

## **Report to Shareholders**

**March 19, 2025**

Enclosed is NamSys Inc.'s Notice of a virtual-only Annual Meeting along with our Information Circular and Request for Annual and Interim Financial Statements.

Management's Discussion and Analysis of the results for fiscal 2024 along with the Corporation's Annual Financial Statements are available electronically at [www.sedarplus.ca](http://www.sedarplus.ca)

**This past year has demonstrated NamSys' ability to adapt, innovate, and grow as we continue to strengthen our position in the cash management industry. Our flagship software-as-a-service (SaaS) offerings for cash processing and transportation remain the foundation of our success, driving both financial performance and long-term customer loyalty.**

**Our team remains focused on delivering innovation, strengthening partnerships, and expanding our market reach. Through collaboration with our customers and partners, we continue to enhance our software solutions to meet the evolving need of the industry.**

**As we look ahead, our commitment to excellence, efficiency, and value creation remains steadfast. We are excited about the opportunities that lie ahead and sustaining our momentum into the next fiscal year.**

**In closing, I want to extend my sincere appreciation to our shareholders for their continued support, to our employees for their hard work and dedication, and to our Board of Directors for their guidance. Together, we have built a strong foundation for continued success.**

**Sincerely,**

**Jason Siemens  
President & CEO  
NamSys Inc.**

NamSys Inc.  
150 King St W, Suite 274  
Toronto, ON M5H 1J9

**NOTICE OF ANNUAL MEETING  
OF THE SHAREHOLDERS  
OF  
NAMSYS INC.  
to be held on April 23, 2025**

**NOTICE IS HEREBY GIVEN** that the Annual Meeting (the "**Meeting**") of the holders of Common Shares of NamSys Inc. (the "**Corporation**") will be held virtually on April 23, 2025 at 11:00 a.m. (Toronto time) for the following purposes:

- (a) to elect directors of the Corporation for the ensuing year;
- (b) to appoint the Auditor of the Corporation for the ensuing year and to authorize the Directors of the Corporation to fix the remuneration to be paid to the auditor;
- (c) to transact such other business as may properly be brought before the Meeting.

For those wishing to attend the Shareholder Meeting by way of the Investors' Conference Call, the following is the "virtual" connection information:

**Conference Call:**

Date: April 23, 2025  
Time: 11:00 A.M. (Eastern Daylight Savings Time)  
Dial: Toll-free (US/Canada) 1-888-999-3182  
International 1-848-280-6330  
Conference ID: NAMSYS

**To View the Presentation:**

Zoom link: <https://us06web.zoom.us/j/89071873139?pwd=J3csPLJjrbKSvLsxJ5fSRgillzADim.1>  
Zoom meeting id: 890 7187 3139  
Zoom passcode: 834666

A copy of the presentation and a replay of the call will be available approximately four hours after completion at <https://namsys.com/investor-relations/>

As the Annual Meeting of the Corporation this year is planned to be held "virtually" only, Shareholders are requested to date, sign and return the accompanying Form of Proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the Information Circular. **A Proxy will not be valid unless it is deposited at the offices of TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, not less than 48 hours (excluding, Saturdays and holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxyholder need not be a shareholder of the Corporation.**

Only holders of Common Shares of record as of the close of business on March 21, 2025, are entitled to receive notice of the Meeting.

DATED at Toronto this 19th day of March, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

Nicole A. Sparks  
Chair of the Board

**INFORMATION CIRCULAR**  
**Annual Meeting of Shareholders of**  
**NAMSYS INC.**  
**to be held on April 23, 2025**

**SOLICITATION OF PROXIES**

**This information circular (the "Information Circular") is published in connection with the solicitation by the management of NamSys Inc. (the "Corporation") of proxies to be used at the annual meeting (the "Meeting") of the shareholders (the "Shareholders") of the Corporation, which is to be held at the time and place and for the purposes set forth in the accompanying notice of annual meeting (the "Notice").** Solicitation of proxies will be primarily by mail, but may also be undertaken by way of telephone, oral communication or facsimile by the directors, officers and regular employees of the Corporation at no compensation. The cost of the solicitation of proxies will be borne by the Corporation.

**Appointment of Proxyholders and Revocation of Proxies**

The persons appointed to attend, act and vote on behalf of Shareholders in the accompanying Form of Proxy ("Form of Proxy") are officers and/or directors of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to represent the Shareholder at the Meeting, other than the person or persons designated in the Form of Proxy furnished by the Corporation. To exercise this right, the Shareholder must either strike out the names of the persons specified in the Form of Proxy and insert the name of the other person in the blank space provided on the Form of Proxy or submit another appropriate form of proxy.** A Proxy will not be valid unless it is deposited at the offices of TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, not less than 48 hours (excluding Saturdays and holidays) before the time of the Meeting, or any adjournment thereof.

A Shareholder who has submitted a proxy may revoke it by (a) depositing an instrument in writing signed by the Shareholder or by an authorized attorney or, if the Shareholder is a corporation, by a duly authorized officer, either: (i) at the offices of TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or (ii) with the Chair of the Meeting on the day of the Meeting, or any adjournment thereof.

**Exercise of Discretion by Proxyholders**

The persons named in the accompanying Form of Proxy will vote for or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing them. The accompanying Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments of or variations to the matters identified in the Notice of Meeting and with respect to other matters that may properly be brought before the Meeting. As of the date hereof, management of the Corporation knows of no such amendments, variations or other matters to be brought before the Meeting.

## **Signing of Proxy**

The Form of Proxy must be signed by the Shareholder or the Shareholder's duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer. A Form of Proxy signed by a person acting as attorney or in some other representative capacity (including a representative of a corporate Shareholder) should indicate that person's capacity (following his signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has previously been filed with the Corporation). A Shareholder or any attorney may also sign the Form of Proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of the Shareholder or the attorney, as the case may be.

## **Voting of Common Shares**

As of March 19, 2025, there were 26,863,732 Common Shares of the Corporation issued and outstanding, each carrying the right to one vote on all matters to be voted upon at the Meeting. Only persons registered as holders of Common Shares on the books of the Corporation as of March 21, 2025 (the "**Record Date**") are entitled to receive notice of and to vote at the Meeting.

## **Advice to Beneficial Holders of Common Shares**

**The information set out in this section is of significant importance to many holders of Common Shares, as a substantial number of Shareholders do not hold Common Shares in their own name.** Shareholders who do not hold their shares in their own name (referred to 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 Common Shares can be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those shares will not be registered in the Shareholder's name on the records of the Corporation. Such shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. More particularly, a person is a Beneficial Shareholder in respect of shares which are held on behalf of that person but which are registered either: (a) in the name of an intermediary that the Beneficial Shareholder deals with in respect of the shares (intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**")), of which the intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS, which acts as nominee for many Canadian brokerage firms. Shares held by brokers or their nominees can only be voted upon the instructions of the Beneficial Shareholder. Without specific voting instructions, brokers and their nominees are prohibited from voting shares held for Beneficial Shareholders. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their shares are communicated to the appropriate person or that the shares are duly registered in their name.**

Applicable Canadian securities regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder.

In Canada, the majority of brokers now delegate responsibility for obtaining voting instructions from Beneficial Shareholders to Broadridge Investor Communication Solutions ("Broadridge"). Broadridge typically supplies a special sticker to be attached to the proxy forms and asks Beneficial Shareholders to return the completed proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving such a proxy from Broadridge cannot use that proxy to vote shares directly at the Meeting. The proxy must be returned to Broadridge well in advance of the Meeting in order to instruct Broadridge how to vote the shares.**

Management does not intend to pay for intermediaries to forward to objecting beneficial owners proxy-related materials. Objecting beneficial owners will not receive the materials unless the objecting beneficial owner's intermediary assumes the cost of delivery.

#### **Principal Holders of Common Shares**

To the knowledge of the directors and officers of the Corporation, as at the date hereof, no person or company beneficially owned, or controlled or directed, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Corporation except for (1) Estate of Barry Sparks who beneficially owns or exercises control or direction over 9,071,410 Common Shares representing 33.8% of the issued and outstanding Common Shares, and (2) Topline Capital Management LLC which owns 5,457,265 Common Shares, representing 20.3% of the issued and outstanding shares.

#### **ELECTION OF DIRECTORS**

The Board of Directors of the Corporation has determined that five directors be nominated for election at the Meeting. Unless the Shareholder has specified in the enclosed Form of Proxy that the Common Shares represented by such proxy are to be withheld from voting in respect of the election of directors, the persons named in the enclosed Form of Proxy intend to vote for the election of each of the individuals set forth in the Proxy and as indicated in the table below, as a director of the Corporation. Each nominee elected as a director will hold office until the next annual meeting of the shareholders of the Corporation or until his successor is duly elected, unless his office is vacated earlier in accordance with the by-laws of the Corporation.

The following table and the notes thereto set forth the names of the persons proposed to be nominated for election as directors, all other positions and offices within the Corporation now held by them, their principal occupation or employment during the past five years, the periods during which they have served as directors of the Corporation and the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each of them as at the date hereof.

<b>Name and Municipality of Residence</b>	<b>Positions Currently Held</b>	<b>Principal Occupation</b>	<b>Director Since</b>	<b>Number of Common Shares</b>
Jason B. Siemens Beeton, Ontario	President & Chief Executive Officer	President and Chief Executive Officer, NamSys Inc.	April 2017	688,670
Gabriel Bouchard-Phillips <sup>(1)(2)</sup> Westmount, Quebec	Director	Senior Portfolio Manager and Partner, Van Berkomp Global Asset Management	September 2022	1,494,904 <sup>(3)</sup>
Leslie T. Gord <sup>(1)(2)</sup> Toronto, Ontario	Corporate Secretary and Director	Retired corporate lawyer	April 1999	15,000
Michael Robb <sup>(2)</sup> Brantford, Ontario	Director	President and Chief Executive Officer, AirIQ Inc. Principal	September 2024	Nil
Nicole A. Sparks Waltham, Massachusetts	Chair of the Board	Researcher at Serious Genealogy	April 2018	Nil

(1) Member of Human Resources and Governance Committee.

(2) Member of Audit Committee.

(3) 1,319,148 Directly; 175,756 Family Accounts controlled by Gabriel Bouchard-Phillips.

## STATEMENT OF CORPORATE GOVERNANCE

The Corporation's Board of Directors and senior management consider good corporate governance to be central to the effective and efficient operation of Canadian corporations. A description of the Corporation's corporate governance practices, which addresses the matters set out in Form 58-101F2 Disclosure of Corporate Governance Practices of the Canadian Securities Administrators, is set out below:

### Board of Directors

The Corporation wishes to express its deepest gratitude to Mr. Barry Sparks for his dedicated service as Chair of the Board. Mr. Sparks retired from the position on October 31, 2024, after his many years of invaluable leadership and contributions. He played a pivotal role in shaping the Corporation's strategic direction and significantly contributed to its success. We are deeply saddened by his passing on January 19, 2025, and extend our heartfelt condolences to his family and friends. Mr. Sparks' leadership, vision, and commitment will be remembered as an integral part of the Corporation's history.

The Corporation has elected Nicole A. Sparks as Chair of the Board, succeeding her father. Ms. Sparks has served on the Board since April 2018 and brings experience and leadership to her new role.

Except for Nicole A. Sparks, Chair and Jason B. Siemens, President/CEO respectively, all other proposed directors of the Corporation are independent. An independent director is a director who does not have a direct or indirect relationship with the Corporation that would or could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of his or her independent judgment.

### **Directorships**

The following members of the Board of Directors serve as directors of the other reporting issuers set out opposite their names:

Gabriel Bouchard-Phillips	AirIQ Inc. (TSX-V: IQ)
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Michael Robb	AirIQ Inc. (TSX-V: IQ)
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### **Orientation and Continuing Education**

While the Corporation does not have a formal continuing education program, the Directors individually and as a group read and have discussed the wide range of articles and papers on evolving issues in corporate governance available from a variety of institutions and legal firms. The Governance and Compensation Committee has ensured that the necessary policies have been presented to the Board of Directors for consideration and adoption to comply with regulatory governance requirements. These policies have not been adopted lightly by the Board of Directors. Rather, they have been discussed fully at regularly convened Board of Directors meetings. The policies adopted and implemented include the Charter of the Audit Committee (attached as Appendix A to this document), a Code of Business Conduct and Ethics, a Whistleblower Policy and related procedures, as well as an Insider Trading Policy. The Corporation's orientation of new directors includes a review of the minutes of all Board of Director meetings over the past two years and attendant press releases, along with a review of all standing policies of the Board of Directors. As well, new directors are expected to independently meet with individual officers and other directors; and to completely review the Corporation's business plan and strategies.

### **Ethical Business Conduct**

As noted above, the Board of Directors has adopted and implemented a Code of Business Conduct and Ethics, a Whistleblower Policy and related procedures, as well as an Insider Trading Policy, as steps to encourage and promote a culture of ethical business conduct within the Corporation.

### **Board Committees**

The Board of Directors maintains two standing committees:

Audit Committee - all members are independent of management;

Governance and Compensation Committee - all members are independent of management. At the end of each meeting of these Committees, the independent members of the Committee meet privately without Management to discuss issues amongst themselves.

There are no other standing committees of the Board of Directors. However, as necessary, the Board of Directors has on occasion formed ad hoc committees to deal with matters requiring special attention. Additionally, the independent members of the Board of Directors periodically, meet in camera, independent of management.

## **Assessment of Directors**

The Board of Directors does not have a formal process for assessing the performance of the Board of Directors, its Committees or individual directors. However, given the size of the Board of Directors, all members contribute effectively and have an excellent working relationship and attendance record.

## **Nomination of Directors**

The Governance and Compensation ("GC") Committee also serves as the Nominating Committee for new Directors. The objective with respect to the composition of the Board of Directors is to have the necessary range of skills, expertise and experience in relation to the Corporation's business. As such, nominees for election as directors are chosen for their ability to contribute to the range of issues with which the Board of Directors must deal. As a matter of policy, the GC Committee will receive suggestions for candidacy to the Board of Directors from individual directors, the Chief Executive Officer and, if required, from professional search organizations.

## **Compensation of Directors & CEO**

Given the size of the Corporation, it is difficult to adequately compensate directors for their time, effort and diligence. Effective November 2016, the Corporation decided to pay independent directors of the Board an annual retainer of \$10,000 (\$2,500 per quarter). Also, commencing with fiscal 2022 the Corporation has increased the payment per meeting of the Board of Directors attended to \$1,000 and \$750 per committee meeting attended. Directors' fees are payable only to non-management members of the Board. Directors also qualify for inclusion in the Corporation's Stock Option Plan (no options have been issued to any Directors under the Stock Option Plan). Additional information regarding the compensation of directors, as well as information regarding the compensation of the CEO, is included in this Information Circular under the section entitled "Statement of Executive Compensation".

## **AUDIT COMMITTEE**

The Audit Committee of the Board of Directors is currently comprised of (Chair) Gabriel Bouchard-Phillips, Leslie T. Gord and Michael Robb, each of whom is independent and financially literate, as those terms are defined in National Instrument 52-110 Audit Committees ("**NI 52-110**"). The mandate of the Audit Committee is set forth in Appendix "A" to this Information Circular.

The education and experience of each member relevant to the performance of such member's responsibilities as an Audit Committee member are as follows:

Gabriel Bouchard-Phillips - A Partner and Senior Portfolio Manager at Van Berkomp Global Asset Management where he leads the Canadian small-cap equity investment team managing stock portfolios for large North American pension funds, corporations, foundations and endowment funds. Mr. Bouchard-Phillips also serves on the board of directors of AirIQ Inc. (TSX-V: IQ). Earlier in his career, Mr. Bouchard-Phillips spent 3 years at Deloitte's Technology, Media & Telecommunications (TMT) industry group, having audited several Toronto Stock Exchange listed issuers. Mr. Bouchard-Phillips holds a Bachelor of Commerce (Summa Cum Laude) from the University of Ottawa and is also a CPA, CA and a CFA.

Leslie T. Gord – A retired corporate lawyer whose career spanned over 30 years of advising and acting as a director of TSX listed public corporations. He holds Bachelor of Arts and Bachelor of Laws degrees from the University of Toronto.

Michael Robb – President and Chief Executive Officer of AirIQ a TSX Venture listed company operating in the telematics space. Mr. Robb is a Chartered Public Accountant and has held various senior positions in publicly traded technology companies during his career. Most notably, he previously served as Chief Financial Officer for Northcore Technologies Inc. and Viking Gold Exploration Inc. Mr. Robb also served as Chief Financial Officer for Futura Awards Inc.

Since the commencement of the Corporation's most recently completed financial year:

- (a) no recommendation of the Audit Committee to nominate or compensate an external auditor was not adopted by the Board of Directors; and
- (b) the Corporation has not relied on any exemption from NI 52-110.

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

### **Audit Fees**

During each of the financial years ended October 31, 2023 and 2024, the aggregate audit fees billed by the auditor were \$37,450 and \$58,968 respectively, plus HST each year. (Note: Subsequent to last year's annual circular, additional audit fees of \$11,022 were billed. These fees were expensed in the 2024 fiscal year; however, they relate to audit services provided for the 2023 fiscal year.)

### **Audit Related Fees**

During the financial year ended October 31, 2023 and 2024, no fees were billed by the auditor for assurance and related services that are not reasonably related to the performance of the audit or review of the Corporation's financial statements and included under "Audit Fees" above.

## **APPOINTMENT OF AUDITOR**

The auditor of the Corporation commencing in 2020 is McGovern Hurley LLP, Professional Chartered Accountants. Unless the Shareholder has specified in the enclosed Form of Proxy that the Common Shares represented by such proxy are to be withheld from voting in respect of the reappointment of the auditor, the persons named in the enclosed Form of Proxy intend to vote for the reappointment of McGovern Hurley LLP, as the auditor of the Corporation to hold office until the next annual meeting of the shareholders of the Corporation or until its successor is appointed and to authorize the directors of the Corporation to fix the remuneration of the auditor.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **Compensation Discussion and Analysis - Background**

The Corporation is a Canadian company which is an active participant in the development and production of currency inventory management and control systems for financial institutions, retailers, currency carriers, casinos and mass transit operators as well as various government agencies. The Corporation has also developed and continues to develop other ("SaaS") systems to assist clients in managing their product offerings.

## **Compensation Governance**

The Board of Directors has appointed a Governance and Compensation Committee (also referenced internationally as the "Compensation Committee"), the primary HR responsibilities of which are to:

- Establish, with Board approval, the Corporation's Executive Compensation Policy;
- Establish a mandate for the Corporation's Chief Executive Officer (the "**CEO**"), and subject to Board approval, the compensation of the CEO and the Executive Chair;
- Oversee succession planning for senior management of the Corporation;
- Oversee the administration of the Corporation's Stock Option Plan; and
- Monitor the effectiveness of the Compensation Policies:
  - (1) as such policies relate to retention and motivation of the employees of the Corporation and;
  - (2) to the extent possible to ensure such policies do not encourage inappropriate or excessive business risk taking by officers and other employees, which may be detrimental to the Corporation.

The GC Committee is currently comprised of Gabriel Bouchard-Phillips and Leslie T. Gord (Chair). Messrs. Bouchard-Phillips and Gord are independent directors. While none of the Committee members are professionals in the field of executive compensation, Mr. Gord, as a now retired long-standing partner of a large legal firm which specializes in dealing with corporations, has had extensive experience in the establishment of policies related to executive compensation.

## **Compensation Policy and Objectives**

The guiding policy of the GC Committee in making its determination relating to compensation is that "Pay for Performance" is balanced against the need to provide a total compensation package that will enable the Corporation to attract and retain qualified and experienced individuals.

The objectives of the Corporation's compensation program are to:

- Attract and retain qualified and experienced individuals at all levels of the organization;
- Align the compensation level of each officer with his or her level of responsibility;
- Motivate officers and employees to establish and achieve short and long term goals focusing on creating value, within acceptable business risk parameters, for the Corporation's shareholders; and
- Reward officers and employees for superior performance, based upon the premise that the Corporation must be profitable before for such rewards can be made.

## Elements of Compensation

During fiscal 2024, the compensation of the Corporation's executive officers, including its Named Executive Officers (as defined below), consisted of five elements: base salary, annual cash bonus, employee share ownership, group benefits and executive perquisites.

- **Base Salary**

The primary role of an officer's base salary is to reflect the skills, competencies, experience and performance assessment of the officer. Base salary levels also reflect salaries offered for positions involving similar responsibilities and complexities at other companies and are affected by internal equity comparisons. Competitive base salaries enable the Corporation to attract and retain qualified individuals. Base salary also aligns the compensation level of each officer to his or her level of responsibility. Base salary is linked to other elements of compensation as it influences the determination of the annual cash bonus and some group benefits and perquisites.

In general, the GC Committee reviews the base salary of all executive officers on an annual basis taking into account the individual's role, responsibilities, experience and prior performance, as well as market data when available. The GC Committee also considers total compensation of an executive officer, to ensure it remains aligned with the Corporation's compensation policy.

- **Annual Cash Bonus**

The annual cash bonus is the incentive element of the total compensation package for each officer and is intended to compensate employees for the financial results achieved by the Corporation, strategic positioning and other achievements based upon the specific individual's contribution. The annual cash bonus is intended to motivate officers to establish and achieve goals focused on creating value for the Corporation's shareholders and to reward the officers for superior performance. Annual cash bonuses are rewarded based upon the financial performance of the Corporation as measured against the operating plan approved by the Board. The corporate objectives involve a combination of targets with annual cash bonuses only being paid in a given year to the extent that the Corporation has generated sufficient net income to cover its pre-tax expenses. Thereafter, the Corporation accrues a percentage of certain revenue stream targets which are then divided amongst the officers and employees responsible for achieving the stated goals. While there is some subjectivity to this process, the President/ CEO and the Chair must be in mutual agreement as to the individual awards which are then reviewed by the GC Committee prior to the award being finalized.

The GC Committee develops its own determinations with respect to an annual bonus for the CEO and Chair, subject to final Board of Directors approval, with the CEO abstaining from the Board's approval process.

- Employee Share Ownership Program

Under the Option Plan, options may be granted at the discretion of the Board of Directors to directors, officers, full-time and part-time employees of the Corporation and other persons who in certain circumstances perform services for the Corporation (the "**Optionee**"). The aggregate number of Common Shares for which options may be granted shall not exceed 2.5 million in the aggregate and, in accordance with the terms of the Option Plan, the exercise price per Common Share cannot be lower than the "market price" (as that term is defined by the TSX Venture Exchange) of the Common Shares at the time of the grant.

On December 15, 2022, the Corporation approved the granting of 1,211,250 options under the Corporation's stock option plan. Options granted carry a five-year term, an exercise price of \$0.58 and vest evenly over three years on the anniversary date of the grant. Subsequently, the exercise price was amended to \$0.53 due to the payout of a special dividend.

Subject to the term of the option and to the extent the Optionee is entitled to exercise the option: (i) any option held by an Optionee upon termination of employment for reason (other than death, retirement or circumstances equating to retirement, as determined by the Board) is exercisable within 30 days of such termination, (ii) any option held by an Optionee at death is exercisable by his or her executors, administrators, or legal personal representatives within one year after the date of death, and (iii) any option held by an Optionee upon retirement or termination of his or her employment or office with consent of the Board, under circumstances equating to retirement, is exercisable within six months after the date of such retirement.

- Group Benefits

The Corporation's group benefits are intended to provide competitive and adequate protection in case of sickness, disability or death. The Corporation offers medical, dental, life, accidental death and dismemberment insurance coverage to Named Executive Officers, on the same basis as all other employees of the Corporation. The level of the benefit provided to Named Executive Officers does not influence any other element of compensation other than the value of such benefit being generally considered within the total compensation of a Named Executive Officer.

- Executive Perquisites

Executive perquisites are intended to form part of a competitive compensation package to facilitate the effective performance of the Named Executive Officers functions. The Corporation provides perquisites to certain of its Named Executive Officers, including an automobile allowance, reimbursement for certain automobile expenses, professional association memberships or paid medical evaluations. The level of benefit provided to each Named Executive Officer depends on his or her level of responsibility but does not influence any other element of compensation other than the value of such benefit being generally considered within the total compensation of a Named Executive Officer.



## Discussion of Summary Compensation Table

Annually, certain Named Executive Officers are provided with executive perquisites. Unless otherwise disclosed under the heading "All Other Compensation", the aggregate value of these items is less than \$1,000.

## Incentive Plan Awards

No option-based awards were outstanding at the end of the Corporation's most recently completed financial year.

The following table (presented in accordance with Form 51-120F6) sets forth details of the value vested or earned during the most recently completed financial year for each incentive plan award.

Name	Option-Based Awards- Value Vested During the Year (\$)	Share-Based Awards-Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation - Value Earned During the Year (\$)
K. Barry Sparks	Nil	Nil	50,000
Jason Siemens	Nil	Nil	105,000
Christie Gray	Nil	Nil	30,000
Christopher Adams	Nil	Nil	Nil
Milo Gancarz	Nil	Nil	Nil

## Pension Plan Benefits

### *Defined Benefit/Defined Contribution Plans*

The Corporation does not have any pension plans for any of its Named Executive Officers or for other employees.

### *Deferred Compensation Plans*

The Corporation terminated the Defined Benefit Contribution Plan ("Employee Long Term Bonus Plan") effective December 1<sup>st</sup>, 2020.

## Termination and Change of Control Benefits

As at its fiscal year end, the Corporation has not entered into any contract, agreement, plan or arrangement to provide payments to any Named Executive Officer, except as follows:

1. Pursuant to his employment contract in the event of the termination of Jason B. Siemens by the Corporation without cause, he will be entitled, among other things usual in such circumstances, to a termination payment in lieu of notice equal to all base compensation to the date of termination plus the amount of his Base Salary (as defined) for 24 months payable in quarterly instalments over a two year period and any bonus awards that may have been earned and be owing to him at the date of termination.

2. Pursuant to his employment contract, in the event of the termination of Milo Gancarz by the Corporation without cause, he will be entitled, among things usual in such circumstances, to pay in lieu of notice of 12 weeks plus on additional month for each completed year of service to a maximum of six months.
  
3. Pursuant to her employment contract in the event of the termination of Christie Gray by the Corporation without cause, she will be entitled, among other things usual in such circumstances, to a termination payment in lieu of notice equal to all base compensation to the date of termination plus the amount of her Base Salary (as defined) for 24 months payable in quarterly instalments over a two year period and any bonus awards that may have been earned and be owing to her at the date of termination.

## Director Compensation

### *Director Compensation Table*

The following table (presented in accordance with Form 51-102F6) sets forth all amounts of compensation provided to the Corporation's non-executive directors for the Corporation's most recently completed financial year.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Gabriel Bouchard-Phillips	18,000	Nil	Nil	Nil	Nil	Nil	18,000
Leslie T. Gord	18,000	Nil	Nil	Nil	Nil	Nil	18,000
G. James Johnson	6,750	Nil	Nil	Nil	Nil	Nil	6,750
H. Joe Prodan	18,000	Nil	Nil	Nil	Nil	Nil	18,000
Nicole A. Sparks	15,000	Nil	Nil	Nil	Nil	Nil	15,000
Christopher Stait-Gardner	6,000	Nil	Nil	Nil	Nil	Nil	6,000

### *Incentive Plan Awards*

No option-based awards were outstanding at the end of the Corporation's most recently completed financial year for the Corporation's non-executive directors and there is no other incentive plan for the directors.

## INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No informed person (as such term is defined in National Instrument 51-102 – Continuous Disclosure Obligations) of the Corporation or any associate or affiliate of any informed person has or has had any

material interest, direct or indirect, in any transaction since the beginning of the Corporation's most recently completed financial year, or in any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries, except as follows:

1. The Corporation made payments to Torvan Capital Group, a company controlled by K. Barry Sparks, the Executive Chair of the Corporation, on account of rent, all other assets and office expenditures including furnishings, office supplies, heat, electricity and equipment, administrative support by the Executive Chair's Administrative Assistant. These payments totalled \$45,600 plus HST for each of the financial years ended October 31, 2024, 2023, 2022 and 2021.
2. Expenses for the Executive Chair's work on the Corporation's behalf, in lieu of salary, is paid to Ashley Park Enterprises Inc., a company controlled by the Executive Chair. The amount paid was \$60,000 plus HST in each of the years ended October 31, 2024, 2023, 2022 and 2021. A bonus of \$50,000 was paid to Ashley Park Enterprises Inc. on February 22, 2024, in recognition of the Executive Chair's decades of contribution to and support of the Corporation.

## **ADDITIONAL INFORMATION**

### **Special Dividend**

On June 11, 2024, the Corporation paid a Special Dividend of \$0.05 per share to all shareholders of record as of the applicable record date. This special dividend underscores the Corporation's strong financial performance and commitment to returning value to shareholders.

### **Normal Course Issuer Bid**

On August 29, 2023 (the "Notice Date"), the TSX Venture Exchange accepted for filing the Corporation's Notice for its normal course issuer bid (the "NCIB"), which was conducted through the facilities of the TSX Venture Exchange. Under the NCIB, the Corporation was authorized to purchase up to 1,364,316 Common Shares from August 30, 2023, until the program's conclusion on August 30, 2024.

During the course of the NCIB, the Corporation repurchased a total of 422,600 Common Shares, all of which were subsequently canceled. These purchases were made at prevailing market prices and in accordance with the TSX Venture Exchange's rules and policies. The Corporation financed the repurchases using its working capital and appointed Canaccord Genuity Corp. to conduct the NCIB on its behalf.

The Board continues to believe that share repurchases can be a strategic use of the Corporation's financial resources when market conditions do not adequately reflect the Corporation's underlying value and future prospects. A copy of the Notice filed with the TSX Venture Exchange may be obtained by any shareholder without charge by contacting the Chief Operating Officer of the Corporation.

### **Corporate Governance**

Following the fiscal year-end on October 31, 2024, the Corporation engaged a Corporate Governance Service to assist with compliance and enhance governance practices. This initiative reflects the Corporation's ongoing commitment to maintain high standards of corporate governance and regulatory compliance. The service will provide guidance on best practices, regulatory updates, and board effectiveness to support the Corporation's long-term success.

Additional information relating to the Corporation is available on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com). Financial information relating to the Corporation is provided in its comparative financial statements and MD&A for its most recently completed financial year, copies of which may be obtained from the Corporation, upon request, at Suite 274, 150 King Street West, Toronto, Ontario M5H 1J9; telephone 905-857-9500; email [christie.gray@namsys.com](mailto:christie.gray@namsys.com).

### **GENERAL**

Management of the Corporation has no knowledge, as at the date hereof, of any business other than that set forth in the Notice of Meeting, to be presented for action by the shareholders at the Meeting. However, the Form of Proxy solicited hereunder confers upon the proxyholder the discretionary right to exercise the powers conferred thereunder in respect of any other matters and proposals that may properly be brought before the Meeting, or any adjournment or adjournments thereof.

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

March 19 2025

On behalf of the Board  
Nicole A. Sparks  
Chair of the Board

## **APPENDIX A TO THE INFORMATION CIRCULAR OF NAMSYS INC.**

### **CHARTER OF THE AUDIT COMMITTEE**

The primary responsibility of the Audit Committee (the "Committee") is to oversee the Corporation's financial reporting process on behalf of the Board in order to assist the directors of the Corporation in meeting their responsibilities with respect to financial reporting by the Corporation.

Management is responsible for the preparation, presentation and integrity of the Corporation's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Corporation. The independent auditors are responsible for auditing the Corporation's annual financial statements and for reviewing the Corporation's interim financial statements.

The role, responsibility, authority and power of the Committee shall include, but not be limited to:

- (a) The Committee shall be directly responsible for the appointment and termination (subject to board and shareholder ratification), compensation and oversight of the work of the independent auditors, including resolution of disagreements between management and the independent auditors regarding financial reporting;
- (b) The Committee shall ensure that at all times there are direct communication channels between the Committee and the internal auditors, if applicable, and the external auditors of the Corporation to discuss and review specific issues, as appropriate;
- (c) The Committee shall discuss with the independent auditors (and internal auditors, if applicable) the overall scope and plans for their audits, including the adequacy of staff. The Committee shall discuss with Management and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Corporation's policies and procedures to assess, monitor, and manage business risk, legal risk and adherence to the Corporation's ethical compliance programs;
- (d) The Committee shall, at least annually, obtain and review a report by the independent auditors:
  - (i) describing their internal quality control procedures;
  - (ii) reviewing any material issues raised by the most recent internal quality control review, or peer review, or any inquiry or investigation by government or professional institute or society, within the preceding five years, respecting any independent audit carried out by the independent auditors, and any steps taken to deal with any such issues; and
  - (iii) outlining all relationships between the independent auditor and the Corporation in order to assess auditor's independence;
- (e) The Committee shall meet separately, on a regular basis, with Management and the independent auditors to discuss any issues or concerns warranting Committee attention. As part of this process, the Committee shall provide sufficient opportunity for the independent auditors to meet privately with the Committee;
- (f) The Committee shall receive regular reports from the independent auditors on critical policies and practices of the Corporation, including all alternative treatment of financial information within

generally accepted accounting principles which have been discussed with management. Where alternative treatment exists, the independent auditors shall be invited to express their opinion as to whether the Corporation is using Best Practices;

- (g) The Committee shall review Management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditors' report on Management's assertion;
- (h) The Committee shall review and discuss earnings press releases, as well as information and earnings guidance provided to analysts and rating agencies;
- (i) The Committee shall review the interim and annual financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with Management and the annual audited statements with the independent auditors, prior to recommending them to the Board of Directors for approval, release or inclusion in any reports to shareholders and/or Security Commissions;
- (j) The Committee shall receive reports, if any, from Corporate Legal Representatives of evidence of material violation of securities laws or breaches of fiduciary duty;
- (k) The Committee shall review and ensure that procedures are in place for the receipt, retention and treatment of complaints received by the Corporation regarding accounting and auditing matters, as well as the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- (l) The Committee shall meet as often as it deems appropriate to discharge its responsibilities and, in any event, at least four times per year. Additional meetings may be held as deemed necessary by the Chairman of the Audit Committee or as requested by any Committee member or the external auditors;
- (m) The Committee shall review all issues related to a change of auditor, including the information to be included in the notice of change of auditor and the planned steps for an orderly transition;
- (n) The Committee shall pre-approve all non-audit services to be provided to the Corporation by the external auditors;
- (o) The Committee shall review and approve the Corporation's policy with regard to the hiring of current and former partners or employees of the present and former external auditors;
- (p) The Committee shall report on all the foregoing matters to the directors of the Corporation at the next Board meeting following;
- (q) At all times, the membership of the Committee shall be such that:
  - (i) it shall be comprised of no fewer than three members;
  - (ii) the majority of the members thereof shall be "unrelated directors" or "independent" directors of the Corporation, as may be defined by The Toronto Venture Exchange, the Ontario Securities Commission or any other regulator to which the Corporation reports or may report in the future;

- (iii) members of the Committee shall be financially literate in terms of the ability to read and understand a set of financial statements;
  - (iv) no independent member of the Committee shall have a material business relationship with the Corporation;
- (r) No business shall be transacted by the Committee except:
  - (v) at a meeting of the members thereof at which;
  - (vi) a majority of the members thereof are present;
  - (vii) a majority of the members thereof present are "unrelated or independent directors" of the Company; or
  - (viii) by a resolution in writing signed by all of the members of the Committee;
- (s) The minutes of all meetings of the Audit Committee shall be provided to the Board of Directors.