



AMCOMRI ENTERTAINMENT INC.

NOTICE OF MEETING AND
MANAGEMENT INFORMATION CIRCULAR
FOR THE ANNUAL GENERAL MEETING
OF HOLDERS OF COMMON SHARES

TO BE HELD ON DECEMBER 8, 2023

This Notice of Meeting and Management Information Circular is furnished in connection with the solicitation by the management of Amcomri Entertainment Inc. of proxies to be voted at the annual general meeting of holders of common shares.

To be held at the offices of Norton Rose Fulbright Canada LLP, at 222
Bay St. Suite 3000, Toronto, ON M5K 1E7
1:00 p.m. (Toronto Time)

**AMCOMRI ENTERTAINMENT INC.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE THAT the annual general meeting (the “**Meeting**”) of the shareholders of Amcomri Entertainment Inc. (the “**Company**”) will be held in person on December 8, 2023, at 1:00 p.m. (Toronto time) at the offices of Norton Rose Fulbright Canada LLP, at 222 Bay Street, Suite 3000, Toronto, Ontario M5K 1E7. At the Meeting, registered shareholders and duly appointed proxyholders will have the opportunity to ask questions and vote on matters properly brought before the Meeting.

The Meeting is being held for the following purposes:

1. to receive and consider the audited consolidated annual financial statements of the Company, as at and for the year ended December 31, 2022, together with the report of the auditors thereon, and the interim financial statements of the Company for the three (3) and six (6) months ended June 30, 2023;
2. to set the number of directors of the Company at eight (8);
3. to elect the directors of the Company for the ensuing year;
4. to re-appoint MNP LLP as the auditors of the Company, to hold office until the next annual general meeting of shareholders and to authorize the directors of the Company to fix the remuneration to be paid to the auditors; and
5. to transact such other business as may be properly brought before the Meeting.

Terms not defined herein are defined in the Information Circular. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting.

Only persons registered as shareholders of the Company as of the close of business on October 24, 2023, are entitled to receive notice of the Meeting.

DATED this 31st day of October 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“Robert Price”

Robert Price
Chief Executive Officer

A registered shareholder may attend the Meeting in person or may be represented by a proxyholder. Shareholders who are unable to attend the Meeting are requested to date, sign and return the accompanying instrument of proxy (the “Instrument of Proxy”), or other appropriate form of proxy, in accordance with the instructions set forth in the Instrument of Proxy (or other form of proxy) and the accompanying Information Circular. An Instrument of Proxy will not be valid unless it is properly executed and deposited at the offices of Odyssey Trust Company, 350-409 Granville Street, Vancouver BC, V6C 1T2 (Attention: Proxy Department), no later than two (2) business days before the date of the Meeting, or any adjournment(s) or postponement(s) thereof. A person appointed as proxyholder need not be a shareholder of the Company. The time limit for deposit of proxies may be waived or extended by the chairman of the Meeting at his sole discretion, without notice.

A proxyholder has discretion under the accompanying form of proxy in respect of amendments or variations to matters identified in this Notice of Meeting and with respect to other matters that may properly come before the Meeting, or any adjournment(s) or postponement(s) thereof. As of the date hereof, management of the Company know of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through an intermediary, please complete and return the materials in accordance with the instructions provided to you by your intermediary.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on October 24, 2023 (the "Record Date"). Only shareholders of record at the close of business on the Record Date are entitled to vote such common shares at the Meeting on the basis of one (1) vote for each common share held.

AMCOMRI ENTERTAINMENT INC.

MANAGEMENT INFORMATION CIRCULAR

PURPOSE OF SOLICITATION

This management information circular dated as of October 31, 2023 (the “**Information Circular**”) is provided in connection with the solicitation of proxies by the board of directors (the “**Board**”) and the management of Amcomri Entertainment Inc. (the “**Company**”), for use at the annual general meeting (the “**Meeting**”) of the shareholders of the Company (the “**Shareholders**”), to be held at the offices of Norton Rose Fulbright Canada LLP, at 222 Bay Street, Suite 3000, Toronto, Ontario M5K 1E7 on December 8, 2022 at 1:00 p.m. (Toronto time) or at any adjournment(s) or postponement(s) thereof, for the purposes set out in the accompanying notice of meeting (the “**Notice of Meeting**”). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, at a nominal cost. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with the Company’s transfer agent as well as brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares in the capital of the Company (the “**Common Shares**”) held of record by such persons. The Company will not reimburse nominees or agents (including brokers holding Common Shares on behalf of clients) of any Shareholder for the cost incurred in obtaining authorization to execute the enclosed proxy from their principals.

This Information Circular is available on SEDAR+ at www.sedarplus.ca.

DELIVERY OF PROXY MATERIALS

The Company has elected to use the notice and access method of delivering the Information Circular, the audited consolidated financial statements of the Company for the financial year ended December 31, 2022, together with the auditor’s report thereon (together, the “**Annual Financial Statements**”), the interim financial statements of the Company for the three (3) and six (6) months ended June 30, 2023 (the “**Interim Financial Statements**”), the related management’s discussions and analysis (the “**Annual and Interim MD&A**”) and the Instrument of Proxy (as defined below) (collectively, the “**Meeting Materials**”) to both registered Shareholders and non-registered Shareholders. Registered Shareholders will still be mailed a form of proxy, and non-registered Shareholders will still be mailed a voting instruction form, allowing them to vote at the Meeting. Shareholders will also receive in the mail a notice with information about the Meeting and instructions on how they can access electronic copies of the Meeting Materials or obtain paper copies of the Meeting Materials (the “**Notice and Access Notice**”). The Meeting Materials will be available on SEDAR+ at www.sedarplus.ca and the Company’s website at <https://amcomrientertainmentinc.com/shareholder-information/> on or after November 8, 2023, which is the date that the Company intends to commence mailing notice packages to the Shareholders of record.

The Company does not intend to use stratification (i.e. sending paper copies of the Meeting Materials to certain Shareholders); however the Company will comply with standing instructions or other requests for paper copies of the Meeting Materials received from Shareholders.

The Company will be providing the Notice and Access Notice and voting instruction form to Odyssey Trust Company (“**Odyssey**”) to forward to the Company’s non-objecting beneficial owners and will be providing the Notice and Access Notice and voting instruction form to intermediaries to forward to objecting beneficial owners (“**OBOs**”), in each case in compliance with NI 54-101.

How to Obtain Paper Copies of the Meeting Materials

Requests to receive a paper copy of this Information Circular and/or the Company’s Annual Financial Statements, Interim Financial Statements and Annual and Interim MD&A may be made by email to

shareholders@odysseytrust.com or from within North America by calling 1-888-290-1175 and outside of North America by calling 1-587-885-0960. Requests to receive a paper copy of this Information Circular and/or the Annual Financial Statements, Interim Financial Statements and Annual and Interim MD&A must be received by the Company by the close of business on November 29, 2023 in order to ensure that Shareholders receive the mailed documents with sufficient time to allow them to complete and return their form of proxy or voting instruction form not later than the proxy deadline. The chairman of the Meeting may waive or extend the proxy deadline without notice. Furthermore, Shareholders may request that the Company mail to them a paper copy of this Information Circular and/or the Annual Financial Statements, Interim Financial Statements and Annual and Interim MD&A, at no cost to them, at any time up to one year from the date this Information Circular is filed on SEDAR+.

VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted for, against, or withheld from voting (including the voting on any ballot), as applicable, in accordance with the instructions of the Shareholder, and where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy (the “**Instrument of Proxy**”), the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification, the management designees, if named as proxy, will vote in favour of the matters set out therein.**

The persons appointed under the Instrument of Proxy furnished by the Company are conferred with discretionary authority with respect to amendments or variations of those matters specified in the Instrument of Proxy and Notice of Meeting, and with respect to any other matters which may properly be brought before the Meeting. In the event that amendments or variations to any matter identified in the Notice of Meeting are properly brought before the Meeting, it is the intention of the persons designated in the enclosed Instrument of Proxy to vote in accordance with their best judgment on such matter or business. At the time of printing this Information Circular, the management of the Company knows of no such amendment, variation, or other matter.

In the case of abstentions from, or withholding of, the voting of Common Shares on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

APPOINTMENT AND REVOCATION OF PROXIES

This solicitation is made by and on behalf of the management of the Company. The persons named in the Instrument of Proxy have been selected by the directors of the Company and have indicated their willingness to represent as proxy the Shareholder who appoints them. **A Shareholder has the right to designate a person (who need not be a Shareholder of the Company), other than the persons whose names appear in such form of proxy, to attend and represent him or her at the Meeting.** Such right may be exercised by inserting in the blank space provided for that purpose on the Instrument of Proxy the name of the person or persons to be designated, or by completing another proper Instrument of Proxy. Such Shareholder should notify the nominee of the appointment, obtain consent to act as proxy and should provide instructions on how the Shareholder’s Common Shares are to be voted. The completed Instrument of Proxy should be delivered to the office of Odyssey at 350-409 Granville Street, Vancouver BC, V6C 1T2 (Attention: Proxy Department), no later than two (2) business days prior to the Meeting or any adjournment or postponement thereof. The time limit for the deposit of proxies may be waived or extended by the chairman of the Meeting at his discretion, without notice.

An Instrument of Proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder’s attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If an Instrument of Proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the Instrument of Proxy.

A Shareholder who has given a proxy may revoke it as to any matter at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact, authorized in writing, or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at its head office at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

A proxy will automatically be revoked by either: (a) attendance at the Meeting and participation in a vote (including the voting on any ballot) by a registered Shareholder; or (b) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

ADVICE TO BENEFICIAL SHAREHOLDERS

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

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

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of their broker or other intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the applicable form of proxy provided to them and return the same to their broker or other intermediary (or the broker's or intermediary's agent) in accordance with the instructions provided by such broker, intermediary or agent well in advance of the Meeting.**

Beneficial Shareholders are either OBOs, who object to the disclosure by intermediaries of information about their ownership in the Company, or "non-objecting beneficial owners" (or "**NOBOs**"), who do not object to such disclosure. The proxy related materials are being provided to both registered Shareholders and Beneficial Shareholders in accordance with NI 54-101. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Company has distributed copies of the notice materials to Broadridge for distribution to NOBOs.

The Company's OBOs can expect to be contacted by Broadridge or their intermediary. The Company will not assume the costs associated with the delivery of the proxy related materials, as set out above, to OBOs by intermediaries.

The Company will be providing the Notice and Access Notice and voting instruction form to the intermediaries listed on its register of Shareholders (or listed by the depository or other agent used by the intermediary) as requested, for such intermediaries to forward the Notice and Access Notice and voting instruction form to non-registered Shareholders. All references to Shareholders in this Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

CURRENCY

In this Information Circular, unless otherwise noted, CAD\$ means Canadian dollars.

QUORUM

The quorum for any meeting of Shareholders will be two (2) persons present in person, each being a Shareholder entitled to vote thereat or a duly appointed proxy for an absent Shareholder so entitled, representing in the aggregate five percent (5%) of the issued shares entitled to vote at such meeting. In the event that a quorum is not present at the time fixed for holding the Meeting, the Meeting shall stand adjourned to such date not being less than thirty (30) days later and to such time and place as may be announced by the chairman of the Meeting.

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

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the re-appointment of the auditor, of any person or company who has been: (a) if the solicitation is made by or on behalf of management of the Company, a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) if the solicitation is made other than by or on behalf of management of the Company, any person or company by whom or on whose behalf, directly or indirectly, the solicitation is made; (c) any proposed nominee for election as a director of the Company; or (d) any associate or affiliate of any of the foregoing persons or companies.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company has authorized capital consisting of an unlimited number of Common Shares, of which 73,606,424 Common Shares are issued and outstanding as at the date hereof. In addition, the Company is authorized to issue an unlimited number of preferred shares, issuable in series, none of which are currently issued. The Company's Common Shares are the sole class of shares outstanding which carry voting rights.

Holders of Common Shares on record at the close of business on October 24, 2023 (the "Record Date") are entitled to vote such Common Shares at the Meeting on the basis of one (1) vote for each Common Share held.

To the knowledge of the Company's directors and executive officers, the following list includes the names of the only persons who beneficially own, directly or indirectly, or exercise control or direction over, shares carrying ten percent (10%) or more of the voting rights attached to all of the Common Shares:

Person	Common Shares	Percentage of Class
Paul McGowan	30,538,421 ⁽¹⁾	41.49%
Laurence (Larry) Howard	9,591,240	13.03%

Note:

(1) 30,469,421 of which is held indirectly by Amcomri GP BVI Limited as General Partner of Amcomri Limited Partnership as well as Amcomri Media Group Limited and Oranmore Limited, all entities being controlled by Mr. McGowan.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting and no director of the Company has informed management of the Company of any intent to oppose any action to be taken by management at the Meeting.

1. Management Report

Pursuant to the *Business Corporations Act* (British Columbia) (the "BCBCA"), the directors will place before the Shareholders at the Meeting the audited consolidated annual financial statements of the Company for the year ended December 31, 2022, together with the auditor's report thereon, and the interim financial statements of the Company for the three (3) and six (6) months ended June 30, 2023. Copies of the audited consolidated financial statements of the Company for the year ended December 31, 2022, together with the auditor's report thereon, and the interim financial statements of the Company for the three (3) and six (6) months ended June 30, 2023 have been made available on SEDAR+ (www.sedarplus.ca) under the Company's profile as of the date of this Information Circular. Shareholder approval is not required in relation to the statements.

2. Number of Directors

The Board presently consists of eight (8) directors and it is intended to elect eight (8) directors for the ensuing year. At the Meeting, Shareholders will be asked to pass an ordinary resolution to fix the number of directors of the Company to be elected at the Meeting for the ensuing year at eight (8). The number of directors of the Company will be approved if the affirmative vote of the majority of Common Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of fixing the number of directors to be elected at the Meeting at eight (8).

It is the intention of the persons named in the enclosed instrument of proxy, if not expressly directed otherwise in such Instrument of Proxy, to vote the Common Shares represented by the proxies FOR the ordinary resolution to fix the number of directors of the Company at eight (8).

The Board recommends that Shareholders vote in favour of setting the number of directors at eight (8).

3. Election of the Board

The Company currently has eight (8) directors and it is intended that eight (8) directors will be nominated for election at the Meeting. Shareholders will be asked to elect Martin Andrew Lyon, Michael Walker, Laurence Howard, Robert Price, Michèle Maheux, Alexander Stojanovic, Paul McGowan, and Janet Grove (the “**Management Nominees**”). If elected, each Management Nominee will be elected to hold office effective until the earlier of: (a) the next annual general meeting of the Company; or (b) when their successor is duly elected or appointed in accordance with the BCBCA and the Articles, unless their office is vacated earlier.

Voting for the election of the Management Nominees will be conducted on an individual, and not slate basis. Shareholders can vote for all of the proposed directors set forth herein, vote for some of them and withhold for others, or withhold for all of them. Unless the proxy specifically instructs the proxyholder to withhold such vote, Common Shares represented by the proxies hereby solicited shall be voted for the election of each of the nominees whose names are set forth below. The Company does not contemplate that any of such nominees will be unable to serve as directors. However, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion unless the Shareholder has specified in his proxy that his Common Shares are to be withheld from voting in the election of directors. Each director elected will hold office until the next annual meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the Articles.

The nomination of candidates for the Board is subject to the advance notice policy (the “**Advance Notice Policy**”) as adopted by the Company. The Advance Notice Policy establishes the process to be followed by Shareholders to nominate a person for election as a director of the Company and provides for a reasonable period of time to submit candidacies as well as specific requirements as to the information which must accompany the candidacies. The Company has received no advance notice of nomination by a Shareholder. See the section entitled “*Advance Notice Policy*” below. The Cboe Canada Exchange (formerly the NEO Exchange, the “**Exchange**”) requires at least one third (1/3) of directors of the Company to be independent. The independent directors of the Company are Alexander Stojanovic and Michèle Maheux. The Board has determined that Janet Grove does not have a “material relationship” with the Company and, if elected, Ms. Grove will also be an independent director.

The following is a brief description of the Management Nominees, including their principal occupation for the past five (5) years, all positions and offices with the Company held by them and the number of Common Shares that they have advised are beneficially owned, directly or indirectly, by them or over which control or direction is exercised by them, as at the Record Date.

Name, municipality, of residence and Position/Offices Held	Director since	Principal occupation, business, or employment	Number of Common Shares beneficially owned, controlled or directed, directly and indirectly, and percentage of class held⁽²⁾
Paul McGowan Monaco, Monaco Non-Executive Chairman	December 17, 2021	Executive Chairman of Amcomri Holdings Limited and Executive Chairman Hilco Capital Limited. Previously Chairman of the entertainment retailer HMV in the United Kingdom, Ireland and Canada and non-executive director of 7Digital Group PLC, a digital	30,538,421 (41.49%) ⁽⁴⁾

Name, municipality, of residence and Position/Offices Held	Director since	Principal occupation, business, or employment	Number of Common Shares beneficially owned, controlled or directed, directly and indirectly, and percentage of class held ⁽²⁾
		music and radio services company listed on the Alternative Investment Market of the London Stock Exchange from January 2016 to September 2018.	
Robert Stephen Price ⁽³⁾⁽⁵⁾ Somerset, United Kingdom Chief Executive Officer and Director	November 27, 2020	Chief Executive Officer and Director of the Company, previously SVP & Managing Director for 20th Century Fox Home Media and prior to that United Kingdom CEO for Future Plc.	620,746 (0.84%)
Laurence (Larry) Howard ⁽⁵⁾ Wicklow, Republic of Ireland Chief Financial Officer and Director	November 27, 2020	Chief Financial Officer and Director of the Company and Investment Director with Amcomri Limited Partnership, previously Managing Director of Hilco Capital Ireland Limited.	9,591,240 (13.03%)
Alexander Stojanovic ⁽³⁾⁽⁵⁾⁽⁶⁾ Toronto, Ontario Director	October 26, 2021	Vice President of Finance and Accounting at OrganiGram Holdings Inc., former Chief Financial Officer at Perfect Plants Inc., previously Chief Financial Officer of Emblem Corp. and several senior finance positions in Barrick Gold Corporation and Teranga Gold Corporation.	256,000 (0.35%)
Michèle Maheux ⁽³⁾⁽⁵⁾⁽⁶⁾ Toronto, Ontario Director	October 26, 2021	Industry Consultant and Director of Festival Players of Prince Edward County. Former Executive Director and Chief Operating Officer of TIFF (Toronto International Film Festival), previously Vice-Chair of the Board of Governors of Ryerson University, past Director of the Movie Theatre Association of Canada, past Director of the Board of the TD Toronto Jazz Society and Festival.	256,000 (0.35%)
Michael Walker Stoney Creek, Ontario Director	November 12, 2020	Vice-President of Sales and Production of 101 Films International, previously President of Cloud Ten Pictures.	525,163 (0.71%)
Martin Andrew Lyon Wigan, United Kingdom Director	November 12, 2020	Managing Director of Trinity Creative Partnership Limited and also a founder and CEO of 101 Films Limited, 101 Films International and Hollywood Classics International Limited.	6,259,356 (8.50%)
Janet Grove Vancouver, British Columbia Director Nominee	N/A	Partner at Norton Rose Fulbright Canada LLP and its predecessor firm in Vancouver (October 2008 to present), including being appointed as Head of its Canadian Life Sciences and Healthcare Group (2018 to present) and former Vancouver Managing Partner; Board of Genome BC (June 2020 to present); member of the Audit and Assurance Standards Council of Canada (July 2018 to present); Vice President and Corporate Counsel, QLT Inc. (August 2000 to February 2008). Director of InMed Pharmaceuticals Inc. (February 2022 – Present)	Nil N/A

Notes:

- (1) The term of office of each director will expire at the close of the next annual meeting of Shareholders.
- (2) This information, not being within the knowledge of the Company, has been provided by the individual directors.
- (3) Member of the nominating and corporate governance committee of the Board (the “**Governance Committee**”) of which Robert Price is chair.

- (4) 30,469,421 of which is owned by Amcomri GP BVI Limited as General Partner of Amcomri Limited Partnership as well as Amcomri Media Group Limited and Oranmore Limited, all entities being controlled by Mr. McGowan.
- (5) Member of the compensation committee of the Board (the “**Compensation Committee**”).
- (6) Member of the audit and risk committee of the Board (the “**Audit Committee**”) of which Alexander Stojanovic is chair.

Majority Voting Policy for Election of Directors

Under British Columbia corporate law, to which the Company is subject, director elections are based on the plurality system, where shareholders vote “for” or “withhold” their votes for a director. Votes withheld are not counted, with the result that, technically, a director could be elected to the Board with just one vote in favour. The Board believes that each of its members should have the confidence and support of the Shareholders. Accordingly, the Company has adopted a majority voting policy (the “**Majority Voting Policy**”). Each of the Management Nominees for election to the Board at the Meeting has agreed to abide by the Majority Voting Policy, and all future nominees will be required to agree to abide by it. The Majority Voting Policy states that if, in an uncontested election, a director receives a greater number of votes “withheld” than votes “for”, the nominee will be considered by the Board not to have received the support of the Shareholders, even though duly elected as a matter of corporate law. Such a nominee will be required forthwith to submit his or her resignation to the Board, effective upon acceptance by the Board. The Corporate Governance Committees will consider the resignation and recommend to the Board to accept it, and except in exceptional circumstances that would warrant the continued service of the director on the Board, the Board will accept the resignation. A director who tenders a resignation pursuant to the Majority Voting Policy will not participate in any meeting of the Board or any committee of the Board at which the resignation is considered. Within ninety (90) days after the meeting, the Board will make its decision and announce it by news release (a copy of which shall also be provided to the Exchange). If the Board does not accept the resignation of the director, the news release will state the reasons for that decision.

Advance Notice Policy

Pursuant to the Advance Notice Policy, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company.

Nominations of persons for election to the Board may be made at any annual meeting of Shareholders, or at any special meeting of Shareholders (if one of the purposes for which the special meeting was called was the election of directors): (a) by or at the direction of the Board, including pursuant to a notice of meeting; (b) by or at the direction or request of one or more Shareholders pursuant to a proposal made in accordance with the provisions of the BCBCA, or a requisition of the Shareholders made in accordance with the provisions of the BCBCA; or (c) by any person (a “**Nominating Shareholder**”): (i) who, at the close of business on the date of the giving of the notice provided for below in the Advance Notice Policy and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more Common Shares carrying the right to vote at such meeting or who beneficially owns Common Shares that are entitled to be voted at such meeting; and (ii) who complies with the notice procedures set forth in the Advance Notice Policy (summarized below).

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice in proper written form to the Secretary of the Company at the principal executive office of the Company.

To be timely, in the case of an annual meeting of Shareholders, a Nominating Shareholder’s notice to the Secretary of the Company must be made not less than thirty (30) days prior to the date of the annual meeting of Shareholders; provided, however, that in the event that the annual meeting of Shareholders is to be held on a date that is less than fifty (50) days after the date (the “**Notice Date**”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder is to be made not later than the close of business on the 10th day after the Notice Date in respect of such meeting. In the case of a special meeting (that is not also an annual meeting of Shareholders) called in whole or in part for the purpose of electing directors, a Nominating Shareholder’s notice to the Secretary of

the Company must be made not less than the close of business on the fifteenth (15th) day after the day on which the first public announcement of the date of the special meeting of Shareholders was made.

To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Company must set forth:

- (a) For each person the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residential address of the person; (ii) the principal occupation or employment of the person; (iii) the citizenship of such person; (iv) the class or series and number of Common Shares which are controlled, directly or indirectly, or which are owned beneficially or of record by the person as of the record date (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (v) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCBCA and applicable securities laws; and
- (b) For the Nominating Shareholder giving the notice: (i) any proxy, contract, agreement, arrangement, or understanding pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any Common Shares; and (ii) any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCBCA and applicable securities laws.

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

Corporate Cease Trade Orders, Bankruptcies, Penalties and Sanctions

Except as set out in the paragraph immediately following the bullets below:

- no proposed director of the Company is, as at the date hereof, or has been, within ten (10) years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that 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 exemption under securities legislation that was in effect for a period of more than thirty (30) consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer;
- no proposed director of the Company is, as at the date hereof, or has been, within ten (10) years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than thirty (30) consecutive days, 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;
- no proposed director of the Company is, as at the date hereof, or has been within ten (10) years before the date hereof, 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;

- no proposed director of the Company or any personal holding company of such person has, within the ten (10) years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- no proposed director of the Company or any personal holding company of such person 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 security holder in deciding whether to vote for a proposed director.

Mr. McGowan and Mr. Howard are regularly involved in the financing, management and restructuring of distressed, insolvent and bankrupt companies. In connection with their involvement, they are regularly appointed as directors and officers of such companies. As a result, Mr. McGowan and Mr. Howard have often been directors or executive officers of companies that, while such Mr. McGowan and Mr. Howard were acting in those capacities, or within one (1) year of Mr. McGowan and Mr. Howard ceasing to act in those capacities, became bankrupt, made proposals under legislation relating to bankruptcy or insolvency, were subject to or instituted proceedings, arrangements or compromises with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Mr. McGowan has served on the board of directors and has acted as Chief Executive Officer and Executive Chairman of Hilco Capital Limited ("**Hilco**") for the past 23 years. Mr. Howard was previously Managing Director of Hilco Capital Ireland from 2012-2017. Hilco is the largest retail restructuring firm in the UK investing in distressed assets, often investing in companies that are near or at bankruptcy or insolvency. As a means of ensuring oversight, Messrs. McGowan or Howard previously sat on a number of those company's boards of directors. Over the last 10 years, Hilco has made close to 100 investments. The following is a list of those companies that were acquired while distressed and entered administration and/or liquidation proceedings under United Kingdom law:

- Mr. McGowan was a director of Stoke Clearance Operations Ltd. ("**Stoke**"), a United Kingdom privately owned company engaged in small wholesale business. Stoke went into administration in 2014.
- Mr. McGowan was a director of Revolver Records Limited ("**Revolver**"), a United Kingdom privately owned company, carrying out the business of a music retailer operating 3 stores. Revolver went into liquidation in 2013.
- Mr. McGowan was a director of Mortimer Management Group Limited ("**Mortimer**"), a United Kingdom privately owned company, operating a jewellery chain with approximately 15 stores. Mortimer went into administration in 2019 and its assets were sold, but it continues to operate.
- Messrs. McGowan and Howard were directors of Xtravision Entertainment Limited ("**Xtravision**"), an Irish privately owned company, a company in the DVD retail rental business, previously owned by Blockbuster, and acquired out of bankruptcy. Xtravision went into liquidation in 2014.
- Messrs. McGowan and Howard were directors of HMV Retail Limited ("**HMV**"), a United Kingdom privately owned company in the business of retail sales of CDs and DVDs. HMV was acquired out of bankruptcy and went into administration in 2018. Its assets were sold but it continues operating today.

On November 4, 2020, the British Columbia Securities Commission and Ontario Securities Commission issued cease trade orders against the Company for failure to file annual audited financial statements,

annual management's discussion and analysis, and certification of the annual filings for the year ended June 30, 2020. While the cease trade order was in effect, each of Messrs. Price, Howard, Lyon and Walker became directors of the Company and Messrs. Price and Howard became executive officers of the Company. Having completed all required filings, the Company received a revocation of the cease trade orders on July 28, 2021.

4. Appointment of Auditors

MNP LLP was appointed as auditor of the Company on December 14, 2022. The Audit Committee recommends to Shareholders that MNP LLP be re-appointed as auditor of the Company, to hold office until the close of the next annual meeting of Shareholders or until its successor is appointed, and that the Board be authorized to fix the remuneration of the auditors.

At the Meeting, Shareholders will be asked to approve and ratify the appointment MNP LLP as the auditor of the Company, to hold office effective as of the date of their appointment until the close of the next annual meeting of Shareholders at a remuneration to be fixed by the Board.

It is the intention of the management designees, if named as proxy, to vote FOR the re-appointment of MNP LLP as set forth above and therein, at a remuneration to be fixed by the directors, unless the Shareholder has specified in its proxy that its Common Shares are to be withheld from voting on the appointment of auditors. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

The Board recommends that Shareholders vote in favour of the re-appointment of MNP LLP, and the authorization of the Board to fix their remuneration.

5. Other Business

While there is no other business other than that mentioned in the Notice of Meeting to be presented for action by the Shareholders at the Meeting, it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or postponement thereof, in accordance with the discretion of the persons authorized to act thereunder.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

For the purposes of this statement of executive compensation (this "**Statement**"), "**NEOs**" or "**Named Executive Officers**" means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the financial year ended December 31, 2022, served as chief executive officer, including an individual performing functions similar to a chief executive officer ("**CEO**") of the Company;
- (b) each individual who, in respect of the Company, during any part of the financial year ended December 31, 2022, served as chief financial officer, including an individual performing functions similar to a chief financial officer ("**CFO**") of the Company;
- (c) in respect of the Company and its subsidiaries, each of the three most highly compensated executive officers other than the individuals identified in paragraphs **Error! Reference source not found.** and (b) at the end of the financial year ended December 31, 2022, whose total compensation was more than \$150,000; and

- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, as at December 31, 2022.

During the financial year ended December 31, 2022, the Company had five (5) NEOs, namely: (a) Robert Price, Chief Executive Officer; (b) Laurence Howard, Chief Financial Officer; (c) Jonathan Ford, Managing Director (Abacus Media Rights Limited); (d) Andy Lyon, CEO (101 Films Limited); and (e) Hana Palmer, Head of Sales (Abacus Media Rights Limited).

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's executive compensation philosophy, objectives, and processes regarding compensation paid, made payable, awarded, granted or otherwise provided to each NEO and director for the year ended December 31, 2022.

Compensation Committee

The Board is responsible for determining compensation, including compensation for the individual directors and officers of the Company, such as the NEOs. The Board is also responsible for granting stock options to the directors, officers, employees, and consultants of the Company pursuant to the Company's incentive and equity-based compensation plan.

In order to assist the Board in fulfilling its oversight responsibilities with respect to human resources matters, the Board has established the Compensation Committee. The Compensation Committee is currently comprised of five (5) directors, namely Robert Price, Laurence Howard, Michelle Sangster, Michèle Maheux and Alexander Stojanovic, all of whom, with the exclusion of Robert Price and Laurence Howard, are independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"). All of the members of the Compensation Committee have had direct experience in matters of executive compensation that is relevant to their responsibilities as members of such committee by virtue of their respective professions and long-standing involvement with public companies and matters of executive compensation. In addition, each member of the Compensation Committee keeps abreast on a regular basis of trends and developments affecting executive compensation.

The Compensation Committee oversees the remuneration policies of the Company. The principal responsibilities of the Compensation Committee include: (i) determining and reviewing executive compensation; (ii) administering the Company's incentive and equity-based compensation plans; and (iii) overseeing executive compensation disclosure. The Compensation Committee will be responsible for overseeing the Company's human resources, succession planning and compensation policies, processes and practices. The Compensation Committee also ensures that compensation policies and practices provide an appropriate balance of risk and reward consistent with the Company's risk profile. The Compensation Committee's oversight will include setting objectives, evaluating performance and ensuring that compensation is fair, reasonable and consistent with the objectives of the Company's philosophy and compensation program. A majority of members will have to meet the independence test under applicable securities laws. The Compensation Committee will meet every quarter, or otherwise as necessary. The responsibilities of the Compensation Committee will be as follows:

- (a) At least annually, reviews the goals and objectives of the Company's executive compensation plans, and amends, or recommends that the Board amend, these goals and objectives if the Compensation Committee deems it appropriate.
- (b) At least annually, reviews and approves goals and objectives relevant to the CEO's compensation, evaluates the CEO's performance in light of the goals and objectives established by the Compensation Committee and, based on such evaluation, with appropriate input from other independent members of the Board, determines and recommends the CEO's annual compensation, including, as appropriate, salary, bonus, incentive and equity compensation. The Compensation Committee may also discuss the CEO's compensation with the Board if it deems appropriate.

- (c) At least annually, reviews and makes recommendations to the Board with respect to the compensation of the Chairman of the Board.
- (d) At least annually, reviews the evaluation process and compensation structure for the Company's directors and executive officers and makes recommendations to the Board with respect to the compensation of such directors and executive officers, including, as appropriate, salary, bonus, incentive and equity compensation. To the extent that long-term incentive compensation is a component of such directors' and executive officers' compensation, the Compensation Committee considers all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the CEO.
- (e) Assesses annually the competitiveness and appropriateness of the Company's policies and practices relating to the compensation of executive officers.
- (f) Reviews and, if appropriate, recommends to the Board the approval of, or any adoption, amendment or termination of, the Company's incentive and equity-based compensation plans (and the aggregate number of shares to be reserved for issuance thereunder), determines whether shareholder approval should be obtained, oversees the administration of the Company's incentive and equity-based compensation plans, and discharges any duties imposed on the Compensation Committee by any of those plans.
- (g) Reviews, and when appropriate, recommends to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change of control, for the CEO and other executive officers.
- (h) Identifies the risks, if any, arising from the Company's compensation policies and practices, considers the implications of the identified risks and recommends to the Board the adoption of practices that will assist in the identification and mitigation of any risks associated with the compensation policies and practices of the Company.
- (i) Prior to its public disclosure, reviews the Company's executive compensation disclosure information, including the "Compensation Discussion & Analysis" and related executive compensation disclosure for inclusion in the Company's proxy circular and any other public disclosure documents, in accordance with applicable laws and, if appropriate, recommends to the Board the approval and disclosure of such information.
- (j) Considers and recommends for approval by the Board the appointment of the CEO, the CFO and other executive officers.
- (k) Reviews and assesses the performance of the executive officers against pre-set specific corporate and individual goals and objectives.
- (l) Reviews the annual performance assessments of the executive officers and reports to the Board on these assessments.
- (m) Reviews and recommends for approval by the Board the Company's succession plan for the CEO, the CFO and other senior executives.

Other than as described herein, the Company has not made any significant changes to its compensation policies and practices. The Company has not at any time retained a compensation consultant or advisor.

Compensation Process

The Board relies on the knowledge and experience of the members of the Compensation Committee to set appropriate levels of compensation for executive officers.

When determining executive compensation, the Compensation Committee evaluates the executive officer's performance, including the goals and objectives relevant to the executive officer's compensation. The Compensation Committee uses all data available to it to ensure that the Company is maintaining a level of compensation that is both commensurate with the size of the Company and the nature of its operations and sufficient to retain personnel it considers essential to the success of the Company.

The Compensation Committee reviews the various elements of the NEOs' compensation in the context of the total compensation package (including salary, cash bonuses, and annual incentive awards through options) and recommends the NEOs' compensation packages. The Compensation Committee's recommendations regarding NEO compensation are presented to the Board for their consideration and approval. To the extent that long-term incentive compensation is a component of such directors' and executive officers' compensation, the Compensation Committee considers all relevant factors in determining the appropriate level of such compensation, such as if any long term equity compensation has previously been granted and including the factors applicable with respect to the executive officer.

The Company does not currently have a formal policy in place for the compensation of directors, although it is anticipated that the directors will be compensated from time to time and will be reimbursed for their expenses incurred in connection with their services as directors and may be issued equity incentives from time to time at the discretion of the Board.

As of the date of this Information Circular, the Compensation Committee has not prohibited its NEOs or directors from the purchasing of financial instruments, including, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Recent Compensation Decisions

On September 27, 2022, the Compensation Committee recommended, and the Board approved, the entry into the CEO Agreement and CFO Agreement (as defined below). For further information see "*NEO Agreements***Error! Reference source not found.**" below.

On September 27, 2022, the Compensation Committee recommended, and the Board approved, the creation of a proposed bonus plan. Under the proposed bonus plan, certain senior management of the Company would be eligible to receive from a bonus pool of GBP £400,000 individual bonuses of up to GBP £100,000 if the Company exceeds budgeted annual profits by GBP £440,000 or more.

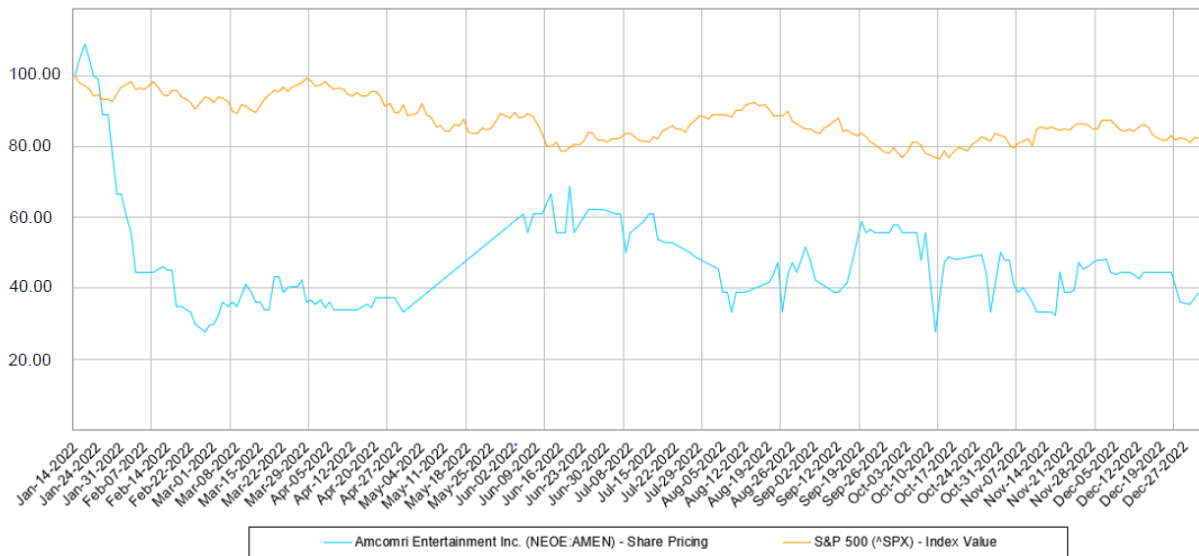
Annual Incentives through Options and Other Compensation Securities

As at December 31, 2022, there were 100,000 incentive stock options issued and outstanding, none of which were held by the NEOs. As of the date of this Statement, there are currently 500,000 restricted share units and 2,600,000 stock options issued and outstanding. The 500,000 restricted share units and 2,500,000 of the stock options are held by the Company's Chief Executive Officer, Robert Price. As of the date of the Information Circular, 133,333 restricted share units have vested but have not settled.

Performance Graph

The following graph compares the yearly percentage changes in the cumulative total shareholder return index ("**TSR**") for C\$100 invested in the Common Shares between January 7, 2022, the date of the closing of reverse takeover of the Company by the shareholders of Trinity Pictures Distribution Limited ("**Trinity**"), and December 31, 2022 against the TSR of the S&P Composite Index during the same period.

**CUMULATIVE TOTAL SHAREHOLDER RETURN VS S&P
COMPOSITE INDEX**



The Compensation Committee believes that compensation paid over the past year has reflected the Company’s financial and operational performance results in a volatile and unpredictable market. Given the Company’s market capitalization and limited trading history, volatility in the Common Shares has been higher than that of the benchmark. As there is not yet a sufficient trading history or NEO compensation data to generate observable trends between Common Shares performance and NEO compensation, the Company has implemented a variable and long-term compensation strategy to motivate and reward performance. Base salaries are supplemented by bonuses and equity incentive grants that are linked to the Company’s financial performance, shareholder return, or a combination thereof.

NEO Compensation

Summary Compensation

The following table provides a summary of the compensation earned by the NEOs for services rendered in all capacities during the fiscal years ended December 31, 2022, 2021, and 2020:

Name and principal position	Year	Salary ⁽¹⁾ (CAD\$)	Share-based awards ⁽¹⁾ (CAD\$)	Option-based awards (CAD\$)	Non-equity incentive plan compensation (CAD\$)		Pension value (CAD\$)	All other compensation ⁽¹⁾ (CAD\$)	Total compensation (CAD\$)
					Annual incentive plans	Long-term incentive plans			
Robert Price ⁽²⁾ Chief Executive Officer and Director	2022	258,000	Nil	Nil	Nil	Nil	Nil	Nil	258,000
	2021	Nil	192,000 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	192,000
	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Laurence Howard ⁽⁴⁾ Chief Financial Officer and Director	2022	258,000	Nil	Nil	Nil	Nil	Nil	Nil	258,000
	2021	Nil	Nil	Nil	Nil	Nil	Nil	61,200	61,200
	2020	Nil	Nil	Nil	Nil	Nil	Nil	61,200	61,200
Jonathan Ford Managing Director (Abacus Media Rights Limited)	2022	316,050	Nil	Nil	Nil	Nil	Nil	Nil	316,050
	2021	297,500	Nil	Nil	Nil	Nil	Nil	Nil	297,500
	2020	297,500	Nil	Nil	Nil	Nil	Nil	Nil	297,500
Martin Andrew Lyon ⁽⁵⁾ Chief Executive Officer (101 Films Limited)	2022	276,784	Nil	Nil	Nil	Nil	Nil	Nil	276,784
	2021	259,420	Nil	Nil	Nil	Nil	Nil	Nil	259,420
	2020	259,420	Nil	Nil	Nil	Nil	Nil	Nil	259,420
Hana Palmer Head of Sales (Abacus Media Rights Limited)	2022	170,280	Nil	Nil	Nil	Nil	Nil	Nil	170,280
	2021	139,400	Nil	Nil	Nil	Nil	Nil	18,292	157,692
	2020	34,850	Nil	Nil	Nil	Nil	Nil	38,250	73,100

Notes:

- (1) Salaries and bonuses were paid in British Pounds Sterling, and have been converted from British Pounds Sterling to Canadian dollars using a conversion rate of CAD \$1.70 to GBP £1.00 for fiscal years ended December 31, 2022 and December 31, 2021, representing the exchange rate utilized by the Company for the preparation of its financial statements during this period.
- (2) Robert Price was appointed as CEO and a director of the Company on November 27, 2020.
- (3) Robert Price was granted a one-time bonus of \$192,000, settled through the issuance of 256,000 Common Shares. The Common Shares were issued at a price of \$0.75 per Common Share, which was the fair market value of the Common Shares at the date of grant.
- (4) Laurence Howard was appointed as CFO and a director of the Company on November 27, 2020.
- (5) Martin Andrew Lyon was appointed a director of the Company on November 12, 2020.

NEO Agreements

On September 27, 2022, the Compensation Committee recommended, and the Board approved, of Trinity's entry into a service agreement (the "**CEO Agreement**") with the Company's Chief Executive Officer, Robert Price. Under the terms of the CEO Agreement, Mr. Price receives a base salary of GBP £150,000 per annum and is eligible to receive an annual cash bonus. The initial term of the CEO Agreement is five (5) years, with a commencement date of July 1, 2022 and will automatically continue, unless earlier terminated

in accordance with the provisions of the CEO Agreement. The CEO Agreement may be terminated by Trinity immediately on an at fault basis.

On September 27, 2022, the Compensation Committee recommended, and the Board approved, the entry by Amcomri Productions Limited (“**Amcomri Productions**”) into an employment agreement (the “**CFO Agreement**”) with the Company’s Chief Financial Officer, Laurence Howard. Under the terms of the CFO Agreement, Mr. Howard receives a base salary of EUR €177,000 per annum and is eligible to receive an annual cash bonus. The CFO Agreement has no fixed term, with a commencement date of June 1, 2022. The CFO Agreement may be terminated by Trinity immediately on an at fault basis where gross misconduct is found to have occurred. Trinity may terminate Mr. Howard by providing twelve (12) months written notice or four (4) weeks in such scenarios provided for under the minimum terms of Employment Acts 1973 – 2005 of the Republic of Ireland, whichever is the greater.

Pension Plan Benefits

Mr. Price is entitled to engage in a group pension scheme to be enacted by Trinity. Trinity shall contribute an amount equal to 3% of Mr. Price’s salary, and Mr. Howard shall contribute an amount equal to 3% of his salary to the scheme during each year of his appointment.

Mr. Howard is entitled to engage in a group pension scheme to be enacted by Amcomri Productions. Amcomri Productions shall contribute an amount equal to 3% of Mr. Howard’s salary, and Mr. Howard shall contribute an amount equal to 3% of his salary to the scheme during each year of his appointment.

Termination and Change of Control Benefits

The CEO Agreement may be terminated by Trinity immediately on an at fault basis.

The CFO Agreement may be terminated by Amcomri Productions immediately on an at fault basis where gross misconduct is found to have occurred. Amcomri Productions may terminate Mr. Howard by providing twelve (12) months written notice or four (4) weeks in such scenarios provided for under the minimum terms of *Employment Acts* 1973 – 2005 of the Republic of Ireland, whichever is the greater.

Except as disclosed above, the Company has not entered into any consulting agreements with its directors and NEOs which include termination rights or change of control provisions.

Director Compensation

The Company’s directors’ compensation program is designed to attract and retain the most qualified individuals to serve on the Board. The Board, through the Compensation Committee, is responsible for reviewing and approving any changes to the directors’ compensation arrangements. In consideration for serving on the Board, each director who is not an employee is paid an annual retainer, in accordance with the table below, and is reimbursed for his or her reasonable out-of-pocket expenses incurred while serving as directors. Our directors’ compensation arrangements may be modified from time to time at the discretion of the Board.

The rationale for the level of the director compensation under the compensation program is generally the same as the rationale for the compensation policies of the NEOs. The compensation policies are in place to assist the Company in attracting and retaining a team of experienced directors with the aim of enhancing Shareholder value.

During the fiscal year ended December 31, 2022, the Company paid an aggregate of \$236,108 to the non-executive directors of the Company for their services. No additional fees were paid to the directors of the Company for attending meetings or serving on the Board committees.

Director Summary Compensation

The following compensation table sets out the compensation paid to each of the Company's directors (excluding the Company's NEOs) in the year ended December 31, 2022:

Name	Fees Earned (CAD\$)	Share-based awards (CAD\$)	Option – based awards (CAD\$)	Non-equity incentive plan compensation (CAD\$)	Pension value (CAD\$)	All other compensation (CAD\$)	Total (CAD\$)
Paul McGowan ⁽¹⁾ <i>Non-Executive Chairman and Director</i>	148,608	Nil	Nil	Nil	Nil	Nil	148,608
Alexander Stojanovic ⁽²⁾ <i>Director</i>	25,000	Nil	Nil	Nil	Nil	Nil	25,000
Michèle Maheux ⁽³⁾ <i>Lead Director</i>	25,000	Nil	Nil	Nil	Nil	Nil	25,000
Michael Walker ⁽⁴⁾ <i>Director</i>	25,000	Nil	Nil	Nil	Nil	Nil	25,000
Michelle Sangster ⁽⁵⁾ <i>Director</i>	12,500	Nil	Nil	Nil	Nil	Nil	12,500

Notes:

- (1) Paul McGowan was appointed as a director of the Company on December 17, 2021.
- (2) Alexander Stojanovic was appointed as a director of the Company on October 26, 2021.
- (3) Michèle Maheux was appointed as a director of the Company on October 26, 2021.
- (4) Michael Walker was appointed as a director of the Company on November 12, 2020.
- (5) Michelle Sangster was appointed as a director of the Company on June 1, 2022.

Incentive Plan Awards

Outstanding Option-Based Awards and Share-Based Awards

No option-based awards or share-based awards were held by NEOs or directors during the year ended December 31, 2022. As at the date of this Information Circular there are 2,600,000 stock options and 500,000 restricted share units outstanding. 2,500,000 stock options and 500,000 restricted share units have been issued to the Company's CEO, Robert Price.

Incentive Plan Awards – Value Vested or Earned During the Year

No option-based awards or share-based awards were held by NEOs or directors during the year ended December 31, 2022. As at the date of this Information Circular, 166,666 restricted share units have vested but have not been issued as Common Shares to the Company's CEO, Robert Price.

SECURITIES AUTHORIZED FOR ISSUANCE, UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table sets forth information as at December 31, 2022, with respect to the Company's 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	Weighted-average exercise price of outstanding options, warrants and rights (CAD\$)	Number of securities, remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)¹
Equity compensation plans approved by securityholders	100,000	\$1.15	7,260,642
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	100,000	\$1.15	7,260,642

Omnibus Incentive Plan

The Board adopted a new omnibus incentive plan (the “**Omnibus Plan**”) on November 5, 2022, which Omnibus Plan was approved by the Shareholders of the Company at the annual general and special meeting of the Shareholders held on December 14, 2022.

The Omnibus Plan was adopted by the Board primarily to allow for a variety of equity-based awards that provide the Company with the ability to grant different types of incentives to our directors, executive officers, employees and consultants, including options, restricted share units, performance share units and deferred share units (collectively referred to as “**awards**”).

The Omnibus Plan is considered to be an “evergreen” plan, since the Common Shares covered by awards which have been exercised or terminated will be available for subsequent grants under the Omnibus Plan and the total number of awards available to grant increases as the number of issued and outstanding Common Shares increases.

A summary and copy of the Omnibus Plan is included in the Management Information Circular of the Company dated November 7, 2022 under the heading “*Approval of Omnibus Incentive Plan*” and Schedule “A”, respectively.

Directors’ and Officers’ Liability Insurance

The Company’s directors and officers are covered under our existing directors’ and officers’ liability insurance. Under this insurance coverage, we will be reimbursed for insured claims where payments have been made under indemnity provisions on behalf of our directors and officers, subject to a deductible for each loss, which will be paid by us. The individual directors and officers will also be reimbursed for insured claims arising during the performance of their duties for which they are not indemnified by us. Excluded from insurance coverage are illegal acts, acts which result in personal profit and certain other acts.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, none of the current or former directors, executive officers or employees of the Company or any of its subsidiaries is indebted to the Company, and as at the date hereof, the indebtedness, if any, of such persons to other entities is not the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular and set out below, no insider of the Company, no Management Nominee, and no associate or affiliate of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has, in either case, materially affected or would materially affect the Company or any of its subsidiaries.

On August 9, 2021, the Company, Trinity and the Trinity shareholders executed an arrangement agreement in respect of a reverse takeover of the Company by the shareholders of Trinity (the "**Arrangement**"). The Arrangement did not constitute an arm's length transaction as each of Laurence Howard, Michael Walker and Martin Andrew Lyon owned Trinity shares which were sold to the Company in connection with the Arrangement. In addition, Messrs. Howard, Walker and Lyon were at the time of the Arrangement directors and/or officers of Trinity or its subsidiaries. Mr. McGowan was also a director of Trinity and held Trinity shares. As a result of such positions and ownership, Messrs. Howard, Walker, Lyon and McGowan were non-arm's length parties for the purposes of the Arrangement as they are shareholders of Trinity, and sold their Trinity shares to the Company in connection with the Arrangement. The Arrangement was completed on January 7, 2022 at which time Messrs. Howard and McGowan beneficially owned, or controlled or directed, directly or indirectly a total of 9,591,240 Common Shares, representing approximately 13.26% of the Company's issued and outstanding Common Shares and 28,871,436 Common Shares, representing 39.92% of the Company's issued and outstanding Common Shares, respectively.

In addition, pursuant to a loan exchange agreement dated August 9, 2021 entered into between the Company and Oranmore Limited, on January 7, 2022 the Company settled debt with Amcomri Limited Partnership and Oranmore Limited, both controlled by Paul McGowan, a director of the Company, by exchanging \$1,486,034 of debt for 1,981,379 Common Shares at a deemed price of \$0.75 per share. On October 26, 2021, the Company entered into a USD \$3.2 million credit facility with Oranmore Limited. In connection with the credit facility, the Company agreed to pay an arrangement fee of USD \$250,000 and USD \$50,000 of interest through December 31, 2021.

Additionally, on January 7, 2022, Oranmore Limited provided a credit facility of up to \$1,000,000 to the Company for working capital purposes. Amounts drawn under the working capital facility bear interest at a rate of eight percent (8%) per annum. On August 28, 2023, the Company entered into a revised loan agreement whereby Oranmore agreed to amend and extend the credit facility in order to provide up to USD\$1,250,000 to the Company for general working capital purposes. The revised loan bears interest at a rate of twelve percent (12%) per annum and is subject to a one time arrangement fee of USD\$150,000.

GENERAL

All matters to be brought before the Meeting require, for the passing of same, a simple majority of the votes cast at the Meeting by the Shareholders. If a majority of the Common Shares represented at the Meeting should be voted against the re-appointment of MNP LLP, as auditors of the Company, the Board will appoint another firm of chartered accountants based on the recommendation of the Audit Committee, which appointment for any period subsequent to the Meeting shall be subject to approval by the Shareholders at a meeting.

CORPORATE GOVERNANCE

Statement of Corporate Governance Practices

The Board and management believe that sound and effective corporate governance is an integral aspect of the Company's performance. The Board has adopted certain practices and procedures to ensure that effective corporate governance practices are followed, and the Board reviews the Company's corporate

governance practices and procedures on a regular basis to ensure that they address significant issues of corporate governance.

The Canadian Securities Administrators have published NI 58-101 and National Policy 58-201 – *Corporate Governance Guidelines*, setting forth guidelines for effective corporate governance and corresponding disclosure requirements. The following sets out a description of the Company’s approach to corporate governance as required pursuant to NI 58-101.

The Board

The Board, which is responsible for supervising the management of the business and affairs of the Company, is currently comprised of eight (8) directors, of whom three (3) are independent within the meaning of NI 58-101. As such, a majority of the Board is not independent. The Board provides an opportunity to hold in-camera sessions without management present, including directors who are members of management, at each meeting of the Board in order to facilitate the exercise of directors’ independent judgment. The independent directors currently include Michèle Maheux, Alexander Stojanovic and Michelle Sangster.

Robert Price, the CEO, and Laurence Howard, the CFO, are not independent by virtue of being members of the Company’s management. Paul McGowan, the Chairman, is a control person of the Company and is not considered independent. Martin Andrew Lyon and Michael Walker are not independent by virtue of being officers of one of the Company’s subsidiaries.

Martin Andrew Lyon and Michael Walker were appointed as directors of the Company on November 12, 2020, Laurence Howard and Robert Stephen Price were appointed as directors of the Company on November 27, 2020, Michèle Maheux and Alexander Stojanovic were appointed as directors on October 26, 2021 and, on December 17, 2021, Paul McGowan was appointed as a director. Michelle Sangster was appointed as a director on June 1, 2022.

During the year ended December 31, 2022, the Board and the committees of the Board engaged in a number of informal meetings and a limited number formal meetings; however, the following attendance records relate to formal meetings of the Board, and the committees, held during the most recently completed financial year of the Company (including regularly scheduled and special meetings).

	Board	Audit Committee ⁽²⁾	Compensation Committee ⁽²⁾	Governance Committee ⁽²⁾
Paul McGowan	3/3			
Robert Price	3/3		N/A	N/A
Laurence Howard	3/3		N/A	
Michael Walker	3/3	N/A		
Martin Andy Lyon	2/3	N/A		
Alexander Stojanovic	3/3	N/A	N/A	N/A
Michèle Maheux	3/3	N/A	N/A	N/A
Michelle Sangster ⁽¹⁾	2/2	N/A	N/A	

Notes:

(1) Ms. Sangster was appointed a director on June 1, 2022.

(2) During the year ended December 31, 2022, the committees of the Board engaged in an number of informal meetings and passed various written resolutions.

Chairman and Lead Director

Paul McGowan, the Non-Executive Chairman of the Board, is not considered an independent director as a control person of the Company. The Non-Executive Chairman of the Board presides at each meeting of the Board and of Shareholders, and is responsible for coordinating with management and the corporate secretary to ensure that documents are delivered to directors in sufficient time in advance of Board meetings for a thorough review, that matters are properly presented for consideration at meetings, and that the Board has an appropriate opportunity to discuss issues at each meeting. The Non-Executive Chairman is responsible for ensuring ethical and effective decision making by the Board.

As Paul McGowan, the Non-Executive Chairman of the Board, is not considered an independent director, Michèle Maheux acts as Lead Director of the Board. The Lead Director provides a source of leadership for the Board complementary to that of the Chairman. The Lead Director is entitled to request materials and receive notice of and attend all meetings of committees of the Company. To enhance and protect the independence of the Board, the responsibilities of the Chairman are shared with the Lead Director, or is the entire responsibility of the Lead Director if such responsibility has been delegated by the Chairman to the Lead Director. Such responsibilities include chairing all meetings of the Board in a manner that promotes meaningful discussion, providing leadership to the Board to enhance the Board's effectiveness and providing opportunities for independent directors to meet in camera at each Board meeting in the absence of non-independent directors, with such in camera sessions being presided upon by the Lead Director.

Board Mandate

The Board is responsible for overseeing the overall management and the general conduct of the Company's affairs. The Board actively participates in the strategic planning process and is responsible for overseeing management's day-to-day operation of the Company. The Board is responsible for identifying the principal risk of the business and ensuring the implementation of appropriate systems to manage these risks. The Board looks to senior management to keep it apprised of all significant developments affecting the Company and its operations. All major acquisitions, dispositions and investments, as well as financings and other significant matters outside the ordinary course of the Company's business are subject to approval by the Board. The Board is also responsible for succession planning of management, although this is not currently considered to be of singular importance given the relative age of the Company's current principal operating officers and directors. Finally, the Board is responsible for the implementation of a communication policy, and for the integrity of the Company's internal control and management information and public disclosure systems. The Board has not, to date, adopted a formal mandate for the Board since its responsibilities are well understood by its members.

Committees of the Board

The Board has established the following committees of the Board comprised of the current members and chaired by the individuals set out in the following table:

Committee	Members ⁽¹⁾
Audit Committee	Alexander Stojanovic ⁽²⁾ Michèle Maheux Michelle Sangster
Compensation Committee	Michelle Sangster ⁽²⁾ Robert Price Laurence Howard Michèle Maheux Alexander Stojanovic
Governance Committee	Robert Price ⁽²⁾ Michèle Maheux Alexander Stojanovic

Notes:

- (1) All of the members of the Audit Committee are independent within the meaning of applicable Canadian securities laws.
(2) Denotes chair of the respective committee.

A detailed description of the Audit Committee and external audit services retained, together with a copy of the Audit Committee Charter (the “**Charter**”), as required by Form 52-110F1 of Multilateral Instrument 52-110 – *Audit Committees*, is included in the Company’s Annual Information Form dated April 14, 2023 (the “**AIF**”), and filed on SEDAR+. Copies of the AIF may be obtained on SEDAR+ at www.sedarplus.ca or upon request, free of charge, at the office of the Company.

Position Descriptions

The Company has written position descriptions for its Non-Executive Chairman, CEO and Lead Director which are available on the Company’s website. A summary of these written descriptions is outlined below.

The primary role of the CEO is to manage the Company in an effective, efficient and forward-looking way and to fulfil the priorities, goals and objectives determined by the Board in the context of the Company’s strategic plans, budgets and responsibilities, with a view to increasing shareholder value.

The Chairman of the Board is a director who is designated by the full Board to act, together with the independent Lead Director, as the leader of the Board and to enhance and protect, with the Compensation, Nominating and Corporate Governance Committees and the other committees of the Board as may be appointed from time to time, the independence of the Board.

The Board is responsible for monitoring the Chairman, CEO, and committee chairmen’s, performances to ensure that they are consistent with defined strategic, operational, and financial initiatives and goals, as well as the policies, guidelines and governance goals approved by the Board. As part of this process, the Board reviews and approves the corporate goals and objectives relevant to the Chairman, CEO and committee chairmen’s compensation and evaluates the Non-Executive Chairman, CEO and committee chairmen’s performances in light of these corporate goals and objectives.

Directorships

The following director nominee is a director of other reporting issuers:

Name of Director	Name of Reporting Issuer	Exchange
Janet Grove	InMed Pharmaceuticals Inc.	NASDAQ

Director Orientation and Continuing Education

While the Company does not currently have a formal orientation and education program for new recruits to the Board, the Company has historically provided such education on an ad hoc and informal basis. Periodically, management and employees of the Company are invited to attend and present at Board meetings to discuss aspects of the Company’s business.

Finally, in addition to these specific events and other ongoing internal and informal continuing education programs, directors are encouraged to visit the Company’s offices, to interact with management and employees and to stay abreast of industry developments and the evolving business of the Company.

Ethical Business Conduct

The Company has implemented a Code of Business Conduct and Ethics (the “**Code**”) to be followed by its employees, officers and directors and those of its subsidiaries. The purpose of the Code is to, among other things, promote honest and ethical conduct, avoidance of conflicts of interest and compliance with applicable governmental laws, rules and regulations. A copy of the Code is available electronically under the Company’s issuer profile on SEDAR+ at www.sedarplus.ca and a summary of certain of its provisions is provided below.

The Company is committed to sound environmental management. The Code confirms the Company’s intention to conduct itself in partnership with the environment and community at large as a responsible and caring business entity, and the Company’s commitment to managing all phases of its business in a manner that minimizes any adverse effects of its operations on the environment and the communities in which it does business.

The Code provides that the Company’s employees, officers and directors are required to act with honesty and integrity and to avoid any relationship or activity that might create, or appear to create, a conflict between their personal interests and the interests of the Company.

The Company is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. The Code affirms the Company’s commitment to foster a work environment in which all individuals are treated with respect and dignity. The Company is an equal opportunity employer and does not discriminate against employees, officers, directors or potential employees, officers or directors on the basis of race, color, religion, sex, national origin, age or disability or any other category protected by applicable law.

All of the Company’s employees, officers and directors are expected to comply with the Code and any waiver from any part of the Code requires the approval of the Company’s CEO, in the case of an employee, or of the Board, in the case of an officer or director.

The Code also provides a process by which actual or potential violations of its provisions are to be reported (on a confidential basis) to the CFO and confirms that there will not be any reprisals against an individual who does so in good faith.

Director Nomination

The Board has established the Governance Committee, whose principal purpose will be to: (a) review the Company’s corporate governance guidelines and recommend applicable changes to the Board; (b) evaluate the effectiveness and performance of the Board and its individual members as well as the size and composition of the Board as a whole; (c) review and recommend the nomination of qualified candidates to become members of the Board; and (d) assist the Board with other related tasks, as assigned from time to time.

In particular, the Governance Committee will establish the qualifications and assist in identifying candidates for the Board, including the competencies and skills each individual director is expected to bring, availability to serve, independence, conflicts of interest and other relevant factors and will periodically present to the Board a list of individuals recommended for nomination for election to the Board. In addition, the Governance Committee will review all significant proposed related party transactions and situations involving a potential conflict of interest with directors, executive officers or any controlling shareholder(s) of the Company and will ensure that any such related party transactions are fair and in the best interests of the Shareholders. The Governance Committee will oversee the preparation of any disclosure about the Company’s corporate governance practices, and will regularly report to the Board on all significant matters it has addressed and with respect to such other matters that are within its responsibilities. The Governance Committee will meet at least once every fiscal year and more often if circumstances dictate.

Compensation

Information with respect to the Compensation Committee's responsibilities, powers and independence from management, as well as a discussion of the Compensation Committee's process for determining NEO and director compensation is provided under the heading "*Executive Compensation – Compensation Committee***Error! Reference source not found.**".

Director Assessment

The Board has not to date implemented a formal process for assessing the effectiveness and contribution of the Board as a whole, its committees or individual directors. The Board will monitor the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and the Audit Committee.

Director Term Limits

The Company has not set director term limits, nor provided any formal mechanism of Board renewal. However, on a technical level, each director's term ends no later than the next annual Shareholders' meeting. The Company considers that a fixed term of office or a formal mechanism for Board renewal is not an efficient or appropriate manner to guarantee Board performance. In selecting candidates for composition of the Board, the Company favours the intrinsic qualities sought after in a director (whether male or female), such as management experience, leadership, career success, understanding of financial questions, knowledge of the Company, its business and industry, reputation, and complementarities with the other members of the Board and the management.

In addition, the Company is of the opinion that limiting the duration of director terms could deprive the Company of the benefit of continuity, and the knowledge and experience of the Company and its business, which long-time directors would have.

Gender Diversity on the Board and Senior Management

The Company believes that a Board made up of highly qualified individuals from diverse backgrounds promotes better corporate governance, performance and effective decision-making. While the Company has not adopted a specific policy regarding Board or executive diversity, including the level of representation of women on the Board and in management, in selecting candidates for such positions, the Company gives appropriate consideration to women along with a variety of other factors including the skills, qualities, experience and expertise to find the best candidate to be an effective member of the Board and/or in executive officer positions.

The Board has not, at this time, adopted any fixed targets or quotas relating to the representation of women on the Board or in executive officer positions as it does not believe that quotas or a formulaic approach, or a specific policy, necessarily result in the identification or selection of the best candidates.

Currently, the Company has two (2) directors that are women that are members of its Board and has one NEO who is a woman. The Company is dedicated to increasing diversity throughout the organization and the Governance Committee continues to evaluate eligible candidates in accordance with the Company's diversity policy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. Financial information is provided in the Company's comparative consolidated financial statements and management's discussion and analysis ("**MD&A**") for its most recently completed financial year. Copies of the Company's consolidated financial statements and MD&A may be obtained on SEDAR+ at www.sedarplus.ca or upon request, free of charge, at the office of the Company (Phone: 416 879-9425).