



AI/ML INNOVATIONS INC.

SPECIAL MEETING OF SHAREHOLDERS

to be held on March 9, 2026

NOTICE OF MEETING
and
MANAGEMENT INFORMATION CIRCULAR

January 21, 2026



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that a Special Meeting of the shareholders (the “**Shareholders**”) of AI/ ML Innovations Inc. (“**AIML**” or the “**Company**”) will be virtually on Monday, March 9, 2026, at 10:00 a.m. (Pacific time) (the “**Meeting**”) for the following matters, as more particularly described in the accompanying management information circular dated January 21, 2026 (the “**Circular**”):

- 1 to set the number of directors at three (3);
- 2 to elect the directors of the Company for the ensuing year;
- 3 to transact any other business that may properly come before the Meeting, or any adjournment(s) thereof.

In order to be permitted to participate and vote at the Meeting, registered Shareholders and duly appointed proxyholders must pre-register via the following link prior to 10:00 a.m. (Pacific time) on March 5, 2026: <https://us02web.zoom.us/meeting/register/spGxO4BdRT6lvYkc0DTh-A>. After pre-registration has been completed, pre-registered Shareholders and duly appointed proxyholders will receive an email providing access details. It is recommended that pre-registered Shareholders and duly appointed proxyholders that intend to participate in and vote at the Meeting attempt to connect at least ten minutes prior to the commencement of the Meeting. Shareholders will not be able to physically attend the Meeting. Attendees must ensure that their display name at the Meeting matches their pre-registration details. Non-registered Shareholders who have not duly appointed themselves as proxyholders will be able to attend the Meeting by pre-registering as guests, but guests will not be able to vote at the Meeting.

Accompanying this Notice of Meeting (the “**Notice**”) are: the Circular, which provides additional information pertaining to the matters to be dealt with at the Meeting; and a Form of Proxy or Voting Information Form (the “**VIF**”).

The Company’s Board has fixed January 21, 2026 as the record date (the “**Record Date**”) for the determination of Shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on the Record Date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Circular.

If you are a *registered Shareholder* of the Company and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and deliver or mail it in the enclosed envelope to Endeavor Trust Corporation, Suite 702 – 777 Hornby Street, Vancouver, B.C., V6Z 1S4, Attention: Proxy Department, facsimile (604) 559-8908 or email to proxy@endeavortrust.com. In order to be valid and acted upon at the Meeting or any adjournment thereof, proxies must be received at the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time of the Meeting or any adjournment thereof.

If you are a *non-registered Shareholder* of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator

of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (in any case, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

The Company is using the notice-and-access provisions under the Canadian Securities Administrators’ *National Instrument 54-101* (“**Notice and Access Provisions**”) for the delivery of its Circular to its Shareholders for the Meeting. Under Notice and Access Provisions, instead of receiving paper copies of the Circular, Shareholders will be receiving a Notice and Access notification with information on how they may obtain a copy of the Circular electronically or request a paper copy. Registered Shareholders will still receive a Proxy form enabling them to vote at the Meeting. The use of the alternative Notice and Access Provisions in connection with the Meeting helps reduce paper use, as well as the Company’s printing and mailing costs. The Company will arrange to mail paper copies of the Circular to those registered Shareholders who have existing instructions on their account to receive paper copies of the Company’s Meeting materials.

The Circular and other Meeting materials will be available on the Company’s website at www.aiml-innovations.com and will remain on the website for one full year thereafter. Meeting materials are also available upon request, without charge, by email at info@aiml-innovations.ca or by calling toll free at 1-833-751-0882, or can be accessed online under the Company’s profile on SEDAR+ at www.sedarplus.ca as of February 6, 2026.

DATED at Victoria, British Columbia this 21st day of January, 2026

By Order of the Board of Directors

AI/ML Innovations Inc.

(signed) “*Paul Duffy*”

Paul Duffy
President, Chief Executive Officer & Executive
Chairman



AI/ML INNOVATIONS INC.

INFORMATION CIRCULAR

This management information circular (the "**Circular**") is provided in connection with the solicitation of proxies by the management AI/ML Innovations Inc. (the "**Company**" or "**AIML**") for use at the Special Meeting of the shareholders of the Company (the "**Shareholders**") to be held on Monday, March 9, 2026 at 10:00 a.m. (Pacific time) (the "**Meeting**"), and any adjournments thereof, for the purposes set forth in the accompanying Notice of Meeting.

The Meeting will be held in virtual format only with access by phone or online, and there will be no physical meeting location. Therefore, the Shareholders of the Company, regardless of location, will have an equal opportunity to participate at the Meeting. Please note that only registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting by providing their full name. On the day of the Meeting, you should log into the Meeting by 9:45 a.m. (Pacific time) to confirm your attendance with the scrutineer of the Meeting.

A summary of the information Shareholders will need to attend the Meeting virtually is provided below.

In order to be permitted to participate and vote at the Meeting, registered Shareholders and duly appointed proxyholders must pre-register via the following link prior to 10:00 a.m. (Pacific time) on March 5, 2026: <https://us02web.zoom.us/meeting/register/spGxO4BdRT6lvYkcODTh-A>. After pre-registration has been completed, pre-registered Shareholders and duly appointed proxyholders will receive an email providing access details. It is recommended that pre-registered Shareholders and duly appointed proxyholders that intend to participate in and vote at the Meeting attempt to connect at least ten minutes prior to the commencement of the Meeting. Shareholders will not be able to physically attend the Meeting. Attendees must ensure that their display name at the Meeting matches their pre-registration details. Non-registered Shareholders who have not duly appointed themselves as proxyholders will be able to attend the Meeting by pre-registering as guests, but guests will not be able to vote at the Meeting.

The record date for the determination of the Shareholders entitled to receive the Notice of Meeting and to vote at the Meeting has been established as January 21, 2026 (the "**Record Date**"). Each holder of the common shares in the capital of the Company ("**Common Shares**") at the Record Date is entitled to one vote per Common Share.

All references to Shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to registered Shareholders of the Company as set forth on the List of Registered Shareholders of the Company maintained by the Registrar and Transfer agent for the Company, Endeavor Trust Corporation ("**Endeavor**" or "**Transfer Agent**") unless specifically stated otherwise.

"**Beneficial Shareholders**" means shareholders who do not hold Common Shares in their own name and "**Intermediaries**" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

Except where otherwise stated, the information contained herein is given as of January 21, 2026.

GENERAL

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally, by telephone or electronic means by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the Meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting.** You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of Proxy.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified in the Proxy and, if applicable, for the nominees of management for directors and auditor as identified in the Proxy.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting. Registered Shareholders who wish to submit a proxy may choose one of the following voting options:

- (a) complete and sign the accompanying instrument of proxy enclosed herewith and return the same to Endeavor Trust Corporation, Suite 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4, Attention: Proxy Department, facsimile (604) 559-8908 or email to proxy@endeavortrust.com; or
- (b) via the internet at Endeavor’s voting website. Information pertaining to this option are listed on the Proxy. Registered Shareholders must follow the instructions provided and refer to the enclosed Proxy form for the holder’s control number.

To be effective, proxies must be received by Endeavor no later than Thursday, March 5, 2026 at 10:00 a.m. (Pacific time), or in the case of any adjournment of the Meeting not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. Failure to complete or deposit a Proxy properly may result in its invalidation. The Chairman of the Meeting has the authority to accept late or incomplete proxies in his sole and unfettered discretion.

Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only Proxies deposited by Shareholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those Common Shares will, in all likelihood, not be registered in the Shareholder’s name. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. (the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of instrument of Proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Proxy provided directly to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and United States. Broadridge typically prepares a machine-readable voting instruction form (“**VIF**”), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote Common Shares directly at the Meeting. The VIFs must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of**

Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both registered Shareholders and Beneficial Shareholders as described below. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities which they own (“**NOBOs**”). This year the Company will NOT be mailing the proxy-related materials directly to the NOBOs. Broadridge Financial Services will take care of mailing to the NOBOs. National Instrument 54-101 “Communication with Beneficial Owners of Securities of a Reporting Issuer” (“**NI 54-101**”) permits an issuer to directly deliver proxy-related materials to its NOBOs. In that case, NOBOs would receive a VIF from Broadridge. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Company has distributed copies of the Notice of Meeting, Circular and VIF to intermediaries for distribution to NOBOs. Unless you have waived your right to receive the Notice of Meeting, Circular and VIF, intermediaries are required to deliver them to you as a NOBO of the Company and to seek your instructions on how to vote your Common Shares.

The Company’s OBOs can expect to be contacted by Broadridge or their brokers or their broker’s agents. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and, accordingly, if an OBO’s intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of the applicable broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. NI 54-101 allows a Beneficial Shareholder who is a NOBO to submit to the Company or an applicable intermediary any document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. If such a request is received, the Company or an intermediary, as applicable, must arrange, without expense to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that Proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions from the NOBO at least one business day prior to the time by which proxies are to be submitted at the Meeting, with the result that such a written request must be received by 1:00 p.m. (EDT) on the day that is at least three business days prior to the Meeting or any postponement or adjournment thereof. **A Beneficial Shareholder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the registered Shareholder, should enter their own name in the blank space on the VIF or such other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

Notice-And-Access

The Company is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), for distribution of proxy-related materials to Registered and Beneficial Shareholders.

Under the Notice-and-Access Provisions, instead of receiving printed copies of the Circular, Registered and Beneficial Shareholders will receive the Notice of Meeting with information on the Meeting date, location and purpose, as well as information on how they may access the Circular electronically and how they may vote. Electronic copies of the Notice of Meeting and Circular may be found on the Company's SEDAR+ profile at www.sedarplus.ca as of February 6, 2026.

Notice to Shareholders in the United States

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

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is governed by the *Business Corporations Act* (British Columbia) (the "**BCA**"), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxy

In addition to revocation by any other manner permitted by law, a registered Shareholder who has given a Proxy may revoke it by:

- (a) executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered Shareholder or the registered Shareholder's authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and delivering the Proxy bearing a later date or the valid notice of revocation to Endeavor Trust at the time and place noted above or to the Chairman of the Meeting on the day of the Meeting or adjournment thereof; or
- (b) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Record Date, Voting Shares and Principal Holders Thereof

The Company has set the close of business on January 21, 2026 as the Record Date for the Meeting. The Company will prepare a list of Shareholders of record at such time. Holders of Common Shares of the Company named on that list will be entitled to vote the Common Shares then registered in their name at the Meeting.

As at the Record Date, the Company's issued and outstanding Common Shares consisted of 253,987,753 Common Shares. Holders of Common Shares are entitled to one vote for each Common Share held on all matters to be considered and acted upon at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, no person, firm or corporation beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company, other than the following:

Name	Number of Shares Beneficially Owned Directly or Indirectly, Controlled or Directed ⁽¹⁾	Percentage Of Outstanding Voting Securities on a diluted basis
Sheldon Inwentash ^(1,2)	56,954,200	22.4%

Notes:

1. Mr. Inwentash holds 8,055,000 Common Shares directly; 22,000,000 Common Shares through Park Place and 26,899,200 through ThreeD Capital Inc.

EXECUTIVE COMPENSATION AND REMUNERATION OF DIRECTORS

Compensation Discussion and Analysis

Introduction

The purpose of this Compensation Discussion and Analysis ("**CD&A**") is to provide information about the Company's philosophy, objectives and processes regarding compensation for the President and Chief Executive Officer ("**CEO**") and the Chief Financial Officer ("**CFO**") (each a "**Named Executive Officer**" or a "**NEO**" and collectively, the "**Named Executive Officers**" or "**NEOs**"). It explains how decisions regarding executive compensation are made and the reasoning behind these decisions and discusses the key elements of the Company's compensation program.

For the period ending April 30, 2025, the Company had the following NEOs:

- Paul Duffy – Executive Chairman and CEO
- Terence Lee – CFO
- Tim Daniels – Former CFO
- Peter Kendall – President and Director
- Esmat Naikyar – Chief Product Officer

Compensation Governance

The elements of the Company's compensation program

The Company's compensation program consists of two principal elements, a base salary and options granted under the Company's stock option plan. In some circumstances, bonuses may be paid in cash, in shares or a combination of cash and Common Shares.

The objective of the Company's compensation program

The objective of the Company's compensation program is to attract and retain highly qualified and committed senior management by providing appropriate compensation and incentives intended to align the interests of senior management with those of the Company's Shareholders in order to provide incentives for senior management to enhance shareholder value.

What the Company's compensation program is designed to reward

The Company's compensation program is designed to reward senior management for achieving the Company's business objectives as well as increases in shareholder value resulting from increases in the trading price of the Common Shares due to increased value or potential value in the Company's business.

Why the Company chooses to pay each element of its compensation program

The Company pays a base salary as part of its compensation program to: (i) provide each NEO with sufficient, regularly-paid income; (ii) recognize each NEO's unique value and historical contribution to the success of the Company; and (iii) reflect each NEO's position and level of responsibility.

The Company grants stock options as part of its compensation program in order to: (i) align each NEO's interests with the interests of the Company's Shareholders; (ii) reward long-term performance by allowing NEOs to participate in any long-term market appreciation of the Company's Common Shares; and (iii) ensure the Company is competitive with its comparable industry peers from a total remuneration standpoint and to encourage executive officer retention, commitment and focus on long-term growth.

As noted above, the Company may pay bonuses (in cash, Common Shares or a combination of cash and Common Shares) to NEOs in certain circumstances.

How the Company determines the amount for each element and how each element affects decisions about other elements and fits into the Company's overall compensation objectives

The Board determines the amount of each element of the Company's compensation program for NEOs based on formal or informal recommendations of, or input from, the Compensation Committee. The two principal elements of the compensation program are determined and affect decisions about other elements and fit into the Company's overall compensation strategy, as described below.

Base Salaries

With respect to base salaries, the Board considers some or all of the following factors: (i) the overall performance of the Company and the particular NEO; (ii) base salaries and overall compensation paid to senior management of comparable industry peers (without specific benchmarking); (iii) the relationship among base salaries paid within the Company and individual experience and contribution; (iv) general market conditions and the Company's financial condition; (v) other compensation received by the NEO; and (vi) competition for qualified personnel. The intent is to fix base salaries at levels that are consistent with the Company's compensation program objective.

Stock Options

In making recommendations or providing input regarding stock options to the Board, the Compensation Committee considers some or all of the following factors: (i) the overall performance of the Company and the particular NEO; (ii) the relationship among stock options granted within the Company and individual experience and contribution; (iii) general market conditions and the Company's financial condition and Common Share trading price; and (iv) the aggregate number of stock options outstanding and the number of stock options currently held by the particular NEO and the terms thereof. The intent is to fix stock option grants at levels that are consistent with the Company's compensation program objective. The Board also considers the number of stock options available for grant in determining whether to make any new grants of stock options and the size of such grants. The Company utilizes IFRS 2 - *Share Based Payment* in establishing the fair value of stock option grants.

For more information with respect to the Option Plan, see "*Incentive Plans - Description of the Stock Option Plan*" below.

The Company's executive compensation is not determined by reference to any formulas or any set performance goals or similar conditions. The Board believes that fixed formulas can lead to an unwanted result that does not reflect real performance. Accordingly, an overall review of the NEO's performance and contributions is preferred.

Hedging Activities

Although the Company has no formal hedging policy in place with respect to purchases of securities by NEOs or directors designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by such individuals, to the Company's knowledge, no NEO or director has hedged the economic value of his direct or indirect interests in the market value of the Common Shares so held or granted as compensation.

Risk Assessment and Oversight

The Board is keenly aware of the fact that compensation practices can have unintended risk consequences. The Board will continually review the Company's compensation policies to identify any practice that might encourage an employee to expose the Company to unacceptable risks. At the present time, the Board is satisfied that the current executive compensation program does not encourage the Company's executives to expose the business to inappropriate risk. The Board takes a conservative approach to executive compensation rewarding individuals for the success of the Company once that success has been demonstrated and incenting them to continue that success through the grant of long-term incentive awards. In addition, the stock option plan limits the number of options a particular NEO is entitled to receive.

Summary Compensation Table

The following table is a summary of all compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to our directors and NEOs for the two most recently completed financial years:

Table of compensation excluding compensation securities							
Name and Principal Position⁽⁷⁾	Fiscal Year Ended April 30,	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Paul Duffy Chief Executive Officer ⁽¹⁾	2025	187,500	150,000	Nil	Nil	550,000	887,500
	2024	84,375	Nil	Nil	Nil	Nil	84,375
Terence Lee Chief Financial Officer ⁽²⁾	2025	65,500	Nil	Nil	Nil	Nil	65,500
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Peter Kendall Director, Former President & Chief Commercialization Officer ⁽³⁾	2025	102,500	210,000	Nil	Nil	Nil	312,500
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Esmat Naikyar Interim Chief Product Officer ⁽⁴⁾	2025	156,292	Nil	Nil	Nil	Nil	156,292
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Drew Dundas Director ⁽⁵⁾	2025	Nil	Nil	20,304	Nil	Nil	20,304
	2024	Nil	Nil	Nil	Nil	Nil	Nil

Table of compensation excluding compensation securities							
Name and Principal Position ⁽⁷⁾	Fiscal Year Ended April 30,	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Jared Adelstein Director ⁽⁶⁾	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Michael Diamond Director ⁽⁷⁾	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Tim Daniels, Executive Chairman and Chief Financial Officer ⁽⁸⁾	2025	123,628	Nil	Nil	Nil	Nil	123,628
	2024	150,446	Nil	Nil	Nil	Nil	150,446
Nick Watters Former Director ⁽⁹⁾	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Fabrice Pakin Former Director ⁽¹⁰⁾	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Mark Orsmond Former Director ⁽¹¹⁾	2025	42,500	Nil	Nil	Nil	Nil	42,500
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Michael Nemirow Former Director ⁽¹¹⁾	2025	Nil	Nil	3,000	Nil	Nil	3,000
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Randy Duguay Former Director & Chief Executive Officer ⁽¹²⁾	2025	55,813	Nil	Nil	Nil	Nil	55,813
	2024	97,451	Nil	Nil	Nil	Nil	97,451

Notes:

- (1) Paul Duffy was appointed CEO of the Company on September 11, 2023.
- (2) Terence Lee was appointed CFO of the Company on December 3, 2024.
- (3) Peter Kendall served as President and Chief Commercialization Officer of the Company from January 6, 2025 to December 29, 2025. He was appointed as a director of the Company on March 14, 2025.
- (4) Esmat Naikyar was appointed Interim Product Officer effective March 4, 2024.
- (5) Drew Dundas was appointed director of the Company effective February 20, 2025.
- (6) Jared Adelstein was appointed director of the Company effective April 22, 2025.
- (7) Michael Diamond was appointed a director of the Company effective May 5, 2025 and was therefore not a director during either of the last two fiscal years of the Company.
- (8) Tim Daniels was appointed Executive Chairman on January 14, 2021. Mr. Daniels was appointed CFO on April 28, 2023 and resigned as CFO on December 3, 2024. Terence Lee was appointed CFO effective December 3, 2024. Tim Daniels ceased to be a director effective April 25, 2025.
- (9) Nick Watters was appointed a director of the Company effective July 16, 2021. Mr. Watters ceased to be a director effective January 8, 2025.
- (10) Fabrice Pakin was appointed a director of the Company effective September 23, 2023. Mr. Pakin ceased to be a director effective February 21, 2025.
- (11) Mark Orsmond and Michael Nemirow were appointed directors of the Company effective January 8, 2025. Mr. Orsmond and Mr. Nemirow ceased to be directors effective March 14, 2025.
- (12) Randy Duguay was appointed CEO on January 8, 2021. Mr. Duguay resigned as CEO and Director effective September 11, 2023 and October 11, 2024, respectively.

Compensation Securities

The following table sets forth all compensation securities granted or issued to each director and NEO by the Company in the fiscal year ended April 30, 2025.

Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	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 underlying security at year end (\$)	Expiry date
Moonshot Inc. (Paul Duffy) CEO and Executive Chairman	Stock Options	1,500,000	May 15, 2024	\$0.20	\$0.06	\$0.0950	May 15, 2029
	Stock Options	1,000,000	December 3, 2024	\$0.09	\$0.08	\$0.0950	December 3, 2029
Terence Lee CFO	Stock Options	150,000	December 3, 2024	\$0.09	\$0.08	\$0.0950	December 3, 2029
Campfire Properties Inc. (Peter Kendall) Director and Former President, CCO	Stock Options	2,500,000	January 6, 2025	\$0.145	\$0.1650	\$0.0950	January 6, 2030
Esmat Naikyar Chief Product Officer	Stock Options	300,000	August 27, 2024	\$0.20	\$0.065	\$0.0950	August 27, 2029
Michael Nemirow Former Director ⁽¹⁾	Stock Options	250,000	January 8, 2025	\$0.17	\$0.17	\$0.0950	January 8, 2030

Notes:

- (1) Number of underlying securities: 1 option = 1 Common Share
- (2) The options issued to former director, Michael Nemirow, were cancelled in accordance with the Company's stock option plan on March 14, 2025 as they remained unvested at the time of his departure from the Board.

No director or NEO exercised any compensation securities in the fiscal year ended April 30, 2025.

Incentive Plans

Description of the Stock Option Plan

The Company has a rolling 10% stock option plan ("**Option Plan**") pursuant to which the Board may, from time to time, grant options to directors, officers, employees and consultants of the Company. The number of Common Shares granted under each option and the vesting terms thereof are in the discretion of the Board. Options granted under the Option Plan must have a term of no more than ten years from the date of grant. The exercise price of each option granted under the stock option plan is in the discretion of the Board, provided that the exercise price cannot be below the closing price of the Common Shares on the Canadian Securities Exchange (the "**Exchange**") on the last trading day before the date of grant. Any outstanding options granted under the Option Plan expire on a date not exceeding 90 days following the date that the holder ceases to be an officer, director, employee or consultant of the Company, as the case may be, except in the case of death in which case the options expire one year from the date of death. Options granted under the Option Plan are non-assignable and non-transferable. Outstanding options granted under the Option Plan may be adjusted in certain events, as to exercise price (subject to disinterested shareholder approval prior to any reduction to the exercise price if the affected optionee is an insider (as defined in the *Securities Act* (British Columbia)) of the Company at the time of the proposed amendment) and number of Common Shares, to prevent dilution or enlargement. The number of Common Shares that may be optioned under the Option Plan is limited to 10% of the outstanding

Common Shares from time to time; provided, that any one participant under the Option Plan shall not be entitled to receive options to acquire an aggregate of greater than 5% (2% in the case of consultants) of the outstanding Common Shares in any 12-month period.

As of April 30, 2025, 9,150,000 Common Shares (representing approximately 4.22%¹ of the issued and outstanding Common Shares as at such date) were reserved for issuance pursuant to Options granted under the Option Plan. The Option Plan was last approved by shareholders at the Company's annual general and special meeting of shareholders held on February 21, 2025.

Description of the Restricted Share Unit and Deferred Share Unit Compensation Plan

The Company's Restricted Share Unit and Deferred Share Unit Compensation Plan (the "**RSU/DSU Plan**") was first approved by Shareholders at the 2023 AGM held November 17, 2023 and allowed for a maximum of 10,000,000 Common Shares to be issued under a combination of the RSU/DSU Plan and the Option Plan. Aligned with the Option Plan (as outlined under *Description of Stock Option Plan* above), the Company's RSU/DSU Plan has been amended from a fixed plan, whereby the maximum number of Awards issuable was fixed at 10,000,000 Common Shares, to a rolling 10% plan, whereby the maximum number of Awards issuable under the RSU/DSU Plan, and in combination with the Option Plan, is 10% of the issued and outstanding of the Company on a rolling basis.

The Board wishes to use restricted share units ("**RSUs**") or deferred share units ("**DSUs**") (together "**Awards**") issued under the RSU/DSU Plan, as well as options issued under the Option Plan as part of the Company's overall executive compensation plan. Since the value of Awards increase or decrease with the price of the Common Shares, Awards achieve the compensation objective of aligning the interests of executives with those of Shareholders. In addition, Awards have both time-based and performance-based vesting features that can be used to better motivate executives and to encourage qualified and experienced executives to make long-term commitments to the Company. At the date of this Circular, an aggregate of 3,000,000 RSUs have been issued under the RSU/DSU Plan.

Executive Employment Agreements

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

Paul Duffy was appointed CEO of the Company effective September 11, 2023, and as President of the Company effective December 29, 2025. Mr. Duffy provides his services under a consulting agreement between the Company and Moonshot Inc. ("**Moonshot**"), a company owned by Mr. Duffy. On May 15, 2024 (the "**Moonshot Effective Date**"), the Company entered into a new consulting agreement with Moonshot. Note Mr. Duffy does not receive any compensation for his role as a director of the Company. The salient terms of the Moonshot agreement are:

- Monthly CEO management fees of \$20,000 (this was increased from \$15,000/month by the Board effective January 1, 2025);
- A signing bonus of \$125,000, payable in common shares of the Company on the Moonshot Effective Date;
- A signing bonus of \$125,000, payable in Common Shares or cash at the discretion of the Company, on the second anniversary of the Moonshot Effective Date;
- A management retention fee of \$250,000, that was payable in cash or Common Shares at the discretion of the Company. Payable equally on December 11, 2023, March 11, June 11 and September 11, 2024; and

¹ Total issued and outstanding Common Shares at April 30, 2025 was 216,651,031

- A management retention fee of \$300,000, payable in cash or Common Shares at the discretion of the Company. Payable equally on December 11, 2024, March 11, June 11 and September 11, 2025.

Terence Lee was appointed CFO of the Company effective December 3, 2024. Mr. Lee provides services as CFO under a consulting agreement between the Company and Imperium Consulting LLP, (“**Imperium**”), a company controlled by Mr. Lee. Per the terms of the consulting agreement, Mr. Lee is paid a CFO management fee of \$10,000 per month.

Tim Daniels, former CFO of the Company, was compensated as a consultant to the board of directors in the amount of \$10,000 gross per month, as CFO in the amount of \$2,000 gross per month, plus expenses. Mr. Daniels ceased to be CFO and Executive Chairman effective December 3, 2024 and January 8, 2025, respectively. He ceased to be a director of the Company on April 25, 2025.

Peter Kendall served as President and Chief Commercialization Officer (“**CCO**”) of the Company from January 6, 2025 to December 29, 2025. He was appointed as a director of the Company on March 14, 2025. Mr. Kendall provided services as President and CCO under a consulting agreement between the Company and Campfire Properties Inc. (“**Campfire**”), a company owned by Mr. Kendall with an effective date of January 6, 2025 (the “**Campfire Effective Date**”). Note Mr. Kendall does not receive any compensation for his role as a director. The salient terms of the agreement were:

- Monthly management fee of \$20,000
- Signing bonus of \$120,000, payable as \$60,000 payable in Common Shares on the Campfire Effective Date and \$60,000 in Common Shares on the second anniversary of the Campfire Effective Date
- Grant of options to purchase up to 2,500,000 Common Shares on the Campfire Effective Date with vesting based on time or milestones over the course of 12 months from the date of grant (see *Compensation Securities* above).

Esmat Naikyar was appointed Chief Product Officer (“**CPO**”) of the Company on March 4, 2024. Mr. Naikyar provided services as CPO originally as a consultant to the Company at \$12,916 per month. On August 6, 2024, Mr. Naikyar became an employee of the Company with an annual salary of \$154,800

Director Compensation

Independent directors did not receive any cash compensation in the last fiscal year related to their directorships. Any director compensation to independent directors of the Company’s during the financial year ended April 30, 2025 was comprised of stock options issued in accordance with the Company’s stock option plan. Executive officers of the Company who also act as directors of the Company do not receive any additional compensation for services rendered in such capacity, other than as paid by the Company to such executive officers in their capacity as executive officers.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the number of Common Shares to be issued upon exercise of outstanding Options issued pursuant to equity compensation plans, the weighted average exercise price of such outstanding Options and the number of Common Shares remaining available for future issuance under equity compensation plans of the Company as of April 30, 2025.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of Common Shares remaining available for future issuance under equity compensation plans (excluding Common Shares reflected in the first column) ⁽¹⁾
Equity compensation plans approved by securityholders	9,150,000	0.16	12,515,103
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	9,150,000	0.16	12,515,103

Note:

(1) Based on the number of Common Shares outstanding on April 30, 2025.

INTEREST OF MANAGEMENT AND OTHERS IN MATTERS TO BE ACTED UPON

Management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director, director nominee or officer of the Company or any associate or affiliate of such person in any matter to be acted upon at the Meeting other than the election of directors.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management of the Company is not aware of any material interest, direct or indirect, of any director, director nominee or officer of the Company, any person beneficially owning, directly or indirectly, more than 10% of the Company's voting securities, or any associate or affiliate of such person in any transaction within the last financial year or in any proposed transaction which in either case has materially affected or will materially affect the Company.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or senior officers of the Company, nominees for election as directors or associates or affiliates of such persons have been indebted to the Company at any time during the 2025 fiscal year.

AUDIT COMMITTEE

Audit Committee Charter

The charter adopted by the Company's Audit Committee is attached as Schedule "A" hereto.

Composition of the Audit Committee

The Company has an audit committee, which is comprised of Drew Dundas (Chair), Peter Kendall and Jared Adelstein. Mr. Kendall is not considered to be "independent", as such term is defined in Multilateral Instrument 52-110, as he is the former President and Chief Commercialization Officer of the Company. Mr. Dundas and Mr. Adelstein are considered to be independent. All the members of the audit committee are considered to be "financially literate", as such term is defined in Multilateral Instrument 52-110.

Audit Fees

Set forth below is a summary of the total fees paid to the external auditor of the Company for fiscal 2023, 2024 and 2025:

	<u>2023</u>	<u>2024</u>	<u>2025</u>
Audit fees	\$63,879	\$114,642	\$96,498
Audit related fees	-	-	-
Tax fees	-	-	-
All other fees	-	-	-
Total	\$63,879	\$114,642	\$96,498

Exemption

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemption set forth in Section 6.1 of NI 52-110, which exempts it from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Company's Board of Directors is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of its shareholders but also promotes effective decision making at the Board level. The Board is of the view that its approach to corporate governance is appropriate for the size of the Company and its present stage of development. Schedule "B" to this Circular sets forth the corporate governance disclosure required to be made by the Company herein pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, which disclosure is made as of January 21, 2026.

PARTICULARS OF MATTERS TO BE ACTED UPON

Set The Number of Directors

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution setting the number of directors at three (3) (the “**Board Size Resolution**”).

The Board recommends that each Shareholder vote FOR the Board Size Resolution. Unless otherwise indicated, the persons named in the enclosed Proxy form intend to vote FOR the Board Size Resolution.

Election of Directors

At the date of this Circular, the Board consists of five (5) directors, namely, Paul Duffy, Peter Kendall, Drew Dundas, Jared Adelstein and Michael Diamond. The Board has fixed the number of persons to be elected as directors at the Meeting at three (3). The three (3) management nominees for election at the Meeting are outlined below.

Management does not contemplate that any of the nominees will be unable to serve as a director but, if, prior to the Meeting, any vacancies occur in the proposed nominees herein presented, the proxies shall not be voted with respect to such vacancies.

The following table sets forth, for each of the persons proposed to be nominated for election as directors, all positions and offices with the Company now held by them, their principal occupations during the preceding five years, the periods during which they have served as directors of the Company and its

predecessor, and the number of voting shares of the Company beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction as of the date of this Circular. Each director elected will hold office until the close of the next annual meeting of shareholders, or until his successor is duly elected or appointed.

Name, Place of Residence and Position with the Company	Principal Occupation For the Past Five Years	Director Since	Number of Voting Common Shares
Paul Duffy Toronto, ON CEO, President and Executive Chairman	President, and CEO of Moonshot Inc.; CEO, President and Executive Chairman of the Company.	March 14, 2025	15,371,794
Jared Adelstein Toronto, ON Director ⁽¹⁾	Independent Contractor, Board Member at Cross Border Capital I Inc., and Investment Banking at Amuka Capital	April 22, 2025	328,000
Michael Diamond Toronto, ON Director	President of the Progressive Conservative Party of Ontario. Principal of the Upstream Strategy Group.	May 5, 2025	Nil

Notes:

(1) Member of the Audit Committee, of which Mr. Dundas is the Chair.

Biographies of Director Nominees

Paul Duffy

Mr. Duffy brings over 30 years of dynamic leadership and a proven track record in the commercialization of digital technologies. Before joining AI/ML Innovations Inc, Paul was President and Chairman of NexTech3D.AI (CSE: NTAR) and Co-founder and CEO of ARHT Media Inc. (TSXV: ART), where he demonstrated exceptional leadership in inventing, patenting, and commercializing numerous technologies using AI, AR and Holograms. Mr. Duffy's leadership will drive the company's mission to harness the revolutionary potential of AI and ML in the burgeoning digital health and wellbeing sector and other high growth domains.

Jared Adelstein

Mr. Adelstein brings almost a decade of experience in investment banking and capital markets, having worked with several boutique firms in Toronto. His career has been dedicated to advising innovative, high-growth early-stage companies, both in capital markets and operational capacities. He possesses a robust expertise in forecasting and budgeting, operational planning, and capital raising. Mr. Adelstein has been a director since April 22, 2025.

Michael Diamond

Mr. Diamond is a Principal of Upstream Strategy Group, a respected public affairs and strategic communications firm. He also serves as the President of the Ontario Progressive Conservative Party and

is widely regarded as one of Canada's most influential voices in political strategy, regulatory affairs, and stakeholder engagement. In addition to his deep expertise in public policy, Mr. Diamond brings a proven ability to build partnerships, drive business development, and align innovation with government priorities. His strategic lens and real-world experience at the intersection of politics, business, and innovation will directly support AIML's efforts to scale its AI-powered health technologies across regulated markets. Mr. Diamond has been a director since May 5, 2025.

To the knowledge of the management of the Company, no director nominee is, at the date of this Circular, or has been, within ten years before the date of this Circular,

- (a) a director, chief executive officer or chief financial officer of any company (including the Company) that: (i) was subject to an order that was issued while the nominee was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued while the nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became 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 nominee.

For the purposes of section (a) above, the term "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

To the knowledge of management of the Company, no nominee has:

- (a) 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
- (b) been subject to any other 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 director nominee.

Shareholders have the option of voting their Common Shares in favour of electing the nominees individually and may therefore vote in favour of all of them, vote in favour of some of them while voting against others, or voting against all of the nominees. The persons named in the enclosed form of proxy intend to vote FOR the election of each of the nominees. **The Board of Directors recommends that you vote FOR the election of each of the nominees.**

Other Business

Management is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or

variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's profile on SEDAR+ at www.sedarplus.ca. Copies of financial statements and MD&A may be obtained on request without charge from the CFO of the Company #203, 645 Fort St., Victoria, British Columbia, V8W 1G2, Canada (778) 405-0882. Financial information is provided in the Company's annual comparative financial statements and MD&A for the Company's most recently completed financial year.

Board of Directors Approval

The Board of Directors of the Company has approved the contents and sending of this Circular.

(signed) "*Paul Duffy*"

Paul Duffy
Executive Chairman, Chief Executive Officer and President

SCHEDULE "A"

AI/ML INNOVATIONS INC.

AUDIT COMMITTEE CHARTER

1. Mandate

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of AI/ML Innovations Inc. (“**AIML**” or the “**Company**”). The primary function of the Committee is to assist the Board in: (a) overseeing the integrity of the Company’s financial statements by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders; (b) overseeing the registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purposes of preparing or issuing an audit report or performing other audit, review or attest services for the Company (each, an “**external auditor**”), including the review of the auditor’s qualifications and independence; and (c) reviewing the performance of the Company’s internal audit function, including the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes, including with respect to performance of the external auditor.

Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to: (a) serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements; (b) review and appraise the performance of the Company’s external auditor; and (c) provide an open avenue of communication among the Company’s external auditor, financial and senior management and the Board.

2. Composition

- 2.1 The Committee shall be comprised of three (3) directors, selected by the Board, and shall meet the independence requirements of the applicable stock exchanges and Canadian securities laws and regulations. On an annual basis, the Board shall make an affirmative determination of the independence of each member of the Committee, relying on, among other things, the relevant stock exchange requirements and applicable Canadian securities laws and regulations.
- 2.2 All members of the Committee must be financially literate. For the purposes of this Charter, the definition of “**financially literate**” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.
- 2.3 The Board at its first meeting following the annual shareholders’ meeting, or as soon as reasonably possible, shall elect the members of the Committee. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

3. Meetings & Approvals

- 3.1 The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor in separate sessions.
- 3.2 Meetings of the Committee will take place as the Committee or Chair of the Committee shall determine, upon at least 48 hours' notice to each of its members. The notice period may be waived by a quorum of the Committee.
- 3.3 The Committee may ask members of management or others to attend meetings or to provide information as necessary.
- 3.4 The quorum for the transaction of business at any Committee meeting shall be a majority of the members of the Committee present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- 3.5 Decisions by the Committee will be by the affirmative vote of a majority of the members of the Committee present, or by consent resolutions in writing signed by each member of the Committee.
- 3.6 The Committee shall prepare and maintain minutes of its meetings and periodically report to the Board regarding such matters as are relevant to the Committee's discharge of its responsibilities and shall report in writing on request of the Chair of the Board.
- 3.7 The Chair of the Audit Committee shall be responsible for leadership of the Committee, including ensuring meetings are scheduled as necessary and in accordance with this charter; presiding over Audit Committee meetings, and making reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO and the lead external audit partner.

4. Responsibilities and Duties

- 4.1 To fulfil its responsibilities and duties, the Committee shall be responsible for:
 - (a) assisting the Board in fulfilling its fiduciary responsibilities relating to the Company's accounting and reporting practices and the integrity of the Company's internal accounting controls and management information systems;
 - (b) managing the relationship with the external auditor by:
 - (i) recommending to the Board the external auditor to be nominated and the compensation of the external auditor;
 - (ii) being directly responsible for the appointment, compensation, retention and oversight of the work of the external auditor. For the avoidance of doubt, the external auditor will report directly to the Committee;
 - (iii) overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting; and
 - (iv) pre-approving non-audit services to be provided by the Company's external auditor;

- (c) reviewing with the external auditor and management and recommending to the Board for approval:
 - (i) any audited financial statement of the Company, including any such statement that is to be presented to an annual general meeting or provided to shareholders or filed with regulatory authorities and including any audited financial statement contained in a prospectus, registration statement, news release or other similar document; and
 - (ii) the financial disclosure in each Annual Report and Management's Discussion and Analysis of the Company ("MD&A") which accompanies such audited financial statement and in each such filing, prospectus, registration statement or other similar document;
- (d) reviewing with management of the Company and recommending to the Board for approval:
 - (i) any unaudited financial statement of the Company, including any such statement that is to be presented to an annual general meeting or provided to shareholders or filed with regulatory authorities and including any unaudited financial statement contained in a prospectus, registration statement, Quarterly Report or other similar document;
 - (ii) the financial disclosure in each Quarterly Report and when applicable, MD&A accompanying such unaudited financial statement and in each such filing, prospectus, registration statement or other similar document which accompanies such unaudited financial statement; and
 - (iii) the Company's compliance with legal and regulatory requirements;
- (e) reviewing all press releases containing earnings and other annual or interim financial information before the Company first discloses this information to the public for a given period;
- (f) satisfying itself that adequate measures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and must periodically assess the adequacy of those procedures;
- (g) reviewing and approving the hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- (h) reviewing as required and reporting to the Board with respect to the adequacy of internal accounting and audit procedures and the adequacy of the Company's management information systems;
- (i) ensuring that no restrictions are placed by management on the scope of the external auditor's review and examination of the Company's accounts;
- (j) ensuring that methods and procedures are in place to: (i) allow any director, officer, employee or contractor to bring concerns regarding accounting, internal accounting controls or auditing matters; and (ii) permit the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters to the attention of the Committee and

that those who do so are provided protection from any retaliatory action whatsoever. The Chair of the Committee shall be designated as the person to whom such concerns should be addressed and is responsible for ensuring that such concerns are handled promptly, confidentially (potentially anonymously) and appropriately;

- (k) ensure that methods and procedures are in place to: (i) allow any director, officer, employee or contractor to report any ethical concerns or potential or actual violations of the Company's Code of Business Conduct and Ethics; and (ii) permit the confidential, anonymous submission by employees of any such concerns or violations. The Chair of the Committee shall be designated as the person to whom such concerns should be addressed and is responsible for ensuring that such concerns are handled promptly, confidentially (potentially anonymously) and appropriately;
- (l) to the extent required, annually, prepare an Audit Committee Report and publish the report in the Company's proxy statement for its annual meetings of stockholders, in accordance with applicable rules and regulations;
- (m) reviewing on an annual basis the adequacy of this Charter and recommending appropriate revisions to the Board; and
- (n) meeting regularly at such times and places, engaging such advisors at the expense of the Company and undertaking such interviews and inquiries as the Committee sees fit for the purpose of carrying out this Charter.

4.2 At least annually, the Committee will obtain and review a report by the external auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the external auditor and the Company.

5. Other Responsibilities

- 5.1 Each year, the Committee will review and evaluate its own performance and will submit itself to a review and evaluation by the Board.
- 5.2 The Committee shall meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with external auditors, and shall review with the external auditors any audit problems or difficulties and management's response, to the extent applicable.
- 5.3 The Committee shall review with management the Company's policies with respect to risk assessment and management, including with respect to financial fraud risk, and shall conduct an annual review of the top fraud risks identified by management, and the policies and practices adopted by the Company to mitigate those risks.

- 5.4 The Committee shall review for fairness any proposed related-party transactions and make recommendations to the Board whether any such transactions should be approved.
- 5.5 The Committee may retain and terminate the services of outside specialists, counsel, accountants or other consultants and advisors to the extent it deems appropriate and shall have the sole authority to approve their fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for payment of: (a) compensation to any external auditor; (b) compensation to any outside specialists, counsel, accountants or other consultants and advisors retained by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 5.6 The Committee may perform other activities related to this Charter, as requested by the Board, and shall report regularly to the Board.

Approved and adopted by the Board on March 25, 2025.

SCHEDULE "B"

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

At the date of the Circular, the Board is comprised of five individuals, namely, Paul Duffy, Peter Kendall, Drew Dundas, Jared Adelstein and Michael Diamond. Mr. Dundas, Mr. Diamond and Mr. Adelstein are "independent" within the meaning of that term under National Policy 58-201 - *Corporate Governance Guidelines*. Paul Duffy is the Executive Chairman, President and CEO and Peter Kendall is the former President and CCO of the Company and, accordingly, are not independent.

The Board exercises its independent supervision over management through meetings of the Board in addition to the Board reviewing and approving any significant transactions undertaken by the Company.

Directorships

The following table sets out the other current reporting issuer directorships of the Company's directors and proposed directors:

<u>Name</u>	<u>Other Reporting Issuers</u>
Paul Duffy	N/A
Peter Kendall	N/A
Drew Dundas	N/A
Jared Adelstein	N/A
Michael Diamond	N/A

Orientation and Continuing Education

New directors to the Board are provided with an informal orientation regarding the business, operations and affairs of the Company by management. Members of the Board are provided with ongoing education respecting the Company's business, operations and affairs by way of management updates and presentations. In addition, directors are encouraged to attend industry workshops respecting the responsibilities of directors.

Ethical Business Conduct

Although the Company has not adopted a formal code of ethics, the directors and management of the Company are encouraged to conduct themselves and the business of the Company with the utmost

honesty and integrity. The directors are also encouraged to consult with the Company's professional advisors with respect to any issues related to ethical business conduct.

Nomination of Directors

The members of the Board share responsibility for proposing new nominees to the Board. Due to the small number of Board members and the different strengths and viewpoints each brings to the Board, this duty is not delegated to a committee.

Compensation

The compensation of directors and the CEO is determined by the Board as a whole. Such compensation is determined after consideration of the relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

Board Committees

To facilitate its exercise of independent supervision over management, the Board established the Audit Committee. The Company has also created an Innovation Committee, crated to provide strategic oversight of the Company's regulatory filings, intellectual property roadmap and product development initiatives. Mr. Dundas is the Chair of the Innovations Committee.

Audit Committee

The composition of the Audit Committee and their "financial literacy" and "independence", as such terms are defined under National Instrument 52-110 - *Audit Committees*, is described in the Circular to which this schedule is attached under the heading "Audit Committee". The Audit Committee's mandate is attached as Schedule "A" to this Circular.

Assessments

The Board does not have a formal process or steps established to satisfy itself that the Board, its committees and its individual directors are performing effectively. The Board discusses these issues from time to time amongst itself and management and implements such changes and makes such modifications as are determined to be necessary or desirable.

Diversity Disclosure

In 2019, amendments to the *Canada Business Corporations Act* were adopted requiring new disclosure of the number of: (i) women; (ii) Aboriginal peoples; (iii) people with disabilities; and (iv) members of visible minorities (collectively, the "**designated groups**") on the board and in senior management positions with the Company. Presently, only one (1) of the Company's directors or members of senior management (10%) belong to any of the designated groups as Kendra Low, the Company's Corporate Secretary is a woman. The foregoing disclosure is derived from information provided by the directors and executive officers. In accordance with privacy legislation, such information was collected on a voluntary basis, and where a particular individual chose not to respond, the Company did not make assumptions or otherwise assign data to that individual.

Policies Regarding the Representation of Designated Groups

The Company recognizes the benefits of having a diverse board and management. Due to its size, industry sector and the number of Board members and management, the Company has not adopted a formal written policy on the search for and selection of members of designated groups as directors or members of senior management, and instead has sought to increase diversity through the recruitment efforts of its officers and directors. The Company is receptive to increasing the diversity of its board and management taking into account the skills, background, experience and knowledge desired at any particular time by the Board and its committees.

Consideration of the Representation of Designated Groups

In assessing and selecting nominees for the Board and the appointment of executive officers, diversity, including representation of designated groups, is an important factor considered by the Company. The Board takes into account the diversity of its candidates in the context of its director selection and replacement process and executive officer appointments. The presence of candidates from designated groups and other factors, including the experience, judgment, qualifications, skills and personal qualities of the candidates, are taken into consideration.

Targets Regarding the Representation of Designated Groups

The Company recognizes the value of individuals with diverse attributes on the Board and in senior management positions. However, the Company has not fixed a specific representation target or adopted measurable goals with respect to the designated groups but takes diversity into account in the recruitment process and the promotion of employees. At this time, the Board does not believe that quotas, strict rules and targets necessarily result in the identification or selection of the best candidates for directors or executive officers. The Company believes that diversity is appropriately considered in its nomination and hiring process and that a numerical target would deprive it of the flexibility to select the best possible candidates based on a range of criteria.

Term Limits

The Board has not adopted a formal term limit for directors. The Board strives to be constituted to achieve a balance between experience and the need for renewal and fresh perspective. The Board believes the imposition of director term limits on a board implicitly discounts the value of experience and continuity amongst Board members and runs the risk of excluding experienced and potentially valuable Board members as a result of an arbitrary determination. The Board believes that it is better served with a regular assessment of the effectiveness of the Board, Board committee and individual directors rather than on arbitrary term limits.