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**KOVO+ HOLDINGS INC.**

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**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR  
IN RESPECT OF AN  
ANNUAL GENERAL AND SPECIAL MEETING**

**TO BE HELD ON DECEMBER 16, 2024**

***DATED AS OF NOVEMBER 15, 2024***

**KOVO+ HOLDINGS INC.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**  
**(the “Notice of Meeting”)**

Notice is hereby given that the annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Kovo+ Holdings Inc. (formerly Kovo HealthTech Corporation) (the “**Corporation**”) will be held at the offices of Dentons Canada LLP, 850 2nd St SW, 15th Floor, Calgary, Alberta T2P 0R8, on Monday, December 16, 2024 at 10:00 a.m. (MST) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2023, and the auditors’ reports thereon;
2. to fix the number of directors to be elected at the Meeting at four (4) members;
3. to elect four (4) directors of the Corporation for the ensuing year;
4. to reappoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, pass, with or without variation, a special resolution to approve the continuance of the Corporation out of the jurisdiction of British Columbia under the *Business Corporations Act* (British Columbia) and into the jurisdiction of Alberta under the *Business Corporations Act* (Alberta), as described in the accompanying management information circular (the “**Information Circular**”); and
6. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular, which accompanies and forms part of this Notice of Meeting.

A Shareholder may attend the Meeting in person or may be represented at the Meeting by a proxyholder. Shareholders who are unable to attend the Meeting are requested to date and sign the enclosed instrument of proxy (the “**Instrument of Proxy**”) and mail or deposit it with Computershare Trust Company of Canada (“**Computershare**”), our transfer agent. To be valid, the Instrument of Proxy must be dated, completed, signed and deposited with Computershare by: (i) mail to 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department; (ii) phone at 1-866-732-8683 (Toll-Free Canada & U.S.) or 1-312-588-4290 (Toll-Free International), entering the 15-digit control number found on your Instrument of Proxy; or (iii) online at [www.investorvote.com](http://www.investorvote.com), entering the 15-digit control number found on your Instrument of Proxy, or as otherwise indicated in the instructions contained in the Instrument of Proxy. In order to be valid and acted upon at the Meeting, Instruments of Proxy must be received not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof. Shareholders are cautioned that using mail to transmit proxies is at each Shareholder’s risk.

The board of directors of the Corporation (the “**Board**”) has fixed the record date for the Meeting at the close of business on November 8, 2024 (the “**Record Date**”). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Common Shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers Common Shares after the Record Date and the transferee of those Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that he or she owns such Common Shares, demands, not later than 10 days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Shareholders have the right to dissent with respect to the continuance of the Corporation (the “**Dissent Rights**”) pursuant to the *Business Corporations Act* (British Columbia) (the “**BCBCA**”). In order to validly exercise the Dissent Rights, Shareholders must strictly comply with the dissent procedures enumerated in Sections 237 to 247 of the BCBCA, as further described in the accompanying Information Circular.

**DATED** this 15<sup>th</sup> day of November, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “*Peter Bak*”

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Peter Bak

Board Chair

## KOVO+ HOLDINGS INC.

### MANAGEMENT INFORMATION CIRCULAR

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Kovo+ Holdings Inc. (formerly Kovo HealthTech Corporation) (the “**Corporation**” or “**Kovo**”) for use at the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of the Corporation to be held at the offices of Dentons Canada LLP, 850 2nd St SW, 15th Floor, Calgary, Alberta T2P 0R8, on Monday, December 16, 2024 at 10:00 a.m. (MST) for the purposes set forth in the Notice of Annual General and Special Meeting (the “**Notice of Meeting**”) accompanying this Information Circular.

### GENERAL PROXY INFORMATION

#### *Solicitation of Proxies*

The board of directors of the Corporation (the “**Board**”) has fixed the record date for the Meeting at the close of business on November 8, 2024 (the “**Record Date**”). Only Shareholders of record as at the Record Date will be entitled to vote at the Meeting, unless that Shareholder has transferred any Common Shares subsequent to that date and the transferee shareholder, not less than 10 days before the Meeting, establishes ownership of such Common Shares by producing properly endorsed certificates evidencing such Common Shares or having otherwise established that he or she owns such Common Shares and demands that the transferee’s name be included on the list of Shareholders entitled to vote at the Meeting.

The Corporation presents its consolidated financial statements in Canadian dollars. In this Information Circular, all references to dollar amounts, including the symbol “\$”, are to Canadian dollars. Unless otherwise indicated, information set out in this Information Circular is provided as of November 15, 2024.

#### *Voting at the Meeting*

A registered Shareholder (or a proxyholder duly appointed thereby) (a “**Registered Shareholder**”), or a beneficial owner who has appointed themselves as proxyholder to represent them at the Meeting, will appear on a list of Shareholders prepared by Computershare Trust Company of Canada (“**Computershare**”), the Corporation’s registrar and transfer agent. To vote in person at the Meeting, each Registered Shareholder or appointee will be required to register for the Meeting by identifying themselves at the registration desk. Non-registered beneficial shareholders must appoint themselves as proxyholder to vote at the Meeting.

#### *Appointment of Proxyholder*

Registered Shareholders may wish to vote by proxy whether or not the Registered Shareholder is able to attend the Meeting. The instrument appointing a proxy shall be in writing and shall be executed by the Registered Shareholder or the Registered Shareholder’s attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The persons named in the enclosed instrument of proxy (the “**Instrument of Proxy**”) are directors and officers of the Corporation or legal counsel of the Corporation. Each Registered Shareholder has the right to appoint a proxyholder other than the persons designated, who need not be a Registered Shareholder, to attend and to act for the Shareholder at the Meeting. To exercise such right, the names of the nominees of management of the Corporation should be crossed out and the name of the Shareholder’s appointee should be legibly printed in the blank space provided in the Instrument of Proxy or by completing and delivering another suitable form of proxy.

Registered Shareholders may submit the Instrument of Proxy by:

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**Mail or Hand Delivery**



Computershare Trust Company of Canada  
8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1

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**Phone**



1-866-732-8683 (Toll-Free Canada & U.S.) or 1-312-588-4290 (Toll-Free International)  
You will need to provide your 15-digit control number (located on the Instrument of Proxy accompanying this Information Circular)

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**Online**



[www.investorvote.com](http://www.investorvote.com)  
You will need to provide your 15-digit control number (located on the Instrument of Proxy accompanying this Information Circular)

In all cases, Registered Shareholders' votes must be received not later than 10:00 a.m. (MST) on December 12, 2024, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the holding of the Meeting or any adjournment thereof.

### ***Beneficial Holders of Shares***

The information set forth in this section is provided to beneficial holders of Common Shares who do not hold their Common Shares in their own name ("**Beneficial Shareholders**"). Beneficial Shareholders should note that only proxies deposited by Registered Shareholders can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker or other intermediary, then in almost all cases, those shares will not be registered in the Beneficial Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Beneficial Shareholder's broker, an agent of that broker, or other intermediary. The vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms) and Cede & Co. (as nominee for The Depository Trust Company, which acts as depository for many U.S. brokerage firms and custodian banks). Common Shares held by brokers or their nominees can only be voted upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. or Cede & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically provides a scannable voting instruction form or applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting instruction forms or proxy forms to Broadridge. Often Beneficial Shareholders are alternatively provided with a toll-free telephone number to vote their Common Shares or website address where Common Shares held by Beneficial Shareholders can be voted. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares held by Beneficial Shareholders to be represented at the Meeting. A Beneficial Shareholder receiving a voting instruction form or a proxy with a Broadridge sticker on it cannot use that voting instruction form or proxy to vote Common Shares directly at the Meeting as the proxy must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed voting instruction forms or proxies as directed by Broadridge well in advance of the Meeting.

If you are a Beneficial Shareholder, your broker/intermediary should send you a voting instruction form or proxy form along with this Information Circular. Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the Registered Shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or the broker's agent), well in advance of the Meeting as instructed on the form.

### ***Non-Objecting Beneficial Owners***

The Notice of Meeting, this Information Circular, the audited consolidated annual financial statements for the year ended December 31, 2023, and related management's discussion and analysis (collectively, the "**Meeting Materials**") are being sent to both Registered Shareholders and Beneficial Shareholders. If you are a Beneficial Shareholder, and Kovo 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 on your behalf. By choosing to send these materials to you directly, Kovo (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for: (a) delivering these materials to you; and (b) executing your proper voting instructions. Please return your voting instruction form as specified in the request for voting delivered to you.

### ***Revocability of Proxy***

A Registered Shareholder who has submitted an Instrument of Proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such person may revoke the proxy prior to the exercise thereof and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Registered Shareholder or the Registered Shareholder's attorney authorized in writing deposited either at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deposits, the proxy is revoked.

### ***Persons Making the Solicitation***

The solicitation is made on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the Meeting Materials will be borne by the Corporation. In addition to solicitation by mail, proxies may be solicited by personal interviews, telephone or other means of communication and by directors, officers and employees of the Corporation, who will not be specifically remunerated therefor.

### ***Exercise of Discretion by Proxy***

The Common Shares represented by proxy in favour of management nominees shall be voted on any ballot at the Meeting and, where the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares shall be voted on any ballot in accordance with the specification so made.

In the absence of such specification, the Common Shares will be voted in favour of the matters to be acted upon. The persons appointed under the Instrument of Proxy furnished by the Corporation are conferred with discretionary authority with respect to amendments or variations of those matters specified in the Instrument of Proxy and Notice of Meeting. At the time of printing this Information Circular, management of the Corporation knows of no such amendment, variation or other matter.



Shareholders can access the Meeting Materials on the Corporation's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca)

If you have questions on voting, please contact Computershare at 1-800-564-6253 (Toll-Free North America) or 1-514-982-7555 (Toll-Free International)



## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the close of business on November 15, 2024, there were 133,131,711 Common Shares issued and outstanding, each of which carries the right to one vote at the Meeting and meetings of the Shareholders of the Corporation.

As of the date of this Information Circular, the only persons or companies who, to our knowledge, beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the outstanding Common Shares are as follows:

Name	Approximate Number of Direct or Indirect Common Share Ownership	Approximate Percentage of Outstanding Common Shares
Avonlea Ventures #2 Inc.	80,007,767	60.1%
Peter Bak	6,333,936	4.8%
Jeana K. Noble	13,500,000	10.1%

- (1) Mr. Michael Steele, one of our Board nominees, has control and direction of the holdings of Avonlea Ventures #2 Inc.
- (2) Dr. Peter Bak, one of our Board nominees, holds 3,773,936 Common Shares through Axon Veterinarian Care Technologies Corp. ("Axon") and 2,560,000 Common Shares through Vantage Business Management Services.

## MATTERS TO BE ACTED UPON AT THE MEETING

### Receipt of the Financial Statements and Auditors' Report

At the Meeting, Shareholders will receive and consider the financial statements of the Corporation for the year ended December 31, 2023, and the auditors' reports thereon. No formal action is required or proposed to be taken at the Meeting with respect to the financial statements.

### Fixing the Number of Directors

At the Meeting, it is proposed that the number of directors to be elected at the Meeting to hold office until the next annual general meeting of the Corporation or until their successors are elected or appointed, subject to the articles of amalgamation or by-laws of the Corporation, be set at four (4). Unless otherwise directed, it is the intention of management to vote Instruments of Proxy FOR fixing the number of directors to be elected at the Meeting at four (4).

### Election of Directors

At the Meeting, Shareholders will be asked to elect each of the proposed directors set forth below to hold office until the next annual meeting or until their successors are elected or appointed. There are presently five (5) directors of the Corporation whose term on the Board expires at the Meeting. Unless otherwise directed, it is the intention of management to vote Instruments of Proxy FOR the election as directors for each of the nominees hereinafter set forth:

Dr. Peter Bak

Harp Gahunia

Michael Steele

Robert Galarza

The names and residence of the persons nominated for election as directors, the number of voting securities of the Corporation beneficially owned or controlled or directed, directly or indirectly, the offices held by each in the Corporation, the period served as director and the principal occupation and background of each are set forth below:

<b>Name and Place of Residence</b>	<b>Current Position(s) with Corporation</b>	<b>Director Since</b>	<b>Principal Occupation for Previous Five Years</b>	<b>Common Shares Beneficially Owned</b>
Dr. Peter Bak <sup>(1)</sup> <i>Toronto, Ontario</i>	Board Chair, Director	Feb. 20, 2020	Global e-Health innovator and expert; chief executive officer and founder at Axon; architect of North America’s first fully digital hospital	6,333,939
Harp Gahunia <sup>(1)(2)</sup> <i>Markham, Ontario</i>	Director	Feb. 20, 2020	Financial and strategic C-level consultant; recently exited at Coinberry	87,600
Michael Steele <sup>(2)</sup> <i>Caledon, Ontario</i>	Director	Apr. 20, 2023	President and Founder of The Steele Family Foundation, successful serial entrepreneur now focused on building a patient-focused healthcare company based on the principles of trust and transparency	80,007,767
Robert Galarza <sup>(2)</sup> <i>Vancouver, BC</i>	Director	Mar. 7, 2024	Executive leader in healthcare, specializing in personalized wellness programs. Former CEO of TruTrace Technologies	Nil

**Notes:**

- (1) Member of the Audit Committee (the “**Audit Committee**”).
- (2) Member of the Compensation and Corporate Governance Committee (the “**CCG Committee**”).

The information as to Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, is based upon the information furnished to the Corporation by the respective nominees. As at the date hereof, the current directors and officers of the Corporation, and their associates and affiliates, as a group own or control, directly or indirectly, 86,429,303 Common Shares or 64.9% of the issued and outstanding Common Shares.

***Director Biographies***

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**Dr. Peter Bak**

Kovo’s Executive Chairman is a recognized global e-Health and healthcare operations innovator. As CEO and Founder at Axon, Dr. Bak invented and oversaw development of the record sharing and visual indexing system that revolutionized the way patients and physicians interact with an e-medical record. Dr. Bak has helped various countries with their e-Health strategies and implementation, assisted regional authorities with health IT implementations and is the architect of North America’s first fully digital hospital’s — Humber River Hospital — digital vision.

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**Harp Gahunia**

Mr. Gahunia has completed over \$150M in financings for a wide range of companies — and sits on multiple Boards of health-tech, digital transformation and AI leaders. Mr. Gahunia started his career at Deloitte, working with innovative clients that included Bell New Ventures, Virgin Mobile and Optiva as a telecommunications specialist in the Toronto, Canada and Sydney, Australia offices. Mr. Gahunia recently exited Coinberry as its CFO after the company was sold to Wonderfi Technologies.

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**Michael Steele**



Mr. Steele is a serial entrepreneur with over forty years of international business experience in a multitude of industries from mining, oil and gas, food processing, real estate, and more recently his passion for healthcare. Currently, the President and Founder of The Steele Family Foundation, his global experiences in philanthropic endeavors for children have strengthened his resolve to build a patient-focused healthcare company based on the principles of trust and transparency.

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**Robert Galarza**

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Mr. Galarza is an executive leader in healthcare, specializing in personalized wellness programs. Former CEO of TruTrace Technologies, he developed the first blockchain platform to track intellectual property for the emerging medical cannabis sector. With a background in law, advertising, and digital tech, he focuses on SaaS, mobile platforms, and blockchain innovation in healthcare.

***Cease Trade Orders, Bankruptcies, Penalties or Sanctions***

No proposed director is as at the date hereof, or has been:

- (a) within 10 years of the date hereof, a director or chief executive officer or chief financial officer of any company, including the Corporation, that:
  - (i) while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
  - (ii) was subject to an event that resulted in such company, after the director or executive officer ceased to be a director chief executive officer or chief financial officer of the company, being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer;
- (b) within 10 years of the date hereof, a director or executive officer of any company, including the Corporation, that, while that person was acting in their 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 became 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 Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceeding, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

In addition, no proposed director has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

**Appointment of Auditors**

Unless otherwise directed, it is management's intention to vote Instruments of Proxy in favour of an ordinary resolution to re-appoint SRCO Professional Corporation, Chartered Accountants, as auditors of the Corporation to hold office until the next annual meeting of the shareholders and to authorize the directors to fix their remuneration as such. SRCO Professional Corporation has been the Corporation's auditors since 2021.

## **Approval of Continuance from British Columbia to Alberta**

The Corporation currently exists under the BCBCA. The Corporation intends to apply to continue the Corporation out of the jurisdiction of British Columbia under the BCBCA and into the jurisdiction of Alberta under the *Business Corporations Act* (Alberta) (“**ABCA**”), resulting in the Corporation ceasing to be governed by the BCBCA and instead governed by and continuing its corporate existence under the ABCA (the “**Continuance**”).

### ***Reasons for the Continuance***

The Continuance is being proposed for corporate and administrative reasons, and the Board is of the view that it would be most appropriate to continue the Corporation into Alberta under the ABCA. The Corporation has no nexus to British Columbia and does not operate or own assets in the province. The Corporation intends to relocate its head office of in Alberta upon completion of the Continuance and its professional advisors are primarily located in Alberta.

### ***Effect of the Continuance***

If the Continuance is approved by Shareholders and implemented by the Board, the Corporation will apply to and file all necessary documentation with the Government of British Columbia, including the Director under the BCBCA, for authorization to continue out of the jurisdiction of British Columbia and into the jurisdiction of Alberta. Upon receipt of such authorization, the Corporation will apply to the Registrar under the ABCA for a Certificate of Continuance to continue the Corporation into Alberta and will file articles of continuance (“**Articles of Continuance**”) which comply with the provisions of the ABCA and satisfy the requirements of the TSXV. As of the effective date of the Continuance, upon issuance of the Certificate of Continuance by the Registrar under the ABCA, the Corporation’s current articles and by-laws under the BCBCA will be replaced with the Articles of Continuance and new by-laws under the ABCA, which will be compliant and suitable for an ABCA corporation and, in all material respects, similar to the current articles and by-laws of the Corporation. The proposed new by-laws of the Corporation in connection with the Continuance are attached to this Information Circular as Schedule “B”.

Upon the Continuance becoming effective, the Articles of Continuance will constitute the governing instrument of the continued Corporation under the ABCA, and the Certificate of Continuance issued by the Registrar under the ABCA will be deemed to be the certificate of incorporation of the continued Corporation. On the date shown on the Certificate of Continuance, the provisions of the BCBCA will cease to apply to the Corporation and Kovo will become subject to the ABCA as if it had been originally incorporated under the ABCA.

The Continuance will not create a new legal entity, affect the continuity of the Corporation or result in any change in the business of the Corporation or its assets, liabilities or net worth, nor in the persons who constitute the Corporation’s Board and management. The Continuance is not a reorganization, an amalgamation or a merger. Each previously outstanding share of the Corporation will continue to be a validly issued and outstanding share of the Corporation, as a corporation governed by the ABCA.

By operation of the ABCA, as of the effective date of the Continuance, all of the assets, property, rights, liabilities and obligations of the Corporation immediately before the Continuance will continue to be the assets, property, rights, liabilities and obligations of the Corporation as continued under the ABCA. On the effective date of the Continuance, the Corporation’s property will continue to be the property of the Corporation; the Corporation will continue to be liable for the obligations of the Corporation; an existing cause of action, claim or liability to prosecution of the Corporation will be unaffected; a civil, criminal or administrative action or proceeding pending by or against the Corporation may continue to be prosecuted by or against the Corporation; and a conviction against, or ruling, order or judgment in favour of or against the Corporation may be enforced by or against the Corporation.

At the Meeting, Shareholders will be asked to consider, and if deemed advisable, approve and confirm the following special resolution ratifying and confirming the Continuance:

“RESOLVED THAT:

1. the continuance of the Corporation (the “Continuance”) into the jurisdiction of Alberta under the *Business Corporations Act* (Alberta) (the “ABCA”), as more particularly described in the management information circular of the Corporation dated November 15, 2024, is hereby authorized and approved;
2. the Corporation is hereby authorized to apply to the Registrar under the *Business Corporations Act* (British Columbia) (the “BCBCA”) for authorization to continue the Corporation out of the jurisdiction of British Columbia under the BCBCA and into the jurisdiction of Alberta under the ABCA, in accordance with Section 308 of the BCBCA;
3. the Corporation is hereby authorized to apply to the Registrar of Corporations under the ABCA for the issuance of a Certificate of Continuance continuing the Corporation under the ABCA as if it had been incorporated thereunder and to file with the Registrar of Corporations under the ABCA, Articles of Continuance in a form substantially similar to the articles of the Corporation, as amended, with such changes as are necessary to conform to the requirements of the ABCA and the TSX Venture Exchange (“TSXV”), and such other documents as may be required in the form or forms prescribed by the ABCA;
5. effective upon the issuance of a Certificate of Continuance by the Registrar of Corporations under the ABCA, the Articles of Continuance as filed by the Corporation be and are hereby adopted and confirmed in substitution for the articles of the Corporation and all amendments thereto;
6. effective upon the issuance of a Certificate of Continuance by the Registrar of Corporations under the ABCA, and without affecting the validity of any act of the Corporation under its existing by-laws (the “Existing By-Laws”), the Existing By-laws are hereby repealed and replaced with the new Bylaw No. 1 of the Corporation, which complies with the requirements of the ABCA, the full text of which is set forth in Schedule “B” to this Information Circular, which by-laws (the “New By-laws”), together with such changes or amendments thereto as any director or officer of the Corporation determines appropriate, the conclusive evidence of such determination being the execution of the New By-laws by a director or officer of the Corporation;
7. notwithstanding the foregoing, the directors of the Corporation are hereby authorized and empowered, without further notice to or approval of the shareholders of the Corporation (“Shareholders”), to abandon the application for Continuance of the Corporation out of the jurisdiction of British Columbia without further approval, ratification or confirmation by the Shareholders; and
8. any one officer or director of the Corporation is authorized and directed for an on behalf of the Corporation to execute or cause to be executed, under the corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered, all such other documents and instruments and to perform or cause to be performed all such other acts and things as in such person’s opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.”

The Continuance requires approval by way of a special resolution of the Shareholders of the Corporation. If the Continuance is approved at the Meeting, it will give the Board authority to implement the Continuance. Notwithstanding such approval by Shareholders, the Board may, in its sole discretion, determine not to proceed with the Continuance at any time prior to the issuance of a Certificate of Continuance, without further approval or action by the Shareholders.

The Board believes that the Continuance is in the best interest of the Corporation and unanimously recommends that Shareholders vote in favour of the resolution. **Unless otherwise directed, the management designees named in the accompanying Instrument of Proxy intend to vote in favor of the ratification and confirmation of the Continuance.**

### ***Right of Dissent***

Registered Shareholders have the right of dissent to the Continuance pursuant to Sections 238 and 309 of the BCBCA, and this summary of the dissent right is expressly subject to BCBCA Sections 237 to 247 and Section 309. The Corporation is required to notify and has notified, Shareholders of the time periods within which action must be taken in order for a Shareholder to perfect their dissent rights as set forth herein. It is recommended that any Shareholder wishing to avail himself or herself of their dissent rights seek legal advice, as failure to strictly comply with the provisions of BCBCA Sections 238 and 309 and adhere to the procedures established therein may prejudice any such rights.

Under the BCBCA, a dissenting shareholder (“**Dissenting Shareholder**”) must prepare a notice of dissent for itself, if dissenting on its own behalf, and prepare a notice on behalf of all other people who beneficially own Common Shares registered in the Dissenting Shareholders’ name and on whose behalf the Dissenting Shareholder is dissenting. A Dissenting Shareholder must dissent with respect to all Common Shares registered in its name that are beneficially owned by the beneficial owner on whose behalf the Dissenting Shareholder is dissenting. Any holder of Common Shares who wishes to invoke their dissent rights is urged to consult with legal counsel or investment advisors.

In the event the Continuance is adopted and becomes effective, any Dissenting Shareholder that complies with BCBCA Section 244 may require the Corporation to purchase their Common Shares (the “**Notice Shares**”) for the payout value determined pursuant to Sections 245 and 237 of the BCBCA.

### ***Comparison between the BCBCA and ABCA***

The Continuance will affect certain rights of Shareholders as they currently exist under the BCBCA, and Shareholders should consult with their legal advisors regarding the implications of the Continuance which may be of particular importance to them.

The following is a summary of certain similarities and differences between the BCBCA and the ABCA on matters pertaining to shareholder rights. This summary is not exhaustive and is of a general nature only and is not intended to be, and should not be construed to be, legal advice to Shareholders. Accordingly, Shareholders should consult their own legal advisors regarding corporate law implications of the Continuance.

### **Financial Assistance**

The ABCA requires that a corporation must disclose to its shareholders any financial assistance that the corporation gives to: (i) shareholders or directors of the corporation or its affiliates; (ii) any of their associates; or (iii) any person for the purpose of or in connection with the purchase of shares of the corporation or an affiliated corporation. The BCBCA contains no such requirement.

### **Amendments to Articles**

Under both the BCBCA and the ABCA, amendments to the articles of a corporation require a special resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the amendments and, where certain specified rights of the holders of a class or series of shares are affected differently by the amendments than the rights of the holders of other classes or series of shares, such first mentioned holders are entitled to vote separately as a class or series, whether or not such class or series of shares otherwise carry the right to vote.

### **Amalgamation**

Under both the BCBCA and the ABCA, an amalgamation of a corporation with another corporation requires a special resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the amalgamation. If the amalgamation agreement contains a provision that, if contained in a proposed amendment to the articles, would entitle holders of shares of a class or series of shares of an amalgamating corporation to vote separately as a class or series, then those holders are entitled to vote separately as a class or series on the resolution authorizing the amalgamation. Each share of an amalgamating corporation carries the right to vote in respect of an amalgamation, whether or not it otherwise carries the right to vote.

#### Continuance

Under both the BCBCA and the ABCA, a continuance of the corporation out of its governing jurisdiction requires a special resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the continuance. Each share of the corporation carries the right to vote in respect of a continuance, whether or not it otherwise carries the right to vote.

#### Right of Dissent and Appraisal

Under both the BCBCA and ABCA, shareholders have substantially the same rights of dissent from certain fundamental changes undertaken by a corporation, whereby a shareholder may exercise a right of dissent and require the corporation to purchase the shares held by such shareholder at the fair value of such shares under the ABCA, or the payout value under the BCBCA, if a corporation resolves to take certain action.

#### Derivative Actions

Under the BCBCA and ABCA, a “complainant” defined as (i) a registered or beneficial holder, or a former registered or beneficial holder, of a security of the corporation or any of its affiliates; (ii) a director or officer or a former director or officer of a corporation or any of its affiliates; (iii) a creditor; or (iv) any other person whom the court considers to be a proper person to make an application, may apply to the court for leave to bring an action in the name and on behalf of a corporation or any of its subsidiaries or intervene in the action to which a corporation or any of its subsidiaries is a party, for the purpose of prosecuting, defending or discontinuing the action on behalf of a corporation or subsidiary.

#### Oppression Remedy

Both the BCBCA and ABCA allow a “complainant” to apply for a court order to rectify the matters complained of if the court is satisfied that, respecting a corporation or its affiliates, its business or affairs have been carried on or conducted in a manner, its directors have exercised their power in a manner, or its actions or omissions have effected a result, that is (i) oppressive or unfairly prejudicial to the interests of any security holder, creditor, director or officer; or (ii) unfairly disregards the interests of any security holder, creditor, director or officer.

#### Requisition of Shareholders Meetings

Under the ABCA, the holders of not less than 5% of the issued shares of a corporation that carry the right to vote at a meeting sought to be held may requisition the directors to call a meeting of shareholders for the purposes stated in the requisition. If the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting. Under the BCBCA, shareholders that hold, in the aggregate, at least 1/20 of the issued shares of a corporation that carry the right to vote at general meetings, may requisition the directors to call a general meeting. If, within 21 days of receiving the requisition, the directors do not send notice of a general meeting, the requisitioning shareholders, or any one of them holding, in aggregate, more than 1/40 of the corporation’s issued voting shares, may send the notice.

Place of Shareholder Meetings

The ABCA provides that, unless the corporation's bylaws, articles or other governing documents expressly provide otherwise, a shareholder or any other person entitled to attend a meeting of shareholders may attend the meeting by electronic means, a meeting of shareholders may be held entirely by electronic means, and a person attending such meeting by electronic means is deemed to be present in person at that meeting. Under the ABCA, "electronic means" is defined as a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms. Under the BCBCA, subject to the corporation's articles, a general meeting can also be held by electronic means, partially or fully.

**OTHER MATTERS COMING BEFORE THE MEETING**

As at the date hereof, management of the Corporation does not know of any business, other than as set out in this Information Circular, that will be presented at the Meeting. However, if any other matters properly come before the Meeting it is the intention of the management designees named in the accompanying Instrument of Proxy to vote all proxies in accordance with their judgment upon any such matters.

**STATEMENT OF EXECUTIVE COMPENSATION**

Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102"), the Corporation is required to disclose certain information with respect to its compensation of Named Executive Officers ("NEOs") and the directors, as summarized below. The Corporation is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*.

For the purpose of this Statement of Executive Compensation, a NEO of the Corporation means each of the following individuals:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer ("CEO"), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer ("CFO"), including an individual performing functions similar to a CFO;
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year.

For the period ending December 31, 2023, the Corporation had the following NEOs:

- Greg Noble, former Chief Executive Officer;
- Inder Saini, former Chief Financial Officer; and
- Jeana Noble, Chief Compliance Officer.

## Director and NEO Compensation

### *Director and NEO Compensation, Excluding Compensation Securities*

The following table provides information regarding the annual compensation paid to or earned by the Corporation's NEOs and directors for the financial years ended December 31, 2023 and 2022.

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (USD\$)	Bonus (USD\$)	Committee or Meeting Fees (USD\$)	Value of Perquisites <sup>(1)</sup> (USD\$)	Value of all Other Compensation (USD\$)	Total Compensation (USD\$)
Greg Noble <i>Former CEO and Current Director</i>	2023	217,500	Nil	Nil	Nil	Nil	217,500
	2022	203,420	Nil	Nil	Nil	98,070	301,489
Inder Saini <i>Former CFO</i>	2023	210,000	60,000	Nil	Nil	Nil	270,000
	2022	180,000	Nil	Nil	Nil	168,326	348,326
Jeana Noble <i>CCO</i>	2023	150,000	Nil	Nil	Nil	Nil	150,000
	2022	141,190	Nil	Nil	Nil	40,377	181,567
Peter Bak <i>Director</i>	2023	20,507	Nil	Nil	Nil	Nil	20,507
	2022	15,574	Nil	Nil	Nil	2,476	18,050
Michael Steele <i>Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022 <sup>(2)</sup>	-	-	-	-	-	-
Harp Gahunia <i>Director</i>	2023	20,533	Nil	Nil	Nil	Nil	20,533
	2022	15,574	Nil	Nil	Nil	2,476	18,050
Robert Galarza <i>Director</i>	2023 <sup>(3)</sup>	-	-	-	-	-	-
	2022	-	-	-	-	-	-

**Notes:**

- (1) "Value of perquisites" means perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are greater than (a) \$15,000, if the NEO or director's total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director's salary for the financial year, if the NEO or director's total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000, if the NEO or director's total salary for the financial year is \$500,000 or greater.
- (2) Mr. Steele was appointed to the Board on April 20, 2023.
- (3) Mr. Galarza was appointed to the Board on March 7, 2024.

### External Management Companies

The Corporation has not engaged the services of an external management company to provide executive management services to the Corporation, directly or indirectly.

### Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each NEO and director in the financial year ended December 31, 2023.

Name	Type of Compensation Security	No. of Compensation Securities, No. of Underlying Securities, and % of Class <sup>(1)</sup>	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
Inder Saini <sup>(1)</sup>	RSUs	1,389,706	Apr. 26, 2023	\$0.175	\$0.175	\$0.035	N/A

**Notes:**

(1) Mr. Saini holds 2,915,508 RSUs in aggregate.

***Exercise of Option-Based Awards***

There were no exercises of option-based awards for any NEO or director of the Corporation during the financial year ended December 31, 2023.

**Stock Options and Other Incentive Plans**

***Compensation Plan***

The Corporation currently has an omnibus incentive plan (the “**Compensation Plan**”), as amended, that permits the granting of incentive stock options (“**Options**”), restricted share units (“**RSUs**”), performance share units (“**PSUs**”) and deferred share units (“**DSUs**”, and together with Options, RSUs, and PSUs, the “**Awards**”) to eligible participants (“**Participants**”) of the Corporation and its subsidiaries. The Compensation Plan provides for the fixed grant of Awards up to 11,508,781 Common Shares. The Shareholders of the Corporation previously approved an amendment to the Compensation Plan during the annual general and special meeting held on December 8, 2023 to increase the maximum number of Common Shares issuable pursuant to Awards (as defined below) issued under the Compensation Plan from 7,857,204 to 11,508,781.

The Compensation Plan provides Shareholder-aligned incentives to Participants who make material contributions to the successful operation of the business, increases executives’ ownership interest in the Corporation, and allows it to attract and retain key personnel. The weighting in long-term incentives is intended to strengthen the alignment between executive pay and creating long-term Shareholder value.

The following information is intended as a brief description of the Compensation Plan and is qualified in its entirety by the full text of the Compensation Plan, which can be found on the Corporation’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**Administration**

The Compensation Plan is administered by the Board, or, from time to time, a committee thereof, and provides that the Board may, from time to time, in its discretion, and in accordance with TSXV requirements, grant to eligible Participants, non-transferable Awards. Total compensation is targeted to be competitive, within the median range of industry peers, with the opportunity to exceed the median when individual and corporate performance are above expectations.

**Participation**

By its terms, the Board may grant Awards to eligible Participants, and participation in the Compensation Plan is voluntary. If a Participant agrees to participate, the grant of Awards will be evidenced by a written agreement (each, an “**Award Agreement**”) with each such Participant. The interest of any Participant in any Award is not assignable or transferable, whether voluntary, involuntary, by operation of law or otherwise, other than by will or the laws of descent and distribution.



Common Shares Subject to the Compensation Plan

Presently, the aggregate maximum number of Common Shares available for issuance pursuant to the settlement of all Awards granted under the Compensation Plan, together with awards granted under any other security based compensation plan of the Corporation, will not exceed 11,508,781 Common Shares.

In addition, any grant of Awards shall be subject to the following restrictions (subject to applicable Shareholder approval in accordance with the policies of the TSXV):

- the aggregate number of Common Shares reserved for issuance pursuant to Awards, together with awards granted under any other security based compensation plan of the Corporation, granted to any one person in any twelve (12) month period may not exceed 5% of the outstanding Common Shares (on a non-diluted basis) determined at the time of grant;
- the aggregate number of Common Shares reserved for issuance pursuant to Awards, together with awards under any other security based compensation plan of the Corporation, granted to insiders (as a group) may not exceed 10% of the outstanding Common Shares (on a non-diluted basis) at any point in time;
- the aggregate number of Common Shares reserved for issuance pursuant to Awards, together with awards under any other security based compensation plan of the Corporation, granted to insiders (as a group) in any twelve (12) month period shall not exceed 10% of the outstanding Common Shares (on a non-diluted basis) determined at the time of grant;
- the aggregate number of Common Shares issuable pursuant to Awards, together with awards under any other security based compensation plan of the Corporation, granted to any consultant in any twelve (12) month period shall not exceed 2% of the outstanding Common Shares (on a non-diluted basis) determined at the time of grant; and
- Investor Relations Service Providers (as defined in TSXV Policy 4.4) shall only be entitled to Options under the Compensation Plan and the aggregate number of Common Shares issuable pursuant to Options under the Compensation Plan, together with Options under any other security based compensation plan of the Corporation, granted to all such persons in any twelve (12) month period shall not exceed 2% of the outstanding Common Shares determined at the time of grant.

Stock Options

An Option will be exercisable during a period established by the Board, which will commence on the date of the grant and terminate no later than ten years after the date of grant of the Option, or such shorter period as the Board may determine. The minimum exercise price of an Option will be determined based on the market price of the Common Shares on the TSXV on the last trading day before the date such Option is granted. The Compensation Plan provides that during such time as the Corporation is listed on the TSXV, the exercise period will automatically be extended if the date on which the Option is scheduled to terminate falls during a black-out period. In such cases, the extended exercise period will terminate ten business days after the last day of the black-out period. (If the Corporation is not listed on the TSXV, each Option that would expire during or within ten business days immediately following a black-out period will expire on the date that is ten business days immediately following the expiration of the black-out period). In order to facilitate the payment of the exercise price of the Options, the Compensation Plan has a cashless exercise feature pursuant to which a Participant may elect to undertake a broker assisted "cashless exercise" subject to the procedures set out in the Compensation Plan.

Subject to any vesting restrictions imposed by the TSXV, or as may otherwise be determined by the Board at the time of grant, Options shall vest equally over a four-year period such that 1/4 of the Options shall vest on the first, second, third and fourth anniversary dates of the date that the Options were granted.

### Performance Share Units

PSUs are performance-based Awards designed to reward Participants for enhancing Shareholder value. A PSU is a right to receive a Common Share issued from treasury upon settlement, subject to the terms of the Compensation Plan and the applicable Award Agreement, which generally becomes vested subject to the attainment of performance criteria established by the Board in its discretion at the time of grant. PSUs will be subject to a performance multiplier as set forth in each applicable Award Agreement, and which will be based on the achievement of certain performance-related conditions determined by the Board.

### Restricted Share Units

RSUs are time-based Awards that function to reward Participants for enhancing Shareholder value. An RSU is a right to receive a Common Share issued from treasury upon settlement, subject to the terms of the Compensation Plan and the applicable Award Agreement, which generally becomes vested, if at all, following a period of continuous employment or engagement. Subject to any vesting restrictions imposed by the TSXV, or as may otherwise be determined by the Board at the time of grant, RSUs shall vest equally over a three-year period such that 1/3 of the RSUs shall vest on the first, second and third anniversary dates of the date that the RSUs were granted.

### Deferred Share Units

DSUs are Awards attributable to a Participant's duties as a non-management director that, upon settlement, entitles the Participant to receive such number of Common Shares as determined by the Board, or to receive the cash equivalent or a combination thereof and is payable after termination of the Participant's service with the Corporation. Subject to any requirements of the Exchange, the Board may determine the vesting terms and expiry date of each DSU, provided that if a DSU would otherwise settle or expire during a Black Out Period, the Board may extend such date. Subject to compliance with the rules of the TSXV, the Board may determine, at the time of grant, the treatment of DSUs upon a Participant ceasing to be eligible to participate in the Compensation Plan.

### Settlement of PSUs, DSUs, and RSUs

The vesting period and settlement terms for any RSUs, DSUs, and PSUs granted will be determined by the Board, in its sole discretion, at the time of the grant, subject to the TSXV requirement that no PSUs or RSUs may vest before the date that is one year following the date it is granted or issued, provided, however, that such vesting may be accelerated for a Participant who dies or who ceases to be an eligible Participant under the Compensation Plan in connection with a Change of Control (as such term is defined in the Compensation Plan), takeover bid, reverse takeover or other similar transaction. No DSUs may be settled prior to the date the non-employee director ceases to be a director of the Corporation for any reason, including a Change of Control (as such term is defined in the Compensation Plan), resignation, retirement, death or failure to obtain re-election as a director.

### Cessation of Employment or Services

Unless otherwise determined by the Board, the following describes the impact of certain events on a Participant's rights under the Compensation Plan, subject to the terms of a Participant's employment agreement and Award Agreement.

#### *Termination without Cause or Voluntary Resignation*

All unvested Awards held by the Participant shall automatically terminate and the Participant may, within ninety (90) days after the termination date (or such shorter period as is remaining in the term of the Awards), exercise or settle their vested Awards. At the end of such 90-day period (or such shorter period as is remaining in the term of the Awards), any outstanding Awards shall automatically terminate.

### *Termination for Cause*

All Awards held by the Participant, whether vested or unvested, shall automatically terminate on the termination date.

### *Death or Disability*

All unvested Options held by the Participant shall automatically terminate and the Participant (or the Participant's legal representative) may, within twelve (12) months after the Participant's termination date or date of death (or such shorter period as is remaining in the term of the Options), exercise the vested Options. At the end of such 12-month period (or such shorter period as is remaining in the term of the Options), any outstanding Options shall automatically terminate.

A pro rata portion of the unvested RSUs, PSUs and DSUs held by the Participant will vest. The number of unvested RSUs and DSUs that vest is based on the number of days elapsed between the applicable date of grant and the termination date, and the number of PSUs that vest is based on performance achieved up to the termination date as determined by the Board.

### *Change of Control*

If a Participant is terminated without cause or resigns for good reason during the 12-month period following a Change of Control (as such term is defined in the Compensation Plan), or after the Corporation has signed a written agreement to effect a Change of Control but before the Change of Control is completed, then any unvested Awards will immediately vest and may be exercised prior to the earlier of 90 days of such date or the expiry date of such Awards.

### *Amendments and Termination*

The Board may, at any time, suspend or terminate the Compensation Plan, subject to compliance with any applicable law (including, without limitation, the rules, regulations and policies of the TSXV), or any governmental or regulatory body. Without limiting the generality of the foregoing, the Board may make the following types of amendments to the Compensation Plan or any Awards without seeking Shareholder approval, provided, however, that all amendments to the Compensation Plan or Awards granted thereunder will require approval of the TSXV:

- Amendments that clarify existing provisions of the Compensation Plan;
- Amendments that correct typographical errors;
- Amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the TSXV);
- Amendments to revise the terms of the Compensation Plan or an Award Agreement as long as such amendment would not materially and adversely impair any rights arising from any Awards previously granted to a Participant under the Compensation Plan;
- Amendments necessary to suspend or terminate the Compensation Plan; and
- Any other amendment that does not require Shareholder approval as set forth below.

Under the Compensation Plan, Shareholder approval is required for the following types of amendments:

- any amendment to reduce the exercise price of an Option issued to an insider, in which case, disinterested Shareholder approval must be obtained;
- any amendment to remove or exceed the Participant participation limits;

- any amendment to remove or to exceed the insider participation limits;
- any amendment to the amendment provisions; and
- any amendment which would allow for the transfer or assignment of Awards under the Compensation Plan, other than for normal estate settlement purposes.

The policies of the TSXV require annual Shareholder approval of the Compensation Plan. See “*Matters to be Acted Upon at the Meeting – Approval of the Compensation Plan*”.

### **Employment, Consulting, and Management Agreements**

Other than as disclosed below, no individuals acting as NEOs of the Corporation are anticipated to be acting through external management companies.

#### ***Peter Bak***

Dr. Bak may receive license fees through the license paid to Axon, a corporation where Dr. Bak is a 50% shareholder.

#### ***Gregory Noble***

Mr. Noble was an employee of Kovo and entered into an employment contract with its predecessor company, MedWorxs, dated March 1, 2020, with a five-year term. Mr. Noble received \$250,000 in annual base compensation. As former CEO, Mr. Noble was entitled to bonuses determined by the Board. In the event Mr. Noble was terminated without cause or resigned for specific circumstances, defined as “Good Reason” pursuant to his employment contract, he was entitled to severance payments equal to two years base compensation plus bonus.

#### ***Jeana Noble***

Mrs. Noble is an employee of Kovo and entered into an employment contract with its predecessor company, MedWorxs, dated March 1, 2020, with a five-year term. Ms. Noble receives \$150,000 in annual base compensation. As CCO, she is entitled to bonuses determined by the Board. In the event Mrs. Noble is terminated without cause, or resigned for specific circumstances, defined as “Good Reason” pursuant to her employment contract, she is entitled to severance payments equal to two years base compensation plus bonus.

#### ***Inder Saini***

Mr. Saini provided contract CFO services through 2674267 Ontario Inc., a corporation controlled by Mr. Saini. MedWorxs entered into a contract with 2674267 Ontario Inc. dated March 1, 2020, and subsequently updated, which provided for payment by Kovo’s predecessor company, MedWorxs, of a monthly retainer of USD\$15,000 and annual bonuses as determined by the Board. The contract was cancellable by the Corporation without cause on 30 days’ notice.

### **Oversight and Description of Director and NEO Compensation**

#### ***Compensation Governance***

The compensation payable to the Corporation’s directors and NEOs is currently determined by the Board in conjunction with the CCG Committee by monitoring our compensation plans and practices and ensuring their congruence with Kovo’s compensation goals.

### ***Compensation of NEOs***

The Corporation's compensation practices are designed to retain, motivate and reward its executive officers for their performance and contribution to the Corporation's long-term success and are overseen by the Board, or, from time to time, a committee thereof.

The Corporation's compensation program consists primarily of three elements:

- Base Salary;
- Annual Bonus; and
- Long-Term Equity Incentives

#### ***Base Salary***

Base salaries for the Corporation's executive officers are established based on the scope of their responsibilities and their prior relevant experience, taking into account competitive market compensation paid by other companies in the Corporation's industry for similar positions and the overall market demand for such executives at the time of hire. An executive officer's base salary will also be determined by reviewing the executive officer's other compensation with the intent that the executive officer's total compensation is in line with the Corporation's overall compensation philosophy.

Base salaries are to be reviewed annually and increased for merit reasons, based on the executive officers' success in meeting or exceeding individual objectives, and taking into account prevailing market conditions. Additionally, the Corporation may adjust base salaries as warranted throughout the year for promotions or significant changes in the scope or breadth of an executive officer's role or responsibilities.

#### ***Annual Bonus***

The Corporation's compensation program includes eligibility for an annual incentive cash bonus. Annual incentive cash bonuses are discretionary and are not awarded pursuant to a formal plan. The Board assesses the level of the executive officer's achievement of meeting individual goals, as well as that executive officer's contribution towards corporation-wide goals. The amount of the cash bonus is expected to depend on the level of achievement of the individual performance goals, with a target bonus generally to be set as a percentage of base salary and based on profitability measures.

#### ***Long-Term Equity Incentives***

The Corporation believes that equity-based awards will allow it to reward executive officers for their sustained contributions to the Corporation. The Corporation also believes that equity awards reward continued employment by an executive officer, with an associated benefit to the Corporation of employee continuity and retention. The Board believes that Options and other equity incentive Awards provide management with a strong link to long-term corporate performance and the creation of Shareholder value.

The Compensation Plan allows the Corporation to grant Options and Awards considering the individual's position, scope of responsibility, ability to affect profits, historic and recent performance, and the value of the awards in relation to other elements of the executive's total compensation. The Board considers previous Options and Award grants when considering new grants under the Compensation Plan.

### **Compensation of Directors**

The Corporation compensates its directors commensurate with current industry standards and their ability to contribute to the sustained performance of the Corporation. Directors will also be reimbursed for their out-of-pocket expenses incurred in connection with rendering services to the Corporation.

### **Pension Disclosure**

The Corporation does not have in place any pension plan or similar benefit program that provides for payments or benefits at, following or in connection with retirement.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following sets forth information in respect of securities authorized for issuance under the Compensation Plan as at December 31, 2023.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding Awards</b>	<b>Weighted average exercise price of outstanding Awards</b>	<b>Number of securities remaining available for future issuance under equity compensation plans</b>
<i>Equity compensation plans approved by securityholders<sup>(1)</sup></i>	7,750,953	\$0.22	106,251
<i>Equity compensation plans not approved by securityholders</i>	N/A	N/A	N/A
<b>Total:</b>	7,750,953	\$0.22	106,251

**Notes:**

(1) The Compensation Plan authorizes the issuance of Awards up to 11,508,781 in the aggregate. See “*Stock Options and Other Compensation Securities – Compensation Plan*”.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

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

### **AUDIT COMMITTEE**

The following sets forth the disclosure required by Form 52-110F2 – *Disclosure by Venture Issuers (“52-110F2”)* under National Instrument 52-110 – *Audit Committees (“NI 52-110”)*.

#### **Audit Committee Charter**

The Board adopted a written charter for the Audit Committee (the “**Committee Charter**”), guiding its responsibility for, among other things, assisting the Board in its oversight of the Corporation’s financial statements, public disclosures, legal and regulatory compliance relating to financial reporting, the external auditor’s qualifications and independence and the performance of the internal audit function and the external auditors. The Committee Charter is attached hereto as Schedule “A”.

### Composition of the Audit Committee

The Corporation is required by applicable corporate and securities legislation to have an Audit Committee comprised of three directors that are considered “financially literate” and a majority of which are considered “independent”, as such terms are defined in NI 52-110.

Name of Director	“Independence” <sup>(1)</sup>	“Financial Literacy” <sup>(2)</sup>
Harp Gahunia (Chair)	✓	✓
Peter Bak	✓	✓
Greg Noble	-	✓

**Notes:**

(1) As defined in section 1.4 of NI 52-110.

(2) As defined in section 1.6 of NI 52-110.

### Relevant Education and Expertise

The following is a brief description of the education and experience of each member of our Audit Committee that is relevant to their performance of the responsibilities outlined in Committee Charter:

Harp Gahunia (Chair)	Mr. Gahunia’s background includes over \$150M in financings and extensive board experience in health-tech and AI. He began his career at Deloitte, specializing in telecommunications, where he gained deep expertise in accounting principles, financial reporting, and assessing estimates, accruals, and provisions for innovative, high-growth clients.
Peter Bak	Dr. Peter Bak, Kovo’s Executive Chairman, has extensive experience in healthcare operations and e-Health innovation. His leadership in developing Axon’s record-sharing system and advising on e-Health strategies equips him with a strong understanding of complex systems, which is valuable for assessing accounting principles, estimates, accruals, and provisions.
Greg Noble	Greg Noble, Kovo’s former CEO, brings over 20 years of experience in revenue cycle management, medical billing, and cloud-based software solutions. As Co-Founder of Medworx and CEO of Kovo he has deep expertise in financial systems and healthcare technology, providing him with a strong understanding of accounting principles, estimates, and accruals relevant to financial reporting.

### Audit Committee Oversight

Since the commencement of the Corporation’s most recently completed financial year, each recommendation of the Audit Committee to nominate or compensate the external auditors has been adopted by the Board.

### Reliance on Certain Exemptions

The Corporation does not rely on any of the exemptions set forth in Section 5 of 52-110F2.

### Pre-Approval Policies and Procedures

Aside from requiring the Audit Committee to approve all non-audit services provided by the Corporation’s auditors, the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Corporation’s auditors did not provide any material non-audit services to the Corporation for the years ending December 31, 2023 and 2022.

## External Auditor Service Fees

The following is a summary of the fees paid to the Corporation’s auditor, SRCO Professional Corporation, for external audit and other services during the periods indicated.

Financial Year	Audit Fees <sup>(1)</sup> (\$)	Audit-Related Fees <sup>(2)</sup> (\$)	Tax Fees <sup>(3)</sup> (\$)	All Other Fees <sup>(4)</sup> (\$)
2023	\$86,500	Nil	Nil	Nil
2022	\$66,500	Nil	\$17,442	Nil

### Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the 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, international financial reporting standards transition consulting, 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.

## CORPORATE GOVERNANCE PRACTICES

The following sets forth the disclosure required by Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* (“**58-101F2**”) under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”).

### Board of Directors

The Board has determined that Harp Gahunia, Michael Steele, Peter Bak, and Robert Galarza are all independent within the meaning of Section 1.2 of NI 58-101. Pursuant to Subsection 1.4(3)(a) of NI 52-110, Greg Noble, the Corporation’s former CEO, is not considered independent given his as he served as an executive officer of Kovo within the last three years.

As all four of five members of the Board are independent, the Board believes it can function independently of management. If determined necessary or appropriate, at the end of or during each meeting of the Board or the committees thereof, the members of management of the Corporation and the non-independent directors of the Corporation who are present at such meeting may be asked to leave the meeting in order for the independent directors to meet. In addition, other meetings of the independent directors may be held from time to time if required.

### Directorships

The following directors on the Board are presently directors of other issuers that are reporting issuers:

Director	Reporting Issuer	Exchange
Robert Galarza	TruTrace Technologies Inc.	CSE
Harp Gahunia	VersaPay Corporation	TSXV

### Orientation and Continuing Education

No formal education program currently exists for the orientation of new directors and existing directors. While the Corporation does not currently have a formal orientation program for new directors, new directors are provided with access to all background documents in respect of the Corporation, including all corporate records, prior Board materials and a presentation is made by



management to new directors respecting the nature and operations of the Corporation's business. Existing directors are also expected to provide orientation and education to new members on an informal and ad hoc basis. The Corporation encourages directors to attend, enrol or participate in courses and/or seminars dealing with financial literacy, corporate governance and related matters. Each director of the Corporation has the responsibility for ensuring that he maintains the skill and knowledge necessary to meet his obligations as a director.

### **Ethical Business Conduct**

The Board has adopted a written code of business conduct and ethics (the "Code"), which applies to all employees, contractors, consultants, officers and directors of the Corporation. The purpose of the Code is to, among other things, promote honest and ethical conduct, promote the avoidance of conflicts of interest, promote compliance with applicable laws, rules and regulations, provide guidance to employees, contractors, consultants, officers and directors of the Corporation to help them recognize and deal with ethical issues and help foster a culture of honesty and accountability for the Corporation.

### **Nomination of Directors**

The Board as a whole is responsible for recommending suitable candidates for nominees for election or appointment as director and recommending the criteria governing the overall composition of the Board and governing the desirable characteristics for directors. In making such recommendations, the Board is to consider: (i) the competence and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competence and skills that the Board considers each existing director to possess; (iii) the competencies and skills that each new nominee will bring to the boardroom; and (iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board. Periodically, the Board periodically reviews composition of the Board to ensure that an appropriate number of independent directors sit on the Board and analyze the needs of the Board and recommend nominees who meet such needs.

### **Compensation**

See "*Statement of Executive Compensation*" for a summary of the steps that are taken to determine compensation for the directors and NEOs of the Corporation.

### **Other Board Committees**

Aside from the Audit Committee, the Corporation maintains the CCG Committee, which functions to assist the Board in fulfilling its oversight responsibilities with respect to human resources policies and executive compensation. The CCG Committee is comprised of Michael Steele, Harp Gahunia, and Robert Galarza.

### **Assessments**

The Corporation has not commenced a formal process of assessing the Board and its committees or the individual directors. To date, the Board has satisfied itself that the Board, its committees and individual directors are performing effectively through informal discussions.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as disclosed herein, there were no material interests, direct or indirect, of directors or executive officers of the Corporation, of any Shareholder who beneficially owns or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares, or any other Informed Person (as defined in NI 51-102) or any known associate or affiliate of such persons, in any transaction since the commencement of the most recently completed financial year of the Corporation or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or nominee for director, or executive officer of the Corporation or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information about the Corporation is provided in our consolidated financial statements and MD&A. You can obtain copies of these financial statements and MD&A by contacting the Corporation at (i) 1600 - 925 West Georgia Street, Vancouver, BC, V6C 3L2; (ii) 1-866-558-6777; or (iii) [www.kovoplus.com/investors](http://www.kovoplus.com/investors).

## SCHEDULE “A”

### AUDIT COMMITTEE CHARTER

#### 1. Objectives

The Audit Committee (the “**Committee**”) is appointed by the board of directors (the “**Board**”) of Kovo+ Holdings Inc. (the “**Corporation**”) to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting issues and issues relating to the appointment and review of the auditor for the Corporation.

The Committee acknowledges the corporate governance guidelines issued by the Canadian Securities Administrators in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”), and other regulatory provisions as they pertain to financial reporting and accounting matters. The objective of the Committee is to review, monitor and promote appropriate accounting practices of the Corporation.

The Audit Committee is responsible for assisting the in general oversight and monitoring of:

- the integrity of the Corporation’s consolidated financial statements;
- the Corporation’s compliance with applicable legal and regulatory requirements related to financial reporting;
- the qualifications, independence and performance of the Corporation’s auditor;
- the design and implementation of accounting systems, internal controls and disclosure controls, including the Corporation’s written disclosure policy, if any;
- the review and identification of the principal risks facing the Corporation and development of appropriate procedures to monitor and mitigate such risks; and
- any additional matters delegated to the Committee by the Board.

The Committee’s oversight role regarding compliance systems shall not include responsibility for the Corporation’s actual compliance with applicable laws and regulations.

The Committee will continuously review and modify this Charter with regards to, and to reflect changes in, the business environment, industry standards on matters of financial reporting and accounting, additional standards which the Committee believes may be applicable to the Corporation’s business, the location of the Corporation’s business and its shareholders and the application of laws and policies.

#### 2. Composition

The Committee will be comprised of not less than three directors, selected by the Board on recommendation of the Compensation and Corporate Governance Committee. Unless otherwise permitted by applicable law, each member of the Committee will be both “independent” and “financially literate” within the meaning of applicable securities laws including, without limitation, National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”). The members of the Committee shall be appointed or re-appointed by the Board on an annual basis and shall continue as members of the Committee until their successors are appointed or until they cease to be directors of the Corporation. Any member may be removed and replaced at any time by the Board and will automatically cease to be a member as soon as the

member ceases to meet the qualifications set out above. The Board will fill vacancies on the Committee by appointment from among qualified members of the Board. If a vacancy exists on the Committee, the remaining members will exercise all of its powers so long as a quorum remains in office.

Each year, the Board will appoint one member who is qualified for such purpose to be Chairman of the Committee. If, in any year, the Board does not appoint a Chairman of the Committee, the incumbent Chairman of the Committee will continue in office until a successor is appointed.

### **3. Meetings and Minutes**

#### **(a) Scheduling**

The Committee will meet as often as it determines is necessary to fulfill its responsibilities, which in any event will be not less than quarterly. A meeting of the Committee may be called by the auditor, the Chairman of the Committee, the Chairman, the Chief Executive Officer, the Chief Financial Officer or any Committee member. Meetings will be held at a location in Canada determined by the Chairman of the Committee and notice shall be given in accordance with the provisions of the Corporation's bylaws.

#### **(b) Notice to Auditor**

The auditor is entitled to receive notice of every meeting of the Committee and, at the expense of the Corporation, to attend and be heard thereat and, if so requested by a member of the Committee, shall attend any meeting of the Committee held during the term of office of the auditor.

#### **(c) Agenda**

The Chairman of the Committee will establish the agenda for each meeting. Any member may propose the inclusion of items on the agenda, request the presence of or a report by any member of senior management, or at any meeting raise subjects that are not on the agenda for the meeting.

#### **(d) Distribution of Information**

The Chairman of the Committee will distribute, or cause the officers of the Corporation to distribute, an agenda and meeting materials in advance of each meeting to allow members sufficient time to review and consider the matters to be discussed.

#### **(e) Attendance and Participation**

Each member is expected to attend all meetings. A member who is unable to attend a meeting in person may participate by telephone or teleconference. A portion of each meeting will be held without management (including management directors) being present.

#### **(f) Quorum**

Two members will constitute a quorum for any meeting of the Committee.

#### **(g) Voting and Approval**

At meetings of the Committee, each member will be entitled to one vote and questions will be decided by a majority of votes. In case of an equality of votes, the Chairman of the Committee will not have a second or casting vote in addition to his or her original vote.

(h) Procedures

Procedures for Committee meetings will be determined by the Chairman of the Committee or a resolution of the Committee or the Board.

(i) Transaction of Business

The powers of the Committee may be exercised at a meeting where a quorum is present in person or by telephone or other electronic means, or by resolution in writing signed by all members entitled to vote on that resolution at a meeting of the Committee.

(j) Absence of Chairman of the Committee

In the absence of the Chairman of the Committee at a meeting of the Committee, the members in attendance must select one of them to act as chairman of that meeting.

(k) Secretary

The Committee may appoint one of its members or any other person to act as secretary.

(l) Minutes of Meetings

A person designated by the Chairman of the Committee at each meeting will keep minutes of the proceedings of the Committee and the Chairman will cause an officer of the Corporation to circulate copies of the minutes to each member on a timely basis.

**4. Scope, Duties and Responsibilities**

The Committee is responsible for performing the duties set out below as well as any other duties at any time required by law to be performed by the Committee or otherwise delegated to the Committee by the Board:

(a) Appointment and Review of the Auditor

The auditor is ultimately accountable to the Committee and reports directly to the Committee. Accordingly, the Committee will evaluate and be responsible for the Corporation's relationship with the auditor. Specifically, the Committee will:

- select, evaluate and recommend an auditor to the Board for appointment or reappointment, as the case may be, by the Corporation's shareholders and make recommendations with respect to the auditor's compensation;
- review and approve the auditor's engagement letter;
- resolve any disagreements between senior management and the auditor regarding financial reporting;
- at least annually, obtain and review a report by the auditor describing:

- the auditor's internal quality-control procedures, including the safeguarding of confidential information;
- any material issues raised by such procedures, or the review of the auditor by an independent oversight body, such as the Canadian Public Accountability Board, respecting independent audits carried out by the auditor, and the steps taken to deal with any issues raised in any such review;
- meet with senior management not less than quarterly without the auditor present for the purpose of discussing, among other things, the performance of the auditor and any issues that may have arisen during the quarter; and
- where appropriate, recommend to the Board that the auditor be terminated.

(b) Confirmation of the Auditor's Independence

At least annually, and in any event before the auditor issues its report on the annual financial statements, the Committee will:

- review a formal written statement from the auditor describing all of its relationships with the Corporation;
- discuss the auditor any relationships or services that may affect its objectivity and independence (including considering whether the auditor's provision of any permitted non-audit services is compatible with maintaining its independence);
- obtain written confirmation from the auditor that it is objective within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of Chartered Accountants to which it belongs and is an independent public accountant within the meaning of the Independence Standards of the Canadian Institute of Chartered Accountants; and
- confirm that the auditor has complied with applicable rules, if any, with respect to the rotation of certain members of the audit engagement team.

(c) Pre-Approval of Non-Audit Services

The approval of the appointment of the auditor for any non-audit service to be provided to the Corporation must be obtained from the Committee in advance; provided that it will not approve any service that is prohibited under the rules of the Canadian Public Accountability Board or the Independence Standards of the Canadian Institute of Chartered Accountants. Before the appointment of the auditor for any non-audit service, the Committee will consider the compatibility of the service with the auditor's independence. The Committee may pre-approve the appointment of the auditor for any non-audit services by adopting specific policies and procedures, from time to time, for the engagement of the auditor for non-audit services.

(d) Communications with the Auditor

The Committee has the authority to communicate directly with the auditor and will meet privately with the auditor periodically to discuss any items of concern to the Committee or the auditor.

(e) Review of the Audit Plan

The Committee will discuss with the auditor the nature of an audit and the responsibility assumed by the auditor when conducting an audit under generally accepted auditing standards. The Committee will review a summary of the auditor's audit plan for each audit and approve the audit plan with such amendments as it may agree with the auditor.

(f) Review of Audit Fees

The Committee will review and determine the auditor's fee and the terms of the auditor's engagement and inform the Board thereof. In determining the auditor's fee, the Committee will consider, among other things, the number and nature of reports to be issued by the auditor, the quality of the internal controls of the Corporation, the size, complexity and financial condition of the Corporation and its subsidiaries and the extent of support to be provided to the auditor by the Corporation.

(g) Review of Consolidated Financial Statements

The Committee will review and discuss with senior management and the auditor the annual audited consolidated financial statements, together with the auditor's report thereon and the interim financial statements, before recommending them for approval by the Board. The Committee will also review and discuss with senior management and the auditor management's discussion and analysis relating to the annual audited financial statements and interim financial statements, where applicable. The Committee may also, if it so elects, engage the auditor to review the interim financial statements prior to the Committee's review of such financial statements.

(h) Review of Other Financial Information

The Committee will review:

- all earnings press releases and other press releases disclosing financial information, as well as all financial information and written earnings guidance provided to analysts and rating agencies;
- all other financial statements of the Corporation that require approval by the Board before they are released to the public, including, without limitation, financial statements for use in prospectuses or other offering or public disclosure documents and financial statements required by regulatory authorities; and
- disclosures made to the Committee by the Chief Executive Officer and Chief Financial Officer during their certification process for applicable securities law filings by the Corporation (where applicable) about any significant deficiencies and material weaknesses in the design or operation of the Corporation's internal controls over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial information, and any fraud involving senior management or other employees who have a significant role in the Corporation's internal control over financial reporting.

(i) Oversight of Internal Controls and Disclosure Controls

The Committee will review periodically with senior management of the Corporation the adequacy of the internal controls and procedures that have been adopted by the Corporation and its subsidiaries to safeguard assets from loss and unauthorized use and to verify the accuracy of the financial records. The Committee will review any special audit steps adopted in light of material control deficiencies or identified weaknesses. The Committee will review with senior management of the Corporation the controls and procedures that have been adopted by the Corporation to confirm that material information about the Corporation and its subsidiaries that is required to be disclosed under applicable law or stock exchange rules is disclosed.

(j) Legal Compliance

The Committee will review any legal matters that could have a significant effect on the Corporation's financial statements.

(k) Risk Management

The Committee will oversee the Corporation's risk management function and, on a quarterly basis, will review a report from senior management describing the major financial, legal, operational and reputational risk exposures of the Corporation and the steps senior management has taken to monitor and control such exposures.

(l) Taxation Matters

The Committee will review with senior management the status of taxation matters of the Corporation.

(m) Employees of the Auditor

The Committee will review and approve policies for the hiring by the Corporation of any partners and employees and former partners and former employees of the present or former auditor.

(n) Evaluation of Financial and Accounting Personnel

The Committee will have direct responsibility to:

- develop a position description for the Chief Financial Officer, setting out the Chief Financial Officer's authority and responsibilities, and present it to the Board for approval;
- review and approve the goals and objectives that are relevant to the Chief Financial Officer's compensation and present the same to the Board for approval;
- evaluate the Chief Financial Officer's performance in meeting his or her goals and objectives;
- review and assess the performance of the Corporation's financial and accounting personnel; and
- recommend to the Board remedial action, where necessary.

(o) Signing Authority and Approval of Expenses

The Committee will determine the signing authority of officers and directors in connection with the expenditure and release of funds. The Committee will also review the Chief Executive Officer's and Chief Financial Officer's expense statements. Director expense statements will be reviewed by the Chief Executive Officer. Where the Chief Executive Officer thinks it advisable, he or she may request that the Committee review director expense statements.

**5. Complaints Procedure**

The Committee will administer the Corporation's Whistleblower Policy for the receipt, retention and follow-up of complaints received by the Corporation regarding accounting, internal controls, disclosure controls or auditing matters and the confidential, anonymous submission of concerns by employees of the Corporation regarding such matters.

**6. Reporting**

The Committee will regularly report to the Board on:

- the auditor's independence, engagement and fees;



- the performance of the auditor and the Committee's recommendations regarding its reappointment or termination;
- the adequacy of the Corporation's internal controls and disclosure controls;
- the Corporation's risk management procedures;
- its recommendations regarding the annual and interim financial statements of the Corporation, including any issues with respect to the quality or integrity of the financial statements;
- its review of any applicable annual and interim management's discussion and analysis;
- any complaints made under, and the effectiveness of, the Corporation's Whistleblower Policy;
- the Corporation's compliance with applicable legal and regulatory requirements related to financial reporting; and
- all other significant matters it has addressed or reviewed and with respect to such other matters that are within its responsibilities, together with any associated recommendations.

**7. Assessment**

At least annually, the Board and Corporate Governance Committee will review the effectiveness of the Committee in fulfilling its responsibilities and duties as set out in this Charter and in a manner consistent with the mandate adopted by the Board.

**8. Review and Disclosure**

The Committee will review this Charter at least annually and submit it to the Board and Corporate Governance Committee together with any proposed amendments. The Board and Corporate Governance Committee will review the Charter and make approvals with such further proposed amendments as it deems necessary and appropriate.

**9. Access to Outside Advisors and Records**

The Committee may retain independent counsel and any outside advisor at any time and has the authority to determine any such advisors' fees and other retention terms. The Committee, and any outside advisors retained by it, will have access to all records and information, relating to the Corporation and all their respective officers, employees and agents which it deems relevant to the performance of its duties.

## SCHEDULE “B”

### KOVO+ HOLDINGS INC. (the “Corporation”)

#### BY-LAW NO. 1

**BE IT ENACTED** as a by-law of the Corporation as follows:

#### 1. INTERPRETATION

##### 1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Business Corporations Act* (Alberta) together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefor, as amended from time to time and, in the case of any such amendment or substitution, any reference in this by-law shall be read as referring to the amended or substituted portions therefor;
- (b) “**appoint**” includes “elect” and vice versa;
- (c) “**articles**” means the articles attached to the certificate of incorporation or continuance of the Corporation as from time to time amended or restated;
- (d) “**attendance**”, “**attend**” and “**present**” includes attendance or being present by way of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other in accordance with the requirements of the Act;
- (e) “**Board**” means the Board of Directors of the Corporation for the time being;
- (f) “**by-law**” means this by-law of the Corporation and all other by-laws from time to time in force and effect; and
- (g) “**director**” means a director of the Corporation.

##### 1.2 Interpretation

- (1) All terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act shall have the meaning given to such terms in the Act.
- (2) Words importing the singular number only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender.
- (3) The division of these by-laws into Articles, Sections, Schedules and other subdivisions and the inclusion of headings are for convenience of reference only and shall not affect the construction or interpretation of these by-laws. The headings in these by-laws are not intended to be full or precise descriptions of the text to which they refer. Unless something in the subject matter or context is inconsistent therewith, references herein to an Article, Section, Subsection, paragraph, clause or Schedule are to the applicable article, section, subsection, paragraph, clause or schedule of these by-laws.
- (4) The words “hereof”, “herein”, “hereto”, “hereunder”, “hereby” and similar expressions refer to these by-laws as a whole and not to any particular section or portion of it.

- (5) The by-laws are made pursuant to and are subordinate to the Act and shall be read in conjunction with the Act. In case of conflict between the provision of any by-law and a provision of the Act, the applicable provision of the Act shall govern. In case of conflict between the provision of any by-law and the provision of the articles or any unanimous shareholder agreement, the applicable provision of the articles or unanimous shareholder agreement, as the case may be, shall govern.

## **2. GENERAL MATTERS**

### **2.1 Registered Office**

The Board may, by resolution, change from time to time the address of the registered office of the Corporation within Alberta specified in the Notice of Registered Office.

### **2.2 Financial Year**

The fiscal year of the Corporation shall terminate on such day in each year as the Board may determine from time to time by resolution of the Board.

### **2.3 Seal**

The Corporation may adopt one or more different corporate seals from time to time by resolution of the Board. Any instrument, agreement or other document executed on behalf of the Corporation is not invalid merely because the corporate seal is not affixed thereto.

### **2.4 Execution of Documents**

- (1) To the extent permitted under applicable law, contracts, documents, securities or other instruments in written, electronic or any other form binding upon the Corporation (“**Documents**”) may be executed in writing or in electronic form or otherwise assented to in any legally effective manner by any two officers or directors (or where the Corporation has only one director or officer, that director or officer). The Board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to execute or otherwise assent to either Documents generally or specific Documents. In addition, any two officers or directors that may so execute or otherwise assent to Documents on behalf of the Corporation (or where the Corporation has only one director or officer, that director or officer) may direct the manner in which and the person or persons by whom any particular Document or class of Documents may or shall be executed or otherwise assented to on behalf of the Corporation.
- (2) The signature of anyone authorized to execute a Document on behalf of the Corporation may, if specifically authorized by resolution of the Board, be printed, engraved, lithographed or otherwise mechanically reproduced upon all Documents in writing and any such Document, shall be deemed to have been manually signed by the person whose signature is so reproduced and shall be as valid as if the Document had been signed manually, notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such Document.
- (3) The corporate seal of the Corporation, if any, may be affixed to any Document in writing by any person authorized to sign such Document or at the direction of any such person.
- (4) Any director or officer of the Corporation, at the time of the making of the certificate, may certify a copy of any resolution, by-law or other Document of the Corporation to be a true copy thereof.

**2.5 Banking Arrangements**

The banking business of the Corporation, including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

**2.6 Voting Securities in other Bodies Corporate**

All securities of any other body corporate carrying voting rights held from time to time by the Corporation may be voted at all meetings of shareholders, bondholders, debentureholders or holders of such securities, as the case may be, of such other body corporate, in such manner and by such person or persons as the Board shall from time to time determine by resolution. Any two officers of the Corporation (or where the Corporation has only one officer, that officer) may also, from time to time, execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as such officer(s) may determine without the necessity of a resolution or other action by the Board.

**3. DIRECTORS**

**3.1 Powers**

Subject to any unanimous shareholder agreement, the Board shall manage, or supervise the management of, the business and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not by the Act or other statute, the articles, the by-laws or any special resolution of the Corporation expressly directed or required to be done in some other manner.

**3.2 Number of Directors**

Subject to any fixed number or minimum and maximum number of directors prescribed in the articles, the Board shall consist of such number of directors as may be specifically fixed from time to time by resolution of the Board.

**3.3 Election and Term**

The term of office for a director shall be from the date of the meeting at which he or she is elected until the annual meeting next following, provided that a retiring director shall retain office until the adjournment or termination of the meeting at which his or her successor is elected unless such meeting was called for the purpose of removing the director from office in which case the director so removed shall vacate office immediately upon the passing of the resolution for his or her removal. Retiring directors, if qualified under the Act and other applicable requirements, are eligible for re-election.

Whenever at any election of directors of the Corporation the full number of directors is not elected by reason of the disqualification, the refusal to act or the failure to consent to act as a director or the death of any nominee or nominees, the directors elected may exercise all powers of the Board so long as the number of directors so elected constitutes a quorum.

**3.4 Resignation**

A director may resign by sending to the Corporation a resignation in writing. A resignation of a director shall become effective at the time it is sent to the Corporation or at the time specified in the resignation, whichever is later.

**3.5 Vacancies**

If there is a vacancy or vacancies on the Board, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. Subject to the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure to elect the number or minimum number of directors required by the articles.

**3.6 Removal of Directors**

Subject to the provisions of the Act, the shareholders may, by resolution passed at a meeting specifically called for such purpose, remove any director from office, and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board.

**3.7 Ceasing to Hold Office**

A director ceases to hold office when he or she dies, is removed from office by the shareholders, ceases to be qualified for election as a director, or when or his or her resignation becomes effective.

**3.8 Remuneration and Expenses**

Subject to the articles or any unanimous shareholder agreement, the directors shall be paid such remuneration for their services as the Board may, from time to time, determine. The directors shall also be entitled to be reimbursed for travelling and other expenses reasonably incurred by them in attending meetings of the Board or any committee of the Board. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration for such service.

**4. MEETINGS OF DIRECTORS**

**4.1 Place of Meetings**

Meetings of the Board and of any committee of the Board may be held at any place within or outside Canada.

**4.2 Calling Meetings**

A meeting of the Board may be convened at any time by the President or any two directors, and the Secretary shall, upon direction of any of the foregoing, convene a meeting of the Board. A meeting of any committee may be convened at any time by the committee chair or any two members of the committee, and the Secretary shall, upon the direction of either of the foregoing, convene a meeting of such committee. Except as otherwise provided by the Act and the by-laws, the directors, either as a Board or as a committee thereof, may convene, adjourn and otherwise regulate their meetings as they think fit.

**4.3 Notice of Meetings**

Notice of the time and place of each meeting of the Board, or of any committee of the Board, shall be given in the manner provided in Section 11.1 to each director or committee member, as the case may be, or by telephone. Where notice of a meeting is given by telephone, it shall be deemed to have been given when communicated personally to the director or committee member in question. If notice of a meeting is to be given personally or by telephone, then such notice shall be given not less than twenty-four (24) hours before the time when the meeting is to be held. If notice of a meeting is to be delivered or sent (other than by mail) in the manner provided in Section 11.1, then the notice shall be given not less than forty-eight (48) hours before the time when the meeting is to be held. If notice of a meeting is to be given by mail, then such notice shall be given not less than ninety-six (96) hours before the time when the meeting is to be held. Meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the directors or members of the committee are present

(including present by way of telephone or other electronic means) or if all the absent directors or committee members waive notice. A notice of a meeting of directors or of any committee shall, where required by the Act, specify the purpose or the business to be transacted at the meeting in reasonable detail.

**4.4 Waiver of Notice**

Notice of any meeting of the Board or of any committee of the Board or any irregularity in any meeting or in the notice thereof may be waived by any director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.

**4.5 First Meeting of New Board**

Provided a quorum of directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of shareholders at which such Board is elected.

**4.6 Participation in Meeting by Electronic Means**

If all the directors consent, a director may participate in a meeting of the Board or a committee of the Board by means of a telephonic, electronic or other communication facility in accordance with the Act. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

**4.7 Quorum**

A majority of the number of directors prescribed by the articles or fixed by the Board pursuant to Section 3.2 shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting.

**4.8 Chair of Meeting**

The President, or in his or her absence, any other officer shall preside as chair of every meeting of directors of the Corporation, but if at any meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chair of the meeting.

**4.9 Secretary of Meeting**

The Secretary shall act as secretary of meetings of directors of the Corporation. In the absence of the Secretary or in the case of his or her disability or refusal to act, the chair of the meeting shall appoint a person, who need not be a director, to act as secretary of the meeting.

**4.10 Adjournment of Meetings**

The chair of a meeting of the Board or a committee of the Board may, with the consent of the meeting, adjourn any meeting from time to time to a fixed time and place and, subject to the Act, no notice of the fixed time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of the adjournment and if a quorum as constituted at the time of adjournment is present at the adjourned meeting. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

**4.11 Votes to Govern**

At all meetings of the Board and of each committee of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not be entitled to have a second or casting vote, and the motion shall be defeated.

**4.12 Resolution in Writing**

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Board or committee of the Board, is as valid as if it had been passed at a meeting of the Board or committee of the Board. Resolutions in writing contemplated by this Section 4.12 may be signed in several counterparts, including counterparts delivered by facsimile, which counterparts together shall constitute a single resolution in writing.

**5. COMMITTEES**

**5.1 Formation of Committees**

The Board may appoint one or more committees of the Board as it may determine and delegate to such committee any of the powers of the Board, except those which pertain to items which, under the Act, a committee of directors has no authority to exercise.

**5.2 Organization and Procedure**

Except as otherwise provided in the Act or in the by-laws and as may be otherwise determined by the Board, each committee of the Board shall determine its own organization and procedure.

**6. OFFICERS**

**6.1 Appointment of Officers**

Subject to the articles or any unanimous shareholder agreement, the Board may, from time to time, designate the offices of the Corporation and until otherwise determined, the offices shall consist of the following: (i) President, (ii) Corporate Secretary, and (iii) Chief Financial Officer. The Board may, from time to time, appoint such persons to fill any such offices, as it considers advisable. An officer may, but need not be a director, and one person may hold more than one office.

**6.2 Duties of Officers**

The President shall preside at all meetings of the directors and shareholders and shall perform such other duties as may, from time to time, be assigned to him or her by resolution of the Board. The Secretary shall act as secretary at all meetings of the directors and shareholders and shall perform such other duties as may from time to time be assigned to him or her by resolution of the Board. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board or the President may specify. The Board may, from time, to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

**6.3 Term of Office**

The Board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until his or her successor is appointed, or until his or her earlier resignation.

**6.4 Terms of Employment and Remuneration**

The terms of employment and the remuneration of an officer appointed by the Board shall be established by the Board from time to time.

**7. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**7.1 Indemnity**

Subject to any limitations contained in the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, and any such individual's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if:

- (a) such individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

Subject to any limitations contained in the Act, the Corporation shall advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to above.

**7.2 Indemnity Agreements**

Nothing in this by-law shall limit the right of any person entitled to indemnity apart from the provisions of this by-law. The Corporation is hereby authorized to execute indemnity agreements in favour of the individuals referred to in Section 7.1 to the fullest extent permitted by law.

**7.3 Insurance**

The Corporation is hereby authorized to purchase and maintain insurance for the benefit of the individuals referred to in Section 7.1 against such liabilities and in such amounts as the Board may determine from time to time.

**8. SHARES AND TRANSFERS**

**8.1 Shares and Transfers**

Shares in the authorized capital of the Corporation may, from time to time, be allotted and issued, and options to purchase shares may be granted, by resolution of the Board on such terms and conditions and to such persons as the Board may determine.

**8.2 Share Certificates**

Share certificates (and the transfer form on the reverse side thereof) shall, subject to compliance with the Act, be in such form as the Board may, from time to time, by resolution, approve and such certificates shall be signed by any one officer of the Corporation holding office at the time of signing. Notwithstanding any change in the persons holding such office between the time of actual signing and the issuance of any certificate, any such certificate so signed shall be valid and binding upon the Corporation.



**8.3 Transfer of Shares**

A transfer of a share issued by the Corporation shall be recorded or registered in accordance with the Act, and no transfer shall be recorded or registered unless or until the certificate representing the share has been surrendered and cancelled or, if no certificate has been issued by the Corporation in respect of such share, unless or until a duly executed share transfer power in respect thereof has been presented for registration.

**8.4 Replacement Share Certificates**

If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, and on such terms, if any, as to evidence and indemnity as the Board thinks fit.

**8.5 Joint Shareholders**

If two or more persons are registered as joint holders of any shares of the Corporation, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividends, bonus, return of capital or other money payable or warrant issuable in respect of such shares.

**8.6 Deceased Shareholders**

In the event of the death of a holder, or any one of the joint holders, of any share, the Corporation shall not be required to make any entry in the share register in respect thereof or to make payment of any dividends thereon except upon production of all such Documents as may be required by law and upon compliance with the reasonable requirements of the Corporation.

**8.7 Lien for Indebtedness**

If the articles provide that the Corporation shall have a lien on shares registered in the name of a shareholder indebted to the Corporation, such lien may be enforced subject to applicable law, by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or equity. Such lien may also be enforced by way of set off against any dividends otherwise payable in respect of such shares or against any other amount otherwise owing by the Corporation to such shareholder. Pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of such shares and, at the option of the Board, such shares may not be voted at a meeting of shareholders.

**9. DIVIDENDS****9.1 Declaration**

Subject to the provisions of the Act and the articles, the Board may declare, and the Corporation may pay dividends to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation or, subject to the provisions of the Act, may be paid in money or property.

**9.2 Payment**

Any amount payable in cash to shareholders (including dividends payable in cash) may be paid by cheque drawn on a financial institution or by electronic means to or to the order of each registered holder of shares of the class or series in respect of which such amount is to be paid. Cheques may be sent by delivery or first class mail to such registered holder at the holder's address appearing on the register of shareholders, unless that holder otherwise directs in writing. The sending of a cheque, as herein provided, in the amount of the dividend less any tax that the

Corporation is required to withhold, shall discharge the Corporation from its liability to pay the amount of that dividend, unless the cheque is not paid on due presentation.

**9.3 Joint Shareholders**

Cheques payable to joint shareholders shall be made to the order of all such joint shareholders. Such cheques may be sent to the joint shareholders at the address appearing on the register of shareholders in respect of that joint holding, to the first address so appearing if there is more than one, or to such other address as such joint shareholders direct in writing.

**9.4 Unclaimed Dividends**

To the extent permitted under applicable law, any dividend unclaimed after a period of five (5) years from the date on which it has been declared payable shall be forfeited and shall revert to the Corporation.

**10. MEETINGS OF SHAREHOLDERS**

**10.1 Place of Meetings**

Meetings of shareholders shall be held at the place in Alberta as the Board may determine or, if specified in the articles or all the shareholders entitled to vote at the meeting so agree, at some place outside Alberta.

**10.2 Calling Meetings**

The President or the Board, by resolution, may call at any time the annual or special meeting of shareholders. The Secretary shall upon direction of any of the foregoing, subject to compliance with the Act, the articles and the by-laws, convene such meeting of shareholders.

**10.3 Notice of Meetings**

Notice of the time and place of each meeting of the shareholders of the Corporation shall be given in the manner provided in Section 11.1 to each director, to the auditor and to each shareholder who at the close of business on the record date for notice was entered in the securities register as the holder of one (1) or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than the consideration of the financial statements and auditors report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. Subject to Section 10.6, to the extent required under the Act, notice of any adjournment or postponement thereof shall be given as specified in the Act and other applicable legal requirements.

**10.4 Waiver of Notice**

Notice of any meeting of shareholders or any irregularity in any such meeting or in the notice thereof may be waived by any shareholder, the duly appointed proxy of such shareholder or any other person entitled to attend the meeting of shareholders on behalf of such shareholder, in any manner and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of any shareholder, duly appointed proxy of any shareholder or any other person entitled to attend the meeting of shareholders on behalf of such shareholder shall be deemed to constitute a waiver of notice of the meeting, except where that person at the opening of business of the meeting states to the meeting that his or her attendance at the meeting is solely for the purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

**10.5 Participation in Meeting by Electronic Means**

The Board may, by resolution, direct that the Corporation make available adequate communication facilities in accordance with the Act so as to permit attendance and voting at a meeting of shareholders by means of a telephonic, electronic or other communication facility.

**10.6 Quorum**

A quorum for any meeting of shareholders shall be constituted only if shareholders holding five percent (5%) or more of the total number of issued shares of the Corporation for the time being enjoying voting rights at such meeting are present or represented by proxy or other representative. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting shall, without further action, stand adjourned to be convened on the same day of the following week at the same place and at the same time and those present at the adjourned meeting shall constitute a quorum. No business shall be transacted at any meeting of shareholders unless the requisite quorum shall be present at the commencement of the meeting.

**10.7 Chair of Meeting**

The President, or in his or her absence, any other officer shall preside as chair of a meeting of shareholders of the Corporation. If there is no such chair, or if at any meeting he or she is not present within thirty (30) minutes after the time appointed for holding the meeting or is unwilling to act as chair, the shareholders present shall choose one of their number to be chair of the meeting.

**10.8 Secretary**

The Secretary shall act as secretary of a meeting of shareholders of the Corporation. In the absence of the Secretary or in the case of his or her disability or refusal to act, the chair of the meeting shall appoint a person who need not be a shareholder to act as secretary of the meeting.

**10.9 Persons Entitled to be Present**

The only persons entitled to attend a meeting of shareholders are those entitled to vote at such meeting, the directors, the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under the Act or other applicable law, the articles or the by-laws of the Corporation to be present at such meeting. The chair of a meeting of shareholders may permit or restrict attendance at such meeting by persons other than those enumerated above.

The chair of a meeting of shareholders may order the removal from the meeting of any person whose conduct, in the opinion of the chair, has prejudiced or is likely to prejudice the orderly conduct of the meeting.

**10.10 Joint Shareholders**

If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other joint holders, vote the shares but, if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one the shares jointly held by them.

**10.11 Adjournment of Meetings**

The chair of the meeting may, with the consent of the meeting, adjourn any meeting of shareholders from time to time to a fixed time and place and, subject to the Act, no notice of the time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of adjournment and if a quorum as constituted at the time of adjournment is present at the adjourned meeting. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting shall be deemed to have

terminated immediately after its adjournment. Any business may be brought or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

#### **10.12 Votes to Govern**

Subject to the provisions of the Act, the articles and the by-laws, all questions proposed for the consideration of the shareholders at a meeting shall be decided by a majority of the votes cast thereon. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting shall not have a second or casting vote in addition to the vote or votes to which he or she may be entitled as shareholder, and the motion shall be defeated.

#### **10.13 Voting**

Subject to the provisions of the Act, at all meetings of shareholders, every question shall be decided by a show of hands unless a ballot is required by the chair of the meeting or is demanded by a shareholder or proxyholder present and entitled to vote. Upon a show of hands, every person present and entitled to vote has one vote regardless of the number of shares he or she represents. After a show of hands has been taken upon any question, the chair may require, or any shareholder or proxyholder present and entitled to vote may demand, a ballot upon the question. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot has been required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question.

For the purposes of this section, “show of hands” includes a vote conducted in whole or in part by means of a telephonic, electronic or other communication facility in accordance with the Act.

#### **10.14 Ballots**

If a ballot is required by the chair of the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the chair of the meeting directs. Subject to the provisions of the Act and the articles, upon a ballot, every shareholder entitled to vote and present in person or by proxy shall have one vote for every share registered in his or her name which is entitled to vote upon the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

#### **10.15 Scrutineers**

At each meeting of shareholders one or more scrutineers may be appointed by a resolution of the meeting or by the chair with the consent of the meeting, to serve at the meeting. Such scrutineers need not be shareholders of the Corporation.

#### **10.16 Proxyholders and Representatives**

Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or his attorney and shall conform with the requirements of the Act. Every shareholder, which is a body corporate, or association may, by resolution of its directors or governing body, authorize an individual to represent it at a meeting of shareholders, and such individual may exercise on the shareholder's behalf all the powers it could exercise if it were an individual shareholder. The authority of such an individual shall be established by depositing with the Corporation a certified copy of such resolution, or in such other manner as may be satisfactory to the Secretary of the Corporation or the chair of the meeting.

**10.17 Time for Deposit of Proxies**

The Board may specify in a notice calling a meeting of shareholders a time preceding the time of such meeting, by not more than forty-eight (48) hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice, or if no such time is specified in such notice if it has been received by the Secretary of the Corporation or by the chair of the meeting or any adjournment thereof prior to the time of voting.

**10.18 Resolution in Writing**

A resolution in writing, signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders, is as valid as if it had been passed at a meeting of shareholders. Resolutions in writing contemplated by this Section 10.18 may be signed in several counterparts, including counterparts delivered by facsimile, which counterparts together shall constitute a single resolution in writing.

**11. NOTICES****11.1 Method of Giving Notice**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the Board shall be sufficiently given to the person to whom it is to be given:

- (a) if delivered personally to that person; or
- (b) if delivered (other than via mail) to his or her recorded address; or
- (c) if mailed to his or her recorded address by prepaid ordinary or air mail; or
- (d) if sent to his or her recorded address by any means of prepaid electronic document, provided that the addressee has consented in writing to receipt of electronic documents and has designated an information system for the receipt of electronic documents.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as set out above. A notice so mailed shall be deemed to have been given when deposited in a post office or public letterbox. An electronic document so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the designated information system for dispatch. The Secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor, or member of a committee of the Board in accordance with any information which he or she reasonably believes to be reliable.

For the purpose of this Article 11, "recorded address" means the latest address (including electronic address) recorded in the records of the Corporation.

**11.2 Computation of Time**

In computing the time when notice must be given under any provision requiring a specific number of hours notice of any meeting or other event, the hour of giving the notice and the hour of commencement of the meeting shall be excluded, and in computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded, and the date of the meeting or other event shall be included.

**11.3 Waiver of Notice**

Any shareholder (or the duly appointed proxy thereof), director, officer or auditor may waive any notice or abridge the time required for any notice required to be given under any provision of the Act, the articles or by-laws of the Corporation or other event of which notice is required to be given, and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the Board or a committee of the Board, which may be given in any manner.

**11.4 Accidental Omissions and Errors**

The accidental omission to give any notice to any shareholder, director, officer or auditor, or the non-receipt of any notice by any shareholder, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**11.5 Signatures to Notices**

The signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

**11.6 Notice Returned**

Where notices or other documents required to be given by the Corporation to its shareholders have been mailed to a shareholder at his or her latest recorded address and where, on three consecutive occasions, notices or other documents have been returned by the post office to the Corporation, the Corporation is not required to mail the shareholder any further notices or other documents until such time as the Corporation receives written notice from the shareholder requesting that notices and other documents be sent to the shareholder at a specified address.

**11.7 Notice to Joint Shareholders**

All notices or other documents shall, with respect to any shares in the capital of the Corporation registered in more than one name, be given to whichever of such persons is named first in the records of the Corporation, and any notice or other document so given shall be sufficient notice of delivery of such document to all the holders of such shares.

**11.8 Persons Entitled by Death or Operation of Law**

Every person who, by operation of law, transfer, death of a shareholder or by any other means whatsoever, becomes entitled to shares is bound by every notice in respect of such shares which has been duly given to the registered holder from whom such holder derives title prior to such holder's name and address being entered on the records of the Corporation (whether such notice was given before or after the happening of the event upon which such holder became so entitled) and prior to such holder furnishing to the Corporation the proof of authority or evidence of such holder's entitlement prescribed by the Act.

**11.9 Deceased Shareholders**

Any notice or other document given as herein provided shall, notwithstanding that such shareholder be then deceased and whether or not the Corporation has notice of his or her death, be deemed to have been duly served in respect of the shares held by such shareholder (whether held solely or with other persons) until some other person be entered in his or her stead in the records of the Corporation as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or other document on his or her heirs, executors, or administrators and all persons (if any), interested with him or her in such shares.

**11.10 Evidence of Notice**

A certificate of any director or officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery or service of any notice or other document to any shareholder, director, officer or auditors or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation, as the case may be.

**11.11 Combined Notice of General and Special Meeting**

A special general meeting and the annual general meeting of shareholders of the Corporation may be convened by one and the same notice, and it shall be no objection to such notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.