

WATER WAYS TECHNOLOGIES INC.

MANAGEMENT INFORMATION CIRCULAR

For the Annual and Special Meeting of Shareholders

to be held on December 29, 2022

November 28, 2022

Table of Contents

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS 1

GENERAL PROXY INFORMATION.....2

 Solicitation of Proxies2

 Appointment of Proxies2

 Revocability of Proxy2

 Exercise of Discretion by Proxy3

 Voting by Beneficial Shareholders3

 Note to Non-Objecting Beneficial Shareholders.....4

 Voting Securities and Principal Holders Thereof4

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON4

PARTICULARS OF MATTERS TO BE ACTED UPON4

 1. Audited Financial Statements4

 2. Fixing the Number of Directors5

 3. Election of Directors5

 4. Appointment of Auditor.....7

 5. Approval of the Stock Option Plan Resolution7

 6. Other Business8

EXECUTIVE COMPENSATION8

 Compensation Discussion and Analysis8

 Summary Compensation Table – Named Executive Officers.....9

 Incentive Plan Awards10

 Pension Plan Benefits11

 Termination and Change of Control Benefits11

 Directors Compensation.....12

 Incentive Plan Awards12

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS13

NDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY14

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS14

CORPORATE GOVERNANCE PRACTICES14

AUDIT COMMITTEE14

ADDITIONAL INFORMATION16

SCHEDULE “A” STOCK OPTION PLAN1

SCHEDULE “B” CORPORATE GOVERNANCE PRACTICES1

SCHEDULE “C” AUDIT COMMITTEE CHARTER.....1

WATER WAYS TECHNOLOGIES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders of the common shares (collectively, the "**Shareholders**" or individually, a "**Shareholder**") of Water Ways Technologies Inc. (the "**Company**" or the "**Corporation**") will be held virtually on Thursday, December 29, 2022 at 12:00 p.m. (Toronto time) via teleconference at +1 416 764 8658 or toll free at +1 888 886 7786, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2021, and the report of the auditor thereon;
2. to consider, and if deemed advisable, to pass, an ordinary resolution fixing the board of directors at five members;
3. to elect directors of the Company for the ensuing year;
4. to appoint BDO- Ziv Haft Consulting and Management Ltd., as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company's stock option plan, as more particularly described in the accompanying Circular; and
6. to transact such further business as may properly come before the Meeting or any adjournment or postponement thereof.

The board of directors of the Company has fixed November 25, 2022, as the Record Date for the determination of Shareholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof. Accompanying this Notice of Annual and Special Meeting of Shareholders is the Circular, form of proxy or voting instruction form, and, for Shareholders who had requested such information, a copy of the Corporation's audited consolidated financial statements and the report of the auditor thereon, and management's discussion and analysis for the financial year ended December 31, 2021.

If you are a *registered shareholder* of the Company on the Canadian share register and are unable to attend the Meeting in person, please properly complete, sign, date and return the enclosed form of proxy to the Company's Registrar and Transfer Agent, Computershare Trust Company of Canada by mail at: 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, or by fax at: wwithin North America 1-866-249-7775 or outside North America 416-263-9524, Attention: Proxy Department. To vote by internet, please access the web site address specified on the form of proxy and follow the online voting instructions. Proxies must be received no later than 12:00 p.m. (Toronto time) on December 27, 2022, or if the Meeting is adjourned or postponed, no later than 48 hours preceding the time of such adjourned or postponed meeting (excluding Saturdays, Sundays and statutory holidays in Toronto, Ontario).

If you are a *non-registered shareholder* of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining, completing and depositing the required form of proxy, you should contact Computershare Trust Company of Canada by telephone at: 1-800-564-6253, or by e-mail at: service@computershare.com.

DATED this 28th day of November 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Ohad Haber*"

Chief Executive Officer

WATER WAYS TECHNOLOGIES INC.
MANAGEMENT INFORMATION CIRCULAR

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 29, 2022

This management information circular (the “Circular” or “Information Circular”) is furnished in connection with the solicitation of proxies by management of the Company (“Management”) for use at the annual and special meeting of holders (collectively, the “Shareholders” or individually, a “Shareholder”) in the capital of the Company (“Common Shares”) to be held virtually on Thursday, December 29, 2022, at 12:00 p.m. (Toronto time) via teleconference at +1 416 764 8658 or toll free at +1 888 886 7786 and for the purposes set forth below. Except to the extent otherwise stated herein, all information set forth herein is given as of the date hereof, and all dollar amounts set forth herein are stated in **Canadian dollars**. Information set forth herein as to shareholdings is based upon information supplied by the respective persons holding such Common Shares.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may also be solicited personally or by telephone by directors, officers and regular employees of the Company. The cost of solicitation will be borne by the Company except for the cost of postage required to return the forms of proxy which will be borne by the individual Shareholders.

In accordance with NI 54-101, arrangements have been made with intermediaries or their nominees (collectively, the “Intermediaries”) to forward proxy-related materials to Beneficial Shareholders (as defined below) whose Common Shares are held by or in custody of such Intermediaries. Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered Registered Retirement Savings Plans, Registered Retirement Income Funds, Registered Education Savings Plans and similar plans. Intermediaries are required to forward such proxy-related materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The Company has elected not to pay for the delivery of the proxy-related materials to Objecting Beneficial Shareholders (as defined below) by the Intermediaries. As such, Objecting Beneficial Shareholders will not receive the proxy-related materials unless the Intermediaries assume the cost of delivery. The Company is sending the proxy-related materials directly to Non-Objecting Beneficial Shareholders (as defined below), through the services of its transfer agent and registrar, Computershare Trust Company of Canada (“**Computershare Trust**”). The Corporation is not relying on the notice-and-access provisions of securities laws for delivery of the proxy-related materials to Shareholders.

Appointment of Proxies

The individuals named in the form of proxy are officers and/or directors of the Company. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend the Meeting and act for such Shareholder on his, her or its behalf other than the persons designated in the enclosed form of proxy. Such right may be exercised by inserting in the blank space provided for that purpose the name of the desired person or by completing another proper form of proxy.** In either case, a Shareholder may vote its Common Shares by proxy as follows: (a) by mail or delivery to, or deposited at, the offices of Computershare Trust at: 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, on behalf of the Company; (b) by fax at: (416) 595-9593; or (c) on the internet by accessing the web site address specified on the form of proxy or voting instruction form (if applicable) and by following the online voting instructions. Voting instructions must be received by no later than 12:00 p.m. (Toronto time) on December 27, 2022, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

Revocability of Proxy

A Shareholder giving a proxy has the power to revoke it. Proxies given by a Shareholder for use at the Meeting may be revoked prior to their use:

- (a) by depositing an instrument in writing executed by the Shareholder or by such Shareholder's attorney duly authorized in writing or, if the Shareholder is a Company, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing:
 - a. at the office of Computershare Trust, on behalf of the Company, at any time up to and including 12:00 p.m. (Toronto time) on December 27, 2022, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; or
 - b. with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; or
- (b) in any other manner permitted by law.

Exercise of Discretion by Proxy

On any ballot that may be called for at the Meeting, the Common Shares represented by such form of proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder appearing on such form of proxy, and, if a choice is specified therein in respect of any matter to be acted upon, will be voted in accordance with the specification made. In the absence of such specification, such Common Shares will be voted FOR such matter.

The form of proxy confers discretionary authority upon the person acting as proxy thereunder with respect to amendments or variations to matters identified below and with respect to other matters which may properly come before the Meeting. As at the date hereof, Management knows of no such amendments, variations or any other matters, which may properly come before the Meeting.

Voting by Beneficial Shareholders

Only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares or duly appointed proxyholders can be recognized and acted upon at the Meeting. The information set forth in this section is therefore of significant importance to a substantial number of Shareholders who do not hold their Common Shares in their own name (the "**Beneficial Shareholders**"). If Common Shares are listed in an account statement provided to a Beneficial Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in such Beneficial Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Beneficial Shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co., as nominee for CDS Clearing and Depository Services Inc., which acts as a depository for many Canadian Intermediaries. Common Shares held by Intermediaries can only be voted for or against resolutions upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting Common Shares for their clients.

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided by the Company to the Intermediaries. However, its purpose is limited to instructing the Intermediary how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails the voting instruction forms to the Beneficial Shareholders and asks the Beneficial Shareholders to return the voting instructions forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote Common Shares directly at the Meeting - the form must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.

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

All references to Shareholders in this Circular are to Shareholders of record unless specifically stated otherwise.

Note to Non-Objecting Beneficial Shareholders

The proxy-related materials are being sent to both registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being made known to the issuers of securities which they own (the “**Objecting Beneficial Shareholders**”) and those who do not object to their identity being made known to the issuers of the securities they own (the “**Non-Objecting Beneficial Shareholders**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their Non-Objecting Beneficial Shareholders from Intermediaries via their transfer agent in order to distribute proxy-related materials directly to such Non-Objecting Beneficial Shareholders.

The Company or its agent has sent the proxy related materials directly to Non-Objecting Beneficial Shareholders. Such Beneficial Shareholders’ names addresses and information about their holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding such information on their behalf. By choosing to send proxy-related materials directly to the Non-Objecting Beneficial Shareholders, the Company (and not the Intermediary holding the information on their behalf) has assumed responsibility for (i) the delivery of the proxy-related materials, and (ii) the execution of proper voting instructions as specified in the request for voting instructions.

Voting Securities and Principal Holders Thereof

The Company has fixed the close of business on November 25, 2022, as the record date (the “**Record Date**”) for the purposes of determining Shareholders entitled to receive notice of the Meeting and vote at the Meeting. Shareholders of record at the close of business on the Record Date will be entitled to vote in person or by proxy at the Meeting or at any adjournment or postponement thereof (subject in the case of voting by proxy to the timely deposit of a properly completed, signed and dated proxy with Computershare as specified herein and in the notice of Meeting).

The authorized capital of the Company consists of an unlimited number of Common Shares, of which 145,970,345 are issued and outstanding as at the Record Date. Each Common Share carries the right to one vote per Common Share. No other voting securities are issued and outstanding as of the Record Date. The quorum required for the Meeting is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued Common Shares entitled to be voted at the Meeting.

Except as set forth below, to the knowledge of Management and the directors, as at the date hereof, no person beneficially owns, directly or indirectly, or exercises control or direction over, more than ten percent (10%) of the issued and outstanding Common Shares:

Name	Number of Shares Owned (Percentage of Class and Type of Ownership)	
	Common Shares	Percentage of Voting Rights
Ohad Haber	50,354,000	34.5%

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise set out herein, to the best of Management's knowledge, no director or executive officer of the Company, or any person who has held such a position since the beginning of the Company’s last fiscal year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Audited Financial Statements

The financial statements for the financial year ended December 31, 2021, and the report of the auditor thereon will be presented before the Meeting. The financial statements for the year ended December 31, 2021, the report of the auditor thereon and management’s discussion and analysis for the year ended December 31, 2021, were mailed to Shareholders of the Company who had requested a copy.

2. Fixing the Number of Directors

Management is seeking Shareholder approval of a resolution fixing the number of directors at seven.

The board of directors of the Company (the “**Board**”) and Management are recommending that the shareholders vote FOR fixing the number of directors. In order to approve the number of directors, the following ordinary resolutions must be approved by a majority of the votes cast by shareholders present in person or represented by proxy at the Meeting. The complete text of the resolutions which Management intends to place before the Meeting for approval, with or without modification, are as follows:

“IT IS HEREBY RESOLVED, THAT:

- (1) the number of directors be fixed at five; and
- (2) any director or officer of the Company is hereby authorized for, on behalf of, and in the name of the Company to do and perform or cause to be done or performed all such things, to take or cause to be taken all such actions, to execute and deliver or cause to be executed and delivered all such agreements, documents and instruments, contemplated by, necessary or desirable in connection with fixing the number of directors and the foregoing resolution, as may be required from time to time and contemplated and required in connection therewith, or as such director or officer in his or her discretion may consider necessary, advisable or appropriate in order to give effect to the intent and purposes of the foregoing resolution, and the doing of such things, the taking of such actions and the execution of such agreements, documents and instruments shall be conclusive evidence that the same have been authorized and approved hereby.”

COMMON SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF FIXING THE NUMBER OF DIRECTORS AT FIVE, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS OWN SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

3. Election of Directors

Five directors are to be elected at the Meeting to serve until the next annual meeting of the shareholders or until their respective successors are duly appointed. All of the following persons whose names are set out below have been nominated by the Board for election as directors at the Meeting. The term of office of all present directors of the Company expires when new directors have been elected at the Meeting.

The following tables set out certain information as of the date hereof with respect to the persons being nominated at the Meeting for election as directors.

Name and Province of Residence	Other Offices held with the Company	Current Principal Occupation ⁽¹⁾	Director since	Number of Common Shares Beneficially Owned or Controlled ⁽²⁾
Ohad Haber ⁽⁶⁾ Givat Ela, Israel	Director and Chief Executive Officer	CEO of the Company	March 2019	50,354,000
Ronnie Jaegermann ⁽⁴⁾ Ramat Hasharon, Israel	Director	Partner at Exiteam	March 2019	1,305,593
Yehuda Doron ⁽³⁾⁽⁷⁾ Tel-Aviv, Israel	Director	Partner at Medton Hedim, a hearing aid retail chain	March 2019	400,000
James Lanthier ⁽³⁾⁽⁵⁾⁽⁷⁾ Ontario, Canada	Director	CEO, Mindset Pharma Inc.	March 2019	632,000
Nitin Kaushal ⁽³⁾⁽⁷⁾ Ontario, Canada	Director	Board member at: Viemed Inc., Delta Nine, FSD Pharma Inc, Hightide Inc, Flower One, PsyBio Therapeutics	January 2022	-

Notes:

- (1) The information as to principal occupation, business or employment of the nominees is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) The information as to Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Information regarding voting securities held does not include voting securities issuable upon the exercise of options, warrants or other convertible securities of the Company.
- (3) Member of the Audit Committee.
- (4) Mr. Jaegermann also holds 500,000 Options (200,000 Options were granted in 2019 and are exercisable at \$0.25, 200,000 Options were granted in 2020 and are exercisable at \$0.06 and 100,000 Options were granted in 2021 and are exercisable at \$0.195). Each of these Options expires five years after their grant.
- (5) Mr. Lanthier also holds 500,000 Options (200,000 Options were granted in 2019 and are exercisable at \$0.25, 200,000 Options were granted in 2020 and are exercisable at \$0.06 and 100,000 Options were granted in 2021 and are exercisable at \$0.195). Each of these Options expires five years after their grant.
- (6) Mr. Haber also holds 700,000 Options (200,000 Options were granted in 2019 and are exercisable at \$0.25, 200,000 Options were granted in 2020 and are exercisable at \$0.06 and 300,000 Options were granted in 2021 and are exercisable at \$0.195). Each of these Options expires five years after their grant.
- (7) Member of the Compensation Committee.

Corporate Cease Trade Orders

No proposed director is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of such company; 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 of such company.

The foregoing information, not being within the knowledge of the Corporation, has been furnished by the proposed director.

Bankruptcies, or Penalties or Sanctions

To the knowledge of the Corporation, no proposed director:

- (a) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) 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; See above re: Mr. Richardson in GLK.
- (b) has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets;
- (c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (d) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The foregoing information, not being within the knowledge of the Corporation, has been furnished by the proposed directors.

THE ENCLOSED FORM OF PROXY PERMITS SHAREHOLDERS TO VOTE FOR EACH NOMINEE ON AN INDIVIDUAL BASIS. COMMON SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF EACH OF THE PROPOSED NOMINEES UNLESS A SHAREHOLDER HAS SPECIFIED IN HIS, HER OR ITS PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF ANY PARTICULAR NOMINEE OR NOMINEES. MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF SUCH NOMINEES WILL BE UNABLE TO SERVE AS DIRECTORS. HOWEVER, IF FOR ANY REASON, ANY OF THE PROPOSED NOMINEES DO NOT STAND FOR ELECTION OR ARE UNABLE TO SERVE AS SUCH, PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED FOR ANOTHER NOMINEE IN THEIR DISCRETION UNLESS THE SHAREHOLDER HAS SPECIFIED IN HIS, HER OR ITS PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF ANY PARTICULAR NOMINEE OR NOMINEES.

4. Appointment of Auditor

The directors of the Company propose to nominate BDO- Ziv Haft Consulting and Management Ltd., for appointment as the auditor of the Company to hold office until the next annual meeting of shareholders. The Board reviews the annual audit fees and considers the issue of auditor independence in the context of all services provided to the Company. BDO- Ziv Haft Consulting and Management Ltd., was first appointed as auditor effective June 12, 2019.

COMMON SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF BDO- ZIV HAFT CONSULTING AND MANAGEMENT LTD., AS AUDITOR OF THE COMPANY AND THE AUTHORIZING OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS OWN SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

5. Approval of the Stock Option Plan Resolution

As the Company's stock option plan (the "**Stock Option Plan**") provides for a rolling maximum number of Common Shares which may be issuable upon the exercise of options granted under the Stock Option Plan. Policy 4.4 – *Incentive Stock Options* of the TSX Venture Exchange (the "**Exchange**") requires that the Stock Option Plan receive shareholder approval each year at the annual shareholders' meeting. Accordingly, at the Meeting Shareholders will be asked to consider, and if deemed appropriate, to approve, with or without variation, a resolution approving the Stock Option Plan. A copy of the Stock Option Plan is attached as Schedule "A" to the Circular.

Summary of the Stock Option Plan

The following summary of the Stock Option Plan is qualified in its entirety by the full text of the Stock Option Plan. For the purposes of this Section, terms not defined herein shall have the meaning attributed to them in the Stock Option Plan.

The purpose of the Stock Option Plan is to attract, retain and motivate directors, officers, employees and consultants (the "**Option Plan Eligible Persons**") by providing them with the opportunity, through stock options, to acquire a proprietary interest in the Company and benefit from its growth. Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance in any 12-month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any 12-month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant and the maximum number of Common Shares reserved for issuance in any 12-month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant.

Subject to the discretion of the Board, if any Option Plan Eligible Person ceases to be an Option Plan Eligible Persons for any reason, other than for cause or death, the options held by such person will terminate on the earlier of (i) the expiry date of the option; and (ii) ninety (90) days from the date such person ceases to be an Option Plan Eligible Person. The Option Plan Eligible Person may exercise any option issued under the Stock Option Plan that is then exercisable at any time within that period unless an existing agreement between the Option Plan Eligible Person and the Company provides for a different period.

In the event that an Option Plan Eligible Person ceases to be an Option Plan Eligible Person because of termination for cause, the options of the Option Plan Eligible Person not exercised at such time shall immediately be cancelled on the date of such termination. In the event of the death of a Participant during the term of the Option Plan Eligible Person's option, the option theretofore granted to the Option Plan Eligible Person shall be exercisable by the Option Plan Eligible Person's heirs or administrators within the period of one (1) year succeeding the Option Plan Eligible Person's death.

Approval of the Stock Option Plan

The Board and Management are recommending that the shareholders vote FOR the approval of the Stock Option Plan. In order to approve the Stock Option Plan, the following ordinary resolutions must be approved by a majority of the votes cast by shareholders present in person or represented by proxy at the Meeting. The complete text of the resolutions which Management intends to place before the Meeting for approval, with or without modification, is as follows:

"IT IS HEREBY RESOLVED, THAT:

- (1) the Stock Option Plan, in the form as set forth in Schedule "A" to the Circular, be and is hereby ratified, confirmed and approved; and
- (2) any director or officer of the Company is hereby authorized for, on behalf of, and in the name of the Company to do and perform or cause to be done or performed all such things, to take or cause to be taken all such actions, to execute and deliver or cause

to be executed and delivered all such agreements, documents and instruments, contemplated by, necessary or desirable in connection with the Stock Option Plan and the foregoing resolutions, as may be required from time to time and contemplated and required in connection therewith, or as such director or officer in his or her discretion may consider necessary, advisable or appropriate in order to give effect to the intent and purposes of the foregoing resolutions, and the doing of such things, the taking of such actions and the execution of such agreements, documents and instruments shall be conclusive evidence that the same have been authorized and approved hereby.”

COMMON SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE RESOLUTION TO APPROVE THE STOCK OPTION PLAN IN THE ABSENCE OF DIRECTION TO THE CONTRARY FROM THE SHAREHOLDER APPOINTING THEM.

6. Other Business

While there is no other business other than outlined above to be presented to the shareholders at the Meeting, it is intended the proxies hereby solicited will be exercised upon any other matters and proposals which may properly come before the Meeting, or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company’s compensation policies are based on the principles that compensation should, to a significant extent, be reflective of the financial performance of the Company, and that a significant portion of executive officers’ and directors’ compensation should provide long-term incentives. The Board and compensation committee of the Board (the “**Compensation Committee**”) seeks to have compensation of the Company’s directors and executive officers set at levels that are sufficiently competitive so that the Company may attract, retain and motivate highly qualified directors and executive officers to contribute to the Company’s success. In assessing the overall compensation for directors and executive officers, the Board and Compensation Committee considers the Company’s performance, relative stockholder return and industry position, general industry data, and awards given to the Company’s executive officers in past years. It is the general compensation philosophy of the Company to provide a blend of base salaries/consulting fees, incentive bonuses and equity-based compensation.

Elements of Compensation

Base Salary/Consulting Fees

Each Named Executive Officer (as defined below) receives a fee, which constitutes a significant portion of the Named Executive Officer’s compensation package. Consulting fees are paid for discharging day-to-day duties and responsibilities and reflects the Named Executive Officer’s performance over time, as well as that individual’s particular experience and qualifications. A Named Executive Officer’s fee is reviewed by the Compensation Committee from time to time.

Incentive Bonus

Incentive bonuses, in the form of cash payments, are designed to add a variable component of compensation based on corporate and individual performances for each officer and employee. Both individual and corporate performances are also taken into account. No bonuses were paid to the Named Executive Officer during the most recently completed financial year.

Equity-Based Compensation

The Company’s directors, officers, employees and consultants are eligible under the Stock Option Plan to receive grants of stock options. The Stock Option Plan is an important part of the Company’s long-term incentive strategy for its officers and directors, permitting them to participate in appreciation of the market value of the Common Shares over a stated period of time. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value.

The Board believes that the Stock Option Plan aligns the interests of the Named Executive Officers and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Common Shares.

Compensation Risk

The Board has not formally considered the implications of risks associated with the Company's compensation policies and practices as, in their view, the current structure of the Company's executive compensation arrangements is focussed on long-term value and is designed to correlate to the long-term performance of the Company, which includes but is not limited to performance of its share price.

Financial Instruments

Except as may be prohibited by law, the Named Executive Officers and directors are not currently prohibited from purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by a Named Executive Officer or director. To the Company's knowledge, no executive officer or director of the Company has entered into or purchased such a financial instrument. The Company's Insider Trading Policy stipulates that insiders of the Company are prohibited from short-selling the securities of the Company for the purpose of realizing the short-term profits.

Share-based and option-based Awards

As discussed above, the Stock Option Plan is maintained for the directors, officers, consultants and employees of the Company and any present and future subsidiary of the Company. The CEO will make initial recommendations to the Compensation Committee on the setting of option grants, taking into account the seniority and contribution of the individuals eligible for the grants and the number of previously granted stock options. The Compensation Committee will then recommend to the Board for approval all incentive compensation for the executives of the Company, based on both individual and Company performance in any given year, and will take into consideration the levels of compensation paid to persons in the same or similar management positions at comparable companies, in making such recommendations.

Option-based Awards

Pursuant to the Stock Option Plan, an option exercise price cannot be less than the closing price of the Common Shares on the Exchange on the last trading day preceding the option grant. The purchase price for the Common Shares under each option shall be determined by the Compensation Committee. The maximum term is ten (10) years. There are no specific vesting provisions under the Stock Option Plan. Options are non-assignable and non-transferable other than by will or by the laws of descent and distribution. As at the date hereof, there are 5,983,527 stock options outstanding under the Stock Option Plan, which represents approximately 41% of the Common Shares reserved for issuance under the Stock Option Plan. Please see "Particulars of Matters to be Acted Upon – Approval of the Stock Option Plan" below, for a summary of the Stock Option Plan.

Compensation Governance

In order to assist the Board in fulfilling its oversight responsibilities with respect to compensation matters, the Board has established the Compensation Committee. The Compensation Committee is composed of Messrs. Doron, Kaushal and Lanthier, all of whom are independent as such term is defined in National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("NI 58-101").

The Compensation Committee meets at least once a year to, amongst other things, review and approve the Company's goals and objectives relating to the compensation of the Company's executive officers, evaluate the performance of the Company's executive officers in light of such goals and objectives, and set the compensation level, perquisites and other benefits of the Company's executive officers. The Compensation Committee is given the authority to engage and compensate any outside advisor that it determines to be necessary to carry out its duties.

As a whole, the members of the Compensation Committee have direct experience and skills relevant to their responsibilities in executive compensation, including with respect to enabling the Compensation Committee in making informed decisions on the suitability of the Company's compensation policies and practices. Each of the members of the Compensation Committee has experience on the board of directors and related committees of other public companies.

Neither the Board nor the Compensation Committee has, at any time since the Company's most recently completed fiscal year, retained a compensation consultant or advisor to assist the Board or the Compensation Committee in determining the compensation for any of the Company's executive officers' or directors' compensation.

Summary Compensation Table – Named Executive Officers

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

- (a) the Company's Chief Executive Officer ("CEO");

- (b) the Company's Chief Financial Officer ("CFO");
- (c) the Company's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers as of December 31, 2021, and whose total compensation was more than \$150,000 for the financial year ended December 31, 2021, of which there is one; 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 the most recently completed financial year, of which there are none.

During the financial year ended December 31, 2021, the Company had three Named Executive Officers, being Ohad Haber (CEO), Amir Eylon (VP Operations and Projects) and Dor Sneh (CFO).

The following table is a summary of compensation paid to the Named Executive Officers for the three most recently completed financial years ended December 31, 2021, 2020, 2019:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans ⁽²⁾			
Ohad Haber, CEO	2019	370,633	Nil	50,000	Nil	Nil	45,805	Nil	466,438
	2020	214,602	Nil	12,000	Nil	Nil	41,318	Nil	267,920
	2021	185,264	54,000	58,500	Nil	Nil	40,593	Nil	338,357
Meira Zada, CFO	2019	150,169	Nil	Nil	Nil	Nil	33,516	Nil	183,685
	2020	132,630	Nil	6,000	Nil	Nil	37,981	Nil	176,611
Guy Nathanzon, CFO	2021	54,200	13,500	29,250	Nil	Nil	11,501	Nil	108,451
Dor Sneh, CFO ⁽¹⁾	2021	119,014	6,750	19,500	Nil	Nil	28,343	Nil	173,607
Amir Eylon, Vice President of Operations and Projects	2019	205,845	150,000	Nil	Nil	Nil	36,128	Nil	391,973
	2020	138,004	Nil	Nil	Nil	Nil	29,120	Nil	167,124
	2021	52,509	13,500	39,000	Nil	186,090	11,893	Nil	302,992

Notes:

- (1) Mr. Sneh was appointed as a Chief Financial Officer of on August 28, 2021. Prior to his appointment, he was acting as the Company's controller and the compensation figures in the table above reflect this structure.
- (2) The Long Term Incentive plan relates to bonus paid as a commission in respect of sales during the applicable period.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The following table is a summary of option awards granted to the Named Executive Officers that were outstanding as of December 31, 2021:

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) as of December 31, 2021
Ohad Haber	200,000	0.25	03/06/2024	11,000
Ohad Haber	200,000	0.06	14/05/2025	49,000
Ohad Haber	300,000	0.195	29/8/2026	33,000
Dor Sneh	100,000	0.195	14/05/2025	11,000
Amir Eylon	200,000	0.195	29/8/2026	22,000
Amir Eylon	2,500,000	0.06	03/06/2024	612,500

Value Vested or Earned During the Year ended December 31, 2021

Name	Option – based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Ohad Haber	Nil	54,000	N/A
Dor Sneh	Nil	6,750	N/A
Amir Eylon	Nil	13,500	N/A

Pension Plan Benefits

No benefits were paid, and no benefits are proposed to be paid to any of the Named Executive Officers under any pension or retirement plan except for the above mentioned pension value.

Termination and Change of Control Benefits

The Corporation has entered into employment agreements with each of its Chief Executive Officer and Chief Financial Officer.

Ohad Haber

The executive employment agreement of Ohad Haber (the “**Ohad Agreement**”) entitles any party thereto to terminate the agreement, at any time, with three hundred and sixty five (365) days prior written notice. In the event of termination by the Company for Good Reason (as such term is defined in the Ohad Agreement), Ohad Haber will be entitled to a termination payment in an amount equal to three times his last annual salary and bonuses received, if any, and all of the stock options held by Ohad Haber will vest immediately.

Notwithstanding the foregoing, in the event of a material default in the performance of the Ohad Agreement by Ohad Haber, the Company may terminate the Ohad Agreement, without notice, provided that if such breach is reasonably curable, provided that Ohad Haber has been provided a reasonable opportunity to cure such breach.

The Ohad Agreement provides that should a transaction occur (a “**COC Transaction**”) that results in a Change of Control (as such term is defined in the Ohad Agreement), Ohad Haber would be entitled to a bonus in an amount equal to three times his annual salary and bonuses received, if any.

Dor Sneh

The executive employment agreement of Dor Sneh (the “**Dor Agreement**”) entitles any party thereto to terminate the agreement, at any time, with one hundred and eighty days (180) days prior written notice. In the event of termination by the Company for Good Reason (as such term is defined in the Ohad Agreement), Dor Sneh will be entitled to a termination payment in an amount equal to two times his last annual salary and bonuses received, if any, and all of the stock options held by Dor Sneh will vest immediately.

Notwithstanding the foregoing, in the event of a material default in the performance of the Dor Agreement by Dor Sneh, the Company may terminate the Dor Agreement, without notice, provided that if such breach is reasonably curable, provided that Dor Sneh has been provided a reasonable opportunity to cure such breach.

The Dor Agreement provides that should a transaction occur (a “**COC Transaction**”) that results in a Change of Control (as such term is defined in the Dor Agreement), Dor Sneh would be entitled to a bonus in an amount equal to two times his annual salary and bonuses received, if any.

Directors Compensation

Director Compensation Table

The following table is a summary of compensation paid to the directors of the Company, other than: (i) directors who are also Named Executive Officers; and (ii) directors who were appointed during the fiscal year 2021 who did not receive any compensation from the Company in any other role during fiscal 2021, for the three most recently completed financial years ended December 31, 2021:

Name and principal position ⁽¹⁾	Year	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$)
Ronnie Jaegermann, Director and Consultant	2019	47,200	Nil	50,000	Nil	Nil	Nil	97,200
	2020	40,800	Nil	12,000	Nil	Nil	Nil	52,800
	2021	60,000	47,250	19,500	Nil	Nil	Nil	126,750
James Richardson, Director	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	54,000	19,500	Nil	Nil	Nil	73,500
James Lanthier, Director	2019	Nil	Nil	50,000	Nil	Nil	Nil	50,000
	2020	Nil	Nil	12,000	Nil	Nil	Nil	12,000
	2021	Nil	54,000	19,500	Nil	Nil	Nil	73,500
Yehuda Doron, Director	2019	Nil	Nil	50,000	Nil	Nil	Nil	50,000
	2020	Nil	Nil	12,000	Nil	Nil	Nil	12,000
	2021	Nil	54,000	19,500	Nil	Nil	Nil	73,500

Notes:

(1) Information regarding Mr. Haber is set out above under “Summary Compensation Table – Named Executive Officers”.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The following table is a summary of option awards granted the directors of the Company, other than directors who are also Named Executive Officers, that were outstanding as of December 31, 2021:

Name	Option-based Awards ⁽¹⁾			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) as of December 31, 2021
Ronnie Jaegermann	200,000	0.25	06/03/2024	11,000
Ronnie Jaegermann	200,000	0.06	14/5/2025	49,000
Ronnie Jaegermann	100,000	0.195	29/8/2026	11,000
Yehuda Doron	200,000	0.25	06/03/2024	11,000
Yehuda Doron	200,000	0.06	14/5/2025	49,000
Yehuda Doron	100,000	0.195	29/8/2026	11,000
James Lanthier	200,000	0.25	06/03/2024	11,000
James Lanthier	100,000	0.195	29/8/2026	11,000
James Richardson	100,000	0.195	29/8/2026	11,000

Notes:

(1) Information regarding Mr. Haber is set out above under “Summary Compensation Table – Named Executive Officers”.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option – based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Ronnie Jaegermann	Nil	Nil	Nil
Yehuda Doron	Nil	Nil	Nil
James Lanthier	Nil	Nil	Nil
James Richardson	Nil	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table is a summary of compensation plans under which equity securities of the Company are authorized for issuance as at the financial year ended December 31, 2021:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights \$	Number of securities remaining available for future issuance under equity compensation plans (excluding securities listed in the first column) ⁽¹⁾
Equity compensation plans approved by securityholders			
Stock Option Plan	5,983,527	0.12	8,374,044
Restricted Share Unit Plan	3,040,000	N/A	11,063,327

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights \$	Number of securities remaining available for future issuance under equity compensation plans (excluding securities listed in the first column)⁽¹⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	Nil	N/A	19,437,371

NDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

No executive officer, director or employee, or former executive officer, director or employee of the Company or any of its subsidiaries was indebted to the Company or any of its subsidiaries as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this Circular, to the knowledge of the Company, no informed person of the Company, nominee for election as director of the Company, or any associate or affiliate of an informed person or nominee, has had or has any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries.

CORPORATE GOVERNANCE PRACTICES

Pursuant to NI 58-101, the Company is required to disclose information relating to its corporate governance practice. The Company's statement of "Corporate Governance Practices", approved by the Board, is attached to this Circular as Schedule "B".

AUDIT COMMITTEE

Pursuant to National Instrument 52-110 – *Audit Committees* ("NI 52-110"), the Company is required to provide disclosure with respect to its Audit Committee including the text of the Audit Committee's charter, composition of the Audit Committee and the fees paid to the external auditor. Accordingly, the Company provides the following disclosure with respect to its Audit Committee:

Audit Committee's Charter

The charter of the Audit Committee is attached to this Circular as Schedule "C".

Composition of Audit Committee

The Audit Committee has been comprised of Messrs. Lanthier, Doron and Kaushal. Messrs. Lanthier, Doron and Kaushal have been determined by the Board to be "independent" (as such term is defined in NI 52-101) and "financially literate" (as such term is defined in NI 52-110), having the ability to understand and critically evaluate the financial statements of the Company. The Board made this determination based on the experience of each Audit Committee member.

Relevant Education and Experience

James Lanthier, Chairman

Mr. Lanthier is the Chief Executive Officer of Mindset Pharma Inc., a drug discovery and development business focused on developing novel drugs for neuropsychiatric conditions. Mr. Lanthier has held executive positions at a number of technology enabled companies; prior to Mindset, Mr. Lanthier helped found Future Fertility, a provider of artificial intelligence tools to infertility physicians. Mr. Lanthier was a member of the founding management team of Mood Media, the world's largest in-store media business. Mr. Lanthier was the Chief Operating Officer of Mood from 2008 to 2013 and a non-executive Director of Mood from 2013 - 2016. Prior to Mood,

Mr. Lanthier co-founded FUN Technologies, a casual games business which he helped lead as Chief Financial Officer through its IPO on the Toronto and London Stock Exchanges through its eventual sale to Liberty Media. Mr. Lanthier has held board positions at a number of public companies. Mr. Lanthier holds an MBA from the Rotman School of Management at the University of Toronto and a BA (Honors) from Queens University.

Yehuda Doron

Mr. Doron has founded and run several businesses based in Israel. He is currently a Managing Director at Medton Hedim, a hearing aid retail and manufacturing company and a Chairman of Polymer G, an innovative chemical company. Formerly Mr. Doron served as a partner at Orr Community Ventures - a \$40M fund providing equity capital to SMEs located in Israel's most under-developed regions, and as a CEO of various retail and manufacturing businesses. Mr. Doron holds a degree in business and economics management from Tel Aviv University.

Nitin Kaushal

Mr. Kaushal, member of the board and audit committee. Mr. Kaushal has served on various audit, governance and compensation committees for NASDAQ and TSX Exchange listed companies, is a member of the Canadian Institute of Chartered Accountants and has over 30 years experience in the finance and investment industries. He has the ability to bridge the financial and scientific arenas, is a very effective negotiator, with proven leadership, motivational and relationship skills. He has participated in capital market transactions ranging from private placements to initial public offerings to bought deal underwritings in excess of \$2B. Mr. Kaushal sits on a number of public and private company boards, including Delta 9 Cannabis Inc., High Tide Inc., VieMed Healthcare Inc., Starton Therapeutics Inc., Flower One Holdings Inc., PsyBio Therapeutics Corp. FSD Pharma. Mr. Kaushal has a Bachelor of Science in Chemistry from the University of Toronto and is a Chartered Professional Accountant.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Company's external auditors not been adopted by the Board.

Assessments

The Board does not make regular formal assessments of the Board, its committees or its members. Rather, from time to time, the Board satisfies itself on an informal basis that its members and audit committee are performing effectively; in this respect, from time to time, the Board reviews and considers the size of the Board in relation to the needs of the Corporation, with a view of facilitating effective decision-making and identifying and selecting individuals qualified to become new Board members.

Audit Fees

Aggregate fees paid or to be paid to the Auditor during the fiscal periods indicated were as follows:

	Fiscal year ended December 31, 2021	Fiscal year ended December 31, 2020
Audit Fees ⁽¹⁾	\$95,531	\$90,494
Audit-related Fees ⁽¹⁾	Nil	Nil
Tax Fees ⁽²⁾	Nil	\$7,725
All Other Fees ⁽³⁾	Nil	Nil
Total	\$95,531	\$98,219

Notes:

- (1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other row.

ADDITIONAL INFORMATION

Additional information relating to the Company, including financial statements for the financial year ended December 31, 2021, and the report of the auditor thereon, is available on SEDAR at www.sedar.com. Financial information is provided in the Company's audited consolidated financial statements and the Company's management's discussion and analysis for the financial year ended December 31, 2021. A copy of the Company's audited consolidated financial statements and management's discussion and analysis can be obtained by emailing the Company at dor@irri-atal.com.

SCHEDULE "A"
STOCK OPTION PLAN

1. THE PLAN

A stock option plan (the "**Plan**"), pursuant to which options to purchase common shares, or such other shares as may be substituted therefor ("**Shares**"), in the capital of Water Ways Technologies Inc. (the "**Corporation**") may be granted to the directors, officers and employees of the Corporation and to consultants retained by the Corporation, is hereby established on the terms and conditions set forth herein.

2. PURPOSE

The purpose of this Plan is to advance the interests of the Corporation by encouraging the directors, officers and employees of the Corporation and consultants retained by the Corporation to acquire Shares, thereby: (i) increasing the proprietary interests of such persons in the Corporation; (ii) aligning the interests of such persons with the interests of the Corporation's shareholders generally; (iii) encouraging such persons to remain associated with the Corporation; and (iv) furnishing such persons with an additional incentive in their efforts on behalf of the Corporation.

3. ADMINISTRATION

- (a) This Plan shall be administered by the board of directors of the Corporation (the "Board").
- (b) Subject to the terms and conditions set forth herein, the Board is authorized to provide for the granting, exercise and method of exercise of Options (as defined in paragraph 3(d) below), all on such terms (which may vary between Options granted from time to time) as it shall determine. In addition, the Board shall have the authority to: (i) construe and interpret this Plan and all option agreements entered into hereunder; (ii) prescribe, amend and rescind rules and regulations relating to this Plan and (iii) make all other determinations necessary or advisable for the administration of this Plan. All determinations and interpretations made by the Board shall be binding on all Participants (as hereinafter defined) and on their legal, personal representatives and beneficiaries.
- (c) Notwithstanding the foregoing or any other provision contained herein, the Board shall have the right to delegate the administration and operation of this Plan, in whole or in part, to a committee of the Board or to the President or any other officer of the Corporation. Whenever used herein, the term "Board" shall be deemed to include any committee or officer to which the Board has, fully or partially, delegated responsibility and/or authority relating to the Plan or the administration and operation of this Plan pursuant to this Section 3.
- (d) Options to purchase the Shares granted hereunder ("Options") shall be evidenced by (i) an agreement, signed on behalf of the Corporation and by the person to whom an Option is granted, which agreement shall be in such form as the Board shall approve, or (ii) a written notice or other instrument, signed by the Corporation, setting forth the material attributes of the Options.

4. SHARES SUBJECT TO PLAN

- (a) Subject to Section 15 below, the securities that may be acquired by Participants upon the exercise of Options shall be deemed to be fully authorized and issued Shares of the Corporation. Whenever used herein, the term "Shares" shall be deemed to include any other securities that may be acquired by a Participant upon the exercise of an Option the terms of which have been modified in accordance with Section 15 below.
- (b) The aggregate number of Shares reserved for issuance under this Plan, shall not, at the time of the stock option grant, exceed ten percent (10%) of the total number of issued and outstanding Shares (calculated on a non-diluted basis) unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are then listed to exceed such threshold.
- (c) If any Option granted under this Plan shall expire or terminate for any reason without having been exercised in full, any un-purchased Shares to which such Option relates shall be available for the purposes of the granting of Options under this Plan.

5. MAINTENANCE OF SUFFICIENT CAPITAL

The Corporation shall at all times during the term of this Plan ensure that the number of Shares it is authorized to issue shall be sufficient to satisfy the Corporation's obligations under all outstanding Options granted pursuant to this Plan.

6. ELIGIBILITY AND PARTICIPATION

- (a) The Board may, in its discretion, select any of the following persons to participate in this Plan:
- (i) directors of the Corporation;
 - (ii) officers of the Corporation;
 - (iii) employees of the Corporation; and
 - (iv) consultants retained by the Corporation, provided such consultants have performed and/or continue to perform services for the Corporation on an ongoing basis or are expected to provide a service of value to the Corporation;
- (any such person having been selected for participation in this Plan by the Board is herein referred to as a “Participant”).
- (b) The Board may from time to time, in its discretion, grant an Option to any Participant, upon such terms, conditions and limitations as the Board may determine, including the terms, conditions and limitations set forth herein, provided that Options granted to any Participant shall be approved by the shareholders of the Corporation if the rules of any stock exchange on which the Shares are listed require such approval.
- (c) The Corporation represents that, for any Options granted to an officer, employee or consultant of the Corporation, such Participant is a bona fide officer, employee or consultant of the Corporation.

7. EXERCISE PRICE

The Board shall, at the time an Option is granted under this Plan, fix the exercise price at which Shares may be acquired upon the exercise of such Option provided that such exercise price shall not be less than that from time to time permitted under the rules of any stock exchange or exchanges on which the Shares are then listed. In addition, the exercise price of an Option must be paid in cash. Disinterested shareholder approval shall be obtained by the Corporation prior to any reduction to the exercise price or the extending of the Option Period (as defined below), if the affected Participant is an insider (as defined in the *Securities Act* (Ontario)) of the Corporation at the time of the proposed amendment.

8. NUMBER OF OPTIONED SHARES

The number of Shares that may be acquired under an Option granted to a Participant shall be determined by the Board as at the time the Option is granted, provided that the aggregate number of Shares reserved for issuance to any one Participant under this Plan or any other plan of the Corporation, shall not exceed five percent of the total number of issued and outstanding Shares (calculated on a non-diluted basis) in any 12 month period unless the Corporation obtains disinterested shareholder approval as required by the policies of the TSXV and provided further that the number of Options granted to any one consultant in a 12 month period shall not exceed 2% of the total number of issued and outstanding Shares and the aggregate number of Options granted to persons employed to provide investor relations activities shall not exceed 2% of the total number of issued and outstanding Shares in any 12-month period. The Corporation shall obtain disinterested shareholder approval for grants of Options to Insiders (as defined in TSXV Policy 1.1 and the *Securities Act* (Ontario)), of a number of Options, calculated as a group, exceeding 10% of the issued Shares, within any 12-month period. Furthermore, the Corporation shall obtain disinterested shareholder approval if the aggregate number of Shares reserved for issuance under Options granted to all Insiders, calculated as a group, at any point in time exceeds 10% of the issued and outstanding Shares.

9. TERM

The period during which an Option may be exercised (the “Option Period”) shall be determined by the Board at the time that the Option is granted, subject to any vesting limitations which may be imposed by the Board in its sole unfettered discretion at the time that such Option is granted and Sections 11, 12 and 16 below, provided that:

- (a) no Option shall be exercisable for a period exceeding five (5) years from the date that the Option is granted unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are then listed and as specifically provided by the Board and as permitted under the rules of any stock exchange or exchanges on which the Shares are then listed, and in any event, no Option shall be exercisable for a period exceeding ten (10) years from the date the Option is granted;
- (b) no Option in respect of which shareholder approval is required under the rules of any stock exchange or exchanges on which the Shares are then listed shall be exercisable until such time as the Option has been approved by the shareholders of the Corporation;
- (c) the Board may, subject to the receipt of any necessary regulatory approvals, in its sole discretion, accelerate the time at which any Option may be exercised, in whole or in part (for greater certainty Options granted to Investor Relations Service Providers

(as such term is defined in Policy 4.4 of the TSX Venture Exchange) may not be accelerated without the prior approval of the TSX Venture Exchange); and

- (d) any Options granted prior to the completion of a Qualifying Transaction (as such term is defined in the rules of the TSX Venture Exchange) to any Participant that does not continue as a director, officer, consultant or employee (as the case may be) after the completion of a Qualifying Transaction have a maximum term of the later of 12 months after the completion of a Qualifying Transaction and 90 days after the Participant ceases to be a director, officer, consultant or employee following the Qualifying Transaction; and
- (e) any Options granted after completion of a Qualifying Transaction to any participant must expire within 90 days after the Participant ceases to be a Participant, and within 30 days for any Participant engaged in investor relation activities after such Participant ceases to be employed to provide investor relation activities.

10. METHOD OF EXERCISE OF OPTION

- (a) Except as set forth in Sections 11 and 12 below or as otherwise determined by the Board, no Option may be exercised unless the holder of such Option is, at the time the Option is exercised, a director, officer, employee or consultant of the Corporation.
- (b) Options that are otherwise exercisable in accordance with the terms thereof may be exercised in whole or in part from time to time.
- (c) Any Participant (or his legal, personal representative) wishing to exercise an Option shall deliver to the Corporation, at its principal office in the City of Toronto, Ontario:
 - (i) a written notice expressing the intention of such Participant (or his legal, personal representative) to exercise his Option and specifying the number of Shares in respect of which the Option is exercised; and
 - (ii) a cash payment, certified cheque or bank draft, representing the full purchase price of the Shares in respect of which the Option is exercised.
- (d) Upon the exercise of an Option as aforesaid, the Corporation shall use reasonable efforts to forthwith deliver, or cause the registrar and transfer agent of the Shares to deliver, to the relevant Participant (or his legal, personal representative) or to the order thereof, a certificate representing the aggregate number of fully paid and non-assessable Shares in respect of which the Option has been duly exercised.

11. CEASING TO BE A DIRECTOR, OFFICER, EMPLOYEE OR CONSULTANT

If any Participant shall cease to hold the position or positions of director, officer, consultant or employee of the Corporation (as the case may be) for any reason other than death or as set out in Sections 9(d) and 9(e), his Option will terminate at 4:00 p.m. (Toronto time) on the earlier of the date of the expiration of the Option Period and 90 days after the date such Participant ceases to hold the position or positions of director, officer, employee or consultant of the Corporation as the case may be, and ceases to actively perform services for the Corporation. An Option granted to a Participant who performs investor relations services on behalf of the Corporation shall terminate on the date of termination of the employment or cessation of services being provided and shall be subject to Exchange policies and procedures for the termination of Options for investor relations services. For greater certainty, the termination of any Options held by the Participant, and the period during which the Participant may exercise any Options, shall be without regard to any notice period arising from the Participant's ceasing to hold the position or positions of director, officer, employee or consultant of the Corporation (as the case may be).

Neither the selection of any person as a Participant nor the granting of an Option to any Participant under this Plan shall: (i) confer upon such Participant any right to continue as a director, officer, employee or consultant of the Corporation, as the case may be; or (ii) be construed as a guarantee that the Participant will continue as a director, officer, employee or consultant of the Corporation, as the case may be.

12. DEATH OF A PARTICIPANT

In the event of the death of a Participant, any Option previously granted to him shall be exercisable until the end of the Option Period or until the expiration of 12 months after the date of death of such Participant, whichever is earlier, and then, in the event of death, only:

- (a) by the person or persons to whom the Participant's rights under the Option shall pass by the Participant's will or applicable law; and
- (b) to the extent that he was entitled to exercise the Option as at the date of his death.

13. RIGHTS OF PARTICIPANTS

No person entitled to exercise any Option granted under this Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such Option until such Shares have been paid for in full and issued to such person.

14. PROCEEDS FROM EXERCISE OF OPTIONS

The proceeds from any sale of Shares issued upon the exercise of Options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine and direct.

15. ADJUSTMENTS

- (a) The number of Shares subject to the Plan shall be increased or decreased proportionately in the event of the subdivision or consolidation of the outstanding Shares of the Corporation, and in any such event a corresponding adjustment shall be made to the number of Shares deliverable upon the exercise of any Option granted prior to such event without any change in the total price applicable to the unexercised portion of the Option, but with a corresponding adjustment in the price for each Share that may be acquired upon the exercise of the Option. Any adjustment to the number of Shares subject to the Plan other than in the case of a subdivision or consolidation (including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization) is subject to prior acceptance of the TSX Venture Exchange.
- (b) Adjustments permitted under Section 15 (a) shall be made by the Board, whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Shares shall be issued upon the exercise of an Option following the making of any such adjustment.

16. CHANGE OF CONTROL

Notwithstanding the provisions of section 11 or any vesting restrictions otherwise applicable to the relevant Options, in the event of a sale by the Corporation of all or substantially all of its assets or in the event of a change of control of the Corporation, each Participant shall be entitled to exercise, in whole or in part, the Options granted to such Participant hereunder, either during the term of the Option or within 90 days after the date of the sale or change of control, whichever first occurs.

For the purpose of this Plan, "change of control of the Corporation" means and shall be deemed to have occurred upon:

- (a) the acceptance by the holders of Shares of the Corporation, representing in the aggregate, more than 50 percent of all issued Shares of the Corporation, of any offer, whether by way of a takeover bid or otherwise, for all or any of the outstanding Shares of the Corporation; or
- (b) the acquisition, by whatever means, by a person (or two or more persons who, in such acquisition, have acted jointly or in concert or intend to exercise jointly or in concert any voting rights attaching to the Shares acquired), directly or indirectly, of beneficial ownership of such number of Shares or rights to Shares of the Corporation, which together with such person's then owned Shares and rights to Shares, if any, represent (assuming the full exercise of such rights to voting securities) more than fifty percent (50%) of the combined voting rights of the Corporation's then outstanding Shares; or
- (c) the entering into of any agreement by the Corporation to merge, consolidate, amalgamate, initiate an arrangement or be absorbed by or into another corporation; or
- (d) the passing of a resolution by the Board or shareholders of the Corporation to substantially liquidate the assets or wind-up the Corporation's business or significantly rearrange its affairs in one or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding up or re-arrangement (except where such re-arrangement is part of a bona fide reorganization of the Corporation in circumstances where the business of the Corporation is continued and where the shareholdings remain substantially the same following the rearrangement); or
- (e) individuals who were members of the Board of the Corporation immediately prior to a meeting of the shareholders of the Corporation involving a contest for or an item of business relating to the election of directors, not constituting a majority of the Board following such election.

17. TRANSFERABILITY

All benefits, rights and Options accruing to any Participant in accordance with the terms and conditions of this Plan shall be non-transferable and non-assignable unless specifically provided herein. During the lifetime of a Participant, any Options granted hereunder may only be exercised by the Participant and in the event of the death of a Participant, by the person or persons to whom the Participant's rights under the Option pass by the Participant's will or applicable law.

18. AMENDMENT AND TERMINATION OF PLAN

The Board may, at any time, suspend or terminate this Plan. The Board may also, at any time, amend or revise the terms of this Plan, subject to the receipt of all necessary regulatory approvals, provided that no such amendment or revision shall alter the terms of any Options theretofore granted under this Plan.

19. NECESSARY APPROVALS

The obligation of the Corporation to issue and deliver Shares in accordance with this Plan and Options granted hereunder is subject to applicable securities legislation and to the receipt of any approvals that may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If Shares cannot be issued to a Participant upon the exercise of an Option for any reason whatsoever, the obligation of the Corporation to issue such Shares shall terminate and any funds paid to the Corporation in connection with the exercise of such Option will be returned to the relevant Participant as soon as practicable.

20. STOCK EXCHANGE RULES

This Plan and any option agreements entered into hereunder shall comply with the requirements from time to time of the stock exchange or exchanges on which the Shares are listed.

21. RIGHT TO ISSUE OTHER SHARES

The Corporation shall not by virtue of this Plan be in any way restricted from declaring and paying stock dividends, issuing further Shares, varying or amending its share capital or corporate structure or conducting its business in any way whatsoever.

22. NOTICE

Any notice required to be given by this Plan shall be in writing and shall be given by registered mail, postage prepaid or delivered by courier or by facsimile transmission addressed, if to the Corporation, at its principal address in Toronto, Ontario (Attention: The Chairman); or if to a Participant, to such Participant at his address as it appears on the books of the Corporation or in the event of the address of any such Participant not so appearing then to the last known address of such Participant; or if to any other person, to the last known address of such person.

23. GENDER

Whenever used herein words importing the masculine gender shall include the feminine and neuter genders and vice versa.

24. INTERPRETATION

This Plan will be governed by and construed in accordance with the laws of the Province of Ontario.

SCHEDULE "B"
CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are governed by National Policy 58-201, *Corporate Governance Guidelines* (the "**Guidelines**") and National Instrument 58-101, *Disclosure of Corporate Governance Practices* (the "**Disclosure Rule**"), adopted by the securities regulatory authorities in Canada. Corporate governance practices are established in order to provide greater transparency for the marketplace regarding an issuer's corporate governance practices. Set out below is a description of the Company's approach to corporate governance, based on the Guidelines and requirements prescribed by the Disclosure Rule.

Composition of the Board of Directors

The Board is currently comprised of seven directors. Pursuant to NI 52-110, a director is considered to be "independent" if he or she does not have a direct or indirect material relationship with the Company that could, in the view of the Board, be reasonably expected to interfere with the exercise of his or her independent judgment.

The Board determined that the following directors, nominated for re-election, are independent for the purpose of NI 58-101:

- (1) Yehuda Doron; and
- (2) James Lanthier; and
- (3) Nitin Kaushal.

The Board determined that the following directors, nominated for re-election, were not independent for the purpose of NI 58-101:

- (1) Ohad Haber (by virtue of being the CEO of the Company);
- (2) Ronnie Jaegermann (by virtue of being a consultant to the Company).

Other Public Company Directorships

In the case of directors of the Corporation and the nominees for election who are presently also directors of reporting issuers in Canada and in a foreign jurisdiction, their names and the name and jurisdiction of the reporting issuer are shown in the following table:

Name	Name of Reporting Issuer	Name or Exchange or Market	Position	From	To
James Lanthier	Cann-Is Capital Corporation	TSXV	CEO and Director	September 2018	Present
Ronnie Jaegermann	Cann-Is Capital Corporation	TSXV	CFO	September 2018	Present
Ronnie Jaegermann	Adcore Inc.	TSXV	Director	May 2019	Present

Orientation and Continuing Education

The Board is responsible for the orientation and education of new recruits to the Board and ensures that new directors of the Company are provided with comprehensive information about the nature and operations of the Company, the role of the Board, the role of the Board committees, and the contributions expected of the directors. New directors also have an opportunity to meet with Management of the Company to obtain insight into the Company's business. All of the members of the Board are encouraged to communicate with Management, auditors and consultants to remain current with industry trends, developments, and changes in applicable legislation. As part of the annual Board assessment process the Board determines whether any additional education and training is required for Directors.

Ethical Business Conduct

Water Ways has adopted the existing anti-bribery and anti-corruption policy of Irri-Al-Tal (the "**Anti-Bribery and Anti-Corruption Policy**"). The Anti-Bribery and Anti-Corruption Policy is intended to ensure that the business activities of Irri-Al-Tal are conducted in an honest and ethical manner, with a zero-tolerance approach to bribery and corruption. The Anti-Bribery and Anti-Corruption Policy applies to all directors, officers, employees, consultants and contractors of IrriAl-Tal and compliance with the Anti-Bribery and Anti-Corruption Policy constitutes terms of service, employment and engagement, as the case may be. The Anti-Bribery and Anti-Corruption Policy prohibits corrupt practices such as acceptance or offering of bribes, inducements, advantages or kickbacks, and all directors, officers, employees, consultants and contractors of Irri-Al-Tal are required to comply with and report any violations of the Anti-Bribery and Anti-Corruption Policy. Violations of the Anti-Bribery and Anti-Corruption Policy will be investigated and, if violations are found to have occurred, could result in dismissal for gross misconduct.

Nomination of Directors

The Board is responsible for, among other things, identifying suitable candidates to be recommended for election to the Board by Shareholders or appointment by the directors, subject to the limits in the Company's articles and the *Business Corporations Act* (Ontario). Though there are no specific criteria for Board membership, the Company attempts to attract and retain directors with business knowledge and a particular knowledge of irrigation and development, or other areas such as finance, which would assist in guiding the officers of the Company. As such, nominations are typically the result of recruitment efforts and discussions among the Board.

Compensation

The Compensation Committee is comprised of Messrs. Doron, Richardson and Lanthier, all of whom are independent and have direct experience and skills relevant to their responsibilities in executive compensation. The Compensation Committee's responsibilities include reviewing and approving the Company's goals and objectives relating to the compensation of the Company's executive officers, evaluating the performance of the Company's executive officers in light of such goals and objectives, and setting the compensation level, perquisites and other benefits of the Company's executive officers based on this evaluation. The Compensation Committee also advises the Board on recommended compensation for Board members, proposes changes in the compensation of members of the Board or any committee thereof, and retirement policies and programs and perquisites for directors.

Assessments

The Board, its committees and, its individual directors are assessed regularly, and at minimum on an annual basis as to their effectiveness and contribution. The Board monitors, assesses and reviews the performance and effectiveness of the Board and its individual directors. Individual director assessments are determined by examining a number of factors, including attendance at and participation at meetings, meeting preparedness, ability to communicate ideas clearly and overall contribution to effective Board performance.

SCHEDULE "C"
AUDIT COMMITTEE CHARTER

1. PURPOSE AND COMPOSITION

The purpose of the Audit Committee (the "**Committee**") of Water Ways Technologies Inc. (the "**Corporation**") is to assist the Board of directors (the "**Board**") in reviewing:

- (a) the Corporation's financial disclosure;
- (b) the qualifications and independence of the Corporation's external auditor; and
- (c) the performance of the external auditor.

The Committee of the Corporation shall be composed of not less than three directors of the Corporation, a majority of whom shall be independent within the meaning of NI 52-110, as amended or replaced from time to time.

2. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

- (d) Financial Disclosure
 - (i) review the Corporation's:
 - (A) interim and annual financial statements;
 - (B) management's discussions and analyses;
 - (C) interim and annual earnings press releases;
 - (D) annual information forms;
 - (E) Filing Statements;
 - (F) Other documents containing audited or unaudited financial information, at its discretion;
 - (ii) report thereon to the Board before such documents are approved by the Board and disclosed to the public;
 - (iii) be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the disclosure provided by the financial statements, management's discussions and analyses and earnings press releases, and shall periodically assess the adequacy of those procedures.
- (e) External Audit
 - (i) recommend to the Board the external auditor to be appointed for purposes of preparing or issuing an auditor's report or performing other audit, review or attest services;
 - (ii) review and approve the audit plan, the terms of the external auditor's engagement, the appropriateness and reasonableness of proposed audit fees, and any issues relating to the payment of audit fees, and make a recommendation to the Board with respect to the compensation of the external auditor;
 - (iii) review the independence of the external auditor;
 - (iv) meet with the external auditor and with management to discuss the audit plan, audit findings, any restrictions on the scope of the external auditor's work, and any problems that the external auditor experiences in performing the audit;
 - (v) review with the external auditor and management any changes in Internationally Accepted Accounting Standards (IFRS) that may be material to the Corporation's financial reporting;

- (vi) review pro forma or adjusted information not in accordance with IFRS;
- (vii) have the authority to communicate directly with the external auditor;
- (viii) require the external auditor to report directly to the Committee;
- (ix) directly oversee the work of the external auditor that is related to the preparation or issue of an auditor's report or other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (x) meet with the external auditor to discuss the annual financial statements (including the report of the external auditor thereon) and the interim financial statements (including the review engagement report of the external auditor thereon);
- (xi) review any management letter containing the recommendations of the external auditor, and the response and follow up by management in relation to any such recommendations;
- (xii) review any evaluation of the Corporation's internal control over financial reporting conducted by the external auditor, together with management's response;
- (xiii) pre-approve (or delegate such pre-approval to one or more of its independent members) in accordance with a pre-approval policy, all engagements for non-audit services to be provided to the Corporation or its subsidiary entities by the external auditor, together with all non-audit services fees, and consider the impact of such engagements and fees on the independence of the external auditor;
- (xiv) review and approve Corporation's hiring policy regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation; and
- (xv) in the event of a change of auditor, review and approve the Corporation's disclosure relating thereto.

(f) Financial Complaints Handling Procedures

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

Notwithstanding the above, the Committee may determine that certain of the above-noted items are not applicable to or appropriate for the Corporation while it remains a Capital Pool Company.

3. OPERATION OF THE COMMITTEE

In connection with the discharge of its duties and responsibilities, the Committee shall observe the following procedures:

- (g) **Reporting.** The Committee shall report to the Board.
- (h) **Meetings.** The Committee shall meet at least four times every year, and more often if necessary, to discharge its duties and responsibilities hereunder.
- (i) **Advisors.** The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay, at the Corporation's expense, the compensation of such advisors.
- (j) **Chairman.** The Committee will recommend a director as Chairman of the Committee to the Board for approval. If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.
- (k) **Quorum.** A majority of committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.
- (l) **Secretary.** The Committee shall appoint a Secretary who need not be a member of the Committee or a director of the Corporation. The Secretary shall keep minutes of the meetings of the Committee.

- (m) **Calling of Meetings.** A meeting of the Committee may be called by the Chairman of the Committee, by the external auditor of the Corporation, or by any member of the Committee.
- (n) **Notice of Meeting.** Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting. A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- (o) **Auditor's Attendance at Meetings.** The external auditor shall be entitled to receive notice of every meeting of the Committee and, at the expense of the Corporation, to attend and be heard at any meeting of the Committee. If so requested by a member of the Committee, the external auditor shall attend every meeting of the Committee held during the term of office of the external auditor.
- (p) **Access To Information.** The Committee shall have access to any information, documents and records that are necessary in the performance of its duties and the discharge of its responsibilities under this Charter.
- (q) **Review Of Charter.** The Committee shall periodically review this Charter and recommend any changes to the Board as it may deem appropriate.
- (r) **Reporting.** The Chairman of the Committee shall report to the Board, at such times and in such manner, as the Board may from time to time require and shall promptly inform the Chairman of the Corporation of any significant issues raised during the performance of the functions as set out herein, by the external auditor or any Committee member, and shall provide the Chairman copies of any written reports or letters provided by the external auditor to the Committee.