of the Board

The Board currently consists of five directors, three of whom are independent based upon the tests for independence set forth in NI 52-110. David McGorman, the Chief Executive Officer, and Jon Sharun, the Executive Director and Chief Financial Officer, are not independent by virtue of being senior officers of the Corporation.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as independent directors. As disclosed above, 60% percent of the Board are independent directors. In addition, the independent judgment of the Board in carrying out its responsibilities is the responsibility of all directors. The Board exercises its independent supervision over the Corporation's management through a combination of formal meetings of the Board as well as informal discussions amongst the Board members. The independent directors can also hold scheduled meetings at which non-independent directors and members of management are not in attendance. Where matters arise at Board meetings which require decision making and evaluation that is independent of management and interested directors, the meeting breaks into an *in camera* session among the independent and disinterested directors. In addition, the Board has free access to the Corporation's external auditors, legal counsel and to any of the Corporation's officers.

Directorships in Other Reporting Issuers

As of the date hereof, W. Scott McGregor is a Director of Golo Mobile Inc., a NEX listed company, and also a Director of HAW 2 Capital Corp., a Capital Pool Company. There are no directors of the Corporation who presently hold directorships in other reporting issuers.

Orientation and Continuing Education

The Corporate Governance and Compensation Committee has under its mandate the responsibility to ensure that there is in place an education and orientation program for new members of the Board and a continuing education program for all directors and to maintain a Board manual. At present, each new director is given an outline of the nature of the Corporation's business, its corporate strategy and current issues with the Corporation. New directors are also expected to meet with management of the Corporation to discuss and better understand the Corporation's business and will be advised by counsel to the Corporation of their legal obligations as directors of the Corporation. New directors are also given copies of the Corporation's policies. While the Corporate Governance and Compensation Committee has not implemented a formal continuing education program for its directors, the Corporation provides continuing education on an informal basis.

Members of the Board are encouraged to communicate with management, legal counsel and, where applicable, auditors and technical consultants of the Corporation; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Corporation's operations. Board members have full access to the Corporation's records.

Board Mandate

The Board has adopted a written mandate that summarizes, among other things, the Board's duties and responsibilities. The Board is responsible for the overall stewardship of the Corporation and dealing with issues which are pivotal to determining the Corporation's strategy and direction. The Board has directly, and through the appointment of certain committees, put in place an effective system for monitoring the implementation of corporate strategies. The Board is not involved in the day-to-day operations of the Corporation, as these operations are conducted by the Corporation's management. The Board meets regularly to consider and approve the strategic objectives of the Corporation and management plans designed to accomplish those objectives. Where appropriate, key management personnel and professional advisors are invited to attend Board meetings to speak to these issues. The Board also meets as necessary to consider specific developments and opportunities as they arise, including asset acquisitions and dispositions and financing proposals. The Board approves, among other things, all issuances of securities of the Corporation, the appointment of officers, the entering into of lines of credit or other significant borrowing activities and all significant transactions. The Board considers, but has no formal policies, concerning management development and succession and risk management.

Essential to strategic planning is assessing and understanding business risks and related control systems. The Board helps set limits with respect to business risks, to the extent they can be managed, and approves strategies for minimizing risks. Implementations of these strategies are then monitored by the Board. The Board, through the Audit Committee, requires management of the Corporation to put into place systems to address financial risks and to periodically report to the Board on these systems and risks.

Management has implemented procedures to provide reasonable assurance of effective communication with the Corporation's shareholders and the public. The Corporation's management is responsible for the issuance of press releases and communications with the financial community. The Board reviews and approves all principal continuous disclosure documents, the release of interim and annual financial statements, annual information forms, prospectuses and information circulars.

The Corporate Governance and Compensation Committee is responsible for monitoring the governance systems of the Corporation with a view to ongoing improvements, reviewing the composition of the Board and developing criteria for new Board appointments. The Corporate Governance and Compensation Committee also acts as a nominating committee for new directors, oversees and approves the Corporation's compensation plans and evaluates the overall Board effectiveness.

Board Oversight

The Board exercises its independent supervision over the Corporation's management through a combination of formal meetings of the Board as well as informal discussions amongst the Board members. The independent directors can also hold scheduled meetings at which non-independent directors and members of management are not in attendance. Where matters arise at Board meetings which require decision making and evaluation that is independent of management and interested directors, the meeting breaks into an *in camera* session among the independent and disinterested directors.

Position Descriptions

The Board has developed a written position description for the Chair of the Board and the Chief Executive Officer of the Corporation.

The Board, in conjunction with management, sets the Corporation's annual objectives which become the objectives against which the Chief Executive Officer's performance is measured. The Board has plenary power; any responsibility which is not delegated to management or a Board committee remains with the Board.

Ethical Business Conduct

In establishing its corporate governance practices, the Board has been guided by applicable Canadian securities legislation, including NP 58-201. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interests of its Shareholders, but that it also promotes effective decision making at the Board level.

The Board has adopted a code of business conduct and ethics for its directors, executive officers, employees, and consultants to promote a culture of ethical business conduct within the Corporation. The Board has also adopted a whistleblower policy and a corporate disclosure policy to ensure ethical business conduct and compliance with applicable Canadian securities legislation.

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

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as the directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the ABCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

Audit Committee

Please see the discussion under the heading "*Audit Committee*".

AUDIT COMMITTEE

The Audit Committee is a committee of the Board to which the Board delegates its responsibility for oversight of the financial reporting process. The Audit Committee is also responsible for managing, on

behalf of the Shareholders, the relationship between the Corporation and the external auditor. Pursuant to NI 52-110, the Corporation is required to disclose certain information with respect to its Audit Committee, as summarized below.

Audit Committee Charter

The Corporation's Audit Committee charter (the "**Audit Committee Charter**") was adopted by the Board, the full text of which is attached hereto as Schedule "B". The mandate of the Audit Committee is to oversee and provide assistance in financial reporting, financial policies and internal controls as well as to work with the external auditors to ensure the accuracy of the Corporation's financial disclosures. The Audit Committee must pre-approve all non-audit services to be provided by an external auditor.

Composition of the Audit Committee

As of the date hereof, the Audit Committee is comprised of Scott McGregor (Chair), Alan Gertner, and Scott Wrye. All members of the Audit Committee are independent based upon the tests for independence set forth in NI 52-110. All members of the Audit Committee are financially literate.

Relevant Education and Experience

Collectively, the Audit Committee has the education and experience to fulfill the responsibilities outlined in the Audit Committee Charter.

Mr. McGregor is a senior investment banking professional with over twenty years of energy and corporate finance experience complemented by undergraduate and master's degrees from two of Canada's highly respected universities. Mr. McGregor is the CEO and Director of Golo Mobile, a NEX listed company, and the CEO and Director of HAW 2 Capital Corp., a Capital Pool Company Prior thereto, he was the Chief Executive Officer of GEGS Capital Corp., a capital pool company. Prior to that, Mr. McGregor served as Executive Vice President and director of Merrco Payments Inc., a secure payment gateway that provides a fully customizable method to regulate a direct-to-consumer cannabis point of sale and online system in Canada. Previously, Mr. McGregor was Managing Director of Investment banking at Mackie Research, Managing Director Investment Banking of Casimir Capital Ltd., and Vice President Investment Banking of Acumen Capital Finance Partners Ltd. Mr. McGregor has a B.A. from Queens University and an M.B.A. from Rotman School of Management.

Mr. Gertner is the former Chief Retail Officer of Canopy Growth Corp., former Chief Executive Officer of HIKU Brands and co-founder of Tokyo Smoke, an award-winning, internationally recognized, cannabis brand with a cross country network of retail stores. Prior to taking the reins of HIKU Brands and founding Tokyo Smoke, he led a plus \$100 million organization at Google in Asia and was a founding member of Google's first Global Business Strategy team while based in Mountain View, California. Mr. Gertner graduated Dean's list from the Richard Ivey School of Business with an Honors Business Administration.

Dr. Scott Wrye was a co-founder and director of The Cannavative Group since its inception in 2016. Dr. Wrye was an active director of Cannavative with oversight of the financial affairs, including internal controls and procedures for financial reporting.

Each member of the Audit Committee has:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements;
- (b) the ability to assess the general application of those principles in connection with the accounting for estimates, accruals and provisions;

- (c) 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 individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter.

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Corporation, as a Venture Issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Audit Committee Oversight

At no time since the commencement of the Corporation's financial year ended April 30, 2023 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Corporation's external auditors, and approve in advance the provision of services other than audit services and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Corporation. The Audit Committee is authorized to approve any non-audit services or additional work, which the Chair of the Audit Committee deems as necessary.

External Auditor Service Fees (By Category)

In the following table, "audit fees" are fees billed by the Corporation's external auditors for services provided in auditing the Corporation's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements. "Tax fees" are fees billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditors for products and services not included in the foregoing categories.

The fees paid by the Corporation to its auditors in the previous two (2) financial years, by category, are as follows:

| Financial Year Ending April 30 | Audit Fees⁽¹⁾ | Audit-related Fees⁽²⁾ | Tax Fees⁽³⁾ | All Other Fees |
|---|---------------------------------|---|-------------------------------|-----------------------|
| 2023 | \$33,500 | \$30,750 | \$2,750 | \$- |
| 2022 | \$31,750 | \$29,000 | \$2,750 | - |

Notes:

(1) "Audit Fees" are the aggregate fees billed by the Corporation's auditor for audit services.

- (2) "Audit-related Fees" are the aggregate fees billed for assurance and related services by the Corporation's auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statement and are not disclosed under "Audit fees".
- (3) "Tax Fees" are the aggregate fees billed for professional services rendered by the Corporation's auditor for tax compliance, tax advice and tax planning.

ADDITIONAL INFORMATION

Financial information of the Corporation is provided in the Corporation's comparative annual financial statements and management's discussion and analysis for its most recently completed financial year. A copy of these documents may be obtained by contacting the Corporation's Chief Executive Officer at Suite 200, 622 – 5th Avenue S.W., Calgary, Alberta, T2P 0M6.

Copies of these documents, as well as additional information relating to the Corporation contained in documents filed by the Corporation with the Canadian securities regulatory authorities, may also be accessed through the SEDAR+ website at www.sedarplus.ca.

SCHEDULE “A”
STATEMENT OF EXECUTIVE COMPENSATION
FORM 51-102 F6V

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS
FOR THE YEAR ENDED APRIL 30, 2023

General

All currency amounts expressed herein, unless otherwise indicated, are expressed in Canadian dollars. Except where otherwise defined herein, capitalized words and phrases have the meaning ascribed thereto in the body of this Information Circular.

For the purposes of this Statement, “**Named Executive Officers**” or “**NEOs**” means each of the following individuals:

- (a) each individual who, in respect of the Corporation, during any part of the financial year ended April 30, 2023, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO of the Corporation;
- (b) each individual who, in respect of the Corporation, during any part of the financial year ended April 30, 2023, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO of the Corporation;
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the financial year ended April 30, 2023 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 an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, as at April 30, 2023.

Based on the foregoing definitions, the Corporation’s Named Executive Officers in respect of the year ended April 30, 2023 were: David G. McGorman, CEO and a director; and Jon Sharun, CFO and a director.

Summary of Named Executive Officers’ Compensation

The Board has established the Corporate Governance and Compensation Committee. The Corporate Governance and Compensation Committee assists the Board in carrying out its responsibilities to the Corporation with respect to, among other things, compensation matters. The Corporate Governance and Compensation Committee’s responsibilities with respect to compensation matters include but are not limited to: (i) reviewing and, as appropriate, approving, compensation, including salary and bonuses in the form of cash or other compensation, awarded to all of the Corporation’s staff, including the officers of the Corporation but not the Chief Executive Officer; and (ii) reviewing and providing recommendations to the Board on the compensation of the Chief Executive Officer.

The Board relies on the knowledge and experience of its members to set appropriate levels of compensation for future NEOs. When determining NEO compensation, the Board uses all data available to it to ensure that such compensation is set at a level that is both commensurate with the size of the Corporation, responsibilities of the particular NEO and retention of the NEOs, who are considered by the Board to be essential to the success of the Corporation.

The Board reviews the various elements of the NEOs' compensation in the context of the total compensation package (including salary, incentive bonuses and awards of stock options), recommends the NEOs' compensation packages, and where appropriate, engages in benchmarking for the purpose of establishing compensation levels relative to industry peers.

The executive compensation program consists of three components: (a) base compensation in the form of salary; (b) incentive bonuses in the form of cash payments; and (c) subject to shareholder approval, long-term compensation in the form of stock options exercisable for Common Shares ("**Options**") granted under the Stock Option Plan. The stock option component is an essential part of their compensation. No NEO or director of the Corporation is permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation, or held, directly or indirectly, by a Named Executive Officer or director of the Corporation.

Base Compensation and Incentive Bonuses

Base compensation for executive officers of the Corporation is set annually, having regard to the individual's job responsibilities, contribution, experience and proven or expected performance, as well as to market conditions. In setting base compensation levels, consideration is given to such factors as level of responsibility, experience and expertise in addition to the policies of the CSE.

Incentive bonuses, in the form of cash payments, are designed to add a variable component of compensation based on corporate and individual performance for executive officers.

Stock Options

To provide a long-term component to the executive compensation program, executive officers of the Corporation are eligible to receive Options. For a description of the purpose behind the Stock Option Plan and a summary of the terms of the Stock Option Plan, see "*Stock Option Plan*", below.

Summary of Directors' Compensation

The directors of the Corporation are entitled to receive compensation for services in their capacity as directors. Members of the Board are entitled to be reimbursed for all reasonable expenses incurred to attend meetings. In addition, the Stock Option Plan allows for the grant of Options to the directors of the Corporation. A summary of the terms of the Stock Option Plan is included under the heading "*Stock Option Plan*" below.

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

Summary Compensation Table

The following table and notes thereto provide a summary of the compensation paid to the NEOs and directors of the Corporation for the two most recently completed financial years ended April 30, 2023 and 2022:

| Name, Principal Positions | Year End | Salary, consulting fee, retainer or | Bonus (\$)⁽¹⁾ | Committee or meeting fees (\$) | Value of perquisites (\$) | Value of all other compensation (\$) | Total compensation (\$) |
|--|---------------------|--|-------------------------------------|---|--|---|--|
|--|---------------------|--|-------------------------------------|---|--|---|--|

| | | <u>commission</u> <u>(\$)</u> | | | | | |
|---|------|----------------------------------|-------|-----|-----|-----|---------|
| David McGorman <i>CEO and Director</i> | 2023 | 175,000 | 7,000 | Nil | Nil | Nil | 182,000 |
| | 2022 | 175,000 | 7,000 | Nil | Nil | Nil | 182,000 |
| Jon Sharun <i>CFO and Director</i> | 2023 | 125,000 | 5,000 | Nil | Nil | Nil | 127,900 |
| | 2022 | 125,000 | 5,000 | Nil | Nil | Nil | 127,900 |
| Matt Christopherson <i>Former Director</i> | 2023 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |
| Alan Gertner <i>Director</i> | 2023 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |
| W. Scott McGregor <i>Director</i> | 2023 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |
| J. Smoke Wallin <i>Former Director</i> | 2023 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |

Notes:

(1) Certain amounts were offset against outstanding insider loans as described herein, see “*Indebtedness of Directors and Officers*”, above.

Stock Options and Other Compensation Securities

The following table and notes thereto provide a summary of the Options and other compensation securities paid to the NEOs and directors of the Corporation for the most recently completed financial year ended April 30, 2023.

| <u>Name and Positions</u> | <u>Type of compensation security</u> | <u>Number of compensation securities, number of underlying securities and percentage of class</u> | <u>Date of issue or grant</u> | <u>Issue, conversion of exercise price (\$)</u> | <u>Closing price of security or underlying security on date of grant (\$)</u> | <u>Closing price of security or underlying security at year end (\$)</u> | <u>Expiry date</u> |
|---|--------------------------------------|---|-------------------------------|---|---|--|--------------------|
| David McGorman <i>CEO and Director</i> | - | - | - | - | - | - | - |

| Name and Positions | Type of compensation security | Number of compensation securities, number of underlying securities and percentage of class | Date of issue or grant | Issue, conversion of exercise price (\$) | Closing price of security or underlying security on date of grant (\$) | Closing price of security or underlying security at year end (\$) | Expiry date |
|--|--------------------------------------|---|-------------------------------|---|---|--|--------------------|
| Jon Sharun <i>CFO and Director</i> | - | - | - | - | - | - | - |
| Matt Christopher <i>Former Director</i> | - | - | - | - | - | - | - |
| Alan Gertner <i>Director</i> | - | - | - | - | - | - | - |
| W. Scott McGregor <i>Director</i> | - | - | - | - | - | - | - |
| J. Smoke Wallin <i>Former Director</i> | - | - | - | - | - | - | - |

Exercise of Compensation Securities

None of the NEOs or directors of the Corporation exercised any compensation securities during the most recently completed financial year.

Stock Option Plan

On May 22, 2019, the Shareholders of the Corporation approved the Stock Option Plan pursuant to which the Board can grant Options to NEOs, directors and employees of the Corporation or affiliated corporations and to consultants retained by the Corporation.

The purposes of the Stock Option Plan are: (i) to provide an incentive to the directors, officers, employees and consultants of the Corporation or any of its subsidiaries to achieve the longer-term objectives of the Corporation; (ii) to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and (iii) to attract and retain in the employ of the Corporation or any of its subsidiaries, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. The following is a summary of certain provisions of the Stock Option Plan a copy of which is attached as Schedule "A" to the management information circular of the Corporation dated April 29, 2019 (a copy of which is available under the Corporation's profile on the SEDAR+ website at www.sedarplus.ca):

- (a) subject to the terms of the Stock Option Plan, Options may be granted in such numbers and with such vesting provisions as the Board may determine;

- (b) the exercise price per Common Share for any stock options granted under the Stock Option Plan shall not be less than the greater of the closing market price of the underlying securities on: (i) the trading day prior to the date of grant of the stock options; and (ii) the date of grant of the stock options;
- (c) the Board may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, subject to any vesting restrictions imposed by the relevant exchange(s) on which the Common Shares are listed;
- (d) Options may be granted for a maximum term of five (5) years;
- (e) Options may only be transferred or assigned subject to the terms of the Stock Option Plan;
- (f) the number of authorized but unissued Common Shares that may be issued upon the exercise of Options granted under the Stock Option Plan at any time, together with the number of Common Shares reserved for issuance under all other equity based compensation arrangements of the Corporation, shall not exceed 10% of the issued and outstanding Common Shares on a non-diluted basis, and such number shall increase or decrease as the number of issued and outstanding Common Shares changes;
- (g) except in the case of death, Options expire on the 30th day following the effective date a person who holds an Option or Options ceases to be an Optionee (as such term is defined in the Stock Option Plan);
- (h) in case of death, Options expire on the earlier of one (1) year thereafter or the end of the period during which the Option may be exercised, and may be exercised by legal representatives or designated beneficiaries of the holder of such Options;
- (i) the Corporation is permitted to make the required source withholdings and remittances in respect of employee stock option benefits as required under the Income Tax Act (Canada);
- (j) the Board may suspend or terminate the Stock Option Plan at any time; and
- (k) the Board may, at any time, amend or revise the terms of the Stock Option Plan, subject to the receipt of all necessary regulatory approvals, provided that no such amendment or revision shall alter the terms of any options granted under the Stock Option Plan.

Employment, Consulting and Management Agreements

Neither the Corporation, nor its subsidiaries, had a contract, agreement, plan or arrangement that provided for payments to a NEO following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Corporation or its subsidiaries, or a change in responsibilities of the NEO following a change in control.

With respect to the above, "Change of Control" means any event, including an amalgamation, merger or consolidation that causes:

- (a) a third party to own or control, directly or indirectly, 50% or more of the voting shares of the Corporation;
- (b) a third party to own or control, directly or indirectly, sufficient voting shares in the Corporation to elect a majority of the directors of the Corporation;
- (c) an assignment, sale, or transfer by the Corporation of all or substantially all of the Corporation's business to a third party or to an affiliate or a wholly owned subsidiary; or

- (d) an assignment, sale, or transfer by the Corporation of all or substantially all of the Corporation's assets to a third party or to an affiliate or a wholly owned subsidiary.

There are no contracts, agreements, plans or arrangements whereby any current NEO or director is entitled to receive payments from the Corporation in the event of the resignation, retirement or other termination of the NEO's or director's services with the Corporation, change of control of the Corporation or a change in the NEO's responsibilities.

SCHEDULE “B” AUDIT COMMITTEE CHARTER

I. ROLE AND OBJECTIVE

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Vencanna Ventures Inc. (the “**Corporation**”) to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management’s reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for Board approval, the audited financial statements and other mandatory disclosure releases containing financial information. The objectives of the Committee, with respect to the Corporation and its subsidiaries, are as follows:

1. To assist directors to meet their responsibilities in respect of the preparation and disclosure of the financial statements of the Corporation and related matters.
2. To provide better communication between the Board and external auditors.
3. To ensure the external auditors’ independence.
4. To review management’s implementation and maintenance of an effective system of internal control over financial reporting and disclosure control over financial reporting.
5. To increase the credibility and objectivity of financial reports.
6. To facilitate in-depth discussions between directors on the Committee, management and external auditors.

The primary responsibility for the financial reporting, information systems, risk management and internal and disclosure controls of the Corporation is vested in management and overseen by the Board. At each meeting, the Committee may meet separately with management and will meet in separate, closed sessions with the external auditors and then with the independent directors in attendance.

II. MANDATE AND RESPONSIBILITIES OF THE COMMITTEE

Financial Reporting and Related Public Disclosure

It is a primary responsibility of the Committee to review and recommend for approval to the Board the annual and quarterly financial statements of the Corporation. The Committee is also to review and recommend to the Board for approval the financial statements and related information included in prospectuses, management discussion and analysis, financial press releases, information circular, proxy statements and annual information forms, including financial outlooks and future-oriented financial information included therein. The process should include but not be limited to:

- (a) reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years’ financial statements;
- (b) reviewing significant management judgments and estimates that may be material to financial reporting including alternative treatments and their impacts;
- (c) reviewing the presentation and impact of any significant risks and uncertainties that may be material to financial reporting including alternative treatments and their impacts;
- (d) reviewing accounting treatment of significant, unusual or non-recurring transactions;

- (e) reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
- (f) reviewing unresolved differences between management and the external auditors;
- (g) determining through inquiry if there are any related party transactions and ensure the nature and extent of such transactions are properly disclosed; and
- (h) reviewing all financial reporting relating to risk exposure including the identification, monitoring and mitigation of business risk and its disclosure.

The Committee shall satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information from the Corporation's financial statements and periodically assess the adequacy of those procedures.

Internal Controls Over Financial Reporting and Information Systems

It is the responsibility of the Committee to satisfy itself on behalf of the Board with respect to the Corporation's internal control over financial reporting and information systems. The process should include but not be limited to:

- (a) inquiring as to the adequacy and effectiveness of the Corporation's system of internal controls over financial reporting and review the evaluation of internal controls over financial reporting by external auditors;
- (b) establishing procedures for the confidential, anonymous submission by employees of the Corporation of concerns relating to accounting, internal control over financial reporting, auditing or Code of Business Conduct and Ethics matters and periodically review a summary of complaints and their related resolution; and
- (c) establishing procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters.

External Auditors

With respect to the appointment of external auditors by the Board, the Committee shall:

- (a) be directly responsible for overseeing the work of the external auditors engaged for the purpose of issuing an auditors' report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditors regarding financial reporting;
- (b) review the terms of engagement of the external auditors, including the appropriateness and reasonableness of the auditors' fees;
- (c) review and evaluate annually the external auditors' performance, and periodically (at least every five years) conduct a comprehensive review of the external auditors;
- (d) recommend to the Board appointment of external auditors and the compensation of the external auditors;
- (e) when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change;

- (f) review and approve any non-audit services to be provided by the external auditors' firm; and consider the impact on the independence of the auditors; between scheduled meetings, the Chair of the Committee is authorized to approve all audit related services and non-audit services provided by the external auditors for individual engagements with estimated fees of \$25,000 and under; and shall report all such approvals to the Committee at its next scheduled meeting;
- (g) inquire as to the independence of the external auditors and obtain, at least annually, a formal written statement delineating all relationships between the external auditors and the Corporation as contemplated by Independence Standards Board Standard No. 1 – Independence Discussions with Audit Committees;
- (h) review the Annual Report of the Canadian Public Accountability Board (“CPAB”) concerning audit quality in Canada and discuss implications for the Corporation;
- (i) review any reports issued by CPAB regarding the audit of the Corporation; and
- (j) discuss with the external auditors, without management being present, the quality of the Corporation's financial and accounting personnel, the completeness and accuracy of the Corporation's financial statements and elicit comments of senior management regarding the responsiveness of the external auditors to the Corporation's needs.

The Committee shall review with the external auditors (and the internal auditor if one is appointed by the Corporation) their assessment of the internal control over financial reporting of the Corporation, their written reports containing recommendations for improvement of internal control over financial reporting and other suggestions as appropriate, and management's response and follow-up to any identified weaknesses.

The Committee shall also review and approve annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of the Corporation and its subsidiaries.

Compliance

It is the responsibility of the Committee to review management's process for the certification of annual and interim financial reports in accordance with required securities legislation.

It is the responsibility of the Committee to ascertain compliance with covenants under loan agreements.

The Committee shall review the Corporation's compliance with all legal and regulatory requirements as it pertains to financial reporting, taxation, internal control over financial reporting and any other area the Committee considers to be appropriate relative to its mandate or as may be requested by the Board.

Other Matters

It is the responsibility of the Committee to review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and external auditors of the Corporation.

The Committee may also review any other matters that the Committee feels are important to its mandate or that the Board chooses to delegate to it.

The Committee shall undertake annually a review of this mandate and make recommendations to the Corporate Governance and Compensation Committee as to proposed changes.

III. COMPOSITION

This Committee shall be composed of at least three individuals appointed by the Board from amongst its members, all of whom shall be independent (within the meaning of section 1.4 and 1.5 of National Instrument 52-110 Audit Committees (“**NI 52-110**”)) unless the Board determines to rely on an exemption in NI 52-110.

The chair of the Committee (the “**Committee Chair**”) shall be appointed by the Board.

A quorum shall be a majority of the members of the Committee.

All of the members must be financially literate (within the meaning section 1.6 of NI 52-110) unless the Board has determined to rely on an exemption in NI 52-110. Being “financially literate” means members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements.

IV. MEETINGS

The Committee shall meet (in person or by teleconference) at least four times per year and/or as deemed appropriate by the Committee Chair.

The Committee shall meet (in person or by teleconference) not less than quarterly with the auditors, independent of the presence of management.

Agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.

The chief executive officer and the chief financial officer of the Corporation or their designates shall be available to attend at all meetings of the Committee upon the invitation of the Committee.

Other staff shall attend meetings upon invitation by the Committee should the Committee deem them necessary for the provision of information.

V. REPORTING / AUTHORITY

Following each meeting, in addition to a verbal report, the Committee will report to the Board by way of providing copies of the minutes of such Committee meeting at the next Board meeting after a meeting is held (these may still be in draft form).

Supporting schedules and information reviewed by the Committee shall be available for examination by any director.

The Committee shall have the authority to investigate any financial activity of the Corporation and to communicate directly with the internal and external auditors. All employees are to cooperate as requested by the Committee.

The Committee may retain, and set and pay the compensation for, persons having special expertise and/or obtain independent professional advice to assist in fulfilling its duties and responsibilities at the expense of the Corporation.

The Committee shall annually review this mandate and make recommendations to the Corporate Governance and Compensation Committee as to proposal changes.

