



MANAGEMENT INFORMATION CIRCULAR AS AT MAY 13, 2024

This management information circular (“**Information Circular**”) is furnished in connection with the solicitation of proxies by management of TUGA Innovations, Inc. (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of the shareholders of the Company (the “**Shareholders**”) to be held on June 27, 2024 at 9:00 a.m. (Vancouver Time) and any adjournment or postponement thereof, for the purposes set forth in the attached Notice of Annual General Meeting (the “**Notice of Meeting**”). Except where otherwise indicated, the information contained herein is stated as of May 13, 2024.

In this Information Circular, references to the “**Company**” and “**we**” refer to TUGA Innovations, Inc. “**Common Shares**” means common shares without par value in the capital of the Company. “**Registered Shareholders**” means Shareholders whose names appear on the records of the Company as the registered holders of Common Shares. “**Non-Registered Shareholders**” means Shareholders who do not hold Common Shares in their own name. “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Shareholders. Unless otherwise indicated, all references to “\$” or “dollars” in this Information Circular means Canadian Dollars.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged to send meeting materials directly to Registered Shareholders, as well as Non-Registered Shareholders who have consented to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (non-objecting beneficial owners). We have not arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders who have objected to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (objecting beneficial owners) under National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer (“**NI 54-101**”). As a result, objecting beneficial owners will not receive the Information Circular and associated meeting materials unless their Intermediary assumes the costs of delivery.

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers of the Company or solicitors for the Company. **If you are a Registered Shareholder, you have the right to attend the Meeting or vote by proxy and to appoint a person or company other than the person 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.**

If you are a Registered Shareholder you may wish to vote by proxy whether or not you are able to attend the Meeting. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to the Company’s transfer agent, Odyssey Trust Company (“**Odyssey**”), in accordance with the instructions on the Proxy. Alternatively, Registered Shareholders may vote their shares via the internet or by telephone as per the instructions provided on the Proxy.

In all cases you should ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment or postponement thereof at which the Proxy is to be used.

Every Proxy may be revoked by an instrument in writing:

- (i) executed by the Shareholder or by his/her attorney authorized in writing or, where the Shareholder is a company, by a duly authorized officer or attorney of the company; and
- (ii) delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, at which the Proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof,

or in any other manner provided by law.

Only Registered Shareholders have the right to revoke a Proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf. If you are a Non-Registered Shareholder, see “Voting by Non-Registered Shareholders” below for further information on how to vote your Common Shares.

Exercise of Discretion by Proxyholder

If you vote by Proxy, 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:

- (i) each matter or group of matters identified therein for which a choice is not specified;
- (ii) any amendment to or variation of any matter identified therein;
- (iii) any other matter that properly comes before the Meeting; and
- (iv) exercise of discretion of the proxyholder.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter. Management is not currently aware of any other matters that could come before the Meeting.

Voting by Non-Registered Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Non-Registered Shareholders should note that the only Proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders.

If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder’s name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder’s Intermediary or an agent of that Intermediary. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

If you have consented to disclosure of your ownership information, you will receive a request for voting instructions from the Company or Broadridge Financial Solutions, Inc. (“**Broadridge**”). If you have declined to disclose your ownership information, you may receive a request for voting instructions from your Intermediary if they have assumed the cost of delivering the Information Circular and associated meeting materials. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. However, most Intermediaries now delegate responsibility for obtaining voting instructions from clients to Broadridge in the United States and in Canada.

If you are a Non-Registered Shareholder, you should carefully follow the instructions on the voting instruction form received from Broadridge in order to ensure that your Common Shares are voted at the Meeting. The voting instruction form supplied to you will be similar to the Proxy provided to the Registered Shareholders by the Company. However, its purpose is limited to instructing the Intermediary on how to vote on your behalf.

The voting instruction form sent by Broadridge will name the same persons as the Company’s proxy to represent you at the Meeting. **Although as a Non-Registered Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your Intermediary, you, or a person designated by you (who need not be a Shareholder), may attend at the Meeting as Proxyholder for your Intermediary and vote your Common Shares in that capacity.** To exercise this right to attend the Meeting or appoint a Proxyholder of your own choosing, you should insert your own name or the name of the desired representative in the blank space provided in the voting instruction form. Alternatively, you may provide other written instructions requesting that you or your desired representative attend the Meeting as Proxyholder for your Intermediary. The completed voting instruction form or other written instructions must then be returned in accordance with the instructions on the form.

If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting – the voting instruction form must be completed as described above and returned in accordance with its instructions well in advance of the Meeting in order to have the Common Shares voted.

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

No person or company has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors, the appointment of auditors, approval of the Company’s new 2024 Omnibus Equity Incentive Plan (the “**New Omnibus Plan**”), or the creation of Cesar Barbosa as a new Control Person. For the purpose of this paragraph, “person” shall include each of the following persons or companies: (a) if the solicitation is made by or on behalf of management of the Company, each person: (a) who has been a director, senior officer or insider of the Company at any time since the beginning of the Company’s last financial year; (b) if the solicitation is made other than by or on behalf of management of the Company, each person or company by whom, or on whose behalf, directly or indirectly, the solicitation is made; (c) each proposed nominee for election as a director of the Company; or (d) each associate or affiliate of any of the persons or companies included in subparagraphs (a) to (c).

RECORD DATE AND QUORUM

The board of directors of the Company (the “**Board**”) has fixed the record date for the Meeting as the close of business on May 13, 2024 (the “**Record Date**”). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares at the Meeting, except to the extent that any such Shareholder transfers any Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not less than ten (10) days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case, only such transferee shall be entitled to vote such Common Shares at the Meeting.

Under the Articles of the Company, the quorum for the transaction of business at a meeting of Shareholders is one person who is a shareholder, or who is otherwise permitted to vote shares of the Company at a meeting of shareholders pursuant to the Company’s Articles, present in person or by proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company’s authorized capital consists of an unlimited number of Common Shares without par value. On the Record Date there were 99,183,528 Common Shares issued and outstanding, with each Common Share carrying the right to one vote. Only Shareholders of record at the close of business on the Record Date will be entitled to vote in person or by proxy at the Meeting or any adjournment or postponement thereof.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, the only Shareholder who beneficially owns, or exercises control or direction over Common Shares, directly or indirectly, carrying 10% or more of the voting rights attached to Common Shares is:

Name	Number of Common Shares Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾	Approximate Percentage of Total Outstanding Common Shares
Cesar Barbosa ⁽²⁾	59,455,992	59.95%

Notes:

- (1) The above information was derived from the shareholder list maintained by the Company’s registrar and transfer agent, or from insider and beneficial ownership reports available at www.sedi.com and www.sedarplus.ca.
- (2) Pursuant to a restricted voting rights agreement with the Company, Mr. Barbosa may not, directly or indirectly, vote more than 19.9% of the outstanding Common Shares of the Company (i.e. which is currently equal to 19,737,522 Common Shares of the Company based on

99,183,528 Common Shares issued and outstanding on the Record Date), unless the New Control Person Resolution is passed. Please refer to “Approval of Creation of New Control Person” for additional details regarding the New Control Person Resolution.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Company’s directors, the only matters to be placed before the Meeting are those set forth in the accompanying Notice of Meeting and discussed below.

PRESENTATION OF FINANCIAL STATEMENTS

The audited annual financial statements of the Company for the financial year ended July 31, 2023, and the auditor’s report thereon, will be placed before the Meeting. The Company’s financial statements are available on the System of Electronic Document Analysis and Retrieval (SEDAR+) website at www.sedarplus.ca.

ELECTION OF DIRECTORS

The Company proposes to fix the number of directors of the Company at four (4) and to nominate the persons listed below for election as directors. Each director will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the names of the director nominees; their positions and offices in the Company, the period of time that they have been directors of the Company, their principal occupations or employment, and the number of Common Shares that each beneficially owns or over which control or direction is exercised, directly and indirectly.

Name, Residence and Present Position within the Company	Director Since	Number of Common Shares Beneficially Owned or Over Which Control or Direction is Exercised, Directly or Indirectly⁽¹⁾	Principal Occupation, Business or Employment⁽¹⁾
John Hagie⁽²⁾⁽³⁾ <i>Portugal</i> CEO, interim CFO, interim Corporate Secretary, Chairman & Director	January 17, 2022	688,073	Founder of Red Wave Marketing Services
Cesar Barbosa <i>Portugal</i> Vice President & Director	December 7, 2022	59,455,992 ⁽⁴⁾⁽⁵⁾	Co-Founder and Vice-President of TUGA-Global Inc.; Chief Creative Officer of Human Mobility Solutions
Antonio Camara⁽²⁾ <i>Portugal</i> Director	May 17, 2021	688,073	Professor at the New University of Lisbon; co-founder and former CEO of YDreams
Lucas Leonardi⁽²⁾ <i>France</i> Director	October 13, 2022	Nil	Automotive Global Accounts Team Director of Amazon Web Services (Sept 2022 – Present); SVP Automotive & Mobility at Valtech; Head of Connected Services for PSA Group reporting to CEO of DS brand (2018 - 2022)

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of management of the Company and has been furnished by the respective nominees. Unless otherwise stated above, any nominees named above have held the principal occupation or employment indicated for at least the five preceding years.
- (2) Member of the audit committee of the Company.
- (3) Faizaan Lalani resigned as CFO, Corporate Secretary, and director of the Company, effective May 8, 2024. Mr. Hagie was appointed as interim CFO and interim Corporate Secretary in place of Mr. Lalani, effective May 9, 2024.
- (4) 53,500,000 Common Shares are owned indirectly through Own Investments and Consulting Limited.
- (5) Pursuant to a restricted voting rights agreement with the Company, Mr. Barbosa may not, directly or indirectly, vote more than 19.9% of the

outstanding Common Shares of the Company (i.e. which is currently equal to 19,737,522 Common Shares of the Company based on 99,183,528 Common Shares issued and outstanding on the Record Date), unless the New Control Person Resolution is passed. Please refer to “*Approval of Creation of New Control Person*” for additional details regarding the New Control Person Resolution.

Corporate Cease Trade Orders or Bankruptcies

To the best of the Company’s knowledge, no proposed director or executive officer of the Company is, at the date of this Information Circular, or was within the 10 years prior to the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to an order that was issued while the proposed director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or
- (b) was subject to an order that was issued after the proposed director or executive officer 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.

For the purposes of the foregoing, “**order**” means

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) 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 best of the Company’s knowledge, no proposed director or executive officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, 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
- (b) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the best of the Company’s knowledge, no director or executive officer of the Company, nor any shareholder holding sufficient securities of the Company to materially affect control of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to approve the appointment of the auditor of the Company. Management is recommending that Shareholders vote to re-appoint Crowe MacKay LLP, Chartered Professional Accountants, of #1100, 1177 W Hastings St, Vancouver, BC, V6E 4T5 as auditor of the Company to hold office until the next annual general meeting of Shareholders, or until its successor has been appointed, and to authorize the directors to fix the remuneration of the auditor.

APPROVAL OF OMNIBUS EQUITY INCENTIVE PLAN

At the 2022 annual general meeting, the Shareholders approved the Company's amended 2021 Omnibus Equity Incentive Compensation (the "**Existing Plan**").

At the Meeting, the Shareholders will be asked to approve the Company's new 2024 Omnibus Equity Incentive Compensation (the "**New Omnibus Plan**") to replace its Existing Plan. The purpose of the New Omnibus Plan is to provide an incentive to directors, officers, employees, consultants, or eligible charitable organizations to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company, to increase their efforts on behalf of the Company, and to reward or compensate their contributions towards the long-term goals of the Company. Pursuant to policies of the CSE, the New Omnibus Plan, if approved at the Meeting, must be approved by Shareholders every three years thereafter.

The following summary of the New Omnibus Plan does not purport to be complete and is qualified in its entirety by reference to New Omnibus Plan.

The New Omnibus Plan will be administered by the Board (or a committee thereof) and will provide that the Board may from time to time, in its discretion, and in accordance with Canadian Securities Exchange ("**CSE**") requirements, grant to eligible Participants (as defined in the New Omnibus Plan), non-transferable awards (the "**Awards**"). Such Awards include options ("**Options**"), restricted share units ("**RSUs**"), share appreciation rights ("**SARs**"), deferred share unit rights ("**DSUs**") and performance share units ("**PSUs**").

The number of Common Shares reserved for issuance pursuant to Awards granted under the New Omnibus Plan will not, in the aggregate, exceed 20% of the then issued and outstanding Common Shares on a rolling basis. The New Omnibus Plan is an "evergreen" plan, meaning that Common Shares underlying Awards which have been exercised, cancelled, terminated, surrendered, forfeited or expired without being exercised shall be available for subsequent grants under the New Omnibus Plan, and the number of Awards available to grant increases as the number of issued and outstanding Common Shares increases.

The maximum number of Common Shares for which Awards may be issued to any one Participant in any 12-month period shall not exceed 5% of the outstanding Common Shares, calculated on the date an Award is granted to the Participant, unless disinterested shareholder approval as required by the policies of the CSE is obtained, or 2% in the case of a grant of Awards to any consultant or persons (in the aggregate) retained to provide Investor Relations Activities (as defined by the CSE), calculated on the date an Award is granted to the consultant or any such person, as applicable. The maximum number of Common Shares for which Awards may be issued, in aggregate, to all eligible charitable organizations (as a group) shall not exceed 1% of the outstanding Common Shares, calculated as at the date of grant. For greater certainty, eligible charitable organizations are eligible to receive only Options pursuant to the New Omnibus Plan. Further, unless disinterested shareholder approval as required by the policies of the CSE is obtained: (i) the maximum number of Common Shares for which Awards may be issued to insiders of the Company (as a group) at any point in time shall not exceed 10% of the outstanding Common Shares; and (ii) the aggregate number of Awards granted to insiders of the Company (as a group), within any 12-month period, shall not exceed 10% of the outstanding Common Shares.

On a Change of Control (as defined in the New Omnibus Plan) of the Company, the Board shall have discretion as to the treatment of Awards, including whether to (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any Awards; (ii) permit the conditional exercise or redemption of any Awards, on such terms as it sees fit; (iii) otherwise amend or modify the terms of any Awards; and (iv) terminate, following the successful completion of a Change of Control, on such terms as it sees fit, the Awards not exercised prior to the successful completion of such Change of Control. If there is a Change of Control, any Awards held by a Participant shall automatically vest following such Change of Control, on the Termination Date (as defined in the New Omnibus Plan), if the Participant is an employee, officer or a director and their employment, or officer or director position is terminated or they resign for Good Reason (as defined in the New Omnibus Plan) within 12 months following the Change of Control, provided that no acceleration of Awards shall occur in the case of a Participant that was retained to provide Investor Relations Activities unless the approval of the CSE is either obtained or not required.

The following is a summary of the various types of Awards issuable under the New Omnibus Plan:

Options

Subject to any requirements of the CSE, the Board may determine the expiry date of each Option. Subject to a limited extension if an Option expires during a Blackout Period (as defined in the New Omnibus Plan), Options may be exercised for a period of up to ten years after the grant date, provided that: (i) upon a Participant's termination for Cause (as defined in the New Omnibus Plan), all Options, whether vested or not as at the Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested Options as at the Termination Date shall automatically and immediately vest, and all vested Options will continue to be subject to the New Omnibus Plan and be exercisable for a period of 90 days after the Termination Date; (iii) in the case of the Disability (as defined in the New Omnibus Plan) of a Participant, all Options shall remain and continue to vest (and are exercisable) in accordance with the terms of the New Omnibus Plan for a period of 12 months after the Termination Date, provided that any Options that have not been exercised (whether vested or not) within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, the Board shall have discretion, with respect to such Options, to determine whether to accelerate the vesting of such Options, cancel such Options with or without payment and determine how long, if at all, such Options may remain outstanding following the Termination Date, provided, however, that in no event shall such Options be exercisable for more than 12 months after the Termination Date; (v) subject to paragraph (vi) below, in all other cases where a Participant ceases to be eligible under the New Omnibus Plan, including a termination without Cause or a voluntary resignation, unless otherwise determined by the Board, all unvested Options shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested Options will continue to be subject to the New Omnibus Plan and be exercisable for a period of 90 days after the Termination Date; and (vi) notwithstanding paragraphs (i)-(v), in connection with the resignation of the Participants holding options to purchase Common Shares granted to the directors and officers of the Company under the New Omnibus Plan, such Options shall be exercisable for a period of 90 days after the Termination Date, provided that any Options that have not been exercised within 90 days after the Termination Date will automatically and immediately expire and be forfeited on such date.

In the case of Options granted to eligible charitable organizations, all Options must expire on or before the earlier of (i) the date that is 10 years from the date of grant; and (ii) the 90th day following the date that it ceases to be an eligible charitable organization.

The exercise price of the Options will be determined by the Board at the time any Option is granted. In no event will such exercise price be lower than the last closing price of the Common Shares on the CSE less any discount permitted by the rules or policies of the CSE at the time the Option is granted. Subject to any vesting restrictions imposed by the CSE, or as may otherwise be determined by the Board at the time of grant, Options shall vest equally over a four-year period such that 25% of the Options shall vest on the first, second, third and fourth anniversary dates of the date that the Options were granted.

Restricted Share Units

Subject to any requirements of the CSE, the Board may determine the expiry date of each RSU. Subject to a limited extension if an RSU expires during a Blackout Period, RSUs may vest and be paid out for a period of up to three years after the grant date, provided that: (i) upon a Participant's termination for Cause, all RSUs, whether vested (if not yet paid out) or not as at the Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested RSUs as at the Termination Date shall automatically and immediately vest and be paid out; (iii) in the case of the Disability of a Participant, all RSUs shall remain and continue to vest in accordance with the terms of the New Omnibus Plan for a period of 12 months after the Termination Date, provided that any RSUs that have not been vested within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, the Board shall have discretion, with respect to such RSUs, to determine whether to accelerate the vesting of such RSUs, cancel such RSUs with or without payment and determine how long, if at all, such RSUs may remain outstanding following the Termination Date, provided, however, that in no event shall such RSUs be exercisable for more than 12 months after the Termination Date; and (v) in all other cases where a Participant ceases to be eligible under the New Omnibus Plan, including a termination without Cause or a voluntary resignation, unless otherwise determined by the Board, all unvested RSUs shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested RSUs will be paid out in accordance with the New Omnibus Plan.

The number of RSUs to be issued to any Participant will be determined by the Board at the time of grant. Each RSU will entitle the holder to receive at the time of vesting for each RSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of RSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. In the event settlement is made by payment in cash, such payment shall be made by the earlier of (i) 2½ months after the close of the year in which such conditions or restrictions were satisfied or lapsed and (ii) December 31 of the third year following the year of the grant date. Subject to any vesting restrictions imposed by the CSE, or as may otherwise be determined by the Board at the time of grant, RSUs shall vest equally over a three-year period such that 33.3% of the RSUs shall vest on the first, second and third anniversary dates of the date that the RSUs were granted.

Share Appreciation Rights

SARs may be issued together with Options or as standalone awards. Upon the exercise of a SAR, a Participant shall be entitled to receive payment from the Company in an amount representing the difference between the fair market value of the underlying Common Shares on the date of exercise over the grant price of the SAR. At the discretion of the Board, the payment upon the exercise of a SAR may be in cash, Common Shares of equivalent value, in some combination thereof, or in any other form approved by the Board in its sole discretion. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each SAR. Subject to a limited extension if a SAR expires during a Blackout Period, SARs will not be exercisable later than the tenth anniversary date of its grant. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of SARs upon a Participant ceasing to be eligible to participate in the New Omnibus Plan.

Deferred Share Units

The number and terms of DSUs to be issued to any Participant will be determined by the Board at the time of grant. Each DSU will entitle the holder to receive at the time of settlement for each DSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of DSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each DSU, provided that if a DSU would otherwise settle or expire during a Black Out Period, the Board may extend such date. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of DSUs upon a Participant ceasing to be eligible to participate in the New Omnibus Plan.

Performance Share Units

The number and terms (including applicable performance criteria) of PSUs to be issued to any Participant will be determined by the Board at the time of grant. Each PSU will entitle the holder to receive at the time of settlement for each PSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of PSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each PSU, provided that in no event will delivery of Common Shares or payment of any cash amounts be made later than the earlier of (i) 2½ months after the close of the year in which the performance conditions or restrictions are satisfied or lapse, and (ii) December 31 of the third year following the year of the grant date. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of PSUs upon a Participant ceasing to be eligible to participate in the New Omnibus Plan.

Shareholders will be asked at the Meeting to approve, with or without variation, the following ordinary resolution:

“BE IT RESOLVED THAT:

1. the Company’s 2024 Omnibus Equity Incentive Plan (the “**New Omnibus Plan**”) be and is hereby ratified, confirmed and approved, and that in connection therewith a maximum of 20% of the issued and outstanding common shares at the time of each grant be approved for granting as Awards;
2. the form of the New Omnibus Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities, or at the discretion of the board of directors of the Company (the “**Board**”) acting in the best interests of the Company without requiring further approval of the shareholders of the Company, notwithstanding that the Board will seek further shareholder approval to continue or amend the New Omnibus Plan no later than three years from the date hereof;
3. the Board be authorized in its absolute discretion to administer the New Omnibus Plan, and amend or modify the New Omnibus Plan in accordance with its terms and conditions and with the policies of the Canadian Securities Exchange (CSE);
4. all issued and outstanding Awards of the Company previously granted shall be continued under and governed by the New Omnibus Plan; and

5. any one or more director(s) or officer(s) of the Company be authorized and directed to do all acts and things and to execute and deliver all documents required, as in the opinion of such director or officer may be necessary or appropriate in order to give effect to this resolution.”

A copy of the New Omnibus Plan is available at the records office of the Company at #1200 – 750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T8, until the business day immediately preceding the date of the Meeting, and a copy will also be made available at the Meeting.

The Board recommends that Shareholders vote in favour of the New Omnibus Plan.

APPROVAL OF CREATION OF A NEW CONTROL PERSON

At the Meeting, the Shareholders of the Company will be asked to consider and, if deemed advisable, to approve an ordinary resolution (the "**New Control Person Resolution**") authorizing Cesar Barbosa, Vice President and a director of the Company, to become a new "Control Person" (as such term is defined in the policies of the CSE or such other stock exchange on which the Company's Common Shares are principally traded) as a result of holding approximately 59.95% of the total issued and outstanding Common Shares of the Company, on an undiluted basis.

Background:

On January 30, 2024, Cesar Barbosa, Vice President and a director of the Company, acquired 53,500,000 units of the Company (the "**Units**") at a price of \$0.01 per Unit for gross proceeds of \$535,000 (the "**Offering**"). Each Unit is comprised of one Common Share in the capital of the Company and one transferrable purchase warrant (each warrant a "**Warrant**"). Each Warrant entitles Mr. Barbosa to purchase one additional Common Share (each a "**Warrant Share**") at \$0.09 per share until January 30, 2026.

Following closing of the Offering, Mr. Barbosa holds approximately 59.95% of the total issued and outstanding Common Shares of the Company on an undiluted basis, or approximately 74.98% on a partially-diluted basis, inclusive of the exercise of all of Mr. Barbosa's warrants and management performance warrants.

The sale of the Units, and the Common Shares and Warrant Shares issuable thereby, resulted in the issuance of more than 100% of the current number of issued and outstanding Common Shares of the Company. The CSE Listings Committee approved the Company's reliance on an exemption from the shareholder approval requirements in Section 4.6(2) of CSE Policy 4 – *Corporate Governance, Security Holder Approvals and Miscellaneous Provisions* on the basis that the Company was in serious financial difficulty, and the CSE has granted a waiver for the insider participation from the requirement of Section 4.6(2)(b)(iii) of CSE Policy 4. Accordingly, the Company did not hold a vote of the Shareholders to approve the sale of the Units to Mr. Barbosa. Additionally, as a condition of Mr. Barbosa's participation in the Offering, he entered into an agreement with the Company, pursuant to which he agreed to not vote more than 19.9% of the Company's outstanding shares. This restriction on Mr. Barbosa's voting will remain in place until Shareholder approval for the creation of Mr. Barbosa as a new 'Control Person' of the Company has been obtained, in accordance with the policies of the CSE.

As at the date hereof, Mr. Barbosa holds a total of 59,455,992 Common Shares directly and indirectly through Own Investments and Consulting Limited, representing 59.95% of the total issued and outstanding Common Shares of the Company on an undiluted basis. Assuming exercise of 53,622,492 warrants and 6,000,000 management performance warrants currently held by Mr. Barbosa (and assuming no other securities of the Company are issued), Mr. Barbosa would own or have control or direction over, directly or indirectly 119,078,484 Common Shares of the Company, representing approximately 74.98% of the issued and outstanding Common Shares of the Company, on a partially-diluted basis.

In the event that the New Control Person Resolution is not approved at the Meeting, Mr. Barbosa will not be permitted to, directly or indirectly, vote more than 19.9% of the outstanding Common Shares of the Company, at the time of the relevant shareholder vote.

Recommendation of the Company's Board of Directors

The Board has reviewed and considered the securityholdings of Mr. Barbosa and the potential creation of Mr. Barbosa as a new "Control Person" of the Company. The Board unanimously recommends that the Shareholders vote in favour of the New Control Person Resolution.

Shareholder Approval:

In order to be effective, pursuant to CSE policy, the New Control Person Resolution must be approved by a simple majority of 50% plus one of the votes properly cast by Shareholders voting in present or by proxy at the Meeting. In accordance with the policies of the CSE, Mr. Barbosa may vote on this resolution, and other resolutions presented at the Meeting, with Common Shares that he holds representing up to 19.9% of the outstanding Common Shares of the Company at the time of the Meeting.

Ordinary Resolution

Shareholders will be asked at the Meeting to approve, with or without variation, the following ordinary resolution:

“BE IT RESOLVED THAT as an ordinary resolution of the Shareholders of the Company that:

1. the creation of Cesar Barbosa as a new "Control Person" of the Company within the meaning of such term under applicable securities laws and stock exchange policies is hereby authorized and approved;
2. upon passage of this resolution, Cesar Barbosa be and is hereby authorized to vote any common shares of the Company he holds at any given time, either directly or indirectly through affiliates, on any matter to be voted on by holders of common shares of the Company at a duly constituted meeting of the shareholders of the Company; and
3. any one (or more) director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this ordinary resolution.”

The Board recommends that Shareholders vote in favour of the creation of Mr. Barbosa as a new Control Person of the Company.

OTHER BUSINESS

As of the date of this Information Circular, management of the Company knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

EXECUTIVE COMPENSATION

Set out below are particulars of compensation paid to the directors and the named executive officers of the Company. For the purposes set out below, “**Named Executive Officer**” or “**NEO**” means each of the following individuals:

- (a) each individual who, during any part of the Company’s most recently completed financial year, served as the Company’s chief executive officer (“**CEO**”), including an individual performing functions similar to a chief executive officer;
- (b) each individual who, during any part of the Company’s most recently completed financial year, served as the Company’s chief financial officer (“**CFO**”), including an individual performing functions similar to a chief executive officer;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other, than the CEO and the CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) above but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

As at the end of the Company’s most recently completed financial year ended July 31, 2023, the Company had two NEOs, whose names and positions held within the Company are set out in the summary compensation table below.

Director and Named Executive Officer Compensation, excluding compensation securities

The following table is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO and director, for services provided and for services to be provided, directly or indirectly to the Company or a subsidiary of the Company, for each of the Company's two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year Ended July 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
John Hagie ⁽¹⁾⁽²⁾ <i>Portugal</i> Chief Executive Officer, Interim CFO, Interim Corporate Secretary, Chairman and Director	2023	86,843	Nil	Nil	Nil	Nil	86,843
	2022	76,943	Nil	Nil	Nil	Nil	76,943
Cesar Barbosa ⁽¹⁾⁽³⁾⁽⁴⁾ <i>Portugal</i> Vice President and Director	2023	88,565	Nil	Nil	Nil	Nil	88,565
	2022	78,318	Nil	Nil	Nil	Nil	78,318
Antonio Camara ⁽¹⁾ <i>Portugal</i> Director	2023	47,973	Nil	Nil	Nil	Nil	47,973
	2022	37,833	Nil	Nil	Nil	Nil	37,833
Lucas Leonardi ⁽⁵⁾ <i>France</i> Director	2023	N/A	N/A	N/A	N/A	N/A	N/A
	2022	N/A	N/A	N/A	N/A	N/A	N/A
Faizaan Lalani ⁽⁶⁾ <i>British Columbia, Canada</i> Former Chief Financial Officer, Corporate Secretary, and Director	2023	84,000	Nil	Nil	Nil	Nil	84,000
	2022	96,000	Nil	Nil	Nil	Nil	96,000
Daren Hermiston ⁽⁷⁾ <i>British Columbia, Canada</i> Former Director	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Kraig Schultz ⁽¹⁾⁽⁸⁾ <i>Michigan, USA</i> Former Chief Technology Officer and Director	2023	6,579	Nil	Nil	Nil	Nil	6,579
	2022	70,100	Nil	Nil	Nil	Nil	70,100
Edmundo Nobre ⁽¹⁾⁽⁹⁾ <i>Portugal</i> Former Director	2023	45,289	Nil	Nil	Nil	Nil	45,289
	2022	24,045	Nil	Nil	Nil	Nil	24,045

Notes:

(1) Messrs. Hagie, Barbosa, Camara, Schultz, and Nobre were compensated in US dollars. The figures presented in the table have been converted to Canadian dollars using the Bank of Canada exchange rates of C\$1 to USD\$0.7589 on July 31, 2023 for the figures presented

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Faizaan Lalani <i>British Columbia, Canada</i> Former Chief Financial Officer and Corporate Secretary and Director	Options ⁽¹⁾	100,000	January 11, 2023	\$0.10	\$0.065	\$0.035	January 11, 2025
Daren Hermiston <i>British Columbia, Canada</i> Former Director	Options ⁽²⁾	100,000	January 11, 2023	\$0.10	\$0.065	\$0.035	January 11, 2025

Notes:

- (1) 100,000 Options previously granted to Mr. Lalani on December 8, 2021 expired on December 8, 2023 and 100,000 Options will now expire on August 6, 2024, in accordance with the Existing Plan, following Mr. Lalani's resignation on May 8, 2024.
- (2) 100,000 Options previously granted to Mr. Hermiston on December 8, 2021 and 100,000 Options granted on January 11, 2023 were terminated on October 31, 2023 in accordance with the Existing Plan following Mr. Hermiston's resignation on August 2, 2023.

No stock options or RSUs were exercised by a director or NEO during the Company's most recently completed financial year.

Option Plans and Other Incentive Plans

On September 22, 2021, the Board approved the Existing Plan and the Existing Plan became effective on December 2, 2021. On November 3, 2022, the Existing Plan was amended by the Board to increase the number of Common Shares issuable pursuant to restricted share units ("RSUs"), share appreciation rights ("SARs"), deferred share unit rights ("DSUs"), and performance share units ("PSUs") issued under the Existing Plan from 4,229,508 to 4,449,502. The Existing Plan, as amended, was approved by the shareholders of the Company (the "Shareholders") at the annual general meeting of Shareholders held on December 7, 2022.

The purpose of the Existing Plan was to provide an incentive to directors, officers, employees and consultants to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company and to increase their efforts on behalf of the Company.

The following summary of the Existing Plan does not purport to be complete and is qualified in its entirety by reference to the Existing Plan.

The Existing Plan is administered by the Board (or a committee thereof) and provides that the Board may from time to time, in its discretion, and in accordance with CSE requirements, grant to eligible Participants (as defined in the Existing Plan), non-transferable awards (the "Awards"). Such Awards include options ("Options"), RSUs, SARs, DSUs, and PSUs.

The number of Common Shares reserved for issuance pursuant to Options granted under the Existing Plan could not, in the aggregate, exceed 10% of the then issued and outstanding Common Shares on a rolling basis. In addition, the maximum number

of Common Shares issuable pursuant to SARs, RSUs, DSUs and PSUs issued under the Existing Plan could not exceed 4,449,502, in the aggregate.

The maximum number of Common Shares for which Awards may be issued to any one Participant in any 12-month period could not exceed 5% of the outstanding Common Shares, unless disinterested shareholder approval as required by the policies of the CSE is obtained, or 2% in the case of a grant of Awards to any consultant or persons (in the aggregate) retained to provide Investor Relations Activities (as defined by the CSE). Further, unless disinterested shareholder approval as required by the policies of the CSE is obtained: (i) the maximum number of Common Shares for which Awards may be issued to insiders of the Company (as a group) at any point in time shall not exceed 10% of the outstanding Common Shares; and (ii) the aggregate number of Awards granted to insiders of the Company (as a group), within any 12-month period, shall not exceed 10% of the outstanding Common Shares.

On a Change of Control (as defined in the Existing Plan) of the Company, the Board shall have discretion as to the treatment of Awards, including whether to (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any Awards; (ii) permit the conditional exercise of any Awards, on such terms as it sees fit; (iii) otherwise amend or modify the terms of any Awards; and (iv) terminate, following the successful completion of a Change of Control, on such terms as it sees fit, the Awards not exercised prior to the successful completion of such Change of Control. If there is a Change of Control, any Awards held by a Participant shall automatically vest following such Change of Control, on the Termination Date (as defined in the Existing Plan), if the Participant is an employee, officer or a director and their employment, or officer or director position is terminated or they resign for Good Reason (as defined in the Existing Plan) within 12 months following the Change of Control, provided that no acceleration of Awards shall occur in the case of a Participant that was retained to provide Investor Relations Activities unless the approval of the CSE is either obtained or not required.

The following is a summary of the various types of Awards issuable under the Existing Plan.

Options

Subject to any requirements of the CSE, the Board may determine the expiry date of each Option. Subject to a limited extension if an Option expires during a Black Out Period (as defined in the Existing Plan), Options may be exercised for a period of up to ten years after the grant date, provided that: (i) upon a Participant's termination for Cause (as defined in the Existing Plan), all Options, whether vested or not as at the Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested Options as at the Termination Date shall automatically and immediately vest, and all vested Options will continue to be subject to the Existing Plan and be exercisable for a period of 90 days after the Termination Date; (iii) in the case of the Disability (as defined in the Existing Plan) of a Participant, all Options shall remain and continue to vest (and are exercisable) in accordance with the terms of the Existing Plan for a period of 12 months after the Termination Date, provided that any Options that have not been exercised (whether vested or not) within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, the Board shall have discretion, with respect to such Options, to determine whether to accelerate the vesting of such Options, cancel such Options with or without payment and determine how long, if at all, such Options may remain outstanding following the Termination Date, provided, however, that in no event shall such Options be exercisable for more than 12 months after the Termination Date; (v) subject to paragraph (vi) below, in all other cases where a Participant ceases to be eligible under the Existing Plan, including a termination without Cause or a voluntary resignation, unless otherwise determined by the Board, all unvested Options shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested Options will continue to be subject to the Existing Plan and be exercisable for a period of 90 days after the Termination Date; and (vi) notwithstanding paragraphs (i)-(v), in connection with the resignation of the Participants holding options to purchase Common Shares granted to the directors and officers of the Company under the Existing Plan, such options shall be exercisable for a period of 90 months after the Termination Date.

The exercise price of the Options will be determined by the Board at the time any Option is granted. In no event will such exercise price be lower than the last closing price of the Common Shares on the CSE less any discount permitted by the rules or policies of the CSE at the time the Option is granted. Subject to any vesting restrictions imposed by the CSE, or as may otherwise be determined by the Board at the time of grant, Options shall vest equally over a four year period such that 25% of the Options shall vest on the first, second, third and fourth anniversary dates of the date that the Options were granted.

Restricted Share Units

Subject to any requirements of the CSE, the Board may determine the expiry date of each RSU. Subject to a limited extension if an RSU expires during a Black Out Period, RSUs may vest and be paid out for a period of up to three years after the grant date, provided that: (i) upon a Participant's termination for Cause, all RSUs, whether vested (if not yet paid out) or not as at the

Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested RSUs as at the Termination Date shall automatically and immediately vest and be paid out; (iii) in the case of the Disability of a Participant, all RSUs shall remain and continue to vest in accordance with the terms of the Existing Plan for a period of 12 months after the Termination Date, provided that any RSUs that have not been vested within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, the Board shall have discretion, with respect to such RSUs, to determine whether to accelerate the vesting of such RSUs, cancel such RSUs with or without payment and determine how long, if at all, such RSUs may remain outstanding following the Termination Date, provided, however, that in no event shall such RSUs be exercisable for more than 12 months after the Termination Date; and (v) in all other cases where a Participant ceases to be eligible under the Existing Plan, including a termination without Cause or a voluntary resignation, unless otherwise determined by the Board, all unvested RSUs shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested RSUs will be paid out in accordance with the Existing Plan.

The number of RSUs to be issued to any Participant will be determined by the Board at the time of grant. Each RSU will entitle the holder to receive at the time of vesting for each RSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of RSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. In the event settlement is made by payment in cash, such payment shall be made by the earlier of (i) 2½ months after the close of the year in which such conditions or restrictions were satisfied or lapsed and (ii) December 31 of the third year following the year of the grant date. Subject to any vesting restrictions imposed by the CSE, or as may otherwise be determined by the Board at the time of grant, RSUs shall vest equally over a three-year period such that 33.3% of the RSUs shall vest on the first, second and third anniversary dates of the date that the RSUs were granted.

Share Appreciation Rights

SARs may be issued together with Options or as standalone awards. Upon the exercise of a SAR, a Participant shall be entitled to receive payment from the Company in an amount representing the difference between the fair market value of the underlying Common Shares on the date of exercise over the grant price of the SAR. At the discretion of the Board, the payment upon the exercise of a SAR may be in cash, Common Shares of equivalent value, in some combination thereof, or in any other form approved by the Board in its sole discretion. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each SAR. Subject to a limited extension if a SAR expires during a Black Out Period, SARs will not be exercisable later than the tenth anniversary date of its grant. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of SARs upon a Participant ceasing to be eligible to participate in the Existing Plan.

Deferred Share Units

The number and terms of DSUs to be issued to any Participant will be determined by the Board at the time of grant. Each DSU will entitle the holder to receive at the time of settlement for each DSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of DSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each DSU, provided that if a DSU would otherwise settle or expire during a Black Out Period, the Board may extend such date. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of DSUs upon a Participant ceasing to be eligible to participate in the Existing Plan.

Performance Share Units

The number and terms (including applicable performance criteria) of PSUs to be issued to any Participant will be determined by the Board at the time of grant. Each PSU will entitle the holder to receive at the time of settlement for each PSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of PSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each PSU, provided that in no event will delivery of Common Shares or payment of any cash amounts be made later than the earlier of (i) 2½ months after the close of the year in which the performance conditions or restrictions are satisfied or lapse, and (ii) December 31 of the third year following the year of the grant date. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of PSUs upon a Participant ceasing to be eligible to participate in the Existing Plan.

See “*Approval of Omnibus Equity Incentive Plan*” above for the material terms of the New Omnibus Plan. The New Omnibus Plan was adopted by the board of directors of the Company effective May 13, 2024, and is being placed before the Meeting for Shareholder approval.

External Management Companies

Except as disclosed herein, the Company is not party to any agreement or arrangement under which compensation was provided during the Company’s most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO, or performed by any other party but are services typically provided by a director or a NEO or a person performing services of a similar capacity.

John Hagie, working for Red Wave Marketing Services (“**Red Wave**”) entered into a general contract for services with TUGA-Global Inc., the Company’s wholly-owned subsidiary (“**TUGA-Global**”) dated May 25, 2021 pursuant to which Mr. Hagie agreed to provide to TUGA-Global and the Company certain executive officer services commencing on May 1, 2021 until October 31, 2021, and the contract was extended until October 31, 2022 on the same conditions. On January 17, 2023, the Company and Mr. Hagie agreed to extend this contract for an additional 12 months until October 31, 2023 on the same conditions. The contract with Mr. Hagie was subsequently extended for another 12 months until October 31, 2024. In consideration for Mr. Hagie’s role as Chief Executive Officer, the Company has agreed to compensate Red Wave USD\$5,000 per month.¹

Employment, Consulting and Management Agreements

Other than as disclosed herein, the Company does not have any agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO, or performed by any other party but are services typically provided by a director or a NEO.

General Contract for Services

Cesar Barbosa entered into a general contract for services with TUGA-Global dated January 1, 2022 pursuant to which Mr. Barbosa agreed to provide to TUGA-Global and the Company certain executive officer services commencing on January 1, 2022 until December 31, 2022. The contract with Mr. Barbosa was subsequently extended until December 31, 2024. In consideration for Mr. Barbosa’s role as Vice President, Urban Mobility and Design, the Company has agreed to compensate Mr. Barbosa USD\$6,000 per month.²

Antonio Camara entered into a general contract for services with TUGA-Global dated October 15, 2021 pursuant to which Mr. Camara agreed to provide to TUGA-Global and the Company certain director services commencing on October 15, 2021 until December 31, 2022. The contract with Mr. Camara was subsequently extended until December 31, 2024. In consideration for Mr. Camara’s role as director, the Company has agreed to compensate Mr. Camara USD\$3,250 per month.³

Oversight and Description of Director and Named Executive Officer Compensation

The Company, at its present stage, does not have any formal objectives, criteria and analysis for determining the compensation of its directors and officers and primarily relies on the discussions and determinations of the Board. When determining individual compensation levels for the Company’s NEOs, a variety of factors will be considered including: the overall financial and operating performance of the Company, each NEO’s individual performance and contribution towards meeting corporate objectives and each NEO’s level of responsibility and length of service.

The Company’s executive compensation is intended to be consistent with the Company’s business plans, strategies and goals, including the preservation of working capital. The Company’s executive compensation program is intended to provide appropriate compensation that permits the Company to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Company. The Company’s compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results.

¹ Approximately \$6588 based on the Bank of Canada exchange rate of C\$1 to USD\$0.7589 on July 31, 2023.

² Approximately \$7,906 based on the Bank of Canada exchange rate of C\$1 to USD\$0.7589 on July 31, 2023.

³ Approximately \$4,283 based on the Bank of Canada exchange rate of C\$1 to USD\$0.7589 on July 31, 2023

The Company does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. The Board intends to compensate directors primarily through the grant of stock options and reimbursement of expenses incurred by such persons acting as directors of the Company.

Pension Disclosure

The Company does not have in place any pension plans that provide for payments or benefits at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as at the end of the Company's most recently completed financial year ended July 31, 2023 with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by Shareholders (Omnibus Equity Incentive Plan)	1,330,070 ⁽¹⁾	\$0.30	3,218,930 ⁽²⁾⁽³⁾
Equity compensation plans not approved by Shareholders	N/A	N/A	N/A
Total:	1,330,070 ⁽¹⁾	\$0.30	3,218,930

Notes:

- (1) Includes 430,000 outstanding Options and 900,070 RSUs as at July 31, 2023.
- (2) Based on the Company's issued and outstanding of 45,490,004 as at July 31, 2023.
- (3) Pursuant to the Existing Plan, the number of Common Shares reserved for issuance pursuant to Options granted under the Existing Plan could not, in the aggregate, exceed 10% of the then issued and outstanding Common Shares on a rolling basis. In addition, the maximum number of Common Shares issuable pursuant to SARs, RSUs, DSUs and PSUs issued under the Existing Plan could not exceed 4,449,502, in the aggregate.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, proposed nominees for election as directors or their associates, or any former executive officers, directors and employees of the Company or any of its subsidiaries, is, as at the date of this Information Circular, or at any time since the beginning of the Company's most recently completed financial year have been, indebted to the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

On January 11, 2023, the Company granted 100,000 Options to each of Faizaan Lalani, former CFO and director of the Company, and Daren Hermiston, former director of the Company. The Options were exercisable into Common Shares at a price of \$0.10 per Common Share until January 11, 2025. As at the date hereof, the Mr. Hermiston's Options are cancelled and Mr. Lalani's Options will expire on August 6, 2024. See "Executive Compensation – Stock Options and Other Compensation Securities".

On January 30, 2024, Cesar Barbosa, Vice President and a director of the Company, participated in the Company's private placement offering of 53,500,000 Units at a price of \$0.01 per Unit for gross proceeds of \$535,000. See "*Particulars of Matters to be Acted Upon – Approval of Creation of a New Control Person*".

MANAGEMENT CONTRACTS

Management functions of the Company or any of its subsidiaries are not to any substantial degree performed by anyone other than by the directors or the executive officers of the Company or subsidiary.

CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and charged with the day-to-day management of the Company. The Canadian Securities Administrators ("CSA") have adopted National Policy 58-201 Corporate Governance Guidelines, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA has implemented National Instrument 58-101 Disclosure of Corporate Governance Practices ("**NI 58-101**"), which prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

All members of the Board are considered to be independent, except for John Hagie (Chief Executive Officer, interim CFO and interim Corporate Secretary) and Cesar Barbosa (Vice President).

The Board facilitates its independent supervision over Management by having regular Board meetings and by establishing and implementing prudent corporate governance policies and procedures.

Other Directorships

None of the directors of the Company are currently directors of other reporting issuers. Antonio Camara is a Director of Azorean Aquatic Technologies S.A., a company listed for trading on Euronext.

Orientation and Continuing Education

The Board does not have a formal policy relating to the orientation of new directors and continuing education for directors. The appointment of a new director is a relatively infrequent event in the Company's affairs, and each situation is addressed on its merits on a case-by-case basis. The Board, with the assistance of counsel, keeps itself apprised of changes in the duties and responsibilities of directors and deals with material changes of those duties and responsibilities as and when the circumstances warrant. The Board will implement an informal orientation program for new directors that suits their relative experiences. The Board will evaluate these positions, and if changes appear to be justified, formal policies will be developed and followed.

Board meetings are generally held virtually and, from time to time, are combined with presentations by management to give the directors additional insight into the Company's business. In addition, management makes itself available for discussion with the Board members.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation

and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of Management and in the best interests of the Company.

Nomination of Directors

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

Management will conduct an annual review of the compensation of the Company's directors and executive officers and make recommendations to the Board. The Board determines compensation for the directors and executive officers.

Other Board Committees

The Board has no committees other than the audit committee (the "**Audit Committee**").

Board Assessments

The Company does not conduct formal assessments of the Board or its committees as it is at an early stage of development and believes that it can assess Board and committee performance informally through discussions at Board meetings, with input from management. The Board monitors the adequacy of information given to directors, communication between the Board and Management and the strategic direction and processes of the Board and its committees. The Company may consider adopting formal assessment procedures if required.

AUDIT COMMITTEE

Audit Committee Disclosure

Pursuant to Section 224(1) of the *Business Corporations Act* (British Columbia) and National Instrument 52-110 of the Canadian Securities Administrators ("**NI 52-110**") the Company is required to have an audit committee comprising not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company as a venture issuer, to disclose annually in its Information Circular certain information concerning the composition of its Audit Committee and its relationship with its independent auditor, as set forth below.

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by: (i) reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders; (ii) reviewing the systems for internal corporate controls which have been established by the Board and management; and (iii) overseeing the Company's financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system; reviews and appraises the work of external auditors and provides an avenue of communication between the external auditors, senior management and the Board. The Audit Committee is also mandated to review and approve all material related party transactions.

The Audit Committee's Charter

The Company has adopted a Charter of the Audit Committee of the Board a copy of which is annexed hereto as Schedule "A".

Composition of the Audit Committee

The Company's Audit Committee is composed of the following:

Name	Independence ⁽¹⁾	Financial Literacy ⁽²⁾
John Hagie ⁽³⁾	Not Independent	Financially literate
Lucas Leonardi	Independent	Financially literate
Antonio Camara	Independent	Financially literate

Notes:

- (1) A member of an audit committee is independent if, in addition to meeting other regulatory requirements, the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment pursuant to NI 52-110.
- (2) An individual is financially literate if they have the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
- (3) John Hagie was appointed as a member of the audit committee following the resignation of Faizaan Lalani.

Relevant Education and Experience

Each member of the Company's Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

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

Lucas Leonardi

Mr. Leonardi is currently the Automotive Global Accounts Team Director at Amazon Web Services EMEA based in Paris, France. He recently served as SVP Mobility for Valtech (a software integrator) and he previously served under Peugeot Citroën SA Group (now Stellantis) as Head of Worldwide Strategy & Partnerships Connected Cars, then as COO for Free2Move (Stellantis Mobility brand). His career began at Hewlett-Packard in California followed by the creation and sale of his own encryption software company to Gemalto and subsequent executive positions as EMEA Snr. Business & Marketing Manager at Logitech Switzerland, and Snr. Business Development Director EMEA at Lookout in London. These experiences have provided Mr. Leonardi with an understanding of the accounting principles used by the Company to prepare its financial statements.

Antonio Camara

Mr. Camara is a Professor at the New University of Lisbon. He was a Visiting Professor at Cornell University (1988-89) and MIT (1998-99). António has conducted research on Virtual Reality and Augmented Reality and geographical information systems. In 2000, he co-founded YDreams and was the company's CEO until 2015. YDreams developed over 1500 projects in 40 countries for 50 Fortune 500 companies. YDreams Group includes three public companies: YDX and Ynvisible (both listed in Toronto and Frankfurt), and Azorean (listed in Euronext Paris). This experience has provided Mr. Camara with an understanding of the accounting principles used by the Company to prepare its financial statements. Mr. Camara's experience also allows him to analyze or evaluate the Company's financial statements.

John Hagie

Mr. Hagie founded Red Wave to help start-ups define their go-to-market strategies and activities. Mr. Hagie has extensive sales and marketing experience across varied sales motions (major accounts, channel, franchise sales) selling hardware, software and services within different locations. John spent almost 20 years at Hewlett Packard in sales, market development roles and product line management roles in an international context. Mr. Hagie previously studied at San Francisco State University. These experiences have provided Mr. Hagie with an understanding of the accounting principles used by the Company to prepare its financial statements, and Mr. Hagie is familiar with analyzing and evaluating the Company's financial statements.

In addition to the foregoing, the Company also makes third-party experts available to its Audit Committee members, including representatives of the Company's auditors, to address any questions the Audit Committee members may have regarding the preparation of the Company's financial statements.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial period, has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial period, the Company has not relied on the exemptions contained in Section 2.4, 6.1.1(4), 6.1.1(5), 6.1.1(6), or Part 8 of NI 52-110.

Pre-approval Policies and Procedures

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

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
2023 ⁽⁵⁾	\$18,000	Nil	Nil	Nil
2022	\$18,000	Nil	Nil	Nil

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.
- (5) These fees are estimated figures which have not yet been paid in full by the Company.

Exemption

The Company is relying on section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR+ website at www.sedarplus.ca. Financial information is provided in the Company's comparative annual financial statements and management's discussion and analysis for its most recently completed financial year, and available online at www.sedarplus.ca. Shareholders may request additional copies by mail to the Company's Registered and Records office at 1200 – 750 West Pender Street, Vancouver, BC V6C 2T8.

ON BEHALF OF THE BOARD OF DIRECTORS

“John Hagie”

John Hagie

Chief Executive Officer

SCHEDULE “A”**AUDIT COMMITTEE CHARTER**

The primary function of the audit committee (the “**Audit Committee**”) is to assist the Company’s board of directors (the “**Board**”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting, and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels.

The Audit Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control systems and review the Company’s financial statements;
- review and appraise the performance of the Company’s external auditors; and
- provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board.

Composition

The Audit Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgement as a member of the Audit Committee. At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee 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. The members of the Audit Committee shall be elected by the Board at its first meeting following the annual shareholder’s meeting.

Meetings

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- (a) Review and update this Audit Committee Charter annually.
- (b) Review the Company’s financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm that adequate procedures are in place for the review of the Company’s public disclosure of financial information extracted or derived from the Company’s financial statements.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The preapproval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Audit Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee. Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one more independent members of the Audit Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgements about the quality and appropriateness of the Issuer's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgements made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgements.

- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions