

PIONEERING TECHNOLOGY CORP.

NOTICE OF ANNUAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

dated February 24, 2023

with respect to the

Annual General Meeting of Shareholders

to be held on March 30, 2023

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PIONEERING TECHNOLOGY CORP.

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 30, 2022**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Pioneering Technology Corp. (the “**Corporation**”) will be held at the Corporation’s offices at 2785 Skymark Avenue, Unit 13, Mississauga, Ontario on Thursday, March 30, 2022 at 1:00 pm (Toronto time), for the following purposes:

1. To receive the audited financial statements of the Corporation for the fiscal year ended September 30, 2022 together with the report of the auditor thereon;
2. To elect directors of the Corporation for the ensuing year;
3. To appoint an auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration; and
4. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular (the “**Information Circular**”). The Information Circular is deemed to form part of this Notice of Meeting. Please read the Information Circular carefully before you vote on the matters being transacted at the Meeting.

Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed or faxed so as to reach or be deposited with the Corporation’s transfer agent, Computershare Trust Company of Canada, 100 University Avenue, Toronto, Ontario M5J 2Y1, fax: (416) 263-9524, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

DATED this 24th day of February, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Kevin R. Callahan*”
Kevin R. Callahan, Chief Executive Officer

PIONEERING TECHNOLOGY CORP.
INFORMATION CIRCULAR
as at February 24, 2023

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by the management of Pioneering Technology Corp. (the “Corporation”) for use at the annual general meeting (the “Meeting”) of the shareholders of the Corporation (the “Shareholders”) to be held on Thursday, March 30, 2022 at 1:00 pm (Toronto time) at the Corporation’s offices at 2785 Skymark Avenue, Unit 13, Mississauga, Ontario and at any adjournment(s) thereof, for the purposes set forth in the accompanying Notice of Meeting.

In this Information Circular: references to “**the Corporation**” refers to Pioneering Technology Corp.; “**Common Shares**” or “**shares**” means common shares in the capital of the Corporation; “**Shareholders**” means holders of Common Shares and “**Beneficial Shareholders**” means Shareholders who do not hold Common Shares in their own name; references to “**intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

Instruments of proxy must be received by the Corporation at the office of its transfer agent, Computershare Trust Company of Canada, 100 University Avenue, Toronto, Ontario M5J 2Y1, fax: (416) 263-9524, not less than forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, before the time set for the holding of the Meeting or any adjournment(s) thereof.

The instruments of proxy must be in writing and must be 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.

The persons named in the enclosed instruments of proxy are either representatives or directors/officers of the Corporation. Each Shareholder has the right to appoint a proxyholder other than the persons designated in the accompanying instrument of proxy furnished by the Corporation, who need not be a Shareholder, to attend and act for such Shareholder and on such Shareholder’s behalf at the Meeting. To exercise such right, the names of the persons designated by management on the accompanying instrument of proxy should be crossed out and the name of the Shareholder’s appointee should be legibly printed in the blank space provided.

Revocability of Proxy

A Shareholder who has submitted a 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 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 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 at the office of the Corporation’s transfer agent, Computershare Trust Company of Canada, 100 University Avenue, Toronto, Ontario M5J 2Y1, 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 prior to the commencement of voting, or any adjournment thereof, and upon either of such deposits, the previously submitted proxy is revoked.

Persons Making the Solicitation

The solicitation is made on behalf of the management of the Corporation. The cost of solicitation by management will be borne by the Corporation. As well, proxies will be solicited by mail and may also be solicited personally or by telephone by the directors or officers of the Corporation, who will not be specifically remunerated therefor.

The Corporation may pay the reasonable costs incurred by persons who are the registered but not beneficial owners of voting securities of the Corporation (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of this Information Circular, the Notice of Meeting and instrument of proxy to the beneficial owners of such securities. The Corporation will provide, without cost to such persons, upon request to the Corporation, additional copies of the foregoing documents required for this purpose.

Exercise of Discretion by Proxy

The Common Shares represented by the instrument of proxy enclosed with the accompanying Notice of Meeting and this Information Circular will be voted in accordance with the instructions of the Shareholder, **but if no specification is made, the Common Shares will be voted for the matters stated in the Notice of Meeting. If any amendments or variations are proposed at the Meeting or any adjournment thereof to matters set forth in the proxy and described in the accompanying Notice of Meeting and this Information Circular, or if any other matters properly come before the Meeting or any adjournment thereof, the proxy confers upon the Shareholder's nominee discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting the proxy at the Meeting.** At the date of this Information Circular, management of the Corporation knows of no such amendments or variations or other matters to come before the Meeting.

Advice to Beneficial Shareholders

Shareholders who do not hold their shares in their own names (referred to in this Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of the shares can be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder's name on the records of the Corporation. Such shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The CDS Clearing & Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of the Corporation may not know for whose benefit the shares registered in the name of CDS & 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 shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”). Broadridge typically applies a decal to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to Broadridge. 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 proxy with a Broadridge decal on it cannot use that proxy to vote shares directly at the Meeting. The proxy must be returned to Broadridge well in advance of the Meeting in order to have the shares voted.

Since only registered Shareholders and their proxies may attend and vote at the Meeting, if a Beneficial Shareholder attends the Meeting the Corporation will have no record of the Beneficial Shareholder's shareholdings or of his, her or its entitlement to vote unless the Beneficial Shareholder's nominee has appointed the Beneficial Shareholder as proxyholder. Therefore, a Beneficial Shareholder who wishes to vote in person at the Meeting must insert his, her or its own name in the space provided on the voting instruction form sent to the Beneficial Shareholder by its nominee, and sign and return the voting instruction form by following the signing and returning instructions provided by its nominee. By doing so, the Beneficial Shareholder will be instructing its nominee to appoint the Beneficial Shareholder as proxyholder. A Beneficial Shareholder should not otherwise complete the voting instruction form as its vote will be taken at the Meeting.

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

No director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the Corporation's last financial year, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The Board of Directors of the Corporation (the "**Board**") has fixed the record date for determining Shareholders entitled to receive notice and to vote at the Meeting as the close of business on Tuesday, February 28, 2023 (the "**Record Date**").

The authorized capital of the Corporation consists of an unlimited number of Common Shares and Series 1 Preferred Shares. As of the Record Date, the Corporation had 56,041,746 issued and outstanding Common Shares. Each Common Share carries the right to one vote. The Common Shares are listed and posted for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "PTE".

As of the Record Date, the Corporation had 20,533,133 Series 1 Preferred Shares outstanding. The Series 1 Preferred Shares are non-voting, redeemable at the option of the Corporation at a price of \$0.06 per preferred share, and are not entitled to dividends.

As at the date of this Information Circular, to the knowledge of the directors and executive officers of the Corporation, except as set out in the table below, no person or company beneficially owns, or controls or directs, directly or indirectly, 10% or more of any class of voting securities of the Corporation, on a non-diluted basis.

Name and Principal Place of Residence	Number of Shares Owned or Controlled or Directed	Percentage of Common Shares
David L. Dueck Vancouver, British Columbia	8,745,127	15.6%

- (1) Consists of 6,825,127 Common Shares owned by McAllister Holdings Ltd. ("**McAllister**"), 1,800,000 Common Shares owned by Jaguar Pacific Capital Ltd. ("**Jaguar**") and 120,000 Common Shares owed directly by Mr. Dueck. Mr. Dueck, a director of the Corporation, controls McAllister and Jaguar.

As of the date of this Information Circular, the directors and executive officers of the Corporation, as a group, beneficially owned, or controlled or directed, directly or indirectly, approximately 3,328,397 Common Shares, representing approximately 5.94% of the outstanding Common Shares.

QUORUM

A quorum will be present at the Meeting if there are present persons, each of whom is either a Shareholder entitled to attend and vote at the Meeting or the proxyholder of a Shareholder appointed by means of a valid proxy, holding or representing by proxy, collectively, not less than ten percent (10%) of the issued and outstanding Common Shares.

PARTICULARS OF MATTERS TO BE ACTED ON AT THE MEETING

The Meeting has been called for the Shareholders to consider and, if thought appropriate, to pass resolutions in relation to each of the following matters.

Financial Statements

The Shareholders will receive and consider the audited financial statements of the Corporation for the fiscal year ended September 30, 2022 together with the auditor's report thereon.

Election of Directors

Directors of the Corporation are elected annually by the Shareholders. A board of four directors is to be elected at the Meeting.

The board is a variable board consisting of not fewer than three and not more than fifteen directors. The board is currently set at five members, and currently consists of four directors. The Board has accordingly determined that the number of directors to be elected at the Meeting shall be four. Each director elected will hold office until the close of the next annual meeting or until his or her successor is appointed, unless his or her office is earlier vacated in accordance with the *Business Corporations Act* (Ontario) and the by-laws of the Corporation.

All of the four nominees (each, a “**Nominee**”, and together, the “**Nominees**”) are currently members of the Board and have been since the dates indicated below. Management does not contemplate that any of the Nominees will be unable to serve as a director. **However, if a Nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Common Shares represented by proxies in favour of management nominees will be voted for the election of all of the Nominees whose names are set forth below, unless a Shareholder has specified in his, her or its proxy that his, her or its shares are to be withheld from voting on the election of directors.**

The following table and the notes thereto state the names of all persons to be nominated for election as directors, all other positions or offices with the Corporation now held by them, their principal occupations of employment, the year in which they became directors for the Corporation, the approximate number of Commons Shares beneficially owned, or controlled or directed, directly or indirectly, by each of them, as of the date hereof, and the number of options to acquire Common Shares held by each of them as of the date hereof.

Name and Municipality of Residence	Present Principal Occupation	When First Became Director	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly	Number of Options Held
Kevin R. Callahan Toronto, Ontario <i>Director and Chief Executive Officer</i>	Director and Chief Executive Officer	December 2002	2,595,099	1,900,000
Meredith K. Appy Portland, Oregon, U.S.A. <i>Director</i>	President, Appy & Associates	March 2011	40,000	230,000
John Bergsma ^{(1) (2)} Waterdown, Ontario <i>Chairman and Director</i>	Corporate Director	July 2008	549,611	325,000
Paul H. Harricks ⁽¹⁾ Toronto, Ontario <i>Director</i>	Executive Vice President and Chief Legal Officer, Hydro One Ltd.	October 2003	143,687	230,000

Notes:

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

Set forth below is a description of the principal occupation of each of the Board nominees during the past five years:

Kevin R. Callahan – Director and Chief Executive Officer

Chief Executive Officer and a director of the Corporation since September 2002.

Meredith K. Appy – Director

Ms. Appy has served as President of Appy & Associates since January 2012. Ms. Appy is an internationally-recognized leader in fire and life safety education with a proven track record in leading organizations and teams to execute high-impact injury prevention initiatives. Previously, Ms. Appy served as President of Safe Kids USA at the Children’s National Medical Center, she served as President of the Home Safety Council in Washington, D.C. from March 2003 to December 2010 and prior to that led the educational efforts for the National Fire Protection Association.

John Bergsma – Chairman and Director

Mr. Bergsma is a corporate director and business strategy consultant. Previous board appointments included the Ontario Clean Water Agency, Horizon Utilities Corp., St. Catharines Hydro Inc., CFM Corp., various natural gas utilities, pipeline companies and industry associations, including the Executive Committee of the Board of the International Gas Union. Mr. Bergsma has served as President and Chief Executive Officer of Union Gas Ltd. and President of Lennox Canada Inc., Massey Ferguson Research Ltd. and Columbus McKinnon Ltd., and as Commissioner of Corporate Services for Niagara Region.

Paul H. Harricks – Director

Mr. Harricks has a B.A. from Trinity College, University of Toronto (1975) and an LL.B. from Osgoode Hall Law School (1978). He was called to the Bar of the Province of Ontario in 1980.

He practiced as a corporate lawyer at Gowling WLG or its predecessor from 1980 to 2019 and led that firm’s Energy Sector Group from 2010 to 2019 with a practice focusing on mergers and acquisitions and corporate finance. In September 2019 Mr. Harricks became Executive Vice-President and Chief Legal Officer of Hydro One Limited.

Orders, Penalties and Bankruptcies

To the knowledge of the Corporation, as of the date hereof, no Nominee:

- (a) is, or has been within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or
 - (ii) 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;
- (b) is, or has been within 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while such Nominee was acting in that capacity, or within a year of such Nominee ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within 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 such Nominee,

For the purposes of the above section, the term “**order**” means:

- (d) a cease trade order;

- (e) an order similar to a cease trade order; or
- (f) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Corporation, as of the date hereof, no Nominee has been subject to:

- (g) 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
- (h) any other penalties or sanctions imposed by a court or regulatory body.

Appointment of Auditors

Management recommends the re-appointment of KPMG LLP as auditor of the Corporation to hold office until the close of the next annual meeting of the Shareholders, or until their successor is otherwise appointed. KPMG LLP was first appointed as auditor of the Corporation on September 16, 2021.

The Board recommends that Shareholders vote **FOR** an ordinary resolution approving the appointment of KPMG LLP as auditor of the Corporation and authorizing the directors of the Corporation to fix their remuneration. **Common Shares represented by proxies in favour of the management nominees will be voted IN FAVOUR of such ordinary resolution, unless a Shareholder has specified in the proxy that his, her or its Common Shares are to be withheld from voting on such ordinary resolution.**

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation does not have any pension plan or incentive plans (whether equity or non-equity based) other than its Stock Option Plan. The table below provides a summary of the Corporation's Stock Option Plan as of September 30, 2022:

Equity Compensation Plan Information

Plan Category	Fiscal Year Ended	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available under equity compensation plan (excluding securities reflected in column (a)) (c) ⁽¹⁾
Stock Option Plan	September 30, 2022	2,525,000	\$0.14	8,683,349

Notes:

- (1) Based on there being an aggregate of 11,208,349 Common Shares authorized for issuance under the Stock Option Plan as last approved by Shareholders.

EXECUTIVE COMPENSATION

The following table provides a summary of total compensation earned during each of the twelve month periods ended September 30, 2022 and 2021, respectively, by the Corporation's Chief Executive Officer and Chief Financial Officer and the most highly compensated executive officer of the Corporation other than the Chief Executive Officer and Chief Financial who were serving as such as at September 30, 2022 and whose total compensation was, individually, more than C\$150,000 (the "**Other Executive Officers**") and each other individual who would have been an Other Executive Officer but for the fact that such individual was neither serving as an executive officer, nor acting in a

similar capacity, as at September 30, 2022 (hereinafter, collectively, referred to as the “**Named Executive Officers**”) for services rendered in all capacities during such period.

SUMMARY COMPENSATION TABLE							
Name and Principal Position of Named Executive Officer	Year Ended September 30	Salary (CDN\$)	Option-Based Awards (CDN\$)	Non-Equity Incentive Plan Compensation		All Other Compensation (CDN\$)	Total Compensation (CDN\$)
				Annual Incentive Plans (CDN\$)	Long-Term Incentive Plans (CDN\$)		
Kevin R. Callahan, Chief Executive Officer ⁽¹⁾	2022	\$225,000	Nil	Nil	Nil	Nil	\$225,000
	2021	\$225,000	Nil	Nil	Nil	Nil	\$225,000
Tim Mulroney Vice President, Sales and Marketing	2022	\$150,000	Nil	Nil	Nil	\$9,000	\$159,000
	2021	\$150,500	Nil	Nil	Nil	\$9,000	\$159,000

Notes:

- (1) Mr. Callahan served as interim Chief Financial Officer from January 28, 2021 until October 26, 2022.

Named Executive Officer Outstanding Option-Based Awards

The table below reflects all option-based awards for each Named Executive Officer outstanding as at September 30, 2022 (including option-based awards granted to a Named Executive Officer before such fiscal year). The Corporation does not have any other equity incentive plans other than its Stock Option Plan.

NAMED EXECUTIVE OFFICER OPTION-BASED AWARDS OUTSTANDING AS AT END OF FISCAL YEAR				
Name of Named Executive Officer	Number of Securities Underlying Unexercised Options	Option Exercise Price (CDN\$/Security)	Option Expiration Date	Value of Unexercised In-the-Money Options (CDN\$) ⁽¹⁾
Kevin R. Callahan, Chief Executive Officer	1,000,000	\$0.14	February 24, 2025	Nil
Tim Mulroney Vice President of Sales	400,000	\$0.14	February 24, 2025	Nil

Notes:

- (1) Represents the aggregate value of in-the-money unexercised options as at September 30, 2022, calculated based on the difference between the market price of the Common Shares underlying the options as at the close of trading on September 30, 2022, being \$0.025, and the exercise price of the options.

Incentive Plan Awards – Value Vested or Earned

The following table provides information concerning the incentive plan awards of the Corporation with respect to each Named Executive Officer during the fiscal year ended September 30, 2022. The only incentive award plan of the Corporation during such fiscal years was its Stock Option Plan.

INCENTIVE AWARD PLANS – VALUE VESTED OR EARNED DURING FISCAL YEAR		
Name of Named Executive Officer	Option-Based Awards – Value Vested During Year Ended September 30, 2022 (CDN\$)	Non-Equity Incentive Plan Compensation – Value Earned During Year Ended September 30, 2022 (CDN\$)
Kevin R. Callahan	Nil	Nil
Tim Mulroney	Nil	Nil

Compensation Discussion and Analysis

Introduction

The Compensation Discussion and Analysis section of this Information Circular sets out the objectives of the Corporation's executive compensation arrangements, the Corporation's executive compensation philosophy and the application of this philosophy to the Corporation's executive compensation arrangements.

The Corporation's process for determining executive compensation is not formal and involves Board discussion. When determining the compensation arrangements for the Named Executive Officers, the Board considers the objectives of: (i) retaining an executive critical to the success of the Corporation and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and shareholders of the Corporation; and (iv) rewarding performance, both on an individual basis and with respect to the business in general.

Benchmarking

The Corporation does not use any benchmarking in determining compensation or any element of compensation. In determining the compensation level for each executive, the Board looks at factors such as the relative complexity of the executive's role within the organization, the executive's performance and potential for future advancement and pay equity considerations.

Elements of Compensation

The compensation paid to the Named Executive Officers in any year consists of three primary components:

- (a) base salary;
- (b) non-equity incentive plan compensation; and
- (c) long-term incentives in the form of stock options granted under the Stock Option Plan.

The Corporation believes that making a significant portion of the Named Executive Officer's compensation based on long-term incentives supports the Corporation's executive compensation philosophy, as this form of compensation allows those most accountable for the Corporation's long-term success to acquire and hold the Corporation's shares. The key features of these three primary components of compensation are discussed below:

Base Salary

Base salary recognizes the value of an individual to the Corporation based on his or her role, skill, performance, contributions, leadership and potential. It is critical in attracting and retaining executive talent in the markets in which the Corporation competes for talent. Base salaries for the Named Executive Officers are reviewed annually by the Board. Any change in base salary of a Named Executive Officer is generally determined by an assessment of such executive's performance and a review of the performance of the Corporation as a whole and the role such executive officer played in such corporate performance.

Non-Equity Incentive Plan Compensation

Non-equity incentive plan compensation may be comprised of discretionary or non-discretionary cash bonuses. At its sole discretion, the Board considers the individual performance of the Corporation's executives in areas such as product development, sales, business acquisitions, divestitures, financings and other similar corporate initiatives and recognizes significant individual achievement by paying discretionary bonuses in cases where the Board determines that the executive's performance merits additional compensation.

The objectives of these non-equity cash bonuses are to attract and retain qualified and effective executives, motivate the short and long-term performance of these executives and to align their interests with those of the Corporation's shareholders.

In the year ended September 30, 2022, no discretionary cash bonuses were paid to any of the Named Executive Officers.

Stock Option Awards

The Corporation provides long-term incentives to the Named Executive Officers in the form of stock options as part of its overall executive compensation strategy. The Board believes that stock option grants serve the Corporation's executive compensation philosophy in several ways: first, it helps attract, retain, and motivate talent; second, it aligns the interests of the Named Executive Officers with those of the Shareholders by linking a specific portion of the officer's total pay opportunity to share price; and finally, it provides long-term accountability for Named Executive Officers. Annual option grants, if any, are determined by the Board. Option grants are discretionary and, therefore, previous grants are not taken into account by the Board when considering future option grants.

Compensation Policies and Risk Management

The Board considers the implications of the risks associated with the Corporation's compensation policies and practices when determining rewards for its Named Executive Officers. In assessing risk for the fiscal year ended September 30, 2022, the Board determined that the compensation arrangements for the Named Executive Officers do not create risks that are reasonably likely to have a material adverse effect on the Corporation. Compensation is comprised of short-term compensation (base salary) and non-equity incentive plan compensation and long-term ownership participation through the Stock Option Plan. These employees participate in the creation of shareholder value over the long term, aligning their interests with those of the Corporation's Shareholders. Further, compensation of these employees is discretionary.

Hedging of Economic Risks for Personal Equity Ownership

To date, no Named Executive Officer or director has hedged the economic value of their direct or indirect interests in the market value of the Corporation's Common Shares.

Termination and Change of Control Benefits and Management Contracts

The Corporation entered into a management contract during the year ended September 30, 2008 with a company controlled by Kevin R. Callahan, the Chief Executive Officer and Interim Chief Financial Officer of the Corporation. Pursuant to the terms of Mr. Callahan's management contract, he was originally entitled to receive an annual fee of \$156,000 (most recently increased to \$225,000). In the event of termination by the Corporation without cause, Mr. Callahan is entitled to receive twenty four (24) months prior written notice or the payment of twenty four (24) months compensation in lieu of notice. The management contract contains customary non-competition and confidentiality provisions.

Other than the foregoing contracts, there is no other contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Corporation or a change in a Named Executive Officer's responsibilities. No management functions of the Corporation or any of its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Corporation.

Compensation of Directors

Other than as set out in the table below, the Corporation did not pay any fees to directors for serving on the Board (or any subcommittee) beyond reimbursing such directors for travel and related out-of-pocket expenses incurred in connection with attending meetings of the Board (or any subcommittee).

Individual Director Compensation for Fiscal Year Ended September 30, 2022

The following table provides a summary of all amounts of compensation provided to the non-executive directors of the Corporation during the fiscal year ended September 30, 2022.

DIRECTOR COMPENSATION TABLE FOR FISCAL YEAR ENDED SEPTEMBER 30, 2022					
Name ⁽¹⁾	Fee Earned (CDN\$) ⁽²⁾	Option-Based Awards (CDN\$)	Non-Equity Incentive Plan Compensation (CDN\$)	All Other Compensation (CDN\$)	Total (CDN\$)
John Bergsma <i>Chairman</i>	\$2,250	Nil	Nil	Nil	\$2,250
Richard Adair	\$1,250				\$1,250
Michael Kraft	\$250				\$250
Meredith K. Appy	\$750	Nil	Nil	Nil	\$750
David L. Dueck	\$500	Nil	Nil	Nil	\$500
Paul H. Harricks	\$2,000	Nil	Nil	Nil	\$2,000

Notes:

- (1) The relevant disclosure for Mr. Callahan is provided in the Summary Compensation Table for Named Executive Officers above. Mr. Callahan did not receive any compensation in his capacity as a director of the Corporation.
- (2) Messrs. Bergsma (3), Adair (3), Kraft (1), Dueck (2) and Harricks (3) and Ms. Appy (3) each attended the indicated number of Board meetings. In addition, Messrs. Bergsma (5), Adair (2) and Harricks (4) each attended the indicated number of Audit Committee meetings. Compensation for such attendance is \$250 per meeting.

Director Outstanding Option-Based Awards

The table below reflects all option-based awards for each non-executive director of the Corporation outstanding as at September 30, 2022 (including option-based awards granted to a director before such fiscal year). The Corporation does not have any other equity incentive plans other than the Stock Option Plan.

DIRECTOR OPTION-BASED AWARDS OUTSTANDING AS AT SEPTEMBER 30, 2022				
Name of Director ⁽¹⁾	Number of Securities Underlying Unexercised Options	Option Exercise Price (CDN\$/Security)	Option Expiration Date	Value of Unexercised In-the-Money Options ⁽²⁾ (CDN\$)
John Bergsma <i>Chairman</i>	150,000	\$0.14	February 24, 2025	Nil
Richard Adair	-	-	-	-
Michael Kraft	-	-	-	-
Meredith K. Appy	100,000	\$0.14	February 24, 2025	Nil
David L. Dueck	-	-	-	-
Paul H. Harricks	150,000	\$0.14	February 24, 2025	Nil

Notes:

- (1) The relevant disclosure for Mr. Callahan is provided in the Summary Compensation Table for Named Executive Officers above. Mr. Callahan did not receive any compensation in his capacity as a director of the Corporation.
- (2) Represents the aggregate value of in-the-money unexercised options as at September 30, 2022, calculated based on the difference between the market price of the Common Shares underlying the options as at the close of trading on September 30, 2022, being \$0.025, and the exercise price of the options.

Director Incentive Award Plans

The following table provides information concerning the incentive award plans of the Corporation with respect to each non-executive director of the Corporation during the fiscal year ended September 30, 2022. The only incentive award plan of the Corporation during such fiscal year was the Stock Option Plan.

INCENTIVE AWARD PLANS – VALUE VESTED OR EARNED DURING THE FISCAL YEAR ENDED SEPTEMBER 30, 2022		
Name of Director ⁽¹⁾	Option-Based Awards – Value Vested During Fiscal Year Ended September 30, 2022 (CDNS)	Non-Equity Incentive Plan Compensation – Value Vested During Fiscal Year Ended September 30, 2022 (CDNS)
John Bergsma <i>Chairman</i>	Nil	Nil
Richard Adair	-	-
Michael Kraft	-	-
Meredith K. Appy	Nil	Nil
David L. Dueck	Nil	Nil
Paul H. Harricks	Nil	Nil

Notes:

- (1) The relevant disclosure for Mr. Callahan is provided in the Summary Compensation Table for Named Executive Officers above. Mr. Callahan did not receive any compensation in his capacity as a director of the Corporation.

Directors’ and Officers’ Insurance

The Corporation maintains a directors’ and officers’ liability insurance policy for the benefit of its directors and officers. The policy has an aggregate insurance limit of \$3,000,000 with a \$15,000 deductible for certain types of claims. The cost of coverage for the fiscal year ended September 30, 2022 was \$12,636.

STATEMENT OF CORPORATE GOVERNANCE MATTERS

Corporate Governance

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

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”), the Corporation is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

Board of Directors

The Board is currently comprised of four directors: John Bergsma, Kevin R. Callahan, Paul H. Harricks and Meredith K. Appy. All of the aforementioned directors are proposed to be nominated as directors for re-election at the Meeting. The Board has determined that it is appropriate to maintain the size of the Board at four members and that the constitution of the Board will be appropriate for the Corporation’s current stage of development.

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors, within the meaning set out under National Instrument 52-110

Audit Committees (“**NI 52-110**”), which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. “**Material relationship**” is defined as a relationship which could, in the view of a company’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

Kevin Callahan is not considered “independent” as a result of his position as Chief Executive Officer and interim Chief Financial Officer of the Corporation. The remaining directors are considered to be independent directors since they are all independent of management and free from any material relationship with the Corporation. The basis for this determination is that, since the beginning of the fiscal year ended September 30, 2022, none of the independent directors have worked for the Corporation, received remuneration from the Corporation (other than in their capacity as directors) or had material contracts with or material interests in the Corporation which could interfere with their ability to act with a view to the best interests of the Corporation.

The Board believes that it functions independently of management. To enhance its ability to act independent of management, the members of the Board may meet in the absence of members of management and the non-independent directors. In the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with his or her fiduciary obligations as a director of the Corporation, disclose the nature and extent of his or her interest to the meeting and abstain from voting on or against the approval of such participation. In addition, the members of the Board that are not members of management of the Corporation are encouraged by the management members of the Board to communicate and obtain advice from such advisors and legal counsel as they may deem necessary in order to reach a conclusion with respect to issues brought before the Board.

Board Mandate

The Board is responsible for the conduct of the Corporation’s affairs generally. The Board is responsible for reviewing and approving the Corporation’s operating plans and budgets as presented by management. The Board is responsible for identifying the principal risks of the Corporation’s business and for ensuring these risks are effectively monitored and mitigated to the extent practicable. Succession planning, including the recruitment, supervision, compensation and performance assessment of the Corporation’s senior management personnel also fall within the ambit of the Board’s responsibilities. The Board is responsible for ensuring effective communications by the Corporation with its Shareholders and the public and for ensuring that the Corporation adheres to all regulatory requirements with respect to the timeliness and content of its disclosure. In keeping with its overall responsibility for the stewardship of the financial affairs of the Corporation, the Board created an Audit Committee (as hereinafter defined) which is responsible for the integrity of the Corporation’s internal control and management information systems.

The Board is responsible for approving annual operating plans recommended by management. Board consideration and approval is also required for all material contracts and business transactions and all debt and equity financing proposals.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Corporation’s business in the ordinary course, managing the Corporation’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements.

The Board believes the Corporation is well served and the independence of the Board from management is not compromised. The Board does not have, and does not consider it necessary under the circumstances to have, any formal structures or procedures in place to ensure that the Board can function independently of management. The Board believes that its current composition is sufficient to ensure that the Board can function independently of management.

Other Reporting Issuer Directorships

No current directors of the Corporation currently hold directorships in other reporting issuers.

Orientation and Continuing Education

The Corporation does not provide a formal orientation and education program for new directors of the Corporation. However, any new directors will be given the opportunity to (a) familiarize themselves with the Corporation, the current directors and members of management; (b) review copies of recently publicly filed documents of the Corporation and the Corporation's internal financial information; (c) have access to technology experts and consultants; and (d) review a summary of significant corporate and securities legislation. Directors are also given the opportunity for continuing education. Board meetings may also include presentations by the Corporation's management and consultants to give the directors additional insight into the Corporation's business.

Each new director is given an outline of the nature of the business of the Corporation, its corporate strategy and current issues within the Corporation. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business and are given the opportunity to meet with counsel to the Corporation to discuss their legal obligations as directors of the Corporation.

In addition, management of the Corporation takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Corporation as a whole. The Corporation continually reviews the latest securities rules and policies. Any such changes or new requirements are then brought to the attention of the Corporation's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board presently does not have a written code of ethics, but views good corporate governance as an integral component to the success of the Corporation. The Board has found that the fiduciary duties placed on individual directors of the Corporation's governing corporate legislation and the common law and the restrictions placed by the applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Further, the Corporation's auditors have full and unrestricted access to the audit committee of the Corporation (the "**Audit Committee**") at all times to discuss the annual audits of the Corporation's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. Accordingly, the Board considers it appropriate to maintain the size of the Board at seven directors, taking into account the Corporation's current state of development and its growth and other strategic objectives. The Board does not currently have a nominating committee, and these functions are currently performed by the Board as a whole.

Compensation

The Board has a compensation committee (the "**Compensation Committee**") comprised entirely of independent directors. Mr. Bergsma and Mr. Harricks are the current members of the Compensation Committee. The Compensation Committee is responsible for administering all of the Corporation's executive compensation matters, including determining compensation of the Corporation's directors and officers. The Board believes the Compensation Committee collectively has the knowledge, experience, skills and background required to fulfill its mandate.

Relevant Education and Experience

John Bergsma has a B.A.Sc in Mechanical Engineering (1969), and a M.A.Sc. in Civil Engineering (1971) from the University of Waterloo, a M.B.A. from McMaster University (1973), as well as an honorary LL.D. from the University of Waterloo (1997). He completed the ICD directors education program at the University of Toronto's Rotman School (2006). Mr. Bergsma sits on the board of the Ontario Clean Water Agency (Acting Chair). Previous board

appointments included Horizon Utilities Corp., St. Catharines Hydro Inc., CFM Corp., various natural gas utilities, pipeline companies and industry associations, including the Executive Committee of the Board of the International Gas Union. Mr. Bergsma has served as President and Chief Executive Officer of Union Gas Ltd. and President of Lennox Canada Inc., Massey Ferguson Research Ltd. and Columbus McKinnon Ltd., and as Commissioner of Corporate Services for Niagara Region

Paul H. Harricks has a B.A. from Trinity College, University of Toronto (1975) and an LL.B. from Osgoode Hall Law School (1978). He was called to the Bar of the Province of Ontario in 1980. He practiced as a corporate lawyer at Gowling WLG or its predecessor from 1980 to 2019 and led that firm's Energy Sector Group from 2010 to 2019 with a practice focusing on mergers and acquisitions and corporate finance. In September 2019 Mr. Harricks became Executive Vice-President and Chief Legal Officer of Hydro One Limited.

Other Board Committees

The Corporation does not have any standing committees, other than the Audit Committee and the Compensation Committee.

Assessment of Board Performance

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

AUDIT COMMITTEE INFORMATION

Pursuant to applicable laws, the Corporation is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Corporation or an affiliate of the Corporation. NI 52-110 requires the Corporation, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

The Audit Committee is responsible for the Corporation's financial reporting process and the quality of its financial reporting. In addition to its other duties, the Audit Committee reviews all annual and interim financial statements intended for circulation among Shareholders and reports upon these financial statements to the Board. In addition, the Board may refer to the Audit Committee other matters and questions relating to the financial position of the Corporation. In performing its duties, the Audit Committee maintains effective working relationships with the Board, management and the external auditors and monitors independence of those auditors.

Audit Committee's Mandate

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

The Audit Committee has the general responsibility to review and make recommendations to the Board on the approval of the Corporation's annual and interim financial statements, the related management's discussion and analysis and the other financial information or disclosure of the Corporation. More particularly, it has the mandate to:

- (a) assist the Board in its oversight role with respect to:
 - (i) the quality and integrity of financial information;
 - (ii) the independent auditor's performance, qualifications and independence;

- (iii) the performance of the Corporation's internal audit function, if applicable; and
- (iv) the Corporation's compliance with legal and regulatory requirements, and
- (b) prepare such reports of the Audit Committee required to be included in the information/proxy circular of the Corporation in accordance with applicable laws or the rules of applicable securities regulatory authorities.

The Audit Committee ensures that the external auditors are independent from management. The Audit Committee reviews the work of outside auditors, evaluates their performance, evaluates their remuneration and makes recommendations to the Board. The Audit Committee also authorizes non-related audit work. A copy of the Audit Committee Mandate is appended as Schedule A to this Information Circular.

Composition of the Audit Committee

The following directors are the current members of the Audit Committee:

Name	Independent / Not Independent ⁽¹⁾	Financial literacy ⁽¹⁾
Kevin H. Callahan	Not independent	Financially literate
Paul H. Harricks	Independent	Financially literate
John Bergsma	Independent	Financially literate

Notes:

(1) Terms have their respective meanings ascribed in NI 52-110.

Relevant Education and Experience

Kevin R. Callahan has a B.A from Western University (1985) and has served as Chief Executive Officer and a director of the Corporation since September 2002. From March 2000 to March 2021, Mr. Callahan worked with EcomPark Inc., a public venture capital investment firm, and as an advisor to, and President of, one of its investee companies. From November 1994 to March 2000, Mr. Callahan worked in consumer products marketing with BBDO Canada, a division of BBDO Worldwide, as Vice-President and Group Director.

John Bergsma has a B.A.Sc in Mechanical Engineering (1969), and a M.A.Sc. in Civil Engineering (1971) from the University of Waterloo, a M.B.A. from McMaster University (1973), as well as an honorary LL.D. from the University of Waterloo (1997). He completed the ICD directors education program at the University of Toronto's Rotman School (2006). Mr. Bergsma is a corporate director and business strategy consultant. Previous board appointments included the Ontario Clean Water Agency, Horizon Utilities Corp., St. Catharines Hydro Inc., CFM Corp., various natural gas utilities, pipeline companies and industry associations, including the Executive Committee of the Board of the International Gas Union. Mr. Bergsma has served as President and Chief Executive Officer of Union Gas Ltd. and President of Lennox Canada Inc., Massey Ferguson Research Ltd. and Columbus McKinnon Ltd., and as Commissioner of Corporate Services for Niagara Region.

Paul Harricks has a B.A. from Trinity College, University of Toronto (1975) and an LL.B. from Osgoode Hall Law School (1978). He was called to the Bar of the Province of Ontario in 1980. He practiced as a corporate lawyer at Gowling WLG or its predecessor from 1980 to 2019 and led that firm's Energy Sector Group from 2010 to 2019 with a practice focusing on mergers and acquisitions and corporate finance. In September 2019 Mr. Harricks became Executive Vice-President and Chief Legal Officer of Hydro One Limited.

Audit Committee Oversight

At no time since the commencement of the fiscal year ended September 30, 2022 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the fiscal year ended September 30, 2022 has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-Audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee Mandate outlines the policies and procedures for the engagement of non-audit services.

External Audit Service Fees

Aggregate fees estimated to be paid to the Auditor during the fiscal years ended September 30, 2022 and 2021 were as follows:

	Fiscal Year Ended September 30, 2022	Fiscal Year Ended September 30, 2021
Audit Fees	\$88,750	\$87,660
Audit-related Fees ⁽¹⁾	\$0	\$0
Tax Fees ⁽²⁾	\$0	\$0
All Other Fees	\$0	\$0
Total	\$88,750	\$87,660

Notes:

- (1) Fees charged for assurance and related services reasonably related to the audit, and not included under "Audit Fees".
- (2) Fees charged for tax compliance, tax advice and tax planning services.

Exemption

The Corporation is relying on the exemption in Section 6.1 of NI 52-110 (*Venture Issuers*).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the fiscal year ended September 30, 2022 and up to the date hereof, no director, executive officer or employee or former executive officer, director or employee of the Corporation or any of its subsidiaries has been indebted to the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in the audited financial statements of the Corporation for the fiscal year ended September 30, 2022 and for the period from October 1, 2022 to the date hereof, "informed persons" (as such term is defined in National Instrument 51-102) of the Corporation, proposed directors and associates and affiliates of any such persons did not have an interest in any transactions or proposed transactions which have materially affected or would materially affect the Corporation or any of its subsidiaries.

REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of Canada, 100 University Avenue, Toronto, Ontario M5J 2Y1, is the registrar and transfer agent for the Common Shares.

OTHER MATTERS

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matter properly comes before the Meeting, the forms of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis. Copies of the Corporation's financial statements and management's discussion and analysis may be obtained, without charge, upon request to the Corporation.

APPROVAL OF DIRECTORS

The contents and the sending of this Information Circular have been approved by the directors of the Corporation.

DATED at Toronto, Ontario this 24th day of February, 2023.

(signed) "Kevin R. Callahan"

Kevin R. Callahan
Chief Executive Officer

SCHEDULE A

AUDIT COMMITTEE MANDATE

OVERALL ROLE AND RESPONSIBILITY

The Audit Committee shall:

- (a) assist the Board of Directors in its oversight role with respect to:
 - (i) the quality and integrity of financial information;
 - (ii) the independent auditor's performance, qualifications and independence;
 - (iii) the performance of the Corporation's internal audit function, if applicable; and
 - (iv) the Corporation's compliance with legal and regulatory requirements; and
- (b) prepare such reports of the Audit Committee required to be included in the information/proxy circular of the Corporation in accordance with applicable laws or the rules of applicable securities regulatory authorities.

MEMBERSHIP AND MEETINGS

The Audit Committee shall consist of three or more Directors appointed by the Board of Directors, none of whom shall be officers or employees of the Corporation or any of the Corporation's affiliates. Each of the members of the Audit Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, and applicable securities regulatory authorities.

The Board of Directors shall designate one member of the Audit Committee as the Committee Chair. Each member of the Audit Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment. The Board of Directors shall determine whether and how many members of the Audit Committee qualify as a financial expert as defined by applicable law.

STRUCTURE AND OPERATIONS

The affirmative vote of a majority of the members of the Audit Committee participating in any meeting of the Audit Committee is necessary for the adoption of any resolution.

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall report to the Board of Directors on its activities after each of its meetings at which time minutes of the prior Committee meeting shall be tabled for the Board.

The Audit Committee shall review and assess the adequacy of this Charter periodically and, where necessary, will recommend changes to the Board of Directors for its approval.

The Audit Committee is expected to establish and maintain free and open communication with management and the independent auditor and shall periodically meet separately with each of them.

SPECIFIC DUTIES

Oversight of the Independent Auditor

- Make recommendations to the board for the appointment and replacement of the independent auditor.

- Responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.
- Authority to pre-approve all audit services and permitted non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.
- Evaluate the qualifications, performance and independence of the independent auditor, including (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
- Obtain from the independent auditor and review the independent auditor's report regarding the management internal control report of the Corporation to be included in the Corporation's annual information/proxy circular, as required by applicable law.
- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law (currently at least every 5 years).

Financial Reporting

- Review and discuss with management and the independent auditor:
 - prior to the annual audit the scope, planning and staffing of the annual audit,
 - the annual audited financial statements,
 - the Corporation's annual and quarterly disclosures made in management's discussion and analysis,
 - approve any reports for inclusion in the Corporation's Annual Report, as required by applicable legislation,
 - the Corporation's quarterly financial statements, including the results of the independent auditor's review of the quarterly financial statements and any matters required to be communicated by the independent auditor under applicable review standards,
 - significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements,
 - any significant changes in the Corporation's selection or application of accounting principles,
 - any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies, and
 - other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with the independent auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

AUDIT COMMITTEE'S ROLE

The Audit Committee has the oversight role set out in this Charter. Management, the Board of Directors, the independent auditor and the internal auditor all play important roles in respect of compliance and the preparation and presentation of financial information. Management is responsible for compliance and the preparation of financial

statements and periodic reports. Management is responsible for ensuring the Corporation's financial statements and disclosures are complete, accurate, in accordance with generally accepted accounting principles and applicable laws. The Board of Directors in its oversight role is responsible for ensuring that management fulfills its responsibilities. The independent auditor, following the completion of its annual audit, opines on the presentation, in all material respects, of the financial position and results of operations of the Corporation in accordance with Canadian generally accepted accounting principles.

FUNDING FOR THE INDEPENDENT AUDITOR AND RETENTION OF OTHER INDEPENDENT ADVISORS

The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Audit Committee. The Audit Committee shall also have the authority to retain such other independent advisors as it may from time to time deem necessary or advisable for its purposes and the payment of compensation therefor shall also be funded by the Corporation.

APPROVAL OF AUDIT AND REMITTED NON-AUDIT SERVICES PROVIDED BY EXTERNAL AUDITORS

Over the course of any year there will be two levels of approvals that will be provided. The first is the existing annual Audit Committee approval of the audit engagement and identifiable permitted non-audit services for the coming year. The second is in-year Audit Committee pre-approvals of proposed audit and permitted non-audit services as they arise.

Any proposed audit and permitted non-audit services to be provided by the External Auditor to the Corporation or its subsidiaries must receive prior approval from the Audit Committee, in accordance with this protocol. The CFO shall act as the primary contact to receive and assess any proposed engagements from the External Auditor.

Following receipt and initial review for eligibility by the primary contacts, a proposal would then be forwarded to the Audit Committee for review and confirmation that a proposed engagement is permitted.

In the majority of such instances, proposals may be received and considered by the Chair of the Audit Committee (or such other member of the Audit Committee who may be delegated authority to approve audit and permitted non-audit services), for approval of the proposal on behalf of the Audit Committee. The Audit Committee Chair will then inform the Audit Committee of any approvals granted at the next scheduled meeting.

AUDIT COMMITTEE "WHISTLE-BLOWER" PROCEDURES POLICY

NI 52-110 Requirement

Pursuant to National Instrument 52-110, the Corporation's Audit Committee is required to establish procedures for:

- (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

This procedures policy is designed to achieve this purpose.

The Corporation's Procedure

Employees having concerns regarding questionable accounting or auditing matters are encouraged to submit such concerns (the "Accounting Related Complaint") to the Chair of the Corporation's Audit Committee.

Any employee who wishes to make an Accounting Related Complaint may do so anonymously or in confidence by directing such Accounting Related Complaint in writing directly to the Chair of the Audit Committee. Delivery may be made directly to the Chairman or to the Chairman care of the Corporation and marked personal and confidential.

Upon receiving an Accounting Related Complaint, the Chair of the Audit Committee will, depending upon the apparent urgency of the matter, call a meeting of the Audit Committee or add the Accounting Related Complaint to the agenda for consideration at the next regularly scheduled meeting of the Audit Committee.

The Audit Committee shall review and discuss, on a preliminary basis, the nature of the Accounting Related Complaint and the accounting, internal accounting controls or auditing matters that are called into question. In conducting this review, the Audit Committee will hold an in camera session, and then may request the attendance, at its discretion, of the Chief Executive Officer, the Chief Financial Officer, the Corporation's auditor and/or the person making the Accounting Related Complaint (if known and if such person is amenable) and/or such other persons as it deems necessary. The purpose of the meeting and the nature of the Accounting Related Complaint shall have been communicated to all such attendees by notice prior to the meeting.

If the Audit Committee is satisfied upon a preliminary review that the Accounting Related Complaint has merit, the Audit Committee shall authorize the Chair of the Audit Committee to retain and consult with an appropriately qualified: (1) law firm; and (2) a registered public accounting firm, within the meaning of applicable securities legislation, other than the independent auditor, in order to review the Accounting Related Complaint.

Following the conclusion of its inquiries, the Audit Committee shall meet to determine the merit of the Accounting Related Complaint. Minutes of such meeting shall be kept in the normal course in order to ensure a record of the nature and treatment of the Accounting Related Complaint.

Upon reaching such determination, the Audit Committee will communicate its findings and recommendations to the Board. The Board shall consider and implement such recommendations, as it deems advisable, to rectify any deficiencies identified in the Accounting Related Complaint and shall communicate same to management.

The Audit Committee shall ensure that confidentiality will be maintained throughout the investigatory process to the extent practicable and appropriate under the circumstances; and the person who makes the Accounting Related Complaint (if known) shall receive a written summary of the final determination.

The Audit Committee shall retain all documentation regarding the Accounting Related Complaint, its preliminary review, any investigation, determination and implementation of recommendations for a period of no less than ten (10) years.

Administration

The Corporation, through the Chief Executive Officer shall be responsible for the dissemination of this Policy to all Employees.

No Retaliation

The Corporation will not allow or pursue retaliation of any kind in respect of an Accounting Related Complaint, or for assistance or information provided to applicable authorities in connection with an investigation of breaches of applicable securities law, where such are made or provided in good faith. In addition, no employee may be adversely affected because the employee refused to carry out a directive which, in fact, constitutes corporate fraud, is a violation of this Procedure, a violation of the law or presents a substantial and specific danger to the public's health and safety. Any retaliatory action should immediately be reported to the Chairman or any other member of the Corporation's Board of Directors.