



NOTICE OF ANNUAL MEETING AND MANAGEMENT INFORMATION CIRCULAR
with respect to the Annual Meeting of Shareholders to be held on June 14, 2023

Dated as of May 8, 2023

SLANG WORLDWIDE INC.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the shareholders of SLANG Worldwide Inc. (the “**Company**”) will be held as a virtual shareholders’ meeting via live audio webcast online at <https://web.lumiagm.com/228943657> on Wednesday, June 14, 2023 at 2:00 PM (Eastern), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2022 and the report of the auditors thereon;
2. to elect the directors of the Company to hold office until the next annual meeting of shareholders;
3. to appoint MNP LLP, Chartered Professional Accountants, as auditor to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the board of directors;
4. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

This notice is accompanied by a management information circular, form of proxy and the annual financial statements of the Company for the year ended December 31, 2022 together with the report of the auditors thereon.

The board of directors of the Company has by resolution fixed the close of business on May 8, 2023 as the record date, being the date for the determination of the registered holders of the common shares of the Company (the “**Common Shares**”) and the restricted voting shares of the Company (the “**Restricted Shares**”) entitled to notice of and to vote at the Meeting and any adjournments or postponements thereof.

Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting. Shareholders wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must deposit his/her/its duly completed and executed form of proxy with the Company’s registrar and transfer agent, Odyssey Trust Company (“**Odyssey**”), Trader’s Bank Building, 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8, not later than 48 hours (excluding Saturdays, Sundays, and holidays) before the time of the Meeting or adjournments or postponements thereof at which the proxy is to be used.

The Company has made arrangements to hold the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors of the Company and management as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at <https://web.lumiagm.com/228943657>. Beneficial shareholders (being shareholders who hold their securities through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend as a guest and view the webcast but not be able to participate or vote at the Meeting.

As a shareholder of the Company, it is very important that you read the management information circular of the Company dated May 8, 2023 and other Meeting materials carefully. They contain important information with respect to voting your securities and attending and participating at the Meeting.

Shareholders who wish to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person’s name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your shares, including if you are a nonregistered

shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, shareholders MUST send an email to appointee@odysseytrust.com and provide with their proxyholder's contact information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email.

DATED at Toronto, Ontario, as of the 8th day of May 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"/s/ Ruth Chun"

Ruth Chun

Director and Chair of the Board

SLANG WORLDWIDE INC.
Management Information Circular

Unless otherwise stated, information contained herein is given as of May 8, 2023. All references to dollar amounts herein are references to Canadian dollars unless otherwise indicated.

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Solicitation of Proxies

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation by the management of SLANG Worldwide Inc. (the “**Company**”) of proxies to be voted at the annual meeting (the “**Meeting**”) of the holders (the “**shareholders**”) of common shares (“**Common Shares**”) and restricted voting shares (“**Restricted Shares**” and collectively with the Common Shares referred to herein as the “**Shares**”) of the Company to be held as a virtual shareholders’ meeting via live audio webcast online at <https://web.lumiagm.com/228943657> on Wednesday, June 14, 2023 at 2:00 PM (Eastern), for the purposes set forth in the accompanying Notice of Meeting.

Unless otherwise stated, the information contained in this Information Circular is given as at May 8, 2023.

In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) the Company has delivered proxy-related materials to intermediaries to forward to Beneficial Shareholders (as defined herein). The Company does not intend to pay for intermediaries to forward to OBOs (as defined herein) under NI 54-101 the proxy-related materials. In the case of an OBO, the OBO will not receive the materials unless the OBO’s intermediary assumes the cost of delivery.

The head office of the Company is located at 50 Carroll Street, Toronto, Ontario, M4M 3G3 and its telephone number is 833-752-6499. The registered and records office of the Company is located at 77 King Street West, Suite 400, Toronto, Ontario, M5K 0A1.

The solicitation of proxies by management of the Company will be made primarily by mail but solicitation may be made by telephone or in person with the cost of such solicitation to be borne by the Company. **While no arrangements have been made to date, the Company may contract for the solicitation of proxies for the Meeting. Such arrangements would include customary fees which would be borne by the Company.**

Appointment of Proxyholder

The persons named in the enclosed form of proxy for the Meeting are officers of the Company and nominees of management. **A registered shareholder has the right to appoint some other person or company, who need not be a shareholder, to represent such registered shareholder at the Meeting by striking out the names of the persons designated in the accompanying form of proxy and by inserting the name of that other person or company in the blank space provided.** If a registered shareholder appoints one of the persons designated in the accompanying form of proxy as a nominee and does not direct the said nominee to vote either “For”, “Against” or “Withhold”, as applicable, from voting on a matter or matters with respect to which an opportunity to specify how the Shares registered in the name of such registered shareholder shall be voted, the proxy shall be voted “For” such matter or matters.

The instrument appointing a proxyholder must be in writing and signed by the registered shareholder, or such registered shareholder’s attorney authorized in writing, or if the registered shareholder is a corporation, by the authorized representative or a duly authorized person on behalf, of such corporation. An undated but executed proxy will be deemed to be dated the date of the mailing of the proxy. In order for a proxy to be valid, a registered shareholder must:

- (a) sign and print his or her name on the lines specified for such purpose at the bottom of the form of proxy; and
- (b) return the properly executed and completed form of proxy by mailing it or delivering it by hand in the appropriate enclosed return envelope addressed to Odyssey Trust Company (“**Odyssey**”),

to be received no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment(s) of the Meeting, unless the Chair of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Revocation of Proxy

A registered shareholder may revoke a proxy by delivering a signed instrument in writing executed by such registered shareholder or by the registered shareholder’s attorney authorized in writing or, where the registered shareholder is a corporation, by a duly authorized officer or attorney of such corporation, 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 thereof, with the Chair of the Meeting on the day of the Meeting or any adjournment thereof, or before any vote in respect of which the proxy is to be used shall have been taken, or in any other manner permitted by law.

Voting of Proxies

A registered shareholder may direct the manner in which his or her Shares are to be voted or withheld from voting in accordance with the instructions of the registered shareholder by marking the form of proxy accordingly. The management nominees designated in the enclosed form of proxy will vote the Shares represented by proxy in accordance with the instructions of the registered shareholder on any resolution that may be called for and if the registered shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **Where no choice is specified with respect to any resolution or in the absence of certain instructions, the Shares represented by a proxy given to management will be voted “For” the resolution. If more than one direction is made with respect to any resolution, such Shares will similarly be voted “For” the resolution.**

Exercise of Discretion by Proxyholders

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the proxyholders named therein with respect to amendments or variations of matters identified in the accompanying Notice of Meeting, and other matters not so identified which may properly be brought before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting. If any amendment or variation or other matter comes before the Meeting, the persons named in the proxy will vote in accordance with their judgement on such amendment, variation or matter.

VOTING BY BENEFICIAL SHAREHOLDERS

The information set out in this section is important to many shareholders as a substantial number of shareholders do not hold their Shares in their own name.

Persons who hold Shares through their brokers, agents, trustees or other intermediaries (such shareholders, “**Beneficial Shareholders**”) should note that only proxies deposited by registered shareholders whose names appear on the share register of the Company may be recognized and acted upon at the Meeting. If Shares are shown on an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases the name of such Beneficial Shareholder will not appear on the share register of the Company. Such Shares will most likely be registered in the name of the broker or an agent of the broker. In Canada, the vast majority of such Shares will be registered in the name of “CDS & Co.”, the registration name of CDS Clearing and Depository Services Inc. which acts as a nominee for many brokerage firms. Shares held by brokers, agents, trustees or other intermediaries can only

be voted by those brokers, agents, trustees or other intermediaries in accordance with instructions received from Beneficial Shareholders. As a result, Beneficial Shareholders should carefully review the request for voting instructions (“VIF”) provided with this Information Circular and ensure they communicate how they would like their Shares voted in accordance with those instructions.

Beneficial Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as “NOBOs”. Those Beneficial Shareholders who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as “OBOs”. In accordance with the requirements of NI 54-101, the Company has delivered proxy-related materials to intermediaries to forward to Beneficial Shareholders. The Company does not intend to pay for intermediaries to forward to OBOs under NI 54-101 the proxy-related materials. In the case of an OBO, the OBO will not receive the materials unless the OBO’s intermediary assumes the cost of delivery.

Generally, a Beneficial Shareholder who has not waived the right to receive Meeting materials will either:

- (a) be given a form of proxy which has already been signed by the intermediary (typically by a facsimile with a stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Shareholder and must be completed, but not signed, by the Beneficial Shareholder and deposited with Odyssey; or
- (b) more typically, be given a VIF which is not signed by the intermediary and which, when properly completed and signed by the Beneficial Shareholder and returned to the intermediary or its service Company, will constitute voting instructions which the intermediary must follow.

VIFs should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the Shares which they beneficially own. Beneficial Shareholders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting Shares registered in the name of their broker, agent, trustee or other intermediary, a Beneficial Shareholder may attend the Meeting as a proxyholder for a registered shareholder and vote Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting or have someone else attend on their behalf, and indirectly vote their Shares as proxyholder for the registered shareholder should contact their broker, agent, trustee or other intermediary well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Shares as a proxyholder.

If you are a Beneficial Shareholder, and the Company or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF.

ACCESSING AND VOTING AT THE VIRTUAL MEETING

Registered shareholders may vote at the Meeting by completing a ballot online during the Meeting, as further described below. See “How do I attend and participate at the Meeting?”.

Beneficial shareholders who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting. This is because the Company and its transfer agent do not have a record of the beneficial shareholders of the Company, and, as a result, will have no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as proxyholder. If you are a beneficial shareholder and wish to vote

at the Meeting, you have to appoint yourself as proxyholder, by inserting your own name in the space provided on the VIF sent to you and must follow all of the applicable instructions provided by your intermediary. See “Appointment of a Third Party as Proxy” and “How do I attend and participate at the Meeting?”.

Appointment of a Third Party as Proxy

The following applies to shareholders who wish to appoint a person (a “**third party proxyholder**”) other than the management nominees set forth in the form of proxy or VIF as proxyholder, including beneficial shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

Shareholders who wish to appoint a third party proxyholder to attend, participate or vote at the Meeting as their proxy and vote their Shares MUST submit their proxy or VIF (as applicable) appointing such third party proxyholder AND register the third party proxyholder, as described below. Registering your proxyholder is an additional step to be completed AFTER you have submitted your proxy or VIF. Failure to register the proxyholder will result in the proxyholder not receiving a Username to attend, participate or vote at the Meeting.

- **Step 1: Submit your proxy or VIF:** To appoint a third party proxyholder, insert such person’s name in the blank space provided in the form of proxy or VIF (if permitted) and follow the instructions for submitting such form of proxy or VIF. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or VIF. If you are a beneficial shareholder located in the United States, you must also provide Odyssey with a duly completed legal proxy if you wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder. See below under this section for additional details.
- **Step 2: Register your proxyholder:** To register a proxyholder, shareholders MUST send an email to appointee@odysseytrust.com by 2:00 PM (Eastern) on June 12, 2023 and provide Odyssey with the required proxyholder contact information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting.

If you are a beneficial shareholder and wish to attend, participate or vote at the Meeting, you have to insert your own name in the space provided on the VIF sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary AND register yourself as your proxyholder, as described above. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary. Please also see further instructions below under the heading “How do I attend and participate at the Meeting?”.

Legal Proxy – US Beneficial Shareholders

If you are a beneficial shareholder located in the United States and wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above and below under “How do I attend and participate at the Meeting?”, you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting information form sent to you, or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to Odyssey. Requests for registration from beneficial shareholders located in the United States that wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as their proxyholder must be sent by e-mail to appointee@odysseytrust.com and received by 10:00 AM (Eastern) on June 12, 2023.

How do I attend and participate at the Meeting?

The Company is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. In order to attend, participate or vote at the Meeting (including for voting and asking questions at the Meeting), shareholders must have a valid Username.

Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at <https://web.lumiagm.com/228943657>. Such persons may then enter the Meeting by clicking “I have a login” and entering a Username and Password before the start of the Meeting:

- Registered shareholders: The control number located on the form of proxy is the Username. The Password to the Meeting is “slang2023” (case sensitive). If as a registered shareholder you are using your control number to login to the Meeting and you have previously voted, you do not need to vote again when the polls open. By voting at the meeting, you will revoke your previous voting instructions received prior to voting cutoff.
- Duly appointed proxyholders: Odyssey will provide the proxyholder with a Username by e-mail after the voting deadline has passed. The Password to the Meeting is “slang2023” (case sensitive). Only registered shareholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting. Beneficial shareholders who have not duly appointed themselves as proxyholder will be able to attend the meeting as a guest but not be able to participate or vote at the Meeting. Shareholders who wish to appoint a third party proxyholder to represent them at the Meeting (including beneficial shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting) MUST submit their duly completed proxy or VIF AND register the proxyholder. See “Appointment of a Third Party as Proxy”.

SECURITIES ENTITLED TO VOTE

As of May 8, 2023, the authorized share capital of the Company is divided into Common Shares, Preferred Shares and Restricted Shares of which 82,717,653 Common Shares, no Preferred Shares and 135,522,473 Restricted Shares are issued and outstanding. Each shareholder is entitled to one vote for each Share registered in his or her name at the close of business on May 8, 2023 (the “**Record Date**”), the date fixed by the board of directors of the Company (the “**Board**”) as the record date for determining the shareholders entitled to receive notice of and to vote at the Meeting, provided that holders of Restricted Shares are not entitled to vote for the election or removal of the directors of the Company.

The failure of any shareholder to receive notice of the Meeting does not deprive a shareholder of the entitlement to vote at the Meeting. Every shareholder of record at the close of business on the Record Date who personally attends the Meeting will be entitled to vote at the Meeting or any adjournment thereof, except to the extent that:

- (a) such shareholder has transferred the ownership of any of his or her Shares after the Record Date; and
- (b) the transferee of those Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Shares, and demands, not later than 10 days before the Meeting, that his or her name be included in the list of shareholders entitled to vote at the Meeting, in which case the transferee is entitled to vote those Shares at the Meeting.

Both the Common Shares and the Restricted Shares are without par value and carry the right to one vote each, with the exception that the Restricted Shares are not entitled to vote for the election of directors.

No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to either the Common Shares or the Restricted Shares.

As at the date of this Information Circular, the Common Shares, Preferred Shares and Restricted Shares represent approximately 38.08%, 0% and 61.92% of the total issued and outstanding shares, respectively, and approximately 38.08%, 0% and 61.92% of the voting power attached to all of the issued and outstanding shares, respectively. Each Restricted Share is convertible into one Common Share, without payment of additional consideration, at the option of the holder if there is an offer to purchase the Common Shares which must be made by reason of applicable securities legislation or the rules or policies of a stock exchange to all or substantially all of the holders of Common Shares any of whom are in, or whose last address as shown on the books of the Company is in, a province or territory of Canada to which the relevant requirement applies.

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

The audited consolidated financial statements of the Company for the year ended December 31, 2022, including the report of the auditors thereon, will be tabled at the Meeting and will be received by the shareholders. These audited consolidated financial statements of the Company for the year ended December 31, 2022 and the report of the auditors thereon and the related management's discussion and analysis are available under the Company's profile on SEDAR at www.sedar.com.

Election of Directors

The directors on the board of directors of the Company are elected at each annual meeting of shareholders and hold office until the close of the next annual meeting or until their successors are duly elected or appointed, unless their office is earlier vacated in accordance with the *Canada Business Corporations Act* ("**CBCA**"). Management proposes to nominate each of the following seven persons for election as a director of the Company. Proxies cannot be voted for a greater number of persons than the number of nominees named.

Holders of Common Shares are entitled to vote their Common Shares for the election of directors. Holders of Restricted Shares do not have any right to vote their Restricted Shares for the election of directors.

In the absence of instructions to the contrary, the enclosed form of proxy will be voted "FOR" the nominees listed below.

The by-laws of the Company include advance notice provisions for the election of directors of the Company. The advance notice provisions require advance notice by any shareholder who intends to nominate any person for election as a director of the Company. Among other things, the advance notice provisions set a deadline by which such shareholders must notify the Company in writing of an intention to nominate directors prior to any meeting of shareholders at which directors are to be elected and set forth the information that the shareholder must include in the notice for it to be valid.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days prior to the date of the annual meeting; provided, however, that if the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

As a group, the proposed directors beneficially own, or control or direct, directly or indirectly, a total of 0 Common Shares, representing 0% of the Common Shares outstanding.

Name, Province or State and Country of Residence, Position	Principal Occupation or Employment for the Past Five Years	Director Since	Number of Securities Beneficially Owned or Controlled
Felicia Snyder ⁽²⁾⁽³⁾ Ontario, Canada Director	Relax.House Inc., President and Co-CEO (December 2020 – Present); Canopy Growth Corporation (“ Canopy Growth ”), Vice President (September 2018 – September 2020); Hiku Brands Co Ltd., Senior Vice President (December 2017 – September 2018); Tokyo Smoke Brands, Vice President (April 2017 – December 2017)	2021	788,921 stock options
Kevin Albert ⁽¹⁾⁽⁴⁾ New York, USA Director	Pantheon Ventures LLC, Partner (September 2010 – December 2019)	2022	788,921 stock options
Sandra Levy ⁽²⁾⁽³⁾ Ontario, Canada Director	Canadian Olympic Committee, Chief People and Culture Officer (October 2020 – Present); RioCan Real Estate Investment Trust, Vice President Human Resources (April 2018 – October 2020); First Capital Realty, Vice President People and Corporate Affairs (June 2015 – July 2018)	2022	788,921 stock options
Ruth Chun ⁽¹⁾⁽²⁾⁽⁴⁾ Ontario, Canada Director	Chun Law Professional Corporation, Founder and Lawyer (September 2019 – Present); HEXO Corp., Senior Legal Counsel (May 2019 – June 2019); Newstrike Brands Ltd./Up Cannabis Inc. (March 2017 – May 2019)	2022	788,921 stock options
Todd Boudreau ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ Massachusetts, USA Director	ACL Capital Partners Business Advisory, Founding Partner (March 2022 – Present); Morrison & Foerster International Law Firm, Partner, Attorney, Co-Chair Private Equity and Investments (March 2019 – March 2022); Foley & Lardner International Law Firm, Partner, Attorney, Chair Private Equity and Investments (July 2006 – March 2019)	2022	788,921 stock options
Adam Crocker ⁽¹⁾⁽⁴⁾ California, USA Director	Logbook Investments, Chief Investment Officer (May 2016 – Present)	2022	788,921 stock options

Notes:

- (1) Audit committee member.
- (2) Compensation committee member.
- (3) Nominating and Governance committee member.
- (4) Mergers and Acquisition and Investment committee member.

The information as to residence, principal occupation and number of Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been taken from the System for Electronic Disclosure by Insiders (SEDI) or furnished by the respective nominees as of May 8, 2023.

Biographies

The following are brief profiles of each of the proposed nominees, including a description of each individual’s principal occupation within the past five years.

Felicia Snyder, Director

Felicia Snyder was a Founding Executive at Tokyo Smoke, one of Canada’s most recognized cannabis brands and a leading Canadian cannabis retailer. Felicia led the company through its merger with Doja Cannabis and its eventual sale to Canopy Growth. Post-acquisition, Felicia was Vice President at Canopy Growth, managing Canopy’s portfolio

of premium cannabis brands. Prior to Tokyo Smoke, Felicia worked for several years in South Korea at Samsung Electronics in its Global Strategy Group and Smart TV Services Group where she led a variety of projects related to business strategy, acquisitions, investments, and developing new partnerships, products and services. She was also a Senior Market Manager at Google in Mountain View. She began her career as a Management Consultant at Oliver Wyman, a global consulting firm.

Kevin Albert, Director

Kevin Albert worked in the investment banking division of Merrill Lynch & Co. for 24 years. Now retired, he is currently managing a portfolio of private investments, the majority of which are in the legal cannabis industry. From September 2010 through December 2019, Mr. Albert was a Senior Partner of Pantheon Ventures LLC (“**Pantheon**”) and a member of its six-person Partnership Board. For most of his nine-year tenure there, he was responsible for the firm’s global business development, and during this time Pantheon’s assets under management increased from approximately US\$25 billion to approximately US\$50 billion.

From 2006 until 2017, he also served as an independent director on the board of Merrill Lynch Ventures, LLC, a series of private equity partnerships offered to Merrill Lynch employees aggregating over US\$1.8 billion of original committed capital. He currently serves as an independent director on the boards of Conception Holdings, Inc., Octavius Holdings Inc dba, Flow Cannabis Company, and Achari Venture Holding Corp I, a special purpose acquisition company targeting a merger with a non-plant touching cannabis company. Mr. Albert has a BA and an MBA from the University of California, Los Angeles where he continues to be involved as the Chair of the Board of Visitors of the Economics Department.

Sandra Levy, Director

Sandra Levy is currently the Chief People & Culture Officer at the Canadian Olympic Committee where she oversees all aspects of human resources, health and safety and Diversity, Equity and Inclusion. Sandra is a senior human resources executive with over 25 years’ experience in human resources and legal roles. She is a lawyer by training and brings proven management expertise from both national and global organizations including, Magna International Inc., PlyGem Inc. and RioCan Real Estate Investment Trust.

Sandra has strong corporate board and volunteer board experience. Currently she sits on the Create TO (City of Toronto) Board of Directors and chairs its Human Resources Committee; she also sits on the board of Trustees of SIR Royalty Income Fund and chairs its Governance Committee; and she is a Member of the Board of Directors of GFL Environmental Inc.

Sandra is a two-time Olympian for Canada and competed in the 1988 and 1992 Olympic Games in the sport of field hockey.

Ruth Chun, Director

Ruth Chun is a lawyer focused on advising regulated businesses in the cannabis, psychedelics, CPG and renewable energy industries. Prior to founding Chun Law Professional Corporation, she was the general counsel and corporate secretary for Newstrike Brands Ltd. / Up Cannabis Inc. and senior legal counsel at HEXO Corp. through its acquisition of Newstrike. Her experience includes listings, debt, and equity financing, public and private M&A, cannabis and regulatory matters. She is regularly called upon as a speaker, industry expert and guest lecturer at various colleges and universities and is on the advisory board of the Osgoode Professional Development Certificate in Cannabis Law and Regulation. She is also a contributing editor to Canada’s Cannabis Act: Annotation and Commentary.

Ms. Chun currently serves on several boards and is the chairperson of SAVIS of Halton. She has previously acted as and independent director and was a member of audit and special committees of publicly listed boards. She served as the first female executive at a leading insurer in southern Africa as the head of legal and compliance and was a partner at Africa’s largest law firm. Previously, she chaired Rio Tinto’s pension fund for Rössing Uranium Mine and

was a trustee of the Alexander Forbes umbrella group of funds. She received a Hon BA (Trinity College), MA from the University of Toronto and Juris Doctor from Queens University. She is called to the bar in Ontario, New York and Namibia.

Todd Boudreau, Director

Todd Boudreau is an attorney and the Founding Partner at ACL Capital Partners. Mr. Boudreau brings over 20 years of legal and business experience assisting global companies and investment managers on a wide range of matters including venture, growth, and control capital partnerships, business sale and acquisition transactions, strategic partnerships, joint ventures, and US expansion. Mr. Boudreau is highly experienced in assisting family offices, sovereign wealth funds, pensions and endowments with direct and co-mingled investments and fund managers with direct investment transactions, fund formation, and US partnerships. He represents companies in industries such as technology (including software and fintech), life sciences, health services, medical devices, consumer, and aerospace and defense. Prior to founding ACL Capital Partners, Mr. Boudreau was the Co-Chair of the Private Equity Investments & Buyout Group with Morrison & Forester and the Chair of the Investments & Buyout Group with Foley & Lardner.

Mr. Boudreau is also an active member of the legal and business community. He is the current Chair of the American Bar Association's Institutional Investment Committee and has consistently received the highest Martindale-Hubbell AV Ranking of "Preeminent" by his legal industry peers. He serves on various committees of the Institutional Limited Partners Association ("ILPA") and as the founding sponsor for the ILPA's emerging managers conference. Mr. Boudreau has also served on the board of directors of the Association for Corporate Growth, as a judge for MassChallenge entrepreneurship competition, and the Verizon Powerful Answers Award. Mr. Boudreau is an advisor to multiple emerging fund managers, start-up companies and has ongoing partnerships with the Swiss-based Swissnex and VentureLab entrepreneurship program for technology and life sciences, the India-based Venture Catalysts start-up incubator, and Harvard Business School's search fund accelerator program. Mr. Boudreau is also a board member for the non-profit CareerSpring and serves as an advisor for the non-profit CareQuest Innovation Partners incubator program.

Adam Crocker, Director

Adam Crocker, CFA is Founder and Chief Investment Officer of Logbook Investments, a value fund with research on core positions enhanced by insights from books. Logbook launched in 2016 and is seeded by his former employer. Prior to Logbook, Adam was a co-manager at Metropolitan Capital Advisors. Before joining Metropolitan, he was an analyst at Morgan Stanley Investment Management conducting research on behalf of growth and value investment teams. He began his career in Leveraged Finance investment banking at JPMorgan. Adam is a graduate of the Value Investing Program at Columbia Business School and has an undergraduate degree in Economics from Columbia University.

Corporate Cease Trade Orders

To the knowledge of the Company, no proposed director is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, Chief Executive Officer or Chief Financial Officer of any company (including the Company) that: (a) was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemptions under Canadian securities legislation that was in effect for a period of more than 30 consecutive days (an "order"), that was issued while the proposed director 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 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.

Corporate Bankruptcies

To the knowledge of the Company, no proposed director: (a) is, as at the date of this Information Circular, or has been within the ten 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 ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

To the knowledge of the Company, no proposed director has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted "FOR" the appointment of MNP LLP, Chartered Professional Accountants, as the auditor of the Company to hold office until the close of the next annual meeting of shareholders of the Company or until a successor is appointed. It is proposed that the remuneration to be paid to the auditor be fixed by the Board. MNP LLP was appointed as the auditor for the Company on September 7, 2022, following the resignation of Baker Tilly LLP, Chartered Professional Accountants ("**Baker Tilly**"), at the Company's request. In accordance with Section 4.11 of National Instrument 51-102 Continuous Disclosure Obligations ("**NI 51-102**"), attached to this management information circular as Appendix "A" is a Notice of Change of Auditor advising that the Company appointed MNP LLP as auditors of the Company on September 7, 2022, for the balance of the ensuing year to fill the vacancy caused by the resignation of Baker Tilly on September 7, 2022. The Notice of Change of Auditor states that there have been no reservations in the auditors' reports nor have there been any reportable events, as defined by NI 51-102. The recommendation to appoint MNP LLP to fill the vacancy in the position of auditor was approved by the directors of the Company. Letters from MNP LLP and Baker Tilly confirming their agreement with the Notice of Change of Auditor are attached to the Notice of Change of Auditor in Appendix "A".

Fees Paid to Auditor and their Independence from the Company

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit, audit-related, tax and all other fees are as follows:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
2022	\$536,724	Nil	Nil	\$2,070
2021	\$450,289	Nil	Nil	\$5,150

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit 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.

In the event the Company wishes to retain the services of the Company's external auditors for any non-audit services, prior approval of the Audit Committee must be obtained. All of the engagements and fees for the years ended December 31, 2022 and December 31, 2021 were pre-approved or ratified by the Audit Committee. The Audit Committee reviews with its auditor whether the non-audit services to be provided are compatible with maintaining the auditor's independence.

OWNERSHIP OF SHARES

Ownership by Management

The following table sets forth certain information regarding beneficial ownership of the Company's Shares, as of May 8, 2023, by each of the Company's executive officers:

Name	Beneficially Owned ⁽¹⁾	Percentage
John Moynan, Chief Executive Officer and Corporate Secretary	822,763 Common Shares 92,822 Restricted Shares	0.99% 0.07%
Mike Rutherford, Chief Financial Officer	314,454 Common Shares	0.38%

Notes:

- (1) These amounts do not include Options or RSUs.

Ownership by Principal Shareholders

To the Company's knowledge, as of May 8, 2023, other than as described below, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company.

Name	Number and Type of Securities ⁽¹⁾	Type of Ownership	Percentage of Class
Pura Vida Investments, LLC	8,183,768 Common Shares ⁽²⁾ 1,697,283 Warrants USD\$5,154,639 Convertible Debt Note	Beneficial and of record	10%

Notes:

- (1) The information as to shares beneficially owned, controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been derived from public sources available to the Company.
- (2) Includes 8,183,768 Common Shares held by funds managed by Pura Vida Investments, LLC ("Pura Vida") and its affiliate, Pura Vida Pro, LLC ("Affiliate"). Pura Vida and its Affiliate, on behalf of certain investment funds and portfolios managed by them, also exercise control or direction over an aggregate of 1,697,283 Warrants. Each such Warrant entitles the holder thereof to acquire one Common Share at an exercise price of \$3.12 per Common Share until November 26, 2024. Pura Vida and its Affiliate are also lenders to the Company under its senior secured credit facility. Pura Vida and its Affiliate hold a principal amount of US\$5,154,639 under such facility, which, together with compounded interest of 9.75% per annum and an additional maturity fee of US\$1,082,404.22, is convertible into Common Shares at a price per Common Share equal to US\$0.7638.

QUORUM

The quorum for the transaction of business at a meeting of shareholders is two or more persons present at the commencement of the meeting holding, or representing by proxy, not less than five percent (5%) of the votes attached to all shares entitled to vote at the meeting.

No business may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting.

CORPORATE GOVERNANCE

The Company's Board and executive officers consider good corporate governance to be an important factor in the efficient and effective operation of the Company.

Board of Directors

The Board is currently composed of six directors: Felicia Snyder, Kevin Albert, Ruth Chun, Sandra Levy, Adam Crocker, Todd Boudreau.

National Policy 58-201 – *Corporate Governance Guidelines* suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. Of the proposed nominees for directors of the Company, all six (Felicia Snyder, Kevin Albert, Sandra Levy, Ruth Chun, Todd Boudreau and Adam Crocker) are considered by the Board to be “independent” within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

In order to ensure that the Board exercises independent judgment in carrying out its responsibilities, the independent members of the Board meet without the presence of the non-independent directors and management, known as “in-camera” meetings, before or after every regularly scheduled meeting and at such other times as they deem appropriate.

The Board is responsible for determining the compensation paid to the directors of the Company. The directors establish director compensation based on the recommendations of the compensation committee which is comprised of independent directors, and review of the compensation paid to directors of similar stage entities.

Position Descriptions

The Board has adopted a written position description for the chair of the Board, which sets out the chair's key responsibilities, including, as applicable, duties relating to setting Board meeting agendas, chairing Board and shareholders meetings, director development and communicating with shareholders and regulators.

The Board has also adopted a written position description for the chair of the Audit Committee, the Chair of the Compensation Committee, the Chair of the Nominating and Governance Committee and the Chair of the Mergers and Acquisitions and Investment Committee. Each position description sets out each of the committee chair's key responsibilities, including duties relating to setting committee meeting agendas, chairing committee meetings and working with the respective committee and management to ensure, to the greatest extent possible, the effective functioning of the committee.

The activities of the executive officers are subject to the overriding supervision and direction of the Board. The Board has adopted a written position description for the Chief Executive Officer which sets out the key responsibilities of the position. The primary functions of the Chief Executive Officer will be to lead the management of the business

and affairs of the Company, to lead the implementation of the resolutions and the policies of the Board, to supervise day to day management and to communicate with shareholders and regulators. The Board also considers that the role and responsibilities of the Chief Executive Officer are to develop the Company's strategic plans and policies, recommend such plans and policies to the Board, report relevant matters to the Board, facilitate communications between the Board and Management, provide executive leadership and identify business risks and opportunities and manage them accordingly. The mandate of the Chief Executive Officer will be considered by the Board for approval at least annually.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, orientation of new members of the Board is conducted by informal meetings with members of the Board, briefings by management, and the provision of copies of or access to the Company's documents.

The Company has not adopted formal policies respecting continuing education for Board members. Board members are encouraged to communicate with management, legal counsel, auditors and consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

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 the CBCA on an individual director's participation in decisions of the Board in which the director has an interest have helped to ensure that the Board operates independently of management and in the best interests of the Company.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, if a director of the Company also serves as a director or officer of another company engaged in similar business activities to the Company, that director must comply with the conflict of interest provisions of the CBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors that evoke such a conflict.

Nomination of Directors

When there is a need to fill a position on the Board, either due to a vacancy or as required to carry out the Board's duties effectively and maintain a breadth of experience, the Nominating and Governance Committee assists the current directors with identifying individuals qualified to become new Board members and potential candidates for consideration to fill perceived needs on the Board for required skills, expertise, independence and other factors.

None of the above directors has entered into any arrangement or understanding with any other person pursuant to which he or she was, or is to be, elected as a director of the Company or a nominee of any other person.

Board Committees

The Board has an Audit Committee, a Compensation Committee, a Nominating and Governance Committee and a Merger and Acquisition Committee. For more detail on the committees of the board, see "*Committees of the Board of Directors*".

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 committees. On a regular basis, the Board assesses the performance of the Board as a whole, each of the individual directors and each committee of the Board in order to satisfy itself that each is functioning effectively.

Corporate Policies

The Board has adopted the following policies in place for its directors, officers, employees, and consultants:

- Board Communications Policy
- Board Mandate
- Code of Business Conduct and Ethics
- Corporate Disclosure Policy
- Diversity Policy
- Insider Trading Policy
- Privacy Policy
- Social Media Policy

The above noted policies are on the Company's website, <https://slangww.com/pages/governance>, shareholders may also contact the Company to request copies via email at leah.hodges@slangww.com.

Diversity and Inclusion

The Board has adopted a Diversity Policy that sets forth the Company's approach to achieving and maintaining inclusion on its Board and in executive officer positions, diversity includes, but is not limited to, gender, ethnicity, aboriginal status, physical disabilities and age (collectively, "**Designated Groups**"). The Company is of the view that Board member and executive officer appointment decisions should be based on merit and remains committed to selecting the best person to fulfill these roles. At the same time, the Company recognizes that diversity is important to ensure that the profiles of Board members and executive officers provide the necessary range of perspectives, experience and expertise required to achieve effective stewardship and management. In an increasingly complex global marketplace, the ability to draw on a wide range of viewpoints, backgrounds, skills, and experience is critical to the Company's success. By bringing together individuals from diverse backgrounds and giving each person the opportunity to contribute their skills, experience and perspectives in an inclusive workplace, the Company believes that it is better able to develop solutions to challenges and deliver sustainable value for the Company and its stakeholders. The Company considers diversity to be an important attribute of a well-functioning Board and an efficient team of executive officers.

The Company considers its current Board to be diverse, three (50%) are women and three (50%) are individuals from Designated Groups. Of the Company's current members of senior management, none (0%) are women and none (0%) are individuals from Designated Groups.

OTHER DIRECTORSHIPS

The following current and proposed directors of the Company also serve as directors of other reporting issuers:

Director	Other Reporting Issuer(s)
Kevin Albert	Achari Venture Holding Corp I (NASDAQ)
Sandra Levy	SIR Royalty Income Fund (TSX) GFL Environmental Inc. (TSX)

Director	Other Reporting Issuer(s)
Felicia Snyder	StateHouse Holdings Inc. (CSE)

MEETINGS OF THE BOARD OF DIRECTORS

The Board meets at least once each calendar quarter to review, among other things, the performance of the Company. Results are compared and measured against a previously established plan and performance of prior fiscal years. The Board will review and assess the Company's financial budget and business plan for the ensuing year and its overall strategic objectives. This process will establish, among other things, benchmarks against which the Board may measure the performance of management. Other meetings of the Board will be called to deal with special matters, as circumstances require.

COMMITTEES OF THE BOARD OF DIRECTORS

There are currently four committees of the Board, namely, the Audit Committee, the Compensation Committee, the Nominating and Governance Committee and the Mergers and Acquisitions and Investment Committee.

Audit Committee

The members of the Audit Committee are Ruth Chun (Chair), Todd Boudreau, Adam Crocker and Kevin Albert, all of whom are considered independent directors for the purposes of National Instrument 52-110 – *Audit Committees* ("NI 52-110"). The full text of the Audit Committee's Charter is annexed as Appendix "B" to this Information Circular.

Each member of the Audit Committee is considered financially literate, as they each have a good command of IFRS and the ability to understand a set of financial statements that presents a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements and the internal controls and procedures for financial reporting.

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

As the Company is considered a "venture issuer" for the purpose of NI 52-110, it is relying on the exemption found in section 6.1 of NI 52-110.

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is set out at "*Particulars of Matters to be Acted Upon – Election of Directors – Biographies*".

The members of the Audit Committee are elected by the Board of Directors at its first meeting following the annual shareholders' meeting to serve one-year terms. There are no limits to how many consecutive terms an Audit Committee member may serve.

Compensation Committee

The members of the Compensation Committee are Sandra Levy (Chair), Ruth Chun, Todd Boudreau and Felicia Snyder, all of whom are considered independent directors for the purposes of NI 52-110. The Compensation Committee is charged with reviewing, overseeing and evaluating the compensation policies. Each of these members hold experience with respect to oversight on compensation or executive compensation matters. For additional details regarding the relevant education and experience of each member of the Compensation Committee, including the direct experience that is relevant to each committee member's responsibilities, see "*Particulars of Matters to be*

Acted Upon – Election of Directors – Biographies". For information regarding the steps taken to determine compensation for the directors and the executive officers, see "Statement of Executive Compensation" herein.

No member of the Compensation Committee will be one of the officers, and as such, the Board believes that the Compensation Committee will be able to conduct its activities in an objective manner.

The Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of the Compensation Committee. The Compensation Committee's purpose is to assist the Board in:

- the appointment, performance, evaluation and compensation of the Company's senior executives;
- the recruitment, development and retention of the Company's senior executives;
- maintaining talent management and succession planning systems and processes relating to the Company's senior management;
- developing the compensation structure for the Company's senior executives including salaries, annual and long-term incentive plans including plans involving share issuances and other share-based awards;
- establishing policies and procedures designed to identify and mitigate risks associated with the Company's compensation policies and practices;
- assessing the compensation of the Company's directors;
- developing benefit retirement and savings plans; and
- administering the Company's share compensation arrangements.

Nominating and Governance Committee

The members of the Nominating and Governance Committee are Sandra Levy (Chair), Todd Boudreau and Felicia Snyder, all of whom are considered independent directors for the purposes of NI 52-110. The Nominating and Governance Committee is charged with ensuring that the Company's strategic direction is reviewed annually and that the Board and each of its committees carry out their respective functions in accordance with the appropriate process. In addition, the Nominating and Governance Committee is responsible for assessing the effectiveness of the Board as a whole, each Board committee, and the contribution of each individual director. Furthermore, it is responsible for identifying, recruiting, nominating, endorsing, recommending the appointment of, and orienting, new directors, as well as recommending corporate governance principles and best practices to the Board.

The Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of the Nominating and Governance Committee. The Nominating and Governance Committee's purpose is to assist the Board in:

- developing and recommending criteria for Board and committee membership;
- recommending the persons to be nominated for election as directors and to each of the committees of the Board;
- assessing the independence of directors within the meaning of securities laws and stock exchange rules as applicable;
- considering resignations by directors submitted pursuant to the majority voting policy, and making recommendations as to whether or not to accept such resignations;
- reviewing and making recommendations in respect of the Company's corporate governance principles;
- providing for new director orientation and continuing education for existing directors on a periodic basis;
- performing an evaluation of the performance of the Nominating and Governance Committee; and
- overseeing the evaluation of the Board and its committees.

Merger and Acquisition and Investment Committee

The members of the Merger and Acquisition and Investment Committee are Kevin Albert (Chair), Ruth Chun, Todd Boudreau and Adam Crocker, all of whom are considered independent directors for the purposes of NI 52-110. The Merger and Acquisition and Investment Committee was established to review and evaluate any proposals, offers

and opportunities received or prepared by the Company and oversee negotiations respecting any terms, definitive agreements or other documents to be entered into by the Company in connection with transactions, which may include: (i) acquisitions or divestitures by the Company of assets or any reorganizations, amalgamations, arrangements, mergers or similar transactions involving the Company; (ii) investments by the Company (including debt or equity) and dispositions of existing investments; and (iii) joint ventures, co-investments, partnerships or other strategic transactions and to oversee the implementation of such.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company operates in a dynamic and rapidly evolving market. To succeed in this environment and to achieve its business and financial objectives, the Company must attract, retain and motivate a highly talented team of executive officers. The Company expects its team of executive officers to possess and demonstrate strong leadership and management capabilities, as well as foster a pioneering culture, which is at the foundation of the Company's success and remains a pivotal part of everyday operations. The Compensation Committee is responsible for assisting the Board in fulfilling its governance and supervisory responsibilities, and overseeing the human resources, succession planning, and compensation policies, processes and practices. The Compensation Committee is also responsible for ensuring that the compensation policies and practices provide an appropriate balance of risk and reward consistent with the risk profile. The Board has adopted a written charter for the Compensation Committee setting out its responsibilities for administering the compensation programs and reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to the directors and officers. The Compensation Committee's oversight includes reviewing objectives, evaluating performance and ensuring that total compensation paid to the executive officers and various other key employees is fair, reasonable and consistent with the objectives of the philosophy and compensation program.

The Company's Compensation Committee is required to evaluate the Company's compensation programs as circumstances require and on an annual basis. As part of this evaluation process, the Compensation Committee is guided by the philosophy and objectives outlined above, as well as other factors which may become relevant, such as the cost to the Company if it were required to find a replacement for a key employee. The Company has hired a third-party independent compensation consultant to advise the Board and the Compensation Committee as to compensation levels and practices within market norms for a company of similar business, size and growth and also with respect to matters related to executive compensation.

The Company's compensation practices are designed to retain, motivate and reward its executive officers for their performance and contribution to the Company's long-term success. The Compensation Committee seeks to compensate executive officers by combining short-term and long-term cash and equity incentives. It also seeks to reward the achievement of corporate and individual performance objectives and to align executive officers' incentives with the Company's performance. The Compensation Committee seeks to tie individual goals to the area of the executive officer's primary responsibility. These goals may include the achievement of specific financial or business development goals. Corporate performance goals are based on financial performance of the Company during the applicable financial year. The Company's directors have established specific benchmarks and performance goals for incentive bonuses to be achieved by its Named Executive Officers (as defined herein).

In order to achieve its growth objectives, attracting and retaining the right team members is critical. A key part of this is a well-thought out compensation plan that attracts high performers and compensates them for continued achievements. Many of the Company's team members will participate in the Equity Plan, driving retention and ownership. Communicating clear and concrete criteria and process for merit-based increases and bonuses will also motivate the entire team to achieve individual and corporate goals.

Payments for consulting services are made from time to time to individuals or the companies they control. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length service providers.

No risks arising from the Company's compensation policies and practices have been identified that are reasonably likely to have a material adverse effect on the Company. No NEOs (as defined herein) or directors are permitted to purchase financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by a NEO or director.

Elements of Compensation

The Company's executive compensation consists primarily of three elements: (a) base salary; (b) short-term incentives; and (c) long-term incentives. The Company believes that providing competitive overall compensation enables the Company to attract and retain qualified executives.

Equity Compensation Plan

The Company currently has in place a 15% rolling security based compensation plan (the "**Equity Plan**"), permitting the issuance of restricted share units ("**RSUs**") and stock options ("**Options**"). As of May 8, 2023 there were 32,586,019 Shares reserved for issuance and 8,049,648 Shares outstanding, with 24,536,371 securities based compensation arrangements remaining available for issuance under the Equity Plan.

The number of Shares available for issuance upon the vesting of RSUs awarded and Options granted under the Equity Plan (together with those Shares issuable pursuant to any other share compensation arrangement of the Company) is limited to 15% of the issued and outstanding Shares at the time of any grant; provided that the maximum number of Options that may be designated as "incentive stock options" (as defined by the United States Internal Revenue Code of 1986, as amended) is set at 10,000,000 Options, and provided further that, the total number of RSUs that may be issued under the Equity Plan has been set at 10,000,000 RSUs.

The Equity Plan provides participants with the opportunity, through RSUs and Options, to acquire an ownership interest in the Company. The RSUs will rise and fall in value based on the value of the Shares. Unlike the Options, the RSUs will not require the payment of any monetary consideration to the Company. Instead, each RSU represents a right to receive one Share or an equivalent amount of cash, as determined by the Board, following the attainment of vesting criteria determined at the time of the award. The Options, on the other hand, are rights to acquire Shares upon payment of monetary consideration (i.e., the exercise price), subject also to vesting criteria determined at the time of the grant.

Pursuant to Canadian Securities Exchange ("**CSE**") Policy 6 – *Distributions and Corporate Finance*, companies that have an evergreen or rolling security based compensation plan, must obtain shareholder approval of the plan every three years. The Equity Plan was approved by the Board on April 27, 2022, and instituted by the Company's shareholders at the annual and special meeting held June 16, 2022, so must be reapproved by shareholders no later than June 16, 2025.

Director and Named Executive Officer Compensation

Executive compensation is required to be disclosed for (i) each Chief Executive Officer (or individual who served in a similar capacity during the most recently completed financial year), (ii) each Chief Financial Officer (or individual who served in a similar capacity during the most recently completed financial year), (iii) the most highly compensated executive officer (other than the Chief Executive Officer and the Chief Financial Officer) at the end of the most recently completed fiscal year whose total compensation was more than \$150,000; and (iv) each individual who would meet the definition set forth in (iii) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year (the "**Named Executive Officers**" or "**NEO's**").

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all compensation paid or accrued, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof, to each Named Executive Officer and director of the Company, for each of the two most recently completed financial years ended December 31, 2022 and 2021.

Table of compensation excluding compensation securities							
Name and position ⁽¹⁾	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$) ⁽²⁾	Value of all other compensation (\$) ⁽³⁾	Total compensation (\$)
Felicia Snyder ⁽⁴⁾ Director	2022	Nil	Nil	62,996	Nil	Nil	62,996
	2021	Nil	Nil	29,966	Nil	Nil	29,966
Kevin Albert ⁽⁵⁾⁽⁷⁾ Vice Chair of the Board and Director	2022	Nil	Nil	47,076	Nil	Nil	47,076
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Adam Crocker ⁽⁶⁾ Director	2022	Nil	Nil	32,941	Nil	Nil	32,941
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Sandra Levy ⁽⁶⁾ Director	2022	Nil	Nil	38,264	Nil	Nil	38,264
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Ruth Chun ⁽⁶⁾⁽⁷⁾ Chair of the Board and Director	2022	Nil	Nil	46,103	Nil	Nil	46,103
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Todd Boudreau ⁽⁶⁾ Director	2022	Nil	Nil	36,545	Nil	Nil	36,545
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Mikel Rutherford CFO	2022	332,211	207,363	Nil	Nil	Nil	539,574
	2021	283,219	Nil	Nil	Nil	Nil	283,219
John Moynan ⁽⁸⁾ CEO and Corporate Secretary	2022	351,297	342,989	Nil	Nil	17,348	711,634
	2021	356,322	Nil	Nil	Nil	21,060	377,382
Keith Stein ⁽⁹⁾ Former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	65,645	Nil	Nil	65,645
Chris Donnelly ⁽¹⁰⁾ Former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	60,390	Nil	Nil	60,390
Robert Verdun ⁽¹⁰⁾ Former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	43,920	Nil	Nil	43,920
Matt Fraser ⁽¹⁰⁾ Former Director	2022	Nil	Nil	5,384	Nil	Nil	5,384
	2021	Nil	Nil	68,376	Nil	Nil	68,376
Kelly Ehler ⁽¹¹⁾ Former Director and CFO	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	7,500	Nil	49,429	Nil	Nil	56,929
Hilal Tabsh ⁽¹²⁾ Former CRO	2022	17,279	Nil	Nil	Nil	199,885	217,164
	2021	182,802	Nil	Nil	Nil	Nil	182,802

Table of compensation excluding compensation securities							
Name and position ⁽¹⁾	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$) ⁽²⁾	Value of all other compensation (\$) ⁽³⁾	Total compensation (\$)
Drew McManigle ⁽¹³⁾ Former Chair of the Board, Interim CEO and Director	2022	350,857	Nil	Nil	Nil	Nil	350,857
	2021	56,408	Nil	Nil	Nil	Nil	56,408
Sam Brill ⁽⁴⁾ Former Director	2022	Nil	Nil	31,779	Nil	Nil	31,779
	2021	Nil	Nil	30,900	Nil	Nil	30,900
Shayne Lynn ⁽¹⁴⁾ Former Director	2022	65,443	Nil	Nil	Nil	100,617 ⁽¹⁶⁾	166,060
	2021	72,637	Nil	Nil	Nil	2,179	74,816
Chris Driessen ⁽¹⁵⁾ Former CEO, President and Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	367,116	Nil	Nil	Nil	278,035	645,151

Notes:

- (1) If an individual is an NEO and a director, both positions have been listed. Independent directors receive cash compensation and compensation securities for acting as directors, members of a committee of the Company and for serving as Chair of a committee of the Company.
- (2) Includes perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are greater than (a) \$15,000, if the NEO or director's total compensation for the financial year is \$150,000 or less; (b) 10% of the NEO or director's salary for the financial year, if the NEO or director's total compensation for the financial year is greater than \$150,000 but less than \$500,000; (c) \$50,000, if the NEO or director's total for the financial year is \$500,000 or greater.
- (3) Includes other compensation, paid or payable, that equals or exceeds 25% of the total value of other compensation paid or payable to the director or Named Executive Officer, other than compensation securities.
- (4) Mr. Brill and Ms. Snyder were appointed to the Board on May 14, 2021, Mr. Brill did not stand for re-election at annual meeting held June 16, 2022.
- (5) Mr. Albert was appointed to the Board on April 4, 2022.
- (6) Mr. Crocker, Ms. Levy, Ms. Chun and Mr. Boudreau were appointed to the Board June 16, 2022.
- (7) Ms. Chun and Mr. Albert were appointed Chair and Vice-Chair of the Board, respectively, on August 25, 2022.
- (8) Mr. Moynan was appointed COO and Corporate Secretary of the Company on August 26, 2020, he resigned as COO on his appointment as CEO September 30, 2022.
- (9) Mr. Stein resigned from the Board on November 15, 2021.
- (10) Messrs. Donnelly and Verdun resigned from the Board on November 15, 2021 and Mr. Fraser resigned from the Board on February 1, 2022.
- (11) Mr. Ehler resigned from the Board on November 15, 2021. Compensation noted is for Mr. Ehler serving as an NEO, services were provided through his company, Corporate Finance Outsource Inc.
- (12) Mr. Tabsh was appointed CRO on June 17, 2021, his position was eliminated on January 14, 2022.
- (13) Mr. McManigle was appointed to the Board and as Chair and Interim CEO on November 15, 2021. He resigned as Chair on August 25, 2022 and as a director and Interim CEO on September 30, 2022.
- (14) Mr. Lynn was appointed to the Board on August 26, 2021 and did not stand for re-election at annual meeting held June 16, 2022.
- (15) Mr. Driessen was appointed President and CEO of the Company on August 26, 2020, he resigned from the Board and as President and CEO on November 15, 2021.
- (16) Mr. Lynn's employment as President of the Company's subsidiary, Slang Vermont, Inc., was terminated on May 19, 2022, \$100,617 represents the USD\$75,000 severance owed by the Company under the employment agreement entered into with Mr. Lynn and the Company's subsidiary, National Concessions Group, Inc. dated August 10, 2021.

External Management Companies

Please refer to "Employee Agreements, Termination and Change of Control Benefits" below for disclosure relating to any external management company employing, or retaining individuals, acting as Named Executive Officers of the Company, or that provide Company's executive management services and allocate compensation paid to any Named Executive Officer or director.

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued by the Company, or any subsidiary thereof, to each director and Named Executive Officer, in the most recently completed financial year ended December 31, 2022, for services provided or to be provided, directly or indirectly, to the Company or any subsidiary thereof.

Compensation Securities							
Name and position	Type of Compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities, and percentage of class ⁽²⁾⁽⁴⁾	Date of issue or grant	Issue, conversion or exercise price (\$) ⁽³⁾	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Felicia Snyder Director	Options	788,927	December 1, 2022	\$0.06	\$0.06	\$0.04	December 1, 2027
Kevin Albert Vice Chair of the Board and Director	Options	788,927	December 1, 2022	\$0.06	\$0.06	\$0.04	December 1, 2027
Adam Crocker Director	Options	788,927	December 1, 2022	\$0.06	\$0.06	\$0.04	December 1, 2027
Sandra Levy Director	Options	788,927	December 1, 2022	\$0.06	\$0.06	\$0.04	December 1, 2027
Ruth Chun Chair of the Board and Director	Options	788,927	December 1, 2022	\$0.06	\$0.06	\$0.04	December 1, 2027
Todd Boudreau Director	Options	788,927	December 1, 2022	\$0.06	\$0.06	\$0.04	December 1, 2027
Mikel Rutherford CFO	Options	83,333	September 27, 2022	\$0.08	\$0.07	\$0.04	September 27, 2027
John Moynan CEO and Corporate Secretary	Options	83,333 1,000,000	September 27, 2022 October 3, 2022	\$0.08 \$0.075	\$0.07 \$0.07	\$0.04 \$0.04	September 27, 2027 October 3, 2027

Notes:

- (1) Each Option is exercisable into one Common Share in the capital of the Company; each RSU is issuable in Common Shares or Restricted Shares, net any applicable withholding tax payable by the Company on behalf of the recipient. The table above, combined with the information shown in *Particulars of Matters to be Acted Upon – Election of Directors*, is reflective of the total amount of compensation securities, and the underlying securities issuable on exercise thereof, held by each NEO or director on the last day of the most recently completed financial year end, being December 31, 2022.
- (2) All compensation securities issued to directors and NEO's are subject to a four-month resale restriction hold period expiring four months and one day from the date of issuance, unless such hold period is waived by the CSE.
- (3) Unless otherwise indicated, no compensation security has been re-priced, cancelled, replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year.
- (4) The Options are subject to vesting provisions with 1/3 vesting on the date of grant and 1/3 vesting every year thereafter.

Exercise of Compensation Securities by Directors and NEOs

The following table sets forth each exercise by a director or Named Executive Officer of compensation securities during the recently completed financial year ended December 31, 2022.

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of compensation Security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price of security or underlying security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date ⁽¹⁾
Mikel Rutherford CFO	RSUs	82,942	N/A ⁽²⁾	January 7, 2022	\$0.42 ⁽⁴⁾	\$0.4818 ⁽³⁾⁽⁴⁾	\$39,961
	RSUs	29,044	N/A ⁽²⁾	September 6, 2022	\$0.07	\$0.0891 ⁽³⁾	\$2,033
John Moynan CEO and Corporate Secretary	RSUs	154,813	N/A ⁽²⁾	January 7, 2022	\$0.42 ⁽⁴⁾	\$0.4818 ⁽³⁾⁽⁴⁾	\$74,588
	RSUs	35,063	N/A ⁽²⁾	September 6, 2022	\$0.07	\$0.0891 ⁽³⁾	\$2,454
Hilal Tabsh Former CRO	RSUs	27,417 ⁽⁴⁾	N/A ⁽²⁾	January 19, 2022	\$0.48 ⁽⁴⁾	\$0.3998 ⁽³⁾⁽⁴⁾	\$78,686

Notes:

- (1) For the purposes of this column, the number in the column entitled “Number of underlying securities exercised” is multiplied by the number in the column entitled “Difference between exercise price and closing price on date of exercise”.
- (2) Not applicable in the context of a grant of RSUs.
- (3) On vesting, RSUs are settled by the issuance of Common Shares or Restricted Shares, net of any applicable withholding taxes, at Fair Market Value, determined as the greater of (i) the weighted average of the trading price per Common Share on the CSE for the last five trading days ending on the vesting or trigger date; and (ii) the closing price of the Common Shares on the day before vesting or trigger date. The price provided is the Fair Market Value of the RSUs.
- (4) On February 18, 2022, the Company received approval from its shareholders for a consolidation of its issued and outstanding Share capital on the basis of one post-consolidation Share for every six pre-consolidation Shares, it was effected on February 28, 2022, with any fractional Shares rounded down to the next nearest whole number, trading on a consolidated basis commenced as of market open on March 3, 2022. Figures in this chart are presented on a post-consolidation basis.

Pension Plans Benefits

The Company does not currently have any pension plans.

Employee Agreements, Termination and Change of Control Benefits

Compensation of Mr. Johnathan Moynan, Chief Executive Officer and Corporate Secretary

On August 26, 2020, National Concessions Group, Inc. and Mr. Moynan entered into an executive employment agreement in respect of Mr. Moynan’s services as Chief Operating Officer, General Counsel and Secretary, which was amended and restated on November 15, 2021 and amended September 30, 2022 in respect of Mr. Moynan’s services as Chief Executive Officer and Secretary (the “**Moynan Agreement**”). Pursuant to the Moynan Agreement, Mr. Moynan is entitled to a base salary of USD \$330,000 per annum, eligible for Option and RSU grants and an annual incentive bonus of up to 75% of his base salary, payable in either cash or stock at the discretion of the Board. The Moynan Agreement is for a term of two years, expiring November 14, 2023, during such term, while Mr. Moynan remains actively employed, he is eligible for retention bonuses (“**Retention Bonuses**”) as follows: (i) USD\$75,000, less applicable withholding taxes, which was to be settled on or before May 15, 2022 by the issuance of Common Shares at the greater of: (a) the 30 day volume-weighted average trading price (the “**30-day VWAP**”) and (b) the minimum price permitted by the CSE, with any fractional shares payable in cash (settled May 16, 2022 by the issuance of 243,847 Common Shares at a deemed price of \$0.2235 per share); (ii) (i) USD\$75,000, less applicable withholding taxes, which is to be settled on or before May 15, 2023 by the issuance of Common Shares at the greater of: (a) the 30-day VWAP and (b) the minimum price permitted by the CSE, with any fractional shares payable in cash; and (iii) on or before November 23, 2023, receive USD\$162,500 in cash, less applicable withholding taxes, and

USD\$487,500 which is to be settled by the issuance of Common Shares at the greater of: (a) the 30-day VWAP and (b) the minimum price permitted by the CSE, with any fractional shares payable in cash.

Mr. Moynan may terminate his employment by providing the Company with three months' notice. Upon receipt of such notice, Mr. Moynan will only receive the base salary earned to the date of termination. The Company may also terminate Mr. Moynan's employment for cause or without cause. Should the Company terminate Mr. Moynan's employment without cause, the Company must provide Mr. Moynan any vacation accrued but unused, any base salary earned but unpaid, a pro-rated incentive bonus for the fiscal year of termination, any Retention Bonuses owed until such date of termination pursuant to the Moynan Agreement and all unvested Options and RSUs will immediately vest, with any RSUs being settled no later than 14 days after termination.

Compensation of Mr. Mikel Rutherford, Chief Financial Officer

On August 26, 2020, the Company and Mr. Rutherford entered into an employment agreement in respect of Mr. Rutherford's services as Chief Financial Officer, which was amended and restated on November 15, 2021 (the "**Rutherford Agreement**"). Pursuant to the Rutherford Agreement, Mr. Rutherford is entitled to a base salary of USD \$250,000 per annum, eligible for Option and RSU grants and an annual incentive bonus of up to 75% of his base salary, payable in either cash or stock at the discretion of the Board. The Rutherford Agreement is for a term of two years, expiring November 14, 2023.

Mr. Rutherford may terminate his employment by providing the Company with three months' notice. Upon receipt of such notice, Mr. Rutherford will only receive the base salary earned to the date of termination. The Company may also terminate Mr. Rutherford's employment for cause or without cause. Should the Company terminate Mr. Rutherford's employment without cause, the Company must provide Mr. Rutherford a lump sum payment in lieu of notice of 6 months of his base salary, any vacation accrued but unused, a pro-rated incentive bonus for the fiscal year of termination, remain eligible to receive benefits for the 6 month notice period and be awarded \$375,000, less applicable tax withholdings, paid in Common Shares issued at a deemed price per Common Share of the greater of (i) the 30 day volume-weighted average trading price and (ii) the minimum price permitted by the CSE (the "**Rutherford Term Payment**"). In the event of a change of control, the Rutherford Term Payment is accelerated and must be paid in full prior to the consummation of the change of control.

Compensation of Mr. Drew McManigle, Former Interim Chief Executive Officer

On October 9, 2021, the Company and Macco entered into an agreement in respect of Mr. McManigle's services as Interim Chief Executive Officer effective November 15, 2021 (the "**Macco Agreement**"). Pursuant to the Macco Agreement, Mr. McManigle, through Macco, was paid a monthly fee of USD\$30,000. The Macco Agreement was terminated on September 30, 2022.

Compensation of Mr. Hilal Tabsh, Former Chief Revenue Officer

On June 1, 2021, National Concessions Group, Inc. and Mr. Tabsh entered into an executive employment agreement in respect of Mr. Tabsh's services as Chief Revenue Officer (the "**Tabsh Agreement**"). Pursuant to the Tabsh Agreement, Mr. Tabsh was entitled to a base salary of USD \$250,000 per annum, eligible for Option and RSU grants and an annual incentive bonus of up to 50% of his base salary, payable in either cash or stock at the discretion of the Board. On January 6, 2022, National Concessions Group, Inc. and Mr. Tabsh entered into a severance agreement effectively ending Mr. Tabsh's employment on January 14, 2022, pursuant to which Mr. Tabsh received USD\$125,000 paid in cash in twelve equal semi-monthly installments, USD\$28,627.20 paid in cash in twelve equal semi-monthly installments, and his RSUs and Options granted August 3, 2021 immediately vested.

Compensation of Mr. Christopher Driessen, Former President and Chief Executive Officer

On August 26, 2020, National Concessions Group, Inc. and Mr. Driessen entered into an executive employment agreement (the “**Driessen Agreement**”) in respect of Mr. Driessen’s role as President and Chief Executive Officer. Pursuant to the Driessen Agreement, Mr. Driessen was entitled to a base salary of USD \$350,000 per annum, eligible for Option and RSU grants and an annual incentive bonus of up to 75% of his base salary payable in either cash or stock at the discretion of the Board. On November 15, 2021, National Concessions Group, Inc. and Mr. Driessen entered into a severance agreement effectively ending Mr. Driessen’s employment, pursuant to which Mr. Driessen received USD\$180,000 paid in cash by November 30, 2021, USD\$25,000 paid in cash on or before May 15, 2022, the immediate vesting of all of his RSUs and his Options immediately vested and were to remain exercisable until November 15, 2022. National Concessions Group, Inc. and Mr. Driessen also entered into a consulting agreement dated November 15, 2021, pursuant to which Mr. Driessen provides his services as a consultant in exchange for (i) USD\$75,000, which was settled by the issuance of 100,080 Common Shares at \$0.942 per share on November 15, 2021; (ii) USD\$100,000 which is to be settled on May 15, 2022 (or first business day thereafter) by the issuance of Common Shares at the greater of: (a) the 30-day VWAP and (b) the minimum price permitted by the CSE, with any fractional shares payable in cash; and (iii) USD\$345,000, which is to be settled on November 15, 2022 (or first business day thereafter) by the issuance of Common Shares at the greater of: (a) the 30-day VWAP and (b) the minimum price permitted by the CSE, with any fractional shares payable in cash.

With exception to the payments or benefits referenced above, the employment agreements that the Company has entered into with its NEOs do not provide for any payments or benefits in the event of a change in control of the Company.

Directors’ Compensation

The only arrangements that the Company has pursuant to which certain directors (i.e., other than the Chief Executive Officer and Chief Financial Officer) 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 consultant or expert during the most recently completed financial year or subsequently, are by the issuance of Options pursuant to the Company’s Equity Plan as well as stipulated fees for directors and committee chairs. All independent directors are entitled to receive total compensation of USD\$85,000 per year, comprised of: an annual fee of USD\$35,000 in cash paid quarterly; and USD\$50,000 in Options granted annually after the annual general meeting, such number of Options to be calculated by using the pricing stipulated by the appropriate CSE policy and to vest as stipulated by the Board in accordance with the terms of the Equity Plan. Further, a one-time grant to new independent directors of USD\$35,000 in Options is granted following the appointment of such directors. In addition, the non-executive Chair of the Board is entitled to receive an annual fee of USD\$15,000 paid quarterly. Independent, Chairs of each committee of the Board are entitled to an annual fee of USD\$10,000, paid quarterly and the independent members of each committee of the Board are entitled to an annual fee of USD\$5,000, paid quarterly. The purpose of the compensation structure is to assist the Company in attracting, retaining, and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

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 December 31, 2022 with respect to the Equity Plan, which is the only 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 plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	8,012,421 ⁽³⁾	\$0.42 ⁽²⁾	4,394,646 ⁽¹⁾
Equity compensation plans not approved by securityholders	-	-	-
Total	8,012,421⁽³⁾	\$0.42⁽²⁾	4,394,646⁽¹⁾⁽²⁾⁽³⁾

Notes:

1. The Equity Plan provides that the aggregate number of securities reserved for issuance may not exceed 15% of the issued and outstanding shares of the Company at the time of granting.
2. As at December 31, 2022, there were 82,713,780 Common Shares issued and outstanding, 7,920,757 outstanding Options, with weighted-average exercise price of \$0.42, and 91,664 outstanding RSUs.
3. As at May 8, 2023, there were 82,717,653 Common Shares issued and outstanding, 7,966,314 outstanding Options and 83,333 outstanding RSU's, with the result that 24,536,371 compensation securities were available to the Company to be granted.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee of the Company or any of its subsidiaries is, as at the date of this Information Circular, indebted to the Company in connection with the purchase of Shares of the Company or for any other reason and no such person's indebtedness to any other entity is the subject of a guarantee, support agreement or understanding provided by the Company or any of its subsidiaries.

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

The Company is not aware of any of the directors or executive officers of the Company, any proposed nominee for election as a director of the Company, or any associate or affiliate of any of these persons having any material interest, direct or indirect, in the matters to be acted upon at the Meeting other than the election of directors or appointment of auditors, by way of beneficial ownership of securities or otherwise.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the best of the Company's knowledge, since the commencement of the Company's most recently completed financial year, no informed person of the Company, proposed nominee for director or any associate or affiliate of an informed person or proposed nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. For the purposes of this Information Circular, an "informed person" of the Company means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or Company that is itself an informed person or subsidiary of the Company; (c) any person or Company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or Company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its Shares.

MANAGEMENT CONTRACTS

Except as otherwise disclosed in this Information Circular, management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

OTHER MATTERS

Management of the Company is not aware of any other matters which will be brought before the Meeting other than those set forth in the Notice of Meeting. Should any other matters properly come before the Meeting; the Shares represented by the proxies solicited hereby will be voted on those matters in accordance with the best judgement of the persons voting such proxies.

REGISTRAR AND TRANSFER AGENT

Odyssey Trust Company, at Trader's Bank Building, 702, 67 Yonge Street, Toronto ON M5E 1J8, is the registrar and transfer agent for the Shares.

SHAREHOLDER PROPOSALS FOR NEXT MEETING

In accordance with the CBCA, which governs the Company, shareholder proposals must be received between January 16, 2024 and March 15, 2024 to be considered for inclusion in the proxy statement and the form of proxy for the 2024 annual meeting of shareholders.

ADDITIONAL INFORMATION AND AVAILABILITY OF DOCUMENTS

The Company will provide to any person or Company, upon request, one copy of any of the following documents:

- (a) the annual financial statements of the Company for the most recently completed fiscal year, together with the report of the auditor thereon, together with the management's discussion and analysis in respect thereof, and any interim financial statements of the Company subsequent to the financial statements for the Company's most recently completed fiscal year, together with the management's discussion and analysis in respect thereof; and
- (b) the management information circular of the Company in respect of the most recent annual meeting of shareholders of the Company which involved the election of directors.

Copies of the above documents will be provided, upon request, by the Company at 50 Carroll Street, Toronto, Ontario, Canada, M4M 3G3, free of charge to shareholders of the Company. The Company may require the payment of a reasonable charge from any person or Company who is not a shareholder of the Company and who requests a copy of any such document. Financial information relating to the Company is provided in the Company's financial statements and management's discussion and analysis for its most recently completed fiscal year. Additional information relating to the Company is available on SEDAR at www.sedar.com.

MULTIPLE SHAREHOLDERS SHARING THE SAME ADDRESS

Recent changes in the regulations regarding the delivery of copies of proxy materials to shareholders permit the Company and brokerage firms to send copy of the meeting materials to multiple shareholders who share the same address under certain circumstances. Shareholders who hold their Shares through a broker may have consented to reducing the number of copies of materials delivered to their address. In the event that a shareholder wishes to revoke such a consent previously provided to a broker, the shareholder must contact the broker to revoke the consent. In any event, if a shareholder wishes to receive a separate Information Circular and accompanying materials for the Meeting, the shareholder may receive copies by contacting the Company at 50 Carroll Street, Toronto, Ontario, Canada, M4M 3G3, or by telephone at 833-752-6499. Shareholders receiving multiple copies of these documents at the same address can request delivery of a single copy of these documents by contacting the Company in the same manner. Persons holding Shares through a broker can request a single copy by contacting the broker.

BOARD OF DIRECTORS APPROVAL

The undersigned hereby certifies that the contents and sending of this Information Circular to the shareholders of the Company have been approved by the Board.

DATED at Toronto, Ontario, this 8th day of May 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"/s/ Ruth Chun" _____

Ruth Chun

Director and Chair of the Board

APPENDIX "A"
NOTICE OF CHANGE OF AUDITOR

**SLANG WORLDWIDE INC.
NOTICE OF CHANGE OF AUDITOR PURSUANT TO
SECTION 4.11 OF NATIONAL INSTRUMENT 51-102**

September 7, 2022

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Government of Newfoundland and Labrador, Financial Services Regulation Division
Government of the Northwest Territories
Office of the Superintendent of Securities, Government of Yukon, Department of Community Services
Government of Nunavut, Department of Justice
Canadian Securities Exchange
Baker Tilly WM LLP
MNP, LLP

Dear Sirs/Mesdames:

**Re: Notice Regarding Proposed Change of Auditor Pursuant to Section 4.11 of National Instrument 51-102 –
Continuous Disclosure Obligations ("NI 51-102")**

Notice is hereby given of a change of auditor of SLANG Worldwide Inc. (the "**Company**") pursuant to NI 51-102. On September 7, 2022, Baker Tilly WM LLP, Chartered Professional Accountants ("**Baker Tilly**") resigned on its own initiative as the Company's auditor, and the directors of the Company (the "**Board**") resolved to appoint MNP LLP, Chartered Professional Accountants ("**MNP**"), as the Company's successor auditor, subject to compliance with all applicable statutory requirements.

Baker Tilly's resignation did not occur because of any reportable disagreement or unresolved issue involving the Company, or any consultation with MNP and was considered, approved and recommended by the Audit Committee of the Company's Board.

The decision to appoint MNP as successor auditor was also considered, approved and recommended by the Audit Committee of the Company's Board.

In the opinion of the Company, there have been no: (i) modified opinions expressed in Baker Tilly's auditor reports on any of the Company's financial statements relating to the "relevant period" as that term is defined in Section 4.11 of NI 51-102; or (ii) any "reportable event" as that term is defined in Section 4.11 of NI 51-102.

The contents of this Notice have been reviewed and approved by the Company's Board.

**BY ORDER OF THE BOARD OF DIRECTORS OF
SLANG WORLDWIDE INC.**

/s/ "Mikel Rutherford"

Mikel Rutherford
CFO



September 7, 2022

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Government of Newfoundland and Labrador, Financial Services Regulation Division
Government of the Northwest Territories
Office of the Superintendent of Securities, Government of Yukon, Department of Community Services
Government of Nunavut, Department of Justice
Canadian Securities Exchange

Dear Sirs/Mesdames:

Re: SLANG Worldwide Inc. (the "Company")
Notice Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102"), Change of Auditor

As required by NI 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information related to our appointment as the Company's auditors contained in the Company's Notice of Change of Auditor, dated September 7, 2022, and agree with the information contained therein.

Yours very truly,

A handwritten signature in black ink that reads 'MNP LLP' in a stylized, cursive font.

Chartered Professional Accountants
Licensed Public Accountants



Baker Tilly WM LLP
1500 - 401 Bay Street
Toronto, Ontario
Canada M5H 2Y4
T: +1 416.368.7990
F: +1 416.368.0886

toronto@bakertilly.ca
www.bakertilly.ca

September 9, 2022

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Government of Newfoundland and Labrador, Financial Services Regulation Division
Government of the Northwest Territories
Office of the Superintendent of Securities, Government of Yukon, Department of Community Services
Government of Nunavut, Department of Justice
Canadian Securities Exchange

Dear Sirs/Mesdames:

**Re: SLANG Worldwide Inc. (the "Company")
Notice of Change of Auditor Pursuant to Section 4.11 of National Instrument 51-102 –
Continuous Disclosure Obligations ("NI 51-102")**

Pursuant to section 4.11 of National Instrument 51-102, we have reviewed the Change of Auditor Notice and agree with the statements contained in the Notice, pertaining to our firm.

Baker Tilly WM LLP

Baker Tilly WM LLP

Chartered Professional Accountants, Licensed Public Accountants

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APPENDIX "B"
AUDIT COMMITTEE CHARTER

SLANG WORLDWIDE INC.
AUDIT COMMITTEE CHARTER

I. GENERAL

1. Mandate and Purpose of the Committee

The purpose of the Audit Committee (the “**Committee**”) is to assist the board of directors (the “**Board**”) of SLANG Worldwide Inc. (the “**Company**”) in fulfilling its oversight responsibilities relating to:

- (a) the integrity of the Company’s financial statements;
- (b) the Company’s compliance with legal and regulatory requirements, as they relate to the Company’s financial statements;
- (c) the qualifications, independence and performance of the external auditor;
- (d) internal controls and disclosure controls;
- (e) the performance of the Company’s internal audit function; and
- (f) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority of the Committee

- (a) The Committee has the authority to:
 - (i) engage independent counsel and other advisors as it determines necessary to carry out its duties;
 - (ii) set and pay the compensation for any advisors employed by the Committee; and
 - (iii) communicate directly with the internal and external auditors.
- (b) The Committee has the authority to delegate to individual members or subcommittees of the Committee.

II. PROCEDURAL MATTERS

1. Composition

The Committee will be composed of a minimum of three members.

2. Member Qualifications

- (a) Every Committee member must be a director of the Company.
- (b) A majority of the members of the Committee must be “independent” as defined in NI 52-110.

- (c) Every Committee member must be “financially literate” as defined in NI 52-110.
- (d) At least one member of the Committee will have accounting or related financial management experience or expertise.

3. Member Appointment and Removal

Members of the Committee will hold office until the next annual meeting of the shareholders.

4. Committee Structure and Operations

(a) Chair

Each year, the Board will appoint one member of the Committee to act as Chair of the Committee. The Chair of the Committee may be removed at any time at the discretion of the Board. If, in any year, the Board does not appoint a Chair, the incumbent Chair will continue in office until a successor is appointed.

If the Chair of the Committee is absent from any meeting, the Committee will select one of the other members of the Committee to preside at that meeting.

(b) Meetings

The Chair of the Committee will be responsible for developing and setting the agenda for Committee meetings. The Chair, in consultation with the Committee members, will determine the schedule and frequency of the Committee meetings. However, the Committee will meet at least four times per year.

(c) Notice

(i) Notice of the time and place of every meeting will be given by email or by phone to each member of the Committee at least 24 hours before the time fixed for that meeting.

(ii) The external auditor of the Company will be given notice of every meeting of the Committee and, at the expense of the Company, will be entitled to attend and be heard at that meeting.

(iii) If requested by a member of the Committee, the external auditor will attend every meeting of the Committee held during the term of office of the external auditor.

(d) Quorum

A majority of the Committee will constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

(e) Attendees

The Committee may invite any of the directors, officers and employees of the Company and any advisors as it sees fit to attend meetings of the Committee.

During each meeting of the Committee, the Committee will meet with only Committee members present in person or by other permitted means.

(f) **Secretary**

Unless otherwise determined by resolution of the Board, the corporate secretary of the Company, or his or her nominee, will act as the Secretary to the Committee.

(g) **Records**

Minutes of meetings of the Committee will be recorded and maintained by the Secretary to the Committee and will be subsequently presented to the Committee for review and approval.

(h) **Liaison**

The Chief Financial Officer will act as management liaison with the Committee.

5. Committee and Charter Review

The Committee will conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter, in accordance with the process developed by the Board. The Committee will conduct that review and assessment in such manner as it deems appropriate and report the results to the Board.

The Committee will also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators or an applicable stock exchange, and will recommend any required or desirable changes to the Board.

6. Reporting to the Board

The Committee will report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

III. RESPONSIBILITIES

1. Financial Reporting

- (a) The Committee is responsible for reviewing and recommending approval to the Board of:
 - (i) the Company's financial statements, MD&A and annual and interim profit or loss news releases; and
 - (ii) prospectus type documents.
- (b) The Committee is also responsible for:

- (i) discussing with management and the external auditor the quality of generally accepted accounting principles (“**GAAP**”), not just the acceptability of GAAP;
- (ii) discussing with management any significant variances between comparative reporting periods and across comparable business units;
- (iii) in the course of discussion with management and the external auditor, identifying problems or areas of concern and ensuring those matters are satisfactorily resolved;
- (iv) engaging the external auditor to perform a review of the interim financial reports and reviewing their findings, however, no formal report from the external auditor will be required;
- (v) reviewing the financial statements of the Company’s subsidiaries, as well as the consolidated financial statements and financial statements for the Company pension plans, joint ventures and the like;
- (vi) requiring a representation letter from management similar to that provided by the external auditor; and
- (vii) reviewing all financial information and earnings guidance provided to analysts and rating agencies.

2. External Auditor

- (a) The Company’s external auditor is required to report directly to the Committee.
- (b) The Committee is responsible for recommending to the Board:
 - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company; and
 - (ii) the compensation of the external auditor.
- (c) The Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.

3. Relationship with the External Auditor

- (a) The Committee is responsible for reviewing the proposed audit plan and the proposed audit fees (to ensure fee containment).
- (b) The Committee is also responsible for:

- (i) establishing effective communication processes with management and the external auditor so that it can objectively monitor the quality and effectiveness of the external auditor's relationship with management and the Committee;
- (ii) receiving and reviewing regular reports from the external auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditors' final report;
- (iii) reviewing, at least annually, a report from the external auditor on all relationships and engagements for non-audit services that may reasonably be thought to bear on the independence of the auditor;
- (iv) meeting regularly in private with the external auditor; and
- (v) receiving at least annually a report by the external auditor on the audit firm's internal quality control.

4. Accounting Policies

The Committee is responsible for:

- (a) reviewing the Company's accounting policy note to ensure completeness and acceptability with GAAP as part of the approval of the financial statements;
- (b) proactively discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;
- (c) reviewing with management and the external auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (d) ensuring by discussion with management and the external auditor that the underlying accounting policies, disclosures and key estimates and judgments are considered to be the most appropriate in the circumstances (within the range of acceptable options and alternatives);
- (e) discussing with management and the external auditor the clarity and completeness of the Company's financial disclosures made under continuous disclosure requirements; and
- (f) reviewing benchmarks of the Company's accounting policies to those followed in its industry.

5. Risk and Uncertainty

- (a) The Committee is responsible for reviewing, as part of its approval of the financial statements, uncertainty notes and disclosures.
- (b) The Committee, in consultation with management, will identify the principal business risks and decide on the Company's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending those policies for

approval by the Board. The Committee is then responsible for communicating and assigning to the applicable Board committee those policies for implementation and ongoing monitoring.

- (c) The Committee is responsible for requesting the external auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are being managed or controlled.

6. Controls and Control Deviations

- (a) The Committee is responsible for reviewing:
 - (i) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and
 - (ii) major points contained in the auditor's management letter resulting from control evaluation and testing.
- (b) The Committee is also responsible for:
 - (i) receiving reports from management when significant control deviations occur;
 - (ii) establishing a Company-wide culture that conveys basic values of ethical integrity as well as legal compliance and strong financial reporting and control;
 - (iii) reviewing plans of the internal and external auditors to ensure the combined evaluation and testing of control is comprehensive, well-coordinated, cost effective and appropriate to risks, business activities and changing circumstances;
 - (iv) participating in the review and appointment of key people involved in financial reporting (i.e., the Chief Financial Officer, the manager of internal audit, etc.);
 - (v) reviewing Chief Executive Officer and Chief Financial Officer certification matters including matters relating to disclosure controls and procedures;
 - (vi) reviewing annually a formal report prepared by management on the effectiveness of the Company's control systems;
 - (vii) reviewing fraud prevention policies and programs and monitoring their implementation; and
 - (viii) examining whether extension of its oversight of control systems into non-financial areas (e.g., operations) is appropriate.

7. Compliance with Laws and Regulations

- (a) The Committee is responsible for discussing the Company's compliance with tax and financial reporting laws and regulations, if and when issues arise.

- (b) The Committee is responsible for reviewing regular reports from management and others (e.g., internal and external auditors) concerning the Company's compliance with financial related laws and regulations, such as:
 - (i) tax and financial reporting laws and regulations;
 - (ii) legal withholdings requirements;
 - (iii) environmental protection laws; and
 - (iv) other matters for which directors face liability exposure.
- (c) The Committee is responsible for providing input to and reviewing the Company's Code of Business Conduct and Ethics.
- (d) The Committee is responsible for expanding its review to include a broader set of laws and regulations that must be complied with (e.g., compliance with privacy laws in electronic commerce systems).
- (e) The Committee with other Board committees is responsible for annually reviewing reports from other Board committees on management's processes to ensure compliance with the Company's Code of Business Conduct and Ethics.

8. Relationship with the Internal Auditor

- (a) The Committee is responsible for reviewing:
 - (i) the appointment of the internal auditor;
 - (ii) the internal auditor's terms of reference;
 - (iii) the overall scope of the internal audit;
 - (iv) the majority of reports issued by the internal auditor; and
 - (v) management's response to the internal auditor's reports.
- (b) The Committee is responsible for approving the reporting relationship of the internal auditor to ensure appropriate segregation of duties is maintained and the internal auditor has direct access to the Committee.
- (c) The Committee is responsible for ensuring that the internal auditor's involvement with financial reporting is coordinated with the activities of the external auditor.
- (d) If no internal audit function exists, the Committee is responsible for regularly reviewing the need for such a function.

9. Other Responsibilities and Issues

- (a) The Chair of the Committee is responsible for ensuring the information received by the Committee is responsive to important performance measures and to the key risks the Committee oversees.
- (b) The Committee is responsible for the investigation of any matters that fall within the Committee's responsibilities and has the explicit authority to do so.
- (c) The Committee is responsible for receiving and reviewing reports from the internal and external auditors on their review of the officer and senior executive expense accounts.
- (d) The Committee is responsible for approving policies on political donations and commissions paid to suppliers or customers and for receiving reports from the internal and/or external auditors on their review of those donations and commissions.
- (e) The Committee is responsible for reviewing and providing management with its views on funding matters, financing strategies, capital structure etc., as well as appropriate accounting and presentation issues related thereto.

10. Pre-Approval of Non-Audit Services

The Committee is responsible for pre-approving all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor.

11. Review of Public Disclosure

The Committee will review the following disclosures in advance of their public release by the Company:

- (a) the Company's financial statements, MD&A and annual and interim profit or loss news releases;
- (b) earnings guidance; and
- (c) financial outlooks and future-oriented financial information;

The Committee is responsible for being satisfied 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 and must periodically assess the adequacy of those procedures.

12. Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

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

13. Hiring Policies

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.