



## A.I.S. RESOURCES LIMITED

### 2024 ANNUAL GENERAL AND SPECIAL MEETING

**Notice of the Annual General and Special Meeting of the Shareholders  
Management Information Circular**

**Meeting Date:** Friday, June 28, 2024

**Time:** 10:00 a.m. (Vancouver time)

**Place:** Suite 1120 – 789 West Pender St.  
Vancouver, B.C. V6C 1H2

Dated: May 24, 2024

## **CORPORATE INFORMATION**

### **Registered Office**

c/o Max Pinsky Personal Law Corporation  
700-1199 West Hastings Street  
Vancouver, BC  
Canada V6E 3T5

### **Canadian Operations**

Suite 1120  
789 West Pender Street  
Vancouver BC  
Canada V6C 1H2

### **Directors**

Martyn Element, Chairman of the Board  
Andrew Neale, Chief Executive Officer & President  
Kiriaki Smith, Chief Financial Officer & Secretary  
John McCleery, Director

### **Auditors**

Manning Elliott LLP  
17<sup>th</sup> Floor, 1030 West Georgia Street  
Vancouver, BC  
V6E 2V3

### **Registrar and Transfer Agent**

Computershare Investor Services Inc.  
510 Burrard Street, 3rd Floor,  
Vancouver, B.C.  
V6C 3B9

### **Legal Counsel**

Max Pinsky Personal Law Corporation  
700-1199 West Hastings Street  
Vancouver, BC  
Canada V6E 3T5

### **Listing**

TSXV Symbol: AIS  
OTC-Pink Sheets Symbol: AISSF

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual General and Special Meeting (the "**Meeting**") of Shareholders ("**Shareholders**") of common shares ("**Common Shares**") of **A.I.S. Resources Limited** ("**A.I.S.**") will be held at Suite 1120 – 789 West Pender Street Vancouver, B.C. V6C 1H2, on **June 28, 2024 at 10 a.m.** (PDT) for the following purposes:

1. to receive the financial statements of A.I.S. for the years ended December 31, 2022 and December 31, 2023 and the auditors' report thereon;
2. to fix the number of directors to be elected at the Meeting at four (4);
3. to elect directors to hold office until the next annual meeting of Shareholders;
4. to appoint auditors to hold office until the next annual meeting of Shareholders and to authorize the board of directors of A.I.S. to fix their remuneration as such; and
5. to re-approve, ratify and confirm by ordinary resolution the Company's 10% Rolling Stock Option Plan for the ensuing year, as more particularly described in the accompanying Information Circular;
6. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution authorizing and approving the proposed consolidation of the issued and outstanding common shares of the Company on the basis of a consolidation ratio to be selected by the Board, within a range of between two (2) pre-consolidation common shares for one (1) post-consolidation common share and five (5) pre-consolidation common shares for one (1) post-consolidation common share (the "Consolidation"), as more fully described in the Circular; and
7. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular. The Corporation is offering its shareholders the option to listen and participate (but not vote) at the Meeting in real time by Zoom Meeting at the following coordinates:

### Join Zoom Meeting

<https://us06web.zoom.us/j/83844646334?pwd=4I0aKAK7Bbl6LCrNuJGk8ZrMFSXHAM.1>

Meeting ID: 838 4464 6334

Passcode: 463938

Find your local number: <https://us06web.zoom.us/j/kdEBhtWQw5>

The record date for the Meeting has been fixed at the close of business on May 24, 2024 (the "**Record Date**"). Only Shareholders of record as at the close of business on the Record Date are entitled to receive notice of and vote at the Meeting.

If you are a registered Shareholder and are unable to attend the Meeting or any adjournment thereof in person, please complete, sign and mail the enclosed form of proxy to, or deposit it with, Computershare Investor Services Inc., 510 Burrard Street, Vancouver, British Columbia, V6C 3A8 (according to the instructions on the proxy), so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at [www.investorvote.com](http://www.investorvote.com) to transmit their voting instructions. Alternatively, a proxy may be deposited with the secretary of A.I.S. before or at the Meeting.

If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein.

Dated this 24th day of May, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF A.I.S. RESOURCES  
LIMITED**

*“Andrew Neale”*

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**Andrew Neale**

CEO, Director

## INFORMATION CIRCULAR

Dated: May 24, 2024

### General

This Information Circular is furnished in connection with the solicitation of proxies by the management of **A.I.S. Resources Limited** ("A.I.S." or the "Corporation") for use at the Annual General and Special Meeting (the "Meeting") of Shareholders ("Shareholders") of Common Shares ("Common Shares") of A.I.S. to be held on June 28, 2024, and any adjournments thereof. No person has been authorized to give any information or make any representations in connection with the matters to be considered at the Meeting other than those contained in this Information Circular and if given or made, any such information or representation must not be relied upon as having been authorized.

Information contained in this Information Circular is given as of May 24, 2024, unless otherwise specifically stated. The Corporation is offering its shareholders the option to listen and participate (but not vote) at the Meeting in real time by Zoom Meeting at the following coordinates:

### Join Zoom Meeting

<https://us06web.zoom.us/j/83844646334?pwd=4I0aKAK7Bbl6LCrNuJGk8ZrMFSXHAM.1>

Meeting ID: 838 4464 6334

Passcode: 463938

Find your local number: <https://us06web.zoom.us/u/kdEBhtWQw5>

### Solicitation of Proxies

This Information Circular is provided in connection with the solicitation of proxies by the management of A.I.S. for use at the Meeting for the purposes set forth in the accompanying Notice of Annual Meeting. Solicitations of proxies will be primarily by mail, but may also be by newspaper publication, in person or by telephone, fax or oral communication by directors, officers, employees or agents of A.I.S., who may be specifically remunerated therefor. All costs of the solicitation for the Meeting will be borne by A.I.S.

### Appointment and Revocation of Proxies

Accompanying this Information Circular is a form of proxy (the "Instrument of Proxy") for use by Shareholders. The persons named in the enclosed Instrument of Proxy are directors and/or officers of A.I.S. **A Shareholder desiring to appoint a person (who need not be a Shareholder) to represent such Shareholder at the Meeting, other than the persons designated in the Instrument of Proxy enclosed herewith, may do so either by inserting such person's name in the blank space provided in the accompanying Instrument of Proxy or by completing another form of proxy** and, in either case, mailing the completed proxy to Computershare Investor Services Inc., 510 Burrard Street, Vancouver, British Columbia, V6C 3A8 (according to the instructions on the proxy), so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at [www.investorvote.com](http://www.investorvote.com) to transmit their voting instructions. Failure to so deposit a form of proxy shall result in its invalidation. Alternatively, a proxy may be deposited with the secretary of A.I.S. before or at the Meeting.

### Voting of Proxies for Non-Registered Shareholders

Only proxies deposited by registered Shareholders whose names appear on the records of A.I.S. as the registered holder of Common Shares can be recognized and acted upon at the Meeting. If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the proxy or other voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided with it. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting. See "Advice to Beneficial Shareholders" below.

## Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Shareholder may revoke a proxy by instrument in writing executed by the Shareholder or such shareholder's attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof, duly authorized, and deposited either at the registered office of A.I.S. at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. The registered office of A.I.S. is at 700-1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5. Please note that if a Shareholder appoints a proxy holder and submits their voting instructions via the internet in accordance with the above and subsequently wishes to change their appointment, such Shareholder may resubmit their proxy and/or voting direction via the internet prior to the deadline noted above. When resubmitting a proxy via the internet, the most recently submitted proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.

## Proxy Voting

The Common Shares represented by the accompanying Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **In the absence of such direction, the persons set forth in the accompanying Instrument of Proxy, if named as proxy, intend to vote the Common Shares represented thereby FOR each of the matters set forth in the accompanying Notice of Annual Meeting.**

## Exercise of Discretion of Proxy

The enclosed Instrument of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Annual Meeting and this Information Circular and with respect to other matters that may properly come before the Meeting. At the date of this Information Circular, management of A.I.S. does not know of any amendments, variations or other matters to come before the Meeting other than the matters referred to in the accompanying Notice of Annual Meeting.

## Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to many shareholders, as a substantial number of them do not hold their Common Shares in their own names. Shareholders who do not hold Common Shares in their own names ("**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of A.I.S. as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder's name on the records of A.I.S. Such shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the majority of such 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). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. The directors and officers of A.I.S. do not know for whose benefit the Common Shares registered in the name of CDS & Co. or of other brokers/agents are held. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Instrument of Proxy provided to registered Shareholders by A.I.S.; however, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a scannable voting instruction form instead of the form of proxy. The Beneficial Shareholder is asked to complete the voting instruction form and return it to Broadridge by mail or facsimile.

Alternatively, the Beneficial Shareholder may call a toll-free number to vote the shares held by the Beneficial Shareholder or vote online. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction request or a proxy with a Broadridge sticker on it cannot use that instruction request 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 shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed instructions or proxies as directed by Broadridge well in advance of the Meeting.**

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

### Quorum

Pursuant to the articles of association of A.I.S., a quorum of shareholders at the Meeting shall be one or more Shareholders present or represented by proxy and holding, in the aggregate, not less than 1% of the outstanding Common Shares.

## PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

### Financial Statements

At the Meeting, the Shareholders will receive the annual comparative financial statements of A.I.S. as at and for the years ended December 31, 2022 and December 31, 2023, including the auditors' report thereon.

### Fixing Number of Directors

It is proposed that the number of directors to be elected at the Meeting be set at four (4). There are presently four directors of A.I.S., each of whose term of office shall expire at the termination of the Meeting unless such director is re-elected as a director at the Meeting. Unless otherwise directed, the persons set forth in the accompanying Instrument of Proxy, if named as proxy, intend to vote the Common Shares represented by any such proxy in favour of an ordinary resolution setting the number of directors to be elected at the Meeting at four (4).

### Election of Directors

The names and jurisdiction of residence of the persons nominated for election as directors of A.I.S., the date each was originally elected or appointed a director of A.I.S., the principal occupation of each and the number of Common Shares beneficially owned, controlled or directed, directly or indirectly, by each nominee, are set forth in the below table. **Unless otherwise directed, the persons set forth in the accompanying Instrument of Proxy, if named as proxy, intend to vote the Common Shares represented by any such proxy for the election of the below nominees to the board of directors (the "Board") of A.I.S.** The directors elected at the Meeting will hold office until the next annual meeting of A.I.S. or until their successors are elected or appointed, subject to the articles and by-laws of A.I.S.

Name and Jurisdiction of Residence of Proposed Directors	Date Originally Elected or Appointed a Director	Principal Occupation	Number of Common Shares Held <sup>(1)</sup>
Martyn Element <sup>(2)</sup> <sup>(3)</sup> Vancouver, Canada	February 24, 2014	President and Chief Executive Officer of Martyn Element and Associates, a corporate finance consultant.	100,499
Kiriaki Smith <sup>(2)</sup> <sup>(3)</sup> Vancouver, Canada	October 1, 2015	Principal at KSI CPA Inc., a chartered professional accounting corporation.	188,658
Andrew Neale Abbotsford, Canada	March 7, 2023	President and CEO of Mayanaconda Inc., a geological consulting, company.	350,000 25,000 <sup>(4)</sup>  Total: 375,000
John McCleery	April 19, 2024	Mining entrepreneur	Nil

Notes:

- (1) Common Shares beneficially owned, controlled or directed, directly or indirectly, is based upon information furnished to A.I.S. by the individual directors.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.
- (4) 25,000 shares are held through corporations controlled by Mr. Neale.

To the knowledge of A.I.S., no proposed director of A.I.S. is, as of the date hereof, or was within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company (including A.I.S.), that: (a) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "Order"), that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of A.I.S., no proposed director of A.I.S.: (a) is, as of the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any company (including A.I.S.) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

To the knowledge of A.I.S., no proposed director of A.I.S. has been subject to: (a) 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 (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

## Appointment of Auditors

Unless otherwise directed, the persons set forth in the accompanying Instrument of Proxy, if named as proxy, intend to vote the Common Shares represented by any such proxy in favour of a resolution to re-appoint Manning Elliott LLP, Chartered Accountants, as auditors of A.I.S. to hold office until the next annual meeting of Shareholders and to authorize the directors to fix their remuneration.

## Annual Approval of Stock Option Plan

### *Background*

The Company's stock option plan (the "**Stock Option Plan**") was most recently approved by the shareholders of the Company at the meeting of shareholders of the Company on September 15, 2022 and subsequently accepted for filing by the TSXV on October 4, 2022.

Under the Stock Option Plan, the maximum number of Common Shares issuable upon the exercise of all options granted under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding Common Shares, from time to time, provided that the number of Common Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued Common Shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. As at the date of this Information Circular, 1,040,167 options were outstanding.

During the year ended December 31, 2022, no options were granted, no options were exercised, and 4,477,250 options expired.

During the year ended December 31, 2023, no options were granted, no options were exercised, 3,160,000 options were cancelled, and 950,000 options expired.

## Re-Approval of Stock Option Plan

The purpose of the Stock Option Plan is to attract and motivate directors, senior officers, employees, consultants and others providing services to the Company and its subsidiaries, and thereby advance the Company's interests, by affording such persons with an opportunity to acquire an equity interest in the Company through the issuance of stock options. The Company is currently listed on Tier 2 of the TSXV and has adopted a "rolling" stock option plan reserving a maximum of 10% of the issued shares of the Company at the time of the stock option grant. The Stock Option Plan is required to be approved by the Shareholders each year at the Company's Annual General Meeting.

The TSXV's Policy 4.4 and the terms of the Stock Plan authorize the Board of Directors to grant stock options to optionees on the following terms:

1. The aggregate number of shares that may be issued pursuant to options granted under the Stock Option Plan, unless otherwise approved by shareholders, may not exceed that number which is equal to 10% of the issued and outstanding shares of the Company at the time of the grant.
2. The number of shares subject to each option will be determined by the Board of Directors, provided that the aggregate number of shares reserved for issuance pursuant to options granted to:
  - (a) insiders may not exceed 10% of the issued shares of the Company in any 12 month period (unless disinterested shareholder approval has been obtained);
  - (b) insiders may not exceed 10% of the issued shares of the Company at any point in time;
  - (c) any one individual within a 12 month period may not exceed 5% of the number of issued and outstanding shares of the Company (unless the Company is a Tier 1 Issuer and disinterested shareholder approval has been obtained);
  - (d) any one consultant during any 12 month period may not exceed 2% of the issued shares of the Company;
  - (e) all persons employed to provide investor relations activities (as a group) may not exceed 2% of the issued shares of the Company during any 12 month period;

in each case calculated as at the date of grant of the option, including all other shares under option to such person at that time.

3. The exercise price of an option may not be set at less than the minimum price permitted by the TSXV. The Company must obtain disinterested shareholder approval of any decrease in the exercise price of, or extension of the term of, any stock options granted to individuals who are insiders at the time of the proposed amendment.
4. Options may be exercisable for a period of up to ten years from the date of grant.
5. The options are non-assignable and non-transferable. The options can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Stock Option Plan or within a period of not more than 30 days after ceasing to be an eligible optionee or, if the optionee dies, within one year from the date of the optionee's death.
6. Options granted to consultants engaged to perform investor relations activities must be subject to a vesting requirement, whereby such options will vest over a period of not less than 12 months, with a maximum of 25% vesting in any 3 month period.
7. The Board of Directors will have the right to accelerate the date on which any option, other than an option granted in respect of consultants engaged to perform investor relations activities, becomes exercisable.

The Company's Stock Option Plan terminates upon the termination of all outstanding plan awards unless previously terminated by the Board of Directors. Upon such Plan termination, all outstanding plan awards shall thereafter continue to have force and effect in accordance with the provisions of the documents evidencing such plan awards.

A copy of the Stock Option Plan may be inspected at the office of the Company, Suite 1120 – 789 West Pender Street, Vancouver, BC, V6C 1H2 during normal business hours at any time up to the Meeting and at the Meeting. In addition, a copy of the Stock Option Plan will be mailed, free of charge, to any holder of common shares who requests a copy, in writing, from the Company at the address above.

Notice of options granted under the Stock Option Plan must be given to the TSXV on a monthly basis. Any amendments to the Plan must also be approved by the TSXV and, if necessary, by the shareholders of the Company prior to becoming effective.

Accordingly, Shareholders will be asked to pass an ordinary resolution, in substantially the following form, to approve for the ensuing year, the Company's Stock Option Plan:

"BE IT RESOLVED, as an ordinary resolution, that:

- A) the Company's Stock Option Plan, as described in the Company's Information Circular dated May 24, 2024, and the grant of options thereunder in accordance therewith, be and is hereby approved, ratified, and confirmed; and
- B) The Company's Stock Option Plan shall terminate upon the termination of all outstanding plan awards unless earlier terminated by the Board of Directors. Upon such Stock Option Plan termination, all outstanding plan awards shall thereafter continue to have force and effect in accordance with the provisions of the documents evidencing such plan awards."

### **Share Consolidation**

The Company is asking Shareholders to consider and, if thought appropriate, to pass an ordinary resolution as set out below to give the Board authority to cause the Company to change its authorized share structure in accordance with the Business Corporations Act (British Columbia) ("BCBCA") and its constating documents to effect a proposed consolidation of the Common Shares on the basis of a consolidation ratio to be selected by the Board in its sole discretion, within a range of between two (2) pre-consolidation Common Shares for one (1) post-consolidation Common Share and five (5) pre-consolidation Common Shares for one (1) post-consolidation Common Share (the "Consolidation").

The Board believes shareholder approval of a range of consolidation ratios (rather than a single consolidation ratio) up to one post-consolidation Common Share for up to five (5) pre-consolidation Common Shares provides the Board with flexibility to achieve the desired aims of the Consolidation, as set out below. If the Consolidation resolution is approved, the Consolidation will be implemented, if at all, only upon a determination by the Board that the Consolidation is in the best interests of the Company and its shareholders at that time. In connection with any determination to implement a Consolidation, the Board will set the timing for such a consolidation and select the specific ratio from within the range set forth in the Consolidation Resolution.

Under the BCBCA, the Company is not required to obtain Shareholder approval for a consolidation of Common Shares because its articles permit the directors of the Company to approve such corporate action. However, under the policies of the TSXV (and as may also be required under the rules and policies of any other exchange on which the Common Shares may then be listed) a consolidation ratio that exceeds one post-consolidation Common Share for ten (10) pre-consolidation Common Shares (either alone or when combined with any other consolidation completed in the previous 24 months that was not approved by Shareholders) requires the approval of a majority of Shareholders represented at the Meeting. The Company previously completed a consolidation of its Common Shares on the basis of a consolidation ratio of ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share on March 8, 2024.

Prior to making any amendment to effect the Consolidation, the Company shall first be required to obtain any and all applicable regulatory and TSXV approval.

Management is of the opinion that a consolidation of the Common Shares may increase its flexibility and present additional opportunities with respect to potential business transactions, including equity financings, if determined by the Company to be necessary.

#### Effect of Consolidation

If approved and implemented, the Consolidation will occur simultaneously for all of the Company's issued and outstanding Common Shares. The Common Shares will be consolidated at a ratio to be determined by the Board in its sole discretion within the applicable range and as such following the completion of the proposed Consolidation, the number of Common Shares issued and outstanding will depend on the ratio selected by the Board.

The implementation of the Consolidation would not affect the total Shareholders' equity of the Company or any components of Shareholders' equity as reflected on the Company's financial statements except to change the number of issued and outstanding Common Shares to reflect the Consolidation.

No fractional Common Shares will be issued as a result of the Consolidation. In the event that the Consolidation would otherwise result in a Shareholder holding a fraction of a Common Share, such fractional share, if less than one-half, shall be rounded down to zero and, if equal to or greater than one-half, shall be rounded up to one and added to the number of Common Shares which the Shareholder is entitled to receive. The Consolidation will not affect any Shareholder's percentage ownership in the Company, even though such ownership will be represented by a smaller number of Common Shares. Instead, the Consolidation will reduce proportionately the number of Common Shares held by all shareholders.

#### Effect on Convertible Securities

The exercise or conversion price and/or the number of Common Shares issuable under any outstanding convertible securities, including under outstanding options, warrants, rights, and any other similar securities of the Company will be proportionately adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, on the same basis as the Consolidation.

#### Tax Effect

The Consolidation will not give rise to a capital gain or loss under the Income Tax Act (Canada) for a Shareholder who holds such Common Shares as capital property. The adjusted cost base to the Shareholder of the post consolidated Common Shares immediately after the consolidation will be equal to the aggregate adjusted cost base to the shareholder of the pre consolidated Common Shares immediately before the Consolidation.

#### Certain Risks Associated with the Consolidation

There can be no assurance that the total market capitalization of the Company (the aggregate value of all Common Shares at the market price then in effect) immediately after the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the market price per Common Share following the Consolidation will be higher than the market price per Common Share immediately before the Consolidation or equal or exceed the direct arithmetical result of the Consolidation. A decline in the market price of the Common Shares after the Consolidation may result in a greater percentage decline than would occur in the absence of a Consolidation, and the liquidity of the Common Shares could be adversely affected. There can be no assurance that, if the Consolidation is implemented, the margin terms associated with the purchase of Common Shares will improve or that the Company will be successful in receiving increased attention from potential investors or facilitate potential business transactions.

#### Implementation

The Consolidation resolution (the "Consolidation Resolution"), as set out below, provides that the Board is authorized, in its sole discretion, to determine not to proceed with the proposed Consolidation without further approval of the Shareholders of the Company. The Board is authorized to revoke the Consolidation Resolution in its sole discretion without further approval of the Shareholders of the Company at any time prior to implementation of the Consolidation.

#### Procedure for Registered Shareholders

If the Consolidation Resolution is approved by Shareholders at the Meeting and implemented by the Board, and it is determined that new share certificates or DRS advice representing the post-consolidation Common Shares are to be issued, a letter of transmittal will be mailed to Registered Shareholders (the "Letter of Transmittal") providing instructions with respect to exchanging their certificates representing pre-consolidation Common Shares for post-consolidation Common Shares. In order to obtain a certificate(s) or DRS advice representing the post-consolidation Common Shares if and after giving effect to the Consolidation, each Shareholder will be requested to complete and execute the Letter of Transmittal and deliver the same to Computershare, who act as the Company's depository, together with their Common Share certificate(s), if applicable, in accordance with the instructions set out in the Letter of Transmittal. Certificates or DRS advice that are surrendered shall be exchanged for new certificates or DRS advice representing the number of post-consolidation Common Shares to which such Shareholder is entitled as a result of the Consolidation. No delivery of a new certificate to a Shareholder will be made until the Shareholder has surrendered its existing certificates. Upon the Consolidation taking effect each share certificate representing pre-consolidation Common Shares shall be deemed for all purposes to represent the number of post consolidation Common Shares to which the holder is entitled as a result of the Consolidation.

Shareholders are advised NOT to mail in the certificates representing their Common Shares until they receive a Letter of Transmittal and confirmation from the Company by way of news release that the Board has decided to implement the Consolidation.

#### Non-Registered Shareholders

Non-registered Shareholders holding the Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Consolidation than those put in place by the Company for registered Shareholders. If you hold Common Shares with such bank, broker or other nominee and if you have questions in this regard, you are encouraged to contact your nominee to obtain instructions for processing the Consolidation.

#### No Dissent rights

Under the BCBCA, Shareholders do not have any dissent and appraisal rights with respect to the proposed Consolidation.

#### Shareholder Approval

In order to effect the Consolidation, the Company will file articles of amendment pursuant to the BCBCA to amend its current notice of articles (the "Articles of Amendment"). Such Articles of Amendment shall only be filed upon the Company deciding, in its sole discretion, to proceed with the Consolidation. The Consolidation will become effective on the date shown in the certificate of amendment issued pursuant to the BCBCA.

The Consolidation Resolution must be approved by not less than a simple majority of the votes cast by the Shareholders represented at the Meeting in person or by proxy.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve and authorize the Consolidation Resolution, as follows:

BE IT RESOLVED THAT:

1. The board of directors of the Company (the "Board") is authorized to take such actions as are necessary to consolidate all of the issued and outstanding common shares at such a consolidation ratio to be determined by the Board, provided that such consolidation ratio (the "Consolidation Ratio") shall be within a range of between two (2) pre-consolidation common shares for one (1) post-consolidation common share and five (5) pre-consolidation common shares for one (1) post-consolidation common share (the "Consolidation").
2. in the event that the Consolidation Ratio would otherwise result in the issuance to any shareholder of a fractional post-consolidation common share, no fractional post-consolidation common shares shall be issued and the number of post-consolidation common shares issuable to such shareholder shall be rounded up to the next higher whole number if the fraction is 0.5 or greater, and rounded down to the next lower whole number if the fraction is less than 0.5.
3. The Board, in its sole discretion, may act upon this resolution to effect the Consolidation, or, if deemed appropriate and without any further approval from the shareholders of the Company, may choose not to act upon this ordinary resolution notwithstanding shareholder approval of the Consolidation, and it is authorized to revoke this ordinary resolution in its sole discretion at any time prior to effecting the Consolidation.
4. Any officer or director of the Company is authorized to cancel (or cause to be cancelled) any certificates evidencing the existing common shares and to issue (or cause to be issued) certificates representing the new common shares to the holders thereof.
5. Any one director or officer of the Company is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed, 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 Board recommends that Shareholders vote in favour of the above Consolidation Resolution. Absent contrary instructions, shares represented by proxies in favour of the management nominees will be voted in favour of the Consolidation Resolution.

### **Additional Business**

At the Meeting, the Shareholders will also transact such further or other business as may properly come before the Meeting or any adjournments thereof. Management of A.I.S. knows of no amendments, variations or other matters to come before the Meeting, other than the matters referred to in the accompanying Notice of Annual Meeting. However, if any other matter properly comes before the Meeting, the persons set forth in the accompanying Instrument of Proxy, if named as proxy, will vote on such matter in accordance with their best judgment.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date hereof, the Company has issued and outstanding **20,421,541** fully paid and non-assessable Common shares without par value, each share carrying the right to one vote. The Company also has authorized an unlimited number of Preferred shares, none of which have been issued or are outstanding. **The Company has no other outstanding voting securities other than 20,421,541 common shares.**

Any shareholder of record at the close of business on May 24, 2024 who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the knowledge of the directors and executive officers of A.I.S., as at the date of this Circular, the following persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding shares of each class of the Company:

Member	Number of Common Shares	Percentage of Issued Common Share Capital (of 20,421,541)
CDS & CO. <sup>(1)</sup>	19,352,713	94.76%

(1) The beneficial owners of common shares held by depositories and brokerage firms are not known to the directors or executive officers of the Company.

As at May 24, 2024, the total number of common shares owned or controlled by management and directors of the Company and their associates or affiliates was 664,157 common shares, representing 3.25% of the total issued and outstanding common shares.

## INTERESTS OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Other than as set forth herein, to the knowledge of the directors and executive officers of A.I.S., there are no material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of A.I.S. at any time since the beginning of its most recently completed financial year, or of any associate or affiliate of any of the foregoing, in the matters set forth in the accompanying Notice of Annual General and Special Meeting.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management of A.I.S. is not aware of any material interest, direct or indirect, of any director or executive officer of A.I.S., any person 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 National Instrument 51-102 *Continuous Disclosure Obligations* of the Canadian Securities Administrators) or any associate or affiliate of such persons, in any transaction since the commencement of A.I.S.'s most recently completed financial year or in any proposed transaction which has materially affected, or is reasonably expected to materially affect, A.I.S. or any of its subsidiaries.

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officers

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officer"):

- (a) the Company's chief executive officer ("CEO");
- (b) the Company's chief financial officer ("CFO");
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

This Statement of Executive Compensation describes the compensation paid, made payable, awarded, granted, gave or otherwise provided during the financial years ended December 31, 2022 and December 31, 2023, to the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of A.I.S. (collectively, the "NEOs" or "Named Executive Officers"), as well as each person that acted as a director of A.I.S. at any time during the last completed financial year.

During the financial year ended December 31, 2023, the following individuals were the NEOs of the Company:

- Andrew Neale, CEO (appointment effective May 22, 2023)
- Kiki Smith, CFO (appointment effective April 30, 2014)

During the financial year ended December 31, 2022, the following individuals were the NEOs of the Company:

- Phillip Thomas, CEO (appointment effective August 22, 2018)
- Kiki Smith, CFO (appointment effective April 30, 2014)

### Compensation Discussion and Analysis

The Company's executive compensation is paid primarily in the form of the management, consulting or accounting fees, annual cash bonus, and grant of options under the Corporation's Share Option Plan, which aligns executive compensation with the achievement of the Corporation's business objectives and financial and operational results. The Company's executive compensation practices are designed to attract and retain talented personnel capable of achieving the Company's objectives. The Company also utilizes compensation programs to motivate and reward the Company's executives for the ultimate achievement of the Company's goals. The Board does not set specific objectives in assessing the performance of the Corporation and its executive officers, but rather the Board uses its collective experience and judgment in assessing performance and determining overall compensation, including the number of options to grant A.I.S.' executive officers and directors. The Corporation does not have a formal policy with respect to directors and officers purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Common Shares held, directly or indirectly, by the director or officer.

### Summary Compensation

The following table sets forth details of all compensation paid to the Named Executive Officers during the Company's financial years ended December 31, 2022 and December 31, 2023:

					Non-equity incentive plan compensation (\$)				
Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$) <sup>(2)</sup>	Annual incentive plans	Long-term incentive plans	Pension Value (\$)	All other compensation (\$)	Total Compensation (\$)
<b>Andrew Neale</b> CEO, Director	2023	\$ 60,000	Nil	\$ Nil	N/A	N/A	N/A	Nil	\$ 60,000
	2022	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Phillip Thomas</b> <sup>(1)</sup> President, CEO, COO & Director	2023	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2022	\$ 129,863	Nil	Nil	N/A	N/A	N/A	\$37,817	\$ 167,680
	2021	\$ 180,000	Nil	\$ 38,584	N/A	N/A	N/A	Nil	\$ 218,584
	2020	\$ 120,000	Nil	\$ 48,693	N/A	N/A	N/A	Nil	\$ 168,693
<b>Kiriaki Smith</b> CFO, Secretary & Director	2023	\$ 135,000	Nil	Nil	N/A	N/A	N/A	Nil	\$ 135,000
	2022	\$ 133,875	Nil	Nil	N/A	N/A	N/A	Nil	\$ 133,875
	2021	\$ 126,000	Nil	\$ 37,265	N/A	N/A	N/A	Nil	\$ 163,265
	2020	\$ 118,637	Nil	\$ 19,384	N/A	N/A	N/A	Nil	\$ 138,021

(1) Mr. Thomas ceased to be an officer of the Company on September 20, 2022 and ceased to be a director of the Company on January 17, 2023

(2) The fair value of option-based awards is calculated using a Black-Scholes option pricing model with the following assumptions:

<b>Phillip Thomas</b>	August 2020 \$0.0599 Per Option	October 2020 \$0.0692 Per Option	January 2021 \$0.0658 Per Option	July 2021 \$0.0628 Per Option
Risk Free Interest Rate	0.4%	0.35%	0.43%	0.47%
Expected Dividend Yield	0%	0%	0%	0%
Expected Stock Price	130.24%	132.13%	119.98%	125.96%
Expected Life of Options in	5 years	5 years	5 years	5 years

<b>Kiriaki Smith</b>	August 2020 \$0.0599 Per Option	October 2020 \$0.0692 Per Option	January 2021 \$0.0658 Per Option	July 2021 \$0.0628 Per Option	November 2021 \$0.0508 Per Option
Risk Free Interest Rate	0.4%	0.35%	0.43%	0.47%	1.44%
Expected Dividend Yield	0%	0%	0%	0%	0%
Expected Stock Price	130.24%	132.13%	119.98%	125.96%	121.56%
Expected Life of Options in	5 years	5 years	5 years	5 years	5 years

Option pricing models require the input of highly subjective assumptions, particularly as to the expected volatility of the stock. Changes in these assumptions can materially affect the fair value estimate, and therefore it is management's view that the existing models may not provide a single reliable measure of the fair value of the Company's stock option grants. The Company uses an option-pricing model because there is no market for which employee options may be freely traded. Readers are cautioned not to assume that the value derived from the model is the value that an employee might receive if the options were freely traded, nor assume that these amounts are the same as those reported for income tax purposes.

## Incentive Plan Awards

### Outstanding option-based awards and share-based awards

The following table sets out the outstanding option-based awards and share-based awards held by the Named Executive Officers as at December 31, 2023:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options 2023 (\$) <sup>(1)</sup>	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
<b>Andrew Neale</b>	Nil	N/A	N/A	N/A	N/A	N/A
<b>Kiriaki Smith</b> CFO, Secretary & Director	385,000 35,000 150,000 150,000	\$0.10 \$0.12 \$0.07 \$0.075	July 23, 2024 September 23, 2024 August 25, 2025 October 2, 2025	N/A	N/A N/A N/A N/A	N/A N/A N/A N/A

(1) This value was determined by calculating the difference between the market price of the underlying common shares and the exercise price of the options on December 31, 2023. The closing market price of the Company's common shares on December 31, 2023 was \$0.005.

The following table sets out the outstanding option-based awards and share-based awards held by the Named Executive Officers as at December 31, 2022:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options 2020/2021/2022 (\$) <sup>(1)</sup>	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
<b>Phillip Thomas<sup>(2)</sup></b> President, CEO, COO & Director	175,000 895,000 50,000 350,000 350,000	\$0.20 \$0.10 \$0.12 \$0.07 \$0.075	August 17, 2023 July 23, 2024 September 23, 2024 August 25, 2025 October 2, 2025	N/A / N/A / N/A N/A / N/A / N/A N/A / N/A / N/A \$1,750 / N/A / N/A N/A / N/A / N/A	N/A N/A N/A N/A N/A	N/A N/A N/A N/A N/A
<b>Kiriaki Smith</b> CFO, Secretary & Director	99,000 385,000 35,000 150,000 150,000	\$0.20 \$0.10 \$0.12 \$0.07 \$0.075	August 17, 2023 July 23, 2024 September 23, 2024 August 25, 2025 October 2, 2025	N/A / N/A / N/A N/A / N/A / N/A N/A / N/A / N/A \$1,500 / N/A / N/A N/A / N/A / N/A	N/A N/A N/A N/A N/A	N/A N/A N/A N/A N/A

(1) This value was determined by calculating the difference between the market price of the underlying common shares and the exercise price of the options on December 31, 2020, and on December 31, 2021, and on December 31, 2022. The closing

market price of the Company's common shares on December 31, 2020 was \$0.075 and on December 31, 2021 it was \$0.045 and on December 31, 2022 it was \$0.03.

- (2) Mr. Thomas ceased to be an officer of the Company on September 20, 2022 and ceased to be a director of the Company on January 17, 2023

### Value vested or earned during the year

No incentive plan awards held by the Named Executive Officers vested or were earned during the financial years ended December 31, 2023 and December 31, 2022.

### Compensation of Directors

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the financial years ended December 31, 2020 and December 31, 2021 or subsequently, up to and including the date of this Information Circular.

### Director compensation table

The following table sets out the compensation provided to all directors of the Company, who are not Named Executive Officers, for the Company's financial years ended December 31, 2023 and December 31, 2022:

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Anthony David Nettleton Balme <sup>(1)</sup>	2023	\$6,250	Nil	Nil	N/A	N/A	N/A	Nil	\$6,250
	2022	\$30,000	Nil	Nil	N/A	N/A	N/A	Nil	\$30,000
	2021	\$30,000	Nil	\$16,150	N/A	N/A	N/A	Nil	\$46,150
	2020	\$30,000	Nil	\$8,990	N/A	N/A	N/A	Nil	\$38,990
Martyn Element	2023	\$135,000	Nil	Nil	N/A	N/A	N/A	Nil	\$135,000
	2022	\$133,875	Nil	Nil	N/A	N/A	N/A	Nil	\$133,875
	2021	\$126,000	Nil	\$142,657	N/A	N/A	N/A	Nil	\$268,657
	2020	\$94,500	Nil	\$129,224	N/A	N/A	N/A	Nil	\$223,724

(1) Mr. Balme ceased to be an officer of the Company on March 15, 2023.

(2) The fair value of option-based awards is calculated using a Black-Scholes option pricing model with the following assumptions:

Anthony David Nettleton Balme	August 2020 \$0.0599 Per Option	January 2021 \$0.0658 Per Option	July 2021 \$0.0628 Per Option
Risk Free Interest Rate	0.4%	0.43%	0.47%
Expected Dividend Yield	0%	0%	0%
Expected Stock Price	130.24%	119.98%	125.96%
Expected Life of Options in	5 years	5 years	5 years

<b>Martyn Element</b>	August 2020 \$0.0599 Per Option	October 2020 \$0.0692 Per Option	January 2021 \$0.0658 Per Option	July 2021 \$0.0628 Per Option	November 2021 \$0.0508 Per Option
Risk Free Interest Rate	0.4%	0.35%	0.43%	0.47%	1.44%
Expected Dividend Yield	0%	0%	0%	0%	0%
Expected Stock Price	130.24%	132.13%	119.98%	125.96%	121.56%
Expected Life of Options in	5 years	5 years	5 years	5 years	5 years

Option pricing models require the input of highly subjective assumptions, particularly as to the expected volatility of the stock. Changes in these assumptions can materially affect the fair value estimate, and therefore it is management's view that the existing models may not provide a single reliable measure of the fair value of the Company's stock option grants. The Company uses an option-pricing model because there is no market for which employee options may be freely traded. Readers are cautioned not to assume that the value derived from the model is the value that an employee might receive if the options were freely traded, nor assume that these amounts are the same as those reported for income tax purposes.

### Incentive Plan Awards

#### Outstanding share-based awards and option-based awards

The following table sets out the outstanding share-based awards and option-based awards held by the directors of the Company, who are not Named Executive Officers, as at December 31, 2023:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options 2023 (\$) <sup>(1)</sup>	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
<b>Martyn Element</b>	300,000	\$0.10	July 23, 2024	N/A	N/A	N/A
	50,000	\$0.12	September 23, 2024	N/A	N/A	N/A
	1,000,000	\$0.07	August 25, 2025	N/A	N/A	N/A
	1,000,000	\$0.075	October 2, 2025	N/A	N/A	N/A
	1,250,000	\$0.08	January 7, 2026	N/A	N/A	N/A
	800,000	\$0.08	July 9, 2026	N/A	N/A	N/A
	1,100,000	\$0.05	November 12, 2026	N/A	N/A	N/A

(1) This value was determined by calculating the difference between the market price of the underlying common shares and the exercise price of the options on December 31, 2023. The closing market price of the Company's common shares on December 31, 2023 was \$0.005.

The following table sets out the outstanding share-based awards and option-based awards held by the directors of the Company, who are not Named Executive Officers, as at December 31, 2022:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options 2020/2021/2022 (\$) <sup>(1)</sup>	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
<b>Anthony David Nettleton Balme<sup>(2)</sup></b>	50,000	\$0.20	August 17, 2023	N/A / N/A / N/A	N/A	N/A
	300,000	\$0.10	July 23, 2024	N/A / N/A / N/A	N/A	N/A
	50,000	\$0.12	September 23, 2024	N/A / N/A / N/A	N/A	N/A
	100,000	\$0.07	August 25, 2025	\$5,000 / N/A / N/A	N/A	N/A
	150,000	\$0.08	January 7, 2026	N/A / N/A / N/A	N/A	N/A
	100,000	\$0.08	July 9, 2026	N/A / N/A / N/A	N/A	N/A
<b>Martyn Element</b>	100,000	\$0.20	August 17, 2023	N/A / N/A / N/A	N/A	N/A
	300,000	\$0.10	July 23, 2024	N/A / N/A / N/A	N/A	N/A
	50,000	\$0.12	September 23, 2024	N/A / N/A / N/A	N/A	N/A
	1,000,000	\$0.07	August 25, 2025	\$50,000 / N/A / N/A	N/A	N/A
	1,000,000	\$0.075	October 2, 2025	N/A / N/A / N/A	N/A	N/A
	1,250,000	\$0.08	January 7, 2026	N/A / N/A / N/A	N/A	N/A
	800,000	\$0.08	July 9, 2026	N/A / N/A / N/A	N/A	N/A
	1,100,000	\$0.05	November 12, 2026	N/A / N/A / N/A	N/A	N/A

(1) This value was determined by calculating the difference between the market price of the underlying common shares and the exercise price of the options on December 31, 2020 and December 31, 2021. The closing market price of the Company's common shares on December 31, 2020 was \$0.075 and on December 31, 2021 was \$0.045.

(2) Mr. Balme ceased to be an officer of the Company on March 15, 2023.

### Value vested or earned during the year

No incentive plan awards held by the directors of the Company, who are not Named Executive Officers vested or were earned during the financial years ended December 31, 2023 and December 31, 2022.

### Pension Plan Benefits

The Company does not have a pension plan or similar benefit program.

### Stock Option Plan and Other Incentive Plans

Stock options are granted pursuant to the Company's Stock Option Plan to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company. Previous grants of incentive stock options are taken into account when considering new grants.

Implementation of a new incentive stock option plan and amendments to the existing stock option plan are the responsibility of the Company's Board of Directors. See also "PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING – Re-approval of Stock Option Plan" on page 5.

### **Termination of Employment, Change in Responsibilities and Employment Contracts**

There are no contracts, agreements, plans or arrangements that provide for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of A.I.S. or a change in a NEO's responsibilities.

### **Indebtedness of Directors and Executive Officers**

No current or former director, executive officer or employee of A.I.S. or any of its subsidiaries, or any proposed director of A.I.S., nor any associate of the foregoing persons, is now or has been indebted to A.I.S. or any of its subsidiaries since the commencement of the last two completed fiscal years, other than for routine indebtedness, nor is, or at any time since the beginning of the two most recently completed financial years of A.I.S. has, any indebtedness of any such person been subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by A.I.S. or any of its subsidiaries.

## **AUDIT COMMITTEE INFORMATION**

### **Audit Committee Charter**

The Charter of the Audit Committee of the board of directors is attached hereto as Schedule A-1.

### **Composition of the Audit Committee**

The members of the Audit Committee as at the date hereof are Martyn Element, Kiriaki Smith and John McCleery. John McCleery is independent and Martyn Element and Kiriaki Smith are not independent in accordance with National Instrument 52-110 ("NI 52-110") and all three of the members are financially literate. The following is a description of the education and experience of each member of the Audit Committee.

#### *Martyn Element*

Martyn is an established businessman and has 30 years of experience in public financial markets. He was previously involved in the food and beverage industry, and remarkable record of securing financing for new business ventures globally.

#### *Kiriaki Smith*

Kiriaki is a Chartered Professional Accountant and has over 20 years of experience assisting private and public companies in the roles of accountant, corporate controller and chief financial officer in mining, oil and gas, real estate, high technology, food production, and investment fund management.

#### *John McCleery*

John is a mining entrepreneur with over 40 years experience in resource exploration, development and financing of projects globally.

### **Pre-Approval of Policies and Procedures**

The Audit Committee has not adopted a policy to review and pre-approve any non-audit services to be provided to the Corporation by the external auditors. The Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that the member report to the Committee at the next scheduled meeting such pre-approval and the member comply with such other procedures as may be established by the Committee from time to time.

## External Auditor Service Fees

### *Audit Fees*

The aggregate fees billed by the Corporation's external auditors in each of the last four fiscal years for audit services were \$73,500 in 2023, \$65,000 in 2022, \$37,500 in 2021, \$24,500 in 2020.

### *Audit-Related Fees*

There were no fees billed in the last four fiscal years for assurance and related services rendered by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under "Audit Fees".

### *Tax Fees*

There were no fees billed the last four fiscal years for professional services rendered by the Corporation's external auditor for tax compliance, tax advice or tax planning.

### *All Other Fees*

There were no other fees billed in the last four fiscal years for products and services provided by the Corporation's auditors other than services reported above.

### *Exemption*

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 with respect to the composition of the audit committee and reporting obligations under Parts 3 and 5, respectively, of NI 52-110.

## CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101, entitled "Disclosure of Corporate Governance Practices" ("**NI 58-101**") requires that if management of an issuer solicits proxies from its securityholders for the purpose of electing directors that certain prescribed disclosure respecting corporate governance matters be included in its management information circular. The TSX Venture Exchange also requires companies that are listed on the TSX Venture Exchange to provide, on an annual basis, the corporate governance disclosure which is prescribed by NI 58-101.

1. **Board of Directors – Disclose how the Board facilitates its exercise of independent supervision over management, including**
  - (a) **the identity of directors that are independent.**

The independent director in the board of the Company for purposes of NI 58-101 is John McCleery.

- (b) **the identity of directors who are not independent, and the basis for that determination.**

Martyn Element is not independent as he is Chairman of the Board, Kiriaki Smith is not independent as she is Chief Financial Officer and Secretary, and Andrew Neale is not independent as he is CEO.

2. **If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.**

The following directors are presently directors of other issuers that are reporting issuers (or the equivalent):

Name of Director	Name of Other Issuers
Andrew Neale	N/A
Kiriaki Smith	Ultra Lithium Inc.
Martyn Element	N/A
John McCleery	N/A

3. **Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the Board take to provide continuing education for directors.**

While A.I.S. does not currently have a formal orientation and education program for new members of the Board, A.I.S. has historically provided such orientation and education on an informal basis. As new directors have joined the Board, A.I.S. has provided these individuals with corporate policies, historical information about A.I.S., as well as information on A.I.S.'s performance and its strategic plan with an outline of the general duties and responsibilities entailed in carrying out their duties. The Board believes that these procedures have proved to be a practical and effective approach in light of the A.I.S.'s particular circumstances, including the size of A.I.S., limited turnover of the directors and the experience and expertise of the members of the Board.

No formal continuing education program currently exists for the directors of A.I.S. Each director of A.I.S. has the responsibility for ensuring that he maintains the skill and knowledge necessary to meet his obligations as a director.

4. **Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.**

Each director, officer and employee of A.I.S. is required in exercising their duties and responsibilities to act honestly and good faith and in compliance with applicable laws, rules and regulations.

Any director and officer, in the case of conflict of interest, must declare the nature and extent of his conflict in any important contract or proposed contract of A.I.S. as soon as he has knowledge of an agreement or proposed contract. In such case, the director must abstain on voting on the resolution to approve the transaction.

5. **Disclose what steps, if any, are taken to identify new candidates for board nomination, including:**

- (a) **who identifies new candidates; and**
- (b) **the process of identifying new candidates.**

Nomination and review of potential new directors is conducted by the Board and senior management of A.I.S.

6. **Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including**

- (a) **who determines compensation; and**
- (b) **the process of determining compensation.**

Compensation of the Board and A.I.S.'s executive officers is determined by the Board. See "*Statement of Executive Compensation*" above.

7. If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board maintains only an audit committee and a compensation committee. All other matters are addressed by the full Board.

8. Disclose what steps, if any, that the Board take to satisfy itself that the Board, its committees, and its individual directors are performing effectively.

To date, no formal assessments have been undertaken, however, performance is reviewed on an informal basis from time to time.

#### ADDITIONAL INFORMATION

Additional information relating to A.I.S. is available under A.I.S.' profile on the SEDAR website at [www.sedar.com](http://www.sedar.com). Financial information in respect of A.I.S. is provided in A.I.S.'s annual comparative financial statements and management's discussion and analysis for A.I.S.'s most recently completed financial year, copies of which are available upon request from A.I.S. Resources Limited at Suite 1120 – 789 West Pender Street,, Vancouver, British Columbia V6C 1H2, Attention: Chief Financial Officer.

DATED at Vancouver, British Columbia, as of this 24th day of May, 2024.

ON BEHALF OF THE BOARD

*“Andrew Neale”*

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**Andrew Neale**  
Director, CEO

**SCHEDULE A-1**  
**A.I.S. Resources Limited**  
**Audit Committee Charter**

The Board of Directors of A.I.S. Resources Limited (the "Corporation") has established an Audit Committee (the "Committee") with authority, responsibility and specific duties as described in this charter. The Committee shall review and reassess the adequacy of this charter at least annually and report its conclusion and any recommendations to the Board of Directors.

**Purpose**

The primary function of the Committee is to assist the Board of Directors in fulfilling its fiduciary oversight responsibilities relating to the Corporation's financial statements, accounting policies, the adequacy of disclosures, the Corporation's compliance with legal and regulatory requirements, the financial reporting process, the systems of internal accounting and financial controls, and the sufficiency of auditing relative thereto.

The Committee is responsible for evaluating the quality, independence and objectivity of the independent auditors and internal auditors. It is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, the internal auditors and management of the Corporation. The opportunity for the independent auditors and the internal auditors to meet with the entire Board of Directors is not to be restricted. The Committee is to ensure that the independent auditors are ultimately accountable to it. The Committee has the ultimate authority and responsibility to evaluate and appoint the independent auditors, determine their compensation and, if appropriate, to terminate the independent auditors.

In discharging its oversight role, the Committee is granted the authority to investigate any activity of the Corporation and its subsidiaries, and all employees shall be directed to cooperate as may be requested by members of the Committee. If the Committee determines that additional expertise is required in order to fulfill its responsibilities, the Committee is empowered to retain and compensate persons or firms as necessary to assist the Committee in fulfilling its responsibility.

**Composition**

The Committee shall consist of three or more members of the Board of Directors, all of whom must be financially literate and two of whom must be independent. An independent member, in general terms, is one who is not an employee, Control Person, or an officer of the Issuer or any of its Associates or Affiliates. Financially literate means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably be expected to be raised by the issuer's financial statements. Financial statements include a balance sheet income statement and cash flow statement. Committee members receive no compensation from the Corporation, except for retainer fees and reimbursement of expenses in connection with Board and Committee service.

Martyn Element, Kiriaki Smith and John McCleery comprise the Audit Committee. Mr. Element is the Chairman. All members are financially literate.

**Meetings**

The Committee will meet at least four times a year, or more frequently as circumstances require. As part of its job to foster open communication, the Committee should meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

**Responsibilities**

The following are the principal responsibilities of the Committee:

- 1. Review of Documents and Reports**
- (a) Review and update this Charter annually.

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

## **2. Relationship with External Auditors**

(a) Request from the independent auditors at least annually a formal written statement delineating all relationships between the auditors and the Corporation consistent with Independent Standards Board Standard No. 1, as may be modified or supplemented; discuss with the independent auditors any such disclosed relationships, including non-audit services, and their impact on the auditors' objectivity and independence; and take action, if appropriate, in response to the independent auditors' statement in order to satisfy itself of the auditors' independence.

(b) Select, and retain the services of, the Corporation's independent auditor, which will be subject to the shareholders' ratification, and terminate their services when appropriate. Review annually, the performance of the external auditors who shall be ultimately accountable to the Committee and the Board of Directors as representatives of the shareholders of the Corporation.

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

(d) Review with management and the external auditors the audit plan for the year-end statements and the intended form of such statements.

(e) Review the scope and results of the annual audit with the independent auditor.

(f) Pre-approve "permitted" audit and non-audit services.

(g) Establish policies for the hiring of employees and former employees of the independent auditor.

(h) Review and discuss with the internal auditors the overall scope and plans for their audits and determine whether the internal audit function has the appropriate resources and expertise.

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

(i) The aggregate of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of billings paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;

(ii) Such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and

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

## **3. Financial Reporting**

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

(b) Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.

(c) Review significant judgements made by management in the preparation of the financial statements and the view of the external auditors as to the appropriateness of such judgements.

- (d) Review separately with management and the external auditors, following completion of the annual audit, any significant difficulties encountered during the course of the audit, including any restrictions on the scope of the audit, including any restrictions on the scope of work or access to required information.
- (e) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (f) Review with external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (g) Review and discuss with management, the internal auditors, and the independent auditors, the adequacy and effectiveness of the Corporation's internal accounting and financial controls, the quality of the financial and accounting personnel, and any relevant recommendations and management's responses thereto.
- (h) Discuss the Corporation's policies with respect to risk assessment and risk management, review contingent liabilities and risks that may be material to the Corporation, and review major legislative and regulatory developments which could materially impact the Corporation's contingent liabilities and risks.
- (i) Make, or cause to be made, all necessary inquiries of management, the independent auditors and the internal auditors concerning established standards of corporate conduct and performance and deviations there from. Annually, a report relative to compliance with the Corporation's code of business conduct is to be furnished to the Committee.
- (j) Meet with management and the independent auditors prior to the filing of the Corporation's Quarterly Reports to review and discuss the interim financial statements and the Corporation's specific disclosures under "Management's Discussion and Analysis".
- (k) Meet with management and the independent auditors to review and discuss the financial statements and the Corporation's specific disclosures under "Management's Discussion and Analysis", including their judgment about the quality, not just acceptability, of accounting principles, the consistency of accounting policies, unusual transactions, the reasonableness of significant estimates and judgments, the clarity and completeness of the disclosures in the financial statements, and any other matters required to be discussed. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors, including any disagreements with management.
- (l) Review and reassess, at least annually, the adequacy of this charter and report its conclusion and any recommendations to the Board of Directors.
- (m) Review its own performance annually and report to the Board.