

NUGEN MEDICAL DEVICES INC.
18 King Street East, Suite 1400
Toronto, ON M5C 1C4

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders of common shares of NuGen Medical Devices Inc. (the “**Company**”) will be held at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 at 10:00 a.m. (Toronto time) on Thursday, November 14th, 2024, for the following purposes:

- (a) to consider and, if deemed appropriate, to pass with or without variation an ordinary resolution approving: (i) new “control persons” of the Company, as such term is defined in the policies of the TSX Venture Exchange; and (ii) the appointment of Arvind Rai to the board of directors of the Company (the “**Board**”); and
- (b) to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company’s transfer agent and registrar, Computershare Investor Services Inc., at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 not later than 10:00 a.m. (Eastern time) on Tuesday, November 12th 2024, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting. Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Wednesday, October 9, 2024, as the record date for the Meeting, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of special meeting. Additional information about the Company and its financial statements are also available on the Company’s profile at www.sedarplus.ca.

DATED at Toronto, Ontario as of the 9th day of October, 2024.

BY ORDER OF THE BOARD

“Richard Buzbuzian” (Signed)

Richard Buzbuzian
President and Director

NUGEN MEDICAL DEVICES INC.
18 King Street East, Suite 1400
Toronto, Ontario M5C 1C4

MANAGEMENT INFORMATION CIRCULAR
As at October 9, 2024

THIS MANAGEMENT INFORMATION CIRCULAR (“CIRCULAR”) IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF NUGEN MEDICAL DEVICES INC. (the “Company”) of proxies to be used at the special meeting of shareholders of the Company to be held on Thursday, November 14th, 2024 at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 at the hour of 10:00 a.m. (Eastern time), and at any adjournment or postponement thereof (the “Meeting”) for the purposes set out in the enclosed notice of meeting (the “Notice”). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Company’s proxy solicitation materials (the “Meeting Materials”) to the beneficial owners of the common shares of the Company (the “Common Shares”) held of record by such parties. The Company may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Company. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice.

APPOINTMENT AND REVOCATION OF PROXIES

A holder of Common Shares who appears on the records maintained by the Company’s registrar and transfer agent as a registered holder of Common Shares (each a “Registered Shareholder”) may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice.

The purpose of a form of proxy is to designate persons who will vote on the shareholder’s behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Company’s transfer agent and registrar, Computershare Investor Services Inc. (the “Transfer Agent”), not later than 10:00 a.m. (Eastern time) on Tuesday, November 12th, 2024, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies may be deposited with the Transfer Agent using one of the following methods:

By Mail or Hand Delivery:	Computershare Investor Services Inc. 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1
Telephone:	1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America) You will need to provide your 15-digit control number (located on the form of proxy accompanying this Circular)
Facsimile:	1-866-249-7775 or 1-416-263-9524 (if outside North America)

	You will need to provide your 15-digit control number (located on the form of proxy accompanying this Circular)
By Internet:	www.investorvote.com You will need to provide your 15-digit control number (located on the form of proxy accompanying this Circular)

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, subject to the *Business Corporations Act* (Ontario), by electronic signature, to (i) the registered office of the Company, located at 18 King Street East, Suite 1400, Toronto, Ontario, M5C 1C4, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof; or (ii) 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 PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted for the election of directors, for the appointment of auditors and the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Circular.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a beneficial holder of Common Shares who does not appear on the records maintained by the Transfer Agent as a registered holder of Common Shares (each a “**Non-Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) (each a “**Clearing Agency**”) of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of Registered Shareholders maintained by the Transfer Agent.

Distribution of Meeting Materials to Non-Registered Holders

In accordance with the requirements of NI 54-101, the Company has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below).

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities which they own (“**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or its agent has sent the Meeting Materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

The Company’s OBOs can expect to be contacted by their Intermediary. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting Materials to their OBOs.

Voting by Non-Registered Holders

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

Voting Instruction Form. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a “**VIF**”). If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the VIF must be completed, signed and returned in accordance with the directions on the form;

or,

Form of Proxy. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder, but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must complete and sign the form of proxy and in accordance with the directions on the form.

Voting by Non-Registered Holders at the Meeting

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder. A Non-Registered Holder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder’s or its nominee’s name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of registered shareholders of the Company as maintained by the Transfer Agent unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value and an unlimited number of special shares, issuable in series. As of October 9th, 2024 (the “**Record Date**”), there were a total of 217,725,682 Common Shares issued and outstanding and no special shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

Only Registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Registered Shareholder and proxy holder will have one vote and, on a poll, every Registered Shareholder present in person or represented by proxy will have one vote for each Common Share held.

To the knowledge of the directors and executive officers of the Company, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out under the heading “*Matters to be Acted Upon at the Meeting*” below, and as disclosed elsewhere in this Circular, no person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year or any associate of any such director or officer 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. The directors and officers of the Company and, in some cases, their associates or affiliates beneficially own Common Shares.

MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. APPROVAL OF CONTROL PERSONS AND ELECTION OF A DIRECTOR

Pursuant to TSX Venture Exchange (“**TSXV**”) Policy 4.1 – *Private Placements*, shareholder approval is required if a private placement by a listed issuer will result in the creation of a new “Control Person”. In accordance with TSXV Policy 1.1. – *Interpretation*, a “Control Person” generally includes any person that will hold more than 20% of the outstanding voting shares of a listed issuer on completion of a private placement (including any voting shares issuable upon the exercise of any warrants or other convertible securities issued pursuant to such private placement).

The Company has closed a strategic investment on September 20, 2024 (the “**Investment**”) with Sol-Millennium Medical HK Limited (“**Sol-M**”) and Nature Health Development (Hong Kong) Co. Limited (“**Nature Health**”), whereby Sol-M and Nature Health have acquired, by way of a non-brokered private placement financing, C\$4,000,000 and C\$6,000,000, respectively, for an aggregate of C\$10,000,000 principal amount secured convertible debentures (the “**Convertible Debentures**”) of the Company. The Convertible Debentures bear interest at a rate of 12% per annum payable in arrears on the Maturity Date (as defined below).

In addition, as a condition of closing of the Investment, the Company appointed (i) Liang Lin and Kwun Loy Liu, nominees of Sol-M and Nature Health, respectively, as directors; and (ii) Liang Lin as Executive Chairman. As part of closing of the Investment, the Company has granted Sol-M and Nature Health a right to nominate a third nominee to the board of directors of the Company which would result in the board being increased from six (6) members to seven (7) members.

Headquartered in Hong Kong, Sol-M is one of the world's largest manufacturers of needles and syringes. It is vertically integrated with locations across the globe. Sol-M's innovative technology helps positive patient outcomes, saves on medication, and enhances both clinician and patient experience. With an international sales team dedicated to delivering knowledge and outstanding customer service, Sol-M's goal is to partner with those in healthcare, focusing on a healthier tomorrow.

Headquartered in Hong Kong, Nature Health and its affiliates are involved in the development, manufacturing, and sales of medical consumables, including wound care, surgical products, and infection prevention solutions. Products are sold and distributed globally through the company's hospitals, pharmacies, and e-commerce platforms.

The Convertible Debentures will mature on September 20, 2029 (the “**Maturity Date**”). The principal amount of each Convertible Debenture is convertible into a unit of the Company (each, a “**Unit**”) at a price of \$0.10 per Unit, at the option of the holder at any time after the regulatory approval of the TSXV and the shareholder approval sought herein has been obtained in accordance with TSXV policies and until the close of business on the last business day immediately preceding the Maturity Date. Each Unit will consist of one Common Share and one Common Share purchase warrant (each, a “**Warrant**”). Each Warrant shall be exercisable into one Common Share at a price of \$0.10 per Warrant for a period of 5 years from the date of issuance of the Convertible Debentures.

The Convertible Debentures are secured by a first ranking security interest in all of the present and after-acquired property and assets of the Company pursuant to a general security agreement which includes standard default conditions customary for a transaction of this nature.

Currently, Sol-M and Nature Health do not hold any securities in the capital of the Company. Following completion of the Transaction, Sol-M and Nature Health, collectively, will directly or indirectly, beneficially own securities convertible or exercisable into an aggregate of up to 200,000,000 Common Shares consisting of up to 100,000,000 Common Shares issuable upon conversion of the Convertible Debentures and up to 100,000,000 Common Shares issuable upon the exercise of the underlying Warrants, representing in aggregate up to 31.48% of the issued and outstanding Common Shares on a partially-diluted basis assuming only the conversion of the Convertible Debentures, and 47.89% of the issued and outstanding Common Shares on a partially-diluted basis assuming the conversion of the Convertible Debentures and the exercise of the underlying Warrants.

As a result, if Sol-M and/or Nature Health were to convert or exercise such securities, Sol-M and/or Nature Health could become a “Control Person” of the Company, as such term is defined in the policies of the TSXV.

The Board currently consists of six (6) directors. Following the election of Arvind Rai to the board of directors of the Company, the Board will be comprised of seven (7) directors.

Arvind Rai (Indiana, USA) is a seasoned financial executive with over twenty years of experience in steering business and financial strategies within the global manufacturing and healthcare sectors. He possesses extensive international expertise in financial reporting, planning, internal controls, audits, and fraud investigations. Mr. Rai is the Vice President of Global Finance at Sol-Millennium Medical Group (since November 2020). Prior thereto, he was country head – global assurance at ArcelorMittal USA (January 2015 to August 2020). He earned a Bachelor's degree and is a qualified Chartered Accountant, with professional experience spanning Asia, Europe, and North America. Mr. Rai does not hold any securities of the Company.

Mr. Rai has not been a director, chief executive officer or chief financial officer of any company that, within the last 10 years:

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively an “**Order**”) and that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Within 10 years before the date of this Circular, Mr. Rai has not been a director or executive officer of any company that, while Mr. Rai was acting in that capacity, or within a year of Mr. Rai 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.

Within the 10 years before the date of this Circular, Mr. Rai has not become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

As of the date of this Circular, Mr. Rai has not been subject to any:

- (a) penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) other penalties or sanctions imposed by a court or regulatory body that would be likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Accordingly, at the Meeting, shareholders will be asked to consider, and if deemed advisable, to pass, with or without variation, the following ordinary resolution approving: (i) Sol-M and Nature Health as new “Control Persons” of the Company and (ii) the election of Arvind Rai to the Board (collectively, the “**Control Person and New Board Member Resolution**”):

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the creation of Control Persons (as such term is defined by the policies of the TSX Venture Exchange) of the Company, being Sol-Millennium Medical, Inc. (“**Sol-M**”) and Nature Health Development (Hong Kong) Co. Limited (“**Nature Health**”), resulting from the issuance of such number of common shares in the capital of the Company upon conversion and/or exercise by Sol-M and/or Nature Health of such number of Convertible Debentures or Warrants, resulting in the direct or indirect acquisition, ownership and control of more than 20% of the issued and outstanding common shares of the Company, as more particularly described in the Company’s management information circular dated October 9th, 2024, is hereby authorized and approved;
2. the increase of the board of directors from six (6) persons to seven (7) persons is hereby authorized and approved;
3. the appointment of Arvind Rai, subject to approval of a personal information form delivered to the TSX Venture Exchange, is hereby authorized and approved, to hold office until the next annual meeting of shareholders of the Company or until his successor is elected or appointed;
4. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of the articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and
5. all previous actions by the directors and officers of the Corporation in connection with these resolutions and the creation of Sol-M and/or Nature Health as a control persons, are hereby confirmed, ratified and approved."

In accordance with the policies of the TSXV, the Control Person and New Board Member Resolution must be approved by a majority of votes cast at the Meeting on the resolution.

THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE APPROVAL OF THE CONTROL PERSON AND NEW BOARD MEMBER RESOLUTION. PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE CONTROL PERSON AND NEW BOARD MEMBER RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE VOTED AGAINST SUCH APPROVAL.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE DIRECTORS

As of the Record Date, there is no indebtedness of any executive officers, directors (or any associate of such director or executive officer), employees, or former executive officers, directors or employees, to the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No “informed person” (as such term is defined under applicable securities laws) or any associate or affiliate of any informed person has or had a material interest, direct or indirect, in any transaction since the beginning of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company other than as disclosed elsewhere in this Circular.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

Shareholders may contact the Company in order to request copies of: (i) this Management Information Circular; and (ii) the Company’s consolidated financial statements and the related management’s discussion and analysis (the “**MD&A**”) which will be sent to the shareholder without charge upon request. Financial information is provided in the Company’s consolidated financial statements and MD&A for its financial year ended December 31, 2023.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Circular have been approved, and the delivery of it to each shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Toronto, Ontario, this 9th day of October, 2024.

BY ORDER OF THE BOARD

“Richard Buzbuzian” (signed)
President and Director