

**ANALYTIXINSIGHT INC.  
NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR  
FOR THE  
SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON  
MAY 29, 2026**

**DATED AS OF MAY 4, 2026**

**ANALYTIXINSIGHT INC.**

**372 BAY STREET, SUITE 1800  
TORONTO, ONTARIO, M5H 2W9**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 29, 2026**

**NOTICE** is hereby given that the special meeting ("**Meeting**") of the holders of common shares (the "**Common Shares**") of AnalytixInsight Inc. (the "**Corporation**") will be held virtually through the platform of AGM Connect on May 29, 2026, at 10:00 a.m. (Toronto time) for the following purposes:

- 1) to consider, and if thought appropriate, to pass, with or without variation, a special resolution to approve the sale of the Corporation's interest in MarketWall S.r.l. to Intesa Sanpaolo S.p.A as more particularly described in the Circular.
- 2) to transact such other business as may properly come before the Meeting or any adjournment thereof.

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

Accompanying this notice of meeting (this "**Notice**") is the management information circular (the "**Circular**"). A form of proxy has been sent to Shareholders by the Corporation. The accompanying Circular provides information relating to the matters to be addressed at the Meeting. Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters.

The record date for the determination of Shareholders of the Corporation entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is April 17, 2026 (the "**Record Date**"). Shareholders of the Corporation whose names have been entered in the register of Shareholders of the Corporation at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

Shareholders are entitled to vote at the Meeting either via the virtual meeting platform or by proxy in accordance with the procedures described in the Circular accompanying this Notice. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the form of proxy sent to them by the Corporation in accordance with the instructions set out in the proxy and in the Circular accompanying this Notice.

**DATED** at Toronto, Ontario this May 4, 2026.

**BY ORDER OF THE BOARD OF DIRECTORS**

*Vincent Kadar (signed)*

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**Vincent Kadar**  
**Director and Interim CEO**

## ANALYTIXINSIGHT INC.

372 BAY STREET, SUITE 1800  
TORONTO, ONTARIO, M5H 2W9

### MANAGEMENT INFORMATION CIRCULAR FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 29, 2026

This management information circular (this “**Circular**”) is being furnished in connection with the solicitation by management of AnalytixInsight Inc. (“**Analytix**” or the “**Corporation**”) of proxies for the special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of the Corporation to be held virtually through the platform of AGM Connect at [www.agmcmeeting.com](http://www.agmcmeeting.com) at 10:00 a.m. (Toronto time) on May 29, 2026, 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 May 4, 2026.

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

#### GENERAL PROXY INFORMATION

##### **Solicitation of Proxies**

Solicitation of proxies for the Meeting will be primarily by mail, the cost of which will be borne by the Corporation. Proxies may also be solicited personally by directors, officers and employees of the Corporation at nominal cost to the Corporation. The Corporation may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Corporation in favour of the matters set forth in the Notice. In some instances, the Corporation has distributed copies of the Notice, the Circular and the form of proxy (the “**Proxy**”, and collectively with the Notice and Circular, the “**Documents**”) to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”, and each an “**Intermediary**”) for onward distribution to Shareholders whose Common Shares are held by or in the custody of those Intermediaries (“**Non-Registered Shareholders**”). The Intermediaries are required to forward the Documents to Non-Registered Shareholders.

Solicitation of proxies from Non-Registered Shareholders will be carried out by the Intermediaries, or by the Corporation if the names and addresses of Non-Registered Shareholders are provided by the Intermediaries. Management of the Corporation does not intend to pay for Intermediaries to forward the Documents to OBOs (as defined herein) under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer (“**NI 54-101**”), and therefore an OBO will not receive the Documents unless the OBO’s Intermediary assumes the cost of delivery.

No person is authorized to give any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Corporation. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

##### **Registered Shareholders Voting by Proxy**

Registered Shareholders have been sent a form of proxy by the Corporation. The persons named in such 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 named in such form of proxy to represent such Shareholder at the 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, 372 Bay Street, Suite 1800, Toronto, Ontario, M5H 2W9 by 10:00 a.m. (Toronto time) on May 27, 2026, 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. The deadline for the deposit of proxies may be extended or waived by the chair of the Meeting at their discretion, without notice.

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 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 form of proxy will vote the Common 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 Common Shares will be voted accordingly.

In the absence of such direction, such Common 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 FORM OF PROXY, 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 Common Shares represented by proxies in favour of the management representatives will be voted on such matters in accordance with the best judgment of the management representatives.

**Voting Method**

	IF YOU HAVE RECEIVED A PROXY OR VIF WITH A 12-DIGIT CONTROL NUMBER FROM AGM CONNECT		IF YOU HAVE RECEIVED A PROXY OR VIF WITH A 16-DIGIT CONTROL NUMBER FROM AN INTERMEDIARY
Voting Method	Registered Shareholders (your securities are held in your name in a physical certificate or DRS statement)	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.agmconnect.com">www.agmconnect.com</a> Using the 12-Digit control number 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 or VIF 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		N/A
Mail	Enter your voting instructions, sign, date and return the proxy form or VIF 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 OR VIF WITH A 12-DIGIT CONTROL NUMBER FROM AGM CONNECT		IF YOU HAVE RECEIVED A PROXY OR VIF WITH A <u>16-DIGIT CONTROL NUMBER</u> FROM AN INTERMEDIARY
	Registered Shareholders (your securities are held in your name in a physical certificate or DRS statement)	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)
PRIOR TO THE MEETING	If desired, appoint another person as proxyholder on your proxy and follow the instructions at <a href="http://agmcvote.com">agmcvote.com</a>	Appoint yourself or another person as proxyholder on your proxy and follow the instructions at <a href="http://agmcvote.com">agmcvote.com</a>	Appoint yourself or another person as proxyholder as instructed herein and on the VIF
	Following the proxy cut-off date, your appointed proxyholder, if any, will be provided with an AGM Connect 12-Digit control number	Following the proxy cut-off date, your appointed proxyholder will be provided with an AGM Connect 12-Digit control number	AFTER submitting your proxy appointment, you MUST contact AGM Connect to obtain a 12-Digit control number at 1-855-839-3715 or <a href="mailto:voteproxy@agmconnect.com">voteproxy@agmconnect.com</a>
JOINING THE VIRTUAL MEETING (at least 15 minutes prior to start of the Meeting)	Register and login at <a href="http://agmcmeeting.com">agmcmeeting.com</a> Registered Shareholders or validly appointed proxyholders will need to provide an email address, <i>AGM Connect issued 12-digit Control Number</i>		

#### 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, Common Shares beneficially owned by a Non-Registered Shareholder are registered either:

- a) in the name of an Intermediary with whom the Non-Registered Shareholder deals in respect of the Common 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 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 Common 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 AGM Connect, 372 Bay Street, Suite 1800, Toronto, Ontario, M5H 2W9.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common 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 information form, follow the instructions 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 voting instruction form or the proxy is to be delivered.**

### **Revocation of Proxies**

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

- a) by 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 registered office of the Corporation at 372 Bay Street, Suite 1800, Toronto, Ontario, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment(s) or postponement(s) thereof, at which the proxy is to be used; or
  - ii. with the Chair of the Meeting prior to commencement of the Meeting on the day of the Meeting or an adjournment or postponement thereof;
- b) by transmitting, by telephonic (1-855-839-3715) or electronic means (email to [voteproxy@agmconnect.com](mailto:voteproxy@agmconnect.com)), a revocation that complies with (a) above and that is signed by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of the registered Shareholder or the attorney, as the case may be;
- c) by attending the Meeting virtually and voting the Common Shares; or
- d) 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 on revoking their voting instructions.

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

Except as disclosed herein, no Director or Senior Officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any nominee for election as a Director of the Corporation, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

## **VOTING SECURITIES, RECORD DATE AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Corporation is authorized to issue an unlimited number of Common 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 Common Shares of the Corporation.

The directors of the Corporation have fixed April 17, 2026, 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 Common Shares except to the extent that they have transferred the ownership of any of their Common Shares after the Record Date, and the transferees of those Common Shares produce properly endorsed share certificates or otherwise establish that they own the Common 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 Common Shares at the Meeting.

As of the date of this Circular, 121,686,741 Common Shares are issued and outstanding.

To the best of the knowledge of the Analytix Board, no person beneficially owns, or controls or directs, directly or indirectly, 10% or more of the issued and outstanding Shares.

## **BUSINESS OF THE MEETING**

### **General Terms and Background to the Transaction**

On January 26, 2026, the Corporation received from Intesa Sanpaolo S.p.a ("**ISP**") a non-binding offer to purchase the shares in the capital of MarketWall S.r.l. ("**MarketWall**" or "**MW**") respectively owned by Analytix (a 49% share), and Phoenix S.r.l. ("**Phoenix**") (an 18% share), pending due diligence by ISP. ISP owns 33% of outstanding shares in the capital of MarketWall. On April 17, 2026, the Corporation and Phoenix (as Co-Sellers) received a binding offer (the "**Offer**") from ISP to purchase, by way of Quote Sale and Purchase Agreement (collectively with the Offer, the "**Purchase Agreement**"), all of their respective shares in the capital of MW for aggregate consideration of €8,000,000 (approximately \$12,800,000) collectively (the "**Transaction**"). The Corporation's proportionate share of the consideration being offered is €3,920,000 (approximately \$6,272,000).

As the sale of its 49% equity interest in MW may be considered a sale of all or substantially all of the Corporation's assets, other than in the ordinary course of business, Section 184(3) of the OBCA requires that the Corporation obtain the approval of the sale of all or substantially all of its undertaking by way of a special resolution of its shareholders. At the Meeting, shareholders will be asked to consider and, if deemed appropriate, to pass a special resolution to approve the sale of all or substantially all of the Corporation's assets, as set out herein (the "**Transaction Resolution**"). If approved at the Meeting, the Transaction Resolution will also confirm, authorize and approve the value ascribed to the Transaction, in the absence of evidence of value as contemplated by section 5.11 of Exchange Policy 5.3. See "Transaction Resolution" below.

### **The Quota Sale Purchase Agreement**

The following is a summary of certain material terms of the Purchase Agreement, which is qualified in its entirety by reference to the terms of the Agreement, a copy of which is available on the Corporation's profile on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)). This summary and the other information regarding the Purchase Agreement and the Transaction are not exhaustive. Shareholders should read the Purchase Agreement carefully and in its entirety.

Under the terms of the Purchase Agreement, subject to completion of certain terms and conditions, the Corporation will sell its interest in MW to ISP for an aggregate cash payment of €3,920,000 (the "**Purchase Price**"). The Transaction is expected to close on or before June 12, 2026. The parties to the Transaction have agreed to customary conditions to the closing of the Transaction, including, without limitation:

- the Co-Sellers receiving all required consents, including the approval of the Corporation's shareholders;
- regulatory approval for the Transaction, including Italian Golden Power clearance, Bank of Italy authorization, ECB approval, and any necessary Canadian authorizations; and
- execution of settlement agreements with certain employees and consultants including employee transfers.

### **Information on MarketWall**

MarketWall, an Italian-based developer of fintech solutions for financial institutions, was founded by Analytix in 2014. Through a series of transactions, the Corporation's interest in MW was diluted to 49% by 2016. MW in turn owns 100% of a subsidiary named InvestoPro Sim S.p.A ("InvestoPro").

MarketWall focuses on trading and research platform development opportunities especially in the business to business (B2B) and business to consumer (B2C) spaces. As part of its B2C offering, MarketWall deployed InvestoPro (through its wholly owned subsidiary of the same name), a European online broker that received regulatory approval from CONSOB (Commissione Nazionale per le Società e la Borsa), the Italian financial markets regulator, in 2021.

InvestoPro was jointly introduced to the market by MarketWall and ISA, whose customers are able to access online trading with their bank credentials. InvestoPro facilitates trading in stocks, options, and derivatives, and uses ISA as its execution broker. MarketWall's editorial team publishes investor-related content on InvestoPro, providing weekly stock market summaries, worldwide financial market outlooks, educational content for stocks, bonds, currencies, new emerging industry trend analysis, and more.

MarketWall also developed Investo, a stock trading application designed for retail users and available under license for deployment by banks and brokers. Investo was licensed by ISA and launched in 2018.

MarketWall operates independently from the Corporation and is 33% owned by ISA, the leading bank in Italy and one of the top banking groups in Europe. Notwithstanding its minority equity ownership position, ISA holds many veto rights over MarketWall's activities. ISA is MarketWall's largest customer, and MW's licensing arrangement with ISA has accounted for a significant portion of historic revenues. The ISA licensing arrangement with MW currently generates revenues of 4 million euros per year to MW and expires on December 31, 2026.

#### Historical Financial Summary for MarketWall

Analytix owns 49% of MarketWall and is entitled to appoint one of three directors to the Board of Directors of MarketWall. However, notwithstanding the Corporation's power of appointment, and the fact that the Corporation is MarketWall's largest shareholder, Analytix does not have significant influence or control over MarketWall's activities or operations. Analytix therefore accounts for its investment in MarketWall using the equity method of accounting, whereby the investment is initially recorded at cost and adjusted thereafter for additional investments made or dividends received, and to recognize the Corporation's proportionate share of MW's net income.

The following table summarizes MarketWall's total net assets and net income as reported in the Corporation's quarterly financial statements in the past 8 quarters (in thousands of Canadian dollars):

(in '000s CAD)	Sep 2025	Jun 2025	Mar 2025	Dec 2024	Sep 2024	Jun 2024	Mar 2024	Dec 2023
Total assets	13,671	15,087	16,990	12,794	10,805	11,518	12,762	8,469
Total liabilities	(4,412)	(7,005)	(9,869)	(6,556)	(4,790)	(6,076)	(7,476)	(4,869)
<b>Total net assets</b>	<b>9,258</b>	<b>8,082</b>	<b>7,121</b>	<b>6,238</b>	<b>6,015</b>	<b>5,442</b>	<b>5,286</b>	<b>3,600</b>

(in '000s CAD)	Sep 2025	Jun 2025	Mar 2025	Dec 2024	Sep 2024	Jun 2024	Mar 2024	Dec 2023
Total revenues	2,390	2,347	2,241	2,282	2,122	2,460	2,355	3,301
Total expenses	(1,380)	(1,626)	(1,687)	(223)	(1,696)	(2,829)	(1,758)	(4,393)
<b>Total net income</b>	<b>1,010</b>	<b>721</b>	<b>554</b>	<b>2,059</b>	<b>426</b>	<b>(369)</b>	<b>597</b>	<b>(1,092)</b>

The following table summarizes MarketWall's carrying value on the Corporation's balance sheet for the past 8 quarters (determined using the equity method of accounting, in thousands of Canadian dollars):

(in '000s CAD)	Sep 2025	Jun 2025	Mar 2025	Dec 2024	Sep 2024	Jun 2024	Mar 2024	Dec 2023
<b>Carrying value</b>	<b>5,089</b>	<b>4,594</b>	<b>4,241</b>	<b>3,969</b>	<b>2,960</b>	<b>2,752</b>	<b>2,932</b>	<b>2,640</b>

The Purchase Price of €3,920,000 (approximately \$6,272,000) represents a premium of 38% on the Corporation's share of MarketWall's net assets for the most recent quarter (being 49% of \$9,258,000) and a premium of 23% on the Corporation's most recent carrying value for its MarketWall investment.

### **Reasons for the Transaction**

The Corporation's desire to liquidate its ownership interest in MarketWall at this time is driven by the ongoing challenges facing MarketWall's regulated subsidiary, InvestoPro. InvestoPro has failed to gain significant market share in the highly competitive financial technology landscape. As a result, InvestoPro's business has and continues to experience significant and progressive declines in revenue and profitability. As at the date of this Offering Circular, InvestoPro is not operating as a going concern, and faces escalating regulatory requirements, including a directive to increase its capital reserves, which will further compromise its cashflow and erode its value. These factors, combined with the Corporation's limited ability to intervene in MarketWall's business, mean that the Corporation's stake in MarketWall is a non-performing investment without a path to recovery.

In addition, because InvestoPro is a regulated broker under Italian law, the potential pool of buyers for its business is extremely limited. As at the date of this Agreement, there are not, to the best knowledge of the Corporation, any other prospective offers to purchase InvestoPro (or MW). Management believes that, if the Transaction is not approved by the shareholders and completed, InvestoPro will eventually be wound down to satisfy its creditors, which process could potentially require years, further depleting its investment value and delaying a return of residual capital to the Corporation, if any. The Transaction therefore represents a predictable, timely, orderly and value-maximizing exit for the Corporation from a non-performing investment, offering a full return of the capital originally invested into MarketWall in 2021, and the opportunity for the Corporation to satisfy its creditors.

### **Recommendation of the Board**

After careful consideration as well as consultation with its legal advisors, the Board has determined that the Transaction is in the best interests of the Corporation and its shareholders and accordingly, the Board recommends that shareholders vote in favour of the Transaction Resolution provided below.

### **Risk Factors**

In evaluating the Transaction, shareholders should carefully consider the following risk factors relating to the Transaction. This is not a definitive list of all risk factors associated with the Transaction and should be considered in conjunction with the other information included in this Information Circular.

*There can be no certainty that all conditions precedent to the Transaction will be satisfied.*

The completion of the Transaction is subject to a number of conditions precedent, certain of which are outside the control of the Corporation. There can be no certainty, nor can the Corporation provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied.

*There is no certainty of acceptance of the Transaction by the TSXV.*

Completion of the Transaction is subject to the approval of the TSX Venture Exchange (the "TSXV"). If approval is not obtained, there can be no guarantee of successful completion of the Transaction, as a condition of closing of the Transaction is the approval of the TSXV.

*Potential payments to shareholders who exercise dissent rights could have an adverse effect on the Corporation's financial condition.*

Registered shareholders have the right to exercise dissent rights and to demand payment equal to the fair value of their common shares in cash. If dissent rights are validly exercised in respect of a significant number of common shares, a substantial cash payment may be required to be made to such shareholders, which would have an adverse effect on the Corporation's financial condition and cash resources. See "Dissent Rights" in this Information Circular for more information.

*The Corporation will have broad discretion in the use of the net proceeds of the Transaction.*

The Corporation will have broad discretion over the use of the net proceeds from the Transaction, which is currently expected to include the repayment of outstanding invoices and other short term debt obligations. Because of the number and variability of factors that will determine Corporation's use of such proceeds, the ultimate use might vary substantially from its planned use of such proceeds.

*The Corporation may no longer meet the listing requirements of the TSXV.*

The proposed sale of the Corporation's investment in MarketWall would constitute the sale of its most valuable asset. Although the Corporation anticipates that it will continue to own and operate its Capital Cube AI data services business upon closing of the Transaction, the value of Capital Cube is comparatively nominal and presently in decline. While the Corporation intends to explore opportunities, there is a risk that the Corporation will not be able to meet the continued listing requirements of the TSXV and may be transferred to the NEX tier of the TSXV.

### **TSXV Approval**

The Agreement constitutes a "Reviewable Disposition" as defined in Policy 5.3 of the Exchange because it will, if completed, result in the sale of all or substantially all of the assets of the Corporation. Accordingly, the Agreement is subject to approval of the shareholders by special resolution as mandated by Section 5.14(c) of Policy 5.3. In addition, shareholders are being asked to approve the value ascribed to the Transaction, which is required under Policy 5.3 in the absence of evidence of value.

The Corporation received the conditional acceptance of the TSXV for the Transaction on April 29, 2026, and, as of the date of this Circular, the Transaction remains subject to the final approval of the TSXV.

### **Transaction Resolution**

At the Meeting, Shareholders will be asked to consider, and if deemed appropriate, to pass, a special resolution (the "**Transaction Resolution**") to approve the disposition of more than 50% of the Corporation's assets. If approved at the Meeting, the Transaction Resolution will also confirm, authorize and approve the value ascribed to the Transaction, in the absence of evidence of value as contemplated by section 5.11 of Exchange Policy 5.3. The full text of the Transaction Resolution is set out below:

**BE IT RESOLVED**, as a special resolution, that:

1. subject to regulatory approval, the entering into and performance of all obligations under the Purchase Agreement dated April 17, 2026 among the Corporation, Phoenix S.R.L and Intesa Sanpaolo S.p.A (the "**SPA**") and the transactions contemplated therein, as more particularly described and set forth in the management information circular of the Corporation dated May 4, 2026 (the "**Circular**"), are hereby authorized, confirmed and approved;
2. any director or officer of the Corporation is hereby authorized for and on behalf of the Corporation to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions, the SPA and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions;
3. the value ascribed to the transactions under the SPA, in the absence of evidence of value for such transactions as contemplated by Section 5.11 of TSX Venture Exchange Policy 5.3 – Acquisitions and Dispositions of Non-Cash Assets, is hereby confirmed, authorized and approved; and
4. the directors of the Corporation, in their sole and complete discretion, may act upon this resolution authorizing the SPA, or, if deemed appropriate and without any further approval from the shareholders of the Corporation, may choose not to act upon this resolution notwithstanding shareholder approval of the SPA and are authorized to revoke this resolution in their sole discretion at any time prior to effecting the SPA."

The Board recommends that Shareholders vote **FOR** the Transaction Resolution. **To be effective, the Transaction Resolution must be approved by not less than two-thirds (66 2/3%) of the votes cast by shareholders present in person or by proxy at the Meeting.**

Unless such authority is withheld, the Management proxy nominees named in the accompanying proxy intend to vote “for” the approval of the Transaction Resolution as disclosed in this Circular.

### **Dissent Rights**

Registered shareholders of the Corporation who dissent from the Transaction Resolution in accordance with the provisions of section 185 of the Business Corporations Act (Ontario) (the “OBCA”) are entitled, if the Transaction Resolution is approved and the Transaction is completed, to be paid by the Corporation the fair value of their Common Shares as of the close of business on the day before the Meeting. The following is only a summary of the dissent rights provisions of the OBCA, which are technical and complex. A copy of section 185 of the OBCA is available upon request from the Corporation or may be obtained from the Ontario government website. Shareholders wishing to exercise dissent rights should seek their own legal advice, as failure to strictly comply with the procedures set out in section 185 of the OBCA may result in the loss or unavailability of such rights.

- not vote (or instruct their proxyholder not to vote) any of their Common Shares in favour of the Transaction Resolution; and
- send a written objection (a “Dissent Notice”) to the Corporation at its registered office (372 Bay Street, Suite 1800, Toronto, Ontario, M5H 2W9), Attention: Corporate Secretary, so that it is received by the Corporation no later than 10:00 a.m. (Toronto time) on May 27, 2026 (or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the reconvened Meeting).

Only registered shareholders (or their legal representatives) may exercise dissent rights directly. Non-registered (beneficial) shareholders must arrange for the registered holder of their shares to deliver the Dissent Notice on their behalf and must strictly follow the instructions of their intermediary. If the Transaction is completed and the dissenting shareholder and the Corporation cannot agree on the fair value of the shares, either party may apply to the Ontario Superior Court of Justice to determine the fair value. The Corporation will be required to pay the fair value (as ultimately determined) to each validly dissenting shareholder who surrenders their share certificates. The exercise of dissent rights may have an adverse effect on the Corporation’s financial condition if a significant number of shares are dissented (see “Risk Factors” above).

### **OTHER BUSINESS**

As at the date hereof, management of the Corporation knows of no amendments, variations, or other matters to be presented for action at the Meeting. If, however, any amendments, variations or other matters properly come before the Meeting or any postponement(s) or adjournment(s) thereof, or if any other matters, which are not now known to management of the Corporation should properly come before the Meeting or any postponement(s) or adjournment(s) thereof, the form of proxy or VIF confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in the discretion of such person, whether or not the amendments, variations or other matters that come before the Meeting are or are not routine, and whether or not the amendments, variations or other matters that come before the Meeting are contested, the Corporation reserves the right to amend or supplement this Proxy Circular, form of proxy and VIF, as the case may be, as it sees fit in order to solicit proxies for any business to be transacted at the Meeting which is in addition to or a variation of the resolutions set out in the Circular.

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders of the Corporation may contact the Corporation at 372 Bay Street, Suite 1800, Toronto, Ontario, M5H 2W9 to request copies of the disclosure materials mentioned in this Circular.

### **APPROVAL**

The contents of this Circular have been approved and its mailing has been authorized by the Board.

**DATED** at Toronto, Ontario this May4, 2026