



**01 COMMUNIQUE LABORATORY INC.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**AND**

**INFORMATION CIRCULAR**

**for the Special Meeting of Shareholders to be held on**

**September 10, 2025**

**At 4:00 P.M. (Toronto time)**

**at the offices of:**

**Fogler, Rubinoff LLP**

**40 King St. West**

**Suite 2400**

**Scotia Plaza**

**Toronto ON**

**M5H 3Y2**

## 01 COMMUNIQUE LABORATORY INC.

### NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the special meeting (the "**Meeting**") of the shareholders of 01 Communique Laboratory Inc. (the "**Company**") will be held at the offices of Fogler, Rubinoff LLP, 40 King St. West, Suite 2400, Scotia Plaza, Toronto, Ontario M5H 3Y2 on September 10, 2025 at the hour of 4:00 p.m. (Toronto time) for the following purposes:

1. TO consider and, if thought advisable, to pass, with or without amendment, a special resolution, the full text of which is set forth in the Company's information circular dated July 28, 2025, approving an amendment to the articles of the Company to change its name to "01 Quantum Inc.", or such other name as the board of directors of the Company, in its sole discretion, may approve, subject to approval by the applicable regulatory authorities; and
2. TO TRANSACT such other business as may properly come before the Meeting.

**A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must have deposited his duly executed form of proxy not later than 4:00 p.m. (Toronto time) on September 8, 2025 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting, at the offices of TSX Trust Company, 100 Adelaide Street West, Suite 301 Toronto, Ontario, Canada M5H 4H1, Attention: Proxy Department, or by fax at (416) 595-9593.**

As described in the notice and access notification mailed to shareholders of the Company, the Company has decided to deliver the Meeting materials to shareholders by posting the Meeting materials on the following website: <https://docs.tsxtrust.com/2002> (the "Website"). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Company's printing and mailing costs. The Meeting materials will be available on the Website as of August 8, 2025, and will remain on the Website for one full year thereafter. The Meeting materials will also be available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

No shareholders will receive paper copies of the Meeting materials unless they specifically request paper copies. Instead, all shareholders will receive a notice and access notification which will contain information on how to obtain electronic and paper copies of the Meeting materials in advance of the Meeting. If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access please call 1-800-668-2185. In order to receive a paper copy in time to vote before the meeting, your request should be received by August 29, 2025.

A form of proxy solicited by management in respect of the Meeting is enclosed herewith. Shareholders who are unable to be personally present at the Meeting are requested to date, sign and return in the envelope provided for that purpose the enclosed form of proxy for use at the Meeting.

DATED at Toronto, Ontario, this 28th day of July, 2025.

BY ORDER OF THE BOARD

*/s/ "Gigi Loo"*

Gigi Loo  
Corporate Secretary

**01 COMMUNIQUE LABORATORY INC.**  
**MANAGEMENT INFORMATION CIRCULAR**

**SOLICITATION OF PROXIES**

**This Management Information Circular is furnished in connection with the solicitation of proxies by or on behalf of management of 01 Communique Laboratory Inc. (the "Company") for use at the special meeting of the shareholders of the Company (the "Meeting") to be held at the offices of Fogler, Rubinoff LLP, 40 King St. West, Suite 2400, Scotia Plaza, Toronto, Ontario M5H 3Y2 on September 10, 2025 at the hour of 4:00 p.m. (Toronto time) for the purposes set forth in the annexed notice of the Meeting.** Unless otherwise noted, all information set forth herein is given as at July 28, 2025. The cost of solicitation by or on behalf of management will be borne by the Company. The Company may reimburse brokers, custodians, nominees and other fiduciaries for their reasonable charges and expenses incurred in forwarding the proxy material to beneficial owners of common shares in the capital of the Company ("**Common Shares**"). It is expected that such solicitation will be primarily by mail. In addition to solicitation by mail, certain officers, directors and employees of the Company may solicit proxies by telephone or personally. These persons will receive no compensation for such solicitation other than their regular salaries.

**MANNER IN WHICH PROXIES WILL BE VOTED**

The Common Shares represented by the accompanying form of proxy, if the same is properly executed in favour of Andrew Cheung, President, Chief Executive Officer and a director of the Company, or failing him, William A. Train, Chairman of the board of directors of the Company (the "Board"), the management nominees, and is received at the offices of TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 not later than 4:00 p.m. (Toronto time) September 8, 2025, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting, will be voted at the Meeting, and where a choice is specified in respect of any matter to be acted upon, will be voted in accordance with the specifications made. **In the absence of such a specification, such Common Shares will be voted in favour of such matter.**

**The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the annexed notice of Meeting, and with respect to other matters which may properly come before the Meeting.** At the date hereof, management of the Company knows of no such amendments, variations or other matters.

**ALTERNATE PROXY**

**Each shareholder has the right to appoint a person other than the persons named in the accompanying form of proxy, who need not be a shareholder, to attend and act for him and on his behalf at the Meeting.** Any shareholder wishing to exercise such right may do so by inserting in the blank space provided in the accompanying form of proxy, the name of the person whom such shareholder wishes to appoint as proxy and by duly depositing such proxy, or by duly completing and depositing another proper form of proxy.

**REVOCABILITY OF PROXY**

A shareholder who has given a proxy may revoke it at any time insofar as it has not been exercised. A proxy may be revoked, as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by instrument in writing executed by the shareholder or by his or her attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized, and deposited with the Company c/o TSX Trust Company, 100 Adelaide Street West, Suite 301 Toronto, Ontario, Canada M5H 4H1 at any time up to and including the close of business on September 9, 2025 or thereafter with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, and upon either of such deposits the proxy is revoked. A proxy may also be revoked in any other manner permitted by law.

## ADVICE TO BENEFICIAL HOLDERS OF SECURITIES

The information set forth in this section is of significant importance to many public shareholders of the Company, as a substantial number of the public shareholders of the Company do not hold Common Shares in their own names. Shareholders who do not hold their Common Shares in their own names (referred to in this Management Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of the Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The CDS Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting Common Shares for their clients. The directors and officers of the Company do not know for whose benefit the Common Shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholders how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically applies a decal to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy with a Broadridge decal on it cannot use that proxy to vote Common Shares directly at the Meeting. **The proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Since the Company does not have access to the names of its non-registered shareholders, if a Beneficial Shareholder attends the Meeting the Company will have no record of the Beneficial Shareholder's shareholdings or of its entitlement to vote unless the Beneficial Shareholder's nominee has appointed the Beneficial Shareholder as proxyholder. Therefore, a Beneficial Shareholder who wishes to vote in person at the Meeting must insert its own name in the space provided on the voting instruction form sent to the Beneficial Shareholder by its nominee, and sign and return the voting instruction form by following the signing and returning instructions provided by its nominee. By doing so, the Beneficial Shareholder will be instructing its nominee to appoint the Beneficial Shareholder as proxyholder. The Beneficial Shareholder should not otherwise complete the voting instruction form as its vote will be taken at the Meeting.

## NOTICE AND ACCESS

In accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101, the Company has sent its proxy-related materials directly to registered holders and non-objecting beneficial owners using notice-and-access. Therefore, although shareholders still receive a proxy or Voting Instruction Form (as applicable) in paper copy, this Management Information Circular will not be physically delivered. Instead, shareholders may access these materials on the Company's website at <https://docs.tsxtrust.com/2002> or under the Company's profile page on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Registered holders or beneficial owners may request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting materials are posted on the Company's website. In order to receive a paper copy of the Meeting materials or if you have questions concerning Notice-and-Access, please call toll free at 1-800-668-2185. **Requests for paper materials should be received by August 29, 2025 in order to receive the Meeting materials in advance of the Meeting.**

The Company will not undertake delivery costs of proxy-related materials directly to non-objecting beneficial owners under National Instrument 54-101. The Company does not intend to pay for proximate intermediaries to forward the proxy-related materials and the voting instruction form to objecting beneficial owners under National Instrument 54-101 and therefore objecting beneficial owners will not receive the materials unless the intermediary assumes the costs of delivery.

### **INTEREST OF CERTAIN PERSONS AND CORPORATIONS IN MATTERS TO BE ACTED UPON**

No person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons 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.

### **MANAGEMENT CONTRACTS**

During the financial year ended October 31, 2024, no management functions of the Company or its subsidiary were to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company or a subsidiary.

### **INDEBTEDNESS OF EXECUTIVE OFFICERS AND DIRECTORS TO THE COMPANY**

As of the date hereof, other than indebtedness that has been entirely repaid on or before the date of this Management Information Circular or "routine indebtedness" as defined in Form 51-102F5 of National Instrument 51-102, none of:

- the individuals who are, or at any time since the beginning of the last financial year of the Company were, a director or executive officer of the Company;
- the proposed nominees for election as a director of the Company; or
- any associates of the foregoing persons,

is, or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any subsidiary of the Company, or is a person whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any subsidiary of the Company.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

As at July 28, 2025, the Company had 102,319,554 Common Shares issued and outstanding, each carrying the right to one vote. The Common Shares are listed and posted for trading on the TSX Venture Exchange ("TSX-V") under the symbol "ONE". The record date for the determination of shareholders entitled to receive notice of the Meeting has been fixed as the close of business on July 28, 2025. In accordance with the provisions of the *Business Corporations Act* (Ontario), the Company or its transfer agent will prepare a list of holders of Common Shares on such record date. Each holder of Common Shares named in the list will be entitled to vote the Common Shares shown opposite his name on the list at the Meeting.

Other than as set forth below, as of the date hereof, to the knowledge of the directors and senior officers of the Company, there are no persons beneficially owning, directly or indirectly, or exercising control or direction over, voting securities of the Company carrying more than 10% of the voting rights attached to all voting securities of the Company.

Name of Shareholder	Number of Common Shares Owned	Percentage of Outstanding Common Shares
Andrew Cheung <sup>(1)</sup>	11,219,999	10.97%

Note:

<sup>(1)</sup> Mr. Cheung is President, Chief Executive Officer and a director of the Company. Mr. Cheung holds certain of his shares through a holding company.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### (1) *Name Change*

The Company intends to change its name to "01 Quantum Inc.", or such other name as the Board, in its sole discretion, deems appropriate (the "**Name Change**"), and subject to applicable regulatory approval. The Company is proposing to change its name to 01 Quantum Inc. to better reflect its strategic focus and core business in the rapidly evolving field of quantum-safe cybersecurity.

The Board may determine not to implement the Name Change Resolution (as defined herein) at any time after the Meeting and after receipt of necessary regulatory approvals, but prior to the issuance of a certificate of amendment, without further action on the part of the Shareholders.

#### *Vote Required*

Shareholders will be asked to consider and, if thought appropriate, to pass, with or without variation, a special resolution authorizing the Board, in its sole discretion, to affect the Name Change. To be effective, the resolution in respect of the Name Change (the "**Name Change Resolution**") must be approved by the affirmative vote of not less than two-thirds of the votes cast by shareholders present in person or represented by Proxy at the Meeting. **The Board believes the Name Change Resolution is in the best interests of the Company and therefore the Board unanimously recommends that shareholders vote for the Name Change Resolution. Unless otherwise indicated, the persons named in the Proxy intend to vote FOR the Name Change Resolution.**

The complete text of the special resolution which management intends to place before the Meeting authorizing the Name Change is as follows:

**"BE IT HEREBY RESOLVED** as a special resolution of the Company that:

1. the Company is hereby authorized to file articles of amendment pursuant to the *Business Corporations Act* (Ontario) to change its name from "01 Communique Laboratory Inc." to "01 Quantum Inc." or such other name as the board of directors of the Company, in its sole discretion, deems appropriate, and subject to any regulatory approvals, if the board of directors of the Company considers it to be in the best interests of the Company to implement such a name change;
2. any one director or any one officer be and is hereby authorized and directed to execute on behalf of the Company, and to deliver or to cause to be delivered all such documents, agreements and instruments and to do and to cause to be done all such other acts or things as he or she shall determine to be necessary or desirable to carry out the intent of this special resolution; and
3. notwithstanding approval of the shareholders of the Company as herein provided, the board of directors of the Company may, in its sole discretion, revoke the special resolution before it is acted upon without further approval of the shareholders of the Company ".

**Management believes that the Name Change is in the best interests of the Company and therefore unanimously recommends that the shareholders vote in favor of the special resolution.**

**The persons designated as proxyholders in the accompanying Proxy (absent contrary directions) intend to vote FOR the Name Change Resolution.**

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "Informed Person" means (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the

Company; (c) any person or company who beneficially owns or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the Notes to the Company's financial statements for the financial year ended October 31, 2024, none of:

- the Informed Persons of the Company;
- the proposed nominees for election as a director of the Company; or
- any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

### **REGISTRAR AND TRANSFER AGENT**

TSX Trust Company, 100 Adelaide Street West, Suite 301 Toronto, Ontario, Canada M5H 4H1, is the registrar and transfer agent for the Common Shares.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information is provided in the Company's comparative financial statements and Management Discussion and Analysis for the year ended October 31, 2024. Copies of the Company's comparative financial statements and Management Discussion and Analysis may be obtained through [www.sedarplus.ca](http://www.sedarplus.ca) or upon written request to Investor Relations, 01 Communique Laboratory Inc., 789 Don Mills Road, Suite 700, Toronto, Ontario M3C 1T5.

### **DIRECTORS' APPROVAL**

The undersigned hereby certifies that the directors of the Company have approved the contents and the sending of this Management Information Circular. A copy of this Management Information Circular has been sent to each director of the Company and the auditors of the Company.

Dated as of July 28, 2025.

### **01 Communique Laboratory Inc.**

*/s/ "Gigi Loo"*

Gigi Loo  
Corporate Secretary