



**NOTICE OF MEETING AND
MANAGEMENT INFORMATION CIRCULAR**

ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 31, 2023

at 8:00 a.m. (Vancouver time)

DATED: August 3, 2023

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Take notice that the 2023 annual general meeting (the “**Meeting**”) of holders of common shares (“**Shareholders**”) of Parvis Invest Inc. (the “**Corporation**”) will be held on Thursday, August 31st at 8:00 AM (PST). The Meeting will be conducted in a virtual-only format via live audio webcast as provided in the details below. The live audio webcast will allow Shareholders to have an equal opportunity to participate at the Meeting regardless of their geographic location or particular circumstances. Shareholders will not be able to attend the Meeting in person.

The Meeting will have the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the fiscal year ended March 31, 2023, together with the auditor’s report thereon;
2. **TO SET AND CONSIDER** the number of directors of the Corporation for the ensuing year at six (6) members, and empower the board of directors (the “**Board**”) to determine the number of directors of the Corporation hereafter from time to time, by resolution of the Board as more particularly described in the Corporation’s management information circular;
3. **TO ELECT** and, if thought advisable, to pass, with or without variation, an ordinary resolution to elect six (6) members to hold office until the close of the next annual meeting of Shareholders as more particularly described in the Corporation’s management information circular;
4. **TO RE-APPOINT** MNP LLP, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration, as more particularly described in the Corporation’s management information circular; and
5. **TO TRANSACT** such other business as may properly come before the Meeting.

The management information circular (the “**Information Circular**”) which accompanies this Notice of Meeting contains the text of the proposed resolutions and further information relating to the above matters. Also accompanying this Notice is a form of proxy.

The Board has fixed the close of business on July 26, 2023 as the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting.

Shareholders who are unable to attend the Meeting virtually and who wish to ensure that their shares will be voted at the Meeting are requested to complete, sign and date the enclosed Proxy, and forward the Proxy via email in accordance with the instructions set out therein and in the Information Circular accompanying this Notice.

The Corporation will provide to any Shareholder, upon request to TSXT Trust Company (“**TSXT**”), the Corporation’s transfer agent, a paper copy of the Information Circular and the audited financial statements of the Corporation for the fiscal year ended March 31, 2023 and management’s discussion and analysis of the Corporation filed with the applicable securities regulatory authorities during the past year.

Virtual Meeting Details

In order to streamline the virtual meeting process, the Corporation encourages Shareholders to vote in advance of the Meeting using the VIF or the Proxy mailed to them with the Meeting materials.

Registered Shareholders and duly appointed proxyholders will be able to attend and participate in the Meeting via a live teleconference. Specifically, registered Shareholders and duly appointed proxy holders who have properly pre-registered to participate in the Meeting as outlined below will have the opportunity to (i) speak at the Meeting, and (ii) provided they have not already submitted their votes, participate in voting by ballot at the Meeting.

Non-registered Shareholders (being Shareholders who hold their common shares of the Corporation through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests. Guests will not be able to vote or ask questions at the Meeting.

THE BOARD AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND ATTEND THE MEETING VIRTUALLY. THE CONFERENCE NUMBER IS PROVIDED BELOW AND IT ENABLES SHAREHOLDERS TO PARTICIPATE IN A VOICE ONLY CONFERENCE CALL.

Registered Shareholders or Duly Appointed Proxyholders Access:

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed proxy and send it in the enclosed envelope or otherwise to the Corporation's transfer agent, TSXT, in accordance with the instructions set forth in the Information Circular and in the enclosed Proxy. Electronic voting is also available prior to this Meeting through www.voteproxyonline.com and entering the 12 digit control number found on the Proxy. Votes cast electronically or by ballot are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper Proxy. Further details on the electronic voting process are provided in the Proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and send the VIF in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by TSXT not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof. Late proxies may be accepted by the Chairperson of the Meeting in his sole discretion, and the Chairperson is under no obligation to accept or reject any particular late proxy.

Date: August 31, 2023

Time: 8:00 a.m. (PST)

Canada:

1-855-703-8985

US:

1-888-475-4499

<https://cozen.zoom.us/j/82880493801?pwd=ZW1NZEE5TElWSlpTRVJUUVJaTkRldz09>

Meeting ID: 828 8049 3801

Passcode: 730806

To register in advance:

<https://cozen.zoom.us/meeting/register/tZYlf-mspzgiGtWVZKQVdo0g7vDJHarCD-L4>

Dated at Toronto, Ontario, July 26, 2023.

BY ORDER OF THE BOARD

“David Michaud”

David Michaud

Director and Chief Executive Officer

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Statement Regarding Forward-Looking Information

Certain statements and information contained herein are not based on historical facts and constitute forward-looking information and forward-looking statements, within the meaning of Canadian securities laws, that are based on expectations, estimates and projections as at the date of this Circular. Forward-looking information is often identified by the words “**may**”, “**would**”, “**could**”, “**should**”, “**will**”, “**intend**”, “**plan**”, “**anticipate**”, “**believe**”, “**estimate**”, “**expect**” or similar expressions and includes, among others, information regarding: statements relating to the business and future activities of, and developments related, to the Corporation after the date of this information circular; expectations for other economic, business, regulatory and/or competitive factors related to the Corporation generally, including but not limited to the effects caused by COVID-19; and other events or conditions that may occur in the future.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect management’s expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Corporation believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Corporation. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: changes in

general economic, business and political conditions, including changes in the financial, foreign exchange and commodity markets caused by the spread of COVID-19; changes in applicable laws; and compliance with extensive government regulation, including obtaining government approvals.

This forward-looking information may be affected by risks and uncertainties in the business of the Corporation and market conditions. Some of the important risks and uncertainties that could affect forward-looking information are described further under the heading “**Risk Factors**” in the Corporation’s filing statement dated February 28, 2023 (the “**Filing Statement**”) filed with the securities regulatory authorities in certain provinces of Canada and available at www.sedarplus.ca.

Although the Corporation has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Accordingly, readers should not place undue reliance on forward-looking information. This forward-looking information is made as of the date of this Circular. The Corporation does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

PARVIS INVEST INC.

MANAGEMENT INFORMATION CIRCULAR

(This information is given as at July 26, 2023, except as indicated)

GENERAL PROXY INFORMATION

Solicitation of Proxies

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Parvis Invest Inc. (the “**Corporation**”) for use at the annual general meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) in the capital of the Corporation, to be held on **THURSDAY, AUGUST 31, 2023 at 8:00 AM** (PST), and at any adjournments or postponements thereof, for the purposes set out in the attached notice of meeting (the “**Notice of Meeting**”).

Only Shareholders of record at the close of business on July 26, 2023 (the “**Record Date**”) are entitled to notice of, and to attend and vote at, the Meeting. Registered Shareholders (that is, a Shareholder who holds Common Shares directly in his, her or its own name and is entered on the register of Shareholders) (“**Registered Shareholders**”) and duly appointed proxyholders can attend the Meeting online at the link provided below, where they can participate, vote, or submit questions during the Meeting’s live audio webcast provided they comply with the requirements set out in this Information Circular. Non-registered Shareholders (as defined below) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests. Guests will not be able to vote or ask questions at the Meeting.

Virtual Meeting Details

In order to streamline the virtual meeting process, the Corporation encourages Shareholders to vote in advance of the Meeting using the VIF or the Proxy mailed to them with the Meeting materials.

Registered Shareholders and duly appointed proxyholders will be able to attend and participate in the Meeting via a live teleconference. Specifically, registered Shareholders and duly appointed proxy holders who have properly pre-registered to participate in the Meeting as outlined below will have the opportunity to (i) speak at the Meeting, and (ii) provided they have not already submitted their votes, participate in voting by ballot at the Meeting.

Non-registered Shareholders (being Shareholders who hold their common shares of the Corporation through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests. Guests will not be able to vote or ask questions at the Meeting.

THE BOARD AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND ATTEND THE MEETING VIRTUALLY. THE CONFERENCE NUMBER IS PROVIDED BELOW AND IT ENABLES SHAREHOLDERS TO PARTICIPATE IN A VOICE ONLY CONFERENCE CALL.

Registered Shareholders or Duly Appointed Proxyholders Access:

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed proxy and send it in the enclosed envelope or otherwise to the Corporation's transfer agent, TSXT, in accordance with the instructions set forth in the Information Circular and in the enclosed Proxy. Electronic voting is also available prior to this Meeting through www.voteproxyonline.com and entering the 12 digit control number found on the Proxy. Votes cast electronically or by ballot are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper Proxy. Further details on the electronic voting process are provided in the Proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and send the VIF in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by TSXT not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof. Late proxies may be accepted by the Chairperson of the Meeting in his sole discretion, and the Chairperson is under no obligation to accept or reject any particular late proxy.

Date: August 31, 2023

Time: 8:00 a.m. (PST)

Canada:
1-855-703-8985

US:
1-888-475-4499

<https://cozen.zoom.us/j/82880493801?pwd=ZW1NZEE5TEIWSlpTRVJUJUVJaTkRldz09>

Meeting ID: 828 8049 3801
Passcode: 730806

To register in advance:

<https://cozen.zoom.us/meeting/register/tZYlf-mspzgiGtWVZKQVdo0g7vDJHarCD-L4>

How to Vote or Ask Questions at the Meeting

If you attend the Meeting by phone, it is important that you are connected to the phone line at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You should be registered for the Meeting well in advance and check into the Meeting online and by phone at least 48 hours prior to the start. Any Shareholder who has previously voted their shares will not be able to re-vote at the Meeting.

| | Registered Shareholders | Duly Appointed Proxyholders (including Non-Registered Shareholders who appoint themselves) |
|--------|---|--|
| Step 1 | Obtain your control number(s) from the Proxy received in the mail or by email. | Appoint the Proxyholder: On the Proxy or VIF you received in the mail or by email, follow the instructions for how to appoint a proxy and vote your shares in person. |
| Step 2 | Register for the Meeting at your earliest convenience in order to receive unique Zoom dial-in access and PIN number. You can do this at the link provided above. <u>Registration will close 48 hours prior to the meeting.</u> | Receive confirmation from your broker or intermediary that your proxy appointment is confirmed and follow any additional instructions. This must be done by no later than 8:00 AM (PST) on August 29, 2023 (the “ voting deadline ”). (Please leave ample time to receive in the mail and follow the provided instructions to ensure the appointment is complete). |
| Step 3 | Receive calendar booking by email from Zoom (our virtual meeting provider) with your unique Meeting access information and PIN number. Please do not share your PIN or the dial-in numbers with anyone. | After being duly appointed , the proxyholder must register for Meeting at their earliest convenience, in order to receive unique Zoom dial-in access and password number. They can do this at the link provide above. <u>Registration will close 48 hours prior to the meeting.</u> |
| Step 4 | With your unique meeting access information, dial-in at least 10 minutes before the Meeting. | Receive calendar booking by email from Zoom (our virtual meeting provider) with your unique Zoom dial-in access and PIN number. Please do not share your unique Zoom dial-in access and PIN number with anyone. |

Non-registered Shareholders who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting but will be able to attend as guests. This is because the Corporation and our transfer agent do not have a record of the non-registered Shareholders of the Corporation and, as a result, will have no knowledge of your shareholdings or entitlement to vote unless you appoint yourself as proxyholder.

Persons or Companies Making the Solicitation

The enclosed Proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Corporation. The Corporation may reimburse Shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Proxy. No solicitation will be made by

specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Corporation. None of the directors of the Corporation have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

Appointment and Revocation of Proxies

The persons named in the accompanying Proxy are directors or officers of the Corporation and have been designated by management (the “**Management Designees**”). A Shareholder has the right to appoint a person or company to attend and represent the Shareholder at the Meeting other than the persons named in the enclosed Proxy. To exercise this right, a Shareholder must insert the name of the nominee in the blank space provided in the appointment of proxyholder section. An appointed proxyholder need not be a Registered Shareholder.

In order to be voted, the completed Proxy must be dated and signed and must be deposited at the office of the Corporation’s transfer agent, c/o TSX Trust Company., by fax within North America at 1-416-595-9593 or by mail or hand delivery to either TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 1S3, (Attn: Proxy Department), at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.

The Proxy must be signed by the Shareholder or by their duly authorized attorney. If signed by a duly authorized attorney, the Proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the Shareholder is a corporation, the Proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The Chairperson of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a Shareholder may revoke a proxy by: (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, (b) signing and dating a written notice of revocation (in the same manner as the Proxy is required to be executed as set out in the notes to the Proxy) and either depositing it at the place and within the time aforesaid or with the Chairperson of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a Shareholder present in person, whereupon such proxy shall be deemed to have been revoked. However, only Registered Shareholders have the right to revoke a proxy. Non-registered Shareholders who wish to change their vote must, at least 7 days before the Meeting, arrange for their nominees to revoke the proxy on their behalf.

Voting of Shares and Exercise of Discretion of Proxies

On any poll, the persons named in the enclosed Proxy will vote the Common Shares in respect of which they are appointed and, where directions are given by the Shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

The Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder

specifies a choice with respect to any matter to be acted upon at the Meeting, the securities will be voted accordingly.

In the absence of any direction in the Proxy, it is intended that such shares will be voted **IN FAVOUR** of the resolutions placed before the Meeting by management and **FOR** the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular. The Proxy enclosed, when properly completed and deposited, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting. At the time of printing of this Information Circular, management of the Corporation is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any such amendments, variations or other matters should properly come before the Meeting, the proxies hereby solicited will be voted thereon in accordance with the best judgement of the nominee.

Non-registered Shareholders

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Corporation are “non-registered” Shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a Registered 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 (an “**Intermediary**”) that the Non-registered 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 RRSP’s, RRIF’s, RESPs and similar plans); or

(b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant (a “**Non-registered Shareholder**”).

Non-registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as “NOBO’s”. Those Non-registered Shareholders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as “OBO’s”.

Notice to Shareholders in the United States

This solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and the securities laws of the provinces of Canada. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States’ securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is governed by the *Business Corporations Act* (British Columbia), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States.

Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Meeting Materials

Both Registered Shareholders and Non-registered Shareholders will receive a package which will include either a Proxy or a VIF, the Notice of Meeting, and this Information Circular (collectively, the “**Meeting Materials**”). In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation has elected to send the Notice of Meeting, this Information Circular and the Proxy directly to the NOBO’s and Registered Shareholders, and indirectly through Intermediaries to the OBO’s.

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

Meeting Materials sent to Non-registered Shareholders who have not waived the right to receive Meeting Materials are accompanied by a request for a VIF. This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Non-registered Shareholder is able to instruct the Registered Shareholder how to vote on behalf of the Non-registered Shareholder. VIF’s, whether provided by the Corporation or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-registered Shareholders to direct the voting of the Common Shares which they beneficially own. Should a Non-registered Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-registered Shareholder may request a legal proxy as set forth in the VIF, which will grant the Non-registered Shareholder or their nominee the right to attend and vote at the Meeting. **Non-registered Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or executive officer of the Corporation at any time since the beginning of its last completed fiscal year, proposed nominee for election as a director of the Corporation or any associate, or affiliate of any such director, executive officer or proposed nominee, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors, except as disclosed in this Information Circular.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares without par value. As of July 26, 2023, the Corporation has 26,771,736 Common Shares issued and outstanding. Each Common Share entitles the holder thereof to one vote.

Only Shareholders of record at the close of business on the Record Date, who either virtually attend the Meeting or who have properly completed and delivered a Proxy or VIF in the manner and subject to the provisions described above, will be entitled to vote or to have their Common Shares voted at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, there is no person or company who beneficially owns, directly or indirectly, or exercise control or direction over, voting securities carrying 10% or more of the voting rights attached to any class of voting securities in the capital of the Corporation, other than:

| Name | Number of Common Shares Owned or Controlled | Percentage of Outstanding Common Shares ⁽¹⁾ |
|---------------|---|--|
| Drew Green | 4,675,742 ⁽²⁾ | 17.5% |
| David Michaud | 3,394,622 ⁽³⁾ | 12.7% |
| Kia Besharat | 3,287,606 ⁽⁴⁾ | 12.3 % |

Notes:

- (1) Based on 26,771,736 Common Shares issued and outstanding.
- (2) Held individually and through Drewgreen.ca Inc., an entity beneficially owned and controlled by Mr. Green.
- (3) Held individually and through Northcliffe Investments Inc., an entity beneficially owned and controlled by Mr. Michaud.
- (4) Held individually and through Prodigy Capital Corp., an entity beneficially owned and controlled by Mr. Besharat.

VOTES NECESSARY TO PASS RESOLUTIONS

Under the Corporation's current Articles, the quorum for the transaction of business at the meeting of Shareholders is two Shareholders present or represented by proxy and who, in the aggregate, hold at least 5% of the issued Common Shares entitled to be voted at the Meeting. A simple majority (51%) of the votes of those Shareholders who are present and vote either in person or by proxy at the Meeting is required in order to pass an ordinary resolution and two thirds (66.67%) of the votes of those Shareholders who are present and vote either in person or by proxy at the Meeting is required in order to pass a special resolution.

PARTICULARS OF MATTERS TO BE ACTED UPON

Management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

A. Receipt of Financial Statements

The financial statements of the Corporation for the fiscal year ended March 31, 2023, together with the auditor's report thereon will be presented to Shareholders at the Meeting. The financial

statements, together with the auditor's report thereon for the year ended March 31, 2023, were mailed to Shareholders who have requested a copy.

B. Number of Directors

The Board presently consists of seven (7) directors and it is proposed by way of an ordinary resolution that six (6) directors be elected at the Meeting (the "**Board Composition Resolution**"). The term of office of each of the current directors expires at the Meeting and six (6) directors are seeking re-election. The form of the resolution set out in Appendix A is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the resolution.

In order to be adopted, the Board Composition Resolution must be passed by a simple majority (51%) of the votes of those Shareholders who are present and vote either in person or by proxy at the Meeting.

Voting Recommendation. The Management Designees named in the accompanying Proxy or VIF intend to vote FOR the Board Composition Resolution, unless a Shareholder directs in the Proxy or VIF that his, her or its Common Shares are to be voted otherwise, his, her or its Common Shares are to be voted in favour of such matter.

C. Election of Directors

The following persons will be presented for election at the Meeting as management's nominee: Drew Green, David Michaud, Jas Bagry, Blair McCreadie, Tirta Liu and Jeff McCann. For full information about each of the nominees, including a summary of their experience, see "*Director Nominees*".

Management does not contemplate that any of these nominees will be unable to serve as a director. If, for any reason, at the time of the Meeting any of the nominees are unable to serve as a director, the persons named in the accompanying Proxy or VIF reserve the right to vote for another nominee in their discretion unless a Shareholder has directed that their Common Shares are to be withheld from voting in the election of directors.

The directors of the Corporation are elected at each annual general meeting. Each director elected will hold office until the next annual general meeting or until their successor is duly elected or appointed, unless their office is earlier vacated in accordance with the constating documents of the Corporation or they become disqualified to act as a director. The form of the resolution set out in Appendix B (the "**Election of Directors Resolution**") is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the resolution.

In order to be adopted, the Election of Directors Resolution must be passed by a simple majority (51%) of the votes of those Shareholders who are present and vote either in person or by proxy at the Meeting.

Voting Recommendation. The Management Designees named in the accompanying Proxy or VIF intend to vote FOR the Election of Directors Resolution, unless a Shareholder directs in

the Proxy or VIF that his, her or its Common Shares are to be voted otherwise, his, her or its Common Shares are to be voted in favour of such matter.

D. Re-Appointment of Auditor

At the Meeting, it is proposed that MNP LLP (“MNP”), be re-appointed as auditor of the Corporation to hold office until the next annual general meeting of Shareholders and that the Board be authorized to fix their remuneration. MNP, has served as auditors of the Corporation since the completion of the RTO. The form of the resolution set out in Appendix C (the “**Auditors Resolution**”) is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the resolution.

In order to be adopted, the Auditors Resolution must be passed by a simple majority (51%) of the votes of those Shareholders who are present and vote either in person or by proxy at the Meeting.

Voting Recommendation. The Management Designees named in the accompanying Proxy or VIF intend to vote FOR the Auditors Resolution, unless a Shareholder directs in the Proxy or VIF that his, her or its Common Shares are to be voted otherwise, his, her or its Common Shares are to be voted in favour of such matter.

E. Other Matters

The Corporation will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. Management of the Corporation knows of no other matters to come before the Meeting other than those referred to in the notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

DIRECTOR NOMINEES

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Corporation, their respective principal occupations and the number of shares of the Corporation which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular. Information concerning such persons, as furnished by individual nominees, is as follows: numbers in this table are confirmed.

| Name, city and country of residence | Director Since | Principal Occupations for the Previous Five Years | Number of Common Shares beneficially owned, directly or indirectly, or controlled⁽²⁾ |
|---|-----------------------|--|--|
| Drew Green British Columbia, Canada | January 18, 2021 | See below under the heading “Biographies of Director Nominees” | 4,675,742 ⁽³⁾ (17.5%) |
| David Michaud Quebec, Canada | March 3, 2023 | See below under the heading “Biographies of Director Nominees” | 3,394,622 ⁽⁴⁾ (12.7%) |

| | | | |
|--|------------------|--|----------------------------------|
| Jas Bagry ⁽¹⁾ British Columbia, Canada | March 3, 2023 | See below under the heading “Biographies of Director Nominees” | 829,794 ⁽⁵⁾ (3.1%) |
| Blair McCreddie ⁽¹⁾ Ontario, Canada | March 3, 2023 | See below under the heading “Biographies of Director Nominees” | Nil |
| Tirta Liu ⁽¹⁾ British Columbia, Canada | March 3, 2023 | See below under the heading “Biographies of Director Nominees” | 1,353,083 (5.1%) |
| Jeff McCann Bermuda | April 4, 2023 | See below under the heading “Biographies of Director Nominees” | Nil |

Notes:

- (1) Member of the Audit Committee (Blair McCreddie is the chair of the audit committee).
- (2) Based upon information furnished to the Corporation by individual directors and expressed as to the number of Common Shares. Unless otherwise indicated, such Common Shares are held directly. Percentage of Common Shares are calculated based on 26,771,736 Common Shares issued and outstanding.
- (3) Held individually and through Drewgreen.ca Inc., an entity beneficially owned and controlled by Mr. Green.
- (4) Held individually and through Northcliffe Investments Inc., an entity beneficially owned and controlled by Mr. Michaud.
- (5) Held through Bagry Holdings Ltd., an entity beneficially owned and controlled by Mr. Bagry.

Biographies of Director Nominees

Drew Green – Chairman and Director (age: 48)

Drew Green is an award-winning Chief Executive Officer, entrepreneur, and expert in starting and managing high-growth companies. A visionary leader, Green has created one of the world's fastest growing apparel brands. Between 2015-2023, he established over \$100M in strategic capital commitments for INDOCHINO from Madrona Venture Partners, Highland Consumer, Dayang Group, Mitsui & Co. (TSE: 8031) and Postmedia Network (TSX: PNC.B) and has secured partnerships with hundreds of celebrities and professional athletes, along with MLB, NHL, NBA and NFL teams across North America. INDOCHINO created, launched, and then expanded to 83 showrooms, employing over 1,000 people across North America, with another 2,500 people in China working daily to produce the one-of-a-kind garments each INDOCHINO customer creates.

Previously nominated as top 40 under 40, as well as CEO of the year, Green has been recognized for his accomplishments throughout his career. In 2017 Green was awarded the Innovation in Retail award. In 2018 he was awarded Retailer of the Year by Chain Store Age, and in 2018 Green was selected as The Entrepreneur of the Year, by Ernst and Young. In 2019 Canadian Business announced that between 2015-2019, INDOCHINO was #1 fastest growing Canadian retailer, with sales globally, and 3rd fastest growing retailer in Canada, amongst retailers with revenues over \$100M.

Prior to INDOCHINO, Green founded and was Chief Executive Officer of Canada's first multi-merchant marketplace, which is now owned by EMERGE COMMERCE, which he leads as Chairman and major shareholder. Throughout his career, Drew has held leadership roles at companies that have created billions in shareholder value through leadership roles at DoubleClick (acquired by Google), SHOP.COM (acquired by Market America) and FloNetwork (acquired by DoubleClick). Over the past 25 years Drew Green has started or invested in over 50 private companies, venture funds and real-estate assets across Canada. Over his career, Drew has founded

and become chairman of over 15 Canadian companies, including five that are currently public. Drew is currently a board member at York University, his alma mater, and awards yearly scholarships for York and UBC students.

David Michaud – Chief Executive Officer and Director (age: 43)

Mr. Michaud has over 15 years of experience in finance and corporate law representing businesses and financial institutions on a wide range of investment activities and operations including mergers and acquisitions, secured transactions, trusts and private wealth matters. Having honed his expertise working with various financial regulators in Canada, US and abroad, Mr. Michaud has completed various domestic and cross-border corporate acquisitions while structuring financial transactions and investments up to \$20 billion in value. Prior to founding Parvis, David served as the Legal Director of Fiera Capital Corporation (TSX: FSZ) since 2016, where he provided strategic counsel on legal and business development opportunities. From 2011 to 2015, David served as Senior Legal Counsel for the National Bank of Canada (TSX: NA), where he provided legal services to senior management on mergers and acquisitions and corporate legal matters, and from 2008 to 2011, he served as Legal Counsel for Central 1 Credit Union, where he provided legal services on mergers and acquisitions, structuring of credit facilities, finance and derivatives transactions, and other banking transactions. Mr. Michaud also founded Henry Investments, a real estate development company along with his two brothers. Mr. Michaud holds a Bachelor of Arts degree in Economics and Politics from the University of Moncton, a Juris Doctor from the University of Ottawa, and a Master of Law degree from the University of London.

Jas Bagry – Chief Financial Officer, Corporate Secretary and Director (age: 40)

Mr. Bagry is a seasoned finance professional, entrepreneur, and CFA Charterholder with over 15 years of experience in fund management, real estate investments, and financial advisory services. Prior to founding Parvis, Mr. Bagry founded InnoVenture Financial Inc. in 2013, a firm that provides CFO advisory services to seed and Series A stage businesses. Mr. Bagry has invested in and sits on the boards of several businesses including a real estate asset manager with over \$15 million of net assets and several properties in development planning. Previously, Mr. Bagry was Vice President of New Market Funds, a multi-fund manager with \$65 million in assets under management. Mr. Bagry was also a venture capitalist in New York City and an early-stage advisor to technology companies. Mr. Bagry holds a Master of Business Administration degree from Columbia Business School and a Bachelor of Commerce degree from the University of British Columbia.

Blair McCreadie – Director (age: 58)

Mr. McCreadie is a founding partner of the newly formed Beausoleil Real Estate Investments Ltd. Beausoleil has been launched for the sole purpose of continuing Mr. McCreadie's focus on delivering strong investment results and transparency to the investor community. Prior to 2023, Mr. McCreadie was a key member of the Fiera Real Estate ("FRE") executive team and as Head of the Canadian Real Estate business, was responsible for a \$6.5B platform in Canada comprised of a full spectrum of real estate investment solutions from core to value-add and development through to real estate debt strategies. Specifically, Mr. McCreadie's oversight included the flagship Fiera Real Estate Core Fund LP and the Fiera Real Estate Industrial Fund. Both open-ended funds have continually been top quartile performers in the MSCI/RealPac Canada Property

Fund Index (“PFI”). Mr. McCreadie has over 30 years of experience in all facets of real estate including Fund management, investments, asset management, financing and valuations. Prior to joining FRE, with Standard Life Investments (“SLI”), Mr. McCreadie spent more than 15 years involved with one of the largest and oldest open-ended pooled real estate funds in Canada. There, he served as asset and fund manager and ultimately became Head of the Canadian Real Estate business for SLI. Mr. McCreadie holds an Accredited Appraiser Canadian Institute (AACI) designation.

Tirta Liu – Director (age: 43)

Mr. Liu has over two decades of real estate developer/operator expertise with a portfolio of assets exceeding a half billion dollars throughout Canada and the United States. Along with capital investments in ventures from biopharmaceutical and education sectors, his diversified business holdings span several other companies including owner and director of Bank Communications Inc, a management firm focused on leasing & financial services, director at VCBC Leasing, where the company focuses on diversified leasing and mortgage lending in real estate and equipment, and strategic investor and director of CheckSammy Technologies, where more than 5000 operators provide multi-sector sustainability services in recycling and waste management throughout North America. Mr. Liu was also formerly with China Trust Bank of Taiwan, where he focused on mortgage lending. Mr. Liu holds a Bachelor of Arts from the University of British Columbia.

Jeff McCann – Director (age: 35)

Mr. McCann is an award-winning insurance professional and Chief Executive Officer. Mr. McCann founded APOLLO, one of Canada’s fastest growing insurance technology companies. Over the past three years APOLLO has created, launched, and expanded over 2000 digital insurance products supported by a broad cohort of international insurance providers. He has successfully raised over \$40 million in investment capital including from Liberty Mutual Group, Trisura Group (TSX:TSU), and Definity Financial (TSX:DFY). McCann has been noted for his accomplishments throughout his career including top 10 under 40, Insurance Canada Young Gun, as well as CEO of the Year excellence winner. APOLLO was named 2019 and 2021 Digital Innovator of the Year by Insurance Canada, 2019 and 2022 Top Insurance Workplaces, and was a finalist in the 17th annual Small Business BC Awards Innovation category. McCann serves on the Board of Directors of the Arthritis Society of Canada and graduated from the Beedie School of Business at Simon Fraser University.

Except as described below, to the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of any of such persons) is, as of the date hereof, or has been within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation), that has been, subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, referred to as an “**Order**”) that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or 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.

On May 6, 2022, while Mr. Green was a director and chairman of American Aires Inc., the Ontario Securities Commission issued a cease trade order against American Aires Inc. (CSE: WIFI) for failure to file its audited financial statements and management’s discussion and analysis and related certifications for the year ended December 31, 2021. The Ontario Securities Commission revoked the cease trade order on March 10, 2023.

To the knowledge of the Corporation, no proposed director (nor any personal holding company of any of such persons) is, as of the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Corporation, no proposed director (nor any personal holding company of any of such persons) has, within the 10 years before the date hereof, 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, her or its assets.

To the knowledge of the Corporation, no proposed director (nor any personal holding company of any of such persons) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE AND DIRECTOR COMPENSATION

The following description of the executive and director compensation of the Corporation is provided pursuant to Form 51-102F6 V- Statement of Executive Compensation (“**Form 51-102F6V**”).

Named Executive Officers

Set out below are particulars of compensation paid to the following persons (the “**NEOs**”) of the Corporation for the fiscal year ended March 31, 2023:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed fiscal year, served as chief executive officer, including an individual performing functions similar to a chief executive officer (“**CEO**”);
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed fiscal year, served as chief financial officer, including an individual performing functions similar to a chief financial officer (“**CFO**”);
- (c) 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 fiscal year whose total compensation was more than C\$150,000, as determined in accordance with applicable securities rules, for that fiscal year; and

- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that fiscal year.

On November 1, 2022, the Corporation entered into an amalgamation agreement (the “**Amalgamation Agreement**”), with the Corporation, Gravitas II Capital Corp. (“**GII**”), 14492528 Canada Inc. (“**Subco**”).

Pursuant to the terms of the Amalgamation Agreement, GII, SubCo and the Corporation combined their businesses by way of a three-cornered amalgamation and a share exchange (the “**Qualifying Transaction**”). The Qualifying Transaction constituted the Corporation’s qualifying transaction under TSXV Policy 2.4 – *Capital Pool Companies*, and following the completion of the Qualifying Transaction, the Corporation was listed on the TSX Venture Exchange (the “**TSXV**”) on March 10, 2023. The Qualifying Transaction constituted a reverse takeover (the “**RTO**”) of the Corporation, as defined by TSXV Policy 5.2 – *Changes of Business and Reverse Take Overs*.

For further information on the RTO, please refer to the Filing Statement, which can be found on the system for electronic document analysis and retrieval, also known as SEDAR+, under the Corporation’s Profile www.sedarplus.ca.

Pursuant to the RTO, the Board and management of the Corporation was reconstituted by a combination of the board and management of GII and the Corporation.

For the fiscal year ended March 31, 2023, the Corporation had three (3) NEOs: David Michaud, Jas Bagry and Conan Graham. Mr. Graham resigned from his position of Chief Operating Officer of the Corporation on March 13, 2023, effective April 3, 2023.

Compensation Discussion and Analysis

For the fiscal year ended March 31, 2023 (except for March 3, 2023 to March 31, 2023, following completion of the RTO), the Corporation was a capital pool company and until the Corporation completed a qualifying transaction, no compensation of any kind could be provided to the Corporation’s directors or officers, directly or indirectly, by any means, including payment of salary, other than compensation provided under the Corporation’s option plan that was in effect at this time.

The Corporation adopted an omnibus equity incentive plan (the “**Omnibus Plan**”) to align management compensation with the interests of the Shareholders. The Shareholders approved the Omnibus Plan on January 18, 2023, effective upon closing of the RTO.

The objective of the Corporation’s executive compensation strategy is to provide compensation that reflects:

- fair and competitive compensation commensurate with an individual’s performance, experience and expertise in order to attract and retain highly qualified executives;

- recognition and encouragement of leadership, entrepreneurial spirit and team work;
- the Corporation's values;
- an alignment of the financial interests of the executives with the financial interests of the Shareholders;
- short-term and long-term incentives to reward individual performance and contribution to the achievement of corporate performance and objectives; and
- contribution to the enhancement of Shareholder value.

The Corporation seeks to maintain a reasonable balance between offering a competitive base salary and an attractive security-based compensation package but does not apply a precise formula in determining the appropriate mix. Other considerations affecting the amount and makeup of management compensation include the Corporation's financial resources, its stage of development and plans for future growth and the time commitment of each individual officer to the Corporation's affairs (full time versus part time).

Ultimately, it is the responsibility of the Board, in consultation with the Compensation Committee (as defined herein), to fix and evaluate the appropriateness of each officer's compensation. The Corporation's process for determining executive compensation relies largely on the Board without any formal objectives, criteria and analysis. The final compensation paid is reached by negotiation with each individual officer. The Board believes this approach is appropriate given the Corporation's size and means.

Compensation Risk Management

The Corporation's compensation program seeks to align its strategic direction with the interests of its Shareholders by incorporating various risk-adjusted measures into its compensation program, which are designed to mitigate any incentive for its employees, including NEOs, to take or be rewarded for excessive or imprudent risks that could have a material adverse impact on the Corporation. In particular, the compensation program of the Corporation seeks to limit and mitigate compensation-related risk by balancing short-term goals with long-term performance objectives through the issuance of stock options ("**Options**") and other security-based compensation pursuant to the Omnibus Plan. Risk oversight is primarily the responsibility of the Audit Committee in conjunction with the Compensation Committee and is monitored by the executive committee which includes the CEO and his direct reports.

The Compensation Committee and Audit Committee are responsible, at least annually, for reviewing incentive compensation arrangements to confirm they do not encourage inappropriate or unintended risk taking. Due to the small size of the Corporation and the current level of the Corporation's activity, the Compensation Committee is able to closely monitor and consider any risks which may be associated with the Corporation's compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Compensation Committee during which financial and other information of the Corporation are reviewed. No risks have been identified arising from the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

Employment, Consulting and Management Agreements

Management functions of the Corporation are substantially performed by directors and senior officers of the Corporation and not, to any substantial degree, by any other person with whom the Corporation has a contract. No individual acting as a NEO of the Corporation is acting through an external management company. Details of the contracts between the Corporation and each of its executive officers are set out below:

David Michaud, CEO

On November 1, 2022, Parvis Fintech Inc. (formerly Parvis Invest Inc.) (“**Parvis**”), a subsidiary of the Corporation, entered into an employment agreement with David Michaud to act as CEO of Parvis. The agreement provided for a base salary of \$125,000 per annum and allowed for Mr. Michaud to participate in the Parvis’ employee benefit programs. The agreement allowed for Mr. Michaud to receive grants of options under Parvis’ equity incentive plan from time to time. The term of the agreement was indefinite and could be terminated by Parvis for cause, per standard employee contracting, or without cause upon payment by Parvis of the greater of Mr. Michaud’s entitlement under the *Employment Standards Act* (British Columbia) and 90 days’ compensation. Mr. Michaud could resign by giving Parvis 30 days’ written notice. The agreement included non-competition and non-solicitation clauses. The agreement was terminated effective May 1, 2023.

Effective as of May 1, 2023, the Corporation entered into a contractor agreement with David Michaud to act as CEO of the Corporation. The agreement provides for a base salary of \$210,000 per annum, payable to Northcliffe Investments Inc. (“**Northcliffe**”), a company owned and controlled by Mr. Michaud. The agreement allows for Northcliffe to receive grants of options and other share-based awards under the Corporation’s equity incentive plan from time to time. The term of the agreement is indefinite and may be terminated by mutual agreement of the parties in writing or by either party upon giving 90 days’ written notice to the other party. The agreement may also be terminated by the Corporation within 7 days if the Corporation receives notice from Mr. Michaud that a conflict of interest exists.

Jas Bagry, CFO

On November 1, 2022, Parvis entered into an employment agreement with Jas Bagry to act as CFO of Parvis. The agreement provided for a base salary of \$180,000 per annum and allowed for Mr. Bagry to participate in Parvis’ employee benefit programs. The agreement also allowed for Mr. Bagry to receive grants of options under Parvis’ equity incentive plan from time to time. The term of the agreement was indefinite and could be terminated by Parvis for cause, per standard employee contracting, or without cause upon payment by Parvis of the greater of Mr. Bagry’s entitlement under the *Employment Standards Act* (British Columbia) and 90 days’ compensation. Mr. Bagry could resign by giving Parvis 30 days’ written notice. The agreement included non-competition and non-solicitation clauses. The agreement was terminated effective May 1, 2023.

Effective as of May 1, 2023, the Corporation entered into a contractor agreement with Jas Bagry to act as CFO of the Corporation. The agreement provides for a base salary of \$200,000 per annum, payable to InnoVenture Financial Inc. (“**InnoVenture**”), a company owned and controlled by Mr. Bagry. The agreement allows for InnoVenture to receive grants of options and other share-based awards under the Corporation’s equity incentive plan from time to time. The term of the agreement

is indefinite and may be terminated by mutual agreement of the parties in writing or by either party upon giving 90 days' written notice to the other party. The agreement may also be terminated by the Corporation within 7 days if the Corporation receives notice from Mr. Bagry that a conflict of interest exists.

Conan Graham, COO

On November 1, 2022, Parvis entered into an employment agreement with Conan Graham to act as COO of Parvis. The agreement provides for a base salary of \$125,000 per annum and allows for Mr. Graham to participate in Parvis' employee benefit programs. The agreement does not provide for a bonus of Mr. Graham's base salary. The agreement also allows for Mr. Graham to receive grants of options under Parvis' equity incentive plan from time to time. The term of the agreement is indefinite and may be terminated by Parvis for cause, per standard employee contracting, or without cause upon payment by Parvis of the greater of Mr. Graham's entitlement under the *Employment Standards Act* (British Columbia) and 90 days' compensation. Mr. Graham may resign by giving Parvis 30 days' written notice. The agreement included non-competition and non-solicitation clauses. Mr. Graham resigned and the agreement was terminated effective April 3, 2023.

Drew Green, Chairman

On March 1, 2021, Parvis entered into a consulting agreement with Drew Green to act as Chairman of Parvis. The agreement provides for a base salary of \$120,000 per annum payable to Drewgreen.ca Inc. ("**Drewgreen.ca**"), a company owned and controlled by Mr. Green. The agreement also allows for Drewgreen.ca to receive grants of options and other share-based awards under Parvis' equity incentive plan from time to time. The term of the agreement is indefinite and may be terminated by mutual agreement of the parties or, after March 1, 2026, by either party upon 30 days' written notice to the other party. Mr. Green is compensated for his services provided to the Corporation in accordance with the terms of this agreement.

Share-based and Option-based Awards

The Corporation did not grant any share-based or option-based awards during its fiscal year ended March 31, 2023.

The Corporation may issue share-based and option-based awards in the future pursuant to the Omnibus Plan. Share-based and option-based awards granted under the Omnibus Plan are intended to reward long-term corporate performance, increased share value and align the interests of employees, including NEOs, with those of Shareholders.

The Compensation Committee is responsible for reviewing and approving corporate goals and objectives relevant to the compensation arrangements (including but not limited to employment and consulting arrangements) of the executive officers of the Corporation, the Chairperson of the Board, and the directors of the Corporation, to evaluate the performance of the Corporation's executive officers, the Chairperson of the Board, and directors of the Corporation in light of those goals and objectives, and set the compensation level of such parties based on this evaluation. In determining the long-term incentive component of the parties' compensation, the Compensation Committee shall consider, without limitation, the Corporation's performance and relative

Shareholder return, the value of similar incentive awards to executive officers, the Chairperson of the Board, and directors at comparable companies, and the awards given to such parties in past years.

The administration of the Corporation's Omnibus Plan, or such other equity based compensation plans as may be approved by the Board and Shareholders of the Corporation from time to time, is also the responsibility of the Compensation Committee.

Summary Compensation Table

The following table, presented in accordance with Form 51-102F6V, sets forth all annual and long-term compensation for services in all capacities to the Corporation for the two most recently completed fiscal years (to the extent required by Form 51-102F6V) in respect of each NEO and director:

| TABLE OF COMPENSATION, EXCLUDING COMPENSATION SECURITIES | | | | | | | |
|--|------|---|------------|--------------------------------|---------------------------|--------------------------------------|-------------------------|
| Name and Position | Year | Salary, consulting fee, retainer or commission (CAD\$) ⁽¹⁾ | Bonus (\$) | Committee or meeting fees (\$) | Value of perquisites (\$) | Value of all other compensation (\$) | Total compensation (\$) |
| Drew Green Director | 2023 | 9,354.84 ⁽²⁾ | Nil | Nil | Nil | Nil | 9,354.84 |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |
| David Michaud Director and CEO | 2023 | 11,357.14 | Nil | Nil | Nil | Nil | 11,357.14 |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |
| Jas Bagry Director and CFO | 2023 | 13,714.29 | Nil | Nil | Nil | Nil | 13,714.29 |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |
| Blair McCreadie Director | 2023 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |
| Tirta Liu Director | 2023 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |
| Jeff McCann Director | 2023 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |
| Kia Besharat Director | 2023 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |
| Conan Graham Director and COO ⁽³⁾ | 2023 | 10,357.14 | Nil | Nil | Nil | Nil | 10,357.14 |
| | 2022 | Nil | Nil | Nil | Nil | Nil | Nil |

Notes:

(1) Represents salaries paid by the Corporation from March 3, following closing of the Corporation's Qualifying Transaction, to March 31, 2023.

- (2) Paid to Drewgreen.ca Inc., a company owned and controlled by Mr. Green.
(3) Mr. Graham resigned from the Board and as Chief Operating Officer of the Corporation on March 13, 2023, effective April 3, 2023.

Outstanding Incentive Plan Awards – share based and option based

In the fiscal year ended March 31, 2023, no compensation securities were granted or issued to any NEO or director by the Corporation for services provided or to be provided, directly or indirectly, to the Corporation.

The following table discloses the total amount of compensation securities held by each NEO and director of the Corporation, as at the Corporation’s fiscal year end of March 31, 2023:

| Name and Position | Total Number of Options held as at March 31, 2023 | Exercise Price | Expiry Date | Grant Date | Vesting Details |
|--|---|----------------|------------------|---------------|---|
| Drew Green Director and Chairman | 312,400 ⁽¹⁾ | \$0.50 | October 31, 2032 | March 3, 2023 | 20% biannually until fully vested on October 32, 2025 |
| | 137,229 | \$0.498 | June 29, 2031 | June 29, 2021 | Vested upon grant |
| | 100,401 | \$0.249 | April 5, 2031 | April 5, 2021 | Vested upon grant |
| David Michaud Director and CEO | 224,800 ⁽²⁾ | \$0.50 | October 31, 2032 | March 3, 2023 | 20% biannually until fully vested on October 32, 2025 |
| Jas Bagry Director and CFO | 400,000 ⁽³⁾ | \$0.50 | October 31, 2032 | March 3, 2023 | 20% biannually until fully vested on October 32, 2025 |
| Blair McCreadie Director | Nil | N/A | N/A | N/A | N/A |
| Tirta Liu Director | Nil | N/A | N/A | N/A | N/A |
| Jeff McCann Director | Nil | N/A | N/A | N/A | N/A |
| Kia Besharat Director | 390,500 | \$0.50 | October 31, 2032 | March 3, 2023 | 20% biannually until fully vested on October 32, 2025 |
| | 137,229 | \$0.498 | June 29, 2031 | June 29, 2021 | Vested upon grant |
| | 100,401 | \$0.249 | April 5, 2031 | April 5, 2021 | Vested upon grant |
| Conan Graham Director | Nil | N/A | N/A | N/A | N/A |

Notes:

- (1) Held through Drewgreen.ca Inc., an entity beneficially owned and controlled by Mr. Green. These Options were granted on closing of the RTO in replacement of Parvis stock options.
(2) Held through Northcliffe Investments Inc., an entity beneficially owned and controlled by Mr. Michaud. These Options were granted on closing of the RTO in replacement of Parvis stock options.
(3) Held through Bagry Holdings Ltd., an entity beneficially owned and controlled by Mr. Bagry. These Options were granted on closing of the RTO in replacement of Parvis stock options.

No Options or other compensation securities were exercised by any NEO or directors of the Corporation during the fiscal year ended March 31, 2023.

Option and Stock Re-pricings

There were no re-pricings of Options granted under the Omnibus Plan or otherwise during the Corporation's completed fiscal year ended March 31, 2023.

Omnibus Plan

The Omnibus Plan is a "rolling up to 10% and fixed up to 10%" Security Based Compensation Plan (as defined in TSXV Policy 4.4 – Security Based Compensation) which reserves a percentage of the issued and outstanding Common Shares for issuance pursuant to the Options, deferred share units of the Corporation ("DSUs"), performance share units of the Corporation ("PSUs") and restricted share units of the Corporation ("RSUs", and together with PSUs, DSUs and Options, "Awards").

Pursuant to the Omnibus Plan, the Corporation's Board may grant Awards to eligible persons as determined by the Omnibus Plan. The aggregate number of Common Shares which may be made available for issuance under the Omnibus Plan will not exceed (a) with respect to the number of Common Shares issuable pursuant to the exercise of Options, 10% of the total number of issued and outstanding Common Shares from time to time and (b) with respect to the number of Common Shares issuable pursuant to all Awards other than Options and under any other Security Based Compensation Plan of the Corporation, 10% of the total number of issued and outstanding Common Shares as of the date of implementation of the Omnibus Plan, in each case subject to adjustment as provided in the Omnibus Plan.

The purpose of the Omnibus Plan is to advance the interests of the Corporation and its subsidiaries by (i) promoting a significant alignment between directors, officers, employees and consultants of the Corporation and its subsidiaries ("Awardees") and the growth objectives of the Corporation; (ii) associating a portion of Awardees' compensation with the performance of the Corporation over the long term; and (iii) attracting, motivating and retaining the critical Awardees to drive the business success of the Corporation.

The following is a summary of the principal terms of the Omnibus Plan, which is qualified in its entirety by reference to the text of the Omnibus Plan:

- The aggregate number of Common Shares to be delivered upon the exercise of all Options granted under the Omnibus Plan shall not exceed 10% of the issued and outstanding Common Shares at the time of granting the Options (on a non-diluted basis).
- The aggregate number of Common Shares issuable pursuant to all Awards other than Options and under any other Security Based Compensation Plan of the Corporation shall not exceed 10% of the number of issued and outstanding of the Common Shares as of the date of implementation of the Omnibus Plan.

- Any increase in the issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable upon exercise of Options granted under the Omnibus Plan, and any exercises of Options, or settlements of Awards other than Options, will make new grants of Options available under the Omnibus Plan, effectively resulting in a re-loading of the number of Options available to grant under the Omnibus Plan. If any Awards granted expire or terminate for any reason without having been exercised or settled in full, as applicable, the unissued Common Shares subject thereto shall again be available for the purposes of the Omnibus Plan.
- Subject to the provisions of the Omnibus Plan and rules of the TSXV, the Corporation's Board or its delegate(s) shall have authority to interpret the Omnibus Plan and all Award agreements entered into in connection with the grant of Awards under the Omnibus Plan, to define the terms used in the Omnibus Plan and in all Award agreements entered into thereunder, to prescribe, amend and rescind the terms of the Corporation's Omnibus Plan and to make all other determinations necessary or advisable for the administration of the Omnibus Plan.
- The price per share at which any Share which is the subject of an Option may be purchased (the "**Option Exercise Price**") will be established by the Corporation's Board or its delegate(s), subject to the rules of the regulatory authorities having jurisdiction over the securities of the Corporation, provided that the Option Exercise Price shall not be less than the Discounted Market Price (as defined in the policies of the TSXV). The term of each Option will be fixed by the Corporation's Board or its delegate(s), but may not exceed 10 years from the date of grant.
- The Options granted pursuant to the Omnibus Plan shall be exercisable at such times and on the occurrence of such events, and be subject to such restrictions and conditions, as the Corporation's Board or its delegate(s) shall in each instance approve, which need not be the same for each grant or for each Awardee. Without limiting the foregoing, the Corporation's Board or its delegate(s) may permit the exercise of an Option through either a cashless exercise mechanism or net exercise mechanism pursuant to the terms of the Omnibus Plan and subject to the rules of the TSXV.
- DSUs, RSUs and PSUs may be granted to Awardees as compensation for employment or consulting services or services as a director or officer and may entitle Awardees to receive, for no additional cash consideration, Common Shares (a) on a deferred basis, in the case of DSUs, (b) upon specific time or other vesting conditions being met, in the case of RSUs, or (c) upon specific performance criteria being satisfied, in the case of PSUs, in each case as determined by the Corporation's Board or its delegate(s). The value of RSUs and PSUs is influenced by the fair market value of the underlying Common Shares, as determined by the Corporation's Board or its delegate(s), pursuant to the terms of the Omnibus Plan.
- The Corporation's Board or its delegate may award dividend equivalents with respect to DSUs, RSUs or PSUs. Such dividend equivalent entitlements may be subject to accrual, forfeiture or payout restrictions as determined by the Corporation's Board or its delegate(s) and need not be uniform among all DSUs, RSUs or PSUs.

- No Awards, other than Options, shall vest earlier than one year after the date of grant, except with respect to an Awardee who dies or ceases to be eligible under the Omnibus Plan in connection with a change of control of the Corporation.
- If the expiry date, redemption date or settlement date, as applicable, of any Award would otherwise occur in a blackout period, the expiry date shall be extended to the tenth business day following the last day of the blackout period, where “blackout period” means a period of time during which the Corporation prohibits Awardees from exercising, redeeming or settling their Awards, due to applicable law or policies of the Corporation.
- The maximum number of Common Shares which may be issued to any one Awardee within any 12 month period under the Omnibus Plan together with any other Security Based Compensation Plan shall not exceed 5% of the number of Common Shares outstanding (on a non-diluted basis) from time to time, unless disinterested shareholder approval is obtained pursuant to the policies of the TSXV.
- The maximum number of the Common Shares which may be issuable to any one Consultant (as defined in the Omnibus Plan) within any 12 month period under the Omnibus Plan together with any other Security Based Compensation Plan shall not exceed 2% of the number of Common Shares outstanding on a non-diluted basis.
- The maximum number of Common Shares which may be issuable to all Investor Relations Service Providers (as defined in the Omnibus Plan) within any 12 month period under the Omnibus Plan together with any other Security Based Compensation Plan shall not exceed 2% of the number of Common Shares outstanding on a non-diluted basis. Options granted to Investor Relations Service Providers must vest in stages over 12 months with no more than 25% of such Options becoming vested in any three month period. Investor Relations Service Providers may not receive any Award other than Options.
- The maximum number of Common Shares which may be issuable to all Insiders (as defined in TSXV policies) of the Corporation at any time under the Omnibus Plan together with any other Security Based Compensation Plan shall not exceed 10% of the Common Shares outstanding on a non-diluted basis from time to time. The number of Common Shares issued to Insiders of the Corporation within any 12 month period under the Omnibus Plan together with any other Security Based Compensation Plan shall not exceed 10% of the number of outstanding Common Shares on a non-diluted basis.
- Except as may otherwise be provided in an Awardee’s employment agreement or as otherwise determined by the Corporation’s Board or its delegate, if an Awardee’s employment or other relationship with the Corporation is terminated for any reason other than death, (i) each vested Option held by that Awardee will cease to be exercisable on the earlier of the original expiry date and three months after the termination date; and (ii) any RSUs or PSUs held by the Awardee that have vested before the termination date will be paid to the Awardee, with any settlement or redemption to occur within three months following the termination date. In all cases, any unvested Options, RSUs or PSUs held by the Awardee shall terminate and become void on the date of termination.

- In the event of death of an Awardee, unless otherwise determined by the Corporation's Board or its delegate(s), (i) the executor or administrator of the Awardee's estate may exercise any vested Options for a period until the earlier of the original expiry date and 12 months after the date of death, and any unvested Options shall terminate and become void on the date of death; and (ii) any unvested RSUs and PSUs previously credited to the Awardee's account will vest immediately, and vested RSUs and PSUs will be paid to the Awardee's estate, with any settlement or redemption to occur within 12 months following the termination date.
- Any settlement of DSUs shall only occur after the Awardee's death or termination of the Awardee's employment or other relationship with the Corporation. Each applicable Award agreement will provide the extent to which an Awardee will have the right to retain any DSUs following the Awardee's death or termination of the Awardee's employment or other relationship with the Corporation, provided that settlement must occur within one year following termination. Such provisions shall be determined in the sole discretion of the Corporation's Board or its delegate(s), and need not be uniform among all DSUs granted pursuant to the Omnibus Plan.
- Unless otherwise determined by the Corporation's Board or its delegate(s), where an Awardee is terminated for cause, any Options, RSUs, PSUs or DSUs held by the Awardee will be immediately cancelled and forfeited to the Corporation for no consideration.
- In the event of a change of control (as defined in the Omnibus Plan), unless otherwise provided in the Omnibus Plan or an Award agreement, the Corporation's Board or its delegate(s) may deal with any or all outstanding Awards (or any portion thereof) in the manner it deems fair and reasonable in the circumstances of the change of control, including but not limited to cancelling all outstanding awards with or without payment or accelerating vesting and/or expiry of outstanding Awards. Notwithstanding the foregoing, no cancellation, acceleration of vesting, lapsing of restrictions or payment of an Award shall occur if the Corporation's Board or its delegate(s) determines in its sole discretion prior to the occurrence of a change of control that such Award shall be honored or assumed, or new rights substituted therefor by any successor to the Corporation or an Affiliate (as defined in Exchange policies), in accordance the terms of the Omnibus Plan.
- Unless restricted by law or Exchange rules, the Corporation's Board or its delegate(s) may alter, amend, modify, suspend or terminate the Omnibus Plan or any Award in whole or in part without notice to, or approval from, Shareholders, including, but not limited to, for the purposes of:
 - making any amendments to the general vesting provisions of any Award;
 - making any amendments to the general term of any Award as permitted by the Omnibus Plan;
 - making any amendments to add covenants or obligations of the Corporation for the protection of Awardees;

- making any amendments not inconsistent with the Omnibus Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Corporation's Board, it may be expedient to make, including amendments that are desirable as a result of changes in law or as a "housekeeping" matter; or
- making such changes or corrections which are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error.
- Shareholder approval is required to make the following amendments to the Omnibus Plan:
 - a reduction in the Option Exercise Price of a previously granted Option benefitting an Insider of the Corporation or one of his/her/its Affiliates (unless done pursuant to Section 4.10 of the Omnibus Plan);
 - any amendment or modification which would increase the total number of Common Shares available for issuance under the Omnibus Plan (unless done pursuant to Section 4.10 of the Omnibus Plan);
 - an increase to the limit on the number of Common Shares issued or issuable under the Omnibus Plan to Insiders of the Corporation (unless done pursuant to Section 4.10 of the Omnibus Plan);
 - an extension of the expiry date of an Option other than as otherwise permitted under the Omnibus Plan; or
 - an extension of the expiry date of an Option issued to Insiders; or
 - any amendment to the amendment provisions of the Omnibus Plan.
- The Corporation shall obtain disinterested shareholder approval prior to any of the following actions becoming effective:
 - the Omnibus Plan together with all of the Corporation's other Security Based Compensation Plans, if any, could result at any time in: (i) the number of Common Shares reserved for issuance under Awards granted to Insiders of the Corporation exceeding 10% of the outstanding Common Shares at any point in time, (ii) the number of Common Shares reserved for issuance under Awards granted to Insiders of the Corporation within a 12-month period exceeding 10% of the outstanding Common Shares; or (iii) the number of Common Shares reserved for issuance under Awards granted to any Awardee within a 12-month period exceeding 5% of the outstanding Common Shares; or
 - any reduction in the Option Exercise Price of any Option previously granted to Insiders of the Corporation.

The TSXV requires the Corporation to obtain the approval of Shareholders with respect to the "rolling" portion of the Omnibus Plan on an annual basis; however, Shareholder approval of the fixed portion of the Omnibus Plan is only required if there is a proposed increase in the number allowable to be granted under the fixed portion of the Omnibus Plan.

Financial Instruments

The Corporation has not implemented any policies which restrict its executive officers and directors from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or director. To the knowledge of the Corporation, none of the NEOs or directors have purchased such financial instruments.

Defined Benefit Contribution Plan, or Deferred Compensation Plan

The Corporation does not have a defined benefit, actuarial pension plan or deferred compensation plan.

Termination of Employment, Change in Responsibilities and Employment Contracts

Except as otherwise disclosed in this Information Circular, the Corporation has no compensatory plan, contract or arrangement, where a NEO is entitled to receive more than C\$50,000 compensation from the Corporation in the event of resignation, retirement or any other termination of the NEO's employment with the Corporation, a change of control of the Corporation, or a change in the NEO's responsibilities.

COMPENSATION OF DIRECTORS

The Corporation did not have an arrangement pursuant to which directors were compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as experts during the most recently completed fiscal year. Effective May 1, 2023, the Corporation entered into director agreements with certain directors of the Corporation, pursuant to which such directors may receive the following compensation for their services in their capacity as directors:

- *David Michaud* – Northcliffe Investment Inc. is entitled to receive 267,717 restricted share units of the Corporation pursuant to the Omnibus Plan. The director agreement terminates upon Mr. Michaud ceasing to be a director of the Corporation.
- *Jas Bagry* – Bagry Holdings Ltd. is entitled to receive 267,717 restricted share units of the Corporation pursuant to the Omnibus Plan. The director agreement terminates upon Mr. Bagry ceasing to be a director of the Corporation.
- *Drew Green* – Drewgreen.ca Inc. is entitled to receive 267,717 restricted share units of the Corporation pursuant to the Omnibus Plan. The director agreement terminates upon Mr. Green ceasing to be a director of the Corporation.
- *Tirta Liu* – Mr. Liu will receive (a) \$2,000 per month, contingent upon the Corporation achieving \$1 million in recorded revenue; or (b) \$4,000 per month, contingent upon the Corporation achieving \$2 million in recorded revenue. Mr. Liu is also entitled to receive 267,717 restricted share units of the Corporation pursuant to the Omnibus Plan. The director agreement terminates upon Mr. Liu ceasing to be a director of the Corporation.

- *Blair McCreadie* – Mr. McCreadie will receive (a) \$2,000 per month, contingent upon the Corporation achieving \$1 million in recorded revenue; or (b) \$4,000 per month, contingent upon the Corporation achieving \$2 million in recorded revenue. Mr. McCreadie is also entitled to receive 401,576 restricted share units of the Corporation pursuant to the Omnibus Plan. The director agreement terminates upon Mr. McCreadie ceasing to be a director of the Corporation.
- *Jeff McCann* – Mr. McCann will receive (a) \$2,000 per month, contingent upon the Corporation achieving \$1 million in recorded revenue; or (b) \$4,000 per month, contingent upon the Corporation achieving \$2 million in recorded revenue. Mr. McCann is also entitled to receive 401,576 restricted share units of the Corporation pursuant to the Omnibus Plan. The director agreement terminates upon Mr. McCann ceasing to be a director of the Corporation.

The Corporation may compensate its directors in the future in accordance with accepted business practices.

The Corporation has an Omnibus Plan for the granting of security-based compensation to the officers, employees and directors. The purpose of granting such security-based compensation is to assist the Corporation in compensating, attracting, retaining and motivating the directors of the Corporation and to closely align the personal interests of such persons to that of the Shareholders.

AUDIT COMMITTEE DISCLOSURES

Audit Committee Charter

The Corporation’s Audit Committee is governed by the Audit Committee Charter, the text of which is attached as Appendix “E” to this Information Circular.

Composition of the Audit Committee

The Corporation has established an Audit Committee in accordance with the provisions of the *Business Corporations Act* (British Columbia), securities legislation and the policies of the TSXV. The Corporation’s Audit Committee is comprised of three directors: Blair McCreadie (Chairperson of the Audit Committee), Jas Bagry and Tirta Liu. Each member of the Audit Committee is “financially literate” within the meaning of Section 1.6 of NI 52-110. With the exception of Jas Bagry, the Corporation’s CFO, each member of the Audit Committee is “independent” within the meaning of NI 52-110.

Relevant Education and Experience

Blair McCreadie (Chairperson of the Audit Committee)

Mr. McCreadie’s prior experience as a member of executive management of various companies that engaged in fund management, investments, financings and valuations allows Mr. McCreadie to understand the accounting, disclosure and regulatory responsibilities of the Corporation.

Jas Bagry (member of the Audit Committee)

Mr. Bagry’s experience as a chief financial officer and a president of several organizations enables him to have the knowledge and experience related to this position. Mr. Bagry has been responsible for and involved in all management, corporate and financial reporting, risk management, investor relations and corporate development. This experience allows Mr. Bagry to understand the accounting, disclosure and regulatory responsibilities of the Corporation.

Tirta Liu (member of the Audit Committee)

Mr. Liu has knowledge of diversified businesses as an owner, director and strategic investor, which enables Mr. Liu to understand the accounting, disclosure and regulatory responsibilities of the Corporation.

Audit Committee Oversight

Since the completion of the RTO on March 3, 2023, the Corporation’s Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since April 1, 2022, the commencement of the Corporation’s most recently completed fiscal year, the Corporation has not relied on the exemptions contained in sections 2.4 (De Minimis Non-Audit Services), or an exemption granted under Part 8 (Exemptions) of NI 52-110.

Pre-approval of Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable the Audit Committee, on a case-by-case basis.

External Auditors Service Fees (by category)

- (a) **Audit fees.** “Audit fees” consist of fees for professional services rendered by the Corporation’s external auditors for the audit and review of the Corporation’s financial statements.
- (b) **Audit related fees.** “Audit related fees” consist of fees for professional services rendered by the Corporation’s external auditors that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and which are not reported under item (a) above.
- (c) **Tax fees.** “Tax fees” consist of fees for professional services for tax compliance, tax advice and tax planning.
- (d) **All other fees.** “All other fees” consist of fees for professional services other than services reported under items (a), (b) and (c) above.

The fees paid by the Corporation to its auditor in each of the last two fiscal years, by category, are as follows:

| Fiscal year Ending | Audit Fees (\$) | Audit Related Fees (\$) | Tax Fees (\$) | All Other Fees (\$) |
|--------------------|-----------------------|-------------------------|---------------|---------------------|
| March 31, 2023 | 45,000 ⁽¹⁾ | 0 | 0 | 11,000 |
| March 31, 2022 | 10,000 | 0 | 0 | 0 |

Notes:

(1) Estimated invoice amount, but not yet billed or paid.

Exemption in Section 6.1 of NI 52-110

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110, which exempts venture issuers from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

Effective June 30, 2005, National Instrument 58-101 - Disclosure of Corporate Governance Practices (“**NI 58-101**”) and National Policy 58-201 - Corporate Governance Guidelines (“**NP 58-201**”) were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted, while NP 58-201 provides guidance on corporate governance practices.

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Corporation’s Board is governed by the Board Mandate, the text of which is attached as Appendix D. The Corporation’s Audit Committee is governed by the Audit Committee Charter, the text of which is attached as Appendix E to this Information Circular.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Following is a summary of shares subject to options outstanding under the Corporation’s Omnibus Plan and shares remaining available for grant as at the end of the most recently completed fiscal year.

| Plan Category | Number of securities to be issued upon exercise of outstanding options (a) | Weighted-average exercise price of outstanding options | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|---|--|--|---|
| Equity compensation Plans approved by security holders | 2,513,316 | \$0.46 | 2,841,031 |
| Equity compensation plans not approved by security holders ⁽¹⁾ | Nil | N/A | N/A |

| | | | |
|-------|-----------|--------|-----------|
| Total | 2,513,316 | \$0.46 | 2,841,031 |
|-------|-----------|--------|-----------|

Notes:

- (1) The Board and the Shareholders of the Corporation approved the Omnibus Plan on January 18, 2023. The Omnibus Plan must be adopted by the Shareholders and must be re-approved by the Shareholders annually pursuant to the policies of the TSXV.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is no indebtedness to the Corporation by any executive officer, proposed nominee for election as a director or associate of them, to or guaranteed by the Corporation or otherwise, during the most recently completed fiscal year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, no informed person or proposed director of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed fiscal year or in any proposed transaction which in either such case has materially affected or would materially affect the Corporation.

APPOINTMENT OF AUDITOR

The auditor of the Corporation is MNP LLP located at 300-111 Richmond Street, Toronto, Ontario M5H 2G4. MNP was first appointed by the Corporation on January 18, 2021.

MANAGEMENT CONTRACTS

No management functions of the Corporation or any of its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Corporation or a subsidiary.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on System for Electronic Document Analysis and Retrieval ("SEDAR+") at www.sedarplus.ca.

Financial information is provided in the Corporation's comparative audited financial statements and Management Discussion and Analysis ("MD&A") for the fiscal year ended March 31, 2023.

Copies of the Corporation's financial statements and MD&A may be obtained from SEDAR+ at www.sedarplus.ca or by contacting the Corporation by e-mail at jas@parvisinvest.com

APPROVAL

The contents of this Information Circular and the sending thereof to Shareholders, directors and the auditors of the Corporation, have been approved by the Board.

DATED at Toronto, Ontario, this 26th day of July, 2023.

APPROVED BY THE BOARD

/s/ "David Michaud"

Director and Chief Executive Officer

APPENDIX A
BOARD COMPOSITION RESOLUTION

The text of the Board Composition Resolution which the Shareholders will be asked to pass at the Meeting is as follows:

BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The number of directors to be elected at the Corporation's annual general meeting of Shareholders on August 31, 2023 be and is hereby fixed at six (6) members; and
2. Any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things, and to execute and deliver, under the corporate seal of the Corporation or otherwise, all such deeds, documents, instruments and assurances, as in his or her opinion may be necessary or desirable to give effect to the foregoing resolution.

APPENDIX B
ELECTION OF DIRECTORS RESOLUTION

The text of the Election of Directors Resolution which the Shareholders will be asked to pass at the Meeting is as follows:

BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. Drew Green, David Michaud, Jas Bagry, Blair McCreadie, Tirta Liu and Jeff McCann are hereby elected as directors of the Corporation to hold office until the next annual general meeting of the shareholders or until a successor is appointed; and
2. Any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things, and to execute and deliver, under the corporate seal of the Corporation or otherwise, all such deeds, documents, instruments and assurances, as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions.

APPENDIX C
RE-APPOINTMENT OF AUDITORS RESOLUTION

The text of the Re-Appointment of Auditors Resolution which the Shareholders will be asked to pass at the Meeting is as follows:

BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The re-appointment of MNP LLP as auditors of the Corporation and the Board is authorized to fix their remuneration for the ensuing year be and is hereby approved; and
2. Any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things, and to execute and deliver, under the corporate seal of the Corporation or otherwise, all such deeds, documents, instruments and assurances, as in his or her opinion may be necessary or desirable to give effect to the foregoing resolution.

APPENDIX D BOARD OF DIRECTORS MANDATE

Purpose

The main responsibility of the board of directors (the “**Board**”) of Parvis Invest Inc. (the “**Company**”) is to oversee the management of the business and affairs of the Company. In carrying out its duties and responsibilities and discharging its obligations, the Board will, directly and through its committees, provide direction to management to pursue the best interests of the Company.

Composition & Qualifications

- (i) The composition of the Board and qualifications of its members is determined based on applicable legal requirements and best practices as determined by the Board.
- (ii) Directors must have complementary knowledge, skills and expertise, including appropriate representation of financial industry and risk management skills, to enable them to positively contribute to the achievement of the Company’s corporate objectives.
- (iii) The Board of Directors Policies and Procedures, as approved from time to time by the Board, serves as a guide to determining the composition of the Board and qualifications of its members, including its representation of women and minorities.

Process & Operations

1. Meetings

- (i) The Board meets at least four times per year based on a Board pre-approved calendar.
- (ii) At each meeting, the members of the Board will meet privately for an in-camera session without the presence of management.
- (iii) The members of the Board may meet members of management in private after each meeting or with any other employees of the Company, as deemed appropriate.
- (iv) A quorum at any meeting shall be a simple majority of the members of the Board of Directors.

2. Duties & Responsibilities

- (i) Approves, at least annually, the strategic plan and the corporate objectives of the Company and oversees their execution. This oversight includes reviewing and approving all major strategy and policy recommendations and monitoring the Company’s performance against the strategic plan using appropriate metrics and milestones.
- (ii) Reviews the opportunities and risks of the Company’s annual plan and, if deemed advisable, approves such plan, including the budget for the following year.

- (iii) The Board performs periodic reviews of the approved strategy and reviews and discusses results at each of its quarterly meetings to ensure attainment of key objectives and prompt realignment, if judged appropriate.
- (iv) Reviews and approves material transactions and reorganizations, such as dispositions, corporate reorganizations, alliances and financing transactions.
- (v) Oversees the identification and monitoring of the principal risks affecting the Company's business. Ensures that the Company practices effective risk management programs and pursues activities that are within the risk tolerance of the Company and that risk management activities have sufficient independence, status and visibility.
- (vi) Evaluates and approves the Company's material policies.
- (vii) Oversees the company's policies and strategies with respect to liquidity, funding and capital management and provides advice and guidance to management on the effectiveness of such policies and strategies

3. Ethics, Compliance and Corporate Governance

- (i) Sets the tone for the integrity, ethics and compliance culture throughout the Company and ensures that the appropriate structures and programs are in place to meet and maintain the highest rules of ethics, compliance and conduct.
- (ii) Develops the Company's approach to corporate governance and its corporate governance principles.
- (iii) To support the Company's corporate governance objectives, the Board ensures that the Directors, the CEO, the Oversight Functions and other executives demonstrate suitability and integrity in line with the high ethical values of the Company and foster a culture of integrity throughout the Company.
- (iv) Reviews management reports regarding important developments in the relationship between the Company and key regulators, including the British Columbia Securities Commission ("BCSC"), and Financial Transactions and Reports Analysis Centre of Canada ("FINTRAC").
- (v) Reviews the Company's procedures to monitor its Related Party Transactions and approves permitted Related Party Transactions.
- (vi) Ensures that there are appropriate procedures in place for the identification and resolution of conflicts of interest.
- (vii) Oversees and monitors the Company's environmental, social and governance ("ESG") and corporate social responsibility initiatives, including with respect to diversity.
- (viii) Oversees and approves the Company's codes of ethics and conduct.

4. Board of Directors Structure and Composition

- (i) Ensures that its own structure and composition are in compliance with applicable legislation and best practices, as determined by the Board, and reviews the size, composition and policies of the Board and its committees with a view to the effectiveness, contribution, skills, suitability, integrity and independence of the Board and of all the directors.
- (ii) Establishes the appropriate policies and procedures to enable the Board, its committees and individual directors to function independently of management.
- (iii) On an annual basis, the Board undertakes a self-assessment to evaluate the effectiveness of the Board and committee practices, periodically with the assistance of external advisors.
- (iv) Identifies potential new Board members and implements and reviews the nomination process for new Board members.
- (v) Provides orientation for new directors and continuing education opportunities to all Board members.

5. Financial Reporting, Public Disclosure and Internal Controls

- (i) Reviews and approves the Company's significant disclosure documents including financial statements and related financial information and oversees the Company's compliance with applicable audit, accounting, and reporting requirements.
- (ii) Ensures that the Company adopts appropriate policies and procedures that provide for timely and accurate disclosure to regulators, shareholders, employees, and the public, that meet all applicable legal and regulatory requirements and that facilitate feedback from stakeholders and shareholder engagement.
- (iii) Oversees and monitors the integrity and effectiveness of the Company's internal controls and management information systems. The Board also reviews management's assertions on internal controls and disclosure control procedures.
- (iv) Appoints, subject to approval by shareholders, and terminates, if applicable, the external auditor.

6. Committees of the Board and Delegation

- (i) The Board has established the Audit Committee, and will review the establishment of other committees on a per needed basis.
- (ii) The Board has approved mandates for each Board committee. Such mandates will be reviewed annually and approved by the Board.
- (iii) The Board has delegated for approval or review the matters set out in each Board committee's mandate to that committee.

The Board may designate a sub-committee or individual(s) to review any matter the Board can delegate by law.

7. *Board Mandate Review*

On an annual basis, the Board reviews this mandate and approves such changes as are necessary.

APPENDIX E AUDIT COMMITTEE CHARTER

Mandate

The primary function of the Audit Committee is to assist the board of directors (the “**Board of Directors**”) of Parvis Invest Inc. (the “**Company**”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting, and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Audit Committee’s primary duties and responsibilities are to:

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

Composition

The Audit Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom 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 Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit 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 Company’s 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 Company’s financial statements.

The members of the Audit 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 Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

Meetings

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

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company 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.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, 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 full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company'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 Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
- ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- iii. such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee.

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

Financial Reporting Processes

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

Other

Review any related-party transactions.