



**NOTICE OF ANNUAL AND SPECIAL MEETING OF
SHAREHOLDERS
AND
MANAGEMENT PROXY CIRCULAR**

Meeting Date: Thursday, June 27, 2024 at 11:00 am Atlantic

This management information circular and the accompanying materials require your immediate attention. If you are in doubt as to how to deal with these documents or the matters to which they refer, please consult your financial, legal, tax or other professional advisor.

NEXLIVING COMMUNITIES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting (the “**Meeting**”) of the shareholders (each, a “**Shareholder**” and collectively, the “**Shareholders**”) of NEXLIVING COMMUNITIES INC. (the “**Corporation**”) will be held at the offices of McInnes Cooper, Suite 1300, 1969 Upper Water Street, Halifax, Nova Scotia on **Thursday, June 27, 2024 at 11:00 am AST** for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2023 and the auditors’ report thereon;
2. to elect directors of the Corporation for the forthcoming year;
3. to appoint the auditors of the Corporation for the forthcoming year and authorize the directors to fix their remuneration;
4. to confirm and approve the incentive stock option plan of the Corporation;
5. to confirm and approve the deferred share unit plan of the Corporation; and
6. to transact such other business as may properly be brought before the Meeting.

The specific details of the matters proposed to be put before the Meeting are set forth in the management information circular accompanying and forming part of this notice of meeting (the “**AGM Circular**”).

Only Shareholders of record as of the close of business on May 23, 2024 (the “**Record Date**”) are entitled to receive notice of, and to vote or act at, the Meeting. No person who becomes a Shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

To assure your representation at the Meeting as a registered Shareholder (“**Registered Shareholder**”), please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), no later than **Tuesday, June 25, 2024 at 11:00 am AST**. A Registered Shareholder must return the completed proxy to Computershare as follows:

- (a) by **mail** in the enclosed envelope; or
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

Non-registered Shareholders (“**Non-Registered Shareholders**”) whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 3 of the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive.

DATED MAY 28, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Stavro Stathonikos
Chief Executive Officer

NEXLIVING COMMUNITIES INC.
MANAGEMENT PROXY CIRCULAR

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NEXLIVING COMMUNITIES INC.
MANAGEMENT PROXY CIRCULAR
(as at May 28, 2024, except as indicated)

SOLICITATION OF PROXIES BY MANAGEMENT

This Management Proxy Circular (the “Circular”) is furnished in connection with the solicitation by the management of NexLiving Communities Inc. (the “Corporation”) of proxies to be used at the Annual and Special Meeting (the “Meeting”) of shareholders (each, a “Shareholder” and collectively, the “Shareholders”) of the Corporation to be held at the offices of McInnes Cooper, Suite 1300, 1969 Upper Water Street, Halifax, Nova Scotia on Thursday, June 27, 2024 at 11:00 am (Atlantic), or any adjournment thereof, for the purposes set forth in the accompanying notice of meeting (“Notice of Meeting”). It is expected that the solicitation will be made primarily by mail. However, officers, employees or agents of the Corporation may also solicit proxies by telephone, telecopier, e-mail or in person. The total cost of solicitation of proxies will be borne by the Corporation. Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy-related materials to certain beneficial holders. See “Appointment and Revocation of Proxies – Notice to Beneficial Holders of Shares” below.

INTERNET AVAILABILITY OF PROXY MATERIALS

Rules recently adopted by the Canadian securities administrators, known as the “notice and access” distribution option, allow companies to send to Shareholders a notice to the effect that proxy materials are available via the Internet, rather than mailing full sets of proxy materials to them. This year, the Corporation chose to mail full sets of proxy materials to Shareholders. In the future, the Corporation may take advantage of the “notice and access” distribution option.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of Proxy

Shareholders may be “Registered Shareholders” or “Non-Registered Shareholders”. If common shares of the Corporation (“**Common Shares**”) are registered in the Shareholder’s name, the Shareholder is a “**Registered Shareholder**”. If Common Shares are registered in the name of an intermediary and not registered in the Shareholder’s name, they are said to be owned by a “**Non-Registered Shareholder**” or referred to as “**Beneficial Shareholder**”. An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set forth the different procedures for voting Common Shares at the Meeting to be followed by Registered Shareholders and Non-Registered Shareholders.

The persons named in the enclosed instrument appointing proxy are officers and directors of the Corporation. **Each Shareholder has the right to appoint a person or company (who need not be a Shareholder) to attend and act for him/her at the Meeting other than the persons designated in the enclosed form of proxy.** Shareholders who have given a proxy also have the right to revoke it insofar as it has not been exercised. The right to appoint an alternate proxy holder and the right to revoke a proxy may be exercised by following the procedures set out below under “*Registered Shareholders*” or “*Non-Registered Shareholders*”, as applicable.

If any Shareholder receives more than one (1) proxy or voting instruction form, it is because that Shareholder’s shares are registered in more than one form. In such cases, Shareholders should sign and submit all proxies or voting instruction forms received by them in accordance with the instructions provided.

Registered Shareholders

Registered Shareholders have two methods by which they can vote their Common Shares at the Meeting; namely, in person or by proxy. To assure representation at the Meeting, Registered Shareholders are encouraged to return the proxy included with this Circular. Sending in a proxy will not prevent a Registered Shareholder from voting in person at the Meeting. His or her vote will be taken and counted at the Meeting. Registered Shareholders who do not plan to attend the Meeting or do not wish to vote in person can vote by proxy.

Proxies must be received by the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**") no later than **Tuesday, June 25, 2024 at 11:00 am (Atlantic Time)**. A Registered Shareholder must return the completed proxy to Computershare as follows:

- (a) by **mail** in the enclosed envelope; or
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

The document appointing a proxy must be in writing and executed by the Registered Shareholder or his attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

A Registered Shareholder submitting a form of proxy has the right to appoint a person (who need not be a Shareholder) to represent him or her at the Meeting other than the persons designated in the form of proxy furnished by the Corporation. To exercise that right, the Shareholder must strike out the names of the persons designated on the enclosed proxy and insert the name of the alternate appointee in the blank space provided. In addition, the Shareholder should notify the appointee of the appointment, obtain his or her consent to act as appointee and instruct the appointee on how the Shareholder's shares are to be voted.

Revocation of Proxy

A Registered Shareholder who has submitted a proxy as directed hereunder may revoke it at any time prior to the exercise thereof. If a person who has given a proxy personally attends the Meeting at which that proxy is to be voted, that person may revoke the proxy and vote in person. In addition to the revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or his attorney or authorized agent and deposited with Computershare at any time up to 11:00 a.m. (Atlantic) on June 25, 2024 by mail or by hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or deposited with the Secretary of the Corporation before the commencement of the Meeting, or any adjournment thereof, and upon either of those deposits, the proxy will be revoked.

Non-Registered Shareholders

The information set out in this section is of importance to many Shareholders, as a substantial number of Shareholders do not hold shares of the Corporation in their own name. Shareholders who do not hold their shares of the Corporation in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of shares can be recognized and acted upon at the Meeting or any adjournment(s) thereof. If shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder's name on the records of the Corporation. Those 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 CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms. Shares held by brokers or their nominees can be voted (for or against resolutions or withheld from voting) only upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. Subject to the following discussion in relation to NOBOs (as defined below), the Corporation does not know for whose benefit the shares of the Corporation registered in the name of CDS & Co., a broker or another nominee, are held.

There are two categories of Beneficial Shareholders under applicable securities regulations for purposes of dissemination to Beneficial Shareholders of proxy-related materials and other securityholder materials and requests for voting instructions from such Beneficial Shareholders. Non-objecting beneficial owners ("**NOBOs**") are Beneficial Shareholders who have advised their intermediary (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Corporation, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. Securities legislation restricts the use of that information to matters strictly relating to the affairs of the Corporation. Objecting beneficial owners ("**OBOs**") are Beneficial Shareholders who have advised their intermediary that they object to their intermediary disclosing such ownership information to the Corporation.

NI 54-101 allows the Corporation, in its discretion, to obtain a list of its NOBOs from intermediaries and to use such NOBO list for the purpose of distributing the Notice of Meeting, this Circular and a voting instruction form (“**VIF**”) or form of proxy, as applicable (collectively, the “**Meeting Materials**”) directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Corporation is entitled to deliver Meeting Materials to Beneficial Shareholders in two manners: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Beneficial Shareholders through intermediaries. In accordance with the requirements of NI 54-101, the Corporation is sending the Meeting Materials directly to NOBOs and indirectly through intermediaries to OBOs. The cost of the delivery of the Meeting Materials by intermediaries to Beneficial Shareholders will be borne by the Corporation.

Applicable securities regulations require intermediaries, on receipt of Meeting Materials that seek voting instructions from Beneficial Shareholders indirectly, to seek voting instructions from Beneficial Shareholders in advance of the Meeting. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting or any adjournment(s) thereof. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders; however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. **Beneficial Shareholders who wish to appear in person and vote at the Meeting should be appointed as their own representatives at the Meeting in accordance with the directions of their intermediaries and VIF.** Beneficial Shareholders can also write the name of someone else whom they wish to appoint to attend the Meeting and vote on their behalf. Unless prohibited by law, the person whose name is written in the space provided in the VIF will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in the VIF or this Circular. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails a VIF in lieu of a form of proxy. Beneficial Shareholders are requested to complete and return the VIF to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free telephone number to vote the shares held by them or access Broadridge’s dedicated voting website at <https://central-online.proxyvote.com> to deliver their voting instructions. Broadridge will then provide aggregate voting instructions to the Corporation’s transfer agent and registrar, which will tabulate the results and provide appropriate instructions respecting the voting of shares to be represented at the Meeting or any adjournment(s) thereof.

Exercise of Discretion by Proxies

The persons named in the accompanying form of proxy will vote the shares in respect of which they are appointed, on any ballot that may be called for, in accordance with the instructions of the Shareholder as indicated on the proxy. In the absence of such specification, such shares will be voted FOR all matters referred to on the form of proxy. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting or any adjournment thereof. As of the date hereof, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, it is the intention of the person named in the enclosed proxy to vote in accordance with the recommendations of the management of the Corporation.

Voting Shares

The authorized capital of the Corporation consists of an unlimited number of common shares and an unlimited number of preferred shares, issuable in series, of which 16,464,483 common shares are issued and outstanding as of the date hereof. There are no preferred shares outstanding as of the date hereof. Upon closing of the Devcore Transaction (as defined below), an aggregate of up to 16,490,933 common shares in the capital of the Corporation will be issued to 8985979 Canada Inc. and Devcore Group Inc., as may be adjusted in accordance with the purchase agreement. Each common share entitles the holder thereof to one vote. The Corporation has fixed May 23, 2024 as the record date (the “**Record Date**”) for the purpose of determining Shareholders entitled to receive notice of, and vote at, the Meeting. Pursuant to the *Canada Business Corporations Act*, the Corporation is required to prepare, no later than ten days after the Record Date, an alphabetical list of Shareholders entitled to vote as of the Record Date that shows the number of shares held by each Shareholder. A Shareholder whose name appears on the list referred to above is entitled to vote the shares shown opposite his or her name at the Meeting. A Shareholder of record on the Record Date will be entitled to vote those shares included in the list of Shareholders entitled to vote at the Meeting, even though the Shareholder may subsequently dispose of his or her shares. No Shareholder who has become a Shareholder after the Record Date will be entitled to attend or vote at the Meeting or any adjournment(s) thereof. The list of Shareholders is available for inspection during usual business hours at the offices of Computershare Investor Services Inc.,

1500 Robert-Bourassa Blvd, 7th Floor, Montreal, Quebec, being the place where the Corporation's central securities register is maintained.

Quorum

Two (2) persons present in person or by proxy holding in the aggregate at least five percent (5%) of the outstanding shares and each entitled to vote at the Meeting will constitute a quorum at the Meeting.

Principal Shareholders

Sheaco Holdings Inc., a company controlled by Jamie Shea and Sarah Shea, owns, directly or indirectly, or exercises control or direction over, 11.39% of the voting rights attached to all outstanding Common Shares of the Corporation. As of the date hereof, to the best knowledge of the Corporation, no other shareholder owns, directly or indirectly, or exercises control or direction over, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Corporation.

As approved by shareholders at a meeting on April 3, 2024, the Corporation has proposed a merger (the "**Devcore Transaction**") between the Corporation, 8985979 Canada Inc. and Devcore Group Inc. as more fully described in the management information circular and notice of special meeting dated March 7, 2024 and filed on SEDAR+ at www.sedarplus.ca under the Corporation's profile (the "**Devcore MIC**"). The Corporation expects to complete the Devcore Transaction in the coming weeks in late Q2 or early Q3. Upon completion of the Devcore Transaction, 8985979 Canada Inc., a company controlled by Jeff York and Jean-Pierre Poulin, will own, directly or indirectly, or exercise control or direction over 49% of the voting rights attached to all outstanding Common Shares of the Corporation (subject to adjustment pursuant to the purchase agreement). As a result, Sheaco Holdings Inc. will cease to be a principal shareholder after giving effect to the Devcore Transaction.

BUSINESS TO BE TRANSACTED AT THE MEETING

Presentation of Financial Statements

The financial statements of the Corporation, the auditor's report thereon and management's discussion and analysis for the year ended December 31, 2023, are filed on SEDAR+ under the Corporation's profile and will be presented to the Shareholders at the Meeting.

Election of Directors

Further to a purchase agreement (the "**Purchase Agreement**") among the Corporation, 8985979 Canada Inc. and Devcore Group Inc. (the "**Sellers**") dated January 21, 2024, the Corporation will acquire a portfolio of multi-family real estate assets from the Sellers consisting of 991 units located in Ontario and Quebec with an appraised value of \$224 million, in exchange for approximately 49% of the Corporation's issued and outstanding common shares on closing and the Corporation's assumption of approximately \$166 million in mortgage principal (the "**Devcore Transaction**"). Further details regarding the Devcore Transaction can be found in the Corporation's new release dated April 3, 2024 and the notice of special meeting and management information circular dated March 7, 2024, each available under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

The Board currently consists of seven (7) members being, Michael Anaka, William Hennessey, Drew Koivu, Andrea Morwick, David Pappin, Dr. Brian Ramjattan and Richard Turner (the "**Incumbent Board**"). Upon completion of the Devcore Transaction, and in accordance with the Purchase Agreement, the Board of the Corporation (the "**Resulting Issuer**") is proposed to consist of seven (7) members, being Michael Anaka, William Hennessey, Richard Turner, Jeff York, Jean-Pierre Poulin, Francis Pomerleau and Stavro Stathonikos (the "**Alternate Board**").

The Board has proposed that the Incumbent Board be nominated for re-election at the Meeting and has proposed that the Alternate Board be elected at the Meeting to replace the Incumbent Board conditional on the completion of the Devcore Transaction. In the event that the Devcore Transaction is not completed, each member of the Incumbent Board will continue to hold office until the next annual general meeting of shareholders or until their successor is duly elected or appointed, unless such office is earlier vacated in accordance with the Articles or such director becomes disqualified to act as a director pursuant to the *Canada Business Corporations Act*.

Michael Anaka, Richard Turner and Bill Hennessey form part of the Incumbent Board and Alternate Board. If all proposed directors consisting of the Incumbent Board and Alternate Board are elected at the Meeting, upon closing of the Devcore Transaction: (a) Richard Turner will resign as Chair of the Board and become Vice Chair of the Board; (b) Drew Koivu, Andrea Morwick, David Pappin and Dr. Brian Ramjattan will step down as directors of the Resulting Issuer; and (c) Jeff York, Jean-Pierre Poulin, Francis Pomerleau and Stavro Stathonikos will be appointed as new directors of the Resulting Issuer. In accordance with the Purchase Agreement, the Alternate Board will appoint Jeff York as the Chair of the Board.

In the absence of instructions to the contrary, common share represented by the proxies hereby solicited will be voted FOR the Incumbent Board and the Alternate Board, condition on the completion of the Devcore Transaction, nominees listed in this Circular. Management does not contemplate that any of nominees of either the Incumbent Board or the Alternate Board will be unable to serve as a director of the Corporation, but if that should occur for any reason prior to the Meeting, the persons designated in the enclosed instrument appointing proxy will have the right to use their discretion in voting for a properly qualified substitute.

Incumbent Board Nominees

The following table sets forth a brief description of each of the proposed Directors of the Incumbent Board, including their name and province or state and country of residence, their principal occupation during the last five years and the number of Common Shares they each beneficially owned, or controlled or directed, directly or indirectly, as of the date of this Circular. The information contained herein is based upon information furnished by the respective individuals.

Name, municipality of residence and position with the Corporation	Principal Occupation	Director Since	Shares Owned, Controlled or Directed
Dr. Brian Ramjattan, Newfoundland, Canada	President and CEO of Miranda Management	2018	507,184
Mike Anaka Nova Scotia, Canada	Executive Vice Chair of NexLiving Communities Inc.	2018	210,578 ⁽¹⁾
Richard Turner British Columbia, Canada	Board Chair and CEO of TitanStar Investment Group Inc.	2018	180,744 ⁽²⁾
Drew Koivu Ontario, Canada	Principal, Multi-residential Sales, AvisonYoung	2018	123,045 ⁽³⁾
David Pappin Nova Scotia, Canada	Partner RECan Global GMBH and President PG Asset Management	2018	57,140
William Hennessey New Brunswick, Canada	Managing Director of Colliers East	2021	75,000
Andrea Morwick Ontario, Canada	Vice President of Trading & Operations, Viking Capital Corp.	2022	0

(1) 139,238 shares are held by THLA Services Ltd., a company owned by Mr. Anaka and his spouse, 35,417 shares are held by Tando Enterprises Inc., a company owned by Mr. Anaka and his spouse, 20,833 shares are held by C.R. Ventures Inc., a company 50% owned by Mr. Anaka, and 5,000 shares are held by Mr. Anaka's spouse.

(2) 68,182 shares are held by Turner Family Limited Partnership and 32,812 shares are held by Titanstar Investment Group Inc.

(3) 86,880 shares are held by Holden Henry Holdings Inc., a company owned by Mr. Koivu and his spouse.

Michael T. Anaka, ICD.D – Mr. Anaka is a business executive based in Dartmouth, Nova Scotia. He has extensive experience in corporate finance, mergers and acquisitions, operating efficiencies and effectiveness, and capital structure. Prior to joining NexLiving, Mike served in a number of leadership roles with PricewaterhouseCoopers LLP including Managing Partner, Atlantic Canada. During his career, Mike has served public and private companies ranging from start-ups to multi-national enterprises. He has served on the board of directors for early stage public companies including Silver Tiger Metals Inc. (SLVR.V) and significant private entities such as Irving Oil Limited.

William Hennessey – Mr. Hennessey brings a deep knowledge of the Atlantic real estate market, and expertise in secondary markets, through his position as Managing Director for Colliers' and as a member of Colliers National multi-family team. He has a strong track record as a real estate entrepreneur, owner and operator having recently completed a 150-unit luxury condo,

rental and boutique hotel concept in downtown Moncton. Mr. Hennessey was inducted into the Atlantic Canada CEO Hall of Fame in 2023 and has been recognized as Atlantic Canada's Top 50 CEOs for the past 3 years for his leadership, community, involvement and business growth. He is an Executive Board Member for the Greater Moncton Chamber of Commerce, an active member on philanthropic boards, including the Crossroads for Women Capital Campaign, Donor Relations – Friends of the Moncton Hospital and the Keep the Kay Arena campaign, and is a member of the Capital Campaign for Atlantic Wellness, an organization that provides free mental health services for youth in Southeast New Brunswick.

Drew Koivu – Mr. Koivu is Principal, Multi-residential, Sales at Avison Young, a full-service commercial real estate services firm. Mr. Koivu is also the President of Birch Tree Developments, which acquires land in the Greater Toronto area to rezone and develop purpose built rental apartment projects. He has over 30 years multi-residential brokerage experience. He was responsible for over \$2.0B in transactions over his career. Mr. Koivu was instrumental in the Milestone Apartment REIT listing, the largest US focused REIT on the TSX. Mr. Koivu has been owner and operator of an apartment portfolio since 1993.

Andrea Morwick – Ms. Morwick is Vice President of Trading & Operations at Viking Capital Corp., a Toronto-based Hedge Fund. Ms. Morwick has over 2 decades of Capital Markets experience, most recently at Canaccord Genuity as Senior Client Coverage in Investment Banking, while the majority of her career was spent at Bank of America Merrill Lynch where she was Managing Director, Head of their Canadian Equity Sales Trading Desk, and member of the Equity Operating Committee. She began her career on the buy-side, which included several years at CI Financial. Ms. Morwick is an active member of Women in Capital Markets and was the recipient of their Executive Coaching Award. Ms. Morwick is also a member of International Women's Forum (IWF) as well as Women Get on Board (WGOB) and is a certificate holder of their Board program. Ms. Morwick holds an Honours Degree in Economics from Queen's University, is a Chartered Financial Analyst (CFA), a Chartered Investment Manager (CIM) and is a graduate from the Harvard Business School Women's Leadership Program.

David Pappin – Mr. Pappin has been actively participating in the commercial real estate business in Canada for 30 years. His career began within a National Brokerage Firm, specializing in Industrial Sales and Leasing in an agent capacity. From this beginning Mr. Pappin moved into Senior Management responsible for a business unit of the same brokerage firm in Toronto. An opportunity presented itself in 2000 to acquire a multifaceted real estate service business which included a Commercial component active within the Atlantic Canada Marketplace. Mr. Pappin, with his partners grew this business substantially and he subsequently sold his interest in this business in 2006. At this point in his career, Mr. Pappin moved into the Advisor Business assuming responsibility for sourcing and completing all investments within all investment fund vehicles across the Country. Mr. Pappin has completed numerous acquisitions, joint ventures and development transactions over his career and was instrumental in growing a new open fund to an AUM in excess of \$1B in two years.

Dr. Brian Ramjattan – Dr. Ramjattan is the President and CEO of Miranda Management, a privately held real estate investment company specializing in identifying undervalued properties and increasing their value through lease restructuring and repurposing. He is also the President and CEO of Canadian AV Inc., one of the largest AV companies in Atlantic Canada, and a director of Work Global Canada, a national recruitment and immigration firm specializing in accessing foreign workers. Dr. Ramjattan has been a family doctor for 30 years, and he is the President and CEO of First Line Medical Services Inc., a company that conducts clinical trials to develop pharmaceuticals. He is also a Clinical Associate Professor at Memorial University in the Discipline of Faculty Medicine.

Richard Turner, ICD.D – Mr. Turner is President, Board Chair and Chief Executive Officer of TitanStar Investment Group Inc., a private company engaged in the provision of private equity capital to midmarket businesses and capital for real estate developments and acquisitions. Mr. Turner is currently a Trustee of Nova Net Lease REIT (TSX:NNL.UN) and serves on the HR, Compensation and Governance Committee. Mr. Turner was Board Chair of a number of private and public companies, including Board Chair and Audit Committee Chair of Invesque Inc. (TSX:IVQ); Director and Audit Committee member of WesternOne Inc. (TSX:WEQ) and Director and Audit Committee Chair of Vancouver Fraser Port Authority; Board Chair of Pure Industrial REIT (TSX:AAR.UN); Director and Audit Committee Chair of the Organizing Committee of the Vancouver 2010 Olympic Winter Games (VANOC); Board Chair of the Insurance Corporation of BC; Board Chair of the British Columbia Lottery Corporation; Board Chair and Governor of the Vancouver Board of Trade; Governor of the B.C. Business Council and director, President and Chief Executive Officer of the operating subsidiary of IAT Air Cargo Facilities Income Fund, a business involved in the development and management of real estate at airports. Mr. Turner serves as the Honorary Consul for the Hashemite Kingdom of Jordan in Vancouver. In 2003, Mr. Turner received H.R.H. Queen Elizabeth's Golden Jubilee Award for public service in Canada. Mr. Turner holds a Bachelor of Commerce in Finance from the University of British Columbia and holds the ICD.D designation.

The information as to shares beneficially owned or over which the above-named individuals exercise control or direction is not within the knowledge of the Corporation and has been furnished by the respective nominees individually as of May 28, 2024.

Alternate Board Nominees

The following table sets forth a brief description of each of the proposed Directors of the Alternate Board not included in the Incumbent Board described above, including their name and province or state and country of residence, their principal occupation during the last five years and the number of Common Shares they each beneficially owned, or controlled or directed, directly or indirectly, as of the date of this Circular. The information contained herein is based upon information furnished by the respective individuals.

Name, municipality of residence and position with the Corporation	Principal Occupation	Director Since	Shares Owned, Controlled or Directed
Jeff York Ontario, Canada	Chief Executive Officer of Altea Active	N/A	62,500
Jean-Pierre Poulin Quebec, Canada	Chief Executive Officer of Devcore Group Inc.	N/A	Nil.
Francis Pomerleau Ontario, Canada	Director of the Board of Directors of Pomerleau	N/A	Nil.
Stavro Stathonikos Ontario, Canada	Chief Executive Officer of NexLiving Communities Inc.	N/A	158,900

Jeff York – Mr. York is a shareholder and a director of 8985979 Canada Inc., Chairman of Focus Graphite Inc. (TSX-V) and CEO of Altea Active. Previously, Mr. York was the co-CEO at Farm Boy Inc., where he was instrumental in the scaling of the business and ultimate sale to Empire Co. Ltd. for approximately \$800 million in 2018. Prior to this, Mr. York was the President of Giant Tiger Stores Limited and was instrumental in the sustained growth the company experienced during his leadership. Mr. York holds a degree from Princeton University. Mr. York is also a member of the board of directors of Stria Lithium Inc. (TSX-V), Braille Energy Systems Inc. (TSX-V), and Grocery Outlet Holding Corp. (NASDAQ).

Jean-Pierre Poulin – Mr. Poulin is the founder and Chief Executive Officer of Devcore Group Inc. He has played a pivotal role in the acquisition, development and construction of assets valued at close to \$500 million in Quebec and Ontario. Mr. Poulin also serves as Executive Chairman of 1VALET, a company renowned for its intelligent building technology. With a tenure of eight years as its chief executive officer, he has overseen the successful implementation of 1VALET's innovative Building Operating Systems (BOS) across North America.

Francis Pomerleau – Mr. Pomerleau is the Director of Pomerleau's Board of Directors and is the company's former Chief Executive of National Strategies. In his previous role, he led the national business development, government relations and reputation management strategies to increase awareness of Pomerleau's value proposition. In 2018, Francis became Chief Executive - Talent, Culture and Leadership, to help meet the growing needs of the organization in the face of a shortage of skilled labour in the industry. Mr. Pomerleau has been involved in numerous construction industry associations in Canada, in particular the Canadian Construction Association (CCA), where he chaired the General Contractors Council for two years. Mr. Pomerleau holds a Bachelor of Civil Engineering degree from Polytechnique Montréal and in 2000, he obtained a Master's in Business Administration from the International Institute for Management Development (IMD) in Lausanne, Switzerland.

Stavro Stathonikos – Mr. Stathonikos is the Chief Executive Officer of the Corporation. He has over 15 years of capital markets experience in corporate finance, mergers & acquisitions and restructurings. Prior to joining NexLiving, he was an Executive Director with CIBC Capital Markets where he was involved in capital raising transactions for a broad range of public and private Canadian corporations. Prior to CIBC, Mr. Stathonikos was in the M&A investment banking group at RBC Capital Markets where he advised on over \$52 billion of public and private M&A transactions. Mr. Stathonikos has a Bachelor of Commerce with Distinction from the University of Calgary and is a CFA Charterholder.

The information as to shares beneficially owned or over which the above-named individuals exercise control or direction is not within the knowledge of the Corporation and has been furnished by the respective nominees individually as of May 28, 2024.

Cease Trade Orders, Corporate and Personal Bankruptcies, Penalties and Sanctions

To the knowledge of the Corporation, none of the foregoing nominees for election as a director (Incumbent Board or Alternate Board):

- (a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:
 - (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
 - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.

None of the foregoing nominees for election as director (Incumbent Board or Alternate Board) has been subject to:

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

Appointment of Auditors

PricewaterhouseCoopers LLP, Chartered Accountants, will be nominated at the Meeting for appointment as auditors of the Corporation.

It is intended that all proxies received will be voted in favour of the appointment of PricewaterhouseCoopers, LLP as auditor of the Corporation, unless a proxy contains instructions to withhold the same from voting. Greater than 50% of the votes of Shareholders present in person or by proxy are required to approve the appointment of PricewaterhouseCoopers, LLP as auditor of the Corporation.

Annual Approval of Incentive Stock Option Plan

Introduction

The Board of Directors and Shareholders of the Corporation approved a 10% “rolling” amended and restated stock option plan on May 25, 2023 and June 27, 2023, respectively (the “**Stock Option Plan**” or the “**Plan**”). The rules of the TSX Venture Exchange (“TSX-V”) provide that a stock option plan must be re-approved by shareholders every year. At the Meeting, Shareholders will be asked to approve the ordinary resolution attached as Schedule “A” hereto to confirm and approve the Plan.

The purpose of the Plan is to attract and retain employees, officers and directors and to motivate them to advance the interests of the Corporation by affording them the opportunity to acquire an equity interest in the Corporation through options granted under the Plan to purchase Common Shares. The Plan is expected to benefit the Shareholders by enabling the Corporation to attract and retain personnel of the highest caliber by offering to them an opportunity to share in any increase in the value of the Common Shares to which they have contributed.

The following information is intended as a brief description of the Plan and is qualified in its entirety by reference to the Plan itself, which is attached as Schedule "B" to the Corporation's management information circular dated May 25, 2023 filed on SEDAR+ at www.sedarplus.ca under the Corporation's profile and is incorporated herein by reference. In addition, upon request, the Corporation will promptly provide a copy of the Plan free of charge to any Shareholder. To request a copy of the Plan, Shareholders should contact Stavro Stathonikos at NexLiving Communities Inc., 45 Alderney Dr., Suite 1805, Dartmouth, NS, B2Y 2N6, Telephone (902) 483-2308. Capitalized terms used in this section but not defined herein shall have the meaning assigned to them in the Plan.

Summary of the Plan

The Plan is administered by the Board of Directors of the Corporation. The Plan is a 10% rolling plan pursuant to Policy 4.4 of the TSX-V, subject to annual Shareholder approval. The Plan is subject to a 10% rolling limit across all of the Corporation's security-based compensation plans, including the DSU Plan.

Eligible persons entitled to be issued stock options under the Plan are any director, officer, employee, consultant or any other person or entity engaged to provide ongoing services to the Corporation.

The aggregate number of Common Shares that may be reserved for issuance under the Plan and all other security-based compensation plans of the Corporation, including the DSU Plan, shall not exceed ten percent (10%) of the issued and outstanding Common Shares of the Corporation from time to time. The number of Common Shares subject to an option to a participant are determined by the Board of Directors, but no participant shall be granted an option which exceeds the maximum number of shares permitted by the TSX-V or any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction.

The total number of Common Shares to be optioned under the Plan are subject to the following restrictions:

- a) the total number of shares reserved for issuance upon the exercise of options by any one person cannot exceed, during any twelve-month period, 5% of the number of outstanding shares of the Corporation;
- b) the total number of shares reserved for issuance upon the exercise of options by any one consultant cannot exceed, during any twelve-month period, 2% of the number of outstanding shares of the Corporation;
- c) the total number of shares reserved for issuance upon the exercise of options to all persons conducting investor-relation activities, whether under the Plan or any other stock option plan, cannot exceed, during any twelve-month period, 2% of the number of outstanding shares of the Corporation; and
- d) the grant to insiders of the Corporation, as a group (as such term is defined under the policies of the TSX-V), within a twelve-month period, of an aggregate number of options must not exceed 10% of the issued and outstanding shares of the Corporation at the date an option is granted to any insider, unless the approval of the disinterested Shareholders of the Corporation is obtained.

The exercise price of the Common Shares covered by each option is determined by the Board of Directors, provided that the exercise price shall not be less than the price permitted by the TSX-V or any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction.

The maximum term of an option is ten (10) years, provided that participant's options expire ninety (90) days after his ceasing to act for the Corporation, except upon the death of a participant, in which case his estate shall have twelve (12) months in which to exercise the outstanding options.

No options are transferable or assignable.

Subject to the approval of the TSX-V and shareholder approval as required pursuant to the policies of the TSX-V, the Board of Directors has the discretion to amend or terminate the Plan; provided however, no amendment shall alter the terms of any outstanding options without the consent of the optionees concerned.

Vesting

At the time of granting an option, the Board of Directors, at its discretion, may set a “vesting schedule”, that is, one or more dates from which an option may be exercised in whole or in part. If the Board of Directors does not set such a schedule at the time of granting an option, the option may be exercised in whole or in part immediately in respect of all of the Shares under option. However, an option granted to a consultant performing investor relations activities Investor Relations Service Provider (as the term is defined by TSX-V policies) must vest in stages over twelve (12) months with no more than one quarter (1/4) of the options vesting in any three-month period. There can be no acceleration of vesting requirements applicable to stock options granted to an optionee engaged in Investor Relations Service Provider without the prior written approval of the TSX-V.

Exercise Price

The option prices are fixed by the Board of Directors of the Corporation at the time of granting an option. The option price for the Shares shall not be less than the closing price of the Shares on the TSX-V on the business day immediately preceding the day on which the option is granted (“**Market Price**”), less the maximum discount permitted under the policies of the TSX-V.

In the event that the Shares did not trade on the TSX-V on the day of calculating the Market Price, the Market Price shall mean the weighted average trading price of the Shares on the TSX-V, for the last five (5) days on which the Shares traded on the TSX-V immediately prior to the day on which the option is granted. In the event that the Shares are not listed or posted for trading on the TSX-V, the Market Price shall be the fair market value of the Shares as determined by the Board of Directors in its discretion.

In the event that the Corporation proposes to reduce the exercise price of an option held by an insider of the Corporation (as such term is defined under TSX-V policies), such reduction shall be subject to the approval of the disinterested shareholders of the Corporation.

Effect of Termination of Employment or Office or Death

If an optionee becomes, in the determination of the Board of Directors, permanently disabled while employed by the Corporation or while a director or management company employee thereof or a consultant thereto, any option or unexercised part thereof granted to such optionee may be exercised by the optionee only for that number of Shares which he was entitled to acquire under the option at the time of the occurrence of his permanent disability. Such option shall be exercisable within ninety (90) days after the occurrence of the optionee’s permanent disability or prior to the expiration of the term of the option, whichever occurs earlier, subject to the condition that if the optionee was engaged in investor relations activities for the Corporation, such option shall be exercisable within thirty (30) days after the occurrence of such permanent disability or prior to the expiration of the term of the option, whichever occurs earlier.

If an optionee dies while employed by the Corporation or while a director or management company employee thereof or a consultant thereto, any option or unexercised part thereof granted to such optionee may be exercised by the person to whom the option is transferred by will or the laws of succession only for that number of Shares which he was entitled to acquire under the option at the time of his death. Such option shall be exercisable within one (1) year after the optionee’s death or prior to the expiration of the term of the option, whichever occurs earlier.

Upon an optionee’s employment, office or directorship or consulting services with the Corporation terminating or ending for serious reason, no option or unexercised part thereof granted to such optionee may be exercised by him.

Upon an optionee’s employment, office or directorship or consulting services with the Corporation terminating or ending otherwise than by reason of death, permanent disability or termination for serious reason, any option or unexercised part thereof granted to such optionee may be exercised by him only for that number of Shares which he was entitled to acquire under the option at such time to the extent applicable. Any such “vested” option shall be exercisable within ninety (90) days after such date, within a reasonable longer period as determined by the Board of Directors in its sole discretion, or prior to the expiration of the term of the option, whichever occurs earliest, after which the option is null and void.

Existing Stock Options

As at December 31, 2023, the Corporation had stock options outstanding that were exercisable to acquire in the aggregate 52,500 Common Shares.

Annual Approval of Deferred Share Unit Plan

Introduction

The Board of Directors and Shareholders of the Corporation approved an amended and restated deferred share unit plan on May 25, 2023 and June 27, 2023, respectively (the “**DSU Plan**”). The rules of the TSX Venture Exchange (“TSX-V”) provide that a DSU must be re-approved by shareholders every year. At the Meeting, Shareholders will be asked to approve the ordinary resolution attached as Schedule “B” hereto to confirm and approve the DSU Plan.

The DSU Plan was adopted for the benefit of employees, officers and directors of the Corporation and related entities of the Corporation (as defined in National Instrument 45-106 – *Prospectus Exemptions*) designated for the purposes of the DSU Plan (collectively, “**Participants**”). The purpose of the DSU Plan is to enhance the Corporation’s ability to attract and retain talented individuals to serve as employees, officers and directors and to promote a greater alignment of interests between the employees, officers and directors and the shareholders of the Corporation by linking the compensation of employees, officers and directors to the future value of the Common Shares of the Corporation.

The following information is intended as a brief description of the DSU Plan and is qualified in its entirety by reference to the Plan itself, which is attached as Schedule “D” to the Corporation’s management information circular dated May 25, 2023 filed on SEDAR+ at www.sedarplus.ca under the Corporation's profile and is incorporated herein by reference. In addition, upon request, the Corporation will promptly provide a copy of the DSU Plan free of charge to any Shareholder. To request a copy of the DSU Plan, Shareholders should contact Stavro Stathonikos at NexLiving Communities Inc., 45 Alderney Dr., Suite 1805, Dartmouth, NS, B2Y 2N6, Telephone (902) 483-2308. Capitalized terms used in this section but not defined herein shall have the meaning assigned to them in the DSU Plan.

Administration of DSU Plan

The DSU Plan provides that Participants may elect to receive all or a portion of their annual compensation or bonus compensation, if any, in deferred share units (“**DSUs**”). The election, if it is made, must be for a minimum of 10%, or a multiple thereof, of such compensation in DSUs. The number of DSUs received is equal to the amount of compensation elected to be received in DSUs, divided by the volume-weighted average trading price of the Common Shares on the TSX-V for the 5 trading days immediately prior to the payment date (“**Market Value**”). In addition, the Board has the authority to make discretionary awards of DSUs to Participants under the DSU Plan.

In the event that a dividend is paid on the Shares while DSUs are outstanding, each Participant who has received DSUs will be allocated additional DSUs equal to the total amount of dividends paid on the number of Shares which is equal to the number of DSUs received by such Participant, as the case may be, divided by the Market Value of a Share as at the dividend payment date. If there is an insufficient number of Shares available for issuance, the Corporation is permitted to make payment to the Participant in substitution of the Shares, to satisfy its obligations, equal to the Market Value of the Shares on the TSX-V on the date on which the dividends were paid on the Shares.

“**Market Value**” means the volume-weighted average trading price of a Common Share on the TSX-V for the five (5) consecutive trading days immediately prior to the date as of which Market Value is determined. If the Shares are not trading on the TSX-V, then the Market Value shall be determined based on the trading price on such stock exchange or over-the-counter market on which the Shares are listed and posted for trading as may be selected for such purpose by the Committee. In the event that the Shares are not listed and posted for trading on any stock exchange or over-the-counter market, the Market Value shall be the fair market value of such Shares as determined by the Committee in its sole discretion.

Each DSU represents the right of the Participant to receive, after his or her death, resignation, termination with or without cause or retirement, that number of Common Shares representing the DSUs then held by such Participant. If the date of the termination event occurs during a trading blackout period applicable to the Participant under the Corporation’s policies, the date of the termination event will be treated as having been extended to the close of business on the 10th business day following the expiration of the blackout period. Under the DSU Plan, the Corporation is authorized to withhold any amounts required to be withheld or deducted under applicable taxation or other laws. If applicable, DSUs will cease vesting on the date of the termination event (except in the case of termination without cause or death, as described above).

Each Participant in the DSU Plan will have a DSU account to record all awards of DSUs and, if applicable, the vesting of DSUs.

Maximum Number of Shares Issued

The maximum aggregate number of Common Shares underlying the Deferred Share Units outstanding at any time under the DSU Plan, when combined with any Common Shares reserved for issuance or subject to stock options under all of the Corporation's other security-based compensation plans, shall not exceed ten percent (10%) of the number of issued and outstanding Common Shares at such time. As of December 31, 2023, the maximum number of Common Shares available for issuance under all of the Corporation's security-based compensation plans, including the DSU Plan, is 1,063,998.

The DSU Plan provides that the maximum number of Common Shares issuable to insiders (as that term is defined by the TSX-V), as a group, pursuant to the DSU Plan, together with any Common Shares issuable pursuant to any other security-based compensation arrangement of the Corporation, at any time, will not exceed 10% of the total issued and outstanding Common Shares, unless the Corporation has obtained the requisite disinterested Shareholder approval. In addition, the maximum number of Common Shares issued to insiders, as a group, under the DSU Plan, together with any Common Shares issued to insiders pursuant to any other security-based compensation arrangement of the Corporation, within any one year period, will not exceed 10% of the total issued and outstanding Common Shares, unless the Corporation has obtained the requisite disinterested Shareholder approval.

The DSU Plan further provides that the maximum number of Common Shares issuable to any one consultant (as that term is defined by the TSX-V) pursuant to the DSU Plan, together with any Common Shares issuable pursuant to any other security-based compensation arrangement of the Corporation, shall not exceed, in any one year period, 2% of the number of issued and outstanding Common Shares at the time the DSU is granted to the consultant.

Similarly, the DSU Plan provides that the maximum number of Common Shares issuable to any one person pursuant to the DSU Plan, together with any Common Shares issuable pursuant to any other security-based compensation arrangement of the Corporation, shall not exceed, in any one year period, 5% of the number of issued and outstanding Common Shares at the time the DSU is granted, unless the Corporation has obtained the requisite disinterested Shareholder approval.

Vesting

The Board, on recommendation of the Committee, shall determine the vesting schedule for DSUs awarded pursuant to the DSU Plan; provided that, if the vesting schedule is not so determined by the Board, one-third (1/3) of such DSUs shall vest upon each of the first, second and third anniversaries of the Award Date.

Unless otherwise determined by the Board, such DSUs shall cease to vest on the Separation Date and any DSUs which have not vested on the Separation Date shall be cancelled. "**Award Date**" means a date determined by the compensation committee of the Board or, if there is no compensation committee, a date determined by the Board. "**Separation Date**" means the date that a Participant ceases to be an employee, director, officer and/or consultant by reason of his or her death, resignation, termination with or without cause or retirement from, or loss of office as, an employee, a director and/or officer.

Notwithstanding the foregoing, unless otherwise determined by the Board at or after the Award Date, (i) any DSUs outstanding immediately prior to the occurrence of a Change in Control, but which are not then vested, shall become fully vested upon the occurrence of a Change in Control, and (ii) any DSUs outstanding immediately prior to a Separation Date relating to the death or termination without cause of a Participant, but which are not then vested, shall be fully vested as of the day immediately prior to the Separation Date. The Board may, in its absolute discretion at any time, otherwise shorten the vesting period of all or any unvested DSUs of a Participant provided that no DSUs may vest before one year from the date of issuance or grant to the Participant.

Expiry and Termination

Each vested DSU held by a Participant who ceases to be an employee, director, officer, consultant or management company employee shall be redeemed by the Corporation effective as of the Separation Date for DSU Plan Shares issued from treasury, certificates for which shall be delivered on such date or dates as the Corporation determines, which shall be no later than the date that is three months following the Separation Date.

In the event that the Participant's Separation Date falls on or within ten (10) business days of the expiration of a Blackout Period applicable to such Participant, then notwithstanding the foregoing, the Separation Date shall be extended to the close of business on the tenth business day following the expiration of the Blackout Period. "**Blackout Period**" means a period when a Participant is prohibited from trading in the Corporation's securities pursuant to (i) the Corporation's written policies then applicable or (ii) a notice in writing to a Participant by a senior officer or a director of the Corporation.

Each DSU held by a Participant must be redeemed by the Corporation within ten (10) years of grant for DSU Shares issued from treasury.

Transferability

Neither the DSUs nor any other rights or interests under the DSU Plan may be assigned or transferred by a Participant under the DSU Plan except by testament or in accordance with legal provisions governing intestate successions.

Existing DSUs

As at December 31, 2023, the Corporation had 426,450 DSUs outstanding.

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

No person who has been a director or executive officer of the Corporation since January 1, 2023 nor any proposed nominee for election as a director, nor any associate or affiliate of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities of the Corporation or otherwise, in matters to be acted upon at the Meeting other than the election of directors and approval of the Plan to the extent that they may be granted options under such Plan in the future.

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Director and Named Executive Officer Compensation

The following table sets forth the information required under Form 51-102F6V, *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**") regarding all compensation paid, payable, awarded, granted, given, or otherwise provided during the Corporation's two most recently completed financial years to all persons acting as directors or as "**Named Executive Officers**" or "**NEOs**". All amounts are stated in Canadian dollars.

The following persons are Named Executive Officers of the Corporation under Form 51-102F6V:

1. the Corporation's chief executive officer ("**CEO**");
2. the Corporation's chief financial officer ("**CFO**");
3. in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
4. any additional individuals who would have been an NEO under (c) except that the individual was not an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

For the financial year ended December 31, 2023, the Corporation had three NEOs: Michael Anaka, Executive Vice Chair of the Corporation's Board of Directors, Stavro Stathonikos, CEO, and Glenn Holmes, CFO.

Total Compensation

The following table sets forth all compensation paid or payable to each director and NEO by the Corporation during the two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Stavro Stathonikos ⁽¹⁾ Chief Executive Officer	2023	300,000	-	-	-	-	300,000
	2022	231,818	-	-	-	-	231,818
Michael Anaka ⁽²⁾ Director, Executive Vice Chair	2023	347,875	-	-	-	-	347,875
	2022	240,000	-	-	-	-	240,000
Glenn Holmes ⁽³⁾ Chief Financial Officer	2023	87,400	-	-	-	-	87,400
	2022	66,000	-	-	-	-	66,000
Jeffrey Dean ⁽⁴⁾ Former Director	2023	-	-	-	-	-	-
	2022	61,898	-	-	-	-	61,898
Kent Farrell ⁽⁴⁾ Former Director	2023	-	-	-	-	-	-
	2022	61,898	-	-	-	-	61,898
Drew Koivu Director	2023	-	-	-	-	-	-
	2022	-	-	-	-	-	-
David Pappin Director	2023	-	-	-	-	-	-
	2022	-	-	-	-	-	-
Brian Ramjattan Director	2023	-	-	-	-	-	-
	2022	-	-	-	-	-	-
Richard Turner Director, Board Chair	2023	-	-	-	-	-	-
	2022	-	-	-	-	-	-
William Hennessey Director	2023	-	-	-	-	-	-
	2022	-	-	-	-	-	-
Andrea Morwick Director	2023	-	-	-	-	-	-
	2022	-	-	-	-	-	-

- (1) Mr. Stathonikos has served as the Corporation's President since June 2021. Since June 9, 2022, Mr. Stathonikos has also served as the Corporation's CEO. Compensation disclosed above for 2022 reflects compensation paid to Mr. Stathonikos in his capacity as President for 12 months and in his capacity as CEO for 7 months in 2022.
- (2) Mr. Anaka received indirect compensation from the Corporation through consulting fees paid to THLA Services Ltd., a company controlled by Mr. Anaka, which is included in the column "Salary, consulting fee, retainer or commission". Mr. Anaka served as the Corporation's CEO until June 9, 2022. A total of \$100,000 of the compensation disclosed above for 2022 was attributable to Mr. Anaka's services as CEO of the Corporation, and the remainder of the compensation disclosed above was attributable to Mr. Anaka's services of Executive Vice-Chair.
- (3) Mr. Holmes received indirect compensation from the Corporation through consulting fees paid to 3286285 Nova Scotia Limited, a company controlled by Mr. Holmes, which is included in the column "Salary, consulting fee, retainer or commission". All compensation disclosed above was attributable to Mr. Holmes' services as CFO of the Corporation.
- (4) Mr. Dean and Mr. Farrell were directors of the Corporation in 2022 for 5 months. They received indirect compensation from the Corporation through consulting fees paid to Maven Capital, a company jointly controlled by Mr. Dean and Mr. Farrell, which is included in the column "Salary, consulting fee, retainer or commission" above (in aggregate \$ \$123,796 was earned in 2022, with half of these fees notionally attributed to each of Mr. Dean and Mr. Farrell). All compensation disclosed above was attributable to Mr. Dean and Mr. Farrell providing corporate development services to the Corporation.

Compensation Securities - Stock Options and DSUs

The following table sets forth all compensation securities granted or issued to each director and NEO by the Corporation in the financial year ended December 31, 2023. No options were granted to directors or NEOs in the financial year ended December 31, 2023.

Compensation Securities – DSU’s						
Name and position	Number of compensation securities, number of underlying securities, and percentage of class (#)	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Stavro Stathonikos ⁽¹⁾ Chief Executive Officer	62,200 30,000	May 25, 2023 Aug 17, 2023	N/A	\$2.50 \$2.15	\$1.79 \$1.79	N/A
Michael Anaka ⁽²⁾ Director, Executive Vice Chair	36,250	May 25, 2023	N/A	\$2.50	\$1.79	N/A
Glenn Holmes ⁽³⁾ Chief Financial Officer	0	May 25, 2023	N/A	\$2.50	\$1.79	N/A
Drew Koivu ⁽⁴⁾ Director	6,250	May 25, 2023	N/A	\$2.50	\$1.79	N/A
David Pappin ⁽⁵⁾ Director	6,250	May 25, 2023	N/A	\$2.50	\$1.79	N/A
Brian Ramjattan ⁽⁶⁾ Director	6,250	May 25, 2023	N/A	\$2.50	\$1.79	N/A
Richard Turner ⁽⁷⁾ Director, Board Chair	8,000	May 25, 2023	N/A	\$2.50	\$1.79	N/A
Andrea Morwick ⁽⁸⁾ Director	6,250	May 25, 2023	N/A	\$2.50	\$1.79	N/A
William Hennessey ⁽⁹⁾ Director	6,250	May 25, 2023	N/A	\$2.50	\$1.79	N/A

- (1) On December 31, 2023, Mr. Stathonikos held a total of 117,200 DSUs granted under the DSU Plan and no stock options.
- (2) On December 31, 2023, Mr. Anaka held a total of 152,500 DSUs granted under the DSU Plan and no stock options. 22,500 of these DSUs were granted in payment of director fees.
- (3) On December 31, 2023, Mr. Holmes held no DSUs granted under the DSU Plan and no stock options.
- (4) On December 31, 2023, Mr. Koivu held a total of 22,500 DSUs granted under the DSU Plan and no stock options. The DSUs were granted in payment of director fees.
- (5) On December 31, 2023, Mr. Pappin held a total of 22,500 DSUs granted under the DSU Plan and no stock options. The DSUs were granted in payment of director fees.
- (6) On December 31, 2023, Mr. Ramjattan held a total of 24,500 DSUs granted under the DSU Plan and no stock options. 22,500 of these DSUs were granted in payment of director fees.
- (7) On December 31, 2023, Mr. Turner held a total of 29,500 DSUs granted under the DSU Plan and no stock options. The DSUs were granted in payment of director fees.
- (8) On December 31, 2023, Ms. Morwick held a total of 6,250 DSUs granted under the DSU Plan and no stock options. The DSUs were granted in payment of director fees.
- (9) On December 31, 2023, Mr. Hennessey held a total of 12,500 DSUs granted under the DSU Plan and no stock options. The DSUs were granted in payment of director fees.

Exercise of Compensation Securities

During the most recently completed financial year, no compensation securities were exercised by directors and NEOs.

Stock Option Plan and Other Incentive Plans

The Stock Option Plan and the DSU Plan are the only equity compensation plans adopted by the Corporation. For a description of the Plans, see “*Business to be Transacted at the Meeting – Annual Approval of Stock Option Plan*” with respect to the Stock Option Plan and “*Business to be Transacted at the Meeting – Annual Approval of Deferred Share Unit Plan*”, with respect to the DSU Plan.

Employment, Consulting and Management Agreements

During the most recently completed financial year, the Corporation has provided compensation to the following individuals under consulting/management agreements:

Glenn Holmes, CFO – Mr. Holmes provides administrative and financial advisory services to the Corporation through his company, 3286285 Nova Scotia Limited (“**3286285**”), pursuant to a consulting agreement effective September 1, 2023. Pursuant to the agreement, 3286285 is entitled to compensation at the base rate of \$5,500 per month plus HST. If the agreement with 3286285 had been terminated as of December 31, 2023, the Corporation would be obligated to pay to 3286285 all fees and expenses to which it would be entitled for the balance of the 12-month term.

Michael Anaka, Executive Vice Chair of the Board – The Corporation entered into a 12 month management consulting agreement with an effective date of September 1, 2020, with THLA Services Ltd. (“**THLA**”), a company controlled by Mr. Anaka, for the services of Mr. Anaka to provide strategic management and oversight of the Corporation’s activities. The agreement was renewed for a further 12 months with an effective date of September 1, 2023. For the period from January 1, 2023 to December 31, 2023, THLA was entitled to base compensation in the amount of \$20,000 per month plus HST. Additionally if the agreement with THLA had been terminated as of December 31, 2023, the Corporation would be obligated to pay to THLA all fees and expenses to which it would be entitled for the balance of the 12-month term.

Oversight and Description of Director and Named Executive Officer Compensation

The Corporation’s Board of Directors is responsible for the oversight of the Corporation’s strategy, policies and programs for the compensation and development of senior officers and directors.

Named Executive Officer Compensation

The Corporation does not currently have a formal executive compensation program in place. Compensation of the Named Executive Officers is determined by the Board without reference to formal criteria. Named Executive Officers are eligible to receive options pursuant to the Plan and DSUs under the DSU Plan at the discretion of the Board. In determining salaries, compensation, option and DSU grants, the Board conducts an informal survey of comparable data from similar public companies taking into account the size and level of activity of the Corporation.

Director Compensation

The Corporation does not pay fees to its non-management Board members at this time. Directors are eligible to receive options pursuant to the Plan and DSUs under the DSU Plan, at the discretion of the Board.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER COMPENSATION PLANS

The Plan and the DSU Plan are the only equity compensation plans adopted by the Corporation. The following table sets out certain details as at December 31, 2023, the end of the Corporation’s last fiscal year, with respect to compensation plans pursuant to 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 (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under the equity compensation plans (excluding securities reflected in column (a)) (c)
Stock Option Plan approved by Shareholders	52,500	\$4.09	1,063,998 ⁽¹⁾
Deferred Share Unit Plan approved by Shareholders	426,450	N/A	
Equity compensation plans not previously approved by Shareholders	Nil	N/A	Nil
Total	478,950	N/A	1,063,998

(1) This number equals 10% of the total issued and outstanding Common Shares on December 31, 2023 (16,464,483) less the number of Common Shares reported under Column (a) above.

Stock Option Plan

For a description of the Stock Option Plan, see “*Business to be Transacted at the Meeting – Annual Approval of Stock Option Plan*”.

Deferred Share Unit Plan

For a description of the Deferred Share Unit Plan, see “*Business to be Transacted at the Meeting – Annual Approval of Deferred Share Unit Plan*”.

CORPORATE GOVERNANCE PRACTICES

The Board endorses the efforts of the securities commissions or similar regulatory authorities across Canada in continuing the evolution of good corporate governance practices. The Board is committed to adhering to the highest standards in all aspects of its activities.

The corporate governance practices described below are subject to change as the Corporation evolves. Some of its practices are representative of its junior size; however, the Corporation has undertaken to periodically monitor and refine such practices as the size and scope of its operations increase. The Board shall remain sensitive to corporate governance issues and shall continuously seek to set up the necessary measures, control mechanisms and structures to ensure an effective discharge of its responsibilities without creating additional undue overhead costs and reducing the return on shareholders’ equity.

Board of Directors

The Board of Directors is currently comprised of seven (7) directors, all of whom are standing for re-election under the Incumbent Board, and six (6) of whom are “independent” within the meaning of National Instrument 52-110 *Audit Committees*. Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the corporation’s board of directors, be reasonably expected to interfere with the exercise of the directors’ independent judgment. In addition, certain individuals, by definition, are deemed to have a “material relationship” with the Corporation and therefore are deemed not to be independent. Drew Koivu, David Pappin, Dr. Brian Ramjattan, William Hennessey, Richard Turner and Andrea Morwick are considered to be independent of the Corporation. Michael Anaka is not independent as he was the CEO of the Corporation within the last three years.

Upon completion of the Devcore Transaction, three (3) of the seven directors (Alternate Board) will be considered independent. Richard Turner, William Hennessey and Francis Pomerleau will be considered to be independent of the Corporation. Michael Anaka and Stavro Stathonikos are not independent since Michael Anaka was the CEO of the Corporation within the last three years and Stavro Stathonikos is the Corporation’s current CEO. Jeff York and Jean-Pierre Poulin will not be independent as they control 8985979 Canada Inc., a control person of the Corporation upon completion of the Devcore Transaction.

The Board of Directors meets at least once each calendar quarter and otherwise as required. The frequency of the meetings and the nature of the meeting agendas are dependent on the nature of the business and affairs which the Corporation faces from time to time. The independent directors are given the opportunity to meet separately at the end of each meeting of the Board of Directors, but do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. Having considered the current size of the Board of Directors, the number of independent directors on the Board of Directors and the experience of the independent directors with other reporting issuers, the Board of Directors believes that separate meetings of the independent directors provide sufficient leadership for the independent directors.

Directorships

Jeff York (a proposed nominee for election as part of the Alternate Board) is a board member of Focus Graphite Inc. (TSX-V), Stria Lithium Inc. (TSX-V), Braille Energy Systems Inc. (TSX-V), and Grocery Outlet Holding Corp. (NASDAQ). None of the other existing or proposed directors of the Corporation (Incumbent Board or Alternate Board) are currently directors of other reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction.

Orientation and Continuing Education

The Corporation does not currently have a formal orientation program for new directors. The Board of Directors will provide continuing education for the directors, as needed.

Ethical Business Conduct

Through the Board's ongoing supervision of the Corporation's business and affairs, the directors encourage and promote a corporate culture of ethical business conduct. The Board of Directors believes that the fiduciary duties and restrictions applicable to real or potential conflicts of interest placed on directors and officers by corporate legislation and the common law are sufficient to ensure that the directors and officers act in the best interests of the Corporation. Accordingly, the Board of Directors has not adopted a formal code of business conduct at this time.

Certain of the Corporation's directors serve as directors or officers of other reporting issuers or have significant shareholdings in other companies. To the extent that such other companies may participate in business ventures in which the Corporation may participate, the directors may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Board, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms and such director will not participate in negotiating and concluding terms of any proposed transaction. In addition, any director or officer who may have an interest in a transaction or agreement with the Corporation is required to disclose such interest and abstain from discussions and voting in respect to same if the interest is material or if required to do so by corporate or securities law.

In addition, the Corporation ensures its directors and officers are aware of insider trading and tipping rules which prohibit them from trading in the Corporation's securities at a time when disclosure of material information is pending.

Nomination of Directors

Currently, the Board of Directors, as a whole, is responsible for identifying potential new directors and assessing the performance and contribution of directors.

Upon the completion of the Devcore Transaction, 8985979 Canada Inc. will be entitled to nominate up to three members of the Board of Directors in accordance with the provisions of an Investors Rights Agreement to be entered into on closing of the Devcore Transaction among the Sellers, Jean-Pierre Poulin and Jeff York. These nominees have been included in the Alternate Board. The Board of Directors, as a whole, will be responsible for identifying potential new directors and assessing the performance and contribution of directors.

Compensation Committee

Currently, the members of the Compensation Committee are David Pappin, Andrea Morwick and William Hennessey, all of whom are considered independent. The Compensation Committee is responsible to recommend to the Board the compensation levels of the Corporation's CEO and CFO. The Compensation Committee also administers the Corporation's Stock Option Plan and DSU Plan, including any stock option and DSU grants to the directors and the executive officers. In determining the compensation of the executive officers, the Compensation Committee evaluates their performance in light of the corporate goals and objectives established on an annual basis. Based upon this evaluation, the Compensation Committee makes recommendations to the Board with respect to each executive's compensation including, as appropriate, salary, bonus, incentive compensation and benefit plans.

Audit Committee

Charter of the Audit Committee

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

Composition of the Audit Committee

Currently, the Audit Committee is composed of Richard Turner, David Pappin, and Andrea Morwick, all of whom are independent and financially literate within the meaning of NI 52-110.

Education and Relevant Experience

The education and related experience of each of the members of the Audit Committee is described below.

Richard Turner, ICD.D –Mr. Turner is President, Board Chair and Chief Executive Officer of TitanStar Investment Group Inc., a private company engaged in the provision of private equity capital to midmarket businesses and capital for real estate developments and acquisitions. Mr. Turner is currently a Trustee of Nova Net Lease REIT (NNL-U.CN) and serves on the HR, Compensation and Governance Committee. Mr. Turner was Board Chair of a number of private and public companies, including Board Chair and Audit Committee Chair of Invesque Inc. (TSX:IVQ); Director and Audit Committee member of WesternOne Inc.(TSX:WEQ) and Director and Audit Committee Chair of Vancouver Fraser Port Authority; Board Chair of Pure Industrial REIT (TSX:AAR.UN); Director and Audit Committee Chair of the Organizing Committee of the Vancouver 2010 Olympic Winter Games (VANOC); Board Chair of the Insurance Corporation of BC; Board Chair of the British Columbia Lottery Corporation; Board Chair and Governor of the Vancouver Board of Trade; Governor of the B.C. Business Council and director, President and Chief Executive Officer of the operating subsidiary of IAT Air Cargo Facilities Income Fund, a business involved in the development and management of real estate at airports. Mr. Turner serves as the Honorary Consul for the Hashemite Kingdom of Jordan in Vancouver. In 2003, Mr. Turner received H.R.H. Queen Elizabeth's Golden Jubilee Award for public service in Canada. Mr. Turner holds a Bachelor of Commerce in Finance from the University of British Columbia and holds the ICD.D designation.

David Pappin – Mr. Pappin has been actively participating in the commercial real estate business in Canada for 30 years. His career began within a National Brokerage Firm, specializing in Industrial Sales and Leasing in an agent capacity. From this beginning David moved into Senior Management responsible for a business unit of the same brokerage firm in Toronto. An opportunity presented itself in 2000 to acquire a multifaceted real estate service business which included a Commercial component active within the Atlantic Canada Marketplace. David, with his partners grew this business substantially and he subsequently sold his interest in this business in 2006. At this point in his career, David moved into the Advisor Business assuming responsibility for sourcing and completing all investments within all investment fund vehicles across the country. David has completed numerous acquisitions, joint ventures and development transactions over his career and was instrumental in growing a new open fund to an AUM in excess of \$1B in two years.

Andrea Morwick – Ms. Morwick has over two decades of Capital Markets experience, spending most of her career at Bank of America Merrill Lynch where she most recently was Managing Director, Head of their Canadian Equity Sales Trading Desk, and member of the Equity Operating Committee which developed the line of business strategy and oversaw the day-to-day operations of the Canadian equity business. Ms. Morwick began her career on the buy-side, which included several years at CI Financial. She is a leader in corporate employee development and engagement initiatives. She is an active member of Women in Capital Markets and was the recipient of their 2015 Executive Coaching Award Program. Ms. Morwick is also a member of Women Get on Board (WGOB) and is a certificate holder of their Getting Board Ready Program. She holds an Honours Degree in Economics from Queen's University, is a Chartered Financial Analyst (CFA) and is a Graduate from the Harvard Business School Women's Leadership Program.

Reliance on Certain Exemptions

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on the exemptions contained in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), subsection 6.1.1(4) of NI 52-110 (*Circumstance Affecting the Business or Operations of the Venture Issuer*), subsection 6.1.1(5) of NI 52-110 (*Events Outside Control of Member*), subsection 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemption*) of NI 52-110. The Corporation is relying on the exemption set out in section 6.1 of NI 52-110 applicable to venture issuers.

Pre-Approval Policies and Procedures

Except as otherwise set forth in the Audit Committee charter, the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Fees

The aggregate fees incurred for audit and non-audit services provided by PricewaterhouseCoopers LLC, Chartered Accountants for the financial years ended December 31, 2022 and December 31, 2023 are as follows:

Nature of Services	Fiscal Year Ended December 31, 2023	Fiscal Year Ended December 31, 2022
Audit Fees ⁽¹⁾	\$155,250	\$123,625
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	\$5,127	\$14,085
All Other Fees ⁽⁴⁾	\$Nil	Nil
Total	\$160,377	\$137,710

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's financial statements. Audit Fees also include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements, including audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditors, including employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This includes fees for tax compliance, tax planning and tax advice.
- (4) "All Other Fees" include all other non-audit services provided by PricewaterhouseCoopers LLC.

Other Committees

The Board has established a Corporate Governance Committee whose mandate is to monitor the appropriateness of implementing structures from time to time to ensure that the directors can function independently of management and, if required, to implement a process for assessing the effectiveness of the Board as a whole, the committees of the directors and individual directors. The current members of the Corporate Governance Committee are Dr. Brian Ramjattan, Andrea Morwick and Drew Koivu, all of whom are considered independent.

The Board has established a Human Resources Committee whose mandate is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the management of human resources within the Corporation and providing recommendations and advice on the Corporation's human resources management strategies, risks, initiatives, and policies. The current members of the Human Resources Committee are David Pappin, Andrea Morwick and William Hennessey, all of whom are considered independent.

Assessments

The Board of Directors, as a whole, is responsible for assessing the effectiveness of the Board of Directors, its committees and individual directors and the competence and qualifications that each director is required to bring to the Board of Directors. Although no formal process has been put in place for such assessment, the Board conducts informal assessments on an as-needed basis. In this regard, the Board of Directors from time-to-time examines and comments on its effectiveness, and that of its committees, and makes adjustments when warranted.

Diversity for the Board and Executive Officers

While the Corporation believes that nominations to the Board and appointments to senior management should be based on merit, the Corporation does recognize that diversity supports more balanced perspectives, encouraging debate and discussion which enhances decision-making within the organization. The Corporate Governance Committee strives for inclusion of diverse individuals on the Board and in executive officer positions. In conjunction with its consideration of the qualifications and experience of potential directors and executive officers, as well as the skills, expertise, experience and independence which the Board requires to be effective, the Corporate Governance Committee will consider the level of diversity (including the representation of women, Indigenous peoples, persons with disabilities or members of visible minorities (collectively, "**members of designated groups**")) on the Board when identifying and nominating candidates for election or re-election to the Board, and will consider the level of diversity (including the representation of members of designated groups) in executive officer positions when the Board makes executive officer appointments.

The Board has not adopted a formal written diversity policy or targets regarding members of designated groups on the Board or in executive officer positions at this time. Due to the relatively small size of the Board and management team, the Board does not believe that a formal policy is necessary. There have been no additions to the Board or management since the most recently completed financial year.

As of the date of this Circular, one of the Corporation's directors or members of senior management identify as being an Indigenous person, a person with a disability or a member of a visible minority. One of the Corporation's seven directors is a woman (14.30%), and none of the three members of senior management (0%) is a woman.

NORMAL COURSE ISSUER BID

On May 25, 2023, the Corporation announced a normal course issuer bid ("NCIB") to purchase for cancellation a maximum of 1,300,000 Common Shares (after share consolidation effected on August 3, 2023), representing approximately 9.8% of the Corporation's "public float" (as defined in Policy 1.1 of the TSX-V) of Common Shares as at May 15, 2023. The Corporation is authorized to make purchases under the NCIB during the period from May 30, 2023 to May 30, 2024 in accordance with the requirements of the TSX-Venture and applicable securities laws. As of May 27, 2024, the Corporation has purchased a total of 74,650 Common Shares under the NCIB, of which 69,200 Common Shares were purchased through the TSX-V and 5,450 Common Shares were purchased through other designated exchanges and/or alternative Canadian trading systems. The purchases were paid in cash with the average price paid being \$2.2058 per Common Share.

With the approval of the TSX-V, the Corporation has renewed its NCIB for a period of 12 months commencing on May 31, 2024, and terminating on May 30, 2025 or earlier in the event that the Corporation has acquired the maximum number of Common Shares that may be purchased under the NCIB. Under the NCIB, the Corporation may purchase for cancellation, from time to time, as it considers advisable, up to 1,300,000 of its Common Shares, representing 9.8% of the Corporation's public float, such public float as at May 27, 2024, being 13,214,202 Common Shares. The Corporation has engaged Independent Trading Group (ITG) Inc. to conduct the NCIB transactions.

Shareholders may obtain a copy of the Corporation's Notice of Intention relating to its NCIB, without charge, by contacting the Corporation at info@nexliving.ca.

SHAREHOLDER PROPOSALS

Pursuant to the *Canada Business Corporations Act*, resolutions intended to be presented by Shareholders for action at the next annual meeting must comply with the provisions of the *Canada Business Corporations Act* and be deposited at the Corporation's head office not later than March 29, 2025, in order to be included in the management information circular relating to the next annual meeting.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR+ at www.sedarplus.ca. Financial information about the Corporation is provided in the Corporation's comparative annual financial statements and Management's Discussion and Analysis for its most recently completed financial year.

If you would like to obtain, at no cost to you, a copy of the Corporation's financial statements, Management's Discussion and Analysis or this Circular, please send your request to:

NexLiving Communities Inc.
45 Alderney Drive, Suite 1805
Dartmouth, NS
B2Y 2N6
Telephone: (902) 416-876-6617
Email: info@nexliving.ca

AUTHORIZATION

The contents and the mailing of this Circular have been approved by the Board of Directors of the Corporation.

(signed) Stavro Stathonikos
Chief Executive Officer

DATED MAY 28, 2024

SCHEDULE "A"
SHAREHOLDERS' RESOLUTION WITH RESPECT TO THE CORPORATION'S STOCK OPTION PLAN

Capitalized terms have the meanings ascribed thereto in the Management Information Circular of NexLiving Communities Inc. ("**Corporation**") dated May 28, 2024.

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

1. the approval of the Amended and Restated Incentive Stock Option Plan, in the form attached as Schedule "B" to the Management Information Circular of the Corporation dated May 25, 2023, be and is hereby ratified, affirmed and approved;
2. any one of the directors or officers of the Corporation is hereby authorized to take all such actions and execute and deliver all such documents as are necessary or desirable for the implementation of this resolution; and
3. notwithstanding the approval of the Shareholders as herein provided, the Board of Directors of the Corporation may, in its sole discretion, at any time suspend or terminate the Amended and Restated Incentive Stock Option Plan in accordance with its terms or revoke this resolution before it is acted upon, without further approval of the Shareholders of the Corporation.

SCHEDULE "B"
SHAREHOLDERS' RESOLUTION WITH RESPECT TO THE CORPORATION'S DEFERRED SHARE UNIT PLAN

Capitalized terms have the meanings ascribed thereto in the Management Information Circular of NexLiving Communities Inc. ("**Corporation**") dated May 28, 2024.

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

1. the approval of the Amended and Restated Deferred Share Unit Plan, in the form attached as Schedule "D" to the Management Information Circular of the Corporation dated May 25, 2023, be and is hereby ratified, affirmed and approved;
2. any one of the directors or officers of the Corporation is hereby authorized to take all such actions and execute and deliver all such documents as are necessary or desirable for the implementation of this resolution; and
3. notwithstanding the approval of the Shareholders as herein provided, the Board of Directors of the Corporation may, in its sole discretion, at any time suspend or terminate the Amended and Restated Deferred Share Unit Plan in accordance with its terms or revoke this resolution before it is acted upon, without further approval of the Shareholders of the Corporation.

**SCHEDULE “C”
CHARTER OF THE AUDIT COMMITTEE**

The following Charter of the Audit Committee was adopted by the Corporation’s Board of Directors and Audit Committee on October 20, 2011:

Mandate

The primary function of the audit committee (the “**Committee**”) is to assist the Corporation’s 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; and
- provide an open avenue of communication among the Corporation’s auditors, financial and senior management and the board of directors.

Composition

The Committee shall be comprised of a minimum of three directors as determined by the board of directors. If the Corporation ceases to be a “venture issuer” (as that term is defined in NI 52-110), then all of the members of the Committee shall be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Corporation ceases to be a “venture issuer” (as that term is defined in NI 52-110), then all members 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 Audit Committee Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation’s financial statements.

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.

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 will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review

- (a) review and update this Audit Committee Charter annually; and
- (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 Corporation's 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 external auditors;
- (d) take, or recommend that the Corporation's full board of directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (e) recommend to the Corporation's board of directors the selection and, where applicable, the replacement of the external auditors nominated annually for Shareholder approval;
- (f) recommend to the Corporation's board of directors the compensation to be paid to the external auditors;
- (g) 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;
- (h) 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;
- (i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- (j) 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 revenues 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.

3. 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 the certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

4. Other

- (a) review any related-party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.