DATA WATTS PARTNERS INC.
(formerly Canadian Nexus Team Ventures Corp.)

NOTICE OF MEETING

AND

INFORMATION CIRCULAR

for the Annual General Meeting of the Shareholders of

DATA WATTS PARTNERS INC.
(formerly Canadian Nexus Team Ventures Corp.)

To be held VIA ZOOM MEETING

Dated as of September 30, 2025

DATA WATTS PARTNERS INC.
(formerly Canadian Nexus Team Ventures Corp.)
830-1100 Melville Street, Vancouver, BC, V6E 4A6
Tel: (604) 341-6870

NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the shareholders of DATA WATTS PARTNERS INC. (formerly Canadian Nexus Team Ventures Corp.) (the "**Company**" or "**Data Watts**") will be held online via Zoom https://us04web.zoom.us/j/78723547867?pwd=T4DkCoybvrR1ZLRakS9gcZ39OQwJ9z.1 at **4:00 p.m.** (Pacific Time), on November 5th, 2025 - Meeting ID: 787 2354 7867 Passcode: M5HDzg

for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the years ended December 31, 2024 and December 31, 2023 together with the auditor's reports thereon;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect the directors for the ensuing year;
4. To re-appoint MNP LLP as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. To consider and, if thought fit, to pass, an ordinary resolution to approve the Company's 10% Rolling Stock Option Plan; and
6. To transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the "**Circular**") accompanying this notice. The audited consolidated financial statements and related MD&A for the Company for the financial years ended December 31, 2024 and 2023 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedarplus.ca

This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.

Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The board of directors of the Company (the "**Board**") has, by resolution, fixed the close of business on September 29, 2025, as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Odyssey Trust Company, Attn: Proxy Department, 350-409 Granville St, Vancouver, BC V5C 1T2 or by facsimile to (800) 517-4553 no later than **4:00 p.m. (Pacific time)** on **November 3, 2025,** or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment(s) thereof is held.

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 voting instruction form. Shareholders are asked to log into the Meeting with their first and last names.

Time: November 5, 2025, 04:00 PM Pacific Time (US and Canada) Join Zoom Meeting:
https://us04web.zoom.us/j/78723547867?pwd=T4DkCoybvrR1ZLRakS9gcZ39OQwJ9z.1
Meeting ID: 787 2354 7867 Passcode: M5HDzg

DATED at Vancouver, British Columbia this 30th day of September, 2025.

BY ORDER OF THE BOARD

"*Ron Loborec*"
Ron Loborec, CEO
Chief Executive Officer

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DATA WATTS PARTNERS INC.

(formerly Canadian Nexus Team Ventures Corp.)

830-1100 Melville Street
Vancouver, British Columbia, V6E 4A6
Tel: (604) 341-6870

INFORMATION CIRCULAR

(As at September 29, 2025, except as otherwise indicated)

DATA WATTS PARTNERS INC. (formerly Canadian Nexus Team Ventures Corp.) (the "**Company**") is providing this information circular (the "**Circular**") and a form of proxy in connection with management's solicitation of proxies for use at the annual general meeting (the "**Meeting**") of shareholders of the Company (the "**Shareholders**") to be held VIA ZOOM at 4:00 p.m.**.** (Pacific Time) on the 5th of November 2025 and at any adjournment(s). The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

All dollar amounts referenced herein are expressed in Canadian Dollars unless otherwise stated.

Shareholders are asked to log into the Meeting with their first and last names.
Time: November 5, 2025, 04:00 PM Pacific Time (US and Canada) Join Zoom Meeting:
https://us04web.zoom.us/j/78723547867?pwd=T4DkCoybvrR1ZLRakS9gcZ39OQwJ9z.1
Meeting ID: **787 2354 7867**
Passcode: **M5HDzg**

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

A Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.

VOTING BY PROXY

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Common shares of the Company ("**Shares**") represented by a properly executed proxy will be voted for or against or withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent Odyssey Trust Company, Attn: Proxy Department, 350-409 Granville St, Vancouver, BC V5C 1T2 or by facsimile to (800) 517-4553, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment(s) thereof, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only registered Shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting. Registered Shareholders are holders of Shares of the Company whose names appear on the share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Shares. Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. The Company's Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of their Shares of the Company (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 (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

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

The Company is not sending the Meeting materials directly to NOBOs in connection with the Meeting but rather has distributed copies of the Meeting materials to the Intermediaries for distribution to NOBOs. With respect to OBOs, in accordance with applicable securities law requirements, the Company has distributed copies of the Meeting materials to the clearing agencies and Intermediaries for distribution to OBOs. **The Company intends to pay for Intermediaries to deliver the Meeting materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary* to OBOs.**

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

(a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow; or

(b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Company, c/o Odyssey Trust Company, Attn: Proxy Department, 350-409 Granville St, Vancouver, BC, V5C 1T2.**

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of their Shares which they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert their own name or such other person's name in the blank space provided. **Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

NOTICE AND ACCESS

The Company is not sending the Meeting materials to Shareholders using "notice-and-access" as defined under NI 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a Shareholder, their attorney authorized in writing or, if the Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment(s) thereof, or with the chairman of the Meeting on the day of the Meeting. Only registered Shareholders have the right to revoke a proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the "**Shares**"), of which 15,675,007 Shares are issued and outstanding as of the record date of September 29, 2025. Persons who are registered shareholders at the close of business on September 29, 2025, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held. The Company has only one class of voting shares.

Under the Company's articles, the quorum for the transaction of business at the Meeting consists of one person who is a shareholder or who is otherwise permitted to vote Shares of the Company at a meeting of the shareholders pursuant to the Articles, present in person or by proxy.

To the knowledge of the directors and executive officers of the Company, no person(s) as of the date of this Circular beneficially owned, directly or indirectly, or exercised control or direction over shares carrying more than 10% of the voting rights of the Company.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the financial years ended December 31, 2024 and December 31, 2023 and the auditor's reports thereon will be placed before the Meeting.

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of directors of the Company at four (4).

The Company has an Audit Committee. Members of this committee are set out below.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	Period which Nominee has served as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly
Scott Young (1), Vancouver, BC, Director	Business Consultant providing corporate governance and communications services.	May 25, 2023	Nil
Yanika Silina (1), Langley, BC, Director	Senior Accountant at Da Costa Management Corp., a BC company that provides management and accounting services to public and private companies.	February 2, 2024	Nil
Michael Sweatman (1), Vancouver, BC, Director	Mr. Sweatman is a Chartered Professional Accountant and has operated MDS Management Ltd., a Vancouver-based management consulting company since November 1992. He has served as a director and officer of a number of public companies over the past 30 years.	September 25, 2023	Nil
Patrick Collins, NSW, Australia, President & Director	Principal at Collins Development Group, Australia. Executive and project management oversight on complex infrastructure projects and large-scale infrastructure investments.	April 24, 2025	Nil

(1) Member of the Audit Committee.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Other than set out below, to the knowledge of the Company, none of the directors or officers of the Company:

(a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a director, chief executive officer ("**CEO**") or chief financial officer ("**CFO**") of any company (including the Company) that:

(ii) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company

access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or

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

Ms. Yanika Silina is an officer of StimCell Energetics Inc. fka Cell MedX Corp. ("StimCell") a company quoted on the OTC Pink Market. On October 11, 2022, the British Columbia Securities Commission ("BCSC") issued a cease trade order for failure to file its Annual Information Form, Audited Annual Financial Statements and Management Discussion and Analysis for the year ended May 31, 2022. StimCell has since filed all required financial reports and a revocation to the cease trade order was issued on November 22, 2023.

or

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

(c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

(d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

Director and NEO compensation, excluding compensation securities

Summary Compensation Table

The following table is presented in accordance with National Instrument Form 51-102F6V – S*tatement of Executive Compensation for Venture Issuers.* Venture Issuer has the meaning as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*.

For the purposes hereof, a "Named Executive Officer" or "NEO" means (i) each individual who, during any part of the financial years ended December 31, 2024 and 2023, served as the Company's Chief Executive Officer ("**CEO**") or Chief Financial Officer ("**CFO**"), (ii) the Company's most highly compensated executive officer (other than the CEO and the CFO), as at December 31, 2024 and 2023 whose total compensation was, individually, more than $150,000 for these financial years; and (iii) each individual who would have satisfied the criteria in (ii) but for the fact that such individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of these financial years.

For the financial years ending December 31, 2024 and 2023, the Company had the following Named Executive Officers: Arni Johannson (Former CEO), Scott Young, CEO, and Alexander Helmel, CFO.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company, current or former, for the completed financial years ended December 31, 2024 and 2023.

Table of compensation 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 ($)**	**Total compensation ($)**
Arni Johannson [(1)] *Former Chairman, CEO and Director*	2024 2023	N/A Nil	N/A Nil	N/A Nil	N/A Nil	N/A Nil	N/A Nil
Alexander Helmel [(2)] *CFO*	2024 2023	40,000 60,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	40,000 60,000
Jonathan Jackson [(3)] *Former Director*	2024 2023	N/A Nil	N/A Nil	N/A Nil	N/A Nil	N/A Nil	N/A Nil
John Seaman [(4)] *Former Director*	2024 2023	N/A Nil	N/A Nil	N/A Nil	N/A Nil	N/A Nil	N/A Nil
Scott Young [(5)] *CEO and Director*	2024 2023	40,000 35,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	40,000 35,000
Yanika Silina [(6)] *Director*	2024 2023	7,000 N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	7,000 N/A
Michael Sweatman [(7)] *Director*	2024 2023	8,000 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	8,000 Nil

(1) Mr. Arni Johannson was appointed Chief Executive Officer and director of the Company on February 12, 2019, and resigned on May 25, 2023, so the information for 2023 is for less than a full financial year.

(2) Mr. Helmel was appointed as Chief Financial Officer of the Company on February 12, 2019.

(3) Jonathan Jackson was appointed as a director of the Company on January 1, 2021, and resigned September 25, 2023, so the information for 2023 is for less than a full financial year.

(4) Mr. John Seaman was appointed as a director of the Company on August 26, 2022, and resigned December 15, 2023, so the information for 2023 is for less than a full financial year.

(5) Mr. Scott Young was appointed Chief Executive Officer and director of the Company on May 25, 2023. Mr. Young resigned as Chief Executive Officer on August 21, 2025.

(6) Ms. Yanika Silina was appointed as a director of the Company on February 2, 2024.

(7) Mr. Michael Sweatman was appointed as a director of the Company on September 25, 2023.

External Management Companies

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, director or indirectly.

Stock Options and Other Compensation Securities

The Company's 10% rolling stock option plan (the "**Plan**") has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the board of directors of the Company (the "**Board**") takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Canadian Securities Exchange (the "**CSE**") and closely align the interests of the executive officers with the interests of shareholders.

The directors and officers of the Company from time to time may be granted incentive stock options in accordance with the policies of the CSE and pursuant to the Plan.

Please see "*Particulars of Other Matters to be Acted Upon – Annual Approval of Rolling 10% Stock Option Plan*" for more details on the Company's stock option plan.

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and director of the Company, current and former, during the financial years ended December 31, 2024 and December 31, 2023 (with the footnotes to the table showing all options held at the end of December 31, 2024), for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation Securities							
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**
Arni Johannson[(1)] Former Chairman, CEO and Director	**Option**	60,000	July 14, 2023	0.15	0.15	2024 - $0.095 2023 - $0.100	July 14, 2028
Alexander Helmel [(2)] *CFO*	**Option**	75,000	July 14, 2023	0.15	0.15	2024 - $0.095 2023 - $0.100	July 14, 2028
Scott Young [(3)], CEO and Director	**Option**	90,000	July 14, 2023	0.15	0.15	2024 - $0.095 2023 - $0.100	July 14, 2028
Michael Sweatman [(4)] Director	**Option**	75,000	October 25, 2023	0.15	0.135	2024 - $0.095 2023 - $0.100	October 25, 2028
Jonathan Jackson [(5)] Former Director	**Option**	70,000	July 14, 2023	0.15	0.15	2024 - $0.095 2023 - $0.100	July 14, 2028
John Seaman [(6)] Former Director	**Option**	75,000	July 14, 2023	0.15	0.15	2024 - $0.095 2023 - $0.100	July 14, 2028
Yanika Silina [(7)] Director	**Option**	75,000	Feb 5, 2024	0.15	0.15	2024 - $0.095 2023 - $0.100	Feb 5, 2029

(1) During financial year ended December 31, 2023, Arni Johannson, former CEO and director, was granted stock options as an advisor. As at December 31, 2024, Mr. Johannson held a total of 95,714 stock options.
(2) On December 31, 2024, Mr. Helmel held a total of 89,286 stock options.
(3) On December 31, 2024, Mr. Young held a total of 90,000 stock options

(4) On December 31, 2024, Mr. Sweatman held a total of 75,000 stock option
(5) Mr. Jackson resigned on September 25, 2023, and the expiry of his options was accelerated to 90 days after his resignation.
(6) Mr. Seaman resigned on December 15, 2023, and the expiry of his options was accelerated to 90 days after his resignation.
(7) On December 31, 2024, Ms. Silina held a total of 75,000 stock options.

The following table provides a summary of each exercise of compensation securities by each NEO and director of the Company, current and former, for the financial years ended December 31, 2024, and December 31, 2023:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Arni Johannson *Former Chairman, CEO and Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Alexander Helmel *CFO*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Scott Young *CEO and Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Sweatman *Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jonathan Jackson *Former Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
John Seaman *Former Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Yanika Silina *Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Employment, Consulting and Management Agreements

The Company does not have any employment contracts between any NEO, Director or Officer, nor does it have any arrangements with any NEO, Director or Officer for compensation in the event of resignation, retirement or other termination with the Company.

During the financial years ended December 31, 2024 and 2023, Mr. Helmel's compensation as CFO consisted of $40,000 per annum in 2024 and $60,000 per annum in 2023, and Mr. Young's compensation as CEO consisted of $40,000 per annum in 2024 and $35,000 per annum in 2023.

Oversight and Description of Director and NEO Compensation

The objective of the Company's compensation program is to compensate the directors and executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development.

The Board has implemented three levels of compensation to align the interests of the executive officers with those of the shareholders. First, executive officers may be paid a monthly consulting fee or salary. Second, the Board may award executive officers long term incentives in the form of stock options. Finally, the Board may award cash or stock bonuses for achieving budgeted revenue and EBITDA targets as approved by the Board.

The Company compensates its executive officers based on their skill and experience levels and the existing stage of development of the Company. Executive officers are rewarded on the basis of the skill and level of responsibility involved in their position, the_individual's experience and qualifications, the Company's resources, industry practice and regulatory guidelines regarding executive compensation levels.

The Company has not defined financial entitlements for directors. Directors of the Company are, however, eligible to participate in the Plan.

Compensation for the most recently completed financial years December 31, 2024 and 2023 should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company's financial resources and prospects.

Pension Disclosure

The Company does not currently provide any pension plan benefits for executive officers, directors, or employees.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth all compensation plans under which equity securities of the Company are authorized for issuance as of December 31, 2024.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights[(1)]	Weighted-average exercise price of outstanding options, warrants and rights ($)	Number of securities remaining available for future issuance under equity compensation plans [(2)]
Plan Category	**(a)**	**(b)**	**(c)**
Equity compensation plans approved by securityholders	597,858	$0.28	569,809
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	597,858	$0.28	569,809

(1) Represents the number of Shares available for issuance upon exercise of outstanding stock options as at December 31, 2024.

(2) Represents the number of Shares remaining available for future issuance under stock options available for grant as of December 31, 2024 under the Company's stock option plan. The maximum number of Shares which may be issued pursuant to options granted under the Stock Option Plan is 10% of the issued and outstanding Shares at the time of grant. See "Particulars of Other Matters to be Acted Upon – Annual Approval of Rolling 10% Stock Option Plan" for further details concerning the stock option plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At the date of this Circular, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries, or, which is owing to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

(i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or its subsidiaries; or

(ii) is indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries; or

(iii) is indebted in relation to a securities purchase program or any other related program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than the election of directors or the appointment of auditors, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (as defined in National Instrument 51-102, *Continuous Disclosure*) or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITOR

MNP LLP, of 1021 Hastings St. W, Suite 2200 - MNP Tower, Vancouver, BC V6E 0C3 are the auditors of the Company. MNP LLP were first appointed as auditors on October 5, 2021.

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of MNP LLP as the auditors of the Company to hold office for the ensuing year at remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

No management functions of the Company or its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or its subsidiaries.

AUDIT COMMITTEE

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee (the "**Committee**") and its relationship with its independent auditor, as set forth in the following.

The Audit Committee's Charter

The Company has adopted a Charter of the Audit Committee of the Board, a copy of which is attached as Appendix "A".

Composition of the Audit Committee

The Audit Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee are appointed by the Board at its first meeting following the annual shareholders' meeting. Unless a chair is elected by the full Board, the members of the Committee designate a chair by a majority vote of the full Committee membership. At the Company's first Board meeting following the Meeting, the Company intends to appoint Scott Young, Michael Sweatman, and Yanika Silina to the Committee for the ensuing year.

The following are the current members of the Committee:

Scott Young [(2)]	Independent [(1)]	Financially literate[1]
Michaael Sweatman	Independent[1]	Financially literate[1]
Yanika Silina	Independent[1]	Financially literate[1]

[(1)]As defined by NI 52-110.

[(2)] *Mr. Scott Young was not independent during the fiscal years ended December 31, 2024 and 2023 when he also held the position of CEO. Mr. Young resigned as CEO on August 21, 2025.*

Relevant Education and Experience

Scott Young - Scott Young is an Audit Committee member and has been a director of the Company since May 25, 2023. Mr. Young was an investment advisor holding both his Canadian and U.S. securities licenses up until 2000. He has worked as a corporate governance and communications consultant since 2000 in the technology, mining and pharmaceutical industries, with clients trading on both Canadian and American stock exchanges. During the 2020 Winter Olympics he was an in-house consultant with Alda Pharmaceuticals which was the infection control sponsor for the games. The Company was also named in the TSX Venture Exchange Top 50 listed companies the same year. Recently he was the Managing Director of Sonoma Resources which completed a Reverse Takeover of Element Lifestyle Retirement ("Element") in December 2015. Over the last five years, Scott has been a consultant to Element along with holding directorships with other TSX Venture Exchange and CSE public companies.

Michael Sweatman - President of MDS Management Ltd., a Vancouver-based management consulting Company. Mr. Sweatman is a Chartered Professional Accountant and operates MDS Management Ltd., a Vancouver-based management consulting company, since November 1992. In addition, Mr. Sweatman serves on a number of reporting companies as director or officer and several other companies which are reporting companies listed on the TSX Venture Exchange. He has served as a director and officer of a number of companies over the past 35 years. Mr. Sweatman obtained his CA designation in 1982 and is a member of the CPABC and CPA Yukon. He obtained his Bachelor of Arts degree in Economics and Commerce in 1982 from Simon Fraser University.

Yanika Silina –Ms. Silina received her diploma in Management Studies in 2011 and her CPA, CMA designation in 2015. Currently, Ms. Silina is a Senior Accountant at Da Costa Management Corp., a BC company that provides management services to public and private companies. In addition, Ms. Silina serves as director or officer on a number of reporting companies listed on the TSX Venture Exchange and the Canadian Securities Exchange.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Exemption for Venture Issuers

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption contained in Section 6.1 of NI 52-110, which exempts the Company from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors" in the Charter of the Committee.

External Auditors Service Fees (By Category)

The fees billed by the Company's external auditors for the December 31, 2024 and December 31, 2023:

	Dec 31, 2024	Dec 31, 2023
Audit Fees[(1)]	$85,871	$91,122
Audit-Related Fees[(2)]	Nil	Nil
Tax Fees[(3)]	Nil	Nil
All Other Fees	Nil	Nil

(1) Audit fees consist of fees for the audit of the Company's annual consolidated financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.
(2) Audit-related fees are fees for assurance and related services related to the performance of the audit or review of the annual financial statements that are not reported under "Audit Fees". These include due diligence for business acquisitions, audit and accounting consultations regarding business acquisitions, and other attest services not required by statute.
(3) Tax fees, tax planning, tax advice and various taxation matters.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Independence of Members of Board

As at the date of this Circular, the Company's Board consists of four (4) directors, three of which are independent based upon the tests for independence set forth in NI 52-110.

Participation of Directors in Other Reporting Issuers

As of the date hereof, the following directors have positions in other reporting issuers:

Name of Director	Other Issuer
Scott Young	**Element Lifestyle Retirement Inc.**
Yanika Silina	**Kesselrun Resources Ltd.**
Michael Sweatman	**None**
Patrick Collins	**N/A**

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, orientation of new members of the Board is conducted by informal meetings with members of the Board, briefings by management, and the provision of copies of or access to the Company's documents.

The Company has not adopted formal policies respecting continuing education for Board members. Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board, through its meetings with management and other informal discussions with management, encourages a culture of ethical business conduct and believes the Company's high caliber management team promotes a culture of ethical business conduct throughout the Company's operations and is expected to monitor the activities of the Company's employees, consultants and agents in that regard.

It is a requirement of applicable corporate law that directors and senior officers who have an interest in a transaction or agreement with the Company promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and, in the case of directors, abstain from discussions and voting in respect to same if the interest is material.

Nomination of Directors

The Company does not have a stand-alone nomination committee. The full Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the industry are consulted for possible candidates.

Compensation

At present, the Board as a whole determines the compensation of the Company's CEO and CFO and does so with reference to industry standards and the financial situation of the Company. The Board has the sole responsibility for determining the compensation of the directors of the Company. See "*Statement of Executive Compensation – Oversight and Description of Director and Name Executive Officer Compensation*".

Given the Company's size, limited operating history and lack of revenues, the Board does not plan to form a compensation committee to monitor and review the salary and benefits of the executive officers of the Company at the present time. The Board will carry out these functions until such time as it considers the formation of a compensation committee to be warranted.

Other Board Committees

As the directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of directors, the Board has determined that additional committees are not necessary at this stage of the Company's development.

Assessments

The Board, the Audit Committee and individual directors are not regularly assessed with respect to their effectiveness and contribution. The Board believes that such assessments are more appropriate for companies of a larger size and complexity which may have significantly larger boards of directors. Where appropriate, the chair of the Board meets with individual directors to discuss their contribution and that of the other directors. Arising from such meetings, if appropriate, the Board considers procedural and substantive changes to increase the effectiveness of the Board, its committees and members.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Annual Approval of Rolling 10% Stock Option Plan

Background Information

Effective November 20, 2014, the Board adopted the Plan, which was drafted in accordance with the CSE policies and rules. The Plan was accepted for filing by the CSE. The Plan was approved by the Shareholders at the Company's last annual general meeting held on May 9, 2023.

The purpose of the Plan is to allow the Company to grant options to directors, officers, employees, management company employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders. Under the Plan, options may be granted with exercise periods of up to ten (10) years as determined by the Board and are required to have an exercise price no less than the closing market price of the Company's Shares prevailing on the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the CSE. Pursuant to the Plan, the Board may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The maximum number of Shares which may be issued pursuant to options granted under the Plan will be a maximum of 10% of the issued and outstanding Shares of the Company at the time of the grant. In addition, the number of Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued Shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. The Plan contains no vesting requirements, but permits the Board to specify a vesting schedule in its discretion. The Plan also provides that if a change of control, as defined therein, occurs, all Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

The Company currently has **15,675,007** issued and outstanding Shares, meaning that the number of options currently available for grant under the Plan would be 10% of that number (on a rolling basis) or **1,567,500**. As of the date of this Circular, the Company had **1,132,143** options outstanding under the Plan.

Shareholder Approval Being Sought

A copy of the Plan is available upon request to any shareholder of the Company at no charge or may be inspected at the registered office of the Company during normal business hours until the date of the Meeting.

The Board and management consider the approval of the Plan to be appropriate and in the best interests of the Company. **Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Shares represented by such form of proxy, properly executed, for the approval of the Plan.**

The text of the ordinary resolution approving the Plan to be submitted to Shareholders at the Meeting is set forth below, subject to such amendments, variations or additions as may be approved at the Meeting:

*"**RESOLVED THAT:***

1. *subject to regulatory approval, the Company's Stock Option Plan, pursuant to which the Directors may, from time to time, authorize the issuance of options to Directors, officers, employees, management company employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding Shares of the Company at the time of the grant, with a maximum of 5% of the Company's issued and outstanding Shares being reserved to any one person on a yearly basis, be and is hereby adopted and approved; and*

2. *any Director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such Director or officer of the Company be necessary or desirable to carry out the intent of the foregoing resolution. "*

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedarplus.ca. Shareholders may contact the Company at (604) 341-6870 to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative audited consolidated financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR+.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

DIRECTORS' APPROVAL

The Board has approved the contents of this Circular and its distribution to each Shareholder entitled to receive notice of the Meeting.

DATED at Vancouver, British Columbia this 30th day of September, 2025.

APPROVED BY THE BOARD OF DIRECTORS

"*Ron Loborec*"

Ron Loborec
Chief Executive Officer

APPENDIX "A"
AUDIT COMMITTEE'S CHARTER

Mandate
The primary function of the audit committee ("**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the following: (a) the financial reports and other financial information provided by the Company to regulatory authorities and shareholders; (b) the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting; and (c) financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to (i) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements; (ii) review and appraise the performance of the Company's external auditors; (iii) provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors; and (iv) to ensure the highest standards of business conduct and ethics.

Composition
The Committee shall be comprised of three Directors as determined by the Board of Directors, each of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee are financially literate. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.
The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a chair is elected by the full Board of Directors, the members of the Committee may designate a chair by a majority vote of the full Committee membership.

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

Agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.
The CEO and CFO or their designate shall be available to attend at all meetings of the Committee upon invitation by the Committee.

Any employees as appropriate shall be available to attend and/or to provide information to the Committee upon invitation by the Committee.

Responsibilities and Duties
To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

a. Review and update this Charter annually.

b. Review the Company's financial statements, MD&A, any annual and interim earning statements and press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion or review rendered by the external auditors.

c. Review changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;

d. Review significant accruals, reserves or other estimates such as any calculations of impairment;

e. Review adjustments raised by external auditors, whether or not included in the financial statements;

f. Review disclosure requirements for any commitments and contingencies;

g. Review expenses incurred by the Chairman of the Board and the CEO of the Company. The Committee is to ensure that the CEO reviews and approves all expenses incurred by direct executive reports of the CEO;

h. Review any other matters required by law, regulation or stock exchange that the Committee feels are important or have been delegated by the Board.

External Auditors

The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board and the Audit Committee. With respect to the activities of the external auditors, the Committee shall:

a. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

b. Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company.

c. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

d. Take or recommend that the full Board of Directors take appropriate action to oversee the independence of the external auditors.

e. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

f. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

g. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

h. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

i. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The preapproval requirement is waived with respect to the provision of non-audit services if:

> i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
>
> ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

a. In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

b. Consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

c. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

d. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

e. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

f. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

g. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

h. Review certification process for certificates.

i. Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

a. Review any related party transactions.

b. Review reports from persons regarding any questionable accounting, internal accounting controls or auditing matters ("Concerns") relating to the Company such that:

i. an individual may confidentially and anonymously submit their Concerns to the Chairman of the Committee in writing, by telephone, or by e-mail;

ii. the Committee reviews as soon as possible all Concerns and addresses same as they deem necessary; and

iii. the Committee retains all records relating to any Concerns reported by an individual for a period the Committee judges to be appropriate.