

**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR**

**ANNUAL GENERAL AND SPECIAL MEETING  
OF THE SHAREHOLDERS OF  
CUSPIS CAPITAL II LTD.**

June 28, 2024, at 10:00 a.m. (Toronto Time)  
Local - Toronto (+1) 416 913 1321 (Access Code: 6434949)  
Toll Free - North America (+1) 866 281 9204 (Access Code: 6434949)

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING  
OF THE SHAREHOLDERS OF  
CUSPIS CAPITAL II LTD.**

**NOTICE IS HEREBY GIVEN** that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Cuspis Capital II Ltd. (the “**Corporation**”) will be held on June 28, 2024 at 10:00 a.m. (Toronto time) by teleconference at Local – Toronto (+1) 416 913 1321 (Access Code: 6434949), Toll Free - North America (+1) 866 281 9204 (Access Code: 6434949) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended June 30, 2023, together with a report of the auditors thereon;
2. to elect the current directors of the Corporation to serve from the close of the Meeting until the earlier of (i) the close of the next annual meeting of shareholders of the Corporation (the “**Shareholders**”) or until their successors are elected or appointed; and (ii) the effective time (the “**IC Group Closing Date**”) of completion of the proposed qualifying transaction with 11197894 Canada Ltd. (the “**IC Group Transaction**”);
3. to re-appoint the auditors of the Corporation to hold office until the earlier of the close of the next annual meeting of Shareholders; and (ii) the IC Group Closing Date, and to authorize the directors to fix their remuneration;
4. annual approval of the Corporation’s stock option plan (the “**Option Plan**”);
5. conditional upon completion of the IC Group Transaction, to consider, and if thought appropriate, pass, whether with or without variation, the following, all as more fully described in the management information circular accompanying this Notice of Meeting:
  - a. to set the size of the board of directors at five (5) and elect the directors of the Corporation to serve from the IC Group Closing Date until the close of the next annual meeting of Shareholders or until their successors are elected or appointed;
  - b. to appoint an auditor for the Corporation to hold office from the IC Group Closing Date until the close of the next annual meeting of Shareholders or until their successors are elected or appointed;
  - c. a special resolution authorizing a change of name (“**Name Change**”) of the Corporation to “IC Group Holdings Inc.” or such other name as the board of directors of the Corporation may choose, acting in the best interests of the Corporation;
  - d. a special resolution authorizing a consolidation of the issued and outstanding common shares of the Corporation (the “**Consolidation**”) on the basis of up to five pre-consolidation common shares of the Corporation for each one post-consolidation common share of the Corporation, or such other higher or lower ratio as the board of directors of the Corporation may determine, acting in the best interests of the Corporation; and
  - e. an ordinary resolution approving the payment of a cash corporate finance advisory and finder’s fee to Cuspis Capital Partners Ltd., with such ordinary resolution to be voted upon by the Corporation’s shareholders, excluding those shareholders which are recipients of the corporate finance advisory and finder’s fee and such recipients’ associates and affiliates.
6. to transact such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

The board of directors of the Corporation has set May 28, 2024 as the record date for the determination of shareholders entitled to receive notice of, and to vote at, this annual general and special meeting and any adjournment thereof.

**A registered shareholder who is unable to attend the meeting in person and who wishes to ensure that such registered shareholder's shares will be voted at the meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the management information circular accompanying this notice of meeting.**

Dated at Toronto, Ontario this 30<sup>th</sup> day of May, 2024.

**BY ORDER OF THE BOARD**

/s/ "William Ollerhead"

William Ollerhead

Director and Chief Executive Officer

**NOTES:**

1. Shareholders registered on the books of the Corporation at the close of business on May 28, 2024 are entitled to notice of the meeting. Shareholders registered on the books of the Corporation at the close of business on May 28, 2024 are entitled to vote at the meeting.
2. The directors of the Corporation have fixed a time that is not later than 10:00 a.m. (Toronto time) on Wednesday, June 26, 2024 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding the time of such adjourned meeting, as the time before which the instrument of proxy to be used at the meeting must be deposited with the Corporation's registrar and transfer agent, TSX Trust Company, at 100 Adelaide St W #301, Toronto, ON M5H 4H1.

**CUSPIS CAPITAL II LTD.**  
77 King Street West Suite 700, TD North Tower, Toronto, Ontario, M5K 1G8

**MANAGEMENT INFORMATION CIRCULAR**

**For the Annual General and Special Meeting of Shareholders to be held on June 28, 2024**

**GENERAL PROXY INFORMATION**

**SOLICITATION OF PROXIES**

The information contained in this management information circular (the “**Circular**”) is furnished to the holders of common shares (the “**Common Shares**”, and such shareholders, the “**Shareholders**”) of Cuspis Capital II Ltd. (the “**Corporation**” or “**Cuspis**”) in connection with the solicitation by management of the Corporation of proxies to be voted at the annual general and special meeting (the “**Meeting**”) of the Shareholders to be held at 10:00 a.m. on June 28, 2024 by teleconference at Local – Toronto (+1) 416 913 1321 (Access Code: 6434949), Toll Free - North America (+1) 866 281 9204 (Access Code: 6434949) for the purposes set forth in the accompanying notice of the Meeting (the “**Notice of Meeting**”) and at any adjournment thereof. Unless otherwise stated the information provided in this Circular is provided as of May 30, 2024.

**The solicitation of proxies is made on behalf of the management of the Corporation.** Such solicitation will be made primarily by mail, but proxies may be solicited personally or by telephone by directors and officers of the Corporation, who will not be remunerated therefor. The costs incurred in the preparation and mailing of the form of proxy, Notice of Meeting and, when required, this Circular will be borne by the Corporation. The cost of the solicitation will be borne by the Corporation.

The Corporation has set May 28, 2024 as the record date (the “**Record Date**”) for the Meeting, being the date for the determination of shareholders of record entitled to vote at, this annual general and special meeting and any adjournment thereof. Shareholders can also contact TSX with general inquiries at [tsxtis@tmx.com](mailto:tsxtis@tmx.com) or call 1-866-600-5869.

**APPOINTMENT OF PROXYHOLDERS**

The persons named in the form of proxy are directors and/or officers of the Corporation. **A Shareholder has the right to appoint, as proxyholder or alternate proxyholder, a person, persons or a company (who need not be a Shareholder) to represent such Shareholder at the meeting, other than any of the persons designated in the form of proxy, and may do so either by inserting the name of his chosen nominee in the space provided for that purpose on the form and striking out the other names on the form, or by completing another proper form of proxy.**

**DEPOSIT OF PROXY**

An appointment of a proxyholder or alternate proxyholders, by resolution of the directors duly passed, **WILL NOT BE VALID FOR THE MEETING OR ANY ADJOURNMENT THEREOF UNLESS IT IS DEPOSITED WITH THE CORPORATION’S REGISTRAR AND TRANSFER AGENT, TSX TRUST, AT 100 ADELAIDE ST W #301, TORONTO, ON M5H 4H1, OR BY FAX 416-595-9593, OR ONLINE AT [WWW.VOTEPROXYONLINE.COM](http://WWW.VOTEPROXYONLINE.COM) WITH YOUR 12 DIGIT CONTROL NUMBER FOUND ON YOUR PROXY/VIF, NOT LATER THAN 10:00 A.M. (TORONTO TIME) ON WEDNESDAY, JUNE 26, 2024 OR, IF THE MEETING IS ADJOURNED, NOT LATER THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS) PRECEDING THE TIME OF SUCH ADJOURNED MEETING.**

**REVOCAION OF PROXIES**

A Shareholder who has given a proxy may revoke the proxy:

- (a) by depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or
- (b) in any other manner provided by law.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

## **EXERCISE OF DISCRETION**

A Shareholder forwarding the form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a Shareholder will be voted or withheld from voting in accordance with the instructions, if any, of the Shareholder on any ballot that may be called for. If the Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly by the proxy.

**In the absence of such direction in respect of a particular matter, such shares will be voted in favour of such matter. The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** As of the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any such amendments, variations or other matters which are not now known to the management of the Corporation should properly come before the Meeting, the shares represented by the proxies hereby solicited will be voted thereon in accordance with the best judgment of the person or persons voting such proxies.

Approval of the special resolution approving the Consolidation and Name Change requires the affirmative vote of at least two-thirds of the votes cast at the Meeting, and all other matters to be voted upon as set forth in the Notice of Meeting require approval by a simple majority of all votes cast at the Meeting.

## **NON-REGISTERED HOLDERS**

Only registered holders of Common Shares or the persons they appoint as their proxies are permitted to vote at the Meeting. Some Shareholders may be "non-registered" Shareholders ("**Non-Registered Shareholders**") because the shares they own are not registered in their names but are instead either (i) registered in the name of an intermediary (the "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares, such as, among others, brokerage firms, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting a form of proxy, and in certain cases a copy of this Circular (collectively the "**Meeting Materials**") to Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders of Common Shares if requested by those Shareholders.

This Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Circular contains “forward looking information”, within the meaning of applicable Canadian securities legislation. Forward looking information includes, but is not limited to, statements with respect to the completion of the Amalgamation, as defined herein; receipt of regulatory approval; benefits of the Amalgamation; business strategy, proposed acquisitions, budgets, projected costs and plans and objectives of or involving 11197894 Canada Ltd. (“**IC Group**”) or Cuspis. Shareholders can identify many of these statements by looking for words such as “believes”, “expects”, “will”, “intends”, “projects”, “anticipates”, “estimates”, “continues” or similar words or the negative thereof. These forward looking statements include statements and assumptions with respect to: estimated future revenues, costs of providing services, capital expenditures, requirements for additional capital, statutory and regulatory compliance, the Name Change, Consolidation and Exchange Ratio (as such terms are defined herein), the closing of the Private Placement, changes to laws, regulations and permits governing operations of IC Group, labour disputes, environmental risks, limitations on insurance coverage, dependence on key management employees, conflicts of interest, stock price and volume volatility and the closing date of the transactions as well as the stock exchange listing of securities to be issued pursuant to the transactions. There can be no assurance that the plans, intentions or expectations upon which these forward looking statements are based will occur. Forward looking statements are subject to risks, uncertainties and assumptions, including those discussed elsewhere in this Circular. The forward looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward looking statements included herein are made as of the date of this Circular and, except as required under applicable securities laws, Cuspis and IC Group undertake no obligation to publicly update such forward looking statements to reflect new information, subsequent events or otherwise.

**Notice Regarding Information.** The information contained in this Circular is given as at May 30, 2024 except where otherwise noted. The information in this Circular concerning IC Group is based solely upon information provided to the Corporation by IC Group, and the Corporation has relied exclusively upon IC Group for such information without independent verification by the Corporation. Although the Corporation does not have any knowledge that would indicate that any such information is untrue or incomplete, neither the Corporation nor any director or officer of the Corporation assumes any responsibility for the accuracy or completeness of such information. Unless otherwise indicated, all dollar references in this Circular are to Canadian dollars.

## VOTING SHARES AND PRINCIPAL HOLDERS

The Corporation is authorized to issue an unlimited number of Common Shares. As of May 30, 2024, the Corporation has issued and outstanding 12,500,000 fully paid and non-assessable Common Shares. All of the outstanding Common Shares are entitled to be voted at the Meeting and the resolutions approving the Name Change and Consolidation will each be a special resolution requiring for its approval at least two-thirds of the votes cast by Shareholders in attendance at the Meeting (in person or by proxy), and each other resolution identified in the accompanying Notice of Meeting will be an ordinary resolution requiring for its approval a majority of the votes cast by Shareholders in attendance at the Meeting (in person or by proxy) in respect of the resolution.

The Record Date for the Meeting is May 28, 2024. Each holder of Common Shares is entitled to one vote for each Common Share shown as registered in such holder’s name on the list of Shareholders prepared as of the close of business on the Record Date with respect to all matters to be voted on at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, as of the date hereof no person beneficially owns, directly or indirectly, or exercises control over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Corporation, except as follows:

Name	Number of Shares	Approximate Percentage of Total Issued
CDS & Co. <sup>(1)</sup>	7,500,000	60%

Note:

(1) The Corporation is not aware of the beneficial ownership of the Common Shares held by this financial intermediary.

## DESCRIPTION OF IC GROUP TRANSACTION

On March 4, 2024, the Corporation entered into a letter of intent with IC Group which outlines the principal terms and conditions of the proposed qualifying transaction with 11197894 Canada Ltd. (the “**IC Group Transaction**”). As the Corporation is a Capital Pool Company, the Corporation intends for the IC Group Transaction to constitute its Qualifying Transaction, as such term is defined in the policies of the TSX Venture Exchange (the “**TSXV**” or the “**Exchange**”) including Policy 2.4 – Capital Pool Companies (the “**CPC Policy**”). It is currently anticipated that the Corporation will acquire IC Group, by way of a three-corner amalgamation (the “**Amalgamation**”) pursuant to a business combination agreement among the Corporation, IC Group and a wholly-owned subsidiary of the Corporation.

Pursuant to the IC Group Transaction it is proposed that: (i) the holders of issued and outstanding 3,768,703 shares of IC Group (“**IC Group Shares**”) will receive 7,695 Common Shares (post-Consolidation) for each existing IC Group Share (the “**Exchange Ratio**”) held by them; and (ii) all options, warrants or other securities convertible into existing IC Group Shares, including IC Group warrants issued in the Private Placement, shall be exchanged, based on the Exchange Ratio, for similar securities to purchase or convertible into Common Shares of the Corporation on substantially similar terms and conditions (based on the Exchange Ratio). It is anticipated that immediately upon completion of the IC Group Transaction, existing shareholders of IC Group will hold approximately 83.09% of the post-IC Group Transaction Corporation (the “**Resulting Issuer**”) (on a non-diluted basis) with the existing shareholders of the Corporation holding approximately 8.31%. The remainder, approximately 8.60%, will be owned by shareholders who acquired IC Group Shares upon conversion of subscription receipts (the “**Subscription Receipts**”) issued in a private placement for aggregate gross proceeds of approximately \$3,000,000 expected to close prior to or contemporaneously with the IC Group Transaction.

**Shareholders of the Corporation are not required to approve the IC Group Transaction.** However, the IC Group Transaction is very important to the Corporation and certain matters to be considered at the Meeting are necessary in order to prepare the Corporation to complete the IC Group Transaction. Full details regarding Cuspis and the IC Group Transaction will be disclosed by the Corporation in a filing statement (the “**Filing Statement**”) to be prepared and filed under the CPC Policy. The Filing Statement will be posted on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) prior to completion of the IC Group Transaction. Management of the Corporation will endeavor to post the Filing Statement on SEDAR+ as quickly as possible; however, the posting thereof will not occur until after the date of the Meeting. Shareholders are urged to review the press release issued by the Corporation on March 5, 2024 announcing the entering into of a letter of intent with IC Group, and providing additional details with respect to the IC Group Transaction, and the Filing Statement of the Corporation when filed on SEDAR+, as it will contain important disclosure regarding the Resulting Issuer and the IC Group Transaction. There can be no assurances however that the IC Group Transaction will close, or that it will be completed on the currently disclosed terms.

Shareholders are being asked to approve the consolidation of the Common Shares of the corporation. However, all securities of the Corporation will be consolidated on the basis of up to five pre-consolidation securities for each one post-consolidation security, in connection with the IC group transaction, including the Common Shares, and stock options of the Corporation (collectively, the “**Cuspis Securities**”). The exercise prices of the convertible securities of the Corporation will be multiplied by the consolidation ratio.

Subject to receipt of all approvals, the parties are seeking to close the IC Group Transaction during the third quarter of 2024. The resolutions sought to be passed by the Shareholders at the Meeting will be conditions to the completion of the IC Group Transaction. Failure to pass these resolutions could impede or prevent the completion of the IC Group Transaction.

## EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this Circular, prior to completion of the IC Group Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non-Arm’s Length Party to the Corporation or a Non-Arm’s Length Party to the IC Group

Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or the Resulting Issuer by any means, including:

- (a) remuneration, which includes but is not limited to:
  - (i) salaries;
  - (ii) consulting fees;
  - (iii) management contract fees or directors' fees;
  - (iv) finders fees;
  - (v) loans, advances, bonuses; and
- (b) deposits and similar payments.

However, the Corporation may reimburse Non-Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"), which reimbursements, since incorporation, have totaled \$nil as of the date hereof. No reimbursement may be made for any payment made to lease or acquire a vehicle.

The directors and officers of the Corporation may also be granted stock options.

Following the Completion of the IC Group Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers, and the Resulting Issuer shall pay a cash corporate finance advisory and finder's fee to Cuspis Capital Partners Ltd., in an amount equal to \$57,630.

**Summary compensation table**

The following table sets forth the compensation earned by the Named Executive Officers, as such term is defined in Form 51-102F6V – Statement of Executive Compensation – Venture Issuers ("**NEOs**") and the directors, from the date of formation of the Corporation to the date of this Circular (the "**Initial Period**").

Name and principal position	Period	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
William Ollerhead, CEO <sup>(1)</sup>	Initial Period	Nil	Nil	\$46,517.75	Nil	Nil	Nil	Nil	\$46,517.75
Grant McCutcheon, CFO and Secretary <sup>(1)</sup>	Initial Period	Nil	Nil	\$46,517.75	Nil	Nil	Nil	Nil	\$46,517.75
Jack Schoenmakers <sup>(1)</sup>	Initial Period	Nil	Nil	\$46,517.75	Nil	Nil	Nil	Nil	\$46,517.75
C. Fraser Elliott <sup>(1)</sup>	Initial Period	Nil	Nil	\$46,517.75	Nil	Nil	Nil	Nil	\$46,517.75

Note:

- (1) The fair value of the stock options was estimated on the date of grant using the Black Scholes option pricing model with the following assumptions: dividend yield of 0%; volatility of 101%; risk free interest rate of 0.44%; an expected life of 10 years, and a share price of \$0.20.

## INCENTIVE PLAN AWARDS

### Outstanding Option-Based Awards as at the date of this Circular

The following table sets forth the outstanding option-based awards of the NEOs and the directors for the Initial Period.

Name	Option-based Awards					Share-based Awards		
	Number of securities underlying unexercised options (#)	Date Awarded	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of share-based awards not paid out or distributed (\$)
William Ollerhead, CEO <sup>(1)</sup>	312,500	December 11, 2020	\$0.20	December 11, 2025	\$46,517.75	Nil	Nil	Nil
Grant McCutcheon, CFO and Secretary <sup>(1)</sup>	312,500	December 11, 2020	\$0.20	December 11, 2025	\$46,517.75	Nil	Nil	Nil
Jack Schoenmakers <sup>(1)</sup>	312,500	December 11, 2020	\$0.20	December 11, 2025	\$46,517.75	Nil	Nil	Nil
C. Fraser Elliott <sup>(1)</sup>	312,500	December 11, 2020	\$0.20	December 11, 2025	\$46,517.75	Nil	Nil	Nil

Note:

- (1) The fair value of the stock options was estimated on the date of grant using the Black Scholes option pricing model with the following assumptions: dividend yield of 0%; volatility of 101%; risk free interest rate of 0.44%; an expected life of 10 years, and a share price of \$0.20.

### Incentive Plan Awards – Value Vested or Earned During the Initial Period

The following table sets forth the value vested of option and share based awards for the NEOs and the directors:

<b>Name</b>	<b>Option-based awards – Value vested during the year (\$)</b>	<b>Share-based awards – Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$)</b>
William Ollerhead, CEO <sup>(1)</sup>	\$46,517.75	Nil	Nil
Grant McCutcheon, CFO and Secretary <sup>(1)</sup>	\$46,517.75	Nil	Nil
Jack Schoenmakers <sup>(1)</sup>	\$46,517.75	Nil	Nil
C. Fraser Elliott <sup>(1)</sup>	\$46,517.75	Nil	Nil

Note:

- (1) The fair value of the stock options was estimated on the date of grant using the Black Scholes option pricing model with the following assumptions: dividend yield of 0%; volatility of 101%; risk free interest rate of 0.44%; an expected life of 10 years, and a share price of \$0.20.

### **Option Plan**

The Corporation maintains a stock option plan for officers, directors, employees, management company employees and consultants of the Corporation and its subsidiaries, which was established on November 11, 2020 (the “**Option Plan**”).

Pursuant to the Option Plan, the Board of Directors of the Corporation may, from time to time, in its discretion, and in accordance with the requirements of the Exchange, grant to officers, directors, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 10 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. Options representing not more than 10% of the issued and outstanding Common Shares may be granted to Insiders within any twelve-month period. The term of the options expire not later than 12 months after the optionee ceases to be a director, senior officer or technical consultant of the Corporation, or of the Resulting Issuer, as the case may be, subject to any earlier expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the completion of the IC Group Transaction, must be deposited in escrow and will be subject to escrow until the final Exchange Bulletin with respect to the IC Group Transaction is issued.

### **PENSION PLAN BENEFITS**

The Corporation has no pension or retirement plans.

### **DIRECTOR COMPENSATION**

Please see “summary compensation table” for details with respect to the directors, who are also NEOs of the Corporation.

### **TERMINATION AND CHANGE OF CONTROL BENEFITS**

None of the directors or officers of the Corporation are entitled to termination or change of control benefits.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

This table sets forth information as at the date of this Circular with respect to the Corporation’s compensation plans under which equity securities of the Corporation are authorized for issuance.

<b>Plan Category</b>	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	1,250,000	\$0.20	Nil
Equity compensation plans not approved by security holders	Nil	Nil	Nil

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **FINANCIAL STATEMENTS**

The audited financial statements of the Corporation and the auditor’s report thereon to be received by the Shareholders at the Meeting are as at and for the financial year ended June 30, 2023. The annual financial statements were audited by McGovern Hurley LLP of Toronto, Ontario and are available under the Corporation’s profile on [www.sedarplus.ca](http://www.sedarplus.ca) and are being mailed to Shareholders who have elected to receive physical copies of them with this Management Information Circular.

### **ELECTION OF DIRECTORS**

At the Meeting, Shareholders are required to elect the directors of the Corporation to hold office until the next annual meeting of Shareholders or until the successors of such directors are elected or appointed. It is desirable, in connection with the IC Group Transaction, (A) to elect the current directors of the Corporation (the “**Current Slate**”) to serve from the close of the Meeting until the earlier of (i) the close of the next annual meeting of Shareholders of the Corporation or until their successors are elected or appointed; and (ii) the effective time of the closing of the IC Group Transaction (the “**IC Group Closing Date**”); and (B) to elect the directors of the Corporation to serve from the IC Group Closing Date until the close of the next annual meeting of Shareholders of the Corporation or until their successors are elected or appointed (the “**New Slate**”).

It is a condition to the completion of the IC Group Transaction that the New Slate, comprised of five (5) individuals, be elected, effective at the IC Group Closing Date, as directors of the Resulting Issuer. At the time of the Meeting, the IC Group Transaction will not yet have been completed and there can be no assurance at that time that it will be completed.

Each director elected as a New Slate director will hold office from the IC Group Closing Date until the following annual meeting of Shareholders or until their successors are elected or appointed, all as the case may be, unless his or her office is earlier vacated in accordance with the articles of the Corporation or the provisions of the *Business Corporations Act* (Ontario) (the “**OBCA**”).

The Shareholders will be asked at the Meeting to consider, and if thought appropriate, to pass an ordinary resolution, the text of which is as follows:

**“RESOLVED THAT:**

- (1) the election of each of William Ollerhead, Grant McCutcheon, Jack Schoenmakers, and C. Fraser Elliott as directors of the Corporation to hold office until the earlier of:
  - (a) the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed; and

(b) the IC Group Closing Date (as defined in the management information circular of the Corporation dated May 30, 2024),

is hereby approved;

- (2) the number of directors comprising the board of directors shall be fixed at five (5) from the IC Group Closing Date until the next annual meeting of Shareholders; and
- (3) the election of Duncan McCready, Marc Caron, Michael Svetkoff, C. Fraser Elliott, and Jack Schoenmakers, as directors of the Corporation, to hold office from the IC Group Closing Date until the next annual meeting of the Shareholders or until their successors are elected or appointed, is hereby approved.”

**Management of the Corporation recommends that Shareholders vote in favour of the recommended directors. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the Current Slate and the New Slate of directors, including to fix the number of directors at five (5). The Corporation does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies held by the persons designated as proxyholders in the accompanying enclosed form of proxy will be voted for another nominee in their discretion unless the Shareholder has specified in his or her form of proxy that his or her Common Shares are to be withheld from voting in the election of directors.**

Each director elected as a Current Slate director will hold office from the close of the Meeting until the earlier of (i) the next annual meeting of Shareholders or until their successors are elected or appointed, or (ii) the IC Group Closing Date, and each director elected as a New Slate director will hold office from the IC Group Closing Date until the next annual meeting of Shareholders or until their successors are elected or appointed, all as the case may be, unless his office is earlier vacated in accordance with the articles of the Corporation or the provisions of the OBCA.

See below for detailed information concerning the Current Slate and the New Slate.

***Current Slate***

The following sets forth the name of each of the persons proposed to be nominated for election as a director of the Corporation as part of the Current Slate, all positions and offices in the Corporation presently held by such nominees, the nominees’ municipality and country of residence, principal occupation at the present time and during the preceding five years, the period during which the respective nominees have served as directors, and the number and percentage of Common Shares beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised, as of the date hereof.

<b>Name and Residence</b>	<b>Principal Occupation</b>	<b>Director Since</b>	<b>Shares Held or Beneficially Owned<sup>(1)</sup></b>	<b>Percent of Issued and Outstanding Common Shares</b>
William Ollerhead (58) Toronto, Ontario	Managing Director, Ollerhead Capital	September 3, 2019	598,263 <sup>(3)</sup>	4.79%
Grant McCutcheon <sup>(2)</sup> (61) Toronto, Ontario	Investor and Corporate Finance Professional, presently CFO of Diamond Therapeutics Inc.	July 30, 2020	330,489 <sup>(3)</sup>	2.64%
Jack Schoenmakers <sup>(2)</sup> (66) St. Catherines, Ontario	President, Schoevest Investments Inc.	July 30, 2020	530,489 <sup>(3)</sup>	4.24%
C. Fraser Elliott <sup>(2)</sup> (67) Toronto, Ontario	President, CFE Financial Inc.	July 30, 2020	630,489 <sup>(3)</sup>	5.04%

Notes:

- (1) The information as to shares beneficially owned, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (2) Member of the Audit Committee
- (3) Shares held or beneficially owned include shares held by Cuspis Capital Partners Ltd. (“CCPL”), a company in which all of the above individuals are shareholders. 139,730 shares of the Corporation, held by CCPL, are allocated to the above individuals on the basis of their proportionate ownership of CCPL. These allocations represent 48,263 shares for Mr. Ollerhead, and 30,489 shares for each of Mr. McCutcheon, Mr. Schoenmakers and Mr. Elliott.

## **Current Slate Biographical Information**

### ***William Ollerhead – Chief Executive Officer and Director***

Mr. Ollerhead is the principal of Ollerhead Capital, a division of the private investment, management services, and corporate finance consulting company Chunkerhead Ltd., where he serves as the Managing Director. He is also the President of Cuspis Capital Partners Ltd. Mr. Ollerhead has over 30 years of experience in the capital markets and corporate finance field. He presently serves as: (a) a director of Thermal Energy International Inc. (TSX-V: TMG), and the chair of TMG’s audit committee; (b) a director and chair of the Audit Committee of Cytophage Technologies Ltd., and (c) as a director and chief executive officer of Cuspis Capital II Ltd. (TSX-V:CCII.P). Mr. Ollerhead has served on the boards of both public and private companies, and not-for-profit organizations, in various capacities – including chairman, director, and as a member and chair of audit committees.

In 1997, Mr. Ollerhead founded Ollerhead Capital Corporation which, until its sale in December of 2009, provided corporate finance advisory services relating to the structuring and arranging of approximately \$800 million worth of private debt transactions.

Prior to 1997, Mr. Ollerhead worked for an independent full-service investment dealer as a member of both its corporate finance, and fixed income sales and trading departments. Prior to that, he worked with two Canadian institutional investors, MetLife and Sun Life, latterly co-administering approximately \$2 billion in private placement investments. Mr. Ollerhead began his career in capital markets in 1989, as the equity analyst for the Canadian equity portfolio of MetLife’s Canadian subsidiary. His investment and capital markets experience has provided him with exposure to, and knowledge of, a broad range of industries.

Mr. Ollerhead holds a B.A. with a concentration in Statistics from the University of Western Ontario, and an M.B.A. with a concentration in Finance from McGill University. In 2010, he completed the Directors Education Program at the Institute of Corporate Directors at University of Toronto’s Rotman School of Management.

### ***Grant McCutcheon – Chief Financial Officer and Director***

Mr. McCutcheon is an entrepreneurial executive with business, legal and finance expertise. His career spans over 30 years in corporate and securities law, capital markets and investment management. Mr. McCutcheon trained and practiced as a lawyer with the predecessor of Fasken, a major Canadian law firm, from 1989 to 1992, and was an executive with a private equity and venture capital firm with regulated investment funds from 1995 to 2008. Through his experience in venture capital and private equity, Mr. McCutcheon has led all aspects of venture capital investing from initiating and structuring investments, partnering on investments, developing management teams and achieving “exits.” He is presently the CFO of Diamond Therapeutics Inc., the CFO of Cuspis Capital Partners Ltd., and serves on the board of Cuspis Capital II Ltd. (TSX-V: CCII.P).

Mr. McCutcheon received his LLB from the University of Western Ontario and M.B.A from the Thunderbird School of Global Management at Arizona State University. He has been active in the community serving as

a director of the Toronto Police Services' charity "Pro Action Cops & Kids", as president of the Jackman Institute of Child Study's parents' association, and as a coach and director in community sports associations.

***Jack Schoenmakers – Director***

Mr. Schoenmakers has spent the majority of his working career in the energy industry. Mr. Schoenmakers is currently President of Schoevest Investment Inc., Managing Director of Cuspis Capital Partners Ltd., and presently serves on the board of Cuspis Capital II Ltd. (TSX-V: CCII.P) and also has served on venture listed company boards, including Thermal Energy International Inc. (from 2012-2018; TSX-V: TMG) and Tribute Resources Inc. (from 2005-2018; TSX-V: TRB). Mr. Schoenmakers has also sat on the Boards of several private companies including Nothing But Nature (from 2005-2017) which was acquired by Greenspace Brands Inc. (TSXV: JTR) in January of 2017. Mr. Schoenmakers co-founded and acted as President of Ontario Energy Savings Corp., (previously traded as Just Energy Group Inc. on the TSX under the symbol "JE"). Mr. Schoenmakers was previously the president of Avenue Energy, where he managed oil and natural gas assets in Ontario and Alberta, traded gas at various points in Canada and marketed natural gas to large volume industrial customers. Mr. Schoenmakers was previously a board member of the Ontario Energy Association and past chair of the Ontario Energy Marketers Association. Mr. Schoenmakers obtained his B.A. in Economics from the University of Waterloo.

***C. Fraser Elliott – Director***

Since 1987, Mr. Elliott has been the President of CFE Financial Inc. ("CFE"), a private investment banking company, which has provided consulting and financial services including mergers, acquisitions, and structured financings to a variety of businesses in both the public and private sectors to assist in their growth. Mr. Elliott obtained his B.A. in Economics from the University of Western Ontario and his Honors Bachelor of Commerce, Accounting from the University of Windsor.

Mr. Elliott was Chief Financial Officer of Tangarine Payment Solutions Corp. ("Tangarine Corp."), a public company which he had listed on the TSX Venture Exchange and then arranged for the successful sale of the business in March 2009. In May 2009, Mr. Elliott became Chairman of Gowest Gold Ltd., a publicly listed gold exploration and development company (TSX-V: GWA). He has been active in raising the profile of the business, including the completion of a number of financings totaling approximately \$120 million. Between 2011 to 2013, Mr. Elliott was appointed Chief Financial Officer of ONEnergy Inc. (TSX-V: OEG, formerly Look Communications Inc.) and Unique Broadband Systems, Inc. (NEX: KUR). He resigned his position from Unique Broadband Systems, Inc. in July 2013, and he resigned from ONEnergy Inc. in February 2014. He resigned as a director of Sylogist Ltd. (TSX-V:SYZ) in August 2020, where he served as Chairman of the audit committee.

He currently sits on the board of Cuspis Capital II Ltd. (TSX-V:CCII.P), Gowest Gold Ltd. (TSX-V: GWA), and is Managing Director of Cuspis Capital Partners Ltd.

He has served on a variety of school and charitable organization boards during the prior 25 years.

***New Slate***

The following sets forth the name of each of the persons proposed to be nominated for election as a director of the Corporation as part of the New Slate, all positions and offices in the Corporation presently held by such nominees, the nominees' municipality and country of residence, principal occupation at the present time and during the preceding five years, the period during which the respective nominees have served as directors, and the number and percentage of Common Shares beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised, as of the date hereof.

<b>Name and Residence</b>	<b>Principal Occupation</b>	<b>Position with the Corporation and Date First Appointed to the Board</b>	<b>Shares Held or Beneficially Owned<sup>(1)</sup></b>	<b>Percent of Issued and Outstanding Common Shares</b>
Duncan McCreedy (58) Oakville, Ontario	Chief Executive Officer – IC Group	President, CEO, and Director	Nil	0%
Marc Caron (58) Winnipeg, Manitoba	Chief Operating Officer – IC Group	Director	Nil	0%
Michael Svetkoff (53) Toronto, Ontario	Private Investor and Consultant to IC Group	Director	Nil	0%
C. Fraser Elliott (67) Toronto, Ontario	President of CFE Financial Inc., Investor and Corporate Finance Professional	Director July 30, 2020	630,489	5.04%
Jack Schoenmakers (66) St. Catherines, Ontario	President, Schoevest Investments Inc.	Director July 30, 2020	530,489	4.24%

Notes:

- (1) The information as to shares beneficially owned, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.

## **New Slate Biographical Information**

### ***Duncan McCreedy – President, Chief Executive Officer, and Director***

Duncan, with more than 30 years of brand-activation, and promotion-tech experience working with global brands, is a co-founder of IC Group and Insured Creativity, and provides overall leadership and strategic direction. Duncan led the MBO of IC Group in 2015, prior successful exits in 1997 and 2006, and more recently led the acquisition by IC Group of 2 marketing service businesses. Outside of IC Group, Duncan supports the development of new startups through mentorship and board level participation. Duncan has been on IC Group’s board since 2015.

### ***Marc Caron - Director***

Marc is a senior executive (BSc. EE, P.Eng., MBA, CMC, ISACA-CRISC) with over 30 years’ of international business and M&A experience bridging the disciplines of operations, information technology, data security and business leadership. Marc mentors new entrepreneurs and business startups in the community, playing active board and advisory roles to support growth. Marc has been on IC Group’s board since 2015 and leads IC Group’s delivery, technology, and information security teams.

### ***Michael Svetkoff - Director***

Mike is a director and investor in IC Group and brings 30 years of senior executive experience in corporate finance and private equity. Mike has been involved in 100+ transactions and \$1B of private equity. Mike has been on IC Group’s board since 2015.

### ***C. Fraser Elliott – Director***

Since 1987, Mr. Elliott has been the President of CFE Financial Inc. (“CFE”), a private investment banking company, which has provided consulting and financial services including mergers, acquisitions, and structured financings to a variety of businesses in both the public and private sectors to assist in

their growth. Mr. Elliott obtained his B.A. in Economics from the University of Western Ontario and his Honors Bachelor of Commerce, Accounting from the University of Windsor.

Mr. Elliott was Chief Financial Officer of Tangarine Payment Solutions Corp. (“Tangarine Corp.”), a public company which he had listed on the TSX Venture Exchange and then arranged for the successful sale of the business in March 2009. In May 2009, Mr. Elliott became Chairman of Gowest Gold Ltd., a publicly listed gold exploration and development company (TSX-V: GWA). He has been active in raising the profile of the business, including the completion of a number of financings totaling approximately \$120 million. Between 2011 to 2013, Mr. Elliott was appointed Chief Financial Officer of ONEnergy Inc. (TSX-V: OEG, formerly Look Communications Inc.) and Unique Broadband Systems, Inc. (NEX: KUR). He resigned his position from Unique Broadband Systems, Inc. in July 2013, and he resigned from ONEnergy Inc. in February 2014. He resigned as a director of Sylogist Ltd. (TSX-V:SYZ) in August 2020, where he served as Chairman of the audit committee.

He currently sits on the board of Cuspis Capital II Ltd. (TSX-V:CCII.P), Gowest Gold Ltd. (TSX-V: GWA), and is Managing Director of Cuspis Capital Partners Ltd.

He has served on a variety of school and charitable organization boards during the prior 25 years.

#### ***Jack Schoenmakers – Director***

Mr. Schoenmakers has spent the majority of his working career in the energy industry. Mr. Schoenmakers is currently President of Schoevest Investment Inc., Managing Director of Cuspis Capital Partners Ltd., and presently serves on the board of Cuspis Capital II Ltd. (TSX-V: CCII.P) and also has served on venture listed company boards, including Thermal Energy International Inc. (from 2012-2018; TSX-V: TMG) and Tribute Resources Inc. (from 2005-2018; TSX-V: TRB). Mr. Schoenmakers has also sat on the Boards of several private companies including Nothing But Nature (from 2005-2017) which was acquired by Greenspace Brands Inc. (TSXV: JTR) in January of 2017. Mr. Schoenmakers co-founded and acted as President of Ontario Energy Savings Corp., (previously traded as Just Energy Group Inc. on the TSX under the symbol “JE”). Mr. Schoenmakers was previously the president of Avenue Energy, where he managed oil and natural gas assets in Ontario and Alberta, traded gas at various points in Canada and marketed natural gas to large volume industrial customers. Mr. Schoenmakers was previously a board member of the Ontario Energy Association and past chair of the Ontario Energy Marketers Association. Mr. Schoenmakers obtained his B.A. in Economics from the University of Waterloo.

#### **Corporate Cease Trade Orders or Bankruptcies**

No proposed director is, or has been, within 10 years before the date of this Circular:

- (a) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days;
- (b) a director or executive officer of any company 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; or
- (c) 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 the assets of the proposed director.

## **Penalties or Sanctions**

To the knowledge of the Corporation, no proposed director has been subject:

- (i) to any penalties or sanctions imposed by a court or securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (ii) to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable security holder making a decision about voting for the election of the director.

## **APPOINTMENT AND REMUNERATION OF AUDITORS**

Shareholders will be asked to vote for the re-appointment of the Corporation's auditors, McGovern Hurley LLP, to hold office until the earlier of the next annual meeting of Shareholders and the IC Group Closing Date. In connection the IC Group Transaction, Shareholders will be asked to vote for the appointment of MNP LLP as auditor of the Corporation, to hold officer from the IC Group Closing Date until the next annual meeting of the Shareholders or until their successors are appointed.

The Shareholders will be asked at the Meeting to consider, and if thought appropriate, to pass an ordinary resolution, the text of which is as follows:

### **“RESOLVED THAT:**

- (1) the appointment of McGovern Hurley LLP as auditor of the Corporation to hold office until the earlier of the next annual meeting of the Shareholders and the IC Group Closing Date as defined in the management information circular dated May 30, 2024 (the “**Circular**”) is hereby approved;
- (2) the appointment of MNP LLP as auditor of the Corporation, to hold office from the IC Group Closing Date until the next annual meeting of the Shareholders or until their successors are appointed, is hereby approved; and
- (3) the Board is hereby authorized to fix the remuneration of the auditor so appointed.”

**Management of the Corporation recommends that Shareholders vote in favor of re-appointing McGovern Hurley LLP as auditors of the Corporation to hold office until the earlier of the next annual meeting of the Shareholders and the IC Group Closing Date and to appoint MNP LLP as auditor of the Corporation, to hold office from the IC Group Closing Date until the next annual meeting of the Shareholders or until their successors are appointed and to authorize the directors to fix their remuneration. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the approval of the resolution and to authorize the directors to fix their remuneration.**

## **APPROVAL OF STOCK OPTION PLAN**

### *Option Plan*

The policies of the Exchange provide that the Board may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees, management company employees and consultants of the Corporation and its affiliates, non-transferable options to purchase Common Shares for a period of up to ten years from the date of grant, provided that the number of Common Shares reserved for issuance may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant.

The purpose of the stock option plan established by the Corporation (the “**Option Plan**”), pursuant to which the Corporation may grant incentive stock options, is to promote the profitability and growth of the

Corporation by facilitating the efforts of the Corporation to obtain and retain key individuals. The Option Plan provides an incentive for and encourages ownership of the Common Shares by its key individuals so that they may increase their stake in the Corporation and benefit from increases in the value of the Common Shares. Pursuant to the Option Plan, the maximum number of Common Shares reserved for issuance in any 12 month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any 12 month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant and the maximum number of Common Shares reserved for issuance in any 12 month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant.

Incentive stock options may be exercised until the earlier of: (a) the expiry time of such option; and (b) 90 days (or such other period as may be determined by the Board, provided such period is not more than one year) following the date the optionee ceases to be a director, officer or employee of the Corporation or its Affiliates or a consultant or a management company employee, provided that if the cessation of such position or arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

As the Option Plan provides for a rolling maximum number of Common Shares which may be issuable upon the exercise of options granted under the Option Plan, Exchange Policy 4.4 – *Security Based Compensation* (“**Exchange Policy 4.4**”) requires that the Option Plan receive shareholder approval each year at the annual and special shareholders’ meeting. Accordingly, Shareholders will be asked to consider and, if thought appropriate, pass a resolution approving the Option Plan. Shareholders are encouraged to review the full text of the existing Option Plan attached as Appendix “B.”

The Shareholders will be asked at the Meeting to consider, and if thought appropriate, to pass an ordinary resolution, the text of which is as follows:

“**WHEREAS** the policies of the TSX Venture Exchange require annual shareholder approval for the continuation of the rolling stock option plan of the Corporation (the “**Option Plan**”);

**RESOLVED THAT:**

- (1) the Option Plan dated November 11, 2020 in the form attached hereto as Appendix “B”, is hereby authorized and approved;
- (2) any director or officer is hereby authorized to amend the Option Plan should such amendments be required by applicable regulatory authorities including, but not limited to, the TSX Venture Exchange; and
- (3) any one officer and director of the Corporation is hereby authorized for and on behalf of the Corporation to execute and deliver all such instruments and documents and to do all such acts and things as may be necessary to effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

**Management of the Corporation recommends that Shareholders vote in favor of the resolution to approve the Option Plan. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the annual approval of the Option Plan.**

**CHANGE OF NAME**

Upon completion of the IC Group Transaction, it is intended that the business of IC Group, as currently contemplated to be constituted, will be the business of the Corporation. In connection therewith, the Corporation intends to change its name to “IC Group Holdings Inc.”, or such other name as the Board, in its sole discretion, deems appropriate or as required by applicable regulatory authorities (the “**Name Change**”). Management feels that the Name Change is in the best interests of the Corporation in order to reflect the change in its business activities.

The Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a special resolution (the “**Name Change Resolution**”) authorizing the amendment of the articles of the Corporation to effect the Name Change. To be effective, the resolution in respect of the Name Change must be approved by the affirmative vote of not less than two-thirds (2/3) of the votes cast by the holders of Common Shares present in person or by proxy at the Meeting.

The Name Change is required in order to complete the IC Group Transaction and if approved will be given effect prior to completion of the IC Group Transaction. If the holders of Common Shares do not approve the special resolution, the IC Group Transaction may not proceed. Shareholders are urged to vote in favour of this special resolution.

The complete text of the special resolution which management intends to place before the Meeting authorizing the change of the name of the Corporation is as follows:

**“RESOLVED AS A SPECIAL RESOLUTION:**

- (1) the articles of the Corporation are amended to change the name of the Corporation to “IC Group Holdings Inc.” or such other name as the Board of Directors, in its sole discretion, deems appropriate and the Director appointed under the *Business Corporations Act* (Ontario) may permit;
- (2) any one director or officer be and is hereby authorized to send to the Director appointed under the *Business Corporations Act* (Ontario) Articles of Amendment of the Corporation in the prescribed form, and any one or more directors are hereby authorized to prepare, execute and file Articles of Amendment in the prescribed form in order to give effect to this special resolution and the Name Change, and to execute and deliver all such other deeds, documents and other writings and perform such other acts as may be necessary or desirable to give effect to this special resolution; and
- (3) the directors may revoke this special resolution without further approval of the shareholders at any time prior to the issuance by the Director appointed under the *Business Corporations Act* (Ontario) of a certificate of amendment or articles in respect of such amendment.”

**Management of the Corporation recommends that Shareholders vote in favor of the Name Change Resolution. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Name Change Resolution.**

## **SHARE CONSOLIDATION**

At the Meeting, and in connection with the IC Group Transaction, Shareholders will be asked to consider and, if deemed advisable approve, with or without variation, a special resolution (the “**Consolidation Resolution**”) authorizing the consolidation of the issued and outstanding Common Shares on the basis of up to five pre-consolidation Common Shares for each one post-consolidation Common Share, or such other higher or lower ratio as the Board may determine, acting in the best interests of the Corporation. To be effective, the resolution in respect of the Consolidation must be approved by the affirmative vote of not less than two-thirds (2/3) of the votes cast by the holders of Common Shares present in person or by proxy at the Meeting.

Completion of the Consolidation is subject to the approval of the Exchange. If the Consolidation Resolution is approved and implemented, the Corporation will send letters of transmittal to registered shareholders which will provide instructions on how to obtain new share certificates representing the number of Common Shares to which such shareholders are entitled as a result of the Consolidation.

### *Fractional Interests*

No fractional Common Shares will be issued in connection with the Consolidation. If as a result of the Consolidation, a shareholder would otherwise become entitled to a fraction of a post-consolidation Common

Share, the number of post-consolidation Common Shares issuable to such shareholder will be rounded to the nearest whole number. In all other respects, the post-Consolidation Shares will have the same attributes as the existing Common Shares.

#### *Effect on Share Certificates*

If the Consolidation is approved by shareholders and implemented by the Board, registered shareholders will be required to exchange their share certificates representing pre-consolidation Common Shares for new share certificates representing the number of post-consolidation Common Shares to which they are entitled. Promptly after the Consolidation becomes effective, registered shareholders will be sent a letter of transmittal from the Corporation, which will contain instructions on how to surrender certificate(s) representing pre-consolidation Common Shares to the Corporation's transfer agent, TSX Trust Company. Upon return of a properly completed letter of transmittal, together with the certificate(s) evidencing the pre-consolidation Common Shares of the Corporation, a certificate for the appropriate number of post-consolidation Common Shares will be issued at no charge. Until surrendered, each share certificate representing pre-consolidation Common Shares will be deemed for all purposes to represent the number of post-consolidation Common Shares to which the holder is entitled as a result of the Consolidation.

Non-registered Holders holding their Common Shares through an Intermediary should note that Intermediaries may have different procedures for processing the Consolidation than those that will be put in place by the Corporation for registered shareholders. If you hold your Common Shares with an Intermediary and you have questions in this regard, you are encouraged to contact your Intermediary.

**SHAREHOLDERS SHOULD NOT DESTROY ANY SHARE CERTIFICATE(S) AND SHOULD NOT SUBMIT ANY CERTIFICATE(S) UNTIL REQUESTED TO DO SO.**

#### *Risks Associated with the Consolidation*

The effect of the Consolidation upon the market price of the Common Shares cannot be predicted with any certainty. There can be no assurance that the total market capitalization of the Common Shares immediately following the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that any increase in the per-share market price of the Common Shares following the Consolidation will be sustainable or will equal or exceed the direct arithmetical result of the Consolidation. There are numerous factors and contingencies that could affect the price of the Common Shares, including the status of the market for the Common Shares at the time, the Corporation's operations and general economic, stock market and industry conditions. In addition, a decline in the market price of the Common Shares after the Consolidation may result in a greater percentage decline than would occur in the absence of the Consolidation. Furthermore, the Consolidation may lead to an increase in the number of shareholders who hold "odd lots" of shares, which are numbers of shares not easily divisible into board lots. A board lot is 100, 500, or 1,000 shares, depending on the price of the shares. As a general rule, the cost to shareholders of transferring an odd lot of shares is higher than the cost of transferring a board lot.

#### *Shareholder Approval*

**At the Meeting, Shareholders will be asked to consider and approve a special resolution, in substantially the following form, in order to approve the Consolidation:**

**"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

- (1) Subject to the approval of the TSX Venture Exchange, if and when the directors of the Corporation shall deem appropriate to do so, the issued and fully paid common shares without par value of the Corporation (the "**Common Shares**") be consolidated on the basis of up to five pre-consolidation Common Shares for each one post-consolidation Common Share, or such other higher or lower ratio as the board may determine, acting in the best interests of the Corporation;

- (2) The directors of the Corporation, in their sole and complete discretion, are authorized and empowered to act upon this special resolution to effect the Consolidation and to determine the actual Consolidation ratio (such ratio not to exceed ten (10) pre-consolidated Common Shares for one (1) post-consolidation Common Shares);
- (3) Any one director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to this special resolution; and
- (4) Notwithstanding that this resolution has been duly passed (and the Consolidation approved) by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered, without further notice to, or approval of, the shareholders of the Corporation to revoke this resolution at any time and to not proceed with the share consolidation.”

The Corporation cannot complete the Consolidation without the final approval of the Exchange. If Shareholders pass the Consolidation Resolution and the Exchange approves the Consolidation, the Consolidation will take effect on a date to be coordinated with the Exchange and announced in advance by the Corporation.

**Management of the Corporation recommends that shareholders vote in favor of the Consolidation Resolution. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the adoption of the Consolidation Resolution.**

#### **APPROVAL OF THE ADVISORY FEE**

The policies of the Exchange provide that the Resulting Issuer may pay a cash corporate finance advisory and finder’s fee of \$57,630 in connection with the completion of the IC Group Transaction, to Cuspis Capital Partners Ltd. (the “**Advisor**”), which is a non-arm’s length party to the Corporation (the “**Advisory Fee**”).

The purpose of the payment of the Advisory Fee by the Resulting Issuer is to compensate Cuspis Capital Partners Ltd. for the finance advisory services in connection with the IC Group Transaction and for the introduction to IC Group.

Exchange Policy 2.4 – *Capital Pool Companies* requires that the payment of the Advisory Fee receive disinterested shareholder approval. Accordingly, disinterested Shareholders will be asked to consider and, if thought appropriate, pass a resolution approving the payment of the Advisory Fees.

The disinterested Shareholders will be asked at the Meeting to consider, and if thought appropriate, to pass an ordinary resolution, the text of which is as follows:

“**WHEREAS** the policies of the TSX Venture Exchange require disinterested shareholder approval for the payment of a \$57,630 cash corporate finance advisory and finder’s fee to Cuspis Capital Partners Ltd., in connection with the completion of the IC Group Transaction (the “**Advisory Fee**”);

#### **RESOLVED THAT:**

- (1) the payment of the Advisory Fee to Cuspis Capital Partners Ltd. is hereby authorized and approved; and
- (2) any one officer and director of the Corporation is hereby authorized for and on behalf of the Corporation to execute and deliver all such instruments and documents and to do all such acts and things as may be necessary to effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

**Management of the Corporation recommends that disinterested Shareholders vote in favor of the resolution to approve the payment of the Advisory Fee. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the approval of the Advisory Fee.**

### OTHER BUSINESS

Management of the Corporation is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

### CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. National Policy 58-201 - *Corporate Governance Guidelines* (“**NP 58-201**”) establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Corporation is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

<b>CORPORATE GOVERNANCE GUIDELINE</b>	<b>THE PRACTICE OF CUSPIS CAPITAL II LTD.</b>
<b>1. Board of Directors</b>	
(a) Disclose the identity of directors who are independent.	Two of the four current directors of the Corporation are independent, namely Jack Schoenmakers and C. Fraser Elliott  Two (2) of the proposed directors in the New Slate are expected to be independent, being C. Fraser Elliott and Jack Shoenmakers.
(b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	By virtue of their positions as Chief Executive Officer and Chief Financial Officer (and Secretary), Will Ollerhead and Grant McCutcheon, respectively, are not independent.  By virtue of their positions as Chief Executive Officer, Chief Operating Officer, and private investor and consultant of IC Group, Duncan McCreedy, Marc Caron, and Michael Svetkoff, respectively, proposed directors in the New Slate, are not considered to be independent.
<b>2. Board of Directors</b>	
If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	William Ollerhead is presently a director of Thermal Energy International Inc. (TSXV: TMG), and Cytophage Technologies Ltd. (TSXV: CYTO).  C. Fraser Elliott is presently a director of Gowest Gold Ltd. (TSXV: GWA).

<b>3. Orientation and Continuing Education</b>	
Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.	Currently, no formal continuing education process has been adopted. However, the Corporation's management endeavors to ensure that the Board is kept aware of changes affecting the Corporation's business and of changes in any legal, regulatory and industry requirements and standards. Board members are entitled to attend such seminars or educational programs as each may determine necessary to keep abreast of current issues relevant to their service as directors.
<b>4. Ethical Business Conduct</b>	
Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.	The Corporation will adopt a Code of Business Conduct and Ethics upon closing of the IC Group Transaction.  In addition, each director is required to disclose fully to the Board any material interest such director may have in any transaction contemplated by the Corporation. In the event that a director discloses a material interest in a proposed transaction, the Corporation's independent directors will review the nature and terms of the proposed transaction in order to ascertain and confirm that it is being considered on commercially reasonable and arm's-length terms.
<b>5. Nomination of Directors</b>	
Disclose what steps, if any, are taken to identify new candidates for board nomination, including:	
(a) who identifies new candidates, and (b) the process of identifying new candidates.	(a) Individual Board members identify potential candidates to serve as Board members. The Board also seeks recommendations from management and from outside advisors regarding suitable candidates.  (b) Board members are encouraged during their regular meetings to identify new candidates for nomination to the Board. The Board is asked to consider the needs of the Corporation in conjunction with the competencies and skills of any proposed nominees.
<b>6. Compensation</b>	
Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:	
(a) who determines the compensation; and (b) the process of determining compensation.	(a) The Board examines executive compensation on an annual basis and makes recommendations on setting such compensation to the Board.  (b) The members of the Board annually review all compensation of senior management and directors, and consider such factors as comparable compensation within the industry and time required to perform the associated duties and responsibilities.
<b>7. Other Board Committees</b>	
If the board has standing committees other than the audit, compensation and nominating committees, describe their function.	Not applicable.
<b>8. Assessments</b>	

Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees and its individual directors are performing effectively.	The Board as a whole helps to assess each director's individual performance.
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## **AUDIT COMMITTEE**

The Corporation is required to have an audit committee comprised of not less than three directors, the majority of whom must be independent of the Corporation subject to exemptions under applicable securities laws (the “**Audit Committee**”).

### ***Audit Committee Charter***

The Board has adopted a Charter for the Audit Committee, which sets out the Audit Committee’s mandate, organization, powers and responsibilities. The complete Charter is attached as Appendix “A” to this Circular.

### ***Independence***

National Instrument 52-110 *Audit Committees*, (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer’s board of directors, reasonably interfere with the exercise of the member’s independent judgment.

The Corporation’s current Audit Committee consists of Grant McCutcheon, Jack Schoenmakers, and C. Fraser Elliott. Each of Mr. Schoenmakers, and Mr. Elliott are independent.

It is anticipated following the IC Group Transaction, the Audit Committee will consist of Michael Svetkoff, C. Fraser Elliott, and Jack Schoenmakers, two of whom will be “independent”, as such term is defined in NI 52-110, being C. Fraser Elliott and Jack Schoenmakers. Mr. Svetkoff may not be considered “independent” as he will be a shareholder holding more than 10% of the voting rights attached to the Common Shares of the Resulting Issuer, as well as having been a consultant to IC Group within the last three years.

### ***Relevant Education and Experience***

NI 52-110 provides that an individual is “financially literate” if he or she has 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 reasonably be expected to be raised by the Corporation’s financial statements. All members of the current Audit Committee and the Audit Committee following the IC Group Transaction are financially literate as such term is defined in NI 52-110. Each of the members has the ability to read and understand 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 reasonably be expected to be raised by the Corporation’s financial statements.

The relevant education and experience of each member of the current Audit Committee and each member of the Audit Committee following the IC Group Transaction is described as part of their respective biographies under the “Current Slate Biographical Information” and “New Slate Biographical Information” headings.

### ***Audit Committee Oversight***

Since the commencement of the Corporation’s most recently completed financial year, the Audit Committee of the Corporation has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

### ***Reliance on Certain Exemptions***

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI-52-110; or
- (b) an exemption from NI-52-110, in whole or in part, granted under Part 8 (*Exemptions*).

### ***Pre-Approval Policies and Procedures***

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

### ***Audit Fees***

McGovern Hurley LLP was appointed the auditor of the Corporation effective the date of incorporation. The following table sets forth the fees paid by the Corporation to McGovern Hurley LLP for services rendered in the fiscal year ended June 30, 2023:

	<u>2023</u>
Audit Fees:	\$8,899
Audit Related Fees:	\$165
Tax Fees:	\$1,451
All Other Fees:	\$Nil
<b>Total:</b>	<b>\$10,515</b>

The Corporation is a "venture issuer" as defined in NI-52-110 and is relying on the exemption in section 6.1 of NI-52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

### **INTEREST OF CERTAIN PERSONS IN MATERIAL TRANSACTIONS**

Other than as previously disclosed in this Circular or disclosed below, the Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, proposed nominee for election as a director or any Shareholder holding more than 10% of the voting rights attached to the Common Shares or an associate or affiliate of any of the foregoing in any transaction in the preceding financing year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation.

### **INDEBTEDNESS OF CORPORATION OF DIRECTORS AND SENIOR OFFICERS**

No director, executive officer, promoter, member of management, nominee for election as director of the Corporation or any of their associates or affiliates is or has been indebted to the Corporation during the most recently completed financial year.

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The Corporation's annual financial statements and related management discussion and analysis are available to anyone, upon request, from the Corporation at 77 King Street West, Suite 700, TD North Tower, Toronto, Ontario M5K 1G8. All financial information in respect of the Corporation is provided in the comparative financial statements and management discussion and analysis for its recently completed financial year.

**CERTIFICATE OF APPROVAL OF DIRECTORS**

This Circular and the mailing of same to the Shareholders have been approved by the Board.

DATED the 30<sup>th</sup> day of May, 2024.

**BY ORDER OF THE BOARD**

(Signed): "*William Ollerhead*" \_\_\_\_\_  
Director and Chief Executive Officer

## APPENDIX “A”

### CUSPIS CAPITAL II LTD. (the “Company”)

#### AUDIT COMMITTEE CHARTER

##### **I. Purpose**

The Audit Committee (the “Audit Committee”) is a committee of directors appointed by the Board of Directors of the Company (the “Board”). The Audit Committee’s mandate is to provide assistance to the Board in fulfilling its financial reporting and control responsibility to the shareholders and the investment community. The Committee is, however, independent of the Board and the Company and in carrying out their role shall have the ability to determine its own agenda and any additional activities that the Audit Committee shall carry out.

##### **II. Composition**

The Committee will be comprised of at least three directors of the Company, all of whom, subject to any exemptions set out in National Instrument 52-110 *Audit Committees* (“NI-52-110”) will be independent and financially literate. In addition, at least one member of the Audit Committee shall have accounting or related financial expertise as such qualifications are interpreted by the Board. An “independent” director is a director who has no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of the director’s independent judgement or a relationship deemed to be a material relationship pursuant to Sections 1.4 and 1.5 of NI-52-110, as set out in Schedule “A” hereto. A “financially literate” director is a director who has the ability to read and understand a set of financial instruments 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 reasonably be expected to be raised by the financial statements of the Company.

##### **III. Responsibilities**

Responsibilities of the Audit Committee generally include, but are not limited to, the undertaking of the following tasks:

- Selecting and determining the compensation of the external auditors, subject to approval of the shareholders of the Company, to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company. In making such determination and recommendation to the shareholders, the Audit Committee will:
  - confirm the independence of the auditors and report to the Board its conclusions on the independence of the auditors and the basis for these conclusions;
  - meet with the auditors and financial management to review the scope of the proposed audit for the current year, and the audit procedures to be used; and
  - obtain from the external auditors confirmation that they are participants in good standing in the Canadian Public Accountability Board oversight program and, if applicable, in compliance with the provisions of the Sarbanes-Oxley Act of 2002 (U.S.) and other legal or regulatory requirements with respect to the audit of the financial statements of the Company.
- Overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting. In overseeing such work, the Audit Committee will:
  - review with the external auditors any audit problems or difficulties and management’s response;
  - at least annually obtain and review a report prepared by the external auditors describing (i) the auditors’ internal quality-control procedures; and (ii) any material issues raised by the

most recent internal quality-control review, or peer review, of the auditors, and reviewing any steps taken to deal with such issues;

- serve as an independent and objective party to monitor the Company's financial reporting process and internal control system and overseeing management's reporting on internal control;
- provide open lines of communication among the external auditors, financial and senior management, and the Board for financial reporting and control matters;
- make inquires of management and the external auditors to identify significant business, political, financial and control risks and exposures and assess the steps management has taken to minimize such risks to the Company;
- establish procedures to ensure that the Audit Committee meets with the external auditors on a regular basis in the absence of management;
- ensure that the external auditors prepare and deliver annually a detailed report covering (i) critical accounting policies and practices to be used; (ii) material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors; (iii) other material written communications between the external auditors and management such as any management letter or schedule of unadjusted differences; and (iv) such other aspects as may be required by the Audit Committee or legal or regulatory requirements;
- consider any reports or communications (and management's responses thereto) submitted to the Audit Committee by the external auditors, including reports and communications related to:
  - deficiencies noted following the audit of the design and operation of internal controls;
  - consideration of fraud in the audit of the financial statement;
  - detection of illegal acts;
  - the external auditors responsibility under generally accepted auditing standards;
  - significant accounting policies;
  - management judgements and accounting estimates;
  - adjustments arising from the audit;
  - the responsibility of the external auditors for other information in documents containing audited financial statements;
  - disagreements with management;
  - consultation by management with other accountants;
  - major issues discussed with management prior to retention of the external auditors;
  - difficulties encountered with management in performing the audit;
  - the external auditors judgements about the quality of the entity's accounting principles; and
  - any reviews of unaudited interim financial information conducted by the external auditors;
- review the form of opinion the external auditors propose to render to the Audit Committee, the Board and shareholders; and

- discuss significant changes to the Company's auditing and accounting principles, policies, controls, procedures and practices proposed or contemplated by the external auditors or management, and the financial impact thereof.
- Pre-approving all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor, subject to any exemptions set out in NI-52-110. Notwithstanding the pre-approval process, the Audit Committee will ensure that the external auditors are prohibited from providing the following non-audit services and will determine which other non-audit services the external auditors are prohibited from providing:
  - bookkeeping or other services related to the accounting records or financial statements of the Company;
  - financial information systems design and implementation;
  - appraisal or valuation services, fairness opinions, or contribution-in-kind reports;
  - actuarial services;
  - internal audit outsourcing services;
  - management functions or human resources;
  - broker, dealer, investment adviser or investment banking services;
  - legal services and expert services unrelated to the audit; and
  - any other service that the Audit Committee determines to be impermissible.
- Ensuring that the external auditors submit annually to the Company and the Audit Committee a formal written statement of the fees billed for each of the following categories of services rendered by the external auditors: (i) the audit of the Company's annual financial statements for the most recent fiscal year and, if applicable, the reviews of the financial statements included in the Company's Quarterly Reports for that fiscal year; and (ii) all other services rendered by the external auditors for the most recent fiscal year, in the aggregate and by each service.
- Reviewing the Company's financial statements, Management's Discussion and Analysis and annual and interim earnings press releases before the Company publicly discloses the information. In connection with such review, the Audit Committee will ensure that:
  - (a) management has reviewed the financial statements with the Audit Committee, including significant judgments affecting the financial statements;
  - (b) the members of the Audit Committee have discussed among themselves, without management or the external auditors present, the information disclosed to the Audit Committee; and
  - (c) the Audit Committee has received the assurance of both financial management and the external auditors that the Company's financial statements are fairly presented in conformity with International Financial Reporting Standards in all material respects.
- Ensuring that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to above, and periodically assessing the adequacy of those procedures.
- Reviewing, evaluating and monitoring any risk management program implemented by the Company, including any revenue protection program. This function should include:
  - risk assessment;
  - quantification of exposure;
  - risk mitigation measures; and
  - risk reporting.

- Reviewing the adequacy of the resources of the finance and accounting group, along with its development and succession plans.
- Establishing procedures for:
  - the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.
- Annually reviewing and revising this Charter as necessary with the approval of the Board and the text relating to this Charter which is required to appear in the Annual Information Form or management proxy circular of the Company, as more specifically set out in Form 52-110FI *Audit Committee Information Required in an AIF* and Form 52-110F2 *Disclosure by Venture Issuers* as applicable.
- Reviewing and assessing the adequacy of the Code of Business Conduct and Ethics governing the officers, directors and employees of the Company and the Code of Ethics governing Financial Reporting Officers at least annually or otherwise, as it deems appropriate, and propose recommended changes to the Board.
- Reporting its activities to the Board on a regular basis and making such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate.
- Reviewing and discussing with management, and approving all related party transactions.

#### **IV. Authority**

The Audit Committee has the authority to:

- Engage independent counsel and other advisors as the Audit Committee determines necessary to carry out its duties;
- Set and pay the compensation for any advisors employed by the Audit Committee, in accordance with applicable corporate statutes; and
- Communicate directly with the external auditors.

#### **V. Administrative Procedures**

- The Audit Committee will meet regularly and whenever necessary to perform the duties described above in a timely manner, but not less than four times a year. Meetings may be held at any time deemed appropriate by the Audit Committee and by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- A quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.
- Meetings of the shall be held from time to time as the Committee or the Chairman shall determine upon 48 hours' notice to each of its members. The notice period may be waived by a quorum of the Committee.
- At the discretion of the Audit Committee, meetings may be held with representatives of the external auditors and appropriate members of management.
- The external auditors will have direct access to the Audit Committee at their own initiative.
- The Chairman of the Audit Committee will report periodically to the Board.

**Schedule "A" to Audit Committee Charter**  
**National Instrument 52-110 Audit Committees ("NI-52-110")**

**Meaning of Independence (section 1.4 of NI 52-110):**

- (1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.
- (2) For the purposes of subsection (1), a "material relationship" is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgment.
- (3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:
  - (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
  - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
  - (c) an individual who:
    - (i) is a partner of a firm that is the issuer's internal or external auditor,
    - (ii) is an employee of that firm, or
    - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
  - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
    - (i) is a partner of a firm that is the issuer's internal or external auditor,
    - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
    - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
  - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and
  - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than \$75,000 in direct compensation from the issuer during any 12 month period within the last three years.
- (4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because
  - (a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or
  - (b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.
- (5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
- (6) For the purposes of clause (3)(f), direct compensation does not include:
  - (a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and

- (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.
- (7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member
- (a) has previously acted as an interim chief executive officer of the issuer, or
  - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.
- (8) For the purpose of section 1.4, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

**Additional Independence Requirements for Audit Committee Members (section 1.5 of NI- 52-110):**

- (1) Despite any determination made under section 1.4 of NI- 52-110, an individual who
- (a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or
  - (b) is an affiliated entity of the issuer or any of its subsidiary entities,
- is considered to have a material relationship with the issuer.
- (2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by
- (a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or
  - (b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.
- (3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

**APPENDIX “B”**

**STOCK OPTION PLAN**

**CUSPIS CAPITAL II LTD.**

*[See Attached]*

## STOCK OPTION PLAN

### CUSPIS CAPITAL II LTD.

#### 1. Purpose

The purpose of this stock option plan (the “**Plan**”) is to add incentive and to provide consideration for effective services of *bona fide* Officers, Directors, Employees, Management Company Employees and Consultants of Cuspis Capital II Ltd. (the “**Corporation**”). Stock options granted under the Plan are not in lieu of salary or any other compensation for services. In the event of the continuance of the Corporation, the Plan will bind the Corporation’s successor.

#### 2. Administration

The Plan shall be administered by the Board of Directors of the Corporation (the “**Directors**”).

#### 3. Definitions

In this Plan, capitalized terms used herein that are not otherwise defined shall have the meaning ascribed thereto in the Corporate Finance Manual of the TSX Venture Exchange (the “**Exchange**”), and in particular, in policies 1.1, 2.4 and 4.4 of such Corporate Finance Manual.

#### 4. Granting Options

The Directors may from time to time designate *bona fide* Officers, Directors, Employees, Management Company Employees and Consultants (collectively, “**Optionees**”) of the Corporation (or in each case their wholly owned personal holding companies), to whom options to purchase shares of the Corporation may be granted, and the number of shares to be optioned to each, provided that the total number of shares to be optioned shall not exceed the number provided in paragraph 5 hereof and that the total number of shares to be optioned to (i) any one Optionee in any 12 month period shall not exceed 5 per cent of the issued and outstanding shares of the Corporation; (ii) any one Consultant in any 12 month period shall not exceed 2 per cent of the issued and outstanding shares of the Corporation; and (iii) all Employees in the aggregate conducting Investor Relations Activities in any 12 month period shall not exceed 2 per cent of the issued and outstanding shares of the Corporation, in each case subject to adjustment of such number pursuant to the provisions of paragraph 8 hereof. Notwithstanding the foregoing, in no case may options to purchase shares be granted to any person providing Investor Relations Activities, promotional or market-making services prior to completion of the Corporation’s Qualifying Transaction. All options granted shall be subject to the terms of this Plan and a copy of the Plan shall be given, upon request, to each Optionee.

#### 5. Shares Subject to Plan

Options may be granted on a number of authorized but unissued common shares without nominal or par value in the share capital of the Corporation upon completion of its initial public offering (the “**IPO**”), but not exceeding in the aggregate 10% of the common shares of the Corporation issued and outstanding upon the completion of the IPO until the Corporation’s Qualifying Transaction is consummated, subject to adjustment of such number pursuant to paragraph 9 hereof. Upon completion of the Corporation’s IPO, the aggregate number of shares that may issuable pursuant to options granted under the Plan will not exceed 10% of the number of issued shares of the Corporation at the time of the granting of the options under the Plan. Shares in respect of which options have not been exercised and are no longer subject to being purchased pursuant to the terms of any options shall be available for further options under the Plan. Upon the granting of options hereunder, the Corporation shall execute in favour of the grantee, a stock option agreement (the “**Stock Option Agreement(s)**”) setting forth the particulars of the option grant.

The options granted under the Plan shall not result at any time in: (i) the number of shares reserved for issuance pursuant to options granted to Insiders exceeding 10% of the issued and outstanding shares;(ii) the grant to Insiders

within a 12 month period, of a number of options exceeding 10% of the outstanding shares; or (iii) the grant to any one (1) Optionee within a 12 month period, of a number of options exceeding 5% of the issued and outstanding shares.

## 6. Option Price

The option price on shares that are the subject of any option shall be fixed by the Directors when such option is granted, provided that such price shall not be less than the Discounted Market Price of the shares of the Corporation, or such other price as may be determined under applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including the Exchange rules and policies. Notwithstanding the foregoing, prior to completion of the Corporation's Qualifying Transaction the option price on shares shall not be less than the greater of the IPO Share price and the Discounted Market Price.

In the event that the Corporation proposes to reduce the Exercise Price of the Options granted to an Optionee who is an Insider of the Corporation at the time of the proposed amendment, said amendment shall not be effected until disinterested shareholder approval has been obtained in respect of said exercise price reduction.

Notwithstanding the foregoing, if the Optionee's position with the Corporation is terminated for cause, or if the Optionee violates the terms of their Stock Option Agreement(s) or any agreement he/she may have with the Corporation, all options granted to the Optionee pursuant to the Plan shall become null and void immediately without penalty to the Corporation.

## 7. Terms Restricting Exercise of Options

- a. The period during which any option may be exercised shall be determined by the Directors when the option is granted, provided that the term shall be no more than ten (10) years from the date of the granting of the option and all options shall be subject to earlier termination as provided in subparagraph (b) hereof;
- b. upon the death of the Optionee, the Option shall terminate on the date determined by the Directors, which date shall not be later than the earlier of the expiry date of the Option and one year from the date of death (the "**Termination Date**");
- c. if the Optionee ceases to be a Director or Officer of, be in the employ of, or be providing ongoing management or consulting services to the Corporation, the Option shall terminate (the "**Termination Date**") on the earlier of the expiry date of the Option and the expiry of a period not in excess of 90 days prescribed by the Directors at the time of the grant, following the date that the Optionee ceases to be a Director, Officer or Employee of the Corporation, or ceases to provide ongoing management or consulting services to the Corporation, as the case may be;
- d. notwithstanding sub-paragraph 7(c) above, if the Optionee does not continue to be a Director, Officer, technical consultant or Employee of the Resulting Issuer, the Option shall terminate on the date which is the later of 12 months after the Completion of the Qualifying Transaction and 90 days after the Optionee ceases to be a Director, Officer, technical consultant or Employee of the Resulting Issuer (the "**Termination Date**");
- e. if the Optionee ceases to be employed to provide Investor Relations Activities on behalf of the Corporation, the Option shall terminate on the earlier of the expiry date of the Option and the expiry of the period (the "**Termination Date**") not in excess of 30 days prescribed by the Directors at the time of the grant, following the date that the Optionee ceases to be employed to provide Investor Relations Activities; and
- f. except as provided in subparagraph (b) hereof, the option shall not be transferable nor assignable by the Optionee otherwise than by Will or the law of intestacy and the said option may be exercised, during his or her lifetime, only by the Optionee;

provided that the number of shares of the Corporation that the Optionee (or his or her heirs or successors) shall be entitled to purchase until the applicable Termination Date shall be the number of Common Shares which the Optionee was entitled

to purchase on the date of death or the date the Optionee ceased to be an Officer, Director or Employee of, or ceased providing ongoing management or consulting services to, the Corporation, as the case may be.

Notwithstanding the foregoing, no options granted under the Plan shall be exercisable before completion of the Corporation's Qualifying Transaction unless the Optionee agrees in writing to deposit the shares acquired into escrow until the issuance of the Final Exchange Bulletin.

## **8. Regulatory Restrictions**

The exercise by the Optionee of his rights hereunder and the consequent obligation of the Corporation to issue and deliver its shares pursuant to such exercise is subject to the approval of the Plan by: (a) the stock exchange(s) on which the Corporation's shares are listed; (b) the Directors; and (c) the shareholders of the Corporation.

## **9. Share Capital Re-adjustments**

Appropriate adjustments in the number of shares optioned, in the aggregate number of shares reserved for issue pursuant to options and in the option price per share, as regards options granted or to be granted, will be made by the Directors to give effect to adjustments in the number of shares of the Corporation resulting subsequent to the approval of the Plan as provided in paragraph 8 hereof from subdivisions, consolidations, reclassification of the shares of the Corporation, the payment of stock dividends and any merger, amalgamation or reorganization to which the Corporation is a party. Without limiting the generality of the foregoing, the Corporation will make adjustments to any options granted hereunder as follows:

- a. If a dividend in shares of the Corporation is paid on the common shares of the Corporation, there shall be added to the common shares subject to any option the number of shares which would have been issuable to the Optionee had he then been the holder of record of the number of common shares then remaining under the option. In such event, the option price per share shall be reduced proportionately.
- b. If the common shares of the Corporation shall be subdivided into a greater number of shares or consolidated into a lesser number of shares or changed into the same or a different number of shares with par value, the number of shares which may thereafter be acquired under any option shall be the number of shares which would have been received by the Optionee on such subdivision, consolidation, or change had the Optionee then been the holder of record of the number of common shares then remaining under the option. In such event, the option price per share shall be decreased or increased proportionately.
- c. If there is any capital reorganization or reclassification of the share capital of the Corporation, or any consolidation or merger or amalgamation of the Corporation with any other corporation or corporations, adequate provisions shall be made by the Corporation so that there shall be substituted under any option the shares or securities which would have been issuable or payable to the Optionee had he then been the holder of record of the number of common shares then remaining under the option.
- d. If the Corporation at any time during the term of any option offers for sale to holders of its share capital common shares of its share capital or of other classes of shares or of other securities of the Corporation or in connection with any transaction shall acquire or shall cause to be issued rights to acquire shares or other securities of another corporation to or for the benefit of holders of share capital of the Corporation, the Corporation will give notice to the Optionee of rights which are thus to be acquired or issued to or for the benefit of the holders of record of shares of the Corporation in sufficient time to permit the Optionee to exercise the option to the fullest extent possible, if the Optionee should wish to do so, and to permit the Optionee to participate in such rights as a holder of record of share capital of the Corporation.
- e. Any shares or securities added to or substituted for the shares under any option shall be subject to adjustment in the same manner and to the same extent as the common shares originally covered by such option.

- f. No fractional shares shall be issued upon the exercise of any option. If, as a result of any adjustment under this paragraph, the Optionee would become entitled to a fractional share, he shall have the right to acquire only the adjusted number of full shares and no payment or other adjustment will be made with respect to the fractional shares so disregarded.

## **10. Exercise**

- a. Subject to the provisions of the Plan, an option may be exercised in whole or in part by the payment to the Corporation in cash or certified cheque of the full purchase price at the option price per share stipulated in paragraph 5 herein, subject to any adjustment thereto in accordance with paragraph 8 herein, for the shares purchased and the Corporation shall thereupon deliver a share certificate or certificates of the Corporation for such shares.
- b. An option shall be in whole or in part exercised by written notice or notices delivered to the Corporation's registered office and any option shall be deemed for all purposes to be exercised to the extent stated in such notice upon delivery of the notice and payment for the number of shares specified in such notice, notwithstanding any delay in the issuance and delivery of certificates for the shares so subscribed.

## **11. Amendment of Plan**

- a. The Directors may amend or change this Plan and any options granted hereunder from time to time subject to receipt of consents or approvals of all applicable authorities and exchanges, except that the Directors shall not adversely affect the rights of any Optionee to whom an option has therefore been granted without his consent and any reduction in option price for options outstanding, other than any reduction made in accordance with paragraph 8 herein, shall comply, as of the date of revision or amendment, with the option price provisions of paragraph 5 hereof.
- b. The Directors may discontinue the Plan at any time except that such discontinuance may not alter or impair any option previously granted under the Plan to an Optionee.

## **12. General**

Options granted pursuant to the Plan shall specify in the Grantee's Stock Option Plan Agreement(s) that:

- a. that the option agreement does not impose upon the Optionee any obligation to take up and pay for any of the optioned shares;
- b. the address of each of the Optionee and the Corporation to which notices pursuant to the option and the Plan may be delivered;
- c. that all options granted are subject to the express terms of the Plan; and
- d. the periods governing the exercise of the option.

**DATED and APPROVED** by the Board of Directors of Cuspis Capital II Ltd. as of the 11<sup>th</sup> day of November, 2020.

*"William Ollerhead"*

Per: William Ollerhead

Title: Chief Executive Officer and Director