



IC CAPITALLIGHT CORP.

NOTICE OF THE 2024 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

I am pleased to give you notice that the 2024 annual general and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Shares**”) of IC Capitalight Corp. (the “**Company**” or “**Capitalight**”) will be held at Royal Centre, 1500-1055 W Georgia Street, Vancouver, BC V6E 4N7 on December 11, 2024 at 11:00 a.m. (Pacific Time). The Company is offering Shareholders the online option to listen and participate (but not vote) at the Meeting in real time by conference call at the following coordinates:

Meeting Link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_YjhjNjUzNTMtOWNhNC00ZTNjLThkZmEtOWFiNGM3YzgwZDQ0%40thread.v2/0?context=%7b%22Ti d%22%3a%22c0ac2020-14b3-4dc7-ade5-8a96b7a5e333%22%2c%22Oid%22%3a%2216b52f63-3c83-46f2-9b7f-649491394bb7%22%7d

The Meeting is to be held for the following purposes:

1. To receive the financial statements of the Company for the fiscal year ended December 31, 2023 and the Auditors’ Report thereon.
2. To elect five (5) directors of the Company, each to hold their offices until the next annual meeting of the Shareholders or until their successors have been duly elected and qualified.
3. To approve the re-appointment of MNP LLP, Chartered Accountants, as the Company’s auditors for the ensuing year and to authorize the Board of Directors to fix their remuneration.
4. To ratify and approve the continuation of the Company’s Omnibus Long-Term Incentive Plan and the grant of options.
5. To ratify and approve the continuation of the Company’s Stock Option Plan.
6. To transact other business as may properly come before the Meeting or any adjournments thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular of the Company dated November 5, 2024 (the “**Circular**”).

Only registered Shareholders at such time are entitled to notice of, and to vote at, the Meeting. Only Shareholders of record at the close of business on November 4, 2024 (the “**Record Date**”) will be entitled to vote at the Meeting, and, except as otherwise determined from time to time by directors of the Company, no Shareholders becoming such after the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment thereof or to be treated as a Shareholder of record for purposes of such other action.

At the Meeting shareholders may be asked to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof. The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting, is supplemental to, and is expressly incorporated into and is a part of, this Notice of Annual General and Special Meeting.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder’s shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

The Company will mail the Circular and other related materials of the Meeting (the “**Meeting Materials**”) to Shareholders. The audited financial statements for the fiscal year ended December 31, 2023, can be viewed on the Company’s website at www.capitalight.co and on the Company’s SEDAR+ profile at www.sedarplus.ca. Shareholders that have specifically requested to receive audited financial statements by mail will also receive the audited financial statements for the fiscal year ended December 31, 2023 as part of their Meeting Materials.

ALL SHAREHOLDERS ARE ENCOURAGED TO VOTE IN ADVANCE USING THE FORM OF PROXY/VOTING INSTRUCTION FORM OR USING VOTEPROXYONLINE.COM

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Brian Bosse”

Brian Bosse,
Chief Executive Officer and Director



IC CAPITALLIGHT CORP.

MANAGEMENT INFORMATION CIRCULAR

FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Unless otherwise stated, the information contained in this Circular is as of November 5, 2024.

This Information Circular (this “Circular”) is furnished in connection with the solicitation of proxies by the management of IC Capitalight Corp. (the “Company”) for use at the In Person / Teleconference Call Annual General and Special Meeting (the “Meeting”) of its shareholders to be held on December 11, 2024 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Circular, references to the “Company”, “we” and “our” refer to IC Capitalight Corp. “Shares” means common shares without par value in the capital of the Company. “Registered Shareholders” means shareholders whose Common shares are registered in their name. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

No person is authorized to give any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

All references to shareholders in this Circular and the accompanying Form of Proxy and Notice of Meeting are to be shareholders of record unless specifically stated otherwise. All dollar amounts referenced herein are in Canadian Dollars unless specified otherwise.

SOLICITATION OF PROXIES

This Circular is being sent to holders (the “Shareholders”) of Shares of IC Capitalight Corp. in connection with the solicitation by or on behalf of management of the Company by its Board of Directors (the “Board”) in connection with the annual general meeting of Shareholders to be held on December 11, 2024 at 11:00 a.m. (Pacific Time), or at any adjournment or postponement thereof.

Proxies will be solicited primarily by mail but may also be solicited personally, by telephone or electronically by the regular employees of the Company at nominal costs. Employees of the Company may solicit proxies personally or by telephone at nominal cost. The proxy cut-off date for Shares to be voted in advance of the Meeting will be on December 9, 2024 at 11:00 a.m. (Pacific Time).

Record Date

Registered Shareholders at the close of business on November 4, 2024, the record date for the Meeting, are entitled to receive this Circular and to vote at the Meeting and at any adjournment or postponement thereof. Shareholders have one vote per Share on each matter to be acted upon. A list of the registered Shareholders entitled to vote will be available at the Meeting.

Registered Shareholders

If your Shares are registered directly in your name with the Company’s transfer agent, TSX Trust Company, you are considered, with respect to those Shares, a “Registered Shareholder”. The Meeting Materials have been sent directly to you on the Company’s behalf at the address on file with TSX Trust Company. The Company has engaged the TSX Trust Company, to handle the setup, mailing and tabulation of proxies in relation to the Meeting. See “Manner of Voting and Exercise of Discretion by Proxies – Voting Instructions for Registered Shareholders” for more detailed information on how to vote your Shares.

Beneficial Shareholders

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

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

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

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

Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("OBOs") and those who do not object to their identity being made known to the issuers of the securities which they own ("NOBOs"). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

For this Meeting, Broadridge Financial Solutions, Inc. ("**Broadridge**") will mail the Meeting proxy materials to the Beneficial Shareholders. This year the Company will not be taking advantage of the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* that permit the Company to deliver proxy-related materials directly to its NOBOs and OBOs. As a result, Beneficial Shareholders will receive a Voting Instruction Form ("**VIF**") from Broadridge, which VIF should be completed by the Beneficial Shareholder and returned to Broadridge in the envelope provided or by a delivery option described on the VIF itself, which contains complete instructions. Broadridge will tabulate the results of the VIFs received from Beneficial Shareholders and will provide appropriate instructions at the Meeting with respect to the Shares represented by the VIFs Broadridge receives.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and accordingly, if the OBO's intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Appointment and Submission of Proxies

The persons named in the enclosed form of proxy are directors and/or officers of the Company. A Shareholder has the right to appoint a person or company (who need not be a Shareholder of the Company), other than the persons designated in the accompanying form of proxy or voting instruction form, to represent the Shareholder at the Meeting. Such right may be exercised by inserting the name of such person or company in the blank space provided in the proxy or by completing another proper form of proxy or voting instruction form. In all cases, the completed proxy is to be delivered to the TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, Attention: Proxy Department, by December 9, 2024 at 11:00 a.m. (Pacific Time). **You can also submit your proxy votes online through [voteproxyonline.com](https://www.voteproxyonline.com) and using the control number that will be provided on the Proxy/VIF.**

Manner of Voting and Exercise of Discretion by Proxies

Your Shares will be voted at the Meeting in accordance with the instructions contained in the form of proxy or voting instruction form. Your Shares will be voted for, against or withheld from voting in accordance with your instructions on any ballot that may be called for and, if you specify a choice with respect to any matter to be acted upon, your Shares will be voted accordingly.

IF YOU RETURN A SIGNED FORM OF PROXY OR VOTING INSTRUCTION FORM WITHOUT INDICATING YOUR VOTE, YOUR SHARES WILL BE VOTED “FOR” EACH OF THE MATTERS PUT FORTH AT THE MEETING.

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to any amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting.

The grant of a proxy on the enclosed form of proxy or voting instruction form does not preclude a Shareholder from voting in person. Shareholders that attend in person at the Meeting and that have not already voted by proxy will be permitted to vote their Shares during the Meeting by requesting a ballot from the scrutineer at the start of the Meeting.

Voting Instructions for Registered Shareholders

If you are a Registered Shareholder, you can vote your Shares using any one of the following methods:

1. Via the internet at www.voteproxyonline.com; **or**
2. Signing and returning the enclosed form of proxy appointing the named persons or some other person you choose, who need not be a Shareholder, to represent you as proxyholder and vote your Shares at the Meeting; **or**
3. Attending the Meeting in person and voting at the Meeting.

Voting Instructions for Proxyholders

Duly appointed proxyholders, including Non-Registered Shareholders who have been duly appointed by a Registered Shareholder as proxyholder, can attend and vote at the Meeting.

The grant of a proxy on the enclosed form of proxy or voting instruction form does not preclude a Shareholder from voting in person. Registered Shareholders that attend in person and that have not already voted by proxy will be permitted to vote their Shares during the Meeting by voting when prompted during the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified in the Proxy and, if applicable, for the nominees of management for directors and auditor as identified in the Proxy.

Revocability of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to TSX Trust Company, or at the address of the Company at 7934 Government Rd., Burnaby, British Columbia, V5A 2E2, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any

reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or

(b) personally attending the Meeting and voting the registered shareholder's Shares.

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

Quorum and Approval

The presence in person or by proxy of two persons holding at least 1/20 of the outstanding Shares of the Company constitutes a quorum for the Meeting. There are no cumulative voting rights. The scrutineer who will be appointed for the Meeting will tabulate votes cast by proxy or in person and will determine whether or not a quorum is present.

Unless otherwise noted, approval of matters to be placed before the Meeting are by "ordinary resolution", which is a resolution passed by a simple majority (50% plus 1) of the votes cast by shareholders of the Company entitled to vote and present in person or represented by proxy.

Solicitation Costs

The Company will pay the cost of solicitation of proxies on behalf of the Board. In addition to mail, proxy solicitation may be made through other means, including by telephone, electronically, and personal interview by our officers, directors and employees. The Company does not intend to pay for an intermediary to deliver to OBOs (within the meaning of such term under NI 54-101, the proxy-related materials and Form 54-101F7), and therefore OBOs will not receive the materials unless their intermediary assumes the costs of delivery. The Company is sending proxy related material to NOBOs.

Notice to Shareholders in the United States

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

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

INTEREST OF CERTAIN PERSON IN MATTERS TO BE ACTED UPON

No director or officer of the Company, nor any person who has held such a position since the beginning of the last completed financial year-end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter of business to be acted upon at the Meeting, other than the election of directors of the Company, the Omnibus Plan Resolution and the Option Plan Resolution as may otherwise be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issued an unlimited number of Shares.

As of the date hereof, the Company had 117,258,124 Shares issued and outstanding, all of which are Shares, each of

which carries the right to one vote on all matters that may come before the Meeting.

To the knowledge of the directors and executive officers of the Company, no person or Company beneficially owns, or controls or directs, directly or indirectly, Shares carrying in excess of 10% of the voting rights attached to all outstanding Shares of the Company other than as set forth below:

Name of Shareholder	Number of Shares Owned	Percentage of Outstanding Shares
Brian Bosse	36,011,805 ⁽¹⁾	30.71%
Douglas R. MacQuarrie	21,397,200 ⁽²⁾	18.25%

Notes:

- (1) 36,011,805 Shares owned through Bluespring Investment Strategies Inc.
- (2) Of these 21,397,200 Shares, 5,787,500 are held indirectly in the name of MIA Investments Ltd., a private company wholly owned by the MacQuarrie Family Trust and 200,000 are held indirectly in the name of Roberta MacQuarrie.

MANAGEMENT CONTRACTS

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

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended December 31, 2023, together with the auditor's report thereon, will be presented to the Shareholders at the Meeting. The Company's financial statements and management discussion and analysis are available on SEDAR+ at www.sedarplus.ca.

2. ELECTION OF DIRECTORS

The Company's practice is to hold annual elections for directors and at meetings of Shareholders called for this purpose. Each director is elected individually. The number of directors has been set at six (6).

The Company's board of directors is currently consisted of five directors: **Brian Bosse, Bryan Loree, Douglas R. MacQuarrie, Veronika Hirsch, and Elliot Beutel**. Management of the Company proposes to nominate all of the current directors, as further described in the table below, for election by the Shareholders as directors of the Company. Directors of the Company will hold their offices until the next annual meeting of Shareholders or until their successors have been duly elected and qualified or until the earlier of resignation, removal of office or death. Executive officers of the Company are appointed by the Board to serve until their successors are elected and qualified.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the BCA, each director elected at the Meeting will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets forth the name, province and country of residence, age, Company position and principal occupation of the nominated directors of the Company as well as their respective shareholdings. There are no family relationships between any director, nominee or executive officer of the Company.

Name	Age	Company Position	Principal Occupation ⁽³⁾	Director Since	# of Voting Securities Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽³⁾
Brian Bosse ⁽¹⁾ Toronto, ON	51	CEO and Director	CEO and director of Capitalight.	January 2017	36,011,805 ⁽⁴⁾ (30.71%)
Bryan Loree ⁽²⁾ Burnaby, BC	48	CFO and Director	CFO and director of Cannabix Technologies Inc., CFO of and director Max Power Mining Corp.	June 2008	2,741,350 (2.34%)
Douglas R. MacQuarrie ⁽²⁾ Whistler, BC	71	Director	Non-Executive Chairman of Asante Gold Corporation, and President of MIA Investments Ltd.	April 2016	21,397,200 ⁽⁵⁾ (18.25%)
Veronika Hirsch ⁽²⁾ Thornbury, ON	69	Director	Investor	May 2019	Nil
Elliot Beutel ⁽²⁾ Toronto, ON	35	Director	Analyst and junior portfolio manager at Oakwest Corporation Ltd.	June 2021	400,000 (0.34%)

Notes:

- (1) Brian Bosse and Bryan Loree are non-independent directors as they are executive officers of the Company.
- (2) Douglas R. MacQuarrie, Veronika Hirsch, and Elliot Beutel are independent directors of the Company.
- (3) The information as to principal occupation and voting securities (defined as securities that, by their terms, provide the securityholders with a presently exercisable right to vote for the election of directors) beneficially owned or controlled or directed, directly or not directly, not being within the knowledge of the Company, has been furnished by the respective nominees. The number of voting securities exclude stock options held by the Directors.
- (4) 36,011,805 Shares owned through Bluespring Investment Strategies Inc.
- (5) Of these 21,397,200 Shares, 5,787,500 are held indirectly in the name of MIA Investments Ltd., a private company wholly owned by the MacQuarrie Family Trust and 200,000 are held indirectly in the name of Roberta MacQuarrie.

Biographies of the Nominated Directors of the Company

Brian Bosse – CEO and Director

Brian Bosse has served as CEO of the Company since March 15, 2018. Mr. Bosse is an investment professional with two decades of experience in commodities, as well as both private and public equity. Mr. Bosse has served as a business turnaround specialist for a number of Canadian investment firms. Commencing with Byron Securities and concluding with Société Générale, he spent a decade restructuring equity sales and trading departments, as well as proprietary investment divisions. Mr. Bosse has a Bachelor of Arts in Economics (Honours) from Wilfrid Laurier University's School of Business and Economics. He became a CFA charter holder in 2001.

Douglas R. MacQuarrie - Director

Douglas R. MacQuarrie is a consulting geologist/geophysicist specializing in gold exploration in West Africa. Most notably, Mr. MacQuarrie is responsible for the acquisition and or discovery of significant gold deposits in Canada and in Ghana including, as former CEO of PMI Gold Corporation, the development of the 5Moz Obotan gold deposit in Ghana (now the Galiano Gold Mine). Mr. MacQuarrie is also formerly the Non-Executive Chairman, founder and Director of Asante Gold Corporation, a Ghana based gold producer that owns and operates the Bibiani and Chirano gold mines that have produced more than 8 Moz of gold. Mr. MacQuarrie received a combined Honours degree in Geology and Geophysics from the University of British Columbia in 1975.

Bryan Loree – CFO and Director

Bryan Loree was previously the CFO of the Company from June 2008 to April 2019. Mr. Loree is the CFO and director of Cannabix Technologies Inc., a technology company listed on the CSE, and the CFO and director of Max Power Mining Corp., a mineral exploration company listed on the CSE. Mr. Loree has held various senior accounting

roles for public and private companies in various industries including, renewable energy, exploration, and construction. Mr. Loree holds a Chartered Professional Accountant, CMA designation, a Financial Management Diploma from the British Columbia Institute of Technology, and a Bachelor of Arts from Simon Fraser University.

Veronika Hirsch - Director

Veronika Hirsch was a co-founder of Integrated Asset Management Corp., and served as Vice President and/or Portfolio Manager of Prudential Insurance Co. Of America, AGF, Fidelity and most recently Arrow Capital. Ms. Hirsch is a highly regarded Canadian equity manager with over 25 years' experience and is now retired. Ms. Hirsch holds a Bachelor of Commerce degree from McGill University and is a fellow of the Life Management Institute.

Elliot Beutel – Director

Mr. Beutel became a Director in June 2022. He started his career working in mortgage underwriting for a Canadian bank before attending the University of Toronto's Rotman school of Management where he received his MBA in 2018. Since then he has been working at Oakwest Corporation, a value oriented family office as an analyst and junior portfolio manager. Mr. Beutel holds a BA from Queens University.

Cease Trade Orders, Bankruptcies and Sanctions

Bryan Loree is the CFO and Director of TGS Esports Inc. ("TGS") which was subject to a Cease Trade Order ("CTO") issued by the British Columbia Securities Commission on November 4, 2021 for failure to file its audited annual financial statements. Subsequently, the Company filed its audited annual financials on December 16, 2021 and its first quarter on December 17, 2021. The CTO was revoked on December 23, 2021.

Except as disclosed herein above, no director or proposed director:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer ("CEO") or chief financial officer ("CFO") of any company (including the Company in respect of which this Circular is prepared) that,
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Company in respect of which this Circular is prepared) 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.

Conflicts of Interest

To the best of our knowledge, and other than as disclosed in this Circular, there are no known existing or potential conflicts of interest between the Company and any of the directors or officers.

Penalties or Sanctions

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities

legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable securityholder making a decision about whether to vote for the proposed director.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the nominees named herein as directors of the Company until the close of the next annual general meeting.

3. APPROVAL OF RE-APPOINTMENT OF MNP LLP AS AUDITORS

MNP LLP (“MNP”) served as auditor for the fiscal year ended December 31, 2023. At the Meeting the Shareholders will be asked to re-appoint MNP, Chartered Professional Accountants, to the position of auditor of the Corporation for the ensuing year and to authorize the Board to fix their remuneration.

To be approved, the resolution must be passed by a simple majority of the votes cast by the holders of Shares at the Meeting. **Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of MNP LLP, Chartered Professional Accountants, as Auditor of the Company until the close of the next annual general meeting and to authorize the Directors to determine the Auditor’s remuneration.**

PARTICULARS OF MATTERS TO BE ACTED UPON

4. CONTINUATION OF OMNIBUS LONG-TERM INCENTIVE PLAN

The Company has in place a 10% “rolling” Omnibus Long-Term Incentive Plan dated effective November 19, 2020 and last approved by the shareholders at the last annual general and special shareholders meeting (the “**Omnibus Plan**”). The purpose of the Omnibus Plan is to promote the interests of the Company and its stockholders by aiding the Company in attracting and retaining employees, officers, consultants, and other service providers of assuring the future success of the Company, to offer such persons incentives to put forth maximum efforts for the success of the Company’s business and to compensate such persons through various stock and cash-based arrangements and provide them with opportunities for stock ownership in the Company, thereby aligning the interests of such persons with the Company’s stockholders. The Omnibus Plan provides the Board with the ability and flexibility to make broader and different forms of equity rewards as part of its need to retain a competitive compensation structure for its directors, officers, executives, employees, consultants and service providers.

Under the Omnibus Plan, the Company has the means to grant options (the “**Omnibus Options**”), restricted share units (“**RSUs**”), deferred share units (“**DSUs**”), share appreciation rights (“**SARs**”) and retention awards (“**Retention Awards**”), and together with the Omnibus Options, the RSUs, the DSUs and the SARs, the “**Awards**”) to directors, officers, senior executives and other employees of the Company or a subsidiary, consultants and service providers providing ongoing services to the Company and its affiliates (“**Eligible Participants**”, and when such Eligible Participants are granted Awards, the “**Participants**”) in order to attract, retain and motivate such persons as individuals whose skills, performance and loyalty to the objectives and interests of the Company are necessary to the Company’s success, to incentivize them to continue their services for the Company, and to align their interests with those of the Company.

Under the Omnibus Plan, the maximum number of Shares issuable at any time pursuant to outstanding Awards will be equal to 10% of the issuance and outstanding Shares, as measured as at the date of any Award grant.

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

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

The Omnibus Plan is administered and interpreted by the Board. The Board may decide by resolution to appoint a committee of at least three members to administer and interpret the Omnibus Plan. The Board and the committee may

also delegate to one or more officers of the Company, or to a committee of such officers, the authority, subject to such terms and limitations as the Board or the committee may determine, to grant, cancel, modify, waive rights with respect to, alter, discontinue, suspend or terminate Awards.

The following is a summary of certain provisions of the Omnibus Plan. This summary is intended as a summary only and is qualified in its entirety by reference to the Omnibus Plan, which is attached as Schedule “B” to this Circular.

Material Terms of the Option Plan

The following is a summary of the material terms of the Omnibus Plan:

- (a) Subject to adjustment, the total number of Shares reserved and available for grant and issuance pursuant to Awards under the Omnibus Plan shall not exceed a number of Shares equal to ten percent (10%) of the total issued and outstanding Shares of the Company at the time of granting of Awards (on a non-diluted basis) or such other number as may be approved by the Shareholders of the Company from time to time.
- (b) Subject to adjustment, the total number of Shares reserved and available for grant and issuance pursuant to Awards under the Omnibus Plan to persons providing investor relations activities shall not exceed a number of Shares equal to one percent (1%) of the total issued and outstanding Shares of the Company in any 12-month period.
- (c) Any increase in the issued and outstanding Shares (whether as a result of exercise of Awards or otherwise) will result in an increase in the number of Shares that may be issued on Awards outstanding at any time and any increase in the number of Awards granted will, upon exercise, make new grants available under the Omnibus Plan.
- (d) The Omnibus Plan does not include insider participation limits.
- (e) The option price for Shares that are the subject of any Omnibus Option shall be determined by the Board at the time the Omnibus Option is granted but may not be less than market at the time of grant. The terms of the Omnibus Plan allow for the exercise of an Option on a cashless basis. The number of Shares received on the cashless exercise of an option is determined by taking (i) the difference between the market value and the exercise price of such option, (ii) multiplying that difference by the number of Shares to which such Omnibus Option relates, and then (iii) dividing that product by the market value.
- (f) Each Eligible Participant may elect, once each calendar year, to be paid a percentage of his or her annual retainer in the form of DSUs. The number of DSUs an Eligible Participant is entitled to receive is calculated by taking (i) the percentage elected by the Eligible Participant, (ii) multiplying that percentage by the Eligible Participant’s annual retainer, and then (iii) dividing that product by the market value.
- (g) The purchase price of an RSU is determined by the Board and may be zero.
- (h) The exercise price of a SAR shall be fixed by the Board but may not be less than the market value at the time of grant. Upon exercise, the holder is entitled to receive the number of Shares equal to the excess of the market value on the effective date of such exercise over the exercise price of the SAR.
- (i) A retention award entitles an Eligible Participant to receive the number of Shares that is equal to the retention payment divided by the Market Value on the vesting date of the retention award, disregarding fractions and less any amounts withheld for taxes.
- (j) a holder of DSUs and RSUs is entitled to receive additional DSUs or RSUs (or fractions thereof) when dividends are declared and paid on Shares. The additional DSUs and RSUs are based on (i) the actual amount of dividends that would have been paid if the Participant had held Shares under the Omnibus Plan on the applicable record date divided by (ii) the market value on the date on which the dividends on Shares are payable.
- (k) The Board shall, from time to time by resolution, determine the vesting provisions of the Options.

- (l) The Board may, at the time of grant, make DSUs subject to restrictions and conditions (i.e. continuing employment or achievement of pre-established performance goals). DSUs are exercisable immediately following the date a Participant resigns or is terminated.
- (m) The relevant conditions and vesting provisions of a RSU are determined by the Board. In making its determination regarding the vesting requirements applicable to any RSUs, the Board shall ensure that such requirements are not considered a “salary deferral arrangement” for purposes of applicable legislation.
- (n) The relevant conditions and vesting provisions of a SAR and Retention Award are determined by the Board.
- (o) The Board shall determine the period in which an Option is exercisable. An Option cannot expire later than ten (10) years from the date it is granted.
- (p) A Participant may redeem his or her DSUs up to the 120th day after the date of his or her termination.
- (q) The Board shall determine the restricted period, provided such restricted period cannot expire later than December 31 of the year that is three (3) years after the calendar year in which the grant of RSUs was made.
- (r) The Board shall determine the period during which a SAR is exercisable, provided such period cannot expire more than ten (10) years from the date the SAR was granted.
- (s) The relevant conditions and vesting provisions of a Retention Award are determined by the Board (including the performance period and criteria, if any).
- (t) Any Option, SAR or Retention Award, or any unexercised or unvested portion thereof, shall terminate when a Participant ceases to be an Eligible Participant for “cause”.
- (u) Any vested Option, SAR or Retention Award or the unexercised portion thereof (“**Vested Award**”), may be exercised by the estate of a Participant if such Participant dies while he or she is an Eligible Participant: (i) within one (1) year of the Participant’s death or (ii) prior to the expiration of the original term of such Vested Award, whichever is earlier.
- (v) Any Option, SAR or Retention Award, or Vested Award, may be exercised by the Participant or his/her representative as the rights to exercise accrue: (i) within three (3) years of the disability, (ii) until the Participant becomes eligible for long-term disability benefits, or (iii) prior to the expiration of the original term of the Award, whichever is earlier.
- (w) Awards granted under the Omnibus Plan are transferrable or assignable only to a “permitted assign”. A permitted assign means the spouse of a Participant or a trustee, holding entity, or RRSP/RRIF of the Participant or his or her spouse.
- (x) In the event of a change in control, a reorganization, an amalgamation, an arrangement, a take-over bid for all of the Shares or the sale or disposition of all or substantially all of the property and assets of the Company, the Board may make such provision for the protection of the rights of the Participants as the Board in its discretion considers appropriate in the circumstances.

Omnibus Plan Continuation Resolution

At the Meeting, Shareholders will be asked to consider and vote on the ordinary resolution to ratify and approve the continuation of the Omnibus Plan, as attached as Schedule C to this Information Circular, as follows:

“THEREFORE IT IS RESOLVED THAT:

1. the Company’s Omnibus Long-Term Incentive Plan dated for reference November 19, 2020 (the “**Omnibus Plan**”) be ratified and approved for continuation until the next shareholder’s approval as required by the policies of the Canadian Securities Exchange and other applicable laws;

2. the Awards granted under the Option Plan be and are hereby ratified, confirmed and approved; and
3. any one officer or director of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such acts and things as he or she may determine to be necessary or desirable in order to carry out the foregoing provisions or this resolution, the execution of any such document or the doing of any such acts and things being conclusive evidence of such determination.”

This ordinary resolution requires a simple majority of the votes cast in favour at the Meeting by Shareholders present in person or by proxy. The Board unanimously recommends Shareholders vote FOR the ordinary resolution to approve the Omnibus Plan for continuation. **The persons named in the Proxy intend to cast the votes received in favour of Management FOR the continuation of the Omnibus Plan unless the Shareholder has specified in the Proxy that his or her Shares are to be voted against such resolution.**

5. CONTINUATION OF STOCK OPTION PLAN

The Company has in place a 10% “rolling” Stock Option Plan last approved by the shareholders of the Company at the annual general and special meeting of the shareholders on May 15, 2019 (the “**Option Plan**”). The Option Plan was approved and established as the primary plan of the Company prior to the adoption of the Omnibus Plan.

The Company adopted the Omnibus Plan to advance the interests of the Company, by providing an additional incentive to attract, retain and motivate highly qualified and competent persons who are key to the Company and upon whose efforts and judgment the success of the Company and its subsidiaries is largely dependent. The Omnibus Plan subsequently became the primary plan of the Company following the adoption.

In respect to the Option Plan, no further options have been or shall be granted under the Option Plan, all options granted under the Option Plan that remain outstanding shall continue to be governed by the terms and conditions of the Option Plan, the Option Plan will terminate on April 11, 2029, and the Omnibus Plan replaced the Option Plan as the Company’s primary incentive plan on November 19, 2020.

The Option Plan is administered by the Board, or if the Board so elects, by a committee (which may consist of only one person) appointed by the Board from its members. All options granted in accordance with the Option Plan shall be in accordance with the policies of the CSE and Securities Laws.

Each option granted pursuant to the Option Plan shall be evidence by an option certificate, which must be legended pursuant to CSE Policy and Securities Laws.

Material Terms of the Option Plan

The following is a summary of the material terms of the Option Plan:

- (a) The exercise price of an option granted under the Option Plan shall not be less than the greater of the closing market price of the Shares on (i) the trading day prior to the date of the grant of the options, and (ii) the date of the grant of the options;
- (b) The exercise price of an Option shall not be less than permitted by the policies of the CSE;
- (c) Each option shall, unless terminated, expire on the date determined by the Board, which shall not be later than the tenth anniversary of the date of grant, or such shorter period as may be prescribed by the CSE;
- (d) The Board may, upon granting an option, specify a particular vesting period following the date of the granting of option during which the option holder may exercise the option to purchase Shares and may designate the exercise price and the number of Shares in respect of which such option holder may exercise options during each such time period;

- (e) The number of Shares reserved for issuance under the Option Plan to any one person (and companies wholly owned by that person) shall not exceed 5% of the Shares in any 12-month period, unless a disinterested shareholder's approval has been obtained;
- (f) If the engagement of an optionee is terminated for cause, any option granted hereunder to such option holder shall terminate and cease to be exercisable immediately upon the option holder ceasing to be a director, employee or consultant by reason of termination for cause.
- (g) If the engagement of an option holder as a director, employee or consultant of the Company is terminated for any reason other than cause, disability or death, or if such director, employee, or consultant resigns, as the case may be, the option holder may exercise any option granted hereunder to the extent that such option was exercisable and had vested on the date of termination until the date that is the earlier of (i) the expiry date of the options, and (ii) the date that is 90 days after the effective date of the option holder ceasing to be a director, employee or consultant for that other reason.
- (h) If the engagement of an option holder as a consultant performing investor relations services is terminated for any reason other than cause, disability or death, the option holder may exercise any option granted hereunder to the extent that such option was exercisable and had vested on the date of termination until the date that is the earlier of (i) the expiry date of the options, and (ii) the date that is 30 days after the effective date of the option holder ceasing to be a consultant for that other reason.
- (i) If an option holder dies, the option holder's lawful personal representatives, heirs or executors may exercise any option granted hereunder to the option holder to the extent such option was exercisable and had vested on the date of death until the earlier of (i) the expiry date of the options, and (ii) one year after the date of death of such option holder.
- (j) If an option holder ceases to be eligible, due to disability, or, in the case of an option holder that is a company, the disability of the person who provides management or consulting services to the Company or its affiliates, the option holder may exercise any option granted hereunder to the extent that such option was exercisable and had vested on the date of disability until the earlier of (i) the expiry date of the options, and (ii) the date that is one year after the date of disability.
- (k) If an option holder ceases to be one type of eligible person but concurrently is or becomes one or more other type of eligible person, the option will not terminate but will continue in full force and effect and the option holder may exercise the option until the earlier of (i) the expiry date of the options, and (ii) the applicable date set forth in the Option Plan where the option holder ceases to be any type of eligible person. If the option holder is an employee, the option will not be affected by any change of the option holder's employment where the option holder continues to be employed by the Company or its affiliates.
- (l) All options will be exercisable only by the option holder to whom they are granted and will not be assignable or transferable; and
- (m) If there is a change of control, then all outstanding options, whether fully vested and exercisable or remaining subject to vesting provisions or other limitations on exercise, shall be exercisable in full to enable the optioned shares subject to such options to be issued and tendered to such bid.

The foregoing summary of the Option Plan is not complete and is qualified in its entirety by reference to the Option Plan, a copy of which will be available for inspection at the Meeting and is available on SEDAR+ under the Company's profile at www.sedarplus.ca. A Shareholder may also obtain a copy of the Option Plan by contacting the Company.

Option Plan Continuation Resolution

At the Meeting, Shareholders will be asked to consider and vote on the ordinary resolution to ratify and approve the continuation of the Option Plan as follows:

“THEREFORE IT IS RESOLVED THAT:

1. the Company’s Stock Option Plan dated for reference May 15, 2019 (the “**Option Plan**”) be ratified and approved for continuation until the next shareholder’s approval as required by the policies of the Canadian Securities Exchange and other applicable laws; and
2. any one officer or director of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such acts and things as he or she may determine to be necessary or desirable in order to carry out the foregoing provisions or this resolution, the execution of any such document or the doing of any such acts and things being conclusive evidence of such determination.”

This ordinary resolution requires a simple majority of the votes cast in favour at the Meeting by Shareholders present in person or by proxy. The Board unanimously recommends Shareholders vote FOR the ordinary resolution to approve the Option Plan for continuation. **The persons named in the Proxy intend to cast the votes received in favour of Management FOR the continuation of the Option Plan unless the Shareholder has specified in the Proxy that his or her Shares are to be voted against such resolution.**

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management knows of no matters to come before the Meeting other than the matters referred to in the notice of Meeting. Receipt at the Meeting of reports to the directors and auditors and the Company’s financial statements for its last completed financial year and the auditors’ report thereon will not constitute approval or disapproval of any matters referred to therein. If any matters which are not now known should properly come before the Meeting, the accompanying form of proxy will be voted on such matters in accordance with the best judgment of the person voting it.

STATEMENT OF EXECUTIVE COMPENSATION

Under National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and in accordance with Form 51-102F6V – *Statement of Executive Compensation*, requires the disclosure of certain financial and other information relating to the compensation of the Chief Executive Officer, Chief Financial Officer and the three most highly compensated executive officer, other than the CEO and CFO, who was serving as an executive officer at the end of financial year ended December 31, 2023 and whose total compensation exceeded CAD\$150,000, for that financial year (collectively, “**NEO**” or the “**Named Executive Officers**”) and of the directors of the Company.

As of the year-ended December 31, 2023, the Company had three individuals that qualified as NEOs: **Brian Bosse**, President, CEO and director, **Marc Johnson**, former CFO and director, and **Bryan Loree**, CFO and director. The independent directors of the Company are **Douglas R. MacQuarrie**, **Veronika Hirsch**, and **Elliot Beutel**.

Compensation of Named Executive Officers

The Company does not have a Compensation or Nominating Committee at the present time. All tasks related to developing and monitoring the Company’s approach to the compensation of officers of the Company and to developing and monitoring the Company’s approach to the nomination of directors to the Board are performed by the members of the Board. The compensation of the NEOs and the Company’s employees is reviewed, recommended, and approved by the independent directors of the Company.

The objectives of the compensation program are to balance the need to offer competitive compensation compared to industry standards in order to attract and retain high-calibre executives against the need to provide compensation programs that are fair and reasonable from the perspective of shareholders.

The basic elements of the compensation program are base compensation, annual incentive bonuses and the Omnibus Plan.

Base Salary, Consulting Fees, Retainer or Commission

On an individual basis, base salaries, consulting fees, retainers and commissions are reviewed for each executive officer, including the CEO and CFO, and where it is deemed necessary, changes are made. In order to ensure that base compensation is competitive relative to other similar positions within the investment industry in Canada, surveys of such compensation may be examined. Other considerations taken into account when examining base compensation include years of experience, the potential contribution which the individual can make to the success of the Company and the level of responsibility and authority inherent in the job and the importance of maintaining internal equity within the organization.

Annual Incentives

The Board may recommend bonuses be paid to executive officers of the Company when their performance warrants additional consideration. There is currently no annual bonus plan, and no compensation is directly tied to performance criteria.

Security-Based Incentives

Options to purchase the Shares of the Company encourage executive officers to own and hold the Company's Shares and are a method of linking the performance of the Company and the appreciation of share value to the compensation of the executive officer. When determining the number of options granted to an executive officer, items such as the relative position of the individual officer, the contribution made by that officer during the review period and the number of options granted previously would be taken into consideration. Options are presently awarded pursuant to the Omnibus Plan.

Perquisites

Perquisites such as health benefits and other usual perquisites may be provided for executives in accordance with local practices in order.

Employment, Consulting and Management Agreements

The following are the material terms of each agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the company or any of its subsidiaries that were performed by a director, NEO or was performed by any other party but are services typically provided by a director or NEO.

- Brian Bosse: The Company signed a multi-year consulting agreement with Brian Bosse on October 2, 2019 through his consulting company, Bluespring Investment Strategies Inc. (“**Bluespring**”). As part of the agreement, as of January 1, 2020, Bluespring is entitled to receive an annual base consulting fee of \$150,000 plus additional annual equity compensation of \$150,000. Bluespring waived the annual base consulting fee of \$150,000 from the 2023 compensation.
- Marc Johnson: The Company has not signed a long-term consulting or employment agreement with Marc Johnson. His consulting company, MDJ Capital Inc., is entitled to receive a base consulting fee of \$5,000 per month plus additional hourly amounts based on hours billed to the Company until his resignation dated November 22, 2023.
- Bryan Loree: The Company has not signed a long-term consulting or employment agreement with Bryan Loree. Mr. Loree is entitled to receive a base CFO fee of \$1,000 per month.

Compensation of Directors

The directors of the Company currently do not receive cash payments for their services. However, such individuals are eligible to receive security-based compensation pursuant to the Omnibus Plan.

Summary Compensation Table

The following table is a summary of the compensation paid, directly or indirectly, to the Named Executive Officers and directors of the Company for the two most recently completed financial years:

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Brian Bosse CEO, President and Director ^(A)	2023	150,000	-	-	-	-	150,000
	2022	150,000	-	-	-	-	150,000
Marc Johnson Former CFO and Director ^(B)	2023	60,000	-	-	-	-	60,000
	2022	113,305	-	-	-	-	78,600
Bryan Loree CFO and Director ^(C)	2023	2,000	-	-	-	-	2,000
	2022	-	-	-	-	-	-
Douglas R. MacQuarrie Director ^(D)	2023	-	-	-	-	-	-
	2022	-	-	-	-	-	-
Veronika Hirsch Director ^(E)	2023	-	-	-	-	-	-
	2022	-	-	-	-	-	-
Elliot Beutel Director ^(F)	2023	-	-	-	-	-	-
	2022	-	-	-	-	-	-

Notes:

- (A) Brian Bosse became the Chief Executive Officer on March 15, 2018, and a Director on January 5, 2017.
- (B) Marc Johnson became the Chief Financial Officer on April 5, 2019 a Director on November 13, 2018 and resigned on November 22, 2023.
- (C) Bryan Loree became a Director on June 12, 2008, and resumed as CFO on November 22, 2023.
- (D) Douglas R. MacQuarrie became a Director on April 13, 2016.
- (E) Veronika Hirsch became a Director on May 15, 2019.
- (F) Elliot Beutel became a Director on June 23, 2021.

Options and Other Compensation Securities

During the financial year ended December 31, 2023, there was no options granted to the Named Executive Officers of the Company. The following table sets forth the information of the outstanding compensation securities granted to the directors and Named Executive Officers.

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
Brian Bosse CEO, President and Director	Options	650,000 (10.71%)	2020-01-22	0.05	0.05	0.075	2025-01-22
		100,000 (1.79%)	2021-02-12	0.065	0.055	0.09	2026-02-12
		200,000 (3.57%)	2022-07-29	0.065	0.065	0.030	2027-07-29
Marc Johnson Former CFO and Director	Options	-	-	-	-	-	-
Bryan Loree CFO and Director	Options	400,000 (7.14%)	2020-01-22	0.05	0.05	0.075	2025-01-22
		200,000 (3.57%)	2021-02-12	0.065	0.055	0.09	2026-02-12
		200,000 (3.57%)	2022-07-29	0.065	0.065	0.030	2027-07-29
Douglas R. MacQuarrie Director	Options	300,000 (5.36%)	2020-01-22	0.05	0.05	0.075	2026-02-12
		200,000 (3.57%)	2021-02-12	0.065	0.055	0.09	2027-07-29
		200,000 (3.57%)	2022-07-29	0.065	0.065	0.030	2027-07-29
Veronika Hirsch Director	Options	300,000 (5.36%)	2020-01-22	0.05	0.05	0.075	2025-01-22
		200,000 (3.57%)	2021-02-12	0.065	0.055	0.09	2026-02-12
		200,000 (3.57%)	2022-07-29	0.065	0.065	0.030	2027-07-29
Elliot Beutel Director	Options	400,000 (7.14%)	2022-07-29	0.065	0.065	0.030	2027-07-29

Exercise of Options and Other Compensation Securities

There were no compensation securities exercised by any of the NEOs or directors of the Company during the financial year ended December 31, 2023.

Pension Plan Benefits

For the most recently completed financial year ended December 31, 2023, the Company did not have any pension or retirement benefit plans and none are proposed at this time.

EXISTING EQUITY COMPENSATION PLANS

The Company has two (2) equity compensation plans approved by shareholders, being the Omnibus Plan and the Option Plan.

In respect to the Option Plan, no further options have been or shall be granted under the Option Plan, all options granted under the Option Plan that remain outstanding shall continue to be governed by the terms and conditions of the Option Plan, the Option Plan will terminate on April 11, 2029, and the Omnibus Plan replaced the Option Plan as the Company's primary incentive plan on November 19, 2020.

The purpose of the Omnibus Plan is to advance the interests of the Company, by providing an additional incentive to attract, retain and motivate highly qualified and competent persons who are key to the Company and upon whose efforts and judgment the success of the Company and its subsidiaries is largely dependent.

Pursuant to the Omnibus Plan, the Board may from time to time, in its discretion, and in accordance with CSE requirements, grant to directors, officers, consultants and employees of the Company and its affiliates, security-based incentives, including stock options to acquire Shares at an exercise price for a period of up to ten years from the date of the grant if the vesting provisions are satisfied, RSUs that can be converted into Shares if the vesting provisions are satisfied, provided that the number of Shares reserved for issuance thereunder may not exceed 10% of the total issued and outstanding Shares at the date of the grant.

For more details of the summaries Omnibus Plan and the Option Plan, see section "CONTINUATION OF OMNIBUS LONG-TERM INCENTIVE PLAN" and section "CONTINUATION OF STOCK OPTION PLAN".

The Board will be responsible for the general administration of the Omnibus Plan and the proper execution of its provisions, the interpretation of the Omnibus Plan and the determination of all questions arising hereunder.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table is a summary of securities issued and issuable under all security-based compensation plans of the Company as at December 31, 2023 financial year-end.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders	6,000,000	\$0.05825	5,725,812
Equity compensation plan not approved by shareholders	N/A	N/A	N/A
Total	6,000,000	\$0.05825	5,725,812

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201") and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101") set out a series of guidelines for effective corporate

governance. The guidelines address matters such as the constitution and independence of corporate boards, the function to be performed by boards and their committees and the effectiveness and education of board members. NI 58-101 requires the disclosure by each reporting issuer of its approach to corporate governance with reference to the guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of conformity. The following disclosure is provided in accordance with the corporate governance disclosure prescribed by Form 58-101F2 of NI 58-101.

Corporate Governance

The Board and management consider good corporate governance to be central to the effective and efficient operation 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.

The role of the Board is to oversee the conduct of the Company's business, to set corporate policy and to supervise management, which is responsible to the Board for the day-to-day conduct of business. Material transactions are addressed at the Board level. The Board discharges five specific responsibilities as part of its stewardship responsibility. These are:

- (1) Strategic Planning Process: given the Company's size, the strategic plan is carried out directly by management, with input from and assistance of the Board;
- (2) Managing Risk: the Board directly oversees most aspects of the business of the Company and thus, does not require elaborate systems or numerous committees to effectively monitor and manage the principal risks of all aspects of the business of the Company;
- (3) Appointing, Training, and Monitoring Senior Management: no elaborate system of selection, training and assessment of Management has been established, given the operations and size of the Company; however, the Board closely monitors Management's performance, which is measured against the overall strategic plan, through reports by and regular meetings with management;
- (4) Communication Policy: the majority of the members of the Board of the Company communicate actively regarding all of the communications of the Company to the statutory authorities, the Shareholders and the public. The Board of the Company review and discuss of the communications in order to ensuring the effectiveness and accuracy.
- (5) Ensuring the integrity of the Company's Internal Control and Management Information System: given the involvement of the Board in operations, the reports from and the meetings with management, the Board can effectively track and monitor the implementation of approved strategies.

The President, the CEO and the CFO are members of the Board, as is usual given the Company's size. The Board feels that this is not an impediment to the proper discharge of its responsibilities. Interaction between members of management and the Board, inside and outside Board meetings, ensures that the Board is informed and the Board members' experience utilized by management. The Board remains cognizant to corporate governance issues and seeks to set up structures to ensure the effective discharge of its responsibilities without creating additional costs. The Board is committed to ensuring the Company's long-term viability, and the well-being of its employees and of the communities in which it operates. The Board has also adopted a policy of permitting individual directors, under appropriate circumstances, to engage legal, financial or other advisors at the Company's expense. The majority of the Board, when elected, was comprised of independent directors. See "*Election of Directors*".

The Board is of the view that the Company's approach to corporate governance is appropriate for its current size and resources, but will monitor its approach as it progresses in its business plans. The Company will periodically monitor and refine such practices as the size and scope of its operations increase. The Board regularly reviews, evaluates and modifies its governance program to ensure it is of the highest standard. The Board is satisfied that the Company's governance plan is consistent with legal and stock exchange requirements.

The Company does not have a policy requiring members of the Board to attend annual meetings of Shareholders, although the Company typically encourages the Board to attend.

Board of Directors

At the last annual meeting of Shareholders, the following individuals were elected as the Company's directors: Brian Bosse, Marc Johnson, Bryan E. Loree, Douglas MacQuarrie, Veronika Hirsch, and Elliot Beutel. On November 22, 2023, Marc Johnson resigned as a director and CFO of the Company.

NI 58-101 defines an "independent director" as a director who has no direct or indirect material relationship with the Company. A "material relationship" is defined as a relationship, which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgment. Douglas MacQuarrie, Veronika Hirsch, and Elliot Beutel are considered "independent directors". Brian Bosse and Bryan Loree are non-independent directors as they are executive officers of the Company.

Independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. Independent directors are encouraged to hold unscheduled and informal meetings to discuss issues ahead of regularly scheduled meetings of the Board.

Since the last annual meeting of Shareholders held on June 30, 2024, the Board has met four (4) times. No member of the Board attended fewer than 75% of the total number of board and committee meetings.

The Company does not currently have a Nominating Committee. All tasks related to developing and monitoring the Company's approach to the nomination of directors to the Board have been performed by the members of the Board collectively. Nominations tend to be the result of recruitment efforts by management and directors, which are then presented to the Board for consideration. The Board has no specified policy regarding consideration of any director candidates recommended by securityholders, as it believes the most effective recruitment efforts are those led by management and directors.

Board Mandate

The Board of Directors has not developed a written Board of Directors Mandate description.

Position Descriptions

The Board of Directors has not developed written position descriptions for the Chair of the Board and the Chair of the Audit Committee. The Board of Directors has established that the Chairs are required to set the agenda for respective meetings, assigning meeting secretaries, calling the meetings to proper order and ensuring the meeting agendas are respected and that matters are duly discussed.

The Board has not developed a written position description for the Chief Executive Officer.

Director Orientation and Continuing Education

The Company does not provide a formal orientation and education program for its directors. New directors are given an opportunity to familiarize themselves with the Company by visiting the Company's corporate offices, meeting with other directors, reviewing the rules and regulations of the stock exchanges where the Shares are listed, and reviewing the Company's by-laws and related documents. Directors are invited to speak with the Company's solicitors, auditors and other service providers to become familiar with their legal responsibilities.

Ethical Business Conduct

The Company has instituted certain policies and procedures but has not adopted a Code of Ethics that applies to its directors, officers, and employees. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Board of Director Committees

The Company had an Investment Committee for overseeing the Company's investment activities and strategies. The Investment Committee is subject to the direction of the CEO, and consists of Brian Bosse, Bryan Loree and Veronika Hirsch. The Company has disbanded the Investment Committee.

Directorships

The following directors of the Company are presently directors of the following other issuers that are reporting issuers, or the equivalent, in a Canadian or foreign jurisdiction:

Director	Name of Reporting Issuer	Exchange	Position
Bryan Loree	Cannabix Technologies Inc.	CSE	Director and CFO
	Max Power Mining Corp.	CSE	Director and CFO
	Galloper Gold Corp.	CSE	Director and CFO

Note: "CSE" = Canadian Securities Exchange

Director Assessments

The Board uses peer reviews to assess, on an annual basis, the effectiveness of the Board as a whole and of each of the individual Directors in order to determine whether the Board is functioning effectively.

Director Term Limits

The Company has not instituted director term limits. The Company believes that in taking into account the nature and size of the Board and the Company, it is more important to have relevant experience than to impose set time limits on a director's tenure, which may create vacancies at a time when a suitable candidate cannot be identified and as such would not be in the best interests of the Company. In lieu of imposing term limits, the Company regularly monitors director performance through annual assessments and regularly encourages sharing and new perspectives through regularly scheduled Board meetings, meetings with only independent directors in attendance, as well as through continuing education initiatives. On a regular basis, the Company analyzes the skills and experience necessary for the Board and evaluates the need for director changes to ensure that the Company has highly knowledgeable and motivated Board members, while ensuring that new perspectives are available to the Board.

Female Representation in Management and on the Board

The Company currently has five Board members, one of whom is female. The Company has two executive officers, none of whom is female.

The Company has not implemented a diversity policy; however, the Company believes that it currently promotes the benefits of, and need for, extending opportunities to all candidates, without distinction as to gender, race, colour, religion, sexual orientation, family or marital status, political belief, age, national or ethnic origin, citizenship, disability, or any other basis and will strive for diversity of experience, perspective and education.

The Company has not adopted a written policy relating to the identification and nomination of women directors and executive officers. The Company has not considered the level of representation of women in its executive officer positions or on its Board in previous nominations or appointments (including a targeted number or percentage).

The Company will continue to monitor developments in the area of diversity.

Board's Relations with Management

The interaction between Management and Board members, both inside and outside of meetings of the Board, ensures that the Board is properly informed and that the Board members' experience is brought to bear when needed by management.

The Board remains sensitive to corporate governance issues and seeks to set up the necessary structures to ensure the

effective discharge of its responsibilities without creating additional overhead costs or reducing the return on shareholders' equity. The Board is committed to ensuring the long-term viability of the Company. The Board has also adopted a policy of permitting individual Directors under appropriate circumstances to engage legal, financial or other expert advisors at the Company's expense.

AUDIT COMMITTEE INFORMATION AND OVERSIGHT

National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) requires that certain information regarding the Audit Committee be included in the management Circular sent to shareholders in connection with the issuer's annual meeting.

The Audit Committee is responsible for the oversight and for recommending the appointment, compensation, retention, termination of an independent external auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Company has not yet adopted any specific policies or procedures regarding the engagement of non-audit services but does review such matters as they arise in light of factors such as the Company's current needs and the availability of services.

The Audit Committee consists of Bryan Loree (Chair), Douglas R. MacQuarrie and Veronika Hirsch. All members are independent and “financially literate” as per the standards of NI 52-110. During the year ending December 31, 2023, the Audit Committee met four (4) times in person or by telephone. All Audit Committee members attended all four meetings.

The Audit Committee has a charter, the full text of which is attached to this Circular as Schedule A” and is also available on the Company's website at www.capitalight.co.

Relevant Education and Experience

Bryan Loree - Chair

Bryan Loree was previously the CFO of the Company from June 2008 to April 2019. Mr. Loree is the CFO and director of Cannabix Technologies Inc., a technology company listed on the CSE, and CFO and director of Max Power Mining Corp., a mineral exploration company listed on the CSE. Mr. Loree has also served as CFO and director of a number of CSE and TSXV listed companies. Mr. Loree has held various senior accounting roles for public and private companies in various industries including, renewable energy, exploration, and construction. Mr. Loree holds a Chartered Professional Accountant, CMA designation, a Financial Management Diploma from the British Columbia Institute of Technology, and a Bachelor of Arts from Simon Fraser University.

Douglas R. MacQuarrie

Douglas R. MacQuarrie is a consulting geologist/geophysicist specializing in gold exploration in West Africa. Most notably, Mr. MacQuarrie is responsible for the acquisition and or discovery of significant gold deposits in Canada and in Ghana including, as former CEO of PMI Gold Corporation, the development of the 5Moz Obotan gold deposit in Ghana (now the Galiano Gold Mine). Mr. MacQuarrie is also formerly the Non-Executive Chairman, founder and Director of Asante Gold Corporation, a Ghana based gold producer that owns and operates the Bibiani and Chirano gold mines that have produced more than 8 Moz of gold. Mr. MacQuarrie received a combined Honours degree in Geology and Geophysics from the University of British Columbia in 1975.

Veronika Hirsch

Veronika Hirsch was a co-founder of Integrated Asset Management Corp., and served as Vice President and/or Portfolio Manager of Prudential Insurance Co. Of America, AGF, Fidelity and most recently Arrow Capital. Ms. Hirsch is a highly regarded Canadian equity manager with over 25 years' experience and is now retired. Ms. Hirsch holds a Bachelor of Commerce degree from McGill University and is a fellow of the Life Management Institute.

Audit Committee Oversight

Since the commencement of the most recently completed financial year, the Board adopted all the recommendations

of the Audit Committee to nominate or compensate an external auditor.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures regarding the engagement of non-audit services, but does review such matters as they arise in light of factors such as the Company's current needs, the availability of services from other sources and the other services provided by the Company's auditor.

External Auditor Services Fees

MNP was appointed as the Company's auditors on May 16, 2019. All of the work expended by MNP on our December 31, 2023 audit was attributed to work performed by MNP's full-time, permanent employees. The Board considers that the work done in the year ended December 31, 2023 by the Company's external auditors MNP LLP.

The Audit Committee reviews and must approve all engagement agreements with external auditors. The Audit Committee pre-approved all of the fees invoiced by MNP LLP.

Nature of Services	Fees Paid to Auditor in the Year Ended December 31, 2023	Fees Paid to Auditor in the Year Ended December 31, 2022
Audit Fees ⁽¹⁾	\$40,000	\$80,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$40,000	\$80,000

Notes:

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

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No person who is now, or was at any time since the beginning of the most recently completed financial year of the Company has been, a director, executive officer or senior officer of the Company, or associate thereof, been indebted to the Company, or had indebtedness during that period which was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the directors or senior officers of the Company, nor any proposed director of the Company, nor any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed fiscal year or in any proposed transaction which, in either case, has or will materially affect the Company.

ADDITIONAL INFORMATION

Additional information related to the Company, audited financial statements and management discussion and analysis (MD&A) for the most recently completed financial year, are available on SEDAR+ at www.sedarplus.ca or

on the Company website at www.capitalight.co.

Shareholders may request copies of the financial statements and MD&A by mailing a request to: IC Capitalight Corp., 7934 Government Rd., Burnaby, British Columbia, V5A 2E2.

OTHER MATTERS

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

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

APPROVED by the Board as at November 5, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Brian Bosse"

Brian Bosse,
Chief Executive Officer and Director

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

The primary function of the audit committee (the "Committee") is to assist the Company's Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and 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:

- 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;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of a minimum of three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in NI 52-110), then all of the members of the Committee 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.

If the Company ceases to be a "venture issuer" (as that term is defined in NI 52-110), then all members of the Committee shall have accounting or related financial management expertise. All members of the 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 Audit Committee 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 twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review
 - a. review and update this Audit Committee Charter annually; and
 - b. review the Company's financial statements, MD&A and any annual and interim earnings 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.
2. External Auditors

- a. review annually, the performance of the external auditors who shall be ultimately accountable to the Company's 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, consistent with Independence Standards Board Standard 1;
- 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 Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- e. recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- f. recommend to the Company's Board of Directors the compensation to be paid to the external auditors;
- g. 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;
- h. 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;
- i. review with management and the external auditors the audit plan for the year- end financial statements and intended template for such statements; and
- j. 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 pre-approval 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 five percent 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.

3. 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 auditors' 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 any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- i. review the certification process;
- j. establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- k. establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Other

- a. review any related-party transactions;
- b. engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- c. to set and pay compensation for any independent counsel and other advisors employed by the Committee.

[End]

SCHEDULE "B"
OMNIBUS LONG-TERM INCENTIVE PLAN

See attached.