



**FORM OF PROXY**  
**FOR USE AT THE ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD AT [WWW.AGMCMEETING.COM](http://WWW.AGMCMEETING.COM) ON SEPTEMBER 3, 2025 @ 1PM (EDT)**  
*Please log in using your 12-Digit control number shown on reverse of this proxy.*

*Proxies must be received by August 29, 2025, at 1pm (EDT) to be valid.*

	VOTING METHOD	
	INTERNET	Go to <a href="http://www.agmcvote.com">www.agmcvote.com</a> and enter your 12-Digit control number shown on the reverse of this proxy.
	EMAIL	<a href="mailto:voteproxy@agmconnect.com">voteproxy@agmconnect.com</a>
	MAIL	AGM Connect 1800-372 Bay Street Toronto, ON M5H 2W9

This Proxy is solicited on behalf of the management of Mijem Newcomm Tech Inc. (the "Corporation"). The undersigned, being a shareholder of the Corporation hereby appoints, Stephen Coates, CEO, of the Corporation, or failing him, Hatem Kwar, CFO, or instead of either of them, the following appointee:

\_\_\_\_\_  
*Please Print Appointee Name*

\_\_\_\_\_  
*Please Print Email of Appointee*

as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the meeting and at any adjournment(s) or postponement(s) thereof, in accordance with voting instructions, if any, provided below.

**~~PLEASE SEE VOTING GUIDELINES ON REVERSE~~**

1.	Election of Directors	FOR	AGAINST
a.	Phuong Dinh	<input type="checkbox"/>	<input type="checkbox"/>
b.	Brian Gusko	<input type="checkbox"/>	<input type="checkbox"/>
c.	Dallas La Porta	<input type="checkbox"/>	<input type="checkbox"/>
d.	Alex Pekurar	<input type="checkbox"/>	<input type="checkbox"/>
2.	Appointment of Auditors	FOR	WITHHOLD
	To appoint Zeifmans LLP, Chartered Accountants, as auditors of the corporation for the ensuing year and to authorize the board of directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
3.	Share Consolidation	FOR	AGAINST
	To consider and, if thought fit, pass a special resolution enabling the Board of Directors and Management, at their discretion, to amend the articles of the Corporation to consolidate the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation common share for up to every twenty (20) currently outstanding common shares.	<input type="checkbox"/>	<input type="checkbox"/>
4.	Re-Approval of Stock Option Plan	FOR	AGAINST
	To re-approve the rolling 10% Stock Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>
5.	Name Change	FOR	AGAINST
	To consider and, if thought fit, pass a special resolution enabling the Board of Directors and Management, at their discretion, to amend the articles of the Corporation to change the name of the Corporation to "Twin Pines Technologies Corp." or such other name as may be approved by the Board of Directors of the Corporation.	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of Advance Notice By-Law	FOR	AGAINST
	To consider and, if thought fit, pass an ordinary resolution adopting the Advance Notice By-Law for the nomination of directors by shareholders.	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
*Please Print Name*

\_\_\_\_\_  
*Signature of Shareholder*

\_\_\_\_\_  
*Dated*

Please use the following information to vote your shares and attend the meeting:

LINK TO VOTE	agmcvote.com
CONTROL NUMBER	
NUMBER OF SHARES	

#### PROXY VOTING GUIDELINES

1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.
2. THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.
3. If you appoint the management nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, they will vote in favour of each resolution. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
4. Each shareholder has the right to appoint a person other than management designees specified to represent them at the meeting or any postponement or adjournment thereof. Such right may be exercised by completing the proxy appointee information section located on the front side of this proxy form page. The appointed proxyholder need not be a shareholder of the Corporation.
5. The proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that properly come before the meeting or any adjournment or postponement thereof.
6. To be valid, this proxy must be signed by the shareholder named on the front side of this proxy. If the shareholder is a Corporation, the proxy must be executed by an officer of the Corporation or an attorney duly authorized thereof.
7. If the proxy is not dated, it is deemed to bear the date of it's mailing to the shareholders of the Company.
8. To be valid, this proxy must be filed using one of the Voting Methods and must be received by AGM Connect before the date noted on the front side of this proxy, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays, and Holidays in the city of Toronto, Ontario excluded) before the time of the adjournment or postponement of the meeting.

#### CONDITIONS

If any amendments or variations to the matters referred to above or any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment(s) thereof, or if any other matters which are not known to management should properly come before the meeting or any adjournment(s) thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in according with the best judgement of such persons.

***Late proxies may be accepted or rejected by the Chairman of the meeting in his or her sole discretion.***

**NOTICE OF VIRTUAL ANNUAL GENERAL AND SPECIAL  
MEETING OF SHAREHOLDERS  
MIJEM NEWCOMM TECH INC.**

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “Meeting”) of the holders (the “Shareholders”) of common shares (“Shares”) of Mijem Newcomm Tech Inc. (“Mijem” or the “Corporation”) will be held virtually through the platform of AGM Connect to facilitate an interactive meeting and live online voting for Registered Shareholders on **Wednesday September 3 2025, at 1:00pm** (EDT), for the following purposes:

1. **Financial Statements:** To receive the Corporation’s audited 2024 financial statements and auditor’s report;
2. **Election of Directors:** To elect directors to hold office until the next annual general meeting of the Corporation;
3. **Appointment of Auditors:** To appoint Zeifmans LLP, as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix their remuneration;
4. **Share Consolidation** To consider and, if thought fit, pass a special resolution enabling the Board of Directors and Management, at their discretion, to amend the articles of the Corporation to consolidate the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation common share for up to every twenty (20) currently outstanding common shares;
5. **Re-Approval of Stock Option Plan:** To re-approve the rolling 10% Stock Option Plan;
6. **Name Change:** To consider and, if thought fit, pass a special resolution enabling the Board of Directors and Management, at their discretion, to amend the articles of the Corporation to change the name of the Corporation to “Twin Pines Technologies Corp.” or *such other name as may be approved by the Board of Directors of the Corporation*;
7. **Approval of Advance Notice By-Law:** To consider and, if thought fit, pass an ordinary resolution adopting the Advance Notice By-Law for the nomination of directors by shareholders;
8. **Other Business:** To transact such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Meeting can be accessed through [www.agmcmeeting.com](http://www.agmcmeeting.com)

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

**Shareholders who are unable to attend the virtual meeting are requested to complete, date and sign the enclosed form of proxy, and to return it in the envelope provided for that purpose.**

**NOTICE-AND-ACCESS**

You are receiving this notification as Mijem Newcomm Tech Inc. has decided to use the notice and access model (“Notice and Access”), provided for under recent amendments to National Instrument 54-101, for the delivery of meeting materials to its shareholders. In respect to the Corporation’s annual general and special meeting of shareholders to be held on September 3, 2025, instead of receiving paper copies of the Corporation’s management information circular, audited annual consolidated financial statements and MD&A for the year ended July 31, 2024, and other meeting materials (the “Meeting Materials”), shareholders are receiving this notice with information on how they may access the Meeting Materials electronically. However, together with this notification, shareholders continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivering Meeting Materials is more environmentally friendly and will reduce the Corporation’s printing and mailing costs.

**Shareholders are reminded to view the meeting materials PRIOR to voting.**

**WEBSITES WHERE MEETING MATERIALS ARE POSTED:**

Meeting Materials can be viewed online at [www.SEDARPLUS.ca](http://www.SEDARPLUS.ca) and at <https://www.agmconnect.com/current-meetings>

## HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date of the Meeting. Materials are posted on [www.sedarplus.ca](http://www.sedarplus.ca) and at <https://www.agmconnect.com/current-meetings>. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call 1 855-839-3715.

**In order to receive the Meeting Materials in advance of the Meeting, requests should be received by 5:00pm on August 13, 2025**

## VOTING INSTRUCTIONS FOR REGISTERED SHAREHOLDERS

Completed proxies for Registered Shareholders must be submitted to AGM Connect by:

- (i) Online voting: [agmcvote.com](http://agmcvote.com)
- (ii) Email to [voteproxy@agmconnect.com](mailto:voteproxy@agmconnect.com);
- (iii) Facsimile at +1.416.222.4202; or
- (iv) Mail to AGM Connect at 372 Bay Street, Suite 1800, Toronto, Ontario M5H 2W9.

prior to 1:00pm (EST) on August 29, 2025, or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time of any adjourned or postponed Meeting (the "Proxy Deadline").

## VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either:

- (i) Receive a Proxy Form from AGM Connect;
- (ii) receive a Voting Instruction Form ("VIF") from an intermediary; or
- (iii) be given a proxy, which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompany the VIF or the Proxy, including those indicating when and where the VIF, or the Proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline; however, your voting instruction form may require an earlier date in order to process your votes by the Proxy Deadline. A VIF permits the completion of the VIF online or by telephone.

A Non-Registered Shareholder wishing to attend and vote at the virtual Meeting should follow the corresponding instructions on the VIF and then MUST CONTACT AGM CONNECT to obtain a Unique 12-Digit Control Number by email: [support@agmconnect.com](mailto:support@agmconnect.com) or telephone: 1-855-839-3715.

In the case of a Proxy Form, strike out the names of the persons named in the proxy, insert the Non-Registered Shareholder's name AND EMAIL ADDRESS in the space provided and supply to AGM Connect as directed.

## OTHER INFORMATION

The Board of Directors of the Corporation has by resolution fixed the close of business on July 18, 2025, as the record date (the "Record Date"), being the date for the determination of the registered holders of Shares of the Corporation entitled to notice of, and to vote at, the Meeting or any adjournment thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit a duly executed form of proxy with AGM Connect, 372 Bay St. Suite 1800, Toronto, ON M5H 2W9, on or before 9:00 a.m. (EST) on July 4, 2025. Shareholders who are unable to attend the virtual Meeting are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED at Toronto, Ontario, as of 18<sup>th</sup> day of July 2025.

**BY ORDER OF THE BOARD OF DIRECTORS**

**"Stephen Coates"**

**STEPHEN COATES  
CEO and Director**

**MIJEM NEWCOMM TECH INC.**  
**MANAGEMENT INFORMATION CIRCULAR**  
(As of July 18, 2025, except as indicated)

This management information circular (this “Circular”) is being furnished in connection with the solicitation, by management of Mijem Newcomm Tech Inc. (the “Corporation”), of proxies for the annual general and special meeting (the “Meeting”) of shareholders (the “Shareholders”) of the Corporation to be held virtually through the platform of AGM Connect [www.agmcmeeeting.com](http://www.agmcmeeeting.com) to facilitate an interactive meeting and live online voting for Registered Shareholders on Wednesday September 3, 2025 at 1:00 pm (Toronto time), and at any adjournment thereof for the purposes set forth in the enclosed notice of meeting (the “Notice”).

Unless otherwise indicated, the information contained in this Circular is given as at July 18, 2025.

Unless otherwise indicated, all references to “dollars” or “\$” means Canadian dollars.

**SOLICITATION OF PROXIES**

Although it is expected that management’s solicitation of proxies for the Meeting will be made primarily by mail, proxies may be solicited by directors, officers and employees of the Corporation personally or by telephone, fax, email or other similar means of communication. **This solicitation of proxies for the Meeting is being made by or on behalf of the directors and management of the Corporation and the Corporation will bear the costs of this solicitation of proxies for the Meeting.**

In accordance with National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”), arrangements have been made with the transfer agent, investment dealers, intermediaries, custodians, depositories and depository participants and other nominees to forward solicitation materials to the beneficial owners of the common shares (the “Shares”) of the Corporation. The Corporation will provide, without any cost to such person, upon request to the Chief Executive Officer of the Corporation, additional copies of the foregoing documents for this purpose.

**REGISTERED SHAREHOLDERS VOTING BY PROXY**

Enclosed with this Circular is a form of proxy. The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **Every Shareholder of the Corporation has the right to appoint a person (who need not be a shareholder of the Corporation) other than the persons already named in the enclosed form of proxy to represent such shareholder of the Corporation at the virtual Meeting by striking out the printed names of such persons and inserting the name of such other person AND an email address for contact in the blank space provided therein for that purpose.** In order to be valid, a proxy must be received by AGM Connect, 1800-372 Bay St, Toronto ON M5H 2W9 by 1:00 pm on August 29, 2025, or in the event of an adjournment or postponement of the Meeting, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in Ontario) before the time for holding the adjourned or postponed Meeting.

Shareholders may also elect to vote electronically in respect of any matter to be acted upon at the Meeting. Votes cast electronically are in all respects equivalent to and will be treated in the exact same manner as, votes cast via a paper form of proxy. To vote electronically, registered shareholders are asked to go to the website shown on the form of proxy and follow the instructions on the screen. Please note that each shareholder exercising the electronic voting option will need to refer to the control number indicated on their proxy form to identify themselves in the electronic voting system. Shareholders should also refer to the instructions on the proxy form for information regarding the deadline for voting Shares electronically. If a Shareholder votes electronically, he or she is asked not to return the paper form of proxy by mail.

In order to be effective, a form of proxy must be executed by a shareholder exactly as his or her name appears on the register of shareholders of the Corporation. Additional execution instructions are set out in the notes to the form of proxy. The proxy must also be dated where indicated. If the date is not completed, the proxy will be deemed to be dated on the day on which it was mailed to shareholders.

The management representatives designated in the enclosed form of proxy will vote the Shares in respect of which they are appointed proxy in accordance with the instructions of the shareholder as indicated on the proxy and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

In the absence of such direction, such Shares will be voted by the management representatives named in such form of proxy in favour of each of the matters referred to in the Notice and will be voted by such representatives on all other matters which may come before the Meeting in their discretion.

**THE ENCLOSED FORM OF PROXY OR VOTER INSTRUCTION FORM, WHEN PROPERLY SIGNED, CONFERS DISCRETIONARY VOTING AUTHORITY ON THOSE PERSONS DESIGNATED THEREIN WITH RESPECT TO AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING.**

At the time of printing of this Circular, management of the Corporation know of no such amendment, variation or other matters to come before the Meeting other than the matters referred to in the Notice and this Circular. **However, if any matters which are not now known to management of the Corporation should properly come before the Meeting, the Shares represented by proxies in favour of the Management Nominees will be voted on such matters in accordance with the best judgement of the Management Nominee.**

## VOTE USING THE FOLLOWING METHODS PRIOR TO THE MEETING

	IF YOU HAVE RECEIVED A PROXY WITH A VOTER ID and MEETING ACCESS CODE FROM AGM CONNECT		IF YOU HAVE RECEIVED A PROXY OR VIF WITH A <u>16-DIGIT CONTROL NUMBER</u> FROM AN INTERMEDIARY
Voting Method	Registered Shareholders (your securities are held in your name in a physical certificate or DRS)	Non-Registered Shareholders (your shares are held with a broker, bank, or other intermediary)	Non-Registered Shareholders (your shares are held with a broker, bank, or other intermediary)
Internet	Login to <a href="http://www.agmcvote.com">www.agmcvote.com</a> Using the Meeting Access Code and Voter ID provided to you complete the form to Submit Proxy		Go to <a href="http://www.proxyvote.com">www.proxyvote.com</a> Enter the 16- digit control number printed on the VIF and follow the instructions on screen
Email	Complete, sign and date the proxy form and email to: <a href="mailto:voteproxy@agmconnect.com">voteproxy@agmconnect.com</a>		N/A
Telephone	Call 1-855-839-3715 to register your vote for the Mijem Newcomm Tech AGSM		N/A
Mail	Enter your voting instructions, sign, date and return the form to AGM Connect in the enclosed envelope		Enter your voting instructions, sign, date and return completed VIF in the enclosed postage paid envelope

## ATTENDING THE MEETING

	IF YOU HAVE RECEIVED A PROXY WITH A <b>VOTER ID and MEETING ACCESS CODE</b> FROM AGM CONNECT		IF YOU HAVE RECEIVED A PROXY OR VIF WITH A <u><b>16-DIGIT CONTROL NUMBER</b></u> FROM AN INTERMEDIARY
	<b>Registered Shareholders</b> (your securities are held in your name in a physical certificate or DRS statement)	<b>Non-Registered Shareholders</b> (your shares are held with a broker, bank, or other intermediary)	<b>Non-Registered Shareholders</b> (your shares are held with a broker, bank, or other intermediary)
<b>PRIOR TO THE MEETING</b>	Appoint yourself as proxyholder on your proxy and follow the instructions at <a href="http://agmcvote.com">agmcvote.com</a>	Appoint yourself as proxyholder on your proxy and follow the instructions at <a href="http://agmcvote.com">agmcvote.com</a>	Appoint yourself as proxyholder as instructed herein and on the VIF.
	Following the proxy cut-off date, your appointed proxyholder will be provided with an AGM Connect Voter ID and Meeting Access Code	Following the proxy cut-off date, your appointed proxyholder will be provided with an AGM Connect Voter ID and Meeting Access Code	AFTER submitting your proxy appointment, <b>you MUST contact AGM Connect</b> to obtain a Voter ID and Meeting Access Code at 1-855-839-3715 or <a href="mailto:voteproxy@agmconnect.com">voteproxy@agmconnect.com</a>
<b>JOINING THE VIRTUAL MEETING</b> (at least 15 minutes prior to start of the Meeting)	<b>Register and login at <a href="http://agmcvote.com">agmcvote.com</a></b> Registered Shareholders or validly appointed Proxyholders will need to provide an email address, <b>AGM Connect issued 12-digit Control Number</b>		

## ADVICE TO NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

Only Registered Shareholders of the Corporation, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. However, in many cases, Shares beneficially owned by a person (a “**Non-Registered Shareholder**”) are registered either:

- (a) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Shareholder deals in respect of the Shares (Intermediaries include, among others, banks, trust companies, investment dealers or brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited, in Canada, and the Depository Trust Company, in the United States) of which the Intermediary is a participant.

In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the Notice, this Circular and its form of proxy (collectively, the “**Meeting Materials**”) to the Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders. Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless the Non-Registered Shareholders have waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form which must be completed and returned by the Non-Registered Shareholder in accordance with the directions printed on the form (in some cases, the completion of the voting instruction form by telephone, facsimile or over the Internet is permitted) or
- (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with AGMConnect, 1800-372 Bay St, Toronto ON M5H 2W9.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Shares they beneficially own. Should a Non-Registered Shareholder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the form of proxy and insert the Non-Registered Shareholder’s (or such other person’s) name in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. If you are a Non-Registered Shareholder, and we or our agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the VIF or the proxy is to be delivered.

## REVOCATION OF PROXIES

A Registered Shareholder of the Corporation who has submitted a proxy may revoke it by:

- (a) depositing an instrument in writing signed by the registered shareholder or by an attorney authorized in writing or, if the Registered Shareholder is a company, by a duly authorized officer or attorney, either:
  - (i) at the office of AGM Connect, 1800-372 Bay Street, Toronto, Ontario, M5H 2W9, by 1:00 pm (Eastern Time) on August 29, 2025, or in the event of an adjournment or postponement of the Meeting, no later than 48 hours (excluding Saturday, Sunday and holidays in Ontario) before the time for holding the adjournment or postponement Meeting; or
  - (ii) with the Chair of the Meeting prior to commencement of the Meeting on the day of the Meeting;
- (b) transmitting, by telephonic (1-855-839-3715) or electronic means (email to [voteproxy@agmconnect.com](mailto:voteproxy@agmconnect.com)), a revocation that complies with (i) or (ii) above and that is signed by electronic signature provided that the means of electronic signature permit a reliable determination that the document was created or communicated by or on behalf of the Registered Shareholder or the attorney, as the case may be; or
- (c) in any other manner permitted by law.

A Non-Registered Shareholder who has submitted voting instructions to an Intermediary should contact their Intermediary for information with respect to revoking their voting instructions.

## **NOTICE-AND-ACCESS**

The Company is utilizing the notice-and-access mechanism (the “Notice-and-Access Provisions”) that came into effect on February 11, 2013, under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument 51-102 – Continuous Disclosure Obligations, for distribution of Meeting materials to registered and beneficial Shareholders.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.**

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

Except as set out herein, no person who has been a Director or executive officer of the Corporation at any time since the beginning of the Corporation’s last financial year, no proposed nominee of management of the Corporation for election as a Director of the Corporation and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors or the appointment of auditor.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Corporation is authorized to issue an unlimited number of Shares. Each Share entitles the holder of record to notice of and one vote on all matters to come before the Meeting. No group of Shareholders has the right to elect a specified number of directors nor are there cumulative or similar voting rights attached to the Shares of the Corporation.

The directors of the Corporation have fixed July 18, 2025, as the record date (the “Record Date”) for determination of the persons entitled to receive notice of the Meeting. Shareholders of record as of the Record Date are entitled to vote their Shares except to the extent that they have transferred the ownership of any of their Shares after the Record Date, and the transferees of those Shares produce properly endorsed share certificates or otherwise establish that they own the Shares, and demand, not later than ten (10) days before the Meeting, that their name be included in the shareholder list before the Meeting, in which case the transferees are entitled to vote their Shares at the Meeting.

As of the date of this Circular 62,073,075 Shares are issued and outstanding.

To the knowledge of the Directors and executive officers of the Corporation no person beneficially owns, controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to all Shares of the Corporation.

## **PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING**

### **1. Presentation of Financial Statements**

The Shareholders will receive and consider the audited financial statements of the Corporation for the fiscal years ended July 31, 2024, together with the auditor’s report thereon.

### **2. Election of the Board of Directors**

The Board of Directors of the Corporation presently consists of five (5) directors. The persons named in the enclosed form of proxy intend to vote for the election as directors of the Corporation, the four (4) nominees of Management whose names are set forth below. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next annual meeting of Shareholders or until his/her successor is duly elected, unless his/her office is earlier vacated in accordance with the by-laws of the Corporation. The following table and notes thereto state the names of all the persons proposed to be nominated for election as directors, all of the positions and offices with the Corporation now held by them, their present principal occupations or employments and the number of Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them as of July 18, 2025. The information as to shares beneficially owned has been furnished to the Board of Directors by the respective nominees.



Name, Jurisdiction of Residence and Position	Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years	Period of Service as a Director	Number of Shares Beneficially Owned, Controlled or Directed, (Directly or Indirectly)
Phuong Dinh, Director Germany	Mr. Dinh is Head of Digitalization at Morten Group GmbH. Former Chief Executive Officer and Chief Strategy and Purpose Officer of the Corporation; Founder and President, Mijem Inc.; Co-Founder and Festival Manager, Principal Purpose Inc., an organization focused on brand consulting and entertainment development.	Director since 2022	3,542,000
Brian Gusko, Director Edmonton, Alberta	Mr. Gusko is a director of Red Metal Resources and Emergent Waste Solutions Inc. and a self-employed merchant banker. From Oct. 2019 to Sep. 2022 Mr. Gusko held an executive management position with ZAAP Charge Inc.	Director since July 9, 2025	nil
Dallas La Porta, standing for election as Director Vancouver, British Columbia	Mr. La Porta is the CEO and Director of Hyper Bit Technologies since June 2025. Mr. La Porta has been product developer at SV business group since 2023 and a licensed realtor with Team 3000 Realty since 2020.	Standing for Election	nil
Alex Pekurar, Director Toronto, Ontario	Mr. Pekurar is employed as a contract and full-time financial officer. In the past 5 years he's been CFO of EV Minerals Corp (2025-present), VP Finance of Jasper Commerce Inc (2024-present), CFO of Opera Event Inc (2021-2024), CFO of Antares Gaming Corp (2021-2023) and CFO of UpSnap Inc (2012-2021).	Director since 2022	nil

No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or company, except the Directors and executive officers of the Corporation acting solely in such capacity.

The following is the bio of Mr. La Porta who is standing for election as a new director at the Meeting:

Mr. La Porta is a serial entrepreneur and product strategist who transforms bold concepts into market-defining technologies. Mr. LaPorta has engineered category-leading hardware – from a functional heads-up display with OBD-II vehicle integration to a revolutionary high-speed watercraft. Mr. LaPorta has secured multiple IP wins, including a medical-device patent and an industrial patent underlying a top-selling consumer product. Mr. LaPorta has focused more recent years on pioneering Web3 finance, spearheading a crypto venture that tokenizes real-world assets to unlock new ownership and funding models.

Mr. La Porta is passionate about building mission-driven platforms, now developing a decentralized early childhood education network that blends AI personalization and family involvement. Mr. La Porta bridges deep technical fluency with sharp commercial insight, managing technical teams from concept to scale while keeping a relentless focus on user experience, defensible IP and sustainable growth. His cross-disciplinary expertise-spanning hardware design, software architecture and go-to-market execution equips him to provide forward-looking governance and strategic oversight to Mijem.

On December 4, 2024, the Ontario Securities Commission issued a cease trade order against the Corporation for failure to file its 2024 annual financial statements, management's discussion and analysis and certifications (the "Statements") within the required time period. It is anticipated that the statements will be filed prior to the meeting date of September 3, 2025 and the Corporation will work towards having the cease trade order lifted.

Stephen Coates is a director of International Zeolite Corp., which was issued a cease trade order on November 2, 2018, by the British Columbia Securities Commission for failure to file its annual financial statements in a timely manner. The order was revoked on December 12, 2018, after the company filed the outstanding documents.

Other than the disclosure above, to the knowledge of the Corporation, no proposed Director:

- (a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a Director, chief executive officer ("CEO") or chief financial officer ("CFO") of any company (including the Company) that:
- (i) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
  - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the

proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company; or

- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a Director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

### 3. Appointment of Auditor

Management of the Corporation proposes to nominate Zeifmans LLP (“Zeifmans”) as auditors of the Corporation until the next annual meeting of Shareholders, at a remuneration to be fixed by the directors. Zeifmans were first appointed as auditors for the Corporation on January 14, 2022.

### 4. Share Consolidation

The Board of Directors of the Corporation (the “**Board**”) has proposed the submission to Shareholders for consideration of a special resolution approving the consolidation of the Corporation’s issued and outstanding Shares (the “**Consolidation Resolution**”). If the Consolidation Resolution is approved, the Board will have authority to consolidate the Shares at a ratio of up to twenty (20) to one (1) (the “**Consolidation**”). The Board will be permitted without further shareholder approval to select a lower consolidation ratio if it deems appropriate. Approval of the Consolidation by the Shareholders would give the Board authority to implement the Consolidation at any time. If the Shareholders approve the Consolidation, the Board may implement the Consolidation as soon as reasonably practical following the Meeting, subject to the approval of the Canadian Securities Exchange (the “**CSE**”). In addition, and notwithstanding approval of the Consolidation by the Shareholders, the Board, in its sole discretion, may revoke the Consolidation Resolution and abandon the Consolidation without further approval, action by, or notice to Shareholders.

#### Background and Reasons for Consolidation

The Board believes that it is in the best interests of the Corporation to provide the Board with the flexibility to elect to reduce the number of outstanding Shares by way of the Share Consolidation. Some of the potential benefits of the Share Consolidation include:

- **Increased Investor Interest.** The current share structure of the Corporation may make it more difficult for the Corporation to attract additional equity financing that may be required or desirable to maintain the Corporation or to further develop its business. The Share Consolidation may have the effect of raising, on a proportionate basis, the price of the Shares, which could appeal to certain investors that find shares valued above certain prices to be more attractive from an investment perspective.
- **Reduced Volatility.** The higher anticipated price of the post-consolidation Shares may result in less volatility as a result of small changes in the share price of the Shares. For example, a nominal price movement will result in a less significant change (in percentage terms) in the market capitalization of the Corporation.

Accordingly, Shareholders will be asked to approve a potential Consolidation Resolution to consolidate the issued and outstanding Shares of the Corporation on the basis of one (1) new Share for up to twenty (20) old Shares. The Consolidation Resolution would also grant the Board the authority to: (i) use their discretion to adjust the consolidation ratio, (ii) use their discretion with respect to the timing to implement the Consolidation Resolution, and (iii) use their discretion to revoke the Consolidation Resolution.

#### Principal Effects of the Share Consolidation

If approved and implemented, the Consolidation will occur simultaneously for all the Shares and the Consolidation ratio will apply equally for all such Shares. The Consolidation will affect all holders of the Corporation’s Shares uniformly. However, there may be a minimal effect on some Shareholder’s percentage ownership interest in the Corporation resulting from the proposed treatment of fractional Shares (see “Effect on Fractional Shares”). No fractional Share will be issued in connection

with the Consolidation. Each Share outstanding post-Consolidation will be entitled to one vote and will be fully paid and non-assessable.

The principal effects of the Consolidation would be that:

the number of Shares of the Corporation issued and outstanding will be reduced from 62,073,075 Shares as of the date hereof to approximately 3,103,654 Common Shares if the maximum consolidation ratio of twenty (20) to one (1) is used; and

- (a) the exercise or conversion price and/or the number of Shares issuable under any of the Corporation's outstanding convertible securities, stock options and warrants would be proportionally adjusted after giving effect to the Consolidation based on the Consolidation ratio.

#### Effect on Fractional Shares

No fractional Shares will be issued if, as a result of the Consolidation, a Shareholder would otherwise be entitled to a fractional Share. Instead, if, as a result of the Consolidation, a Shareholder is entitled to a fractional Share, such fractional Share that is less than  $\frac{1}{2}$  of one (1) post-Consolidation Share will be cancelled and each fractional Share that is at least  $\frac{1}{2}$  of one (1) post-Consolidation Share will be rounded up to one (1) whole post-Consolidation Share.

#### Effect on Non-Registered Holders

Non-Registered Shareholders holding their Shares through an Intermediary should note that such Intermediary may have different procedures for processing the Consolidation than those that will be put in place by the Corporation for registered shareholders. If you are a Non-Registered Shareholder and you have questions or concerns in this regard, you are encouraged to contact your Intermediary.

#### Effect on Convertible Securities and Stock Options

The exercise or conversion price and/or the number of Shares issuable under any of the Corporation's outstanding convertible securities including under outstanding stock options, warrants, rights, restricted share units and any other similar securities will be proportionally adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, based on the Consolidation ratio.

#### Effect on Shares Held in Book-Entry Form

Certain Non-Registered Shareholders may own Shares in book-entry form. Non-Registered Shareholders will not have share certificates evidencing their ownership of such Shares and therefore do not need to take any additional actions to exchange their pre-Consolidation book-entry Shares, if any, for post-Consolidation Shares. Upon the effective date of the Consolidation, each then existing book-entry account will be adjusted to reflect the number of post-Consolidation Shares to which the Non-Registered Shareholder is entitled in accordance with the Consolidation ratio.

#### Effect on Share Certificates

If the Consolidation is approved by Shareholders and subsequently implemented, those registered Shareholders who will hold at least one post-consolidation Share will be required to exchange the share certificates representing pre-consolidation Shares for share certificates representing post-consolidation Shares following the Consolidation or, alternatively, a Direct Registration System ("DRS") Advice/Statement representing the number of post-consolidation Shares they hold following the Consolidation. The DRS is an electronic registration system which allows Shareholders to hold Shares in their name in book-based form, as evidenced by a DRS Advice/Statement, rather than a physical share certificate.

If the Consolidation Resolution is approved by shareholders at the meeting, each registered Shareholder must complete and sign the letter of transmittal they received with the meeting materials after the Consolidation takes effect and the Corporation has announced that the letter of transmittal should be submitted. The letter of transmittal contains instructions on how to surrender to the transfer agent the certificate(s) representing the registered Shareholder's pre-consolidation Shares. The transfer agent will send to each registered Shareholder who follows the instructions provided in the letter of transmittal a share certificate representing the number of post-consolidation Shares to which the registered Shareholder is entitled rounded down to the nearest whole number or, alternatively, a DRS Advice/Statement representing the number of post-consolidation Shares the registered Shareholder holds following the Consolidation. Beneficial Shareholders (i.e. non-registered Shareholders) who hold their Shares through intermediaries (securities brokers, dealers, banks, financial institutions, etc.) and who have questions regarding how the Consolidation will be processed should contact their intermediaries with respect to the Consolidation. See "Effect on Non-Registered Holders" above.

Until surrendered to the transfer agent, each share certificate representing pre-consolidation Shares will be deemed for all purposes to represent the number of post-consolidation Shares to which the registered Shareholder is entitled as a result of the Consolidation. Until registered Shareholders have returned their properly completed and duly executed letter of transmittal

and surrendered their share certificate(s) for exchange, registered Shareholders will not be entitled to receive any distributions, if any, that may be declared and payable to holders of record following the Consolidation.

Any registered Shareholder whose old certificate(s) have been lost, destroyed or stolen will be entitled to a replacement share certificate only after complying with the requirements that the Corporation and the transfer agent customarily apply in connection with lost, stolen or destroyed certificates.

The method chosen for delivery of share certificates and letters of transmittal to the Corporation's transfer agent is the responsibility of the registered Shareholder and neither the transfer agent nor the Corporation will have any liability in respect of share certificates and/or letters of transmittal which are not actually received by the transfer agent.

REGISTERED SHAREHOLDERS SHOULD NEITHER DESTROY NOR SUBMIT ANY SHARE CERTIFICATE UNTIL HAVING RECEIVED A LETTER OF TRANSMITTAL.

#### No Dissent Right

Under the *Canada Business Corporations Act* (the "**CBCA**"), Shareholders do not have dissent or appraisal rights with respect to the Consolidation.

#### Accounting Consequences

If the Consolidation is implemented, net income or loss per Share, and other per Share amounts, will be increased because there will be fewer Shares issued and outstanding. In future financial statements, net income or loss per Share and other per Share amounts for periods ending before the Consolidation took effect would be recast to give retroactive effect to such Consolidation.

#### CSE Approval

Assuming Shareholder approval is received at the Meeting, and assuming that the Board determines to proceed with the Consolidation, the Consolidation will be subject to acceptance by the CSE, and confirmation that, on a post- Consolidation basis, the Corporation would meet all of the CSE's applicable continuous listing requirements. If the CSE does not accept the Consolidation, the Corporation will not proceed with the Consolidation.

#### Risks Associated with the Consolidation

Reducing the number of issued and outstanding Shares through the Consolidation is intended, absent other factors, to increase the market price of the Shares. However, the market price of the Shares will also be affected by the Corporation's financial and operational results, its financial position, including its liquidity and capital resources, the development of its operations, industry conditions, the market's perception of the Corporation's business and other factors, which are unrelated to the number of Shares outstanding.

The market price of the Shares immediately following the implementation of the Consolidation is expected to be approximately equal to the market price of the Shares prior to the implementation of such Consolidation multiplied by the Consolidation ratio but there is no assurance that the anticipated market price immediately following the implementation of the Consolidation will be realized or, if realized, will be sustained or will increase. There is a risk that the total market capitalization of the Shares (the market price of the Shares multiplied by the number of Shares outstanding) after the implementation of the Consolidation may be lower than the total market capitalization of the Shares prior to the implementation of the Consolidation.

Although the Corporation believes that establishing a higher market price for the Shares could increase investment interest for the Shares in equity capital markets by potentially broadening the pool of investors that may consider investing in the Corporation, including investors whose internal investment policies prohibit or discourage them from purchasing stocks trading below a certain minimum price, there is no assurance that implementing the Consolidation will achieve this result.

If the Consolidation is implemented and the market price of the Shares (adjusted to reflect the Consolidation ratio) declines, the percentage decline as an absolute number and as a percentage of the Corporation's overall market capitalization may be greater than would have occurred if such Consolidation had not been implemented. Both the total market capitalization of a company and the adjusted market price of such company's shares following the Consolidation may be lower than they were before the Consolidation took effect. The reduced number of Shares that would be outstanding after the Consolidation is implemented could adversely affect the liquidity of the Shares.

The Consolidation may result in some Shareholders owning "odd lots" of fewer than 100 Shares on a post-consolidation basis. Odd lot Shares may be more difficult to sell or may attract greater transaction costs per Share to sell, and brokerage commissions and other costs of transactions in odd lots may be higher than the costs of transactions in "round lots" of even multiples of 100 Shares.

### Tax Considerations

SHAREHOLDERS SHOULD CONSULT THEIR TAX ADVISORS REGARDING THE TAX CONSEQUENCES OF THE CONSOLIDATION TO THEM, INCLUDING THE EFFECTS OF ANY CANADIAN OR U.S. FEDERAL, PROVINCIAL, STATE, LOCAL, FOREIGN AND/OR OTHER TAX LAWS.

### Resolution for Approving the Consolidation

Upon approval of the Consolidation Resolution, following the obtaining of all necessary regulatory approvals, including the acceptance of CSE, the Corporation would promptly file articles of amendment with the required entity under the CBCA in the form prescribed by the CBCA to amend the Corporation's articles of incorporation. The Consolidation will become effective on the date shown in the certificate of amendment in connection therewith, or such other date as indicated in the articles of amendment.

The text of the Consolidation Resolution is as follows:

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

1. the Corporation be, and it hereby is, authorized and empowered to file articles of amendment with the Director appointed under section 173 of the CBCA at any time after the date of this Amendment Resolution to amend the articles of the Corporation to consolidation the issued and outstanding Shares in the capital of the Corporation on the basis of one (1) post-Consolidation Share for up to every twenty (20) Shares currently issued and outstanding and the directors of the Corporation are hereby authorized to select a lesser consolidation ratio at their sole discretion;
2. no fractional shares shall be issued upon the Consolidation, each fractional Share that is less than  $\frac{1}{2}$  of one (1) post-Consolidation Share will be cancelled and each fractional Share that is at least  $\frac{1}{2}$  of one (1) post-Consolidation Share will be rounded up to one (1) whole post-Consolidation Common Share;
3. notwithstanding the approval of holders of the Shares of the Corporation to the above resolutions, the Board may revoke the foregoing resolutions before they are acted on without any further approval by the persons eligible to vote on this Consolidation Resolution at the Meeting;
4. the effective date of such Consolidation shall be the date shown in the certificate of amendment; and
5. any of the officers or directors of the Corporation be and are hereby authorized for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute and deliver articles of amendment to effect the foregoing resolutions with the required entity and all other documents and instruments and to take all such other actions as such officer or director may deem necessary or desirable to implement the foregoing resolutions and the matters authorized hereby, such determinations to be conclusively evidenced by the execution and delivery of such documents and other instruments or the taking of any such action."

**Approval of the Consolidation Resolution shall require the affirmative vote of two-thirds of the votes cast on the Consolidation Resolution at the Meeting, whether in person or by proxy.**

THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE CONSOLIDATION RESOLUTION. UNLESS A PROXY CONTAINS INSTRUCTIONS ON HOW YOU WOULD LIKE YOUR SHARES VOTED AT THE MEETING, THE PERSONS NAMED IN THE ENCLOSED PROXY INTEND TO VOTE FOR THE APPROVAL OF THE CONSOLIDATION RESOLUTION.

#### 5. Re-Approval of Rolling 10% Stock Option Plan

The Corporation has a stock option plan ("**Stock Option Plan**"). The purpose of the Stock Option Plan is to attract, retain and motivate directors, officers, key employees and consultants of the Corporation and to advance the interests of the Corporation by providing such persons with the opportunity to acquire an increased proprietary interest in the Corporation and thereby provide additional incentive for them to promote the success of the Corporation. Under the terms of the Stock Option Plan, the Board of the Corporation may, at its discretion, grant options to purchase common shares to directors, officers, employees and consultants of the Corporation, provided that: i) no one Optionee shall be granted an Option which when aggregated with any other options or common shares allotted to such Optionee under the Plan exceeds 5% of the issued and outstanding common shares of the Company (on a non-diluted basis), ii) the total number of Options granted to any one Optionee in any 12-month period shall not exceed 5% of the issued and outstanding common shares of the Company (on a non-diluted basis), iii) the total number of Options granted to all Insiders in any 12-month period shall not exceed 10% of the issued and outstanding common shares of the Company (on a non-diluted basis), iv) the total number of options granted to any one consultant in any 12-month period shall not exceed 2% of the issued and outstanding common shares of the Corporation (on a non-diluted basis), v) the total number of options granted to all persons, including employees, providing investor relations activities to the Corporation in any 12-month period shall not exceed 2% of the issued and outstanding common shares of the Corporation (on a non-diluted basis) and vi) the Option Price per common share shall be not less than the closing price of the

Corporation's common shares on the date prior to the date of grant of the stock options on the principal exchange on which it trades or in accordance with the pricing rules of any other stock exchange on which the common shares of the Corporation may trade in the future.

Options granted under the Stock Option Plan are non-assignable and non-transferable. The maximum term of any option is five years from the date on which the option is granted. If a person to whom options have been granted ceases to be a director, officer or employee, such person must exercise his or her options before the earlier of the expiry date and up to six (6) months following the termination date, after which all of his or her outstanding options will expire, unless involving an optionee engaged in investor relations, in which case the period will be the earlier of the expiry date and thirty (30) days following termination. In the event of the death or permanent disability of a designated recipient, his or her estate may exercise the outstanding options before the earlier of the expiry date and twelve (12) months from the date of death, after which all of such options will expire. If an optionee is terminated for cause, such optionee's options will terminate on the date of termination.

Please see page 13 for additional details of the Stock Option Plan.

The maximum aggregate number of common shares under option at any time under the Stock Option Plan is a rolling 10% of the issued and outstanding common shares. As at the date hereof, 2,475,000 Stock Options to purchase Common Shares under the Stock Option Plan are outstanding and unexercised.

The full text of the Stock Option Plan is set out in Schedule "B" attached hereto.

**"BE IT RESOLVED THAT:**

1. *The Stock Option Plan of the Corporation attached as Schedule "B" and dated for reference September 3, 2025, be and the same is hereby approved;*
2. *all unallocated options, rights and other entitlements under the Stock Option Plan are hereby reconfirmed and approved;*
3. *the Corporation shall seek security holder re-approval, no later than three (3) years from September 3, 2025; and*
4. *any director and/or officer of the Corporation be and such director or officer of the Corporation is hereby authorized and empowered, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered any and all such documents and instruments and to do or to cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to fulfil the intent of the foregoing paragraphs of this resolution."*

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE STOCK OPTION PLAN UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

6. Approval of Name Change

The Board has determined that it is in the best interest of the Corporation to change the name of the Corporation to better align the name of Mijem Newcomm Tech with evolving market opportunities that present new growth fields for the corporation. Accordingly, the Board is seeking approval from Shareholders to authorize the Board to amend the Articles of the Corporation to change the name of the Corporation to Twin Pines Technologies Corp. or such other name as the Board may determine, in its sole discretion, without further approval of the Shareholders as required to complete the Transaction (the "Name Change").

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, a special resolution in the form set out below (the "Name Change Resolution"), subject to such amendments, variations or additions as may be approved at the Meeting, to approve the Name Change.

Notwithstanding approval of the Name Change Resolution by Shareholders at the Meeting, the Board may, in its sole discretion, abandon the Name Change at any time, without the approval or further approval or action by, or prior notice to the Shareholders of the Corporation. If the Board does not implement the Name Change within 24 months of the approval of the Name Change Resolution at the Meeting, the authority granted by the Name Change Resolution will lapse and be of no further force or effect.

If the Name Change Resolution is approved by shareholders at the meeting, each registered Shareholder must complete and sign the letter of transmittal they received with the meeting materials after the Name Change takes effect, and the Corporation has announced that the letter of transmittal should be submitted.

The letter of transmittal is used by registered Shareholders in depositing their certificates or DRS representing their Shares to the Transfer Agent in exchange for new certificates or DRS representing the new name of the Corporation. Shareholders are not required to take any action at this time. Non-Registered Shareholders holding their Shares through an Intermediary should note that Intermediaries may have different procedures for processing the Name Change than those that will be put in place by the Corporation for Registered Shareholders. If you hold your Shares with an Intermediary and you have questions in this regard, you are encouraged to contact your Intermediary. Shareholders should not destroy any share certificates and should not submit any certificates or DRS until requested to do so.

The text of the Name Change Resolution to be submitted to Shareholders at the Meeting is set forth below:

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

- 1. The Corporation is authorized to amend its articles pursuant to section 173 of the CBCA, subject to approval of regulatory authorities, in order to change the name of the Corporation from “Mijem Newcomm Tech Inc.” to “Twin Pines Technologies Corp.” or such other name as may be approved by the Board of Directors of the Corporation, without further approval of the Shareholders of the Corporation;*
- 2. The directors of the Corporation are hereby authorized to give effect to the foregoing amendment of the Corporation’s articles and to the Name Change by filing the documents required under the CBCA with the director designated pursuant to the CBCA;*
- 3. Any director or officer of the Corporation is hereby authorized to execute the documents, including the articles of amendment, and to take the measures, including the delivery of the articles of amendment to the director designated pursuant to the CBCA, that such director or officer determines to be necessary or desirable to give full force and effect to the Name Change;*
- 4. The directors of the Corporation may, in their sole discretion and without further notice to, or approval of, the Corporation’s shareholders, decide not to proceed with the Name Change and otherwise revoke the special resolution at any time before giving effect to the Name Change; and*
- 5. the effective date of such name change shall be the date shown in the certificate of amendment issued by a director appointed under the CBCA or such other date indicated in the articles of amendment provided that, in any event, such date shall be prior to twenty-four (24) months from the date of the Meeting and if not implemented within such twenty-four (24) month period the authority granted by this resolution to effect a name change on the foregoing terms will lapse and be of no further force or effect;”*

**Approval of the Name Change Resolution shall require the affirmative vote of two-thirds of the votes cast on the Name Change Resolution at the Meeting, whether in person or by proxy.**

THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE NAME CHANGE RESOLUTION. UNLESS A PROXY CONTAINS INSTRUCTIONS ON HOW YOU WOULD LIKE YOUR COMMON SHARES VOTED AT THE MEETING, THE PERSONS NAMED IN THE ENCLOSED PROXY INTEND TO VOTE FOR THE APPROVAL OF THE NAME CHANGE RESOLUTION.

7. Approval of Advance Notice By-Law

On July 7, 2025, the Board passed a resolution adopting and creating By-law No. 2, a copy of which is attached to this Circular as Schedule “C” (the “**Advance Notice By-law**”). In accordance with the *Canada Business Corporations Act* (the “**CBCA**”), the Advance Notice By-law is subject to confirmation by the Shareholders of the Corporation at the Meeting.

It is proposed that shareholders approve an ordinary resolution (the “**Advance Notice Resolution**”) adopting the Advance Notice By-law. The Advance Notice By-law is intended to establish a framework for advance notice of nominations of directors by Shareholders of the Corporation.

In particular, the Advance Notice By-law sets forth a procedure requiring advance notice to the Corporation by any Shareholder who intends to nominate any person for election as director of the Corporation other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the CBCA or (ii) a Shareholder proposal made pursuant to the provisions of the CBCA. Among other things, the Advance Notice By-law sets a deadline by which such Shareholders must notify the Corporation in writing of an intention to nominate directors prior to any meeting of Shareholders at which directors are to be elected and set forth the information that the Shareholder must include in the notice for it to be valid.

Management believes the Advance Notice By-law provides a clear and transparent process for all Shareholders to follow if they intend to nominate directors. In that regard, the Advance Notice By-law provides a reasonable time frame for Shareholders to notify the Corporation of their intention to nominate directors and require Shareholders to disclose information concerning

the proposed nominees that is mandated by applicable securities laws. The Board will be able to evaluate the proposed nominees' qualifications and suitability as directors and respond as appropriate in the best interests of the Corporation. The Advance Notice By-law is also intended to facilitate an orderly and efficient meeting process.

In the case of an annual meeting of Shareholders, notice to the Corporation must be made not less than 30 and not more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10<sup>th</sup> day following such public announcement.

In the case of a special meeting of Shareholders (which is not also an annual meeting), notice to the Corporation must be made not later than the close of business on the 15<sup>th</sup> day following the day on which the first public announcement of the date of the special meeting was made.

In accordance with the CBCA, the Advance Notice By-law is in effect until it is confirmed, confirmed as amended, or rejected by Shareholders at the Meeting. If confirmed or confirmed as amended, the Advance Notice By-law will continue in effect in the form in which it is so confirmed. If Shareholders reject the confirmation of the Advanced Notice By-law at the Meeting, it will thereafter cease to have effect.

At the Meeting, shareholders will be asked to consider, and if thought advisable, to approve with or without amendment an ordinary resolution as set out below adopting the Advance Notice By-law. The Board recommends that you vote FOR the adoption of the Advance Notice By-law Resolution. The text of the Advance Notice Resolution to be submitted to shareholders at the Meeting is set out below:

**“BE IT RESOLVED AS AN ORDINARY RESOLUTION, THAT:**

1. By-law No. 2, being an advance notice by-law for the nomination of directors by shareholders, in the form of the by-law attached to the Circular of the Corporation dated July 18, 2025, is hereby adopted and confirmed, without amendment;
2. the board of directors of the Corporation may revoke this resolution before it is acted upon without further board approval; and
3. any one director or officer of the Corporation be and is hereby authorized and directed to execute and deliver for and in the name of and on behalf of the Corporation all such certificates, instruments, agreements, documents and notices and to do all such other acts and things as may be necessary to give effect to this resolution.”

THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ADVANCE NOTICE RESOLUTION. UNLESS A PROXY CONTAINS INSTRUCTIONS ON HOW YOU WOULD LIKE YOUR COMMON SHARES VOTED AT THE MEETING, THE PERSONS NAMED IN THE ENCLOSED PROXY INTEND TO VOTE FOR THE APPROVAL OF THE ADVACNE NOTICE RESOLUTION.

## **STATEMENT OF EXECUTIVE COMPENSATION**

Unless otherwise noted the following information is for the Corporation's last completed financial years ended July 31, 2024, and 2023. Securities laws require that a "Statement of Executive Compensation" in accordance with Form 51-102F6V be included in this Information Circular. Form 51-102F6V prescribes the disclosure requirements in respect of the compensation of executive officers and directors of reporting issuers. Form 51-102F6V provides that compensation disclosure must be provided for the Chief Executive Officer and the Chief Financial Officer of an issuer and each of the issuer's three mostly highly compensated executive officers at the end of the most recently completed financial year whose total compensation exceeded \$150,000. Based on these requirements, the executive officers of the Corporation for whom disclosure is required under Form 51-102F6V for the year ended July 31, 2024, are Stephen Coates and Hatem Kavar who are collectively referred to as the "Named Executive Officers" or "NEOs".

### **Director and Named Executive Officer Compensation, Excluding Compensation Securities**

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation or any subsidiary thereof to each NEO and each director of the Corporation, in any capacity, for the fiscal years ended July 31, 2024 and 2023 including, for greater certainty, all plan and non-plan



compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Corporation or any subsidiary thereof:

Table of Compensation Excluding Compensation Securities							
Name and Position	Financial Year ended July 31	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Stephen Coates CEO and Director	2024	0	0	0	0	0	0
	2023	0	0	0	0	0	0
Hatem Kwar CFO	2024	0	0	0	0	0	0
	2023	0	0	0	0	0	0
Laurie Freudenberg Director	2024	0	0	0	0	0	0
	2023	58,308	0	0	0	0	58,308
Alex Pekurar Director	2024	0	0	0	0	0	0
	2023	0	0	0	0	0	0
Phuong Dinh Director	2024	0	0	0	0	0	0
	2023	0	0	0	0	0	0

#### External management companies

There were no external management companies

#### Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Corporation or any subsidiary thereof during the fiscal year ended July 31, 2024 for services provided, or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

Name and position	Type of Compensation security*	Number of compensation securities, number of underlying securities, (% of class)	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant(\$)	Closing price of security or under-lying security at Corporation's year-end (\$)	Expiry date
Stephen Coates <sup>(1)</sup> CEO and Director	Stock Options	625,000	2023-08-02	0.05	0.005	0.005	2023-08-02
Hatem Kwar <sup>(2)</sup> CFO	Stock Options	nil	n/a	n/a	n/a	n/a	n/a
Laurie Freudenberg <sup>(3)</sup> Director	Stock Options	350,000	2023-08-02	0.05	0.005	0.005	2023-08-02
Alex Pekurar <sup>(4)</sup> Director	Stock Options	250,000	2023-08-02	0.05	0.005	0.005	2023-08-02
Phuong Dinh <sup>(5)</sup> Director	Stock Options	525,000	2023-08-02	0.05	0.005	0.005	2023-08-02

Each outstanding stock option of the Corporation entitles the holder thereof to acquire, upon exercise, one common share in the capital of the Corporation.

There has been no compensation security that has been re-priced, or replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year, including the original and modified terms, the effective date, the reason for the modification, and the name of the holder.

<sup>(1)</sup> As at July 31, 2024, Mr. Coates, the CEO and a director of the Corporation, held 250,000 incentive stock options and a company he controls held 375,000 incentive stock options

<sup>(2)</sup> As at July 31, 2024, Mr. Kwar, the CFO of the Corporation, held no incentive stock options.

<sup>(3)</sup> As at July 31, 2024, Ms. Freudenberg, a director of the Corporation, held 350,000 incentive stock options.

<sup>(4)</sup> As at July 31, 2024, Mr. Pekurar, a director of the Corporation, held 250,000 incentive stock options.

<sup>(5)</sup> As at July 31, 2024, Mr. Dinh, a director of the Corporation, held 525,000 incentive stock options.

#### Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised compensation securities during the most recently completed financial year.

#### Stock Option Plan

The Corporation adopted a new stock option plan (the "Plan") in 2021 which was last approved by shareholders on January 12, 2021.

The Plan is a “rolling” stock option plan under which options may be granted to “Eligible Persons” in respect of authorized and unissued Shares provided that, the aggregate number of Shares reserved by the Corporation for issuance, and which may be purchased upon the exercise of all options shall not exceed 10% of the issued and outstanding Shares of the Corporation at the time of granting of options (on a non-diluted basis). An Eligible Person means any director, officer, employee (part-time or full-time), service provider or consultant of the Corporation or any of its subsidiaries. If any option granted under the Plan is surrendered, terminated, expires or is exercised, the Shares reserved for issuance, or issued, pursuant to such option shall be available for new options granted under the Plan.

The following is a summary of the other material terms of the Plan:

- (a) all options granted under the Plan are non-assignable and non-transferable and can be exercised for a period of up to 5 years, as determined by the Corporation Board. The expiry date of outstanding options held by optionees that would otherwise expire during a restricted trading period, imposed by the Corporation pursuant to any of its policies (a “Blackout Period”), will be extended for a period of 10 business days following the end of such Black-Out Period.
- (b) The number of Shares, the exercise price, the vesting period and any other terms and conditions of options granted pursuant to Plan are determined by the Corporation’s Board of Directors, subject to the express provisions of the Plan.
- (c) The Option Price of any shares in respect of which an Option may be granted under the Plan shall be not less than the closing price of the Corporation’s common shares on the date prior to the date of grant of the stock options on the principal exchange on which it trades or in accordance with the pricing rules of any other stock exchange on which the common shares of the Corporation may trade in the future.
- (d) In the event of termination of the optionee the option terminates on the date of termination of the Optionee’s employment or upon ceasing to be a director and/or officer of the Corporation or up to a period not exceeding six (6) months thereafter for any cause other than by retirement, permanent disability or death unless the Optionee was retained to provide Investor Relations Activities in which case up to a period not exceeding thirty (30) days thereafter
- (e) In the event of the death of the optionee, the option continues to be exercisable for a period up to twelve months from the date of such event.
- (f) In addition, the Plan provides for the following limits on option grants: (i) the aggregate number of Shares reserved for issuance pursuant to options granted to insiders of the Corporation (as a group), together with all of the Corporation’s other share compensation arrangements, at any point in time shall not exceed 10% of the issued and outstanding Shares at such time unless Disinterested Shareholder Approval is obtained; (ii) the aggregate number of Shares reserved for issuance pursuant to options granted to insiders of the Corporation (as a group), within any twelve month period shall not exceed 10% of the issued and outstanding Shares at the time of the grant of the option unless Disinterested Shareholder Approval is obtained; (iii) the number of Shares reserved for issue to any one consultant of the Corporation under the Plan within any twelve month period may not exceed 2% of the issued and outstanding Shares at the time of grant of the option; and (iv) the number of Shares reserved for issue to persons retained by the Corporation to provide investor relations activities within any twelve month period may not exceed 2% of the issued and outstanding Shares at the time of grant of the option.

#### **Employment, Consulting and Management Agreements**

There were no employment, consulting or management agreements other than as disclosed in the table of compensation above.

#### **Oversight and Description of Director and Named Executive Officer Compensation**

The Board of Directors reviews annually the compensation of the NEOs. The Board’s goal is to enable it to attract, retain and motivate talented employees, contractors and consultants who will contribute to the long-term success of the Corporation by aligning compensation with market conditions, corporate performance, and the interest of shareholders to maximize shareholder value.

No compensation was provided to the Directors, who are each not also a Named Executive Officer, for the Corporation’s most recently completed financial year.

#### **Pension Disclosure**

The Corporation does not provide a pension to directors or NEO’s.

## SECURITIES AUTHORIZED FOR ISSUANCE

The following table sets forth summary information regarding the Plan as at December 31, 2024.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	2,475,000	\$0.05	303,764
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total			303,764

## AUDIT COMMITTEE

National Instrument 52-110 – Audit Committee (“NI 52-110”) requires that certain information regarding the audit committee of a “venture issuer” (as that term is defined in NI 52-110) be included in this Circular sent to Shareholders in connection with this Meeting.

### Audit Committee Charter

The full text of the Corporation’s Audit Committee charter is attached hereto as Schedule “A” to this Circular.

### Composition of the Audit Committee

The Audit Committee is a committee of the full board of directors being Stephen Coates, Alex Pekurar, Laurie Freudenberg, Phuong Dinh and Brian Gusko.

Phuong Dinh, Alex Pekurar and Brian Gusko are independent members of the audit committee as contemplated by NI 52-110. Stephen Coates is not independent by virtue of being an Officer of the Corporation and Laurie Freudenberg is not independent by virtue of being an Officer of the Corporation within the last 3 years. All of the Audit Committee members are “financially literate”, as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Corporation, as well as the understanding of internal controls and procedures necessary for financial reporting. The Audit Committee is responsible for review of both interim and annual financial statements for the Corporation. For the purposes of performing their duties, the members of the Audit Committee have the right at all times, to inspect all the books and financial records of the Corporation and any subsidiaries and to discuss with management and the external auditors of the Corporation any accounts, records and matters relating to the financial statements of the Corporation. The Audit Committee members meet periodically with management and annually with the external auditors.

### Relevant Education and Experience

Each member of the audit committee has adequate education and experience that is relevant to their performance as an audit committee member and, in particular, the requisite education and experience that have provided the member with:

- an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

### Stephen Coates (CEO, Director)

Mr. Coates is founder and Principal of Grove Capital Group – a merchant banking group specializing in the incubation and development of entrepreneurial businesses in Canada and abroad – and Grove Corporate Services – a corporate secretarial, admin and accounting support firm for small-cap companies. Mr. Coates has founded and served as Chairman or CEO of several publicly listed companies and currently serves as advisor to, and/or Director of, several public and private small-cap companies. Mr. Coates has spent over 25 years in the capital markets, working in Canada, the United States, United Kingdom

and elsewhere. He specializes in financial structuring, business development, communications and market finance – creating strategic relationships for success. Mr. Coates is a graduate of Kings College at the Western University in London, Canada, serves as a Trustee of Lakefield College School and works extensively with several charitable and not-for-profit organizations in Canada and the United Kingdom.

#### Alex Pekurar (Director)

Alex Pekurar is currently Chief Financial Officer of EV Minerals Corp, a public mining company. Mr. Pekurar has over 20 years of accounting and management experience including CFO of UpSnap Inc, a public adtech company, CFO of Antares Gaming Corp, a private esports company, CFO of Opera Event Corp, a private media company, and VP Finance of Jasper Commerce Inc, a public SaaS company. In his community Mr. Pekurar currently serves as treasurer of Street Haven at the Crossroads, an emergency shelter for women. Mr. Pekurar attained his CPA designation at RSM Canada, where he focused on public company reporting including helping public companies transition to international reporting standards (IFRS). He holds a Bachelor of Applied Science in Computer Engineering from the University of Toronto and a Master of Management and Professional Accounting from the Rotman School of Management at the University of Toronto. His focus is on leading organizations through time-sensitive and stressful initiatives such as acquisitions, divestitures, financings and public listings.

#### Phuong Dinh (Director)

Mr. Dinh has held various positions including being former CEO of Mijem Newcomm Tech Inc. that entailed reviewing financial statements, managing cash flow, comparing balance sheets, and analyzing quarterly results in order to: identify areas of growth, improvements, and budget risks. His experiences with financial matters include working with auditors, reconciling accounts, performing financial valuation of assets, analyzing financial risk and exposure of companies, and building processes to handle accounts payables and receivables.

#### Laurie Freudenberg (Director)

Laurie Freudenberg has over 30 years senior management experience including as CEO and CMO of Mijem; as General Manager of AOL Canada, the Canadian division of a global media advertising company where she was responsible for a P&L of over \$70MM; as COO and co-founder of ADCentricity Inc, a digital media platform where she built and scaled its financial and other operational functions contributing to a successful exit, and as COO of enthrive, an online health platform. Ms. Freudenberg currently provides fractional COO consulting and broad back-office setup and support to technology start-ups including direct hands-on day to day bookkeeping and development of financial reporting and controls.

Ms. Freudenberg is also active in the community, most recently as a Director of Furniture Bank where her role included oversight, review and approval of budget and financial matters, and also previously served also as both Board Chair and Chair of the Finance and Risk Management Committee for White Ribbon, a charity dedicated to ending violence against women. Her focus is on helping organisations build and scale their operations to enable growth.

#### Brian Gusko

Mr. Gusko has an MBA from the University of Calgary. He guided six issuers through the Canadian public listing process of Change of Business in the past decade and raised over \$75 Million for various enterprises in 15 years. He also held executive positions such as CEO, CFO, VP and Director in various private and public companies. In addition, he has guided over 10 companies to get listed on stock exchanges in Germany. He was CFO of two mining companies and CFO of Solegear Bioplastics, which became Good Natured Products Inc. on the TSX Venture Exchange.

#### Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation by the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

#### Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services, but all such services will be subject to the prior approval of the audit committee.

#### Auditor Service Fees

The following table provides detail in respect of audit, audit related, tax and other fees billed to the Corporation by the external auditors for professional services provided to the Corporation and its subsidiaries:

	2024	2023
<u>Audit fees</u>	\$30,000	\$7,685
<u>Audit-related fees</u>		
<u>Tax fees</u>		
<u>Other fees</u>		
<u>Total</u>	\$30,000*	\$7,685

\*The 2024 audit is not yet completed, and this is an estimate of the what the fees will be.

**Audit Fees:** Audit fees were paid for professional services rendered by the auditors for the audit of the Corporation's annual financial statements as well as services provided in connection with statutory and regulatory filings.

**Audit-Related Fees:** Audit-related fees were paid for professional services rendered by the auditors and were comprised primarily of the reading of quarterly financial statements.

**Tax Fees:** Tax fees were paid for tax compliance, tax advice and tax planning professional services. These services included preparing and/or reviewing tax returns.

**All Other Fees:** Fees such as those payable for professional services which include bookkeeping, accounting advice, primarily relating to preparation of IFRS compliant financial statements, and preparation of management's discussion and analysis, and due diligence.

#### Exemption

At no time since the beginning of the fiscal year ended December 31, 2022 and December 31, 2021 has the Issuer relied on the following exemption: (a) the exemption in section 2.4 (De Minimis Non-audit Services), or (b) the exemption in subsection 6.1.1 (4) (Circumstances Affecting the Business or Operations of the Venture Issuer), (c) the exemption in subsection 6.1.1 (5) (Events Outside Control of Member), (d) the exemption in subsection 6.1.1 (6) (Death, Incapacity or Resignation), or (e) an exemption from this Instrument, in whole or in part, granted under Part 8 (Exemption).

### CORPORATE GOVERNANCE

The Corporation's disclosure of corporate governance practices pursuant to National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101") is set out below in the form required by Form 58-101F2 – Corporate Governance Disclosure (Venture Issuers).

#### Board of Directors

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from holding shares or securities in the Corporation. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests either the Corporation or the significant shareholder. The independent directors exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

The Corporation's Board will facilitate its exercise of independent supervision over management through frequent meetings to obtain updates on significant corporate activities and plans, and by ensuring that all material transactions of the Corporation are subject to prior approval of the Corporation's Board. To facilitate open and candid discussion among its independent directors, such directors are encouraged to communicate with each other directly to discuss ongoing issues pertaining to the Corporation. As the size of the Corporation Board is small, there are no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Corporation. In addition, the Corporation's Board has access to the Corporation's external auditors, legal counsel, and the Corporation's officers.

#### Directorships

The following directors are also directors of the reporting issuers listed below:

Name	Name and Jurisdiction of Other Reporting Issuers	Name of Exchange or Market	Position	From	To
Stephen Coates*	International Zeolite Corp. (BC & AB) (*)	TSXV	Director	2018-06-28	Present
	Royal Wins Corporation	CSE	Director	2017-12-27	Present

	Exploratus Ltd. (MB)	N/A	Director	2007-11-01	Present
	Radbourne Developments Inc. (BC, AB, MB)	N/A	Director	2017-12-27	Present
	Toro Dorado Minerals Inc. (BC, AB, MB)	N/A	Director	2017-12-27	Present
	Rossiter Mining Corp. (BC, AB, MB)	N/A	Director	2017-12-27	Present
	Xigem Technologies Corporation (BC, AB, MB)	CSE	Director	2017-12-27	Present
Brian Gusko	Vanadiumcorp Resource Inc. (BC, AB, QC, SK)	TSXV	Director	February 10, 2025	Present
	Hyper Bit Technologies Ltd. (BC, ON)	CSE	Director	March 10, 2025	Present
	Red Metal Resources Ltd. (ON, BC)	CSE	Director	August 17, 2024	Present
Dallas La Porta	Hyper Bit Technologies Ltd. (BC, ON)	CSE	Director	June 5, 2025	Present

\* Stephen Coates is a director of International Zeolite Corp., which was issued a cease trade order on November 2, 2018, by the British Columbia Securities Commission for failure to file its annual financial statements in a timely manner. The order was revoked on December 12, 2018, after the company filed the outstanding documents

#### Orientation and Continuing Education

The Corporation's Board has not adopted formal steps to orient new board members. Their continuing education is typically derived from correspondence with their legal counsel to remain up to date with developments in relevant corporate and securities law matters.

#### Ethical Business Conduct

The Corporation's Board has not adopted formal guidelines to encourage and promote a culture of ethical business conduct but do promote ethical business conduct by nominating board members they consider ethical, by avoiding or minimizing conflicts of interest.

#### Insider Trading Policy

The Corporation has adopted an insider trading policy that provides for black-out periods prohibiting directors, officers and employees of the Corporation from trading in its securities in respect of a given time period during the period of time beginning on the last day of each fiscal quarter of Company and end on the second clear and full trading session day following the issuance of a news release disclosing quarterly results or annual results or a filing made with securities regulatory authorities. The insider trading policy restricts the activities of insiders and other persons who are subject to the policy from entering into derivative-based transactions that involve, directly or indirectly, securities of the Corporation. The insider trading policy also provides that the Corporation will not approve the grant of stock options or other forms of equity-based compensation awards during any black-out period.

#### Nomination of Directors

The Corporation's Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the nomination members, including both formal and informal discussions among nomination members.

#### Compensation

The Board decides on compensation for officers and directors based on industry standards and their financial situation.

#### Diversity Policy

The Corporation encourages diversity in the composition of the Board and requires periodic review of the composition of the Board as a whole to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of

diversity, knowledge, experience, skills and expertise required for the Board as a whole. The Corporation endorses the principle that the Board should have a balance of skills, experience and diversity of perspectives appropriate to the business.

The Board has not yet adopted a written policy or targets relating to the identification and nomination of designated groups (including women, Aboriginal peoples, persons with disabilities and members of visible minorities) to the Board. And while competence, skillset and experience remain the foremost qualifications for nomination, the Board does take into consideration a nominee's potential to contribute to diversity within the Board. Given that diversity is part of determining the overall balance, the Board has not yet adopted a gender specific policy target. The Board will review its structure and diversity annually and may set diversity aspirations regarding the Board's optimum composition as part of the identification and nomination of members of the Board. The Board will consider a number of factors, including gender, ethnic and geographic diversity, age, business experience, professional expertise, sexual identity, religion, family upbringing, neurodiversity, personal skills, personal experience and personal perspectives, when seeking and considering new members for nomination or evaluating Board nominees for re-election.

Notwithstanding the foregoing, recommendations concerning Board nominees are, foremost, based on merit and performance, with due regard to the overall effectiveness of the Board, with diversity being taken into consideration, as it is beneficial that a diversity of backgrounds, views and experiences be present at the Board and management levels. The Board has not currently adopted a policy on term limits or other forms of board renewal.

The Board is currently comprised of four male directors and one female director. Consistent with the Corporation's approach to diversity at the Board level, hiring practices include consideration of diversity across designated groups. The Board will, among other factors in the making of executive officer appointments, consider the level of representation of designated groups. In searches for new executive officers, the Board will consider the level of diversity in management as one of several factors used in its search process. Notwithstanding the foregoing, all executive officer appointments will always be based on merit, having regard to the requirements of the Corporation.

The Corporation does not have a target number of executive officers from designated groups. Given the small size of the executive team, Management believes that implementing targets is not appropriate at this time. However, in the Corporation's hiring practices, it considers the level of representation of women in executive officer positions.

#### Other Broad Committees

The Corporation currently has no other Committees.

#### Assessments

The Corporation's Board does not feel it is necessary to establish a committee to assess the effectiveness of individual board members. Each board member of the Corporation has considerable experience in the management of companies or public companies, and this is sufficient to meet the current needs of the Corporation. On an annual basis, however, the Corporation's Board assesses the contributions of each of the individual directors and of the board as a whole, in order to determine whether each is functioning effectively.

#### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not as of the date hereof and has not been since the beginning of the Corporation's last completed financial year, any indebtedness owing to the Corporation by the directors and senior officers of the Corporation or any of their associates or affiliates, except as disclosed in this Circular.

#### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management of the Corporation is not aware of any material interests, direct or indirect, of any informed person of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

#### MANAGEMENT CONTRACTS

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

#### ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR+ [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders may contact the Corporation at Suite 1800, 372 Bay Street, Toronto ON M5H 2W9, to request copies of the Corporation's financial statements and MD&A.

Financial information is provided in the Corporation's comparative financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR.

#### OTHER MATTERS

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

DATED this 18<sup>th</sup> day of July 2025

APPROVED BY THE BOARD OF DIRECTORS

"Stephen Coates"

STEPHEN COATES

Chief Executive Officer



**SCHEDULE “A”**  
**- AUDIT COMMITTEE CHARTER -**

**1. Purpose**

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Mijem Newcomm Tech Inc. (the “Corporation”) is appointed by the Board to assist the Corporation and the Board in fulfilling their respective obligations relating to the integrity of the internal financial controls and financial accounting and reporting of the Corporation.

**2. Composition**

- (a) The Committee shall be composed of three or more directors, as designated by the Board from time to time.
- (b) The Chair of the Committee (the “Chair”) shall be designated by the Board or the Committee from among the members of the Committee.
- (c) The Committee shall comply with all applicable securities laws, instruments, rules and policies and regulatory requirements (collectively “Applicable Laws”), including those relating to composition, independence and financial literacy. Each member of the Committee shall be independent within the meaning of National Instrument 52-110 – Audit Committees and financially literate within the meaning of Applicable Laws.
- (d) Each member of the Committee shall be appointed by, and serve at the pleasure of, the Board. The Board may fill vacancies in the Committee by appointment from among the members of the Board.

**3. Meetings**

- (a) The Committee shall meet at least quarterly in each financial year of the Corporation. The Committee shall meet otherwise at the discretion of the Chair, or a majority of the members of the Committee, or as may be required by Applicable Laws.
- (b) A majority of the members of the Committee shall constitute a quorum. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, then, at the discretion of the members then present, the quorum for the adjourned meeting shall consist of the members then present (a “Reduced Quorum”).
- (c) If and whenever a vacancy shall exist in the Committee, the remaining members of the Committee may exercise all powers and responsibilities of the Committee so long as a quorum remains in office or a Reduced Quorum is present in respect of a specific Committee meeting. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.
- (d) The Committee shall hold an in-camera session without any officers present at each meeting of the Committee, unless such a session is not considered necessary by the members present.
- (e) The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, facsimile, email or other electronic communication at least 48 hours prior to the time of the meeting. However, no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone or web conference or other communication equipment, or if those absent waive notice or otherwise signify their consent to the holding of such meeting.
- (f) Members may participate in a meeting of the Committee by means of telephone, web conference or other communication equipment.
- (g) If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside. The Chair (or other Committee member, as applicable) presiding at any meeting shall not have a casting vote.

- (h) The Committee shall keep minutes of all meetings, which shall be available for review by the Board. Except in exceptional circumstances, draft minutes of each meeting of the Committee shall be circulated to the Committee for review within 14 days following the date of each such meeting.
- (i) The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.
- (j) The Committee may invite such other directors, officers and employees of the Corporation and such other advisors and persons as is considered advisable to attend any meeting of the Committee. For greater certainty, the Committee shall have the right to determine who shall, and who shall not, be present at any time during a meeting of the Committee.
- (k) Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts, by facsimile or other electronic signature) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose. In case of an equality of votes, the matter will be referred to the Board for decision.
- (l) The Committee shall report its determinations and recommendations to the Board.

#### 4. **Resources and Authority**

The Committee has the authority to:

- (a) engage, at the expense of the Corporation, independent counsel and other experts or advisors as is considered advisable;
- (b) determine and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
- (c) communicate directly with the independent auditor of the Corporation (the “Independent Auditor”);
- (d) conduct any investigation considered appropriate by the Committee;
- (e) request the Independent Auditor, any officer or other employee of, or outside counsel for, the Corporation to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee; and
- (f) have unrestricted access to the books and records of the Corporation.

### **Responsibilities**

#### 5. **Financial Accounting, Internal Controls and Reporting Process**

The Committee is responsible for:

- (a) reviewing any management report on, and assessing the integrity of, the internal controls over the financial reporting of the Corporation and monitoring the proper implementation of such controls;
- (b) reviewing and reporting to the Board on, or if mandated by the Board, approving the quarterly unaudited financial statements, management’s discussion and analysis (the “MD&A”), press release and other financial disclosure related thereto that is required to be reviewed by the Committee pursuant to Applicable Laws;  
reviewing and reporting to the Board on the annual audited financial statements, the MD&A, press release and other financial disclosure related thereto that is required to be reviewed by the Committee pursuant to Applicable Laws;
- (c) monitoring the conduct of the audit function;
- (d) discussing and meeting with, when considered advisable to do so and in any event no less frequently than annually, the Independent Auditor, the Chief Financial Officer (the “CFO”) and any other officer or other employee of the Corporation which the Committee wishes to meet with, to review accounting principles, practices, judgments of management, internal controls and such other matters as the Committee considers appropriate; and
- (e) reviewing any post-audit or management letter containing the recommendations of the Independent Auditor and management’s response thereto and monitoring the subsequent follow-up to any identified weaknesses.

6. **Public Disclosure**

The Committee shall:

- (a) review the quarterly and annual financial statements, the related MD&A, quarterly and annual financial reporting press releases and any other public disclosure documents that are required to be reviewed by the Committee pursuant to Applicable Laws;
- (b) review and discuss with officers of the Corporation any guidance being provided on the expected future results and financial performance of the Corporation and provide its recommendations on such guidance to the Board; and
- (c) review from time to time the procedures which are in place for the review of the public disclosure by the Corporation of financial information extracted or derived from the financial statements of the Corporation and periodically assess the adequacy of such procedures.

7. **Risk Management**

The Committee should inquire of the officers and the Independent Auditor as to the significant risks or exposures, both internal and external, to which the Corporation is subject, and review the actions which the officers have taken to minimize such risks. In conjunction with the Board, the Committee should annually review the financial risks associated with the directors' and officers' third-party liability insurance and other insurance of the Corporation.

8. **Corporate Conduct**

The Committee should ensure that there is an appropriate standard of corporate conduct relating to the internal controls and financial reporting of the Corporation.

The Committee should establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls and auditing matters; and
- (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

9. **Code of Business Conduct and Ethics**

With regard to the Code of Business Conduct and Ethics of the Corporation (the "Code"), the Committee should:

- (a) review from time to time and recommend to the Board any amendments to the Code and monitor the policies and procedures established by the officers of the Corporation to ensure compliance with the Code;
- (b) review actions taken by the officers of the Corporation to ensure compliance with the Code, the results of the confirmations and the responses to any violations of the Code;
- (c) following the receipt of any complaint submitted under the Code, the Committee shall investigate each matter and take corrective disciplinary action, if appropriate, up to and including termination of employment.
- (d) if deemed appropriate by the Committee, investigations of suspected violations of the Code may be referred to the Governance and Nominating Committee;
- (e) monitor the disclosure of the Code, any proposed amendments to the Code and any waivers to the Code granted by the Board;
- (f) review the policies and procedures instituted to ensure that any departure from the Code by a director or officer of the Corporation which constitutes a "material change" within the meaning of Applicable Laws is appropriately disclosed in accordance with Applicable Laws.

10. **Whistleblower Policy**

The Committee shall review from time to time the Whistleblower Policy of the Corporation (the "Policy") to determine whether the Policy is effective in providing appropriate procedures to report violations (as defined in the Policy) or suspected violations and recommend to the Board any amendments to the Policy.

11. **Anti-Bribery and Anti-Corruption Policy**

The Committee shall review and evaluate the Anti-Bribery and Anti-Corruption Policy of the Corporation on an annual basis to determine whether such policy is effective in ensuring compliance by the Corporation, its directors, officers, employees, consultants and contractors with the Corruption of Foreign Public Officials Act (Canada), the Criminal Code (Canada) and any other similar laws applicable to the Corporation.

12. **Independent Auditor**

- (a) The Committee shall recommend to the Board, for appointment by shareholders, a firm of external auditors to act as the Independent Auditor and shall monitor the independence and performance of the Independent Auditor. The Committee shall arrange and attend, as considered appropriate and at least annually, a private meeting with the Independent Auditor, shall review and approve the remuneration of such Independent Auditor and shall ensure that the Independent Auditor reports directly to the Committee.
- (b) The Committee shall ensure that the lead audit partner at the Independent Auditor is changed every seven years.
- (c) The Committee should resolve any otherwise unresolved disagreements between the officers of the Corporation and the Independent Auditor regarding the internal controls or financial reporting of the Corporation.
- (d) The Committee should pre-approve all audit and non-audit services not prohibited by law, including Applicable Laws, to be provided by the Independent Auditor. The Chair may, and is authorized to, pre-approve non-audit services provided by the Independent Auditor up to a maximum amount of \$25,000 per engagement.
- (e) The Committee should review the audit plan of the Independent Auditor, including the scope, procedures and timing of the audit.
- (f) The Committee should review the results of the annual audit with the Independent Auditor, including matters related to the conduct of the audit.
- (g) The Committee should obtain timely reports from the Independent Auditor describing critical accounting policies and practices applicable to the Corporation, the alternative treatment of information in accordance with International Financial Reporting Standards that were discussed with the CFO, the ramifications thereof and the Independent Auditor's preferred treatment and should review any material written communications between the Corporation and the Independent Auditor.
- (h) The Committee should review the fees paid by the Corporation to the Independent Auditor and any other professionals in respect of audit and non-audit services on an annual basis.
- (i) The Committee should review and approve from time to time the Corporation's hiring policy regarding partners, employees and former partners and employees of the present and any former Independent Auditor.
- (j) The Committee should monitor and assess the relationship between the officers of the Corporation and the Independent Auditor and monitor the independence and objectivity of the Independent Auditor.
- (k) The Committee shall have the authority to engage the Independent Auditor to review the unaudited interim financial statements of the Corporation.

13. **Other Responsibilities**

- (a) The Committee should review and assess from time to time the adequacy of this charter and submit any proposed amendments to the Board for consideration.
- (b) The Committee should perform any other activities consistent with this charter and Applicable Laws as the Committee or the Board considers advisable.

14. **Chair**

The Chair should:

- (a) provide leadership to the Committee and oversee the functioning of the Committee;

- (b) chair meetings of the Committee (unless not present), including in-camera sessions and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Chair considers advisable;
- (c) ensure that the Committee meets at least quarterly in each financial year of the Corporation and otherwise as is considered advisable;
- (d) in consultation with the Chair of the Board (the "Chair"), the Lead Director, if any, and the members of the Committee, establish dates for holding meetings of the Committee;
- (e) set the agenda for each meeting of the Committee, with input from other members of the Committee, the Chair, the Lead Director, if any, and any other appropriate individuals;
- (f) approve the expenses for the CEO;
- (g) ensure that Committee materials are available to any director upon request;
- (h) act as a liaison and maintain communication with the Chair, the Lead Director, if any, and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;
- (i) report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the effectiveness of the Board;
- (j) assist the members of the Committee to understand and comply with the responsibilities contained in this charter;
- (k) foster ethical and responsible decision making by the Committee;
- (l) review, together with the Board (unless responsibility is delegated to the Committee by the Board), in advance of public release (i) any earnings guidance, and (ii), any press release containing financial information based upon financial statements and management's discussion and analysis that has not previously been released;
- (m) notify the sender and acknowledge receipt of a report within five business days under the Code, or as soon as possible thereafter, except where a report was submitted on a confidential, anonymous basis;
- (n) consider complaints relating to accounting matters covered by the Policy, undertake an investigation of the violation or suspected violation of the Policy as defined in the Policy and promptly report to the Committee and the Board any complaint that may have material consequences for the Corporation and, for each financial quarter of the Corporation, the Chair should, with input from the Chair, if applicable, report to the Committee and to the Independent Auditor, the aggregate number, the nature and the outcome of the complaints received and investigated under the Policy;
- (o) monitor complaints received through the Whistle Blower hotline service.
- (p) together with the Governance and Nominating Committee, oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
- (q) ensure appropriate information is provided to the Committee by the officers of the Corporation to enable the Committee to function effectively and comply with this charter;
- (r) ensure that appropriate resources and expertise are available to the Committee;
- (s) ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with Applicable Laws;
- (t) facilitate effective communication between the members of the Committee and the officers of the Corporation and encourage an open and frank relationship between the Committee and the Independent Auditor;
- (u) attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Corporation to respond to any questions from shareholders that may be asked of the Committee;
- (v) in the event a Chair is not appointed by the Board at the first meeting of the Board following the annual meeting of shareholders each year and the position of Chair of the Governance and Nominating Committee is vacant, serve as the interim Chair until a successor is appointed; and
- (w) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

## SCHEDULE "B"

### Mijem Newcomm Tech Inc. 2025 INCENTIVE STOCK OPTION PLAN

**1. PURPOSE:** The purpose of this Stock Option Plan (the "Plan") is to encourage common stock ownership in Mijem Newcomm Tech Inc. (the "Company") by directors, executive officers, employees (including part time employees employed by the Company for less than twenty (20) hours per weeks) and consultants (including individuals whose services are contracted through a personal holding company that is wholly-owned by such individual) of the Company or any Affiliate, as that term is defined in the Securities Act (Ontario), of the Company or by a personal holding company of any such officer, director or employee that is wholly-owned by such individual or by registered retirement savings plans established by any such officers, directors or employees (hereinafter referred to as "Optionees") who are primarily responsible for the management and profitable growth of its business and to advance the interests of the Company by providing additional incentive for superior performance by such persons and to enable the Company to attract and retain valued directors, officers and employees by granting options (the "Options" or "Option") to purchase common shares of the Company on the terms and conditions set forth in this Plan and any Stock Option Agreements entered into between the Company and the Optionees in accordance with the Plan. Any Options granted to a personal holding company shall be cancelled immediately upon any change in control of such personal holding company, save and except in the event of the death of the principal of such personal holding company, in which case, subject to the terms of the Stock Option Agreement, the provisions of subparagraph 5(f)(iii) shall apply.

**2. ADMINISTRATION:** The Plan shall be administered by the Board of Directors from time to time of the Company (the "Administrator"). No member of the Board of Directors shall by virtue of such appointment be disentitled or ineligible to receive Options. The Administrator shall have full authority to interpret the Plan and to make such rules and regulations and establish such procedures as it deems appropriate for the administration of the Plan, taking into consideration the recommendations of management, and the decision of the Administrator shall be binding and conclusive. The decision of the Administrator shall be binding, provided that notwithstanding anything herein contained, the Administrator may from time to time delegate the authority vested in it under this clause to the President who shall thereupon exercise all of the powers herein given to the Administrator, subject to any express direction by resolution of the Board of Directors of the Company from time to time and further provided that a decision of the majority of persons comprising the Board of Directors in respect of any matter hereunder shall be binding and conclusive for all purposes and upon all persons. The senior officers of the Company are authorized and directed to do all things and execute and deliver all instruments, undertakings and applications as they in their absolute discretion consider necessary for the implementation of the Plan.

**3. NUMBER OF SHARES SUBJECT TO OPTIONS:** The Board of Directors of the Company will make available that number of common shares for the purpose of the Plan that it considers appropriate except that the number of common shares that may be issued pursuant to the exercise of Options under the Plan and under any other stock options of the Company shall not exceed 10% of the common shares issued and outstanding (on a non-diluted basis) at any time and from time to time. In the event that Options granted under the Plan, and under any other stock options of the Company which may be in effect at a particular time, are surrendered, terminate or expire without being exercised in whole or in part, new Options may be granted covering the common shares not purchased under such lapsed Options.

**4. PARTICIPATION:** Options shall be granted under the Plan only to Optionees as shall be designated from time to time by the Administrator and shall be subject to the approval of such regulatory authorities as the Administrator shall designate, which shall also determine the number of shares subject to such Option. Optionees who are consultants of the Company or an Affiliate of the Company must either perform services for the Company on an ongoing basis or provide, or be expected to provide, a service of value to the Company or to an Affiliate of the Company. The Company represents that no option shall be granted to any Employee or Consultant who is not a bona fide Employee or Consultant.

**5. TERMS AND CONDITIONS OF OPTIONS:** The terms and conditions of each Option granted under the Plan shall be set forth in written Stock Option Agreements between the Company and the Optionee. Such terms and conditions shall include the following as well as such other provisions, not inconsistent with the Plan, as may be deemed advisable by the Administrator:

- (a) Number of Shares subject to Option to any one Optionee: The number of shares subject to an Option shall be determined from time to time by the Administrator; but no one Optionee shall be granted an Option which when aggregated with any other options or common shares allotted to such Optionee under the Plan exceeds 5% of the issued and outstanding common shares of the Company (on a non-diluted basis), the total number of Options granted to any one Optionee in any 12-month period shall not exceed 5% of the issued and outstanding common shares of the Company (on a non-diluted basis), the total number of Options granted to all Insiders in any 12-month period shall not exceed 10% of the issued and outstanding common shares of the Company (on a non-diluted basis). The total number of options granted to any one consultant in any 12-month period shall not exceed 2% of the issued and outstanding common shares of the Company (on a non-diluted basis). The total number of options granted to all persons, including employees, providing investor relations activities to the Company in any 12-month period shall not exceed 2% of the issued and outstanding common

shares of the Company (on a non-diluted basis) and the Option Price per common share shall be determined in accordance with subparagraph (b) below. Options granted to persons providing investor relations activities must vest over a 12-month period with no more than 25% of the options vesting in any quarter.

- (b) Option Price: The Option Price of any shares in respect of which an Option may be granted under the Plan shall be not less than the closing price of the Company's common shares on the date prior to the date of grant of the stock options on the principal exchange on which it trades or in accordance with the pricing rules of any other stock exchange on which the common shares of the Company may trade in the future.

In the resolution allocating any Option, the Administrator may determine that the date of grant aforesaid shall be a future date determined in the manner specified by such resolution. The Administrator may also determine that the Option Price per share may escalate at a specified rate dependent upon the year in which any Option to purchase common shares may be exercised by the Optionee. No options granted to Insiders may be repriced without the approval of a majority of disinterested shareholders of the Company exclusive of any Insiders.

- (c) Payment: The full purchase price of shares purchased under the Option shall be paid in cash upon the exercise thereof. A holder of an Option shall have none of the rights of a stockholder until the shares are issued to them. All common shares issued pursuant to the exercise of Options granted or deemed to be granted under the Plan, will be so issued as fully paid and non-assessable common shares. No Optionee or their legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares subject to an Option under this Plan, unless and until certificates for such common shares are issued to him or them under the terms of the Plan.

- (d) Term of Options: Options may be granted under this Plan exercisable over a period not exceeding five (5) years. Each Option shall be subject to earlier termination as provided in subparagraph (f) below and paragraphs 7 and 8.

- (e) Exercise of Options: The exercise of any Option will be contingent upon receipt by the Company at its head office of a written notice of exercise, specifying the number of common shares with respect to which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such common shares with respect to which the Option is exercised. An Option may be exercised in full or in part during any year of the term of the Option as provided in the written Stock Option Agreement; provided however that except as expressly otherwise provided herein or as provided in any valid Stock Option Agreement approved by the Administrator, no Option may be exercised unless that Optionee is then a director and/or in the employ of the Company. This Plan shall not confer upon the Optionee any right with respect to continuance as a director, officer, employee or consultant of the Company or of any affiliate of the Company.

- (f) Termination of Options: Any Option granted pursuant hereto, to the extent not validly exercised, and save as expressly otherwise provided herein, will terminate on the earlier of the following dates:

- i. the date of expiration specified in the Stock Option Agreement, being not more than five (5) years after the date the Option was granted;
- ii. the date of termination of the Optionee's employment or upon ceasing to be a director and/or officer of the Company or up to a period not exceeding six (6) months thereafter for any cause other than by retirement, permanent disability or death unless the Optionee was retained to provide Investor Relations Activities in which case up to a period not exceeding thirty (30) days thereafter;
- iii. one (1) year after the date of the Optionee's death during which period the Option may be exercised only by the Optionee's legal representative or the person or persons to whom the deceased Optionee's rights under the Option shall pass by will or the applicable laws of descent and distribution, and only to the extent the Optionee would have been entitled to exercise it at the time of their death if the employment of the Optionee had been terminated by the Company on such date;
- iv. up to six (6) months after termination of the Optionee's employment by permanent disability or retirement under any Retirement Plan of the Company during which six (6) month period the Optionee may exercise the Option to the extent he was entitled to exercise it at the time of such termination provided that if the Optionee shall die within such six (6) month period, then such right shall be extended to six (6) months following the death of the Optionee and shall be exercisable only by the persons described in subparagraph (f)(iii) hereof and only to the extent therein set forth.

- (g) Non-transferability of Options: No Option shall be transferable or assignable by the Optionee other than by will or the laws of descent and distribution and shall be exercisable during their lifetime only by them.

- (h) Applicable Laws or Regulations: The Company's obligation to sell and deliver stock under each Option is subject to such compliance by the Company and any Optionee as the Company deems necessary or advisable with all laws, rules and regulations of Canada and the United States of America and any Provinces and/or States thereof applying to the authorization, issuance, listing or sale of securities and is also subject to the acceptance for listing of the common shares which may be issued in exercise thereof by each stock exchange upon which shares of the Company are listed for trading.

**6. ADJUSTMENT IN EVENT OF CHANGE IN STOCK:** Each Option shall contain uniform provisions in such form as may be approved by the Administrator to appropriately adjust the number and kind of shares covered by the Option and the exercise

price of shares subject to the Option in the event of a declaration of stock dividends, or stock subdivisions or consolidations or reconstruction or reorganization or recapitalization of the Company or other relevant changes in the Company's capitalization (other than issuance of additional shares) to prevent substantial dilution or enlargement of the rights granted to the Optionee by such Option. The number of common shares available for Options, the common shares subject to any Option, and the Option Price thereof shall be adjusted appropriately by the Administrator and such adjustment shall be effective and binding for all purposes of the Plan.

**7. ACCELERATION OF EXPIRY DATES.** Upon the announcement or contemplation of any event, including a reorganization, acquisition, amalgamation or merger (or a plan of arrangement in connection with any of the foregoing), other than solely involving the Company and one or more of its affiliates (as such term is defined in the Securities Act (Ontario)), with respect to which all or substantially all of the persons who were the beneficial owners of the common shares, immediately prior to such reorganization, amalgamation, merger or plan of arrangement do not, following such reorganization, amalgamation, merger or plan of arrangement, beneficially own, directly or indirectly more than 50% of the resulting voting shares on a fully-diluted basis (for greater certainty, this shall not include a public offering or private placement out of treasury) or the sale to a person other than an affiliate of the Company of all or substantially all of the Company's assets (collectively, a "Change of Control"), the Company shall have the discretion, without the need for the agreement of any Optionee, to accelerate the Expiry Dates and/or any applicable vesting provisions of all Options, as it shall see fit. The Company may accelerate one or more Optionee's Expiry Dates and/or vesting requirements without accelerating the Expiry Dates and/or vesting requirements of all Options and may accelerate the Expiry Date and/or vesting requirements of only a portion of an Optionee's Options.

**8. AMALGAMATION, CONSOLIDATION OR MERGER:** If the event that the Company is a consenting party to a Change of Control, outstanding Options shall be subject to the agreement effecting such Change of Control and Optionees shall be bound by such Change of Control agreement. Such agreement, without the Optionees' consent, may provide for:

- (a) the continuation of such outstanding Options by the Company (if the Company is the surviving or acquiring corporation);
- (b) the assumption of the Plan and such outstanding Options by the surviving entity; or
- (c) the substitution or replacement by the surviving or acquiring corporation or its parent

of options with substantially the same terms for such outstanding Options.

The Company may provide in any agreement with respect to any such Change of Control that the surviving, new or acquiring corporation shall grant options to the Optionees to acquire shares in such corporation or its parent with respect to which the excess of the fair market value of the shares of such corporation immediately after the consummation of such Change of Control over the exercise price therefore shall not be less than the excess of the value of the common shares over the Exercise Price of the Options immediately prior to the consummation of such Change of Control.

**9. APPROVALS:** The obligation of the Company to issue and deliver the common shares in accordance with the Plan is subject to any approvals, which may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Company. If any common shares cannot be issued to any Optionee for whatever reason, the obligation of the Company to issue such common shares shall terminate and any Option exercise price paid to the Company will be returned to the Optionee.

**10. STOCK EXCHANGE RULES:** The rules of any stock exchange upon which the Company common shares are listed shall be applicable relative to Options granted to Optionees.

**11. AMENDMENT AND DISCONTINUANCE OF PLAN:** Subject to regulatory approval, the Board of Directors may from time to time amend or revise the terms of the Plan or may discontinue the Plan at any time provided however that no such right may, without the consent of the Optionee, in any manner adversely affect their rights under any Option theretofore granted under the Plan.

**12. EFFECTIVE DATE AND DURATION OF PLAN:** The Plan shall remain in full force and effect from the date of shareholder approval hereof and from year to year thereafter until amended or terminated in accordance with Paragraph 10 hereof and for so long thereafter as Options remain outstanding in favour of any Optionee.



## SCHEDULE “C”

### ADVANCE NOTICE BY-LAW

A by-law relating to requirements for advance notice of nominations for election as directors of

#### MIJEM NEWCOMM TECH INC.

(herein called the “Corporation”)

#### NOMINATIONS OF DIRECTORS

1. Nomination procedures - Subject only to the provisions of the *Canada Business Corporations Act* (the “Act”) and Articles of the Corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board of directors of the Corporation (the “Board”) may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:
  - (a) by or at the direction of the Board, including pursuant to a notice of meeting, or management information circular;
  - (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with s. 137 of the Act, or a requisition of the shareholders made in accordance with section s. 143 of the Act; or
  - (c) by any person (a “**Nominating Shareholder**”): (A) who, at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for below in this by-law and at the close of business on the record date for notice of such meeting, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in this by-law.
2. Timely notice - In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given notice thereof that is both timely in accordance with section 3 below and in proper written form in accordance with section 4 below to the Secretary of the Corporation at the principal executive offices of the Corporation.
3. Manner of timely notice - To be timely, a Nominating Shareholder’s notice to the Secretary of the Corporation must be made:
  - (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the “**Notice Date**”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and

- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

The time periods for the giving of a Nominating Shareholder's notice set forth above shall in all cases be determined based on the original date of the applicable annual meeting or special meeting of shareholders, and in no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of such notice.

- 4. Proper form of timely notice - To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Corporation must set forth:
  - (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person; (C) the citizenship of such person; (D) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (E) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
  - (b) as to the Nominating Shareholder giving the notice, full particulars regarding any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

- 5. Eligibility for nomination as a director - No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this by-law; provided, however, that nothing in this by-law shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the Act or the discretion of the Chairman.
- 6. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
- 7. Terms - For purposes of this by-law:

- (a) “**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com); and
- (b) “**Applicable Securities Laws**” means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
8. Delivery of notice - Notwithstanding any other provision of this by-law, notice given to the Secretary of the Corporation pursuant to this by-law may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Secretary at the address of the principal executive offices of the Corporation, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.
9. Board discretion - Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this by-law.

## **EFFECTIVE DATE**

10. This by-law is effective from the date of the resolution of the directors of the Corporation making this by-law until confirmed, confirmed as amended or rejected by the shareholders of the Corporation. Upon confirmation by the shareholders, the President and Secretary of the Corporation be and are authorized and directed to sign and certify this by-law to signify and evidence its proper making and confirmation.

MADE by resolution of the directors of the Corporation as of the 7<sup>th</sup> day of July 2025.

## REQUEST FOR FINANCIAL STATEMENTS

### MIJEM NEWCOMM TECHNOLOGIES INC. FISCAL YEAR 2025

In accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*, registered and beneficial shareholder may elect annually to receive interim (quarterly) financial statements and corresponding management discussion and analysis ("MD&A") and/or annual financial statements and MD&A.

<input type="checkbox"/> IF THIS IS AN ADDRESS CHANGE, PLEASE CHECK THE BOX AND PROVIDE YOUR NEW ADDRESS BELOW.		
New address:		
PLEASE SEND ME THE FOLLOWING:		
<input type="checkbox"/> Annual Financial Statements with MD&A		<input type="checkbox"/> Interim Financial Statements with MD&A
SHAREHOLDER REGISTRATION (PLEASE PRINT)		
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Country:	Email Address:	
<p>If you wish to receive these documents by mail or email, please return this completed form to AGM Connect in the envelope provided or by email to <a href="mailto:support@agmconnect.com">support@agmconnect.com</a>.</p> <p>Rather than receiving financial statements by mail, you may choose to view these documents on the SEDAR+ website at <a href="http://www.sedarplus.ca">www.sedarplus.ca</a>.</p>		<p>I HEREBY CERTIFY that I am a registered and/or beneficial holder of the Corporation, and as such, request that my name be placed on the Corporation's Mailing List in respect to its annual and/or interim financial statements and the corresponding MD&amp;A for the current financial year.</p> <p>Signed _____ Dated _____</p>

\* By providing an e-mail address, you are consenting to the delivery of Corporation information and financial reports in PDF electronic format to the provided e-mail address. In the event that the electronic delivery fails, the documents will be sent by ordinary mail. In order to remove yourself from this list at any time (either email or ordinary mail) please send your written request to [support@agmconnect.com](mailto:support@agmconnect.com).

## REQUEST FOR FINANCIAL STATEMENTS

### MIJEM NEWCOMM TECHNOLOGIES INC. FISCAL YEAR 2025

In accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*, registered and beneficial shareholder may elect annually to receive interim (quarterly) financial statements and corresponding management discussion and analysis ("MD&A") and/or annual financial statements and MD&A.

<input type="checkbox"/> IF THIS IS AN ADDRESS CHANGE, PLEASE CHECK THE BOX AND PROVIDE YOUR NEW ADDRESS BELOW.		
New address:		
PLEASE SEND ME THE FOLLOWING:		
<input type="checkbox"/> Annual Financial Statements with MD&A		<input type="checkbox"/> Interim Financial Statements with MD&A
SHAREHOLDER REGISTRATION (PLEASE PRINT)		
Name:	Street Address:	
City:	Prov/State:	Postal/Zip Code:
Country:	Email Address:	
<p>If you wish to receive these documents by mail or email, please return this completed form to AGM Connect in the envelope provided or by email to <a href="mailto:support@agmconnect.com">support@agmconnect.com</a>.</p> <p>Rather than receiving financial statements by mail, you may choose to view these documents on the SEDAR+ website at <a href="http://www.sedarplus.ca">www.sedarplus.ca</a>.</p>		<p>I HEREBY CERTIFY that I am a registered and/or beneficial holder of the Corporation, and as such, request that my name be placed on the Corporation's Mailing List in respect to its annual and/or interim financial statements and the corresponding MD&amp;A for the current financial year.</p> <p>Signed _____ Dated _____</p>

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