

NOTICE OF ANNUAL & SPECIAL MEETING OF COMMON SHAREHOLDERS OF VITREOUS GLASS INC.

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the "**Meeting**") of holders of common shares of Vitreous Glass Inc. (the "**Corporation**") will be held solely by means of remote communication via ZOOM Webinar, Meeting ID: 837 7815 8008, Passcode: VCI2023, at 1:00 p.m., (Calgary time), on Tuesday, March 7, 2023 for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal year ended September 30, 2022 and the report of the auditor thereon;
2. To fix the number of directors to be elected at the Meeting at five (5);
3. To elect the board of directors of the Corporation for the ensuing year;
4. To appoint MNP LLP, Chartered Accountants, of Calgary, Alberta, as the auditor of the Corporation for the ensuing financial year and to authorize the board of directors to fix the auditor's remuneration;
5. To consider, and if thought appropriate, to approve and adopt, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying management information circular relating to the 10% "rolling" stock option plan of the Corporation, as amended and restated; and
6. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The Corporation is continuously monitoring the coronavirus (COVID-19) outbreak. In light of the evolving news and guidelines related to COVID-19, the Corporation has decided to host the Meeting solely by means of remote communication. To participate during the Meeting, Shareholders can join by teleconference, using the dial-in instructions above. **There will be no management presentation at the teleconference Meeting. Any person participating in the teleconference Meeting will be asked to identify themselves. Management will entertain questions from any persons participating in the teleconference Meeting. There will be no voting at the teleconference Meeting.**

The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Shareholders are encouraged to monitor the Corporation's website at <http://www.vitreousglass.ca/> or the Corporation's SEDAR profile at <http://www.sedar.com>, where copies of such press releases, if any, will be posted. You are advised to check the Corporation's website one week prior to the Meeting date for the most current information. The Corporation does not intend to prepare an amended Circular in the event of changes to the Meeting format.

All shareholders are strongly encouraged to vote prior to the Meeting, as in-person voting at the Meeting will not be possible. Shareholders are requested to either (i) date and sign the enclosed form of proxy and return it to the Corporation's agent, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, in the enclosed envelope provided for that purpose; or (ii) complete their proxy online at <http://www.investorvote.com> by following the instructions provided on the form of proxy. In order to be valid, proxies must be received by 1:00 p.m. (Calgary time) on or prior to on Friday, March 3, 2023.

DATED at the City of Calgary, in the Province of Alberta, this 27th day of January, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"J. Patrick Cashion"

J. Patrick Cashion, President and Chief Executive Officer

IMPORTANT: It is desirable that as many common shares as possible be represented at the meeting. If you are a registered Shareholder, please complete, sign and mail the enclosed form of proxy to, or deposit it with, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at [1-866-249-7775](tel:1-866-249-7775), so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America), or [1-312-588-4290](tel:1-312-588-4290) (outside North America).

VITREOUS GLASS INC.
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
MANAGEMENT INFORMATION CIRCULAR
DATED JANUARY 27, 2023
SOLICITATION OF PROXIES

This management information circular ("**Circular**") is furnished in connection with the solicitation of proxies by the management of Vitreous Glass Inc. (the "**Corporation**"), to be used at the annual and special meeting (the "**Meeting**") of holders ("**Shareholders**") of common shares ("**Common Shares**") of the Corporation, to be held solely by means of remote communication via ZOOM Webinar, Meeting ID: 837 7815 8008, Passcode: VCI2023, at 1:00 p.m., (Calgary time), on Tuesday, March 7, 2023, or at any adjournment thereof, for the purposes set out in the accompanying notice of meeting (the "**Notice**"). The format for the Meeting is described in the Notice. The information contained in this Circular is as at January 27, 2023 (the "**Effective Date**") unless otherwise stated.

The costs incurred in the preparation and mailing of both the instrument of proxy (the "**Instrument of Proxy**") and this Circular will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal interviews, personal delivery, telephone or any form of electronic communication or by directors, officers and employees of the Corporation who will not be directly compensated therefor. The Notice of Meeting, Circular and Instrument of proxy are not being sent to registered or beneficial owners using the Notice and Access procedures contained in NI 54-101.

In accordance with National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation will reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation. January 5, 2023 (the "Record Date") has been used to determine the registered Shareholders entitled to receive Notice of the Meeting.

APPOINTMENT, VOTING AND REVOCATION OF PROXIES

Appointment

The persons named (the "Management Designees") in the enclosed Instrument of Proxy have been selected by the directors of the Corporation and have indicated their willingness to represent as proxy each Shareholder who appoints them. A Shareholder has the right to designate a person (who need not be a Shareholder) other than the Management Designees to represent him or her at the Meeting. In order to do so the Shareholder may insert the name of such person in the blank space provided in the Instrument of Proxy, or may use another appropriate form of proxy. All duly executed proxies must be deposited with Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof. The Corporation may refuse to recognize any proxy received after such time.

Voting

Common Shares represented by any properly executed proxy in the accompanying form will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions given by the Shareholder and where a choice with respect to any matter to be acted upon has been specified, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of such direction, such Common Shares will be voted in favour of the matters set forth herein.**

The accompanying Instrument of Proxy confers discretionary authority on the Management Designees with respect to amendments or variations to matters identified in the Notice or other matters that may properly come before the Meeting.

As of the Effective Date, management of the Corporation is not aware of any such amendments, variations or other matters that may come before the Meeting. In the event that other matters come before the Meeting, the Management Designees intend to vote in accordance with the judgement of management of the Corporation.

Revocation

In addition to revocation in any other manner permitted by law, a Shareholder may revoke a proxy by an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing and deposited either at the registered office of the Corporation, Suite 210, 2020 4th Street SW, Calgary, Alberta, T2S 1W3, or with Computershare at the address above, at any

time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof.

Internet Voting

Shareholders may use the internet site at www.computershare.com to transmit their voting instructions. Shareholders should have the form of proxy in hand when they access the web site and will be prompted to enter their Control Number, which is located on the form of proxy. If Shareholders vote by Internet, their vote must be received not later than 1:00 p.m. (Calgary time) on Friday, March 3, 2023 or 48 hours prior to the time of any adjournment of the Vitreous Glass Inc. Meeting. **The website may be used to appoint a proxy holder to attend and vote on a Shareholder's behalf at the Vitreous Glass Inc. Meeting and to convey a Shareholder's voting instructions. Please note that if a Shareholder appoints a proxy holder and submits their voting instructions and subsequently wishes to change their appointment, a Shareholder may resubmit their proxy and/or voting direction, prior to the deadline noted above. When resubmitting a proxy, the most recently submitted proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.**

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Beneficial Holders

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, *not* be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. These instructions are typically obtained through the use of a voting instruction form. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The voting instruction form supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

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

All references to Shareholders in this Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

Registered Shareholders

Registered holders of Common Shares as shown on the Shareholders' list prepared as of the Record Date will be entitled to vote such shares at the Meeting on the basis of one vote for each Common Share held, except to the extent that the person has transferred the ownership of any of their Common Shares after the Record Date, and the transferee of those shares produces properly endorsed share certificates, or otherwise establishes that they own the Common Shares, and demands, not later than ten (10) days before the Meeting, or such shorter period before the Meeting that the by-laws of the Corporation may provide, that their name be included in the list before the Meeting, in which case the transferee is entitled to vote their Common Shares at the Meeting.

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the Record Date, 6,283,667 of the Corporation's unlimited authorized voting Common Shares were issued and outstanding. The Common Shares are entitled to be voted at the meeting on the basis of one vote for each common share held. The Corporation is also authorized to issue an unlimited number of preferred shares, none of which are issued. As of the Effective Date, there are 200,000 Common Shares issuable upon exercise of previously granted stock options.

As of the Effective Date, no person owns of record or is known to the Corporation to beneficially own, control or direct, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, except as follows:

Name and Municipality	Designation	Nature of Ownership	Number of Shares	% of Class
J. Patrick Cashion Calgary, Alberta	Common Shares	Direct/Indirect	1,484,448 ⁽¹⁾	23.6%
Meredith Cashion Calgary, Alberta	Common Shares	Direct/Indirect	843,679 ⁽²⁾	13.4%

Notes:

- (1) Mr. J. Patrick Cashion beneficially owns 1,456,948 Common Shares (23.2%). In addition, a corporation controlled by Mr. Cashion and his spouse Meredith Cashion exercises voting control over 55,000 Common Shares (0.9%). The voting rights of these 55,000 Common Shares are divided equally between Mr. Cashion and his spouse Meredith Cashion in the amount of 27,500 Common Shares each (0.44% each).
- (2) Meredith Cashion beneficially owns 816,179 Common Shares (13.0%). In addition, a corporation controlled by Mrs. Cashion and her spouse Mr. Cashion exercises voting control over 55,000 Common Shares (0.9%). The voting rights of these 55,000 Common Shares are divided equally between Meredith Cashion and her spouse Mr. Cashion in the amount of 27,500 Common Shares each (0.44% each). In addition, on November 12, 2018, Mrs. Cashion was granted 100,000 options to purchase Common Shares of the Corporation for a period of five years, at an exercise price of \$3.54 per Common Share.

QUORUM

The by-laws of the Corporation provide that the holder or holders of fifteen (15%) percent of the shares entitled to vote at a meeting of Shareholders present in person or represented by proxy shall constitute a quorum, irrespective of the number of persons actually present at the Meeting.

EXECUTIVE COMPENSATION

Corporate and securities legislation requires the disclosure of compensation received by Named Executive Officers, certain executive officers and directors of the Corporation. "Named Executive Officer" is defined by the applicable legislation to mean (i) each of Chief Executive Officer and Chief Financial Officer of the Corporation, despite the amount of compensation of that individual, (ii) each of the Corporation's three most highly compensated executive officers (or the three most highly compensated individuals acting in a similar capacity), other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds \$150,000, and (iii) any additional individual for whom disclosure would have been provided under (ii) but for the fact that the individual was not serving as an executive officer of the Corporation at the end of the most recently completed financial year end of the Corporation. During the financial year ended September 30, 2022, the Corporation had three (3) Named Executive Officers, namely J. Patrick Cashion, President & Chief Executive Officer; Darcy J. Forbes MBA, Vice President & Chief Operating Officer; and Timothy H. Rendell CPA, CA, Chief Financial Officer.

Compensation Discussion and Analysis

The Compensation Committee is responsible for setting the overall compensation strategy of the Corporation and administering the Corporation's executive compensation program. As part of its mandate, the Compensation Committee approves the appointment and remuneration of the Corporation's executive officers, including the Named Executive Officers. The Compensation Committee is also responsible for reviewing the Corporation's compensation policies and guidelines generally. The Compensation Committee is currently comprised of David Birkby and Joanne Hruska, both of whom are independent directors.

The Compensation Committee will consider the long-term interest of the Corporation and its stakeholders, and its historical and current stage of development when determining appropriate compensation. Based on these considerations, compensation will be designed, reviewed and adjusted using performance enhancement as the major goal. The Compensation Committee will make specific recommendations to the board of directors of the Corporation (the "**Board**") with respect to compensation paid to its executive officers.

The objective of the executive compensation program is to attract, motivate, reward and retain management talent that is needed to achieve the Corporation's business objectives. The compensation program is designed to ensure that compensation is competitive with other companies of similar size and is commensurate with the experience, performance and contribution of the individuals involved and the overall performance of the Corporation. In evaluating performance, the Compensation Committee gives consideration to the Corporation's long-term interests and quantitative financial objectives, as well to the qualitative aspects of the individual's performance and achievements. In addition, the Compensation Committee will receive and review recommendations of the Chief Executive Officer relating to the general compensation structure and policies and programs for the Corporation and the salary and benefit levels for the executive officers.

Compensation Design and Mix

The executive compensation program is comprised of three principal components: base salary, share of operating cash flow or net income, and a stock option plan which are designed to provide a combination of cash and equity-based compensation to effectively retain and motivate the executive officers to achieve the corporate goals and objectives. Each component of the executive compensation program is described below.

Base Salaries and Service Contract Fees

Mr. Cashion was paid a salary of \$108,000 per annum in 1993 and 1994. This was reduced to \$86,400 per annum in 1995 and has not changed since then.

Mr. Forbes was paid a salary effective September 1, 2018 of \$129,508, increased to \$130,544 effective September 1, 2019, to \$130,544, increased to \$160,544 effective June 1, 2020, increased to \$161,507 effective September 1, 2020.

Mr. Rendell was engaged as Chief Financial Officer effective August 1, 2012 under a part time personal services contract. Effective October 1, 2020, the personal services contract was discontinued, and was replaced by a contract of employment (part-time) at an annual rate of \$53,184.

Share of Operating Cash Flow and Share of Net Income

Under the terms of his employment agreement, Mr. Cashion receives a share of the Corporation's annual operating cash flow before income tax. Mr. Cashion began receiving a 15% share of operating cash flow before income tax in 1995, which was increased to 20% in 1996. The purpose of this arrangement is to ensure that Mr. Cashion's interests and motivations are tied to those of the Corporation, being the maximization of operating cash flow for purposes of re-investment and distributions to Shareholders.

Under the terms of his employment agreement, Mr. Forbes receives a share of the Corporation's annual net income before income tax. Mr. Forbes was hired on June 25, 1999 as a plant worker. In 2007 Mr. Forbes was promoted into a supervisory role and began receiving a 2.0% share of net income before income taxes. In 2018 and 2019, Mr. Forbes was serving as Plant Manager. Mr. Forbes was promoted to Vice President Chief Operating Officer effective June 16, 2020. Mr. Forbes received an incentive payment of 5.0% share of net income before income taxes for the 2021 fiscal year (2020 – 5.0%; 2019 – 4.5%; 2018 – 4.0%). The purpose of this arrangement is to ensure that Mr. Forbes' interests and motivations are tied to the maximization of net income before taxes.

Stock Option Plan

The Corporation has a stock option plan (the "**Plan**") for the granting of incentive stock options to the officers, employees and directors of the Corporation and is used to compensate, attract, retain and motivate directors and officers of the Corporation and to closely align the personal interests of such person to that of the Shareholders. See "*Particulars of Matters to be Acted on – Approval of Stock Option Plan*" for a detailed description of the Plan.

Deferred Share Unit Plan

The Corporation has a deferred share unit plan (the "**DSU Plan**") for the granting of deferred share units ("**DSU**") to the officers, employees and directors of the Corporation (the "**Participants**") and is used to compensate, attract, retain and motivate Participants.

Option-Based Rewards

The process that the Corporation uses to grant option-based awards to executive officers, including the Named Executive Officers, is for the Board to approve option grants based on recommendations made by the Compensation Committee. Option awards are determined based on the factors described above under the heading "*Stock Option Plan*".

Risks of Compensation Policies and Practices

The Board and the Compensation Committee have not formally considered the implications of the risks associated with the Corporation's compensation policies and practices. However, management of the Corporation does not believe that the Corporation's executive compensation program encourages its Named Executive Officers to take inappropriate or excessive risks. This assessment is based on a number of considerations including, without limitation, the following: (i) the overall compensation program is based on the financial success of the Corporation as measured by its cash flow and is therefore aligned with the Corporation's business plan and long-term strategies; (ii) the compensation package for Named Executive Officers consists of fixed (base salary) and variable elements (share of operating cash flow and stock options) which are designed to balance short term goals and the long-term interests of the Corporation and are aimed at creating sustainable value for the Shareholders. The performance elements are linked to the achievement of the Corporation's business goals and are the subject of a contract with the Chief Executive Officer; and (iv) in exercising its discretion under option grants, the Compensation Committee reviews individual and corporate performance taking into account the long-term interests of the Corporation.

Financial Instruments

The Corporation has not adopted an insider trading policy that includes a provision that prohibits directors, officers and employees of the Corporation from purchasing or selling derivatives in respect of any security of the Corporation, which includes "puts" and "calls" on the Corporation's securities or on short selling the Corporation's securities. The Corporation has not instituted any policies which restrict the Named Executive Officers or directors of the Corporation from purchasing other financial instruments, including 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 the Named Executive Officers or directors.

Compensation Governance

Policies and Practices

The policies and practices adopted by the Board to determine the compensation of the Corporation's executive officers and directors is described under "*Compensation Discussion and Analysis*".

Composition and Relevant Skills and Experience of the Compensation Committee

The Compensation Committee is comprised of two directors, namely David G. Birkby and Joanne A. Hruska who are both considered to be "independent" within the meaning of National Instrument 52-110 – Audit Committees ("**NI 52-110**").

Each member of the Compensation Committee has direct experience that is relevant to his or her responsibilities in executive compensation. The following table sets forth the skills and experience of each Compensation Committee member in executive compensation that is relevant to his or her responsibilities and the making of decisions on the suitability of the Corporation's compensation policies.

Member	Relevant Skills and Experience
David G. Birkby	Mr. Birkby has been exposed to a variety of compensation arrangements and their results, through his business career, including through his experience as a senior

Member	Relevant Skills and Experience
Joanne A. Hruska	<p>business manager and business owner in the manufacturing industry in Canada, and as a consultant to private equity firms.</p> <p>Ms. Hruska has been exposed wide variety of governance issues including a variety of compensation arrangements and their results, through her 20 years of experience in financial management, wealth management and investment advising, including significant experience serving as a Member and/or Chair of numerous Boards of Directors.</p>

The Board has adopted a mandate for the Compensation Committee. Pursuant to the mandate, the Compensation Committee has the following duties and responsibilities:

- (a) in making all compensation recommendations to the Board, the Compensation Committee is to take into consideration:
 - (i) the duties of each individual, his or her past service and continuing responsibilities;
 - (ii) the position or job description of individuals, their short and long-term objectives, goals and performance measurement indicators;
 - (iii) the Corporation's performance and shareholder returns and what compensation structure will most closely align the compensation with the goals of the corporation, which is to maximize cash flow to the shareholders consistent with maintaining the company's plant in excellent productive form; and
 - (iv) the form and amount of compensation awarded by comparable companies and competitors; and
- (b) in making all recommendations to the Board, the Compensation Committee is to take into account any evaluations the Compensation Committee feels are necessary, regarding:
 - (i) the amount and form of compensation to award to directors, the Chairman of the Board and the Chairman of each committee;
 - (ii) proposals for the compensation of executive officers and management, including salary, bonus, options, perquisites, retirement allowances and all other forms of proposed compensation;
 - (iii) proposals for all incentive and equity-based compensation plans and all proposed grants of securities under such plans;
 - (iv) the approval of agreements relating to employment, consulting and management to be entered into by the Corporation and senior management; and
 - (v) employee benefit and retirement plans.

Compensation Consultants or Advisors

During the financial year ended September 30, 2022, the Compensation Committee did not retain an independent compensation consultant or advisor to assist in determining the compensation for the Corporation's directors and executive officers.

Summary Compensation Table

The following table sets forth a summary of all compensation for services paid during the three most recently completed financial years to the Named Executive Officers. No other executive officer received total compensation of more than \$150,000 during the most recently completed financial year.

Name and principal position	Year	Salary/Contract Fees (\$) ⁽²⁾	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) ⁽⁵⁾	Total compensation (\$)
					Annual incentive plans ⁽³⁾	Long term incentive plans			
J. Patrick Cashion President, CEO, and Director	2022	86,400	n/a	nil	760,389	n/a	n/a	500	847,289
	2021	86,400	n/a	nil	1,123,612	n/a	n/a	500	1,210,512
	2020	86,400	n/a	nil	832,965	n/a	n/a	500	919,865
Darcy J. Forbes, Vice President, Chief Operating Officer	2022	171,454	n/a	nil	193,244	n/a	n/a	500	365,198
	2021	161,837	n/a	nil	289,706	n/a	n/a	500	452,043
	2020	140,584	n/a	27,103	205,542	n/a	n/a	500	373,729
Timothy H. Rendell, CFO ⁽²⁾ and Director	2022	53,822	n/a	nil	nil	n/a	n/a	10,000 ⁽⁴⁾	63,822
	2021	50,804	n/a	nil	nil	n/a	n/a	10,000 ⁽⁴⁾	60,804
	2020	50,425	n/a	nil	nil	n/a	n/a	10,000 ⁽⁴⁾	60,425

Notes:

- (1) The Corporation calculates the grant date fair value of the options granted to Named Executive Officers using the Black-Scholes option-pricing model. The Corporation chose this methodology because it is recognized as the most common methodology used for valuing options and doing value comparisons. On March 25, 2020, the Corporation granted 100,000 stock options to the Vice President, Chief Operating Officer, which vested immediately and expire 5 years from the date of grant. The Stock options are exercisable into common shares at \$2.75 per stock option granted. No other options have been granted by the Corporation to the Named Executive Officers or to any other executive officers in the three most recently completed financial years.
- (2) All salaries and contract fees were paid in Canadian dollars. Mr. Rendell was engaged under a personal services contract up to September 30, 2020; effective October 1, 2020 he was engaged under an employment contract.
- (3) For a detailed description of the annual incentive plan compensation, please refer to "Executive Compensation – Compensation Discussion and Analysis – Share of Operating Cash Flow and Share of Net Profit" above.
- (4) Mr. Rendell was elected to the Board of Directors effective March 19, 2013, and is currently paid for his role as a Director of the Corporation in the amount of \$2,500 per quarter. Mr. Cashion receives no compensation for his role as a Director of the Corporation. Mr. Forbes is not a Director of the Corporation
- (5) The value of perquisites and benefits for each of the three Named Executive Officers is less than \$50,000 and less than 10% of the Named Executive Officer's total salary for the financial year.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

Other than 100,000 stock options that were granted to Mr. Forbes at an exercise price of \$2.75 per Common share on March 25, 2020, at the end of the financial year ended September 30, 2022 no share-based awards or option-based awards were outstanding to any of the Named Executive Officers of the Corporation. As of the date hereof, 428,366 securities remain available for issuance under the Corporation's equity compensation plans.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information relating to the value vested or earned during the Corporation's financial year ended September 30, 2022 in respect of option-based awards, share-based awards and non-equity incentive plan compensation for the Named Executive Officers of the Corporation.

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 (\$)
J. Patrick Cashion President, CEO and Director	nil	n/a	760,389
Darcy J. Forbes Vice President, COO	nil	n/a	193,244
Timothy H. Rendell, CFO and Director	nil	n/a	n/a

Termination and Change of Control Benefits

Pursuant to an employment agreement made between the Corporation and J. Patrick Cashion, the Corporation may terminate the employment contract without cause by providing Mr. Cashion with (i) one month of the base salary for every year or partial year worked to a maximum of 24 months, (ii) any outstanding Cash Flow Share Payments earned but not yet paid, and (iii) a payment in lieu of Cash Flow Share Payment that would have been earned during the notice period, calculated as the sum of the annual Cash Flow Share payments earned for the two completed fiscal years immediately prior to the fiscal year in which termination occurs, divided by 24 and multiplied by the Months of Notice (the "**Cashion Severance**"). The Corporation may be obligated to pay to Mr. Cashion the Cashion Severance in the event that within 6 months following the change of control of the Corporation, (i) the Corporation terminates Mr. Cashion's employment without cause or (ii) Mr. Cashion resigns with Good Reason. Good Reason means any of (i) any material change in position, authority, responsibility or title, (ii) any requirement to relocate to any new geographic location, (iii) any material decrease in compensation or benefits, or (iv) any material increase in hours of work.

Pursuant to an employment agreement made between the Corporation and Darcy J. Forbes, the Corporation may terminate the employment contract without cause by providing Mr. Forbes with (i) one month of the base salary for every year or partial year worked to a maximum of 24 months, (ii) any outstanding Profit Share Payments earned but not yet paid, and (iii) a payment in lieu of Profit Share Payment that would have been earned during the notice period, calculated as the sum of the annual Profit Share payments earned for the two completed fiscal years immediately prior to the fiscal year in which termination occurs, divided by 24 and multiplied by the Months of Notice (the "**Forbes Severance**"). The Corporation may be obligated to pay to Mr. Forbes the Forbes Severance in the event that within 6 months following the change of control of the Corporation, (i) the Corporation terminates Mr. Forbes's employment without cause or (ii) Mr. Forbes resigns with Good Reason.

Pursuant to an employment agreement made between the Corporation and Timothy H. Rendell, the Corporation may terminate the employment contract without cause by providing Mr. Rendell with one month of the base salary for every year or partial year worked to a maximum of 24 months (the "**Rendell Severance**"). The Corporation may be obligated to pay to Mr. Rendell the Rendell Severance in the event that within 6 months following the change of control of the Corporation, (i) the Corporation terminates Mr. Rendell's employment without cause or (ii) Mr. Rendell resigns with Good Reason.

The following table provides the estimated incremental payment payable to Messrs. Cashion, Forbes and Rendell pursuant to their respective employment agreements assuming the occurrence of the noted triggering event as of September 30, 2022:

Name	Total Incremental Obligation
J. Patrick Cashion	\$2,056,801
Darcy J. Forbes	\$825,858
Timothy H. Rendell	\$49,337

Director Compensation

Director Compensation Table

The following table sets forth information in respect of all amounts of compensation provided to the directors during the Corporation's financial year ended September 30, 2022⁽¹⁾.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
David G. Birkby	10,000	nil	nil	nil	n/a	8,000 ⁽²⁾	18,000
Meredith Cashion	10,000	nil	nil	nil	n/a	nil	10,000
Joanne A. Hruska	10,000 ⁽⁴⁾	nil	nil	nil	n/a	52,386 ⁽³⁾	62,386

Notes:

- Information for J. Patrick Cashion, the President and Chief Executive Officer of the Corporation and Timothy H. Rendell, the Chief Financial Officer of the Corporation is provided above under the heading "Summary Compensation Table".
- In addition to fees earned as a Director Mr. Birkby earned fees in the amount of \$8,000 for consulting services rendered to the Corporation in the financial year ended September 30, 2021.
- Ms. Hruska was appointed to the Board on March 19, 2021. In the year ended September 30, 2022, The Company granted Ms. Hruska a total of 10,697 Deferred Share Units that were recorded as Share Based Compensation for the year in the amount of \$52,386.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the financial year ended September 30, 2022 to the directors of the Corporation.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
David G. Birkby	nil	n/a	n/a	nil	nil	nil
Meredith Cashion ⁽²⁾	100,000	3.54	November 12, 2023	51,423	nil	nil
Joanne A. Hruska	nil	n/a	n/a	nil	nil	\$52,386 ⁽³⁾

Notes:

- Information for J. Patrick Cashion, the President and Chief Executive Officer of the Corporation and Timothy H. Rendell, the Chief Financial Officer of the Corporation is provided above under the heading "Incentive Plan Awards" for the Named Executive Officers of the Corporation.

- (2) On November 12, 2018, Meredith Cashion was granted 100,000 options to purchase Common Shares of the Corporation for a period of five years, at an exercise price of \$3.54 per Common Share. The fair value of the stock options granted in the year was estimated on the date of the grant using the Black-Scholes option-pricing model.
- (3) The amount shown is the value of the total number of DSUs held by Ms. Hruska as of September 30, 2022, multiplied by the closing price of the Common Shares on June 24, 2022 (10,518 x \$4.90) and August 15, 2022 (179 x \$4.73).

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information in respect of the value vested or earned during the Corporation's financial year ended September 30, 2022 of option-based awards, share-based awards and non-equity incentive plan compensation for directors of the Corporation.

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 (\$)
David G. Birkby	nil	n/a	n/a
Meredith Cashion ⁽¹⁾	nil	n/a	n/a
Joanne A. Hruska	nil	\$52,386 ⁽²⁾	n/a

Notes:

- (1) On November 12, 2018, Meredith Cashion was granted 100,000 options to purchase Common Shares of the Corporation for a period of five years, at an exercise price of \$3.54 per Common Share. The fair value of the stock options granted in the year was estimated on the date of the grant using the Black-Scholes option-pricing model.
- (2) The amount shown is the value of the total number of DSUs held by Ms. Hruska as of September 30, 2022, multiplied by the closing price of the Common Shares on June 24, 2022 (10,518 x \$4.90) and August 15, 2022 (179 x \$4.73).

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information as at September 30, 2022 with respect to the Corporation's compensation plans under which equity securities of the Corporation are authorized for issuance.

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 ⁽¹⁾
Equity compensation plans approved by security holders	200,000	\$3.15	428,366 ⁽²⁾
Equity compensation plans not approved by security holders	nil	n/a	Nil
Total ⁽³⁾	200,000	\$3.15	428,366

Note:

- (1) The Stock Option Plan is a rolling 10% stock option plan and accordingly the number of shares available for issuance on a certain date under such plan will be determined based on the number of Common Shares outstanding at that date. On September 30, 2022, the Corporation had 6,283,667 Common Shares outstanding.
- (2) There are currently 200,000 options outstanding, comprising 100,000 granted to Meredith Cashion on November 12, 2018 at an exercise price of \$3.54 per share, plus 100,000 granted to Darcy Forbes on March 25, 2020 at an exercise price of \$2.75 per share. As of the date hereof, 428,366 securities remain available for issuance under equity compensation plans.
- (3) The Corporation has the DSU Plan. Pursuant to the terms of the DSU Plan, the Corporation will make a cash payment to the participants upon such participant's departure of the Corporation. As no securities can be issued under the DSU Plan, the issued and outstanding DSUs are not listed on the table above.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, proposed director, executive officer nor any of their associates or affiliates is or has been at any time since the last completed financial year, been indebted to the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The Corporation is not aware of any material transaction involving any informed person, proposed director or any associate or affiliates of any of the foregoing since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

For the purposes of the above, "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

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

Other than as set forth in this Circular, no person who has been a director or senior officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of the auditors.

MANAGEMENT CONTRACTS

During the most recently completed financial year, there were no management functions of the Corporation that are to any substantial degree performed by a person or company other than the directors or senior officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

AUDIT COMMITTEE

The audit committee of the Corporation (the "**Audit Committee**") currently consists of Joanne A. Hruska (Chair), David G. Birkby, and J. Patrick Cashion. The general function of the Audit Committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditors.

1. The Audit Committee's Charter

Attached as Schedule "B".

2. Composition of the Audit Committee

The table below sets out the members of the Audit Committee, whether the members are independent and financially literate and their relevant education and experience:

Name	Independent/ Not Independent (1)	Financially Literate/ Not Financially Literate (1)	Relevant Education and Experience
Joanne A. Hruska	Independent	Financially literate	Ms. Hruska, holding CFA and ICD.D qualifications, has been engaged for over 20 years in corporate governance, financial management and investment management, including serving as a consultant to or member of the Board of several public companies.
David G. Birkby	Independent	Financially literate	Mr. Birkby has been a senior business manager and business owner in the manufacturing industry in Canada, and has served as a consultant to private equity firms.

J. Patrick Cashion	Not Independent	Financially literate	Mr. Cashion is a former partner of Collins Barrow, Chartered Accountants. Mr. Cashion worked in accounting, audit and tax. In addition, he was a public member of the Alberta Securities Commission from 1983 to 1990, and is a past director of two other public companies.
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Note:

(1) As defined by National Instrument 52-110 – *Audit Committees* ("NI 52-110").

3. Relevant Education and Experience

See above table under the heading "*Composition of the Audit Committee*".

4. Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

5. Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

6. Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee's Charter under the heading "*External Auditors*".

7. External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years are approximately as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2022	\$34,000	\$2,590	\$3,000	\$nil
2021	\$33,315	\$1,995	\$2,675	\$nil

8. Exemption

As a TSX Venture-listed issuer, pursuant to Section 6.1 of NI 52-110, the Corporation is exempt from the requirements of Part 3 Composition of the Audit Committee and Part 5 Reporting Obligations of NI 52-110, which relate to the composition of an audit committee and the reporting of the required disclosure, respectively. The Corporation has relied on the exemption from Part 3 with respect to the composition of its Audit Committee and has complied with the requirements in Section 6.1.1 of NI 52-110.

CORPORATE GOVERNANCE

The Directors of the Corporation believe that responsible and transparent corporate governance practices provide us with a framework for exercising timely and effective decisions and serve as a foundation for our commitment to you, and other stakeholders, in representing your and other stakeholders' interests with integrity, honesty and ethical conduct.

The Corporation is listed on the TSX-V, under the trading symbol "VCI" and is subject to the governance regulations, rules, and standards applicable under the exchange. Our corporate governance practices meet or exceed the governance requirements of the TSX-V.

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101"), set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the

Corporation's required annual disclosure of its corporate governance practices in accordance with Form 58-101F2, *Corporate Governance Disclosure (Venture Issuers)*.

Board of Directors – The Board considers that David Birkby and Joanne Hruska are independent according to the definition of "independence" set out in NI 58-101 J. Patrick Cashion and Timothy H. Rendell are not independent by virtue of being members of the Corporation's management. Meredith Cashion, spouse of J. Patrick Cashion, is not independent. In addition to fees earned as a Director as disclosed above, Mr. Birkby earned fees in the amount of \$8,000 for other services rendered to the Corporation in the financial year ended September 30, 2022, and Ms. Hruska was granted 10,697 Deferred Share units that were recorded as Share Based Compensation in the amount of \$52,386 in lieu of stock options in the financial year ended September 30, 2022.

The Board facilitates its exercise of independent supervision over management by having two members of the Board members who are independent of the Corporation, as defined in NI 52-110.

Directorships – Ms. Hruska is presently also a director of one other reporting issuer listed on the TSXV exchange. No other director of the Corporation is presently a director of any other issuer that is a reporting issuer, or the equivalent, in a Canadian jurisdiction or a foreign jurisdiction.

Ethical Business Conduct – The management and decision-making structure of the Corporation closely aligns the senior management of the Corporation to all material decision making. This provides for regular input to and reinforcement of a culture of ethical business conduct required by the Corporation's Board and senior management in day-to-day business activities. The Board has also adopted a whistleblower policy, with respect to the confidential and anonymous reporting of complaints and irregularities.

Nomination and Assessment of Directors – The Board as a whole remains responsible for nominating new members of the Board and assessing members of the Board on an on-going basis. If it becomes necessary, a nomination committee will be created which in turn will develop relevant criteria for suitable candidates including the independence of the individual, financial acumen and availability to devote sufficient time to the duties of the Board.

Compensation – The Compensation Committee provides recommendations to the Board for approval of compensation for directors and senior officers including determining the base salary and incentive compensation. The Board has approved recommendations made by the Compensation Committee for compensation in the amount of \$2,500 per quarter to each director for services rendered, except Mr. Cashion who receives no compensation for his role as a director. In addition, the Corporation reimburses its directors for reasonable expenses incurred by them in the exercise of their duties. More information pertaining to compensation can be found above under the heading "*Compensation of Directors and Executive Officers*".

Other Board Committees – The only standing committees of the Board are the Audit Committee and the Compensation Committee.

Assessments – The Board, acting as a whole, is responsible for proposing new nominees to the Board and for assessing the performance of directors on an ongoing basis. The Board has not appointed a nominating committee to assess the effectiveness of the Board as a whole, committees of the Board and the contribution of individual directors.

Health and Safety - The Board fulfills its oversight responsibilities with respect to the formulation and implementation of the policies, standards, and practices with respect to health, safety and environment and related risks. The Board takes the safety of the Corporation's employees and contractors very seriously and regularly reviews the safety performance of the Corporation.

The Corporation is committed to conducting its business in a safe and responsible manner to protect the health and safety of employees, contractors, stakeholders, and the public. Safeguarding the environment and the integrity of the Corporation's infrastructure is inherent in the Corporation's day-to-day operations. The Corporation's culture promotes responsibility and accountability for health, safety, and environmental performance throughout the entire organization. Management continually reviews actual performance in these areas relative to corporate objectives, regulatory requirements, and industry peers. Management reports to the Board of Directors with respect to health, safety and environmental performance and identifies areas for continuous improvement. The Corporation has detailed policies to address health and safety management. These policies outline performance objectives, procedures, and key accountabilities throughout all levels of the organization. The policies are reviewed regularly by Management and the Board of Directors and are revised accordingly. Lost time injuries, days and fatalities have been zero for the past five years and are broken down into further detail below:

	2022	2021	2020	2019	2018
Lost Time Injuries	0	0	0	0	0
Lost Time Days	0	0	0	0	0
Fatalities	0	0	0	0	0

The Manufacturers' Health and Safety Association is a not-for-profit Alberta safety association. A Certificate of Recognition (COR) is a government-approved safety program that awards employers who develop health and safety management systems which meet established provincial standards. Our audit scores over the past five years are broken down into further detail below:

Manufacturers' Health and Safety Certificate of Recognition Audit Summary:

	2022	2021	2020	2019	2018
Audit Score	97.2%	99%	99%	99%	99%

Diversity - Diversity is a principle that is supported both by the Corporation's Board of Directors and Management.

The Board nominees consist of two female directors (40%) and three male directors (60%). Executive officer positions comprise one woman (25%) and three men (75%). Women make up approximately 17% of the total workforce. The Corporation has been and remains committed to diversity as is exhibited both by the number of women on its Board and in senior management positions.

As at September 30, 2022, women comprised approximately 18% of the entire workforce, which is broken down into greater detail below:

	Male	Female	Total	Percentage Male	Percentage Female
Board of Directors	3	2	5	60%	40%
Senior Management	3	1	4	75%	25%
All Staff	9	2	11	82%	18%

Orientation and Continuing Education - The Board of Directors provides new directors with access to all background documents of the Corporation, including all corporate records, corporate policies, the Corporation's Code of Conduct, reporting guidelines, compensation, prior board materials and relevant information on the industry and the Corporation. New members of the Board of Directors are invited to meet with each of the directors as well as the officers of the Corporation for orientation as to the nature and operations of the business and are invited to attend all meetings of the committees of the Board of Directors, as are all directors. A plant visit to familiarize the new director with the Corporation's operations is arranged, on an as required basis, to which all directors are invited to attend. The visit provides directors with the opportunity to broaden their understanding of the Corporation's operations and interact with a broader spectrum of employees. Presentations are made regularly to the Board of Directors and committees to educate and inform them of changes within the Corporation and on other relevant subjects such as regulatory and industry requirements and standards, capital markets, commodity markets, and corporate governance.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice relating to: (1) receipt of the audited financial statements of the Corporation for the financial year ended September 30, 2022 and the auditor's report thereon; (2) the fixing of the number of directors to be elected at the Meeting at five (5) and election of the directors of the Corporation for the ensuing year; (3) the appointment of the auditors for the Corporation; (4) the approval of the Corporation's incentive stock option plan; and (5) approval of the deferred share unit plan for the Corporation.

1. Receipt of Financial Statements

The audited financial statements of the Corporation for the year ended September 30, 2022, the auditors' report thereon and management's discussion and analysis (collectively, the "**Financial Statements**") will be tabled at the Meeting. The Financial Statements are enclosed with this Management Information Circular.

2. Fix Number of Directors

At the Meeting, it will be proposed that five (5) directors be elected to hold office. Management therefore intends to place before the Meeting, for approval, with or without modification, a resolution fixing the board of directors at five (5) members for the next ensuing year subject to the provisions of the Articles of the Corporation relating to subsequent appointments by the board of directors. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the resolution fixing the number of directors to be elected at the Meeting at five (5).**

3. Election of Directors

The Board of Directors currently consists of five (5) directors, all of whom were elected at the last annual meeting of shareholders held on March 8, 2022.

The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Corporation presently held by him/her, his/her municipality of residence, his/her principal occupation at the present and during the preceding five years, the period during which he/she has served as a director, and the number of voting Common Shares of the Corporation that he/she has advised are beneficially owned by him/her, directly or indirectly, or over which control or direction is exercised, as of the Effective Date. 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 Designees will be voted for another nominee in their discretion unless the Shareholder has specified in his proxy that his/her shares are to be withheld from voting in the election of directors.** Each director elected will hold office until the next annual meeting of Shareholders or until his/her successor is duly elected, unless his/her office is earlier vacated in accordance with the by-laws of the Corporation. **Unless otherwise directed, it is the intention of the Management Designees to vote proxies in the accompanying form in favour of the election of nominees hereinafter set forth as directors for the ensuing year.**

The following information relating to the nominees for election as a director is based partly on the Corporation's records and partly on the information received by the Corporation from said nominees.

Name and Municipality of Residence	Present and Principal Occupation	Office Held and Date Appointed	Voting Shares Beneficially Owned or over which Control or Direction is Exercised ⁽⁵⁾
J. Patrick Cashion ⁽³⁾ Calgary, Alberta Canada	President and Chief Executive Officer of the Corporation; formerly principal of Cashion Associates, Consultants, 1981 to June 1993; Member of Alberta Securities Commission, 1983-1990; Partner, Collins Barrow, 1979 to 1981.	President since Feb. 1, 1993 Director since Oct. 29, 1992	1,484,448 ⁽¹⁾
Meredith Cashion Calgary, Alberta Canada	Active volunteer in Calgary community over the past twenty-six years.	Director since March 20, 2017.	843,679 ⁽²⁾
David G. Birkby ⁽³⁾⁽⁴⁾ Calgary, Alberta Canada	Business consultant to private equity firms; Chief Executive Officer of Westbridge PET Containers Ltd from 2001 to 2012; General Manager of Yorkbridge Packaging Group Inc from 1997 to 2001; Manufacturing Manager of Graham Packaging Canada Ltd from 1990 to 1997.	Director since April 10, 2012	110,000

**Voting Shares
Beneficially
Owned or over
which Control
or Direction is
Exercised⁽⁵⁾**

Name and Municipality of Residence	Present and Principal Occupation	Office Held and Date Appointed	
Joanne A. Hruska ⁽³⁾⁽⁴⁾⁽⁶⁾ Calgary, Alberta Canada	Finance executive, Investment Manager and ESG consultant. Chartered Financial Analyst with ICD.D designation. Investment Banker with Integral Wealth Securities Limited since 2017. Corporate Strategist and Board Consultant from 2015 to 2017. Investment Manager with Aston Hill Financial from 2004 to 2015.	Director since March 19, 2021	Nil
Timothy H. Rendell Victoria, B.C. Canada	Chief Financial Officer of the Corporation; Chartered Professional Accountant (CPA; CA); Principal of Allegro Management Services providing business management services from 2003 to 2020; President of Summer Equipment Ltd from 2003 to 2005; President of Calgary International Organ Festival from 1997 to 2002.	Chief Financial Officer since August 1, 2012, Director since March 19, 2013	90,000

Notes:

1. Mr. J. Patrick Cashion beneficially owns 1,456,948 Common Shares (23.2%). In addition, a corporation controlled by Mr. Cashion and his spouse Meredith Cashion exercises voting control over 55,000 Common Shares (0.9%). The voting rights of these 55,000 Common Shares are divided equally between Mr. Cashion and his spouse Meredith Cashion in the amount of 27,500 Common Shares each (0.44% each).
2. Meredith Cashion beneficially owns 816,179 Common Shares (13.0%). In addition, a corporation controlled by Mrs. Cashion and her spouse Mr. Cashion exercises voting control over 55,000 Common Shares (0.9%). The voting rights of these 55,000 Common Shares are divided equally between Meredith Cashion and her spouse Mr. Cashion in the amount of 27,500 Common Shares each (0.44% each). In addition, on November 12, 2018, Mrs. Cashion was granted 100,000 options to purchase Common Shares of the Corporation for a period of five years, at an exercise price of \$3.54 per Common Share.
3. Member of the Audit Committee.
4. Member of the Compensation Committee.
5. The Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Effective Date based upon information furnished to the Corporation by the above individuals. The information above does not include Options convertible into Common Shares. There are 200,000 Options outstanding as at the Effective Date comprising 100,000 to a director, Meredith Cashion (Note (2) above), and 100,000 to Darcy Forbes, Vice President and Chief Operating Officer.
6. The Corporation granted 10,697 DSUs to Ms. Hruska for her services as an independent director of the Board.

The proposed directors of the Corporation, as a group, beneficially own, or exercise control or direction over, directly or indirectly, 2,528,127 Common Shares, which is 40.2% of the Common Shares issued and outstanding as at the Effective Date.

The directors listed above will hold office until the next annual meeting of the Corporation or until their successors are elected or appointed.

Corporate Cease Trade Orders

To the knowledge of management, none of those persons who are proposed directors of the Corporation is, or has been within the past ten years, a director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied the company access to any exemptions under Canadian securities legislation for a period of more than 30 consecutive days or after such persons ceased to be a director, chief executive officer or chief financial officer of the company, was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days, which resulted from an event that occurred while acting in such capacity.

Bankruptcies

To the knowledge of management, none of those persons who are proposed directors of the Corporation is, or has been within the past ten years, a director or executive officer of any company, including the Corporation, that, while such 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.

Personal Bankruptcies

To the knowledge of management, none of the persons who are proposed directors of the Corporation have, within the past ten years 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 his assets.

Penalties and Sanctions

To the knowledge of management, none of those persons who are proposed directors of the Corporation have 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 with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

4. Appointment of Auditor

The management of the Corporation intends to nominate MNP for appointment as the auditor of the Corporation. **Unless such authority is withheld, the Management Designees, if named as proxy, intend to vote the Common Shares represented by any such proxy in favour of a resolution appointing MNP as auditor for the Corporation for the next ensuing year,** to hold office until the close of the next annual meeting of Shareholders or until MNP is removed from office or resigns as provided by the Corporation's by-laws, at a remuneration to be fixed by the directors.

5. Approval of Stock Option Plan

In accordance with the policies of the Exchange, which requires annual Shareholder approval of 10% rolling stock option plans (the "**Plan**"), the Corporation will be presenting to the Shareholders for approval the Plan in the form attached as Schedule "A" to this Circular, which was previously approved by the Shareholders of the Corporation on March 8, 2022. By a resolution dated January 27, 2023 the Board approved the Plan and resolved to submit the Plan to the Shareholders for ratification.

The Plan provides that the Board may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers, employees and technical consultants to the Corporation, non transferable Options, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares. Such Options will be exercisable for a period of up to 10 years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to any one person in any twelve month period will not exceed five percent (5%) of the issued and outstanding Common Shares unless the Corporation has obtained disinterested Shareholder approval in respect of such grant and meets applicable Exchange Requirements. In addition: (i) the number of Common Shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding Common Shares; and (ii) the number of Common Shares reserved for issuance to persons providing investor relations activities will not exceed two percent (2%) of the issued and outstanding Common Shares. Options must be exercised within a reasonable period following cessation of the optionee's position with the Corporation, provided that if the cessation was by reason of death, the Option may be exercised within a maximum period of one year after such death, subject to the expiry date of such Option. On May 30, 2022, the Plan was amended to allow option holders to exercise their options on a "Net Exercise" basis. "Net Exercise" is a method of option exercise under which the option holder does not make any payment to the issuer for the exercise of their options and receives on exercise a number of shares equal to the intrinsic value (current market price less the exercise price) of the option valued at the current market price. Under TSXV Policy 4.4, the current market price must be the 5-day volume weighted average trading price prior to option exercise. "Net Exercise" may not be utilized by persons performing investor relations services.

The exercise price of the Options shall be determined by the Board, subject to applicable Exchange approval, at the time any Option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange. Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, or that no vesting restriction shall exist. All Options granted to date have not had vesting restrictions.

The Plan does not specify a fixed and specific maximum number of Common Shares that may be reserved for issuance thereunder (rather 10% of the number of Common Shares that may be outstanding from time to time are reserved for issuance) and is

considered to be a "rolling" stock option plan by TSXV. The policies of the TSXV require that a "rolling" stock option plan receive yearly shareholder ratification at a company's annual general meeting.

On March 8, 2022, shareholders approved amendments to the Plan to allow for "Net Exercise" by the option holders (the "**Amendments**"). On March 14, 2022, the Board approved the Amendments, and TSXV subsequently approved the Amendments on May 30, 2022.

The Shareholders will be asked to consider, and if thought appropriate, to approve and adopt, with or without variation, an ordinary resolution to approve and ratify the Plan (the "**Stock Option Resolution**"). The text of the ordinary resolution to be considered at the Meeting approving the Plan is set forth below:

"BE IT RESOLVED as an ordinary resolution of the Corporation that:

- 1. the 10% rolling stock option plan of the Corporation, in the form attached as Schedule "A" to the management information circular of the Corporation (the "Plan"), which provides that a maximum of 10% of the issued and outstanding shares of the Corporation as at the date of any stock option grant (on a non-diluted basis) are reserved for issuance upon the exercise of stock options be and is hereby authorized, approved, ratified and confirmed; and**
- 2. any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."**

The Stock Option Resolution must be passed by a majority of the votes cast by the Shareholders who vote at the Meeting either in person or by proxy. **The Management Designees, if named as proxy, intend to vote in favour of the Stock Option Resolution.**

6. Other Business

The Corporation's Management is not aware of any other matters to come before the Meeting, other than those set out in the Notice. If other matters come before the Meeting, it is the intention of the Management Designees named in the Instrument of Proxy to vote the same in accordance with their best judgment in such matters.

GENERAL

All matters to be brought before the Meeting require, for the passing of same, a simple majority of the votes cast at the Meeting by the holders of Common Shares. **Unless otherwise directed, it is management's intention to vote proxies in favour of the resolutions set forth herein.**

If a majority of the Common Shares represented at the Meeting should be withheld from voting for the appointment of MNP as the auditor of the Corporation, the Board will appoint another firm of chartered accountants based upon the recommendation of the Audit Committee, which appointment for any period subsequent to the Meeting shall be presented for approval by the Shareholders at the next annual general meeting of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Additional financial information is provided in the Corporation's comparative financial statements and MD&A for the Corporation's most recently completed financial year.

Shareholders may contact the Corporation at (403) 948-7811 to request copies of the Corporation's financial statements and MD&A.

SCHEDULE "A"**STOCK OPTION PLAN****VITREOUS GLASS INC.****1. Purpose**

The purpose of the Stock Option Plan (the "**Plan**") of **VITREOUS GLASS INC.**, a corporation incorporated under the *Business Corporations Act* (Alberta) (the "**Corporation**") is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire common shares in the share capital of the Corporation (the "**Shares**"), thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

2. Administration

The Plan shall be administered by the Board of Directors of the Corporation or by a special committee of the directors appointed from time to time by the Board of Directors of the Corporation pursuant to rules of procedure fixed by the Board of Directors (such committee or, if no such committee is appointed, the Board of Directors of the Corporation, is hereinafter referred to as the "**Board**"). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the directors.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into thereunder, to define the terms used in the Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all participants in the Plan and on their legal personal representatives and beneficiaries.

Each option granted hereunder may be evidenced by an agreement in writing, signed on behalf of the Corporation and by the optionee, in such form as the Board shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

3. Stock Exchange Rules

All options granted pursuant to this Plan shall be subject to rules and policies of any stock exchange or exchanges on which the common shares of the Corporation are then listed and any other regulatory body having jurisdiction hereinafter (hereinafter collectively referred to as, the "**Exchange**").

4. Shares Subject to Plan

Subject to adjustment as provided in Section 16 hereof, the Shares to be offered under the Plan shall consist of common shares of the Corporation's authorized but unissued common shares. The aggregate number of Shares reserved for issue upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding common shares of the Corporation as at the time of grant. If any option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan without being exercised, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

5. Maintenance of Sufficient Capital

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of Shares as will be sufficient to satisfy the requirements of the Plan.

6. Eligibility and Participation

Directors, officers, consultants, and employees of the Corporation or its subsidiaries, and employees of a person or company which provides management services to the Corporation or its subsidiaries ("**Management Company Employees**") shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as "**Participants**"). Subject to compliance with applicable requirements of the Exchange, Participants may elect to hold options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the options were held by the Participant.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of Shares to be subject to each option. In the case of employees or consultants of the Corporation or Management Company Employees, the option agreements to which they are party must contain a representation of the Corporation that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Corporation or its subsidiaries.

A Participant who has been granted an option may, if such Participant is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional option or options if the Board shall so determine.

7. Exercise Price

- a) The exercise price of the Shares subject to each option shall be determined by the Board, subject to applicable Exchange approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange.
- b) Once the exercise price has been determined by the Board, accepted by the Exchange and the option has been granted, the exercise price of an option may be reduced upon receipt of Board approval, provided that in the case of options held by insiders of the Corporation (as defined in the policies of the Exchange), the exercise price of an option may be reduced only if disinterested Shareholder approval is obtained.

8. Number of Optioned Shares

- a) The number of Shares subject to an option granted to any one Participant shall be determined by the Board, but no one Participant shall be granted an option which exceeds the maximum number permitted by the Exchange.
- b) No single Participant may be granted options to purchase a number of Shares that are issuable pursuant to the Plan and any other security based compensation plans adopted by the Corporation (the "**Security Based Compensation Plans**") equalling more than 5% of the issued common shares of the Corporation in any twelve-month period, calculated as at the date any Shares are granted or issued to the Participant, unless the Corporation has obtained disinterested Shareholder approval in respect of such grant and meets applicable Exchange requirements.
- c) Options shall not be granted under the Security Based Compensation Plans if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation, calculated as at the date any Shares are granted or issued to any one consultant of the Corporation in any twelve-month period (or any of its subsidiaries).
- d) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve-month period to all persons employed to provide investor relation activities. Options granted to Consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than $\frac{1}{4}$ of the options vesting in any 3 month period.
- e) The maximum aggregate number of the Shares that are issuable pursuant to the Security Based Compensation Plans granted or issued to insiders (as a group) must not exceed 10% of the issued common shares of the Corporation at any point in time, unless the Corporation has obtained the requisite disinterested Shareholder approval.
- f) The maximum aggregate number of the Shares that are issuable pursuant to all Securities Based Compensation Plans granted or issued in any 12-month period to insiders (as a group) must not exceed 10% of the issued and outstanding common shares of the Corporation, calculated as at the date any securities based compensation is granted or issued to any insider (unless the Corporation has obtained the requisite disinterested Shareholder approval).

9. Duration of Option

Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections 11 and 12, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange. For greater certainty, if the Corporation is listed on the TSX Venture Exchange ("**TSXV**"), the maximum term may not exceed 10 years.

10. Option Period, Consideration and Payment

- a) The option period shall be a period of time fixed by the Board not to exceed the maximum term permitted by the Exchange, provided that the option period shall be reduced with respect to any option as provided in Sections 11 and 12 covering cessation as a director, officer, consultant, employee or Management Company Employee of the Corporation or its subsidiaries, or death of the Participant.
- b) Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.
- c) Subject to any vesting restrictions imposed by the Board, options may be exercised in whole or in part at any time and from time to time during the option period. To the extent required by the Exchange, no options may be exercised under this Plan until this Plan has been approved by a resolution duly passed by the Shareholders of the Corporation.
- d) Except as set forth in Sections 11 and 12, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Corporation or any of its subsidiaries, or a Management Company Employee of the Corporation or any of its subsidiaries.
- e) Subject to the receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Shares with respect to which the option is being exercised, the Participant may elect to exercise his or her Options by one of the following:
 - a. by cash payment, certificated cheque or bank draft for the full purchase price of such Shares with respect to which the option is exercised;
 - b. by "Net Exercise" in accordance with Policy 4.4 of the TSXV – whereby the Options, excluding the Options held by any Investor Relations Service Provider, are exercised without the Participant making any cash payment, so the Corporation does not receive any cash from the exercise of the subject Options, and instead the Participant receives only the number of Shares that is the equal to the quotient obtained by dividing:
 - i. the number of the Shares being exercised multiplied by the difference between the VWAP (as defined below) of the underlying Shares and the exercise price of the subject Options; by
 - ii. the VWAP of the underlying Shares.

"VWAP" means the volume weighted average trading price of the Corporation's Shares on the TSXV calculated by dividing the total value by the total volume of such securities traded for the five trading days immediately preceding the exercise of the subject Option.

No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares of the Corporation unless and until the certificates for Shares issuable pursuant to options under the Plan are issued to him or them under the terms of the Plan.

11. Ceasing To Be a Director, Officer, Consultant or Employee

If a Participant shall cease to be a director, officer, consultant, employee of the Corporation, or its subsidiaries, or ceases to be a Management Company Employee, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within a reasonable time (maximum of 12 months) after the Participant ceases to be a director, officer, consultant, employee or a Management Company Employee.

Nothing contained in the Plan, nor in any option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, consultant, employee or Management Company Employee of the Corporation or of any of its subsidiaries or affiliates.

12. Death of Participant

Notwithstanding section 11, in the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only:

- a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and

- b) if and to the extent that such Participant was entitled to exercise the Option at the date of his death.

13. Withholding

- a) To the extent required under applicable law, the Corporation shall be entitled to take all reasonable and necessary steps, which may include the sale of certain Shares issued upon the exercise of any option granted under the Plan (other than a redemption or purchase for cancellation), or obtain all reasonable or necessary indemnities, assurances, payments or undertakings, to the sole satisfaction of the Corporation, to satisfy any tax remittance obligations of the Corporation or any Subsidiary to any taxing authorities arising in respect of any exercise of any options granted hereby or any other options heretofore granted by the Corporation and the President of the Corporation shall be appointed as the attorney-in-fact for any person granted an option under this Plan to take all such reasonable and necessary steps or Share sales.
- b) Each Participant (or their beneficiaries) shall be responsible for all taxes with respect to any options granted to such Participant under this Plan, whether as a result of the grant or exercise of options or otherwise. The Corporation makes no guarantee to any person regarding the tax treatment of options or payments made under this Plan and none of the Corporation, or any of its employees or representatives shall have any liability to any Participant with respect thereto.

14. Rights of Optionee

No person entitled to exercise any option granted under the 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 certificates representing such Shares shall have been issued and delivered.

15. Proceeds from Sale of Shares

The proceeds from the 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.

16. Adjustments

If the outstanding common shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation or another corporation or entity through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, any adjustments relating to the Shares optioned or issued on exercise of options and the exercise price per Share as set forth in the respective stock option agreements shall be made in accordance to the terms of such agreements.

Adjustments under this Section must be subject to the prior acceptance of TSXV and 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 Share shall be required to be issued under the Plan on any such adjustment.

17. Transferability

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or the extent, if any, permitted by the Exchange. During the lifetime of a Participant any benefits, rights and options may only be exercised by the Participant.

18. Amendment and Termination of Plan

Subject to applicable approval of the Exchange, the Board may, at any time, suspend or terminate the Plan. Subject to applicable approval of the Exchange, the Board may also at any time amend or revise the terms of the Plan; provided that no such amendment or revision shall result in a material adverse change to the terms of any options theretofore granted under the Plan, unless Shareholder approval, or disinterested Shareholder approval, as the case may be, is obtained for such amendment or revision.

19. Necessary Approvals

The ability of a Participant to exercise options and the obligation of the Corporation to issue and deliver Shares in accordance with the Plan is subject to any approvals which may be required from Shareholders of the Corporation and any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any Shares cannot be issued

to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any option exercise price paid to the Corporation will be returned to the Participant.

20. Effective Date of Plan

The Plan has been adopted by the Board of the Corporation subject to the approval of the Exchange and, if so approved, subject to the discretion of the Board, the Plan shall become effective upon such approvals being obtained.

21. Interpretation

The Plan will be governed by and construed in accordance with the laws of the Province of Alberta.

SCHEDULE "B"

AUDIT COMMITTEE CHARTER

VITREOUS GLASS INC. (the "Corporation")

I. *Mandate*

The primary function of the audit committee (the "**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and Shareholders, the Corporation's systems of internal controls regarding finance and accounting and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporation's financial statements.
- Review and appraise the performance of the Corporation's external auditors.
- Provide an open avenue of communication among the Corporation's auditors, financial and senior management and the Board of Directors.

II. *Composition*

The Committee shall be comprised of three (3) directors as determined by the Board of Directors, the majority of whom shall not be officers, employees or control persons of the Corporation or any of the Corporation's affiliates or associates.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Corporation's Charter, the definition of "financially literate" is the ability to read and understand a balance sheet, an income statement and a cash flow statement. The definition of "accounting or related financial management expertise" is the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with Canadian generally accepted accounting principles.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual Shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

III. *Meetings*

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

IV. *Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review

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

2. External Auditors

- a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the Shareholders of the Corporation.

- b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation, consistent with Independence Standards Board Standard 1.
- c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the auditors.
- d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for Shareholder approval.
- f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
- g) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of billings paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

V. *Financial Reporting Processes*

- a) In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
- b) Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- c) Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
- d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

- h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- i) Review certification process.
- j) Establish a procedure for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

VI. *Other*

- a) Review any related party transactions.
- b) Investigating fraud, illegal acts or conflicts of interest.
- c) Discussing selected issues with corporate counsel or the external auditor or management.