ANNUAL GENERAL AND SPECIAL MEETING

OF THE SHAREHOLDERS

OF

THE HASH CORPORATION

TO BE HELD ON MONDAY, AUGUST 19, 2024

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF THE HASH CORPORATION OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MONDAY, AUGUST 19, 2024.

TO BE HELD AT:

1 ADELAIDE STREET EAST, SUITE 801, TORONTO, ONTARIO M5C 2V9

AT 11:00 A.M. (TORONTO TIME)

DATED: July 11, 2024

THE HASH CORPORATION

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING of holders (the "**Shareholders**") of common shares ("**Common Shares**") of The Hash Corporation (the "**Corporation**") will be held at the offices of Garfinkle Biderman LLP, at 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9, on Monday, August 19, 2024 at 11:00 a.m. (Toronto time) (the "**Meeting**") for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial years ended December 31, 2023 and 2022 and the auditor's report thereon (the "**Annual Financial Statements**");

2. to elect the directors of the Corporation for the ensuing year, as more particularly set forth in the accompanying proxy and management information circular dated July 11, 2024, prepared for the purpose of the Meeting (the "**Circular**");

3. to re-appoint Zeifmans LLP as the auditors of the Corporation for the ensuing year and to authorize the audit committee of the board of directors of the Corporation (the "**Board**") to fix the auditor's remuneration, as more particularly set forth in the Circular;

4. to consider and, if deemed advisable, to pass, with or without variation, a special resolution, approving the sale of substantially all of the assets of the Corporation, comprised of intellectual property and licenses, customers, suppliers, partners and collaborators agreements relating to its cannabis-based hashish and other cannabis products, in accordance with the *Business Corporations Act* (Ontario);

5. to consider and, if deemed appropriate, pass, with or without variation, a special resolution to authorize the Board to elect, in its sole discretion, to direct the Corporation to file one or more Articles of Amendments to amend the Corporation's Articles in order to effect one or more consolidations of the Corporation's issued shares into a lesser number of issued shares (collectively, the "**Consolidations**") and to determine, in its sole discretion, a consolidation ratio of the Corporation's post-consolidation shares for each and every of the Corporation's pre-consolidation shares of the same class (the "**Consolidation Ratio**"), and to effect, at such time as the Board deems appropriate, but in any event no later than three year after the Meeting, Consolidations of all of the Corporation's issued and outstanding shares on the basis of such Consolidation Ratio, subject to the Board's authority to decide not to proceed with any Consolidations;

6. to consider and, if deemed appropriate, pass, with or without variation, a special resolution to authorize the Board to amend the articles of the Corporation to change the name of the Corporation to a name to be decided by the Board, in its sole discretion, (the "**Name Change**") and to effect the Name Change, at such time as the Board deems appropriate, but in any event no later than three years after the Meeting, subject to the Board's authority to decide not to proceed with the Name Change; and

7. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

This notice of meeting (this "**Notice of Meeting**") should be read together with the Circular and form of proxy (the "**Form of Proxy**") or voting instruction form ("**VIF**"), as applicable.

This year, the Corporation has elected to use for the Meeting the notice-and-access provisions under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**") and National Instrument 51-102 – Continuous Disclosure Obligations ("**NI 51-102**" and together with NI 54-101, the "**Notice-and-Access Provisions**") of the Canadian Securities Administrators (the "**CSA**"). The Notice-and-Access Provisions are a set of rules developed by the CSA that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Corporation to post its Circular and any additional materials online.

The Circular and all additional materials have been posted in full on the Corporation's website at https://thehashcorporation.com/investors/, through Capital Transfer Agency, ULC at https://capitaltransferagency.com/agm-asm, and under the Corporation's SEDAR+ profile at www.sedarplus.ca, instead of printing and mailing out paper copies. All Shareholders of record as of the Record Date, will receive a notice and access notification containing instructions on how to access the Circular and all additional materials.

Shareholders are reminded to carefully review the Circular and any additional materials prior to voting on the matters being transacted at the Meeting. Copies of: (i) this Notice of Meeting; (ii) the Circular; (iii) the Form of Proxy and VIF; and (iv) the Annual Financial Statements and accompanying management's discussion and analysis, may be obtained free of charge by contacting the Transfer Agent at 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2. In order to ensure that a paper copy of the Circular and additional materials can be delivered to a Shareholder in time for such Shareholder to review the Circular and return a Form of Proxy (or a VIF) prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received no later than August 5, 2024.

Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the enclosed Form of Proxy to the Corporation's registrar and Transfer Agent. To be effective, a proxy must be received not later than 11:00 a.m. (Toronto time) on August 15, 2024, or in the event that the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) immediately preceding any adjournment(s) or postponement(s) thereof.

The Board has fixed the close of business on July 5, 2024, as the record date (the "**Record Date**") for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment(s) or postponement(s) thereof. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at their discretion. The Chairman is under no obligation to accept or reject any late proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a VIF.

In order to become effective, the Asset Disposition must be approved by: (i) a resolution passed by at least 66⅔% of the votes cast by the Shareholders present in person or by proxy at the Meeting, and (ii) a simple majority of the votes cast by Shareholders voting either in person or by proxy at the Meeting, after deducting the votes cast by persons whose votes may not be included in determining minority approval of a "related party transaction" pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*.

Registered Shareholders have the right to dissent with respect to the Asset Disposition Resolution and, if the Asset Disposition Resolution becomes effective, to be paid the fair value of their Common Shares in accordance with the provisions of Section 185 of the *Business Corporations Act* (Ontario) (the "**OBCA**"). A Shareholder's right to dissent is more particularly described in the Circular and the text of Section 185 of the OBCA is set forth in Schedule B to the Circular. Please refer to the Circular under the heading "Dissent Rights for Shareholders" for a description of the right to dissent in respect of the Asset Disposition Resolution. Failure to strictly comply with the requirements set forth in Section 185 of the OBCA may result in the loss of any right to dissent. Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of Common Shares are entitled to dissent. Accordingly, a beneficial owner of Common Shares desiring to exercise the right to dissent must make arrangements for the Common Shares beneficially owned by such holder to be registered in such holder's name prior to the time the written objection to the Asset Disposition Resolution is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of such Common Shares to dissent on behalf of the holder.

DATED at Toronto, Ontario, this 11th day of July 2024.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Chris Savoie
Chris Savoie
Chief Executive Officer

THE HASH CORPORATION
1 Adelaide St. East, Suite 801, Toronto, Ontario, M5C 2V9, Canada

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management information circular (this "**Circular**") is furnished in connection with the solicitation of proxies by the management of The Hash Corporation (the "**Corporation**" or "**we**") to be voted at the annual general and special meeting of holders of common shares ("**Common Shares**") of the Corporation (the "**Shareholders**") to be held at the offices of the Corporation's legal counsel Garfinkle Biderman LLP, located at 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9 on Monday, August 19, 2024, at 11:00 am (Toronto time), and at any adjournment(s) or postponement(s) thereof (the "**Meeting**").

In this Circular, (i) all information provided is current as of July 11, 2024, unless otherwise indicated, (ii) references to "$" are to Canadian dollars, (iii) "**Beneficial Shareholders**" means Shareholders who do not hold Common Shares in their own name, and (iv) "**Intermediaries**" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

This Circular is furnished in connection with the solicitation, by or on behalf of the management of the Corporation, of proxies to be used at the Meeting. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers and employees of the Corporation without special compensation, or by the Corporation's registrar and transfer agent, Capital Transfer Agency (the "**Transfer Agent**"), at nominal cost. Arrangements have been made with brokerage houses and other Intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the Beneficial Shareholders of record as of the Record Date.

The Corporation will not cause its Transfer Agent to deliver copies of the proxy-related materials to the non-objecting Beneficial Owners and does not intend to pay for the Intermediaries to deliver to objecting Beneficial Owners the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**").

Any Shareholder who wishes to receive a paper copy of this Circular free of charge must contact the Transfer Agent at 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2. In order to ensure that a paper copy of the Circular can be delivered to a requesting Shareholder in time for such Shareholder to review the Circular and return a form of proxy (the "**Form of Proxy**") or voting instruction form ("**VIF**"), as applicable, prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received no later than August 5, 2024.

While as of the date hereof, the Corporation intends to hold the Meeting in a physical face-to-face format, the Corporation is continuously monitoring the current COVID-19 outbreak. In light of the evolving news, guidelines and requirements related to COVID-19, the Corporation asks that, in considering whether to attend the Meeting in person, Shareholders and proxyholders follow, among other things, the instructions of the Public Health Agency of Canada and any applicable additional provincial and local instructions, guidelines and requirements. All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described in this Circular, the Form of Proxy or VIF, as provided by an Intermediary.

The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak, including, if the Corporation considers it necessary or advisable, providing a webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of a press release. Please monitor the Corporation's press releases for updated information. The Corporation advises you to check the Corporation's SEDAR+ profile for the latest press releases one week prior to the Meeting date for the most current information. The Corporation does not intend to prepare or mail an amended notice of Meeting and/or Circular in the event of changes to the Meeting date or format.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Circular includes certain statements and information that constitute "forward-looking statements", and "forward-looking information" under applicable securities laws (collectively, "**forward-looking statements**"). Forward-looking statements appear in a number of places in this Circular and include statements and information regarding the intent, beliefs or current expectations of the Corporation's officers and directors. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Corporation's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this Circular, words such as "believe", "anticipate", "estimate", "project", "intend", "expect", "may", "will", "plan", "should", "would", "contemplate", "possible", "attempts", "seeks" and similar expressions, are intended to identify these forward-looking statements. Forward-looking statements may relate to the Corporation's future outlook and anticipated events or results and may include statements regarding the Corporation's future business strategy, plans and objectives. The Corporation has based these forward-looking statements largely on its current expectations and projections about future events. These forward-looking statements were derived utilizing numerous assumptions, and while the Corporation considers these assumptions to be reasonable, based on information currently available, such assumptions may prove to be incorrect. Accordingly, you are cautioned to not put undue reliance on these forward-looking statements. Forward-looking statements should not be read as a guarantee of future events or results.

Forward-looking statements speak only as of the date such statements are made. Except as required by applicable law, the Corporation assumes no obligation to update or to publicly announce the results of any change to any forward-looking statement contained or incorporated by reference herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. If the Corporation updates any one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. You should not place undue importance on forward-looking statements and should not rely upon these statements as of any other date. All forward-looking statements contained in this Circular are expressly qualified in their entirety by this cautionary statement.

NOTICE AND ACCESS

The Corporation has elected to deliver the materials in respect of the Meeting pursuant to the notice-and-access provisions ("**Notice-and-Access Provisions**") concerning the delivery of proxy-related materials to Shareholders found in section 9.1.1 of National Instrument 51-102 – Continuous Disclosure Obligations ("**NI 51-102**"), in the case of Registered Shareholders, and section 2.7.1 of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**"), in the case of Beneficial Shareholders. The Notice-and-Access Provisions are a set of rules that reduce the volume of proxy-related materials that must be physically mailed to Shareholders by allowing issuers to deliver meeting materials to Shareholders electronically by providing Shareholders with access to these materials online.

The use of the Notice-and-Access Provisions reduces paper waste and mailing costs to the Corporation. In order for the Corporation to utilize the Notice-and-Access Provisions to deliver proxy-related materials by posting this Circular (and if applicable, other materials) electronically on a website that is not System for Electronic Document Analysis and Retrieval ("**SEDAR+**"), the Corporation must send a notice to Shareholders, including Beneficial Shareholders, indicating that the proxy-related materials have been posted and explaining how a Shareholder can access them or obtain a paper copy of those materials from the Corporation.

In accordance with the Notice-and-Access Provisions, a notice and a form of proxy or voting instruction form ("**VIF**") has been sent to all Shareholders informing them that this Circular, the Notice of Meeting, annual audited consolidated financial statements of the Corporation for the years ended 2023 and 2022 (the "**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for the year ended 2023 (the "**MD&A") are available online and explaining how these materials may be accessed, in addition to outlining relevant dates and** matters to be discussed at the Meeting. This Circular, the Notice of Meeting, Financial Statements and MD&A have been posted in full on the Corporation's website at https://thehashcorporation.com/investors/, through Capital Transfer Agency, ULC at

https://capitaltransferagency.com/agm-asm, and under the Corporation's System for Electronic Document Analysis and Retrieval ("**SEDAR+**") profile at www.sedarplus.ca.

Any Shareholder who wishes to receive a paper copy of the proxy material in connection with the Meeting must contact Capital Transfer Agency, ULC toll-free at 1 (844) 499-4482 and provide your Voter ID, or you may electronically submit a request by emailing info@capitaltransferagency.com up to the date of the Meeting or any adjournment thereof, or thereafter. In order to ensure that paper copies of the materials can be delivered to a requesting Shareholder in time for such Shareholder to review materials and return a form of proxy or VIF prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received no later than August 5, 2024.

Shareholders who would like more information about the Notice-and-Access Provisions should review the "Notice-and-Access" section included in this Circular or may contact the transfer agent, Capital Transfer Agency, ULC at info@capitaltransferagency.com up to and including the date of the Meeting, including any adjournment thereof.

REGISTERED SHAREHOLDERS

A Shareholder is a registered Shareholder (a "**Registered Shareholder**") if shown on the register of holders of Common Shares at the close of business on the Record Date. All references to Shareholders in this Circular, the Form of Proxy and notice of meeting (the "**Notice of Meeting**") are to Registered Shareholders of record on the Record Date, unless specifically stated otherwise.

Appointment of Proxy

Regardless of whether you expect to attend the Meeting, please exercise your right to vote. Shareholders who have voted by proxy may still attend the Meeting. Please complete and return the Form of Proxy in the envelope provided. The Form of Proxy must be dated and executed by the Registered Shareholder or attorney of such Shareholder, duly authorized in writing. Proxies to be used at the Meeting must be deposited with the Transfer Agent in the envelope provided or otherwise to 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2, **no later than 11:00 a.m. (Toronto time) on August 15, 2024, or 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment(s) or postponement(s) thereof**.

The persons named in the Form of Proxy are directors and officers of the Corporation. A Shareholder may appoint as proxyholder a person or company (who need not be a Shareholder), other than those persons named in the Form of Proxy, to attend and act on such Shareholder's behalf at the Meeting or at any adjournment(s) or postponement(s) thereof. Such right may be exercised by either inserting such other desired proxyholder's name in the blank space provided on the Form of Proxy or by completing another proper form of proxy.

Revocation of Proxy

A Registered Shareholder who has given a proxy pursuant to this solicitation may revoke it as to any matter on which a vote has not already been cast pursuant to its authority by an instrument in writing executed by the Shareholder or by the attorney of such Shareholder, duly authorized in writing, or if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized, and deposited either with: (i) the Transfer Agent, on or before the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof at which the Form of Proxy is to be used, (ii) the Chairman of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof, or (iii) in any other manner permitted by law.

NON-REGISTERED SHAREHOLDERS

Only Registered Shareholders or their duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders because the Common 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 Common Shares or a clearing agency or other securities Intermediary. More particularly, a person is not a Registered Shareholder if Common Shares are held on behalf of that person (the "**Non-Registered**

Shareholder") and are registered either: (a) in the name of an Intermediary that the Non-Registered Shareholder deals with in respect of the Common 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. In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the proxy-related materials to the Transfer Agent for onward distribution to Non-Registered Shareholders.

Intermediaries are required to forward the proxy-related materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the proxy-related materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive proxy-related materials will either:

(i) 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 Common Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed. Because the Intermediary has already signed the Form of Proxy, the Form of Proxy is not required to be signed by the Non-Registered Shareholder when submitting the Form of Proxy. In this case, the Non-Registered Shareholder who wishes to submit an instrument of proxy should otherwise properly complete the Form of Proxy and deposit it with the Corporation as provided above; or

(ii) more typically, be given a VIF 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. Typically, the VIF will consist of a one-page, pre-printed form. Sometimes, instead of the one-page, pre-printed form, the VIF will consist of a regular printed Form of Proxy accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the Form of Proxy to validly constitute a proxy authorization form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the Form of Proxy, properly complete and sign the Form of Proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the Common Shares 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 management's representatives named in the Form of Proxy and insert the Non-Registered Shareholder's name in the blank space provided.

The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails the VIFs or Forms of Proxy to the Non-Registered Shareholders and asks the Non-Registered Shareholders to return the VIFs or Forms of Proxy to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions with respect to the voting of Common Shares to be represented at the Meeting by such Intermediary. A Non-Registered Shareholder receiving a VIF from Broadridge cannot use that proxy to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted. If you have any questions with respect to the voting of Common Shares held through a broker or other Intermediary, please contact the broker or other Intermediary for assistance.

Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Non-Registered Shareholders in order to ensure that their Common Shares are voted at the Meeting. Non-Registered Shareholders should carefully follow the instructions on the Form of Proxy or VIF that they receive from their Intermediary in order to vote the Common Shares that are held through that Intermediary.

Revocation of Voting Instructions

A Non-Registered Shareholder giving voting instructions may revoke such voting instructions by contacting their Intermediary in respect of such voting instructions and complying with any applicable requirements imposed by such Intermediary. An Intermediary that has submitted a Form of Proxy based on voting instructions received from a Non-Registered Shareholder may not be able to revoke a Form of Proxy if it receives insufficient notice of revocation.

VOTING OF PROXIES

On any ballot that may be called for, the Common Shares represented by a properly executed proxy given in favour of the persons designated by management of the Corporation in the Form of Proxy will be voted or withheld from voting in accordance with the instructions given on the Form of Proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of such instructions, such Common Shares will be voted FOR the approval of all resolutions in this Circular.**

The Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment(s) or postponement(s) thereof. As of the date of this Circular, management of the Corporation is not aware of any such amendments or any other matters to come before the Meeting. However, if any amendments to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment(s) or postponement(s) thereof, the Common Shares represented by properly executed proxies given in favour of the persons designated by management of the Corporation in the Form of Proxy will be voted on such matters in accordance with the best judgment of the named proxies.

VOTING OF COMMON SHARES AND PRINCIPAL SHAREHOLDERS THEREOF

Record Date

The Record Date for the purpose of determining the Shareholders entitled to receive notice of and vote at the Meeting has been fixed as July 5, 2024. All Shareholders of record at the close of business on the Record Date are entitled to vote the Common Shares registered in such Shareholder's name, at that date, on each matter to be acted upon at the Meeting.

Description of Voting Securities

As of the Record Date, the Corporation has 280,449,742 Common Shares issued and outstanding. Each Common Share carries the right to one vote. The outstanding Common Shares are listed and posted for trading on the Canadian Securities Exchange (the "**CSE**").

No other voting securities are issued and outstanding as of the Record Date.

Quorum

A quorum will be present at the Meeting if any two Shareholders holding 5% of the Common Shares entitled to vote at the Meeting, whether present in person or represented by proxy, are present at the opening of the Meeting.

Principal Shareholders

To the knowledge of the directors and executive officers of the Corporation, and based on the Corporation's review of the records maintained by the Transfer Agent, electronic filings with SEDAR+ and insider reports filed with System for Electronic Disclosure by Insiders ("**SEDI**"), as at the date of this Circular, no person beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of the voting rights attached to the outstanding Common Shares, on a non-diluted basis.

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

Except as disclosed herein and in this Circular, no (a) director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation's last financial year; (b) proposed nominee for election as a director of the Corporation; or (c) associate or affiliate of a person in (a) or (b) has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than: (i) their respective appointment to the board of directors of the Corporation (the "**Board**"); (ii) the Interested Parties in respect of the approval of the Asset Disposition and the repayment of the 2022 Debentures; and (iii) each proposed nominee as eligible participants under each of the Equity Incentive Plan and Stock Option Plan (each as defined herein).

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. Financial Statements

The audited consolidated financial statements of the Corporation for the years ended December 31, 2023 and 2022, together with the report of the auditors thereon (the "**Annual Financial Statements**"), are available under the Corporation's profile on SEDAR+ at www.sedarplus.ca. At the Meeting, the Corporation will submit to Shareholders the Annual Financial Statements. No formal action will be taken at the Meeting to approve the Annual Financial Statements.

2. Election of Directors

The Corporation currently has five directors, and it is intended that such five directors be re-elected for the ensuing year. The Board has determined that a board of five members will continue to be effective in the governance and supervision of the Corporation's business and affairs for the ensuing year. The following five persons whose names are set out below (the "**Nominees**") have been nominated by the Board for election as directors at the Meeting.

The term of each of the Corporation's present directors expires at the close of the Meeting and unless the director's office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (Ontario) ("**OBCA**") or removed in accordance with the by-laws of the Corporation, each director elected at the Meeting or any adjournment(s) or postponement(s) thereof will hold office until the conclusion of the next annual meeting of the Shareholders. Where directors fail to be elected at any such meeting of Shareholders, the incumbent directors shall continue in office until their successors are elected. The number of directors to be elected at any such meeting shall be the greater of the number (or the minimum number, as the case may be) of directors provided for in the Articles and the number of directors then in office unless the directors or the Shareholders otherwise determine.

The following table sets forth the names and jurisdictions of residence of the Nominees for election as directors of the Corporation, the offices in the Corporation, if any, held by them, their principal occupations (for the past five years) and the number of Common Shares beneficially owned, or over which control or direction is exercised. If any such individual should be unable or unwilling to serve, an event not presently anticipated, the persons named in the Form of Proxy or VIF will have the right to vote, at their discretion, for another nominee, unless a proxy withholds authority to vote for the election of directors:

Name, Province / State, Country of Residence and Position with the Corporation	Present Principal Occupation If Different from Office Held[(1)]	Date Elected / Appointed	Common Shares Owned or Over Which Control or Direction is Exercised[(2)(3)]
Chris Savoie *Chief Executive Officer and Director* *Ontario, Canada*	N/A	May 27, 2021	5,000,000 (1.78%)
Donal Carroll *Chief Financial Officer, Corporate Secretary, and Director* *Ontario, Canada*	Chief Operation Officer of FSD Pharma Inc.	May 27, 2021	2,900,000 (1.03%)
Tom Keevil[(4)] *Director* *Ontario, Canada*	Manages family office and is involved with working for public and private companies in cannabis, mining and technology sectors.	May 27, 2021	3,637,500 (1.3%)[(5)]

Binyomin Posen[4] *Director* *Ontario, Canada*	Senior Analyst at Plaza Capital	May 27, 2021	250,000 (0.09%)
Tabitha Fritz[4] *Director* *Ontario, Canada*	Chief Executive Officer of Fritz's Cannabis Company	May 27, 2021	Nil (0%)

Notes:

1. Information furnished by the respective Nominee.
2. Voting securities of the Corporation beneficially owned, or controlled or directed, directly or indirectly as of the date of this Circular. Information regarding voting securities held does not include voting securities issuable upon the exercise of options, warrants or other convertible securities of the Corporation. Information in the table above is derived from the Corporation's review of insider reports filed with SEDI and from information furnished by the respective Nominee.
3. As at the Record Date, the Corporation had 280,449,742 Common Shares issued and outstanding.
4. Member of the audit committee of the Corporation (the "**Audit Committee**").
5. Held by Paradigm Innovation Inc., of which Mr. Keevil is principal.

As of the Record Date, the directors and senior officers of the Corporation, as a group, beneficially owned, or controlled or directed, directly or indirectly, approximately 21,787,500 Common Shares, inclusive of 5,000,000 Common Shares held by the Corporation's COO, representing approximately 5.99% of the issued and outstanding Common Shares.

At the Meeting, Shareholders will be entitled to cast their votes for, or withhold their votes from, the election of each Nominee. Unless the Shareholder directs that their Common Shares are to be withheld from voting in respect of any particular Nominee(s), the persons named in the Form of Proxy intend to vote FOR the election of each of the five Nominees as directors of the Corporation.

Board Nominee Biographies

The following are brief biographies of the Nominees:

Chris Savoie – Chief Executive Officer and Director

Mr. Savoie is a world traveler and entrepreneur who began his work with medical cannabis in 2004 under the now repealed Medical Marihuana for Medical Purposes Regulations (Canada)("MMMR"), enacted under Controlled Drugs and Substances Act (S.C. 1996, c. 19). While working full time in sales and project management, he built a wealth of knowledge as a cannabis grower and cannabis product developer, working to relieve his father's multiple sclerosis symptoms. His skills in a wide range of extraction methodologies and experience selecting phenotypes with ideal characteristics for those processes have been integral to the development of several award winning legacy medical cannabis brands. Mr. Savoie brings his extensive cannabis expertise, business acumen and powerful industry network to the new era of regulated recreational cannabis extract products.

Donal Carroll – Chief Financial Officer, Corporate Secretary, and Director

Mr. Carroll has over 15 years of corporate finance leadership and public company experience, as well as in-depth experience in syndicated investments in equity and debt securities. Throughout his career with Danaher Corporation, Unilever PLC, and Cardinal Meat Specialists Ltd., Mr. Carroll was instrumental in major restructuring activities, mergers and acquisitions, and the implementation of new internal controls and enterprise resource planning systems. Mr. Carroll is the former Chief Financial Officer of FSD Pharma Inc. (CSE: HUGE). He also serves as director of Bird River Resources Inc., a natural resources company focused on the energy sector. Mr. Carroll holds a CPA-CMA designation as well as a Bachelor of Commerce degree from University College, Dublin.

Tyler Metford – Chief Operations Officer

Mr. Metford's background in technology has made him a critical asset to the diverse projects in which he has been involved. His agility in managing operations, developing systems and products, along with branding and valuable digital assets has allowed him a natural progression through innovative professional roles. Mr. Metford's expertise has been instrumental to the development of several well-known cannabis-adjacent brands, businesses, and boutique location buildouts, acquainting him with the tastes of other cannabis connoisseurs. Mr. Metford has for many years

been a fierce proponent of cannabis therapy, having obtained a cannabis production authorization under the now-repealed Medical Marihuana for Medical Purposes Regulations (Canada)("MMMR") in 2011.

Binyomin Posen – Director

Mr. Binyomin Y. Posen is a CEO, Chief Financial Officer & Director at Rio Verde Industries, Inc., a Director, Chief Executive & Financial Officer at TransGlobe Internet & Telecom Co. Ltd., a Director, Chief Executive & Financial Officer at Shane Resources Ltd., an Independent Director at Pacific Iron Ore Corp., a Director, Chief Executive & Financial Officer at Prominex Resource Corp., an Independent Director at Red Light Holland Corp., a Director, Chief Executive & Financial Officer at Jiminex, Inc., a Director, a Chief Executive Officer, CFO & Director at Academy Explorations Ltd., a President, CEO, CFO, Secretary & Director at Agau Resources, Inc. and a President at 2778533 Ontario, Inc.

He is on the Board of Directors at Rio Verde Industries, Inc., TransGlobe Internet & Telecom Co. Ltd., Shane Resources Ltd., Pacific Iron Ore Corp., Prominex Resource Corp., Red Light Holland Corp., Jiminex, Inc., Sniper Resources Ltd., Academy Explorations Ltd., Agau Resources, Inc., The Hash Corp., Interactive Games Technologies, Inc. and NuRAN Wireless, Inc. Mr. Posen was previously employed as a Director, Chief Executive & Financial Officer by Novamind, Inc., an Independent Director by Fairmont Resources, Inc., a Chairman by ehave, Inc., and a Senior Analyst by Plaza Capital Ltd., and Red Light Holland Corp.

He also served on the board at., World Class Extractions, Inc., CBD MED Research Corp., Tova Ventures II, Inc. and High Tide, Inc.

Tabitha Fritz – Director

Tabitha Fritz has worked in many different roles in the Canadian cannabis industry, including Director of Cannabis Education for a legal cannabis retailer, Co-Founder and CEO of Fritz's Cannabis Company, and her focus on equity and diversity with The Green Tent. Her diverse experiences have given her a broad perspective of the cannabis industry from both the regulated and unregulated sides.

She began her cannabis industry journey selling edibles directly to the consumer at her own market table in the Legacy market, and she's developed a deep understanding of cannabis products, the Canadian consumer, and how to answer questions about cannabis through those interactions.

Before joining the cannabis industry, she was a teacher, curriculum developer, and educational administrator, roles that helped her develop her skills as a cannabis educator and create comprehensive budtender training curriculums, including the Level UP Budtender Education Program. Tabitha holds an MBA from the University of Toronto, where she studied behavioral economics and entrepreneurship.

She's a seasoned cannabis educator, entrepreneur, and presenter, sharing her knowledge and love of the plant through science-based, factual learning.

Cease Trade Orders

Other than as disclosed herein, and as at the date of this Circular, no Nominee of the Corporation is, or was within 10 years prior to the date of this Circular, a director, chief executive officer or chief financial officer of any company that:

(i) was subject to a cease trade order ("**CTO**"), an order similar to a CTO 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, executive officer or promoter was acting in the capacity as director, chief executive officer or chief financial officer of the relevant company; or

(ii) was subject to a CTO, an order similar to a CTO or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director, executive officer or promoter 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.

Mr. Binyomin Posen was a director and officer of Prominex Resource Corp. ("**Prominex**") when it was subject to cease trade orders issued by the British Columbia Securities Commission ("**BCSC**") on September 10, 2015, for failure to file annual audited financial statements for the year ended April 30, 2015 and the related management's discussion and analysis and certificates. The cease trade order was revoked on February 18, 2020, after Prominex completed certain continuous disclosure filings. Mr. Binyomin Posen was not a director or officer at the time the cease trade orders were issued, and became a director and officer on March 17, 2019. He is no longer director or officer of Prominex.

Mr. Binyomin Posen was a director and officer of TransGlobe Internet and Telecom Co., Ltd. ("**Transglobe**") when it was subject to cease trade orders issued by the BCSC on November 6, 2012, and by the Alberta Securities Commission ("**ASC**") on May 2, 2013, for failure to file its interim unaudited financial statements, interim management's discussion and analysis and related certification of interim filings for the interim period ended February 28, 2013. The cease trade orders were revoked on August 24, 2020, after Transglobe completed certain continuous disclosure filings. Mr. Binyomin Posen was not a director or officer at the time the cease trade orders were issued, and became a director and officer on December 13, 2019. He is no longer a director or officer of Transglobe.

Mr. Binyomin Posen was a director and officer of Metaville Labs Inc. ("**Metaville**") (formerly, Sniper Resources Ltd.) when it was subject to cease trade orders issued by the BCSC on February 5, 2016 and by the Ontario Securities Commission (the "**OSC**") on February 11, 2016, for failure to file annual audited financial statements for the year ended September 30, 2015, and the related management's discussion and analysis and certificates. The cease trade order was revoked on March 31, 2020, after Metaville completed certain continuous disclosure filings. Mr. Binyomin Posen was not a director or officer at the time the cease trade orders were issued, and became a director and officer on December 19, 2018. He remains a director and officer of Metaville.

Mr. Binyomin Posen was a director and officer of Agau Resources Inc. ("**Agau**") when it was subject to cease trade orders issued by the ASC on February 3, 2011, and the BCSC on February 10, 2011, for failure to file interim financial statements for the financial period ended November 30, 2010 and its related management's discussion and analysis and certificates. The cease trade orders were revoked on June 28, 2018 after Agau completed certain continuous disclosure filings. Mr. Binyomin Posen was not a director or officer at the time the cease trade orders were issued and became a director and officer on March 21, 2018. He is no longer director or officer of Agau.

Mr. Binyomin Posen was a director of Nuran Wireless Inc. ("**Nuran**") when it was subject to a cease trade order issued by the British BCSC on May 19, 2022 (the "**Nuran CTO**") for Nuran having failed to file annual audited financial statements for the year ended December 31, 2021 accompanied by an auditor's report that expresses a modified audit opinion. The cease trade order was revoked on June 29, 2022 after Nuran completed certain continuous disclosure filings. Mr. Binyomin Posen was a director of Nuran at the time of the Nuran CTO, and remains a director as of the date hereof.

Mr. Binyomin Posen was a director of i3 Interactive Inc. ("**i3**") when on June 29, 2022, the BCSC issued a management cease trade order (the "**i3 MCTO**") against i3 and insiders of i3, for failure to file its audited annual financial statements and related management's discussion and analysis for the year ended February 28, 2022 and corresponding certifications of the foregoing within the time prescribed under NI 51-102. On September 13, 2022, i3 was subject to a dual failure-to-file cease trade (the "**i3 FFCTO**") issued by the BCSC and OSC. Mr. Binyomin Posen was a director of i3 at the time of the i3 MCTO and i3 FFCTO and remains a director as of the date hereof. The i3 MCTO and i3 FFCTO remain in effect as of the date hereof.

Mr. Binyomin Posen was a director of Ryah Group Inc. ("**Ryah**") when on July 5, 2022, the OSC issued a cease trade order (the "**Ryah CTO**") against Ryah, to replace the management cease trade order issued by the OSC on May 5, 2022 (the "**Ryah MCTO**"), for failure to file its (i) audited annual financial statements and related management's discussion and analysis for the year ended December 31, 2021 and corresponding certifications of the foregoing; and (ii) interim financial statements and related management's discussion and analysis for the interim period ended March 31, 2022 and corresponding certifications of the foregoing within the time prescribed under NI 51-102. Mr. Binyomin Posen was a director of Ryah at the time of the Ryah CTO and Ryah MCTO, and remains a director as of the date

hereof. The Ryah CTO remains in effect as of the date hereof.

Penalties or Sanctions

As at the date of this Circular, no Nominee of the Corporation, is or has been, within 10 years prior to the date of this Circular, subject to:

(i) 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

(ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a Nominee.

Bankruptcies

As of the date of this Circular, no Nominee of the Corporation:

(i) is, at the date of this Circular, or has been within 10 years prior to the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets; or

(ii) has, within 10 years prior to 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 that person.

3. Re-Appointment of Auditor

Zeifmans LLP has acted as the Corporation's auditor since April 27, 2016. At the Meeting, Shareholders will be asked to consider and, if thought fit, to pass, with or without variation, an ordinary resolution re-appointing Zeifmans LLP as the auditors of the Corporation, subject to such amendments, variations, or additions as may be approved at the Meeting.

The Board recommends that Shareholders vote for the re-appointment of Zeifmans LLP as auditors of the Corporation. To be effective, the resolution requires the affirmative vote of at least a majority of the votes cast by the Shareholders present in person, or represented by proxy, and entitled to vote at the Meeting. **Unless the Shareholder directs that their Common Shares are to be voted against the resolution, the persons named in the Form of Proxy intend to vote FOR the re-appointment of Zeifmans LLP as auditors of the Corporation.**

4. Approval of Asset Disposition

Introduction

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Asset Disposition Resolution**"), approving the sale of all of the Corporation's all or substantially all of the Corporation's assets, which include, but are not limited to, physical inventory and intellectual property relating to Corporation's business to 1000592191 Ontario Inc. ("**191 Ontario**") in accordance with subsection 184(3) of the *Business Corporations Act* (Ontario) (the "**OBCA**"), as more particularly described below (the "**Asset Disposition**").

Terms and Conditions of the Asset Purchase Agreement

The following summary is qualified in its entirety by the Asset Purchase Agreement, which contains the terms and conditions as well as customary covenants, representations and warranties for a transaction of the nature of the Asset Disposition. A copy of the Asset Purchase Agreement was filed on July 5, 2024, and is available under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

On May 23, 2024, the Corporation and 191 Ontario entered into an asset purchase agreement (the "**Asset Purchase Agreement**"), under which 191 Ontario will acquire all of the Corporation's intellectual property and licenses, customers, suppliers, partners and collaborators agreements relating to its cannabis-based hashish and other cannabis products for a total cash purchase price of CA$350,000 plus the value of the Corporation's physical inventory on closing of the of the Asset Disposition (the "**Cash Consideration**"), of which a CA$50,000 refundable deposit was paid by 191 Ontario to the Corporation's counsel in trust upon the date of execution of the Asset Purchase Agreement, with the remaining balance of the Cash Consideration payable by 191 Ontario immediately following the closing of the Asset Disposition ("**Closing**"). The Asset Disposition is expected to be completed in and around Q3 2024 (the "**Closing Date**"), unless otherwise agreed by the parties to the Asset Purchase Agreement. Notwithstanding the foregoing, the Asset Disposition Resolution authorizes the Board, without further notice to, or the approval of, the Shareholders, to decide not to proceed with the Asset Disposition and to revoke the Asset Disposition Resolution at any time prior to the Asset Disposition becoming effective.

The conditions to the closing of the Asset Disposition include, but are not limited to:

(a) all representations and warranties of 191 Ontario and the Corporation contained in the Asset Purchase Agreement will remain true and correct;

(b) all of the terms, covenants and conditions of the Asset Purchase Agreement to be complied with or performed by 191 Ontario and the Corporation at or before Closing will have been complied with or performance in all material respects;

(c) no governmental authority will have enacted any ruling or law that is in effect or has the effect of making the Asset Disposition illegal, or otherwise restraining or prohibiting consummation of the Asset Disposition;

(d) the approval of the Shareholders;

(e) the delivery of customary releases, registerable discharges and conveyances.

Multilateral Instrument 61-101 – Protection of Minority Security Holders In Special Transactions

The Corporation is subject to the requirements of Multilateral Instrument 61-101- *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). MI 61-101 regulates certain transactions to ensure the protection and fair treatment of minority securityholders, generally requiring enhanced disclosure, approval by a majority of securityholders excluding interested or related parties and independent valuations.

Related Party Benefits and Ownership of Securities

MI 61-101 requires that "minority" shareholder approval of the Asset Disposition from each class of affected securities, present in person or represented by proxy, at a Meeting. In determining minority approval (50% plus 1 of the votes cast at the Meeting) for the Asset Disposition, the Corporation is required to exclude votes attached to affected securities that, to the knowledge of the Corporation or any Interested Party (as such term is defined in MI 61-101) or their respective directors or senior officers, after reasonably inquiry, are beneficially owned or over which control or direction is exercised by: (i) the Corporation, (ii) an Interested Party, (iii) a "related party" (as such term is defined in MI 61-101) of an Interested Party unless the related party meets that description solely in its capacity as a director or senior officer of one or more persons that are neither Interested Parties nor "issuer insiders" (as such term is defined in MI 61-101) of the Corporation, or (iv) a "joint actor" (as such term is defined in MI 61-101) with a person referred to in (ii) or (iii) in respect of the Asset Disposition. In a "related party transaction", an Interested Party refers to (a) a party to the transaction, unless the party is a party only in capacity as a holder of affected securities and is treated identically to the general body of holders in Canada of securities of the same class on a per security basis, or (b) is entitled to receive, directly or indirectly from the transaction (i) a

collateral benefit or (ii) payment or distribution made to one or more holders of a class of equity securities, unless the amount of that payment or distribution is not greater than the entitlement of the general body of holders in Canada of every other class of equity securities of the issuer in relation to the voting and financial participating interests in the issuer represented by the respective securities. In relation to the Asset Disposition, the Interested Party are considered interested parties and will have their shares excluded with respect to the majority of minority approval required for the resolution approving the Asset Disposition under MI 61-101.

As the Asset Disposition constitutes a "related party transaction" as defined by MI 61-101 by virtue of i) the Vice-President of Production of the Corporation being the principal of 191 Ontario, and ii) the that partial proceeds from the Asset Disposition will used to pay the 2022 Debentures held by the CFO, CEO, and COO of the Corporation, the Asset Disposition Resolution must be approved in a separate vote by a majority of the votes cast by disinterested minority Shareholders of the Corporation (a "**Majority of the Minority Vote**"). In determining the Majority of the Minority Vote, the Corporation will exclude the votes attached to Common Shares that, to the knowledge of the Corporation or any interested party of the Corporation or their respective directors or senior officers, after reasonable inquiry, are beneficially owned or over which control or direction is exercised by (i) the Corporation; (ii) "interested parties" to the Asset Disposition; (iii) the "related parties" of such interested parties and (iv) the "joint actors" of such interested parties and related parties (all as defined in MI 61-101). Such persons and their respective holdings of Common Shares are set out as follows as of the Record Date:

Name	**Number of Common Shares Beneficially Owned, Controlled or Directed**	**Percentage of Outstanding Common Shares**
Donal Carroll	2,900,000	1.03%
Christopher Savoie	5,000,000	1.78%
Paradigm Innovation Inc.	3,637,500	1.30%
Michael Christopher Syme	5,000,000	1.78%
Tyler Metford	5,000,000	1.78%

The Corporation determined that the Asset Disposition is exempt from the formal valuation and minority approval requirements of MI 61-101 in reliance of the exemption contained in section 5.5(b) as the Corporation's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the securities issued to the related parties did not exceed 25% of the Corporation's market capitalization.

No special committee was established in the Board evaluation of the Asset Disposition.

As of the Record Date, the Interested Parties held an aggregate of 16,537,500 Common Shares (representing in the aggregate approximately 5.90% of the issued and outstanding Common Shares), all of which will not be entitled to be voted on the approval of the Asset Disposition Resolution by a Majority of the Minority Vote of Shareholders, but will be entitled to be voted on the approval of such resolution by a special majority (66 2/3%) of all votes cast by all Shareholders present in person or represented by proxy at the Meeting.

MI 61-101 also requires the Corporation to disclose any "prior valuations" (as defined in MI 61-101) of Corporation or its material assets or securities made within the 24-month period preceding the date of this Circular. After reasonable inquiry, neither the Corporation nor any director or senior officer of the Corporation has knowledge of any such "prior valuation". Disclosure is also required for any bona fide prior offer for the assets being disposed under the Asset Disposition or that is otherwise relevant to the Asset Disposition during the 24 months before the Asset Purchase Agreement was agreed to. There has not been any such offer during the 24 months before the Asset Purchase Agreement was agreed to.

Recommendation of the Board of Directors

In considering the Asset Disposition, the Board considered a number of factors, including, without limitation, the factors listed below under "*Reasons for the Asset Disposition*". The Board based its recommendation upon the totality of the information presented to and considered by it in light of the knowledge of the members of the Board of the business, financial condition and prospects of the Corporation and 191 Ontario and after taking into account the advice of the Corporation's legal, financial and other advisors.

Reasons for the Asset Disposition

As described above, in making its recommendation, the Board carefully considered a number of factors, including those listed below.

The following is a summary of the material information and factors considered by the Board in its evaluation of the Asset Disposition and is not intended to be exhaustive. In view of the variety of factors and the amount of information considered in connection with its evaluation of the Asset Disposition, the Board did not find it practicable to, and did not, quantify or otherwise attempt to assign any relative weight to any of the specific factors considered in reaching its conclusions and recommendations. In addition, individual members of the Board may have assigned different weights to different factors.

(a) *Shareholder Value*: The Board concluded that the value offered to Shareholders under the Asset Purchase Agreement is the most favourable option to maximize shareholder value, particularly given the Corporation's current, ongoing, and significant financial difficulties.

(b) Proceeds from Sale: The Board considers that the proceeds from the Asset Disposition would best position the Corporation for pursuing other strategic acquisitions, joint ventures or other transactions by allowing the Corporation to settle its debts and eliminating the costs of carrying and maintaining its assets being sold under the Asset Disposition.

(c) *Dissent Rights*: The availability of dissent rights to the registered Shareholders with respect to the Asset Disposition Resolution.

(d) *Shareholder Approval Requirement*: The requirement that the Asset Disposition Resolution be passed by at least two-thirds of the votes cast at the Meeting in person or by proxy by the Shareholders and pursuant to section 5.6 of MI 61-101, the Corporation must obtain minority approval (50% plus 1 of the votes cast at the Meeting) for the Asset Disposition Resolution from disinterested Shareholders.

(e) *Access to Cash*: Despite extensive efforts over an extended period of time, the Corporation was unable to secure financing alternatives to provide it with sufficient cash to fund its general and administrative expenses on terms as favorable as the Asset Disposition.

(f) *Terms of the Asset Purchase Agreement*: The terms of the Asset Purchase Agreement are the result of a comprehensive negotiation process and the terms of the Asset Purchase Agreement are reasonable in the judgement of the Board.

Shareholder Approval Requirement

Shareholders will be asked to consider and, if thought fit, to pass, with or without variation, the Asset Disposition Resolution as a special resolution, subject to such amendments, variations or additions as may be approved at the Meeting. The full text of the Asset Disposition Resolution is set forth below:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. pursuant to Section 184(3) of the *Business Corporations Act* (Ontario), the sale of all or substantially all of the assets of the Corporation on the terms, conditions and provisions as substantially described in the notice of meeting of the Corporation dated July 11, 2024 be and hereby is authorized;

2. any one director or officer of the Corporation be, and such director or officer of the Corporation hereby is, authorized, instructed and empowered, acting for, in the name of and on behalf of the Corporation, to execute, under corporate seal or otherwise, deliver and file all agreements, documents and instruments and take such actions that, in the opinion of such director or officer of the Corporation, may be necessary or desirable in order to fulfill the intent of this special resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such agreements, documents or instruments and the taking of any such actions; and

3. the directors of the Corporation are hereby authorized and empowered to not proceed with the sale of the assets of the Corporation without further notice to, or approval of, the shareholders of the Corporation.

The Board has determined that passing the Asset Disposition Resolution is in the best interests of the Corporation and its Shareholders and recommends that Shareholders vote IN FAVOUR of the Asset Disposition Resolution. Pursuant to Section 184 of the OBCA, to be approved, the Asset Disposition Resolution requires the affirmative vote of at least two-thirds (66 and 2/3%) of the votes cast by Shareholders present in person or by proxy at the Meeting.

Further, pursuant to section 5.6 of MI 61-101, the Corporation must obtain minority approval (50% plus 1 of the votes cast at the Meeting) for the Asset Disposition from the Shareholders, provided that the Corporation must exclude the votes attached to affected securities that, to the knowledge of the Corporation or any interested party or their respective directors or senior officers, after reasonable inquiry, are beneficially owned or over which control or direction is exercised by: (i) the Corporation; (ii) an interested party; (iii) a related party of an interested party, unless the related party meets that description solely in its capacity as a director or senior officer of one or more persons that are neither interested parties nor insiders of the issuer; or (iv) a joint actor with a person referred to in paragraph (ii) or (iii) in respect of the transaction. In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed Proxy intend to vote FOR the Asset Disposition Resolution.

Proceeds of the Asset Disposition and Business Activities after the Asset Disposition

Upon completion of the Asset Disposition, the Corporation plans to use part of the sale proceeds to repay the 2022 Debentures (as defined below), which were issued to the CEO ($50,000), CFO ($30,000), and COO ($25,000) of the Corporation and to an entity related to the CFO ($60,000) of the Corporation, in the aggregate amount of $165,000 plus accrued and outstanding interest.

Between June 28, 2022 and August 22, 2022, the Corporation issued 165 convertible debentures (the "**2022 Debentures**") to related parties for gross proceeds of $165,000. Each debenture is made up of principal amount of $1,000, bearing an interest rate of 3% per annum payable at maturity. The 2022 Debentures matured one year from the date of issuance. The Corporation had also agreed to pay the holders of the 2022 Debentures $0.20 per gram in retail sales of their products, as a royalty, until 57% of the principal amount of their respective Debenture was repaid. To date, no payments were made with respect to the royalty component.

Once the Corporation's 2022 Debentures are settled, the Corporation's plans to use the remaining sale proceeds to focus its efforts on identifying and evaluating suitable assets or businesses to acquire or merge with, with a view to maximizing value for its Shareholders. The Corporation will likely have to raise additional capital to fund such initiatives.

Anticipated Ramifications of Failure to Approve the Asset Disposition

If the Asset Disposition Resolution is not approved by Shareholders at the Meeting, the Corporation will continue with its current operations. The Board will continue to evaluate and consider strategic alternatives and other opportunities or business going forward but has recommended that Shareholders vote in favour of the Asset Disposition Resolution as they believe it is in the best interests of the Corporation for the reasons set out herein.

Shareholder Approval

In accordance with subsections 184(3) and 184(7) of the OBCA, a sale, lease or exchange of all or substantially all of the property of a corporation, other than in the ordinary course of business of the corporation, requires the approval of the shareholders by way of special resolution. A special resolution is defined in the OBCA as a resolution that is passed at a meeting of shareholders by at least two-thirds of the votes cast at such meeting.

At the Meeting, Shareholders will be asked to consider, and if deemed advisable, to pass the Asset Disposition Resolution, approving the Asset Disposition, as the Asset Disposition constitutes a sale of all or substantially all of the assets of the Corporation not made in the ordinary course of business of the Corporation. The Asset Disposition Resolution will only be approved by the Shareholders if it is passed, with or without variation, by not less than two-thirds of the votes cast by the Shareholders present in person or voting by proxy at the Meeting.

Dissent Rights for Shareholders

The following is only a summary of the dissent rights provisions of the OBCA, which are technical and complex. A copy of section 185 of the OBCA is attached as Schedule B to this Circular. It is recommended that any shareholder wishing to exercise dissent rights ("Dissent Rights") seek legal advice as the failure to comply strictly with the provisions of the OBCA may result in the loss or unavailability of the Dissent Rights. As used herein, "Dissenting Shareholders" means a registered Shareholder who has duly and validly exercised the Dissent Rights and has not withdrawn or been deemed to have withdrawn such exercise of Dissent Rights, but only in respect of shares in respect of which Dissent Rights are validly exercised by such registered Shareholder, and "Dissenting Shareholder" means any one of them.

Each registered Shareholder will have the right to dissent and, if the Asset Disposition Resolution is adopted, to have his, her or its Common Shares cancelled in exchange for a cash payment from Corporation equal to the fair value of his, her or its Common Shares as of the close of business on the day before the Meeting in accordance with the provisions of section 185 of the OBCA. In order to validly exercise Dissent Rights, any such registered Shareholder must not vote any Common Shares in respect of which Dissent Rights have been exercised in favour of the Asset Disposition Resolution, must provide the Corporation with written objection to the Asset Disposition Resolution by 11:00 a.m. (Toronto time) on August 17, 2024, or by 11:00 a.m. (Toronto time) on the date that is two business days immediately prior to any adjournment or postponement of the Meeting, and must otherwise strictly comply with the dissent procedures provided in section 185 of the OBCA. A non-registered Shareholder who wishes to exercise Dissent Rights must arrange for the registered shareholder(s) holding its shares to deliver the Dissent Notice (as defined below).

Registered Shareholders have the right to dissent to the Asset Disposition Resolution in the manner provided in section 185 of the OBCA. The following summary is qualified in its entirety by reference to the provisions of section 185 of the OBCA. If for any reason, a Dissenting Shareholder is not entitled to be paid fair value, such Dissenting Shareholder shall be deemed to have voted in favor of the Asset Disposition Resolution as a non- dissenting holder of shares.

A Dissenting Shareholder may be entitled to be paid by Corporation the fair value of the shares held by such Dissenting Shareholder determined as of the close of business on the day before the Meeting. There can be no assurance as to the fair value of the shares.

Eligible Shareholders may exercise Dissent Rights only in respect of the shares registered in their name. In addition, a registered shareholder may exercise Dissent Rights only with respect to all shares held by that shareholder on behalf of any one beneficial owner. In many cases, the shares beneficially owned by a non- registered shareholder are registered either in the name of an intermediary that the non-registered Shareholder deals with in respect of the shares (such as, among others, a securities dealer, broker, bank, trust company, or other nominee, or the trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan), or in the name of a clearing agency (such as CDS & Co.) of which an intermediary is a participant.

Accordingly, a non-registered Shareholder will not be entitled to exercise Dissent Rights directly (unless the shares are re-registered in the non-registered shareholder's name). A non-registered Shareholder who wishes to exercise Dissent Rights should immediately contact the intermediary with whom the non- registered shareholder deals in

respect of its shares and either instruct the intermediary to exercise Dissent Rights on the non-registered Shareholder's behalf (which, if the shares are registered in the name of CDS & Co. or other clearing agency, would require that the shares first be re-registered in the name of the intermediary), or instruct the intermediary to request that the shares be registered in the name of the non-registered Shareholder, in which case such holder would have to exercise Dissent Rights directly (that is, the intermediary would not be exercising Dissent Rights on such holder's behalf).

A registered Shareholder who wishes to exercise Dissent Rights in respect of the Asset Disposition Resolution must provide a written objection to the Asset Disposition Resolution (a "Dissent Notice") to Garfinkle Biderman LLP, 1 Adelaide St. East, Suite 801, Toronto, Ontario, M5C 2V9, Canada, Attention: Joseph Tung, prior to 11:00 a.m. (Toronto time) on August 17, 2024, or by 11:00 a.m. (Toronto time) on the date that is two business days immediately prior to any adjournment or postponement of the Meeting. The filing of a Dissent Notice does not deprive a registered Shareholder of the right to vote at the Meeting; however, a registered Shareholder who has submitted a Dissent Notice and who votes in favour of the Asset Disposition Resolution will no longer be considered a Dissenting Shareholder with respect to the shares voted in favour of the Asset Disposition Resolution. The execution or exercise of a proxy or a vote against the Asset Disposition Resolution or an abstention will not constitute a Dissent Notice, but a registered shareholder need not vote its shares against the Asset Disposition Resolution in order to exercise Dissent Rights.

Similarly, the revocation of a proxy conferring authority on the proxyholder to vote in favor of the Asset Disposition Resolution does not constitute a Dissent Notice; however, any proxy granted by a registered shareholder who intends to dissent, other than a proxy that instructs the proxyholder to vote against the Asset Disposition Resolution, should be validly revoked in order to prevent the proxyholder from voting such shares in favour of the Asset Disposition Resolution and thereby causing the registered shareholder to forfeit such registered shareholder's right to dissent.

The Corporation is required, within 10 days after the adoption of the Asset Disposition Resolution, to notify each Dissenting Shareholder that the Asset Disposition Resolution has been adopted, but such notice is not required to be sent to any registered Shareholder who voted in favour of the Asset Disposition Resolution or who has withdrawn such registered Shareholder's Dissent Notice.

A registered Shareholder who wishes to exercise Dissent Rights must, within 20 days after receipt of notice that the Asset Disposition Resolution has been adopted, or, if such registered Shareholder does not receive such notice, within 20 days after the registered Shareholder learns that the Asset Disposition Resolution has been adopted, send to the Corporation a written notice (a "**Payment Demand**") containing the registered Shareholder's name and address, the number of Common Shares in respect of which the registered Shareholder dissented, and a demand for payment of the fair value of such Common Shares. Within 30 days after a Payment Demand, the registered Shareholder must send to Corporation's transfer agent, Capital Transfer Agency at 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2, the Common Share certificates representing the Common Shares in respect of which the registered Shareholder has dissented. A registered Shareholder who fails to send the Common Share certificates representing the Common Shares in respect of which the registered Shareholder has dissented forfeits such Shareholder's Dissent Right for such shares. The Corporation or its Transfer Agent will endorse on Common Share certificates received from a registered shareholder exercising a Dissent Right a notice that the registered Shareholder is a Dissenting Shareholder and will forthwith return the Common Share certificates to the Dissenting Shareholder.

Upon filing a Dissent Notice that is not withdrawn prior to the termination of the Meeting, provided that the Asset Disposition does close, a Dissenting Shareholder will cease to have any rights as a holder of Common Shares, other than the right to be paid the fair value of its shares, unless the Dissenting Shareholder withdraws the Payment Demand before the Corporation makes a written offer to pay (the "**Offer to Pay**"), the Corporation fails to make a timely Offer to Pay to the Dissenting Shareholder and the Dissenting Shareholder withdraws its Payment Demand, or the Board determines not to proceed with the Asset Disposition, in all of which cases the Dissenting Shareholder's rights as a holder of shares will be reinstated.

The Corporation is required, not later than seven days after the later of the date of closing the Asset Disposition or the date on which the Corporation received the Payment Demand of a Dissenting Shareholder, to send to each Dissenting Shareholder who has sent a Payment Demand to it an Offer to Pay for its Common Shares in an amount

considered by the Board to be the fair value of the shares, accompanied by a statement showing the manner in which the fair value was determined. Every Offer to Pay must be on the same terms. The amount specified in the Offer to Pay which has been accepted by a Dissenting Shareholder will be paid by the Corporation within 10 days after the acceptance by the Dissenting Shareholder of the Offer to Pay, but any such Offer to Pay lapses if the Corporation does not receive an acceptance thereof within 30 days after the Offer to Pay has been made.

If the Corporation fails to make an Offer to Pay or if a Dissenting Shareholder fails to accept an offer that has been made, the Corporation may, within 50 days after the closing date of the Asset Disposition or within such further period as the Ontario Superior Court of Justice (Commercial List) (the "**Court**") may allow, apply to the Court to fix a fair value for the shares of Dissenting Shareholders. If the Corporation fails to apply to the Court, a Dissenting Shareholder may apply to the Court for the same purpose within a further period of 20 days or within such further period as the Court may allow. A Dissenting Shareholder is not required to give security for costs in such an application.

Upon an application to the Court, all Dissenting Shareholders whose Common Shares have not been paid for by the Corporation will be joined as parties and bound by the decision of the Court, and the Corporation will be required to notify each affected Dissenting Shareholder of the date, place and consequences of the application and of the Dissenting Shareholder's right to appear and be heard in person or by counsel. Upon any such application to the Court, the Court may determine whether any person is a Dissenting Shareholder who should be joined as a party, and the Court will then fix a fair value for the shares of all Dissenting Shareholders. The final order of a Court will be rendered against the Corporation in favour of each Dissenting Shareholder and for the amount of the fair value of such Dissenting Shareholder's shares as fixed by the Court. The Court may, in its discretion, allow a reasonable rate of interest on the amount payable to each Dissenting Shareholder from the date of closing the Asset Disposition until the date of payment.

Risk Factors for the Asset Disposition

In evaluating the Asset Disposition, Shareholders should carefully consider the following risk factors. The following risk factors are not a definitive list of all risk factors associated with the Asset Disposition. Additional risks and uncertainties, including those currently unknown or considered immaterial by the Corporation, may also adversely affect the Common Shares. The risk factors enumerated below should be considered in conjunction with the other information included in this Circular.

<u>The Asset Purchase Agreement may be terminated in certain circumstances</u>

The Corporation and 191 Ontario have the right to terminate the Asset Purchase Agreement in certain circumstances. Accordingly, there is no certainty, nor can the Corporation provide any assurance, that the Asset Purchase Agreement will not be terminated by 191 Ontario before the completion of the Asset Disposition. If the Asset Purchase Agreement is terminated and the Asset Disposition is not completed, then the market price of the Common Shares may decline to the extent that the market price currently reflects a market assumption that the Asset Disposition will be completed.

<u>There can be no certainty that all conditions precedent to the Asset Disposition will be satisfied</u>

The completion of the Asset Disposition is subject to a number of conditions precedent, certain of which are outside the control of the Corporation. There can be no certainty, nor can the Corporation provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. If the Asset Disposition is not completed and the Board decides to seek another sale, merger or business transaction, there can be no assurance that it will be able to find a party willing to pay an equivalent or more attractive price than the consideration to be paid pursuant to the Asset Disposition.

<u>There can be no certainty that Shareholder Approval will be obtained</u>

If the Asset Disposition Resolution is not approved by at least two-thirds (66 2/3%) of Shareholders at the Meeting, voting in person or by proxy, the Asset Disposition will not be completed.

There can be no certainty, nor can the Corporation provide any assurance, that the requisite Shareholder approval for the Asset Disposition Resolution will be obtained. There is no assurance that there will not be dissenting Shareholders.

Potential payments to Shareholders who exercise dissent rights could have an adverse effect on the Corporation's financial condition

Registered Shareholders have the right to exercise dissent rights and to demand payment equal to the fair value of their Common Shares in cash. If dissent rights are validly exercised in respect of a significant number of Common Shares, a substantial cash payment may be required to be made to such Shareholders, which would have an adverse effect on the Corporation's financial condition and cash resources.

The Corporation will have discretion in the use of certain of the net proceeds of the Asset Disposition and does not intend to declare or pay out any dividends

The Corporation will have discretion over the use of certain of the net proceeds from the Asset Disposition. Because of the number and variability of factors that will determine the Corporation's use of such proceeds, the Corporation's ultimate use might vary from its planned use of such proceeds. Shareholders may not agree with how the Corporation determines to allocate or spend the proceeds from the Asset Disposition.

5. Approval of the Common Share Consolidation

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, pass, with or without variation, a special resolution to authorize the Board to elect, in its sole discretion, to direct the Corporation to file one or more Articles of Amendments (collectively, the "**Articles of Amendment**") to amend the Corporation's Articles in order to effect one or more consolidations of the Corporation's issued shares into a lesser number of issued shares (collectively, the "**Consolidations**") and to determine, in its sole discretion, a consolidation ratio of the Corporation's post-consolidation shares for each and every of the Corporation's pre-consolidation shares of the same class (the "**Consolidation Ratio**"), and to effect, at such time as the Board deems appropriate, but in any event no later than three year after the Meeting, Consolidations of all of the Corporation's issued and outstanding shares on the basis of such Consolidation Ratio, subject to the Board's authority to decide not to proceed with any Consolidations. The Consolidation Resolution will authorize the Board to:

1. to determine and select one or more Consolidation ratios, in its sole discretion, of the Corporation's post-consolidation shares for each and every of the Corporation's pre-consolidation shares of the same class, and to effect, at such time as the Board deems appropriate; and (b) such Consolidations occur prior to the earlier of the 36-month anniversary of the Meeting; and

2. file the Articles of Amendment to give effect to each Consolidation at the selected Consolidation Ratio(s).

Background to and Reasons for the Consolidations

The Board believes that it is in the best interests of the Corporation to provide the Board with the flexibility to elect to reduce the number of outstanding Common Shares by way of the Consolidations. Some of the potential benefits of the Consolidations include:

- ***Increased Investor Interest.*** The current share structure of the Corporation may make it more difficult for the Corporation to attract additional equity financing that may be required or desirable to maintain the Corporation or to further develop its products. The Consolidations may have the effect of raising, on a proportionate basis, the price of the Common Shares, which could appeal to certain investors that find shares valued above certain prices to be more attractive from an investment perspective.

- ***Reduced Volatility.*** The higher anticipated price of the post-Consolidation Common Shares may result in less volatility as a result of small changes in the share price of the Common Shares. For example, a nominal

price movement will result in a less significant change (in percentage terms) in the market capitalization of the Corporation.

- ***Improving the Prospects of Raising Additional Capital***. The higher anticipated price of the post-Consolidation Common Shares will allow the Corporation to raise additional capital through the sale of additional Common Shares at a higher price per Common Share than would be possible in the absence of the Consolidations.

- ***Other Transactions.*** The Board believes that Shareholder approval of the Consolidation Resolution is advisable so as to enable the Corporation to pursue future mergers, acquisitions and business opportunities. If the Corporation enters into a share-based transaction, the Consolidations may lead to increased interest by a wider audience of potential investors, resulting in a more efficient market for the Common Shares.

The Corporation believes that providing the Board with the authority to select within a range of Consolidation ratios and to affect the Consolidations in one or more Consolidations provides the flexibility to implement the Consolidations in a manner intended to maximize the anticipated benefits of the Consolidations for the Corporation and Shareholders. In determining which precise Consolidation ratio within the range of ratios to implement, if any, following the receipt of Shareholder approval, the Board may consider, among other things, factors such as:

- the historical trading prices and trading volume of the Common Shares;
- the then prevailing trading price and trading volume of the Common Shares and the anticipated impact of the Share Consolidation on the trading of the Common Shares;
- threshold prices of brokerage houses or institutional investors that could impact their ability to invest or recommend investment in the Common Shares;
- minimum ongoing listing requirements of the CSE; and
- prevailing general market and economic conditions and outlook for the trading of the Common Shares.

The Consolidations are subject to certain conditions, including the approval of the Shareholders. If the requisite approvals are obtained and the Board elects to proceed with any Consolidations, the Consolidations will take place at a time to be determined by the Board through one or more Consolidations. No further action on the part of Shareholders would be required for the Board to implement the Consolidations. Shareholders will be notified and Registered Shareholders will receive a letter of transmittal containing instructions for exchange of their share certificates in connection with each Consolidation. The Consolidation Resolution also authorizes the Board to elect not to proceed with, and abandon, the Consolidations at any time if it determines, in its sole discretion, to do so.

Following a vote by the Board to implement the Consolidations, the Corporation will file Articles of Amendment in accordance with the *Business Corporations Act* (Ontario) (the "**OBCA**") as applicable to amend the Articles. A particular Consolidation will become effective on the date shown in the certificate of amendment issued in accordance OBCA.

Effects of Consolidations

As of the Record Date, the Corporation had 280,449,742 Common Shares issued and outstanding. Following the completion of the proposed Consolidations, the number of Common Shares issued and outstanding will depend on the ratio selected by the Board. The following table sets out the approximate number of Common Shares that would be outstanding as a result of a Consolidation at different suggested ratios. As outlined in the Consolidation Resolution, the final ratio of post-Consolidation Common Shares that are issued in exchange for pre-Consolidation Common Shares will be determined by the Board.

Proposed Consolidation Ratio[(1)]	**Approximate Number of Outstanding Post-Consolidation Common Shares[(2)]**
100:1	2,804,497
50:1	5,608,994

25:1	11,217,989
10:1	28,044,974
5:1	56,089,948

Notes:

(1) The ratios above are for illustrative purposes only and are not indicative of the actual ratio that may be adopted by the Board to affect a Consolidation.

(2) Based on 280,449,742 Common Shares issued and outstanding as at the Record Date.

If approved and implemented, each respective Consolidation will occur simultaneously for all of the Common Shares at the same Consolidation ratio. Except for any variances attributable to fractional shares, the change in the number of issued and outstanding Common Shares that will result from a Consolidation will cause no change in the capital attributable to the Common Shares and will not materially affect any shareholder's percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares.

A Consolidation will not materially affect any Shareholder's proportionate voting rights. Each Common Share outstanding after a Consolidation will be entitled to one vote and will be fully paid and non-assessable.

The implementation of a Consolidation would not affect the total Shareholders' equity of the Corporation, or any components of Shareholders' equity as reflected on the Corporation's financial statements except: (i) to change the number of issued and outstanding Common Shares; and (ii) to change the stated capital of the Common Shares to reflect a Consolidation.

Each stock option, warrant or other security of the Corporation exercisable into pre-Consolidation Common Shares (together, the "**Other Securities**") that has not been exchanged or cancelled prior to the effective date of the implementation of a Consolidation will be adjusted pursuant to the terms thereof on the same exchange ratio as described above, and each holder of pre-Consolidation Other Securities will become entitled to receive post-Consolidation Common Shares pursuant to such adjusted terms.

No Fractional Shares to be Issued

No fractional Common Shares will be issued upon implementation of a Consolidation. If a Consolidation would otherwise result in the issuance of a fractional Common Share, such fraction will be rounded up to the next whole number of Common Shares.

Implementation

The implementation of the proposed Consolidations is conditional upon the Corporation obtaining the necessary regulatory consents. The Consolidation Resolution provides that the Board is authorized, in its sole discretion, to determine not to proceed with any Consolidations without further approval of the Shareholders. In particular, if the Consolidation Resolution is approved at Meeting, the Board may determine after the Meeting not to proceed with any Consolidation. If the Board does not implement any or all of the Consolidations within 36 months following the Meeting, the authority granted by the Consolidation Resolution to implement the Consolidations on the approved terms would lapse and be of no further force or effect.

Consolidation Resolution

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the Consolidation Resolution authorizing the Board to elect, in its sole discretion, to file Articles of Amendment giving effect to the Consolidations. The Consolidation Resolution is a special resolution and, as such, requires approval by not less than 66 2/3% of the votes cast by the Shareholders at the Meeting. The full text of the Consolidation Resolution is as follows:

"**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the Articles of the Corporation be amended to change the number of issued and outstanding Common Shares of the Corporation by consolidating the issued and outstanding Common Shares of the Corporation on the basis of a ratio to be selected by the board of directors of the Corporation (the "**Board**"), in its sole discretion, up to any number of Common Shares of the Corporation for one (1) post-consolidation Common Share of the Corporation (the "**Consolidation**"), with such Consolidation to be effected through one or more consolidations, in the sole discretion of the Board, provided such Consolidations occur prior to the earlier of the 36 month anniversary of the date of this resolution, with such amendment(s) to become effective at a date(s) in the future to be determined by the Board in its sole discretion if and when the Board considers it to be in the best interests of the Corporation to implement such Consolidation, all as more fully described in the management information circular of the Corporation dated July 11, 2024 (the "**Circular**"), and subject to all necessary approvals;

2. the amendment(s) to the Articles of the Corporation giving effect to a Consolidation will provide that no fractional Common Share will be issued but the number of Common Shares to be received by a Shareholder shall be rounded down to the nearest whole share in the event that such shareholder would otherwise be entitled to a receive fractional share;

3. any director or officer of the Corporation be, and each of them is, hereby authorized and directed for and in the name of and on behalf of the Corporation to execute and deliver or cause to be executed and delivered one or more Articles of Amendment of the Corporation to the registrar under the *Corporations Act* (Ontario), and to execute and deliver or cause to be executed and delivered all documents and to take any action which, in the opinion of that person, is necessary or desirable to give effect to this special resolution;

4. notwithstanding that this special resolution has been duly passed by the holders of the Common Shares of the Corporation, the Board may, in its sole discretion (including in the circumstances described in the Circular), revoke this special resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the holders of the Common Shares of the Corporation; and

5. any one director or officer of the Corporation be, and each of them is, hereby authorized and directed for and in the name of and on behalf of the Corporation, to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing."

The Board unanimously recommends a vote in favour of the Consolidation Resolution. The persons named in the accompanying Form of Proxy (if named and absent contrary directions) intend to vote the Common Shares represented thereby FOR the Consolidation Resolution unless otherwise instructed on a properly executed and validly deposited proxy.

6. Approval Of Name Change

The Board anticipates that it may be in the best interest of the Corporation to change the name of the Corporation. To provide the Board with maximum flexibility in connection with the proposed repositioning of the Corporation, the Board is seeking approval from Shareholders to authorize the Board to file a notice of alteration to change the name of the Corporation to such name as the Board may determine in its sole discretion (the "**Name Change**"). At the Meeting, shareholders will be asked to consider and, if thought fit, to pass, with or without variation, a special resolution in the form set out below (the "**Name Change Resolution**") authorizing the Board, in its sole discretion, to change the name of the Corporation to such name as the Board may determine, without further approval of the shareholders.

Notwithstanding approval of the Name Change Resolution by shareholders, the Board may, in its sole discretion, abandon the Name Change at any time, without the approval or further approval or action by, or prior notice to the

shareholders. If the Board does not implement the Name Change within 36 months of the approval of the Name Change Resolution, the authority granted by the Name Change Resolution will lapse and be of no further force or effect.

Name Change Resolution

At the Meeting, Shareholders will be asked to consider and, if thought fit, to pass, with or without variation, the Name Change Resolution as a special resolution, subject to such amendments, variations or additions as may be approved at the Meeting. The full text of the Name Change Resolution is set forth below:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. Pursuant to Section 168 of the *Business Corporations Act* (Ontario), the Articles be amended to change the name of the Corporation from "The Hash Corporation" to such name as may be approved by the Board in its sole discretion, without further approval of the shareholders of the Corporation;

2. the effective date of such name change shall be the date shown in the Certificate of Change of Name or such other date indicated in the notice of alteration provided that, in any event, such date shall be prior to 36 months from the date hereof and if not implemented within such period, the authority granted by this resolution to effect a name change on the foregoing terms will lapse and be of no further force or effect;

3. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Board be and are hereby authorized and empowered to revoke this resolution at any time prior to receipt of a Certificate of Change of Name giving effect to the name change, without further approval of the shareholders of the Corporation; and

4. any director or officer of the Corporation be and such director or officer of the Corporation is hereby authorized and empowered, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered any and all such documents and instruments and to do or to cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to fulfil the intent of this resolution."

The Board recommends that shareholders vote FOR the Name Change Resolution. To be effective, the Name Change Resolution must be approved by not less than two-thirds (2/3) of the votes cast by the shareholders present in person, or represented by proxy, and entitled to vote at the Meeting. Unless the shareholder directs that his or her Common Shares are to be voted against the Name Change Resolution, the persons named in the Proxy intend to vote FOR the Name Change Resolution.

If the Corporation proceeds with a Name Change, letters of transmittal will be made available to shareholders for use in depositing their certificates representing their Common Shares to Computershare in exchange for new certificates representing the new name of the Corporation. Shareholders are not required to take any action at this time. OBOs and NOBOs holding their Common Shares through an intermediary should note that intermediaries may have different procedures for processing a name change than those that will be put in place by the Corporation for Registered Shareholders. If you hold your Common Shares with an intermediary and you have questions in this regard, you are encouraged to contact your intermediary. **Shareholders should not destroy any share certificates and should not submit any certificates until requested to do so, if required.**

7. Other Matters

Management of the Corporation knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting and this Circular. However, if any other matters properly come before the Meeting, it is the intention

of the persons named in the Form of Proxy accompanying this Circular to vote the same in accordance with their best judgment of such matters.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation's philosophy, objectives and processes regarding executive compensation. This disclosure is intended to communicate the compensation provided to "**Named Executive Officers**" or "**NEOs**" of the Corporation, meaning the following individuals: (i) the Chief Executive Officer of the Corporation, (ii) the Chief Financial Officer of the Corporation, (iii) each of the three most highly compensated executive officers of the Corporation, if any, whose individual total compensation was more than $150,000 for the year ended December 31, 2023 and (iv) each individual who satisfies the criteria under paragraph (iii) but for the fact the individual was not an executive officer of the Corporation, nor acting in a similar capacity, as at December 31, 2023.

For the year ended December 31, 2023, the Corporation's NEOs consisted of:

1. Chris Savoie – Chief Executive Officer;
2. Donal Carroll – Chief Financial Officer and Corporate Secretary;
3. Tyler Metford – Chief Operations Officer; and
4. Michael Syme –Vice-President of Production.

Compensation Philosophy and Objectives

The compensation of the Corporation's NEOs and Board is determined by the Board. The general objectives of the Corporation's compensation decisions are:

- to encourage the management of the Corporation to achieve a high level of performance and results with a view to increasing long-term Shareholder value;
- to align the interests of the management of the Corporation with the long-term interest of Shareholders;
- to provide compensation commensurate with peer companies in order to attract and retain highly qualified executives; and
- to ensure that total compensation paid takes into account the Corporation's overall financial position.

The Corporation's compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing Shareholder value. The Corporation recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility.

Elements of Compensation

The Corporation's compensation program during the year ended December 31, 2023, consisted of four principal components: (i) base compensation; (ii) long-term compensation in the form of Options issuable under the Stock Option Plan; (iii) long-term compensation in the form of RSUs issuable under the RSU Plan; and (iv) a discretionary bonus. For the year ended December 31, 2023, compensation was determined and administered by the Board.

The Corporation does not currently have a formal compensation committee. Accordingly, responsibility for matters relating to the overall compensation philosophy and guidelines for the directors and officers of the Corporation lies with the Board as a whole. The Board seeks to ensure that, at all times, its compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director or officer of the Corporation.

The Board is responsible for ensuring that the Corporation has in place an appropriate plan for executive compensation with respect to the compensation of the Corporation's NEOs, directors and senior management. The compensation for the Corporation's NEOs, in particular, its CEO and CFO, and for directors of the Corporation was, in each case, determined and reviewed, from time to time, by the Board as it deems appropriate. Going forward, this practice is expected to be continued by the Board.

Base Compensation

Base compensation for the Corporation's management is designed to provide income certainty and to attract and retain executives. In setting base compensation levels, consideration is given to such factors as level of responsibility, experience and expertise. Subjective factors such as leadership, commitment and attitude are also considered. The Board has generally considered publicly available information regarding the compensation levels of executives of similarly sized companies within the industry in setting compensation but has not established a benchmark group of peers. Although the Corporation strives to compensate its management within industry expectations, the base compensation may, from time to time, be reviewed depending on the results of operations.

Stock Option Plan and RSU Plan

To provide a long-term component to the compensation program, the Corporation adopted the Stock Option Plan, a 10% "rolling" stock option plan and RSU Plan. The maximization of Shareholder value is encouraged by granting Options and RSUs to eligible participants. Recommendations for Options and RSUs have historically taken into account factors such as awards made in previous years, the number of Options and RSUs outstanding per individual and the individual's level of responsibility.

Other than the Stock Option Plan and RSU Plan, the Corporation does not currently have any other long-term incentive or other plans pursuant to which cash or non-cash compensation has been or will be paid or distributed to any director or executive officer.

Stock Option Plan

The Corporation adopted the Stock Option Plan and pursuant to the terms of the Stock Option Plan, the Board may from time to time, in its discretion, in accordance with applicable stock exchange rules, grant to directors, officers, employees, management company employees and consultants of the Corporation and its affiliates, non-transferable Options to purchase Common Shares for a period of up to ten years from the date of grant, provided that the number of Common Shares reserved for issuance may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant (inclusive of the RSUs issued under the RSU Plan).

The purpose of the Stock Option Plan, pursuant to which the Corporation may grant Options, is to promote the profitability and growth of the Corporation by facilitating the efforts of the Corporation to obtain and retain key individuals. The Stock Option Plan provides an incentive for and encourages ownership of the Common Shares by its key individuals so that they may increase their stake in the Corporation and benefit from increases in the value of the Common Shares. Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance in any 12 month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any 12 month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant and the maximum number of Common Shares reserved for issuance in any 12 month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant.

Options may be exercised until the earlier of: (a) the expiry time of such Option; and (b) 90 days (or such other period as may be determined by the Board, provided such period is not more than one year) following the date the optionee ceases to be a director, officer or employee of the Corporation or its affiliates or a consultant or a management company employee, provided that if the cessation of such position or arrangement was by reason of death, the Option may be exercised within a maximum period of one year after such death, subject to the expiry date of such Option. Notwithstanding the foregoing, in the event of termination for cause, all Options held by such terminated optionee will be cancelled immediately. In the term of any Option expires within or immediately following a "blackout period" imposed by the Corporation, the Option shall expire on the date that is ten business days following the end of such blackout period. In the event that the Corporation becomes listed on the Toronto Stock Exchange, the Stock Option Plan provides that the Board may grant Options which allow an optionee to elect to exercise its Option on a "cashless basis", whereby the optionee, instead of making a cash payment for the aggregate exercise price, shall be entitled to be issued such number of Common Shares equal to the number which results when: (i) the difference between the aggregate fair market value of the Common Shares underlying the Option and the aggregate exercise price of such Option is divided by (ii) the fair market value of each Common Share. The Stock Option Plan contains a detailed amending provisions which set out circumstances where stock exchange and Shareholder approval will be required and those circumstances where stock exchange and Shareholder approval will not be required.

RSU Plan

On May, 2021, the Board adopted the RSU Plan. The RSU Plan provides that the Board and/or Compensation Committee (if established) may from time, in its discretion, and in accordance with CSE requirements, grant to directors, officers, employees and consultants to the Corporation, non-transferable RSUs awards to receive Common Shares. The principal features of the RSU Plan are summarized below:

Purpose

The purpose of the RSU Plan is promote the interests and long-term success of the Corporation by: (i) furnishing certain directors, officers, employees and consultants of the Corporation with greater incentive to develop and promote the business and financial success of the Corporation; (ii) aligning the interests of persons to whom RSUs may be granted with those of Shareholders generally through a proprietary ownership interest in the Corporation; and (iii) assisting the Corporation in attracting, retaining and motivating its directors, officers, and employees.

Eligibility

RSU grants may be made under the RSU Plan to directors, officers, employees, and consultants of the Corporation or of any affiliate of the Corporation (each an "**Eligible Person**"), excluding individuals or consultants engaging in Investor Relations Activities (as such term is defined in the policies of the CSE). Any Eligible Person shall be designated a participant for the purposes of the RSU Plan (a "**Participant**"). The Corporation and Participant shall be required to confirm that any Eligible Person that is an employee is a bona fide employee of the Corporation or its affiliates for the purposes of participating in the RSU Plan. In determining whether an Eligible Person shall receive an RSU and the terms thereof, the Board may take into account the nature of the services rendered by the Eligible Person, his or her present and potential contributions to the success of the Corporation, and such other relevant factors.

Administration

The RSU Plan will be administered by the Board to, among other things, interpret, administer and implement the RSU Plan on behalf of the Board. The Compensation Committee, if established by the Board, is authorized, subject to the provisions of the RSU Plan, to establish such rules and regulations as it deems necessary for the proper administration of the RSU Plan, and to make determinations and take such other action in connection with or in relation to the RSU Plan as it deems necessary or advisable.

Common Shares Available for Awards

The maximum number of Common Shares that may be issuable pursuant to RSU Plan may not exceed in the aggregate, that number of Common Shares which is equal to 10% of the issued and outstanding Common Shares as at the time

of grant or award (inclusive of the Options issued under the Option Plan), being 28,044,974 Common Shares as of the Record Date. The number of Common Shares covered by a grant of RSUs will be counted on the date of grant of such RSUs against the aggregate number of Common Shares available under the RSU Plan. Fractional RSUs are permitted under the RSU Plan.

Grant of Awards

The Board or Compensation Committee (if established) may from time-to-time grant to any Eligible Person one or more RSUs as the Compensation Committee (if established) deems appropriate, provided that:

(a) the number of Common Shares reserved for issuance to any Participant combined with all of the Corporation's other security-based arrangements within any one-year period shall not, in aggregate, exceed 5% of the total number of Common Shares, or in the case of consultants, 2% of the issued and outstanding Common Shares to each consultant in any one year period, unless disinterested Shareholder approval is obtained for such issuances;

(b) the number of Common Shares reserved for issuance to any one Participant within any one-year period shall not, in aggregate, exceed 1% of the total number of Common Shares, unless disinterested Shareholder approval is obtained for such issuance;

(c) the maximum number of Common Shares which may be reserved for issuance to a related group of persons, together with any other security-based compensation agreements, may not exceed 10% of the issued and outstanding Common Shares at any given time;

(d) the number of Common Shares (i) issuable, at any time, to Participants that are insiders; and (ii) issued to Participants that are Insiders (as such term is defined in the RSU Plan) within any one-year period when combined with all of the Corporation's other security based compensation arrangements that provide for the issuance from treasury or potential issuance from treasury of Common Shares shall not, in aggregate, exceed 5% of the total number of Common Shares at any given time; and

(e) the number of Common Shares reserved for issuance to Participants that are Insiders pursuant to the RSU Plan within any one-year period shall not, in aggregate, exceed 2% of the total number of Common Shares, unless disinterested Shareholder approval is obtained for such issuances.

Each RSU grant will be evidenced by an Award Agreement (as such term is defined in the RSU Plan) which incorporates such terms and conditions, including all vesting conditions, as the Compensation Committee (if established) in its discretion deems appropriate and consistent with the provisions of the RSU Plan.

Termination of Services

Upon the termination of a Participant's employment (as determined under criteria established by the Compensation Committee, if established), including by way of death, retirement, disability, termination without cause and termination for cause during the term of an RSU, all unvested RSUs held by the Participant shall be forfeited and cancelled; provided, however, that the Compensation Committee (if established) may, if it determines that a waiver would be in the best interest of the Corporation, waive in whole or in part any or all remaining restrictions or conditions with respect to any such RSU grant.

Vesting

RSUs granted pursuant to the RSU Plan will vest, and the corresponding Common Shares will be issued, no later than December 15 of the third calendar year following the end of the Service Year (as defined herein) in respect of each such RSU grant. For the purposes of determining the Service Year: (i) where an RSU is granted within the first half of a calendar year, the "**Service Year**" in respect of such RSU shall be the immediately preceding year; and (ii) where

an RSU is granted within the second half of a calendar year, the "**Service Year**" in respect of such RSU shall be the year of grant.

Each vested, whole RSU granted is payable in Common Shares and confers on the holder thereof the right to receive one Common Share from treasury immediately upon the completion of certain conditions during such periods as the Compensation Committee (if established by the Board) may establish. The conditions to be completed during any period, the length of any period, the amount of any RSUs granted, the number of Common Shares receivable pursuant to any RSU and any other terms and conditions of the RSU are to be determined by the Compensation Committee (if established by the Board) at the time of grant.

Amendments to the RSU Plan

The following amendments to the RSU Plan will require the prior approval of disinterested Shareholders:

(a) increasing the maximum number of Common Shares reserved for issuance under the RSU Plan;

(b) extending the term of an RSU beyond its original expiry time; or

(c) any amendment that results in a modification to the section of the RSU Plan that deals with the maximum number of Common Shares available for issuance under the RSU Plan.

The Compensation Committee (if established by the Board) may make any other amendment to the RSU Plan not set out above, including the following:

(a) amendments of a clerical or housekeeping nature, including but not limited to the correction of grammatical or typographical errors or clarification of terms;

(b) amendments to reflect any requirements of any regulatory authorities to which the Corporation is subject, including the CSE;

(c) amendments to any vesting provisions of an RSU, provided that such amendments shall not extend vesting beyond December 15 of the third calendar year following the end of the Service Year in respect of such RSU; and

(d) amendments to the expiration date of an RSU that does not extend the term of an RSU past the original date of expiration for such RSU.

Adjustments

In the event of any share distribution, share split, combination or exchange of shares, merger, consolidation, spin-off or other distribution of the Corporation's assets to the Shareholders, or any other change affecting the Common Shares, the outstanding RSUs shall be adjusted in such manner, if any, as the Compensation Committee (if established by the Board) may in its discretion deem appropriate to reflect the event, provided that no amount will be paid to a Participant and no additional RSUs will be granted to such Participant to compensate for a downward fluctuation in the market price of the Common Shares, nor will any other form of benefit be conferred upon, or in respect of a Participant for such purpose.

In the event of a Merger and Acquisition Transaction (as such term is defined the RSU Plan), the Compensation Committee (if established by the Board) will determine any adjustment to the number and type of Common Shares (or other securities) that shall thereafter underlie the then outstanding, and any future, RSUs and determine the manner in which all unvested RSUs granted will be treated including, without limitation, requiring the acceleration of the time for the vesting of such RSUs by the Participants, the time for the fulfilment of any conditions or restrictions on such vesting, and the time for the expiry of such RSUs. Notwithstanding anything to the contrary in the RSU Plan, any unvested RSUs issued to a Participant at the time of a Merger and Acquisition Transaction shall immediately vest if either (i) the Participant is either terminated without cause or resigns with good reason (as such term has been defined

under common law, including any reason that would be considered to amount to constructive dismissal by a court of competent jurisdiction) from their position with the Corporation within the period ending 12 months from the date of the completion of the Merger and Acquisition Transaction, or (ii) the Compensation Committee (if established by the Board), acting reasonably, determines that an adjustment to the number and type of Common Shares (or other securities) resulting from a Merger and Acquisition Transaction is impractical or impossible.

Withholding Tax

Each Participant in the RSU Plan is responsible for all applicable withholding taxes in respect the issuance, transfer, amendment or vesting of an RSU or the issuance of Common Shares thereunder in order to satisfy any applicable withholding taxes, the Corporation is entitled to, among other things, withhold or offset such amounts from any salary or other amounts otherwise due or to become due from the Corporation to the Participant, or may require that a Participant pay such amounts to the Corporation.

RSUs Non-Transferable

Each RSU granted is non-transferrable or assignable except to (i) an executor or administrator for the estate of the Participant upon the death of the Participant, or (ii) a committee or duly appointed attorney of the Participant, upon the Participant becoming incapable, by reason of physical or mental infirmity, of managing his or her affairs. A change in the status, office, position or duties of a Participant from the status, office, position or duties held by such Participant on the date on which the RSU was granted to such Participant will not result in the termination of the RSU granted to such Participant provided that such Participant remains an Eligible Person.

Discretionary Cash Bonus

The compensation program includes eligibility for discretionary incentive cash bonuses. The bonuses are awarded based on objectives set by the Compensation Committee (if established by the Board) and its assessment of the Corporation and its executive's performance and contribution. Objectives may include strategic, financial and operational performance goals, as well as personal performance objectives, including implementation of new strategic initiatives, the development of innovations, organizational development and other factors. The resulting bonus entitlements, if any, will therefore vary between members of management.

Risk Analysis

The Board and Compensation Committee (if established by the Board) considered risks associated with executive compensation and do not believe that the Corporation's executive compensation policies and practices encourage its executive officers to take inappropriate or excessive risks. Aside from a fixed base salary, management is compensated through grants under the Corporation's equity compensation plans, namely the Stock Option Plan and RSU Plan, which is compensation that is both "at risk" and associated with long-term value creation. The value of such compensation is dependent upon Shareholder return over the corresponding Option and RSU vesting period which reduces the incentive for management to take inappropriate or excessive risks as their long-term compensation is at risk.

Management is not permitted to purchase financial instruments (including 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 management.

Summary of Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth the compensation paid by the Corporation to each NEO and director for the two most recently completed financial years of the Corporation, excluding compensation securities:

Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)

Chris Savoie *Chief Executive Officer and Director*	2023 2022	4,000 90,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	4,000 90,000
Donal Carroll *Chief Financial Officer, Corporate Secretary, and Director*	2023 2022	Nil 80,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 80,000
Tyler Metford *Chief Operations Officer*	2023 2022	48,000 79,500	Nil Nil	Nil Nil	Nil Nil	Nil Nil	48,000 79,500
Binyomin Posen *Director*	2023 2022	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Tabitha Fritz *Director*	2023 2022	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Tom Keevil *Director*	2023 2022	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Michael Syme *Vice President of Production*	2023 2022	48,000 79,500	Nil Nil	Nil Nil	Nil Nil	Nil Nil	48,000 79,500

Compensation Securities

During the most recently completed financial year, the following Options and/or RSUs were issued to each NEO and director of the Corporation:

Name and position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class	Date of Issue or grant	Issue, conversion or exercise price ($)	Closing price of security or underlying security on date of grant ($)	Closing price of security or underlying security at year end ($)	Expiry date
Chris Savoie *Chief Executive Officer and Director*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Donal Carroll *Chief Financial Officer, Corporate Secretary, and Director*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Tyler Metford *Chief Operations Officer*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Binyomin Posen *Director*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Tabitha Fritz *Director*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Tom Keevil *Director*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Michael Syme *Vice President of Production*	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Exercise of Compensation Securities

The following table sets forth the Options and/or RSUs exercised by each NEO and director of the Corporation:

Name and position	Type of security or other instrument	Number of securities exercised	Exercise price per security ($)	Date of exercise	Closing price per security on date of exercise ($)	Difference between exercise price on date of exercise ($)	Total ($)
Chris Savoie *Chief Executive Officer and Director*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Donal Carroll *Chief Financial*	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Officer, Corporate Secretary, and Director							
Tyler Metford *Chief Operations Officer*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Binyomin Posen *Director*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Tabitha Fritz *Director*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Tom Keevil *Director*	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Michael Syme *Vice President of Production*	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Employment, Consulting and Management Agreements

Other than as disclosed below, there are no contracts, agreements, plans or arrangements that provide for payments to an individual at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Corporation or a change in their responsibilities.

Chris Savoie – Chief Executive Officer and Director

Mr. Savoie entered into an executive employment agreement on August 28, 2019, as amended on April 6, 2020. Mr. Savoie's duties include typical Chief Executive Officer, managerial, and administrative responsibilities, along with any additional tasks assigned by the Board. Mr. Savoie must comply with all Corporation policies and procedures. Pursuant to the agreement, Mr. Savoie will receive an annual salary of $120,000, subject to adjustments at the discretion of the Board. This salary will be paid according to the Corporation's payroll policies and subject to applicable deductions and withholdings. Mr. Savoie is entitled to purchase 5,000,000 Common Shares of the corporation at $0.005 per share, subject to regulatory approvals and will be granted 5,000,000 share purchase options, each allowing the purchase of one share at an exercise price of $0.05 per share. These options can be exercised at any time from the start of employment until the third anniversary of the employment date. Upon exercising stock options, Mr. Savoie will receive a one-time bonus equal to the aggregate exercise price of the options exercised, net of applicable deductions and withholdings. The combination of the initial bonus, annual salary, exercise bonus, and stock options constitutes Mr. Savoie's full compensation for services rendered. This package is subject to periodic review and adjustment by the Board. The employment term is indefinite but can be terminated under several conditions: for cause (e.g., failure to perform duties, dishonesty, or willful misconduct), poor performance (after written notice and a reasonable period to cure issues), voluntary termination by Mr. Savoie (with two weeks' notice), permanent disability (if unable to perform duties for 26 consecutive weeks), or death. Upon termination, Mr. Savoie may be entitled to accrued vacation entitlement and unpaid wages, but not severance or similar payments if terminated for cause or voluntarily.

Tyler Metford – Chief Operations Officer

Mr. Metford entered into an executive employment agreement on August 27, 2019. Mr. Metford's duties include typical Chief Compliance Officer, managerial, and administrative responsibilities, along with any additional tasks assigned by the Board. Mr. Metford must comply with all Corporation policies and procedures. Pursuant to the agreement, Mr. Metford will receive an annual salary of $95,000, subject to adjustments at the discretion of the Board. This salary will be paid according to the Corporation's payroll policies and subject to applicable deductions and withholdings. Mr. Metford is entitled to purchase 5,000,000 Common Shares of the corporation at $0.005 per share, subject to regulatory approvals and will be granted 5,000,000 share purchase options, each allowing the purchase of one share at an exercise price of $0.05 per share. These options can be exercised at any time from the start of employment until the third anniversary of the employment date. Upon exercising stock options, Mr. Metford will receive a one-time bonus equal to the aggregate exercise price of the options exercised, net of applicable deductions and withholdings. The combination of the initial bonus, annual salary, exercise bonus, and stock options constitutes Mr. Metford's full compensation for services rendered. This package is subject to periodic review and adjustment by

the Board. The employment term is indefinite but can be terminated under several conditions: for cause (e.g., failure to perform duties, dishonesty, or willful misconduct), poor performance (after written notice and a reasonable period to cure issues), voluntary termination by Mr. Metford (with two weeks' notice), permanent disability (if unable to perform duties for 26 consecutive weeks), or death. Upon termination, Mr. Metford may be entitled to accrued vacation entitlement and unpaid wages, but not severance or similar payments if terminated for cause or voluntarily.

Pension Plan Benefits

The Corporation does not have any pension plans that provide for payments of benefits at, following or in connection with, retirement or provide for retirement or deferred compensation plans for the NEOs or directors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Corporation that are authorized for issuance, under equity compensation plans of the Corporation, as at December 31, 2023, the Corporation's most recently completed fiscal year:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights ($)	Number of Securities remaining available for Future Issuance under Equity Compensation Plans (#)
Equity compensation plans approved by securityholders	20,300,000[(1)(2)]	0.10	7,744,974[(1)(2)]
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	20,300,000[(1)(2)]	0.10	7,744,974[(1)(2)]

Notes:

1. As at December 31, 2023, the Corporation had 280,449,742 Common Shares issued and outstanding, 14,200,000 Options and 6,100,000 RSUs issued and outstanding, and an aggregate of 7,744,974 Options and RSUs remaining authorized for issuance under its Stock Option Plan and RSU Plan.
2. As at the Record Date, the Corporation had 280,449,742 Common Shares issued and outstanding, nil Options and nil RSUs issued and outstanding, and an aggregate of 28,044,974 Options and RSUs remaining authorized for issuance under its Stock Option Plan and RSU Plan.
3. The Stock Option Plan and RSU Plan are rolling plans, both subject to a shared maximum of 10% of the then number of Common Shares outstanding at the time of award or grant.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, no current executive officer, director or employee or former executive officer, director or employee of the Corporation or of any of its subsidiaries is indebted to the Corporation or any of its subsidiaries or any other entity where the indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than disclosed herein, to the best of the knowledge of the directors and executive officers of the Corporation, since the commencement of the Corporation's last completed financial year and the commencement of the preceding financial year, no "informed person" (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) of the Corporation, any Nominee, or any associate or affiliate of an informed person, has or had any material interest, direct or indirect, in any transaction or any proposed transaction that has materially affected or will materially affect the Corporation or any of its subsidiaries.

AUDIT COMMITTEE

Pursuant to National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), the Corporation is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Corporation or an affiliate of the Corporation. NI 52-110 requires the Corporation to disclose

annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor.

Mandate and Charter

The Board is responsible for reviewing and approving the unaudited interim financial statements, and audited annual financial statements, together with other financial information of the Corporation and for ensuring that management fulfills its financial reporting responsibilities. The Audit Committee meets with the Board to assist the Board in fulfilling this responsibility and reports to the Board their findings.

The Audit Committee assists the Board in fulfilling its responsibilities for oversight of financial and accounting matters. The Audit Committee, among other responsibilities, reviews the financial reports and other financial information provided by the Corporation to regulatory authorities and its Shareholders and reviews the Corporation's system of internal controls regarding finance and accounting including auditing, accounting and financial reporting processes.

In addition, the Audit Committee is responsible for directing the auditors' examination of specific areas, for the selection of the Corporation's independent auditors and for the approval of all non-audit services for which its auditors may be engaged.

Pursuant to NI 52-110, the Audit Committee is required to have a charter, a copy which is attached hereto as Schedule "A".

Composition of the Audit Committee

The Audit Committee is comprised of three members: Binyomin Posen, Tabitha Keevil, and Tom Keevil, are all "independent" members within the meaning of NI 52-110, All the members of the Audit Committee are financially literate as defined by NI 52-110.

Relevant Education and Experience

Tom Keevil – Mr. Keevil has over 20 years of experience in both private and public companies. Mr. Keevil has specialised in the Cannabis, Mining and technology sector. With a particular focus in operational excellence Mr. Keevil has introduced performance driven metrics to increase efficiencies throughout the organization. With a Degree in Aviation and Flight Technology and his broad range of experience Mr. Keevil has unique and novel solutions that has allowed the companies to flourish under his leadership.

For a summary of the experience and education of other Audit Committee members see "Board Nominee Biographies".

Reliance on Certain Exemptions

Since the commencement of the Corporation's most recently completed fiscal year, the Corporation has relied upon the exemption mentioned in Section 6.1 of NI 52-110, the exemption for venture issuers in relation to the requirement that every Audit Committee member be independent. As a "venture issuer", the Corporation is also exempt from Part 5 (*Reporting Obligations*) of NI 52-110.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed fiscal year 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 has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of the Corporation's auditors to provide non-audit services, as and when required.

External Auditor Fees

The following table summarizes the fees billed to the Corporation for services provided by its external auditors during the fiscal years ended December 31, 2023 and 2022:

Fiscal Year	Audit Fees[1]	Audit Related Fees[2]	Tax Fees[3]	Other Fees[4]	Total Fees
2023	$25,000	$0	$0	$0	$25,000
2022	$20,000	$0	$0	$0	$20,000

Notes:

1. Aggregate fees billed for the Annual Financial Statements and services normally provided by the external auditor in connection with the Corporation's statutory and regulatory filings.
2. Aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported as "Audit fees."
3. Aggregate fees billed in each of the last two fiscal years for professional services rendered by the Corporation's external auditor for tax compliance, tax advice, tax planning and assistance with tax for specific transactions.
4. All other fees.

CORPORATE GOVERNANCE

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

Pursuant to NI 58-101, the Corporation is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

Board

The Board facilitates its exercise of independent supervision over the Corporation's management through frequent meetings of the Board.

The Board is currently composed of five directors:

1. Binyomin Posen
2. Tabitha Fritz;
3. Tom Keevil;
4. Donal Carroll; and
5. Chris Savoie.

NP 58-201 suggests that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as "independent" directors, within the meaning set out under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Corporation. "Material relationship" is defined as a relationship which could, in the view of a company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment. In assessing NP 58-101 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

Binyomin Posen, Tabitha Fritz, and Tom Keevil are independent directors as they do not have a direct or indirect material relationship with the Corporation, are independent of management and are free from any direct or indirect interest and business relationship with the Corporation.

Chris Savoie and Donal Carroll are not independent directors as they are the Chief Executive Officer and Chief Financial Officer of the Corporation, respectively, and as such are involved in the management and the day-to-day operations of the Corporation.

The Board has a majority of independent directors, and takes the following additional steps to facilitate its independence:

1. On operational matters of the Corporation involving the performance of certain members of management who are also Board members, such Board member abstains from participating in said meeting.

2. In addition, in the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with his or her fiduciary obligations as a director of the Corporation, disclose the nature and extent of his or her interest to the meeting and abstain from voting on or against the approval of such participation.

Directorships

The following table sets forth the Corporation Nominees who currently hold directorships in other reporting issuers:

Name of Director	**Other Issuer(s)**
Binyomin Posen	Cumberland Resources Nickel Corp. Metaville Labs Inc. Jiminex Inc. i3 Interactive Inc. Free Battery Metal Limited Red Light Holland Corp. Nuran Wireless Inc. Pacific Iron Ore Corporation Guyana Frontier Mining Corp Pegmatite One Lithium and Gold Corp. Waraba Gold Limited RYAH Group Inc. Newfoundland Goldbar Resources Inc.

	1344344 B.C. Ltd. 1344342 B.C. Ltd. 1344341 B.C. Ltd. 1344346 B.C. Ltd. 1344345 B.C. Ltd. Rio Verde Industries Inc.
Chris Savoie	N/A
Donal Carroll	Cannara Biotech Inc. Celly Nutrition Corp. FSD Pharma Inc.
Tabitha Keevil	N/A
Tom Keevil	N/A

Board Mandate

The Board has not developed a written mandate. The Board is satisfied that roles and responsibilities are delineated in a satisfactory matter, having regard to various considerations such as (but not limited to) the particular expertise of the directors, their respective availability and independence.

Orientation and Continuing Education

New directors are briefed on the role of the Board and its directors and on the strategic plan, annual and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing corporate policies. Board members are encouraged to meet and communicate with management and the auditors to keep themselves current with the Corporation, industry trends and developments and changes in legislation, with management's assistance. Board members have access to the Corporation's records.

Ethical Business Conduct

Ethical business behavior is of great importance to the Board and management of the Corporation. The Corporation has not formally instituted policies such as a policy on insider trading and a comprehensive code of business ethics and conduct. Board members are required to comply with the conflict-of-interest provisions of the OBCA, 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. Each director is required to declare the nature and extent of his interest and is not entitled to vote at meetings that involve such conflicts.

The members of the Board understand their responsibility to encourage and promote a culture of ethical and honest business conduct and recognize the importance of:

(a) the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) promoting avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;

(c) promoting full, fair, accurate, timely and understandable disclosure in reports and documents that the Corporation files with, or submits to, the securities regulators and in other public communications made by the Corporation;

(d) promoting compliance with applicable governmental laws, rules and regulations;

(e) promoting accountability for adherence to honest and ethical conduct; and

(f) helping to foster a culture of honesty and accountability.

Nomination of Directors

The Board is responsible for the nomination of directors. With respect to the nomination of directors, the Board is responsible for establishing the qualifications and skills necessary for members of the Board and procedures for identifying possible nominees who meet this criterion. The Board is also responsible for establishing an appropriate review and selection process for new nominees to the Board as well as analyzing the needs of the Board relating to current or future vacancies on the Board and identifying and recommending nominees who meet such needs. The identification and recruitment of new directors is carried on informally through business and industry contacts of the Corporation's directors and officers.

Director Term Limits

The Corporation does not have a policy that limits the term of the directors on its Board and has not provided other mechanisms of Board renewal. At this time, the Board does not believe that it is in the best interest of the Corporation to establish term limits on a director's mandate or a mandatory retirement age. The Board is of the opinion that term limits may disadvantage the Corporation through the loss of beneficial contributions of directors who have developed increasing knowledge of the Corporation, its operations, and the industry over a period.

Compensation of Officers and Directors

The Compensation Committee is responsible for assisting the Board in reviewing and approving compensation for the directors and senior management team, as well as reviewing their respective responsibilities, time commitment and risks involved in being an effective director. The Compensation Committee also administers the Corporation's compensation plans, discretionary bonuses and such other compensation plans or structure as adopted by the Corporation from time-to-time, researching and identifying trends in employment benefits as well as establishing and conducting periodic reviews of the Corporation's policies in the area of management benefits and perquisites.

Other Board Committees

Other than the Audit Committee, the Board has no other committees. The directors are regularly informed of or are actively involved in the operations of the Corporation. The scope and size of the Corporation's operations and development does not currently warrant an increase in the size of the Board or the formation of additional committees, however, the Board periodically examines its size and constitution and may from time to time establish ad hoc committees to deal with specific situations.

Assessments

The Board is responsible for assessing the effectiveness and contributions of the Board as a whole, its committees and individual directors. The Board's effectiveness assessments are done on an informal basis and are determined by examining a number of factors including, but not limited to, attendance at and participation in meetings, meeting preparedness, ability to communicate ideas clearly and overall contribution to effective Board performance.

ADDITIONAL INFORMATION

Shareholders may obtain additional information in connection with the Corporation on SEDAR+ at www.sedarplus.ca. Alternatively, Shareholders may contact the Corporation by mail at: 1 Adelaide St. East, Suite 801, Toronto, Ontario, M5C 2V9, Canada, Attention: Chief Executive Officer to request copies of the Annual Financial Statements and accompanying management's discussion and analysis free of charge.

Financial information regarding the Corporation is provided in the Annual Financial Statements and accompanying management's discussion and analysis.

CERTIFICATION

The undersigned hereby certifies that the contents and the mailing of this Circular to Shareholders has been approved by the Board.

DATED at Toronto, Ontario, this 11th day of July 2024.

BY ORDER OF THE BOARD

/s/ Chris Savoie
Chris Savoie
Chief Executive Officer

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

This charter ("**Charter**") sets forth the purpose, composition, responsibilities, duties, powers and authority of the Audit Committee ("**Committee**") of the Board of Directors ("**Board**") of The Hash Corporation ("**Corporation**").

1. PURPOSE

1.1 The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

(a) financial reporting and disclosure requirements;

(b) ensuring that an effective risk management and financial control framework has been implemented by management of Corporation; and

(c) external audit processes.

2. COMPOSITION AND MEMBERSHIP

2.1 The Board will appoint the members ("**Members**") of the Committee after the annual general meeting of shareholders of Corporation. The Members will be appointed to hold office until the next annual general meeting of shareholders of Corporation or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a director.

2.2 The Committee will consist of at least three directors, all of who meet the criteria for financial literacy and a majority of who meet the criteria for independence established by applicable laws and the rules of the stock exchange upon which Corporation's securities are listed, including *Multilateral Instrument 52-110 - Audit Committees*. In addition, each director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

2.3 The Board will appoint one of the Members to act as the Chair of the Committee. The secretary of Corporation ("**Corporate Secretary**") will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the Corporate Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member to be the secretary of that meeting.

3. MEETINGS

3.1 Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than four (4) times per year. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call.

3.2 At the request of the external auditors of Corporation, the Chief Executive Officer or the Chief Financial Officer of Corporation or any member of the Committee, the Chair will convene a meeting of the Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested.

3.3 The Chair, if present, will act as the Chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee, then the Members present may select one of their number to act as Chair of the meeting.

3.4 Two Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolution signed by all Members.

3.5 The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee may meet in camera without management at each meeting of the Committee.

3.6 In advance of every regular meeting of the Committee, the Chair, with the assistance of the Corporate Secretary, will prepare and distribute to the Members and others, as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Corporation to produce such information and reports as the Committee may deem appropriate in order to fulfill its duties.

4. DUTIES AND RESPONSIBILITIES

4.1 Financial Reporting and Disclosure

(a) Review and recommend to the Board for approval, the audited annual financial statements, including the auditors' report thereon, the quarterly financial statements, management discussion and analysis, financial reports, guidance with respect to earnings per share, any public release of financial information through press release or otherwise, and similar disclosure documents with such documents to indicate whether such information has been reviewed by the Board or the Committee;

(b) Review with management of Corporation and with external auditors significant accounting principles and disclosure issues and alternative treatments under International Financial Reporting Standards ("IFRS"), all with a view to gaining reasonable assurance that financial statements are accurate, complete and present fairly Corporation's financial position and the results of its operations in accordance with IFRS, as applicable; and,

(c) Review the minutes from each meeting of the disclosure committee, established pursuant to Corporation's corporate disclosure policy, since the last meeting of the Committee.

4.2 Internal Controls and Audit

(a) Review and assess the adequacy and effectiveness of Corporation's system of internal control and management information systems through discussions with management and the external auditor to ensure that Corporation maintains:

(i) the necessary books, records and accounts in sufficient detail to accurately and fairly reflect Corporation's transactions;

(ii) effective internal control systems; and

(iii) adequate processes for assessing the risk of material misstatement of the financial statements and for detecting control weaknesses or fraud.

(b) Satisfy itself that management has established adequate procedures for the review of Corporation's disclosure of financial information extracted or derived from Corporation's financial statements;

(c) Satisfy itself that management has periodically assessed the adequacy of internal controls, systems and procedures in order to ensure compliance with regulatory requirements and recommendations;

(d) Review and discuss Corporation's major financial risk exposures and the steps taken to monitor and control such exposures, including the use of any financial derivatives and hedging activities;

(e) Review and assess, and in the Committee's discretion make recommendations to the Board regarding, the adequacy of Corporation's risk management policies and procedures with regard to identification of Corporation's principal risks and implementation of appropriate systems to manage such risks, including an assessment of the adequacy of insurance coverage maintained by Corporation; and

(f) Review and assess annually, and in the Committee's discretion make recommendations to the Board regarding Corporation's investment policy.

4.3 External Audit

(a) Recommend to the Board a firm of external auditors to be engaged by Corporation;

(b) Ensure the external auditors report directly to the Committee on a regular basis;

(c) Review the independence of the external auditors, including a written report from the external auditors respecting their independence and consideration of applicable auditor independence standards;

(d) Review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

(e) Establish and maintain a direct line of communication with Corporation's external and internal auditors;

(f) Meet in camera with only the auditors, with only management, and with only the members of the Committee;

(g) Review the performance of the external auditors who are accountable to the Committee and the Board as representatives of the shareholders, including the lead partner of the independent auditor's team;

(h) Oversee the work of the external auditors appointed by the shareholders of Corporation with respect to preparing and issuing an audit report or performing other audit, review or attest services for Corporation, including the resolution of issues between management of Corporation and the external auditors regarding financial disclosure;

(i) Review the results of the external audit and the report thereon including, without limitation, a discussion with the external auditors as to the quality of accounting principles used, any alternative treatments of financial information that have been discussed with management of Corporation, and the ramifications of their use as well as any other material changes. Review a report describing all material written communication between management and the auditors such as management letters and schedule of unadjusted differences;

(j) Discuss with the external auditors their perception of Corporation's financial and accounting personnel, records and systems, the cooperation which the external auditors received during their course of their review, and availability of records, data and other requested information and any recommendations with respect thereto;

(k) Review the reasons for any proposed change in the external auditors which is not initiated by the Committee or Board and any other significant issues related to the change, including the response

of the incumbent auditors, and enquire as to the qualifications of the proposed auditors before making its recommendations to the Board; and

(l) Review annually a report from the external auditors in respect of their internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review of the external auditors.

4.4 Associated Responsibilities

(a) Monitor and periodically review the whistleblower policy and associated procedures for:

(i) the receipt, retention and treatment of complaints received by Corporation regarding accounting, internal accounting controls or auditing matters;

(ii) the confidential, anonymous submission by directors, officers and employees of Corporation of concerns regarding questionable accounting or auditing matters; and

(iii) any violations of any applicable law, rule or regulation that relates to corporate reporting and disclosure, or violations of Corporation's Code of Business Conduct & Ethics or governance policies;

(b) Review and approve Corporation's hiring policies regarding employees and partners, and former employees and partners, of the present and former external auditor of Corporation.

4.5 Non-Audit Services

Pre-approve all non-audit services to be provided to Corporation or any subsidiary entities by its external auditors or by the external auditors of such subsidiary entities. The Committee may delegate to one or more of its members the authority to pre-approve non-audit services but pre-approval by such member or members so delegated shall be presented to the full audit committee at its first scheduled meeting following such pre-approval.

4.6 Oversight Function

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that Corporation's financial statements are complete and accurate or are in accordance with IFRS and applicable rules and regulations. These are the responsibilities of Management and the external auditors. The Committee, the Chair and any Members identified as having accounting or related financial expertise are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of Corporation, and are specifically not accountable or responsible for the day to day operation or performance of such activities. Although the designation of a Member as having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and Board in the absence of such designation. Rather, the role of a Member who is identified as having accounting or related financial expertise, like the role of all Members, is to oversee the process, not to certify or guarantee the internal or external audit of Corporation's financial information or public disclosure.

5. REPORTING

5.1 The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Committee will annually review and approve the Committee's report for inclusion in the

management proxy circular. The Corporate Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

6. ACCESS TO INFORMATION AND AUTHORITY

6.1 The Committee will be granted unrestricted access to all information regarding Corporation and all directors, officers and employees will be directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at Corporation's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities. The Committee also has the authority to communicate directly with internal and external auditors.

7. REVIEW OF CHARTER

7.1 The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

SCHEDULE "B"

SECTION 185 OF THE OBCA

185.(1) Rights of dissenting shareholders. Subject to subsection (3) and to sections 186 and 248, if a corporation resolves to,

(a) amend its articles under section 168 to add, remove or change restrictions on the issue, transfer or ownership of shares of a class or series of the shares of the corporation;

(b) amend its articles under section 168 to add, remove or change any restriction upon the business or businesses that the corporation may carry on or upon the powers that the corporation may exercise;

(c) amalgamate with another corporation under sections 175 and 176;

(d) be continued under the laws of another jurisdiction under section 181; or

(e) sell, lease or exchange all or substantially all its property under subsection 184 (3),

a holder of shares of any class or series entitled to vote on the resolution may dissent.

(2) Idem. If a corporation resolves to amend its articles in a manner referred to in subsection 170 (1), a holder of shares of any class or series entitled to vote on the amendment under section 168 or 170 may dissent, except in respect of an amendment referred to in,

(a) clause 170 (1) (a), (b) or (e) where the articles provide that the holders of shares of such class or series are not entitled to dissent; or

(b) subsection 170 (5) or (6).

(2.1) One class of shares. The right to dissent described in subsection (2) applies even if there is only one class of shares.

(3) Exception. A shareholder of a corporation incorporated before the 29th day of July, 1983 is not entitled to dissent under this section in respect of an amendment of the articles of the corporation to the extent that the amendment,

(a) amends the express terms of any provision of the articles of the corporation to conform to the terms of the provision as deemed to be amended by section 277; or

(b) deletes from the articles of the corporation all of the objects of the corporation set out in its articles, provided that the deletion is made by the 29th day of July, 1986.

(4) Shareholder's right to be paid fair value. In addition to any other right the shareholder may have, but subject to subsection (30), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents becomes effective, to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted.

(5) No partial dissent. A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the dissenting shareholder on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

(6) Objection. A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection

to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent.

(7) Idem. The execution or exercise of a proxy does not constitute a written objection for purposes of subsection (6).

(8) Notice of adoption of resolution. The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (6) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn the objection.

(9) Idem. A notice sent under subsection (8) shall set out the rights of the dissenting shareholder and the procedures to be followed to exercise those rights.

(10) Demand for payment of fair value. A dissenting shareholder entitled to receive notice under subsection (8) shall, within twenty days after receiving such notice, or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing,

(a) the shareholder's name and address;

(b) the number and class of shares in respect of which the shareholder dissents; and

(c) a demand for payment of the fair value of such shares.

(11) Certificates to be sent in. Not later than the thirtieth day after the sending of a notice under subsection (10), a dissenting shareholder shall send the certificates representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent.

(12) Idem. A dissenting shareholder who fails to comply with subsections (6), (10) and (11) has no right to make a claim under this section.

(13) Endorsement on certificate. A corporation or its transfer agent shall endorse on any share certificate received under subsection (11) a notice that the holder is a dissenting shareholder under this section and shall return forthwith the share certificates to the dissenting shareholder.

(14) Rights of dissenting shareholder. On sending a notice under subsection (10), a dissenting shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shares as determined under this section except where,

(a) the dissenting shareholder withdraws notice before the corporation makes an offer under subsection (15);

(b) the corporation fails to make an offer in accordance with subsection (15) and the dissenting shareholder withdraws notice; or

(c) the directors revoke a resolution to amend the articles under subsection 168 (3), terminate an amalgamation agreement under subsection 176 (5) or an application for continuance under subsection 181 (5), or abandon a sale, lease or exchange under subsection 184 (8),

in which case the dissenting shareholder's rights are reinstated as of the date the dissenting shareholder sent the notice referred to in subsection (10), and the dissenting shareholder is entitled, upon presentation and surrender to the corporation or its transfer agent of any certificate representing the shares that has been endorsed in accordance with subsection (13), to be issued a new certificate representing the same number of shares as the certificate so presented, without payment of any fee.

(15) Offer to pay. A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (10), send to each dissenting shareholder who has sent such notice,

(a) a written offer to pay for the dissenting shareholder's shares in an amount considered by the directors of the corporation to be the fair value thereof, accompanied by a statement showing how the fair value was determined; or

(b) if subsection (30) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares.

(16) Idem. Every offer made under subsection (15) for shares of the same class or series shall be on the same terms.

(17) Idem. Subject to subsection (30), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (15) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made.

(18) Application to court to fix fair value. Where a corporation fails to make an offer under subsection (15) or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as the court may allow, apply to the court to fix a fair value for the shares of any dissenting shareholder.

(19) Idem. If a corporation fails to apply to the court under subsection (18), a dissenting shareholder may apply to the court for the same purpose within a further period of twenty days or within such further period as the court may allow.

(20) Idem. A dissenting shareholder is not required to give security for costs in an application made under subsection (18) or (19).

(21) Costs. If a corporation fails to comply with subsection (15), then the costs of a shareholder application under subsection (19) are to be borne by the corporation unless the court otherwise orders.

(22) Notice to shareholders. Before making application to the court under subsection (18) or not later than seven days after receiving notice of an application to the court under subsection (19), as the case may be, a corporation shall give notice to each dissenting shareholder who, at the date upon which the notice is given,

(a) has sent to the corporation the notice referred to in subsection (10); and

(b) has not accepted an offer made by the corporation under subsection (15), if such an offer was made,

of the date, place and consequences of the application and of the dissenting shareholder's right to appear and be heard in person or by counsel, and a similar notice shall be given to each dissenting shareholder who, after the date of such first mentioned notice and before termination of the proceedings commenced by the application, satisfies the conditions set out in clauses (a) and (b) within three days after the dissenting shareholder satisfies such conditions.

(23) Parties joined. All dissenting shareholders who satisfy the conditions set out in clauses (22) (a) and (b) shall be deemed to be joined as parties to an application under subsection (18) or (19) on the later of the date upon which the application is brought and the date upon which they satisfy the conditions, and shall be bound by the decision rendered by the court in the proceedings commenced by the application.

(24) Idem. Upon an application to the court under subsection (18) or (19), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall fix a fair value for the shares of all dissenting shareholders.

(25) Appraisers. The court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders.

(26) Final order. The final order of the court in the proceedings commenced by an application under subsection (18) or (19) shall be rendered against the corporation and in favour of each dissenting shareholder who, whether before or after the date of the order, complies with the conditions set out in clauses (22) (a) and (b).

(27) Interest. The court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment.

(28) Where corporation unable to pay. Where subsection (30) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (26), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

(29) Idem. Where subsection (30) applies, a dissenting shareholder, by written notice sent to the corporation within thirty days after receiving a notice under subsection (28), may,

(a) withdraw a notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder's full rights are reinstated; or

(b) retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

(30) Idem. A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that,

(a) the corporation is or, after the payment, would be unable to pay its liabilities as they become due; or

(b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities.

(31) Court order. Upon application by a corporation that proposes to take any of the actions referred to in subsection (1) or (2), the court may, if satisfied that the proposed action is not in all the circumstances one that should give rise to the rights arising under subsection (4), by order declare that those rights will not arise upon the taking of the proposed action, and the order may be subject to compliance upon such terms and conditions as the court thinks fit and, if the corporation is an offering corporation, notice of any such application and a copy of any order made by the court upon such application shall be served upon the Commission.

(32) Commission may appear. The Commission may appoint counsel to assist the court upon the hearing of an application under subsection (31), if the corporation is an offering corporation.