



**Notice of Annual General and Special Meeting**

**and**

**Management Information Circular**

**April 17, 2023**

**Date of Meeting:** Tuesday, May 30, 2023

**Time:** 11:00 a.m. (Eastern Time)

**Virtual Meeting:** Via live webcast only @ [www.virtualshareholdermeeting.com/BZAM2023](http://www.virtualshareholdermeeting.com/BZAM2023)



Dear Shareholder,

On behalf of the board of directors and management of BZAM Ltd. (the “**Corporation**”), I am pleased to invite you to the 2023 annual and special meeting (the “**Meeting**”) of the holders of common shares (collectively, the “**Shareholders**” or individually, a “**Shareholder**”) of the Corporation which will be held on May 30, 2023 at 11:00 a.m. (Eastern Time).

The Corporation will hold the Meeting in a virtual-only format, which will be conducted via live audio webcast online at [www.virtualshareholdermeeting.com/BZAM2023](http://www.virtualshareholdermeeting.com/BZAM2023). A virtual-only meeting is being adopted to give all Shareholders an equal opportunity to participate and encourage more active Shareholder engagement at the Meeting online regardless of their geographic location, particular constraints, or personal circumstances.

The attached notice of the Meeting and accompanying management information circular dated April 17, 2023 describes the formal business to be conducted at the Meeting and contains detailed instructions on how to participate. Registered Shareholders and appointed proxyholders will have the opportunity to ask questions and vote on all matters put before the Meeting.

Whether or not you plan to attend the Meeting, your vote is important to us. Please submit your vote by using one of the following options: (i) vote either electronically using the telephone and internet voting procedures described on the form of proxy or voting instruction form, or (ii) complete, sign, date and return the enclosed form of proxy or voting instruction form in the envelope provided at your earliest convenience. Votes must be received no later than May 26, 2023 at 11:00 a.m. (Eastern Time).

Our team is committed to the long-term success of the Corporation. Thank you for your continued support and trust.

I look forward to your participation in the Meeting.

Sincerely,

*/s/ Matt Milich*  
Matt Milich  
Chief Executive Officer



## **BZAM LTD.**

5520 Explorer Road, Suite 402, Mississauga, Ontario L4W 5L1

Tel: (905) 304-4201

Email: [investors@bzam.com](mailto:investors@bzam.com)

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting of the holders of common shares (collectively, the “**Shareholders**” or individually, a “**Shareholder**”) of BZAM Ltd. (the “**Corporation**”) will be held on Tuesday, May 30, 2023 at 11:00 a.m. (Eastern Time) (the “**Meeting**”), via live audio webcast online at [www.virtualshareholdermeeting.com/BZAM2023](http://www.virtualshareholdermeeting.com/BZAM2023) for the following purposes:

1. tabling the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2022, together with the report of the auditors thereon and the related management discussion and analysis;
2. fixing the number of directors of Corporation to be elected at six (6);
3. election of the directors of the Corporation who will serve until the end of the next annual shareholder meeting or until their successors are appointed;
4. appointment of KPMG LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix its remuneration;
5. consideration of and, if thought appropriate, the passing of, with or without variation, a special resolution approving the change of registered office address for the Corporation as more fully described in the accompanying management information circular dated April 17, 2023 (the “**Information Circular**”); and
6. transacting such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The Information Circular accompanies and forms part of this Notice of Annual General and Special Meeting of Shareholders (the “**Notice**”). The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to, or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Corporation will hold the Meeting in a virtual-only format, which will be conducted via live audio webcast. A virtual-only meeting is being adopted to give all Shareholders an equal opportunity to participate and encourage more active Shareholder engagement at the Meeting online regardless of their geographic location, particular constraints, or personal circumstances. Shareholders will find important information and detailed instructions about how to participate in the virtual Meeting in the accompanying Information Circular.

The board of directors of the Corporation has fixed Wednesday, April 12, 2023 as the record date (the “**Record Date**”) for the Meeting. Shareholders of record on the Corporation’s books at the close of business on Wednesday, April 12, 2023 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share in the capital of the Corporation is entitled to one vote.

An “ordinary resolution” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

A “special resolution” is a resolution passed by at least two-thirds of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The Corporation has made available copies of the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2022, together with the report of the auditors thereon and the accompanying management’s discussion and analysis, through the “notice and access” procedures and the documents are available under the Corporation’s profile on [www.sedar.com](http://www.sedar.com) and on the Corporation’s website.

**Most Shareholders have a choice of voting over the internet, by telephone or by using the traditional form of proxy. Shareholders should refer to the accompanying proxy materials or the information forwarded by their bank, broker or other holder of record to see which voting methods are available to them. A vote by proxy will ensure the Shareholder’s representation at the Meeting, regardless of whether the Shareholder attends the Meeting or not.**

DATED at Mississauga, Ontario, April 17, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “*Matt Milich*”

Matt Milich  
Chief Executive Officer

## Table of Contents

	Page
<b>GLOSSARY OF DEFINED TERMS .....</b>	<b>1</b>
<b>THE MEETING .....</b>	<b>4</b>
<b>SOLICITATION OF PROXIES .....</b>	<b>4</b>
<b>NOTICE &amp; ACCESS .....</b>	<b>4</b>
<b>APPOINTMENT, VOTING AND REVOCATION OF PROXIES.....</b>	<b>6</b>
<b>INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON .....</b>	<b>10</b>
<b>VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES.....</b>	<b>10</b>
<b>PARTICULARS OF MATTERS TO BE ACTED UPON.....</b>	<b>10</b>
<b>COMPENSATION OF EXECUTIVE OFFICERS.....</b>	<b>17</b>
<b>SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY INCENTIVE PLANS.....</b>	<b>26</b>
<b>INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS.....</b>	<b>28</b>
<b>INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS .....</b>	<b>29</b>
<b>MANAGEMENT CONTRACTS.....</b>	<b>29</b>
<b>CORPORATE GOVERNANCE.....</b>	<b>29</b>
<b>AUDIT COMMITTEE DISCLOSURE.....</b>	<b>39</b>
<b>ADDITIONAL INFORMATION .....</b>	<b>41</b>
<b>OTHER MATTERS.....</b>	<b>41</b>
<b>SCHEDULE A BOARD MANDATE .....</b>	<b>A1</b>
<b>SCHEDULE B AUDIT COMMITTEE CHARTER.....</b>	<b>B1</b>

## GLOSSARY OF DEFINED TERMS

In this Information Circular, unless there is something in the context or subject matter inconsistent therewith, the following defined terms have the meanings hereinafter set forth:

“**Amended and Restated By-Law No.1**” means the amended and restated By-Law No.1 adopted by the Board;

“**Audit Committee**” means the audit committee of the Corporation;

“**Beneficial Shareholder**” means a Shareholder who does not hold their Common Shares in their own name whose Common Shares are registered in the name of a broker, investment dealer or other Intermediary;

“**Board**” means the board of directors of the Corporation;

“**Broadridge**” means Broadridge Financial Solutions, Inc.;

“**Business Day**” means a day other than a Saturday, Sunday or other than a day when banks in the City of Toronto, Ontario are not generally open for business;

“**BZAM Acquisition**” means the acquisition of the all the issued and outstanding common shares of BZAM Holdings Inc. in exchange for Common Shares of the Corporation.

“**CBCA**” means the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, and the regulations made under that enactment, as amended;

“**CCAA**” means the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, and the regulations made under that enactment, as amended;

“**CCO**” means Chief Commercial Officer;

“**CEO**” means Chief Executive Officer;

“**CFO**” means Chief Financial Officer;

“**COO**” means Chief Operating Officer;

“**CGN Committee**” means the corporate governance and nominating committee of the Corporation;

“**Code**” means U.S. Internal Revenue Code of 1986;

“**Common Shares**” means the common shares in the capital of the Corporation;

“**Compensation Committee**” means the compensation committee of the Corporation;

“**Consolidation**” means the consolidation of all of the issued and outstanding Common Shares on the basis of ten (10) pre-Consolidation Common Shares for every one (1) Post-Consolidated Common Shares which took effect on November 8, 2022;

“**Corporation**” or “**BZAM**” means BZAM Ltd.;

“**CSE**” means the Canadian Securities Exchange;

“**Eligible Person**” means any director, officer, employee or consultant, of the Corporation or any of its subsidiaries as determined by the Board as being eligible for participation in the Corporation’s Legacy Option Plan or Option Plan;

“**Financial Statements**” means the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2022, together with the report of the auditors thereon;

“**HRIS**” means a human resources information system;

“**Incentive Stock Options**” has the meaning ascribed thereto in the Section 422 of the Code;

“**Information Circular**” means this management information circular, including all schedules, appendices and exhibits to, and information incorporated by reference in, such management information circular, to be sent to Shareholders in connection with the Meeting;

“**Legacy Option Plan**” means the option plan adopted by the Shareholders at the Corporation’s annual general and special shareholder meeting held on January 31, 2018;

“**Majority Voting Policy**” refers to the majority voting policy adopted by the Board;

“**MD&A**” means management’s discussion and analysis of the Corporation’s results of operations and financial condition for the year ended December 31, 2022;

“**Meeting**” means the annual general and special meeting of Shareholders of the Corporation to be held on Tuesday, May 30, 2023 at 11:00 a.m. (Eastern Time);

“**N&A Notice**” means the notice sent by the Corporation to Shareholders with the Notice & Access provisions set out in NI 54-101;

“**Named Executive Officer**” or “**NEO**” means (a) the CEO; (b) the CFO; (c) the most highly compensated executive officer of the Corporation (other than the CEO and the CFO) during the financial year ended December 31, 2021 earning more than \$150,000 annually, including, in aggregate, all salaries, fees, bonuses and perquisites; and (d) each individual who would be captured under (c) but for the fact that the individual is neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year;

“**NI 51-102**” means National Instrument 51-102 – *Continuous Disclosure Obligations*;

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*;

“**NI 54-101**” means National Instrument 54-101 – *Communications with Beneficial Owners of Reporting Issuer*;

“**NI 58-101**” means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*;

“**Notice**” means the notice of the Meeting;

“**Notice & Access**” means the notice-and-access mechanism used by the Corporation pursuant to NI 54-101;

“**Odyssey**” Odyssey Trust Company, the transfer agent of the Corporation.

“**Option Plan**” means the 10% rolling share option plan last adopted by the Shareholders at the Corporation’s annual general and special shareholder meeting held on June 29, 2021;

“**Optionee**” shall mean an Eligible Person to whom an Option has been granted under the terms of the Corporation’s Legacy Option Plan or Option Plan;

“**Options**” means an option granted under the terms of the Legacy Option Plan or the Option Plan;

“**Participant**” means employees, consultants and directors of the Corporation and its designated affiliates who are eligible to participate in the RSU Plan;

“**Post-Consolidated Common Shares**” means the post-Consolidation Common Shares of the Corporation;

“**Proxy**” means the proxy in the form solicited by management pursuant to this Information Circular, which form accompanies this Information Circular;

“**Record Date**” means the record date for determination of persons entitled to receive notice of the Meeting;

“**Registered Shareholder**” means a registered holder of Common Shares as recorded in the shareholder register of the Corporation maintained by Odyssey;

“**Reporting Insider**” has the meaning ascribed thereto in NI 55-104 *Insider Reporting Requirements and Exemptions*;

“**RSU Plan**” means the amended and restated restricted share unit plan adopted by the Board;

“**RSU**” means restricted share units awarded under the RSU Plan;

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval;

“**Shareholder**” means a holder of Common Shares;

“**TSX**” means the Toronto Stock Exchange and any successor thereto;

“**U.S. Person**” means a “U.S. person” as defined in Regulation S (the definition of which includes, but is not limited to, (i) any natural person resident in the United States, (ii) any partnership or corporation organized or incorporated under the laws of the United States, (iii) any partnership or corporation organized outside of the United States by a U.S. Person principally for the purpose of investing in securities not registered under the U.S. Securities Act, unless it is organized, or incorporated, and owned, by accredited investors who are not natural persons, estates or trusts, and (iv) any estate or trust of which any executor or administrator or trustee is a U.S. Person);

“**U.S. Securities Act**” means the United States Securities Act of 1933, as amended;

“**U.S.**” means the United States of America, its territories, any State of the United States and the District of Columbia; and

“**VIF**” means a voting instruction form.





## **BZAM LTD.**

5520 Explorer Road, Suite 402, Mississauga, Ontario L4W 5L1  
Tel: (905) 304-4201

### **MANAGEMENT INFORMATION CIRCULAR**

(Containing information as at April 17, 2023 unless indicated otherwise)

#### **THE MEETING**

This Information Circular is being provided in connection with the solicitation of proxies by management of the Corporation for use at the Meeting commencing at 11:00 a.m. (Eastern Time) Tuesday, May 30, 2023, and at all postponements or adjournments thereof, at the place and for the purposes set forth in the accompanying Notice. In keeping with the Corporation's commitment to its Shareholders, employees and the broader community, the Meeting will be held in a virtual meeting format only via live audio webcast online at [www.virtualshareholdermeeting.com/BZAM2023](http://www.virtualshareholdermeeting.com/BZAM2023). This Information Circular described the items to be voted on at the Meeting as well as the voting process, and provides information about director and executive compensation, governance practices and other relevant matters. Unless otherwise indicated, all dollar amounts in this Information Circular are expressed in Canadian dollars.

#### **SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by management of the Corporation for use at the Meeting commencing at 11:00 a.m. (Eastern Time) Tuesday, May 30, 2023, and at all postponements or adjournments thereof, at the place and for the purposes set forth in the accompanying Notice. **This solicitation is being made by or on behalf of management.**

While it is expected that the solicitation of proxies for the Meeting will be made primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Corporation at nominal cost. All costs of solicitation by management will be borne by the Corporation. The Corporation has arranged for clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the "**Intermediaries**") to forward the meeting materials to beneficial owners of the Common Shares held of record by those Intermediaries and shall reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

#### **NOTICE & ACCESS**

The Corporation is utilizing Notice & Access under NI 54-101 in the case of Beneficial Shareholders and NI 51-102 in the case of Registered Shareholders. Notice & Access allows the Corporation to deliver the Notice, the Information Circular, Financial Statements and MD&A to Shareholders via specified electronic means provided that the conditions of NI 54-101 and NI 51-102 are met. In accordance with NI 54-101, the Corporation set the Record Date at least 40 days before the Meeting and filed a form of notification of the Record Date and the date of the Meeting at least 25 business days before the Record Date.

#### **Website Where Meeting Materials are Posted**

The Notice & Access provisions are a set of rules that allow reporting issuers to choose to deliver proxy-related materials to registered Shareholders and Beneficial Shareholders by posting electronic

versions of proxy-related materials online, via SEDAR and on the Corporation's website at <https://bzam.com> rather than mailing paper copies of such materials to Shareholders.

The Corporation will not rely upon the use of "stratification". In order for a reporting issuer such as the Corporation to avail itself of the Notice & Access process, the Corporation must send an N&A Notice, including Beneficial Shareholders, indicating the websites where this Information Circular has been posted and explaining how a Shareholder can access the Information Circular online or obtain a paper copy from the Corporation as well as other basic information about the Meeting including, among other things, the matters to be voted on at the Meeting. Shareholders are reminded to carefully review the Information Circular before voting.

Electronic copies of the Information Circular, the Notice, the Financial Statements and MD&A are available on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com) and online at <https://bzam.com>. In relation to the Meeting, Shareholders with existing instructions on their account to receive printed materials and those Shareholders with addresses outside of Canada and the United States will receive a printed copy of the N&A Notice and Proxy or VIF, as applicable. All other Shareholders will receive only the required notification documentation under Notice & Access, which will not include a paper copy of the Information Circular.

### **Obtaining Paper Copies of Materials**

The Corporation anticipates that using Notice & Access for delivery will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about Notice & Access can call the Corporation toll-free in North America at 1-888-603-8463 or by emailing [investors@bzam.com](mailto:investors@bzam.com). Shareholders may also obtain paper copies of the Information Circular, Financial Statements and MD&A free of charge by contacting the Corporation at the same toll-free number. Requests should be received at least five (5) business days in advance of the proxy cut-off date set out in the accompanying Proxy or VIF in order to receive the meeting materials in advance of the date of the Meeting.

### **Information for Shareholders not Resident in Canada**

The Corporation is organized under the federal laws of Canada. The solicitation of proxies involves securities of a Canadian issuer and is being effected in accordance with applicable corporate and securities laws in Canada. Shareholders should be aware that the requirements applicable to the Corporation under Canadian laws may differ from requirements under corporate and securities laws relating to corporations in other jurisdictions. The enforcement of civil liabilities under the securities laws of other jurisdictions outside Canada may be affected adversely by the fact that the Corporation is organized under the laws of Canada. Shareholders may not be able to sue the Corporation and/or its directors or officers in a Canadian court for violations of foreign securities laws. It may be difficult to compel the Corporation to subject itself to a judgment of a court outside Canada.

## APPOINTMENT, VOTING AND REVOCATION OF PROXIES

A Registered Shareholder can vote by proxy whether or not they attend the Meeting. The individuals named in the accompanying Proxy are officers and/or directors of the Corporation. **A Registered Shareholder desiring to appoint some other person or corporation to represent them at the Meeting other than the Corporation's designated representatives identified in the Proxy or VIF may do so online at [www.proxyvote.com](http://www.proxyvote.com) using the 16-digit control number provided on your Proxy or VIF. Doing so will reduce the risk of any mail disruptions in the current environment and will allow you to share the unique Appointee Information you have created with the person you have appointed to represent you at the Meeting. If you do not designate a proxyholder or appointee when completing your Proxy or VIF or if you do not provide the exact Appointee Identification Number and Appointee Name to any other person (other than the named proxyholders) who has been appointed to access and vote at the Meeting on your behalf, that other person will not be able to access the Meeting and vote on your behalf.** If a Registered Shareholder is choosing to vote by proxy, the Proxy must be completed and submitted no later than 11:00 a.m. (Eastern Time) on Friday, May 26, 2023, or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

**You MUST provide your proxyholder or appointee with the EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER to access the Meeting. Proxyholders or appointees can only be validated at the Meeting using the EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER provided.**

### Voting by Proxyholder

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

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

**In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote in accordance with the Board's recommendations. The Board recommends that Shareholders vote as follows:**

- (a) **FOR** the fixing of the number of directors of the Corporation to be elected at six (6);
- (b) **FOR** the election of each of the nominees to the board of directors listed under the heading "Election of Directors";
- (c) **FOR** the appointment of KPMG LLP as auditor of the Corporation and that the Board of the Corporation be authorized to fix the remuneration of the auditor; and
- (d) **FOR** the approval of the change of registered office address for the Corporation.

**The Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting or any adjournment thereof.** At the time of the printing of this Information Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice. **However, if any**

**other matters which at present are not known to the management of the Corporation should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgment of the named proxies.**

### **Registered Shareholders**

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

- Internet:** Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Code on the Proxy to access the website. Enter the 16-digit control number printed on the Proxy, and follow the instructions on the screen.
- Phone:** Call 1-800-474-7493 (English) or 1-800-474-7501 (French) and follow the instructions. You will need to enter the 16-digit control number. Follow the interactive voice recording instructions to submit your vote.
- Mail:** By completing, dating and signing the Proxy and returning in the pre-paid envelope provided.
- At the Meeting:** Registered Shareholder and duly appointed proxyholders can vote at the appropriate times by completing a ballot online during the Meeting. We anticipate that once voting has opened during the Meeting, the resolutions and voting choices will be displayed and you will be able to vote by selecting your voting choices from the options shown on the screen. You must click **submit** for your vote to be counted.

In all cases the Registered Shareholder must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting, or the adjournment thereof, at which the Proxy is to be used. The Chair of the Meeting may waive or extend the proxy cut-off time at his discretion without notice.

### **Beneficial Shareholders**

**The following information is of significant importance to Shareholders who do not hold Common Shares in their own name.** Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

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

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every Intermediary has its own mailing procedures and provides its own return instructions to clients.

**You should carefully follow the instructions of your Intermediary in order to ensure that your Common Shares are voted at the Meeting.**

The VIF provided to you by your Intermediary will be similar to the Proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the Intermediary on how to vote your Common Shares on your behalf. Most Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge in Canada and in the U.S. Broadridge mails a VIF in lieu of a Proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent your Common Shares at the Meeting. The completed VIF must then be returned to Broadridge by mail or

given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of Common Shares to be represented at the Meeting.

**If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with Broadridge's instructions, outlined below, at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting in order to have the Common Shares voted at the Meeting, or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares.**

The Chair of the Meeting may waive or extend the proxy cut-off time at his discretion without notice.

**Internet:** Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Code on the VIF to access the website. Enter the 16-digit control number printed on the VIF, and follow the instructions on the screen.

**Phone:** Call 1-800-474-7493 (English) or 1-800-474-7501 (French) and follow the instructions. You will need to enter the 16-digit control number. Follow the interactive voice recording instructions to submit your vote.

**Mail:** Complete, date and sign the VIF and returning in the pre-paid envelope provided.

You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), other than any of the persons designated in the VIF to represent your Common Shares at the Meeting and that person may be you.

If you are a Beneficial Shareholder and wish to appoint someone as your proxyholder, including yourself, to participate in the Meeting, you should carefully follow the instructions indicated on the VIF provided by your Intermediary.

### ***Participation at the Meeting***

The Corporation is holding the Meeting in a virtual-only format, which will be conducted via live audio webcast online at [www.virtualshareholdermeeting.com/BZAM2023](http://www.virtualshareholdermeeting.com/BZAM2023). Shareholders will not be able to attend the meeting in person. Participating in the Meeting online enables registered Shareholders and duly appointed proxyholders (including those acting in accordance with the voting instructions received from Beneficial Shareholders) to vote at the appropriate times during the Meeting. Guests are able to listen to the Meeting but are not able to ask questions or vote at the Meeting.

To log in to the Meeting online visit [www.virtualshareholdermeeting.com/BZAM2023](http://www.virtualshareholdermeeting.com/BZAM2023) on your smart phone, tablet or computer and check-in using the 16-digit control number included either on your Proxy or VIF, as applicable. You should ensure you have a strong, preferably high-speed, internet connection wherever you intend to participate in the Meeting. The Meeting will begin promptly at 11:00 am (Eastern Time) on Tuesday, May 30, 2023; however, we recommend that you access the Meeting site at least 30 minutes prior to the commencement of the Meeting and test your compatibility using the "Click Here" prompt and if necessary upgrade the media player on your device. You will be able to log in 15 minutes before the Meeting starts. To log in, click on one of the following choices:

***Shareholders*** – enter the 16-digit control number located on your Proxy or VIF. Registered Shareholders and Beneficial Shareholders will be entitled to attend the meeting and ask questions, however, only Registered Shareholders and duly appointed Proxyholders will be able to vote at the Meeting; or

***Proxyholders / Appointees*** – follow the instructions including entering the appointee name and appointee identification number as it was provided by the Shareholder and click on "Submit"; or

***Guests*** – complete the online form. Guests may attend the meeting but will not be able to ask questions.

When successfully authenticated, the information screen will be displayed. You can view information about the Corporation, ask questions, vote (where applicable) and listen to the webcast.

Even if you plan to attend the Meeting, we recommend that you vote in advance, so that your vote will be counted if you later decide not to attend the Meeting.

### ***Submitting Questions during the Meeting***

We expect to hold, to the extent feasible and practical, a live question and answer session in connection with the Meeting. Registered Shareholders, duly appointed proxyholders and Beneficial Shareholders will be able to submit questions for the question and answer session. Questions can be submitted only during the Meeting in writing through the live webcast at [www.virtualshareholdermeeting.com/BZAM2023](http://www.virtualshareholdermeeting.com/BZAM2023) after logging in and typing your question into the “Ask a Question” field, and clicking “Submit”.

We intend to answer properly submitted questions that are pertinent to the Corporation and Meeting matters, as time permits. Questions will be sent to be moderated before being sent to the Chair of the Meeting. The Corporation reserves the right to edit profanity or other inappropriate language, or to exclude questions that are not pertinent to Meeting matters or that are otherwise inappropriate.

### ***Technical Assistance***

If you encounter any technical difficulties accessing the virtual Meeting during the check-in or the Meeting, please use the phone number provided on the website.

### ***Vote Counting***

A representative of Broadridge will act as scrutineer at the Meeting and will count the votes.

### ***Quorum***

A Quorum at a meeting of Shareholders consists of two persons present at the Meeting, each being a Shareholder entitled to vote thereat, or a duly appointed proxy or proxyholder for an absent Shareholder so entitled, and together holding or representing by proxy not less than 5% of the outstanding Common Shares of the Corporation entitled to vote at the Meeting.

### **Notice to United States Shareholders**

The solicitation of proxies is not subject to the requirements of Section 14(a) of the U.S. Exchange Act by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 of the U.S. Exchange Act. Accordingly, this Information Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the U.S. should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of Common Shares by Shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Corporation has been prepared in accordance with Canadian standards under applicable Canadian securities laws and may not be comparable to similar information for U.S. companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada. Such consequences for Shareholders who are resident in, or citizens of, the U.S. may not be described fully in this Information Circular.

The enforcement by Shareholders of civil liabilities under the U.S. federal securities laws may be affected adversely by the fact that the Corporation is incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named herein are residents of a foreign country and that the major assets of the Corporation are located outside the U.S.

## **Revocation of Proxies**

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

- (a) voting again on the internet or telephone;
- (b) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to the Corporation, 5520 Explorer Road, Suite 402, Mississauga, ON L4W 5L1, at any time up to 4:00 p.m. (Eastern Time) of the last Business Day that precedes the day of the Meeting or, if the Meeting is adjourned, the last Business Day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (c) attending the Meeting online and voting the registered Shareholder's Common Shares in accordance with the instructions set out in section "*Participation at the Meeting*".

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation. A Beneficial Shareholder who wishes to revoke their proxy should contact their Intermediary for instructions.

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

No director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor, and as otherwise set out herein.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Board has fixed Wednesday, April 12, 2023 as the Record Date for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the virtual Meeting or complete, sign and deliver a form of Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of the date hereof, there were 157,240,777 Common Shares issued and outstanding, each carrying the right to one vote. The Corporation is authorized to issue an unlimited number of Common Shares without par value.

Other than the 79,151,586 Common Shares representing 50.3% of the issued and outstanding Common Shares, held beneficially by Bassam Alghanim, the Chairman of the Board, to the knowledge of the directors and executive officers of the Corporation, there are no persons or companies who beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares as of the date hereof.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **1. FINANCIAL STATEMENTS**

The Financial Statements of the Corporation will be available and placed before the Shareholders at the Meeting. Additional information relating to these documents may be obtained by a Shareholder upon request without charge from the Corporation at Suite 402, 5520 Explorer Road, Mississauga, Ontario L4W 5L1.

Copies of the Financial Statements are available under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and online at <https://bzam.com>.

## 2. ELECTION OF DIRECTORS

The articles of the Corporation require that the number of directors of the Corporation be a minimum of three (3) to a maximum of ten (10) directors. At last year’s annual general and special meeting of Shareholders, the Shareholders voted to fix the number of directors to be elected to the Board at eight (8). Due to resignations over the course of the previous year, in the normal course of business and in connection with the BZAM Acquisition, the Board presently consists of six (6) directors. By resolution, the Board has determined that the number of directors to be elected by Shareholders at this Meeting is to be set at six (6) and, therefore, at the Meeting, Shareholders will be asked to fix the number of directors to be elected to the Board at six (6).

The term of office of each of the current directors will end at the conclusion of the Meeting. **At the Meeting, Shareholders will be asked to vote FOR the election of the proposed nominees whose names are set out below.** Each of the nominated directors is eligible to serve as a director and has expressed his or her willingness to do so. Unless the director’s office is vacated earlier in accordance with the provisions of the CBCA, directors who are elected will serve until the end of the next annual meeting of Shareholders, or until a successor is elected or appointed.

The following disclosure sets out the names of management’s nominees for election as directors, all major offices and positions with the Corporation or any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment (for the five preceding years), the period of time during which each has been a director, the respective membership of each nominee in the Board committees (as applicable), the number of securities of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction as at April 17, 2023, and whether or not each nominee’s share ownership meets the Corporation’s Share Ownership Guidelines (as further described in “*Corporate Governance – Codes and Policies – Share Ownership Guidelines and Anti-Hedging Policy*”). The information as to the present principal occupation, business or employment is not within the knowledge of the Corporation and has been furnished by the respective nominees.

### DIRECTOR PROFILES

<b>BASSAM ALGHANIM</b> <i>Chairman</i> Non-Independent <sup>(1)</sup>	
Kuwait Director Since January 2023 Age 71	
Mr. Alghanim was appointed a director of the Corporation on January 10, 2023 and subsequently appointed Chairman of the Board on January 24, 2023. Mr. Alghanim has enjoyed a highly rewarding and successful career as an investor, businessman, and banker spanning four decades. In the 1980s and 1990s, Mr. Alghanim managed and expanded Alghanim Industries, a multi-national conglomerate. Later, Mr. Alghanim spearheaded the acquisition of a controlling stake in Gulf Bank, becoming Chairman in 1999. After leading Gulf Bank for over nearly 10 years, during a period of profound growth, Mr. Alghanim moved on to hold diplomatic posts.	
<b>Current Board/Committee Membership<sup>(2)</sup></b>	<b>Other Public Board Memberships</b>
Chairman of the Board Member of the Compensation Committee	None.
<b>Number of Securities Beneficially Owned, Controlled or Directed<sup>(3)</sup></b>	86,651,586 <sup>(4)</sup>
<b>Meets Share Ownership Guidelines</b>	Complies

**Notes:**

- (1) Mr. Alghanim is considered a non-independent director as he is a beneficial major shareholder of the Corporation holding approximately 50.3% of the issued and outstanding Common Shares.
- (2) Mr. Alghanim was appointed as the Chairman of the Board on January 24, 2023 and as a member of the Compensation Committee on February 20, 2023.
- (3) Represents Common Shares, Options and any other convertible securities, on a fully diluted basis.



- (4) Mr. Alghanim holds an aggregate of 79,151,586 Common Shares indirectly through Stone Pine Capital Ltd. As at the date of this Information Circular, Mr. Alghanim also holds warrants exercisable (at an exercise price of \$0.50 per unit) into an aggregate of 7,500,000 Common Shares indirectly through Stone Pine Capital Ltd.

<b>SEAN BOVINGDON</b> <i>Chief Financial Officer &amp; Director</i> <b>Non-Independent<sup>(1)</sup></b>	
Ontario, Canada Director Since March 2021 <sup>(5)</sup> Age 56	
<p>Currently, Mr. Bovingdon is the CFO of the Corporation. He joined the Corporation in October 2018 as CFO, and was appointed interim CEO in November 2020, and as CEO and a director of the Corporation on March 9, 2021. In November 2022, concurrent with the BZAM Acquisition, Mr. Bovingdon was terminated as CEO and resigned as a member of the Board but stayed on as CFO of the Corporation. On February 20, 2023, Mr. Bovingdon was re-appointed as a director of the Corporation. Mr. Bovingdon has over 25 years of executive experience across a multitude of private and public companies and industries, including as CFO of Toronto Hydro Corporation (\$3.5 billion annual revenue). He has served as President &amp; CFO of public and private international oil and gas companies, CFO for TSX listed technology and manufacturing companies, and Controller for a major TSX listed oil company. He has significant experience in capital strategy, M&amp;A, building teams in growth companies, and has been involved in over \$3 billion of equity and debt financings, including three IPOs. He holds a BA (Hons) in Accounting and Economics and is a member of the Institute of Chartered Accountants in England and Wales.</p>	
Current Board/Committee Membership	Other Public Board Memberships
Member of the Board	None.
<b>Number of Securities Beneficially Owned, Controlled or Directed<sup>(2)</sup></b>	677,464 <sup>(3)</sup>
<b>Meets Share Ownership Guidelines<sup>(4)</sup></b>	Complies

**Notes:**

- (1) Mr. Bovingdon is considered a non-independent director as he is the Chief Financial Officer of the Corporation.
- (2) Represents Common Shares, Options and any other convertible securities, on a fully diluted basis.
- (3) Mr. Bovingdon holds an aggregate of 25,464 Common Shares. As at the date of this Information Circular, Mr. Bovingdon also holds Options exercisable into 643,000 Common Shares, and warrants exercisable (at an exercise price of \$3.50 per unit) into an aggregate of 9,000 Common Shares.
- (4) Pursuant to the Corporation's Share Ownership Guidelines (as defined herein), Mr. Bovingdon has five years from the date of his appointment to establish the required level of shareholdings.
- (5) Mr. Bovingdon resigned as a member of the Board in November 2022 concurrent with the BZAM Acquisition. In February 2023, Mr. Bovingdon was re-appointed to the Board.

<b>KEITH MERKER</b> <b>Independent</b>	
Ontario, Canada Director Since November 2022 Age 50	
<p>Mr. Merker was appointed a director of the Corporation on November 3, 2022. Mr. Merker is an established entrepreneur and executive who has a track record of building and advising successful businesses as the founder of Riptide Advisory. As a pioneer in the cannabis industry, he developed one of the first licensed cannabis companies in Canada in 2014, into a multi-site public company, where he served as CFO, director, and ultimately CEO until 2020. Prior to this, Keith spent more than 15 years in investment banking, advisory and entrepreneurial leadership roles. Keith earned his BSc in Biology from the University of British Columbia in 1998 and received his Chartered Financial Analyst designation in 2007.</p>	
Current Board/Committee Membership Directed <sup>(1)</sup>	Other Public Board Memberships
Member of the Board Member of the Audit Committee Member of the CGN Committee	Field Trip Health & Wellness
<b>Number of Securities Beneficially Owned, Controlled or Directed<sup>(2)</sup></b>	150,000 <sup>(3)</sup>
<b>Meets Share Ownership Guidelines<sup>(4)</sup></b>	Complies

**Notes:**

- (1) Mr. Merker was appointed as a member of the Audit Committee and as a member of the CGN Committee on November 3, 2022.
- (2) Represents Common Shares, Options and any other convertible securities, on a fully diluted basis.
- (3) As at the date of this Information Circular, Mr. Merker holds Options exercisable into 150,000 Common Shares.

- (4) Pursuant to the Corporation's Share Ownership Guidelines (as defined herein), Mr. Merker has five years from the date of his appointment to establish the required level of shareholdings.

<p><b>CHRIS SCHNARR</b>  <b>Independent</b></p> <p>Ontario, Canada          Director Since January 2022          Age 56</p>	
<p>Mr. Schnarr was appointed to the Board of the Corporation on January 24, 2022. Mr. Schnarr is an entrepreneur with over 30 years of experience, including founding, managing, and advising growth companies with respect to strategy, corporate finance, sales and marketing, operations, corporate development, M&amp;A, and governance across a cannabis, healthcare, software and pharma/biotech industries, in both the private and public realm. Since April 2020 and between November 2016 and October 2018, Mr. Schnarr has been the Managing Director at Lorian Group Inc. From October 2018 to March 2020, Mr. Schnarr was the Managing Director of Medical and Therapeutics at Canopy Growth Corporation. A graduate of the Director's Education Program at Rotman School of Business and holder of the ICD.D designation, Mr. Schnarr's board experience spans 10 public companies and three private companies. He has extensive committee experience, including Audit, Governance, and Compensation.</p>	
<b>Current Board/Committee Membership<sup>(1)</sup></b>	<b>Other Public Board Memberships</b>
Member of the Board Chair of the Audit Committee Member of the CGN Committee	Highmark Interactive Inc. Vitalhub Corp.
<b>Number of Securities Beneficially Owned, Controlled or Directed<sup>(2)</sup></b>	260,000 <sup>(3)</sup>
<b>Meets Share Ownership Guidelines<sup>(4)</sup></b>	Complies

**Notes:**

- (1) Mr. Schnarr was appointed to the Board and a member of the Audit Committee and the CGN Committee on January 24, 2022. Mr. Schnarr became Chair of the Audit Committee on April 5, 2022.
- (2) Represents Options and any other convertible securities, on a fully diluted basis.
- (3) As at the date of this Information Circular, Mr. Schnarr holds Options exercisable into an aggregate of 260,000 Common Shares.
- (4) Pursuant to the Corporation's Share Ownership Guidelines, Mr. Schnarr has five years from the date of his appointment to establish the required level of shareholdings.

<p><b>WENDY KAUFMAN</b>  <b>Independent</b></p> <p>Ontario, Canada          Age 56</p>	
<p>Ms. Kaufman is a senior financial executive with over 25 years of experience in publicly traded companies. She currently serves as CFO of Canada Nickel Company Inc (TSX-V:CNC), which is focused on the development and financing of a large-scale nickel deposit in Canada. From 2019 to 2020, she served as CFO of Khiron Life Sciences Corp.(TSX-V: KHRN), with core operations in Latin America for the cultivation, production, domestic distribution, and international export of both THC and CBD medical cannabis. From 2017 to 2019 she served as CFO of Pasinex Resources Limited (CSE:PSE). Ms. Kaufman's experience over the last five years at these early-stage companies centered on preparing each company for its next stage of growth by building efficient infrastructures, implementing strong internal controls and cash flow management, and development of appropriate corporate governance practices. Ms. Kaufman also has expertise in financial management and planning, capital structuring and capital markets, acquisitions and integration. She has led a US\$2 billion bond issue and collaborated on numerous mergers and acquisitions. Ms. Kaufman is a CPA, CA and holds a Bachelor of Business Administration from Wilfrid Laurier University.</p>	
<b>Other Public Board Memberships</b>	
None.	
<b>Number of Securities Beneficially Owned, Controlled or Directed</b>	Nil.
<b>Meets Share Ownership Guidelines<sup>(1)</sup></b>	N/A

**Notes:**

- (1) If appointed as director, Ms. Kaufman has five years from the date of her appointment to establish the required level of shareholdings.

## SHERRY TROSS

### Independent

Virginia, U.S.A

Age 55

Ms. Tross is an experienced diplomat, international development expert, public policy advisor and corporate consultant. She has served as Ambassador (High Commissioner) of St. Kitts and Nevis to Canada, Mexico, and Panama since 2018, and has held executive level positions in both the public and private sectors. As the first woman to lead the Secretariat for Integral Development at the Organization of American States (OAS) in Washington, DC., Ms. Tross brings over 20 years of leadership experience in business consulting, strategic communication, and program management. She has participated in bilateral and multilateral negotiations, and shepherded high-level meetings, including the Summit of the Americas. Ms. Tross has extensive experience working with all levels of government, developing public-private partnerships, and partnering with both SMEs and large corporations on small development projects and multimillion-dollar initiatives. She has managed multi-country teams of trade and development specialists and partnered with entrepreneurs in over 30 countries to develop and grow businesses and transform communities.

### Other Public Board Memberships

None.

Number of Securities Beneficially Owned, Controlled or Directed	
Meets Share Ownership Guidelines <sup>(1)</sup>	N/A

Nil.

N/A

#### Notes:

<sup>(1)</sup> If appointed as director, Ms. Tross has five years from the date of her appointment to establish the required level of shareholdings.

None of the proposed nominees for election as a director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Corporation acting solely in such capacity.

A Shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Corporation. At the Meeting the above persons will be nominated for election as director.**

If for any reason any of the proposed nominees does not stand for election or is unable to serve as such, the management designees, if named as proxy, reserve the right to vote for any other nominee in their sole discretion unless you have specified in your proxy that your Common Shares are to be withheld from voting on the proposed nominee who does not stand for election.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE “FOR” THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.**

### Majority Voting Policy

Effective August 31, 2022, the CBCA was amended to require majority voting for uncontested director elections. This amendment to the CBCA requires that shareholders vote “for” or “against”, rather than “for” or “withhold”, individual director nominees in an uncontested election. However, if an incumbent director is not elected by a majority of votes “for” at the Meeting, he or she will still be permitted to remain as a director until the earlier of: (a) the 90th day after the day of the election; or (b) the day on which his or her successor is appointed or elected. This amendment applies only to uncontested elections, which are elections in which the number of nominees for director is equal to the number of positions available on the Board.

As a result of the new amendments to the CBCA relating to majority voting, the Corporation has elected to amend its Majority Voting Policy which was initially implemented in January 2, 2018 to reflect such amendments under the CBCA, including removing the possibility for Shareholders to withhold from voting on the election of each director on an individual basis.

Under the revised Majority Voting Policy, a nominee for election as director who receives more votes against than cast in favour of his or her election will be considered not to have been elected. Pursuant to the Majority Voting Policy, an incumbent director who has not received a majority of votes in favour of his or her election to remain as a director of the Corporation for 90 days following the day of the election or until his or her successor is appointed or elected, whichever is earlier. A nominee who fails to be elected may not be appointed as a director, except in limited circumstances under the CBCA in order to satisfy Canadian residency or non-executive director requirements. The Majority Voting Policy does not apply in circumstances involving contested director elections.

### **Cease Trade Orders, Bankruptcies, Penalties and Sanctions**

To the knowledge of the Corporation, no proposed director is, as at the date of this Information Circular, or has been, within the last 10 years before the date of this Information Circular, a director, CEO or CFO of any company (including the Corporation) that was:

- (a) 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, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO of such company.

Other than as set out below, to the knowledge of the Corporation, no proposed director:

- (a) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of 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;
- (b) has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold its assets;
- (c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (d) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Mr. Bovingdon served as the CFO of Argent Energy Ltd. (the “**Administrator**”), the administrator of Argent Energy Trust (the “**Trust**”), from June 2011 until August 2016 and he also served as President of the Administrator from April 2015 until August 2016. The units of the Trust were listed on the TSX. On February 17, 2016, the Trust sought and obtained protection under the CCAA. On August 30, 2016, the

Court of Queen's Bench of Alberta entered an Order, among other things, terminating the CCAA proceeding for the Trust effective August 31, 2016. On August 31, 2016, the Trust made an assignment into bankruptcy, and on vesting of the Trust's assets with the bankruptcy trustee, the Trust was deemed to be terminated by operation of law. During the CCAA proceedings, certain securities commissions in Canada (including the Alberta Securities Commission, the British Columbia Securities Commission, the Manitoba Securities Commission, and the OSC) issued cease trade orders against the Trust for failing to file interim and annual financial statements. In addition, the Trust units and convertible debentures of the Trust were delisted from the TSX effective at the close of market on March 24, 2016 for failure of the Trust to meet the continued listing requirements of the TSX.

Mr. Schnarr was formerly a director and an officer of BioExx Specialty Proteins Ltd. and its subsidiaries ("**BioExx**"), from March 2006 to August 2013 which was formerly listed on the TSX. Mr. Schnarr resigned from the board of directors and as an officer of BioExx and its subsidiaries on August 28, 2013. On October 1, 2013, BioExx commenced proceedings under CCAA. On the same date, the trading of BioExx's shares on the TSX was halted. On November 6, 2013 the shares of BioExx were delisted from the TSX.

Mr. Merker is currently a director of Field Trip Health & Wellness and its subsidiaries ("**Field Trip**"). On March 22, 2023, Field Trip announced that it obtained an Order (the "**Initial Order**") for creditor protection from the Ontario Superior Court of Justice (Commercial List) under the CCAA. PricewaterhouseCoopers Inc. has been appointed as the CCAA monitor (the "**Monitor**"). The Initial Order includes, among other things, a stay of proceedings in favour of Field Trip and its subsidiaries. Field Trip intends to conduct an expedited sale and investment solicitation process with the goal of facilitating a transaction that enables the company to emerge from CCAA protection. In connection with the CCAA proceedings, Mr. Merker was appointed as Chief Restructuring Officer. Field Trip intends to operate its remaining clinic locations in the ordinary course during the CCAA proceedings under the oversight of the Monitor. Trading in the securities of Field Trip (TSX-V: FTHW) has been suspended. The common shares of Field Trip have been transferred to the NEX Board of TSX Venture Exchange during the suspension period.

### **3. APPOINTMENT OF AUDITOR**

At the Meeting, Shareholders will be called upon to nominate and reappoint the firm of KPMG LLP, Chartered Professional Accountants, Suite 1400, 100 New Park Place, Vaughan, Ontario L4K 0J3 as auditor of the Corporation to serve until the close of the next annual general meeting of shareholders, at a remuneration to be fixed by the directors. KPMG LLP, Chartered Professional Accountants, was first appointed as auditor of the Corporation on June 11, 2018.

**THE BOARD OF DIRECTORS RECOMMEND THAT SHAREHOLDERS VOTE "FOR" THE APPOINTMENT OF KPMG LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS THE CORPORATION'S AUDITOR, AT A REMUNERATION TO BE FIXED BY THE DIRECTORS.**

Unless otherwise directed, it is the intention of the management designees to vote the proxies in favour of an ordinary resolution to appoint the firm of KPMG LLP, Chartered Professional Accountants, to serve as auditor until the next annual meeting of the shareholders and to authorize the directors to fix its remuneration as such.

The information required by Form 52-110F2 of NI 52-110, including information regarding the fees billed to the Corporation by KPMG LLP, Chartered Professional Accountants, Vaughan, Ontario, is contained herein under the heading "Audit Committee Disclosure".

### **4. CHANGE OF REGISTERED ADDRESS**

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, pass a special resolution approving an amendment to the Corporation's articles to change the registered office of the

Corporation from Suite 402, 5520 Explorer Road, Mississauga, Ontario, L4W 5L1, to 1570 – 200 Burrard Street, Vancouver, British Columbia, V6C 3L6 (the “**Change of Registered Address**”).

**THE BOARD HAS UNANIMOUSLY APPROVED THE CHANGE OF REGISTERED ADDRESS AND RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE RESOLUTION APPROVING THE CHANGE OF REGISTERED ADDRESS.** To be effective, the special resolution approving the Change of Registered Address must be approved by at least two-thirds of the votes cast in person or by proxy at the Meeting.

The complete text of the resolution which management intends to place before the Meeting for approval, confirmation and adoption of the Change of Registered Address is as follows:

**“RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the change of registered address of the Corporation to 1570 – 200 Burrard Street, Vancouver, British Columbia, V6C 3L6 is hereby authorized and approved;
2. upon approval of the change of registered office, the Corporation is hereby authorized and directed to file articles of amendment to accord to the foregoing, with such amendments thereto as the Board may approve in order to give effect to the change of registered office;
3. notwithstanding any approval of the shareholders of the Corporation as herein provided, the Board may, in its sole discretion, revoke this special resolution and abandon the change of registered address before it is acted upon without further approval of the shareholders of the Corporation; and
4. any one officer and director of the Corporation be and is hereby authorized for and on behalf of the Corporation to execute and deliver all such instruments and documents and to perform and do all such acts and things as may be deemed advisable in such individual’s discretion for the purpose of giving effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

**COMMON SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE CHANGE OF REGISTERED ADDRESS IN THE ABSENCE OF DIRECTION TO THE CONTRARY FROM THE SHAREHOLDER APPOINTING THEM. AN AFFIRMATIVE VOTE OF AT LEAST TWO-THIRDS OF THE VOTES CAST BY SHAREHOLDERS AT THE MEETING IS SUFFICIENT FOR THE APPROVAL OF THE CHANGE OF REGISTERED ADDRESS.**

## **COMPENSATION OF EXECUTIVE OFFICERS**

### **Compensation Discussion and Analysis**

This section provides details regarding the Corporation’s approach to executive compensation by outlining the processes and decisions supporting the determination of the amounts the Corporation paid to its NEOs. While this discussion relates to the Named Executive Officers, the other executives of the Corporation participate in the same plans and are subject to a similar process.

#### *Elements of Compensation*

The Corporation’s compensation strategy is designed to attract and retain leaders and employees who possess the behaviours, skills and capabilities to drive results for the Corporation. The Corporation’s strategy ensures that the Corporation is achieving internal, external and individual equity for all employees. Although it is not the Corporation’s intention to be the industry leader in a total compensation program, it

is the Corporation's goal to be competitive within the industry through a mix of total compensation program offerings that enhance the overall performance of the employee and the Corporation.

The Board's responsibilities relating to the compensation and retention of executive officers include, but are not limited to:

- setting policies for remuneration of executive officers;
- reviewing the recommendations of the Compensation Committee and approving salary, equity, bonus, and other benefits, direct or indirect, and any change-of-control packages of the CEO;
- considering recommendations of the CEO and Compensation Committee and setting the terms and conditions of employment including, approving the salary, equity, bonus, and other benefits, direct or indirect, and any change-of-control packages, of the executive officers of the Corporation; and
- overseeing the administration of the Corporation's compensation plans, including its Option Plan, RSU Plan, and such other compensation plans or structures that are adopted by the Corporation from time to time.

The following executive compensation principles guide the Board in fulfilling its roles and responsibilities in the design and ongoing administration of the Corporation's executive compensation program:

- compensation levels and opportunities must be market competitive to attract and retain qualified and experienced executives, while being fair and reasonable to Shareholders;
- compensation must incorporate an appropriate balance of short and long-term rewards; and
- compensation programs must align executives' long-term financial interests with those of the Shareholders' by providing equity-based incentives.

The Corporation's executive compensation program is designed to encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and the long-term. For NEOs, the compensation program is designed to provide a larger portion of variable incentives tied to corporate performance. NEO compensation includes base salary, short-term incentives ("STI"), benefits, and long-term incentives ("LTI"). Salaries are a base level of compensation designed to attract and retain executive officers with the appropriate skills and experience. STI plans are designed to provide incentives to NEOs to increase shareholder value through annual cash awards, while grants, through the Corporation's LTI plans, are designed to provide incentives to increase shareholder value over the longer term and thereby creating better alignment with executive compensation and the interests of Shareholders. Perquisites and benefits do not comprise a significant part of our NEO's overall compensation.

The compensation of NEOs is comprised of the following elements: (a) base salary; (b) option-based and share-based awards granted under the Corporation's Option Plan and RSU Plan; and (c) STI and LTI bonus program. These principal elements of compensation are described in further detail below.

#### 1. Base Salary

A NEO's base salary is intended to remunerate the NEO for executing job responsibilities and reflects the executive's performance over time. Individual salary adjustments take into consideration the performance contributions in connection with an executive's specific duties. The base salary of each executive officer is determined by the Board based on an assessment by the Board of their sustained performance and consideration of competitive compensation levels for the markets in which the Corporation operates and the Corporation's overall compensation philosophy. In making its determinations, the Board also considers the particular skills and experience of the individual. A final determination on executive compensation, including salary, is made by the Board in its sole discretion and its knowledge of the industry and geographic markets in which the Corporation operates. The Board does not use any type of quantitative formula to determine the base salary level of any of the NEOs.

Base salaries are reviewed annually to ensure that they properly reflect a balance of market conditions, the levels of responsibility and accountability of each individual, their unique experience, skills, capabilities and level of sustained performance.

## 2. Option-Based and Share-Based Awards

The Corporation's current Option Plan and RSU Plan permit the granting of Options and RSUs by the Board or the compensation committee of the Board (the "**Compensation Committee**"). The aggregate maximum number of Common Shares that may be issued upon the exercise or settlement of Options or RSUs granted under the Option Plan and the RSU Plan, respectively, shall not exceed 10% of the Corporation's issued and outstanding Common Shares from time to time, such number being 15,724,077 as at the date of this Information Circular. The Option Plan is considered an "evergreen" plan, since the Common Shares covered by awards which have been exercised, settled or terminated shall be available for subsequent grants under the Option Plan and the number of awards available to grant increases as the number of issued and outstanding Common Shares increases. A copy of the Option Plan and RSU Plan are available on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Option Plan and RSU Plan are intended to promote the interests of the Corporation and its Shareholders by aiding the Corporation in attracting and retaining employees, officers, consultants, advisors and non-employee directors capable of assuring the future success of the Corporation. Offering such individuals incentives enable them to put forth maximum efforts for the success of the Corporation. To compensate such individuals through various share and cash-based arrangements, it provides them with opportunities for share ownership in the Corporation, thereby aligning the interests of such individuals with Shareholders. Grants under the Option Plan and RSU Plan provide long-term awards linked directly to the market value performance of the Corporation's Common Shares. The Board or the Compensation Committee, as applicable, review management's recommendations and Options and RSUs are granted according to the specific level of responsibility of the Named Executive Officer.

## 3. STI & LTI Bonus Program

In addition to base salary, each NEO may receive an annual bonus. In order to ensure an appropriate balance between STI and LTI, cash and equity will be awarded for bonus program achievement. Specifically, the STI bonus will award cash and the LTI bonus will award either RSUs or Options for financial year 2023 bonus target achievements. Annual bonuses may be awarded by the Board based on qualitative and quantitative corporate and individual performance standards and are intended to reward performance of NEOs individually as well as the attainment of the Corporation's stated targets and objectives for the fiscal year. The determination of a NEO's performance may vary from year to year depending on economic conditions, and may be based on measures such as stock price performance, the meeting of financial targets against budget (such as adjusted funds from operations), the meeting of acquisition objectives and balance sheet performance.

### *Compensation Risk*

The Board and, as applicable, the Compensation Committee, has assessed the Corporation's compensation plans for its NEOs to ensure alignment with the Corporation's compensation policies and business plan and to evaluate the potential risks associated with these plans and programs. The Corporation's practice of compensating its NEOs primarily through a mix of salary, bonus, Options and RSUs, is designed to mitigate risk by: (i) ensuring that the Corporation retains such officers; and (ii) aligning the interests of its officers with the short-term and long-term objectives of the Corporation and its shareholders. As at the date of this Information Circular, the Board had not identified risks arising from the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

### *Financial Instruments*

Pursuant to the terms of the Corporation's Anti-Hedging Policy, the Corporation's officers and directors are prohibited from purchasing financial instruments, such as 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 an officer or director. As at the date of this Information Circular, the Corporation is not aware of any officers or directors who have purchased such financial instruments.

### *Compensation Governance*

In order to assist the Board in fulfilling its oversight responsibilities with respect to compensation matters, the Board has established the Compensation Committee and has reviewed and approved the Compensation Committee's Charter. The Compensation Committee is composed of Jacques Dessureault (Chair), Louis Sterling, and Bassam Alghanim, a majority of whom are "independent" as such term is defined in NI 52-110.

As a whole, the members of the Compensation Committee have direct experience, knowledge and skills relevant to their responsibilities in executive compensation, including with respect to enabling the Compensation Committee in making informed decisions on the suitability of the Corporation's compensation policies and practices. Each of the members of the Compensation Committee has experience on the board of directors and related committees of other public companies, as described under the heading "Particulars of Matters to be Acted Upon – Election of Directors" in this Information Circular.

The Compensation Committee meets on compensation matters when required with respect to director and executive compensation. The primary goal of the Compensation Committee as it relates to compensation matters, is to ensure that the compensation provided to the directors of the Corporation, the NEO and the Corporation's other senior officers is determined with regard to the Corporation's business strategies and objectives. The Compensation Committee ensures that the financial interest of the senior officers is aligned with the financial interest of Shareholders, and ensures that their compensation is fair, reasonable and sufficient to attract and retain qualified and experienced executives. The Compensation Committee is given the authority to engage and compensate any outside advisor that it determines to be necessary to carry out its duties.

The Compensation Committee also reviews compensation programs of companies in its peer group to ensure that executive compensation is within the parameters of companies of a similar size and in similar industries and aims to position its executives between the 50<sup>th</sup> and 75<sup>th</sup> percentile relative to their peers. Levels of compensation are also established and maintained with the intent of attracting and retaining superior quality employees while ensuring that the levels are not contrary to the interests of Shareholders. In determining the appropriate peer group for 2022 in an emerging market sector, the Compensation Committee considered the following factors: consumer staples with a focus on similar operations; healthcare including a mix of organizations which focus on the development of pharmaceutical drugs or medications and those specializing in medical and/or adult-use marijuana; and annual revenue of CAD \$200 million or less.

The Corporation's general executive compensation philosophy is, whenever possible, to pay its executive officers "base" compensation in the form of salaries that are competitive in comparison to those earned by executive officers holding comparable positions with other Canadian entities similar to the Corporation while at the same time providing its executive officers with the opportunity to earn above average "total" compensation through an STI bonus that would consist of a cash award and LTI bonus that may consist of equity-based compensation. See additional responsibilities of the Compensation Committee as described under the heading "Corporate Governance – Board Committees – Compensation Committee" in this Information Circular.

### *Compensation of Directors*

The following table illustrates the compensation structure for the non-executive directors, including the compensation for the lead director role, which was introduced, and was effective from, December 2021. The directors may also be reimbursed for out-of-pocket expenses incurred in carrying out their duties as directors in addition to the compensation as set out below.

Services Provided	Annual Compensation Payable (\$)
Chairman <sup>(1)</sup> .....	\$100,000
Lead Director.....	\$75,000
Independent director.....	\$50,000
Chair, Audit Committee.....	\$20,000
Chair, Other Committees.....	\$10,000
Board Meeting Fees.....	\$1,000
Committee Meeting Fees.....	\$1,000

**Notes:**

<sup>(1)</sup> Mr. Alghanim will not be taking any compensation for his role as Chairman of the Corporation.

Officers of the Corporation who also act as directors will not receive any additional compensation for services rendered in such capacity, other than as paid by the Corporation in their capacity as officers.

*Summary Compensation Table – Named Executive Officers and Directors*

The following table sets forth the compensation paid or awarded to the following individuals: (i) the CEO; (ii) the CFO; (iii) the CCO; and (iv) the former COO, as collectively the Named Executive Officers of the Corporation; and (vi) each of the directors of the Corporation for the two most recently completed financial years:

Name and principal position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$) <sup>(14)</sup>	Total compensation (\$)
Matt Milich <sup>(1)</sup> <i>CEO</i>	2022	58,333	119,792	-	-	414,000	592,125
	2021	-	-	-	-	-	-
Sean Bovingdon <sup>(2)</sup> <i>CFO, Former CEO and Director</i>	2022	326,000	51,041	-	-	472,800	849,841
	2021	320,000	-	-	-	195,750	515,750
Jordan Winnett <sup>(3)</sup> <i>CCO</i>	2022	50,000	93,750	-	-	313,950	537,700
	2021	-	-	-	-	-	-
Michel Gagné <sup>(4)</sup> <i>COO</i>	2022	280,000	40,950	-	-	325,000	645,950
	2021	250,000	-	-	-	150,000	400,000
Chris Schnarr <sup>(5)</sup> <i>Director</i>	2022	58,611	-	15,000	-	243,700	317,311
	2021	-	-	-	-	-	-
Jacques Dessureault <i>Lead Director</i>	2022	90,000	-	21,000	-	288,700	399,700
	2021	60,747	-	25,000	-	79,113	164,860
Olivier Dufourmantelle <sup>(6)</sup> <i>President, US Operations and Director</i>	2022	282,500	-	-	-	197,000	479,500
	2021	31,250	-	-	-	59,500	90,750

Name and principal position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$) <sup>(14)</sup>	Total compensation (\$)
Angus Footman <sup>(7)</sup> <i>Director</i>	2022	100,000	-	15,000	-	369,500	484,500
	2021	6,114	-	2,000	-	59,500	67,614
Adam Jaffe <sup>(8)</sup> <i>Director</i>	2022	37,500	-	13,000	-	91,000	141,500
	2021	25,000	-	10,000	-	57,000	92,000
Nicholas G. Kirton <sup>(9)</sup> <i>Director</i>	2022	30,000	-	6,000	-	-	36,000
	2021	70,000	-	23,000	-	68,400	161,400
Caroline MacCallum <sup>(10)</sup> <i>Director</i>	2022	42,234	-	8,500	-	65,000	115,734
	2021	50,000	-	17,000	-	56,963	123,963
Keith Merker <sup>(11)</sup> <i>Director</i>	2022	8,055	-	4,000	-	103,500	115,555
	2021	-	-	-	-	-	-
Antonino Moschella <sup>(12)</sup> <i>Director</i>	2022	8,055	-	3,000	-	103,500	114,555
	2021	-	-	-	-	-	-
Louis Sterling <sup>(13)</sup> <i>Director</i>	2022	55,000	-	17,000	-	194,500	266,500
	2021	2,989	-	-	-	18,000	20,989

**Notes:**

- (1) Mr. Milich was appointed as CEO on November 4, 2022. At the end of December 31, 2022, Mr. Milich was paid \$58,333, a pro-rated amount from his annual salary of \$350,000. In accordance with and pursuant to the Milich Agreement (as defined herein), Mr. Milich received a 2022 cash bonus of \$7,292 and was granted RSUs with an aggregate value of \$112,500.
- (2) Mr. Bovingdon was paid an annual salary of \$320,000, effective January 1, 2021. On March 9, 2021, Mr. Bovingdon was appointed as CEO, Interim CFO and a director. Effective February 1, 2022, Mr. Bovingdon resigned as Interim CFO. Effective July 1, 2022, Mr. Bovingdon's annual salary was increased to \$350,000. On August 4, 2022, Mr. Bovingdon was re-appointed as Interim CFO. On November 3, 2022, concurrent with the BZAM Acquisition, Mr. Bovingdon was terminated as CEO and resigned as a director of the Corporation and was appointed as CFO. Mr. Bovingdon was paid severance in the amount of \$560,532 on February 28, 2023 in connection with the termination of his role as CEO. In connection with Mr. Bovingdon's role as CFO following the BZAM transaction, his annual salary was reduced to \$300,000. All amounts paid to Mr. Bovingdon are attributed to his role as an officer of the Corporation, and not as a director.
- (3) Jordan Winnett was appointed CCO on November 4, 2022. At the end of December 31, 2022, Mr. Winnett was paid \$50,000, a pro-rated amount from his annual salary of \$300,000. In accordance with and pursuant to the Winnett Agreement (as defined herein), Mr. Winnett received a cash bonus of \$93,750.
- (4) Michel Gagné was appointed COO on November 10, 2020 and resigned as COO effective as of January 31, 2023.
- (5) Appointed to the Board on January 21, 2022.
- (6) Appointed to the Board on November 17, 2021 and resigned from the Board on February 20, 2023. All amounts paid to Mr. Dufourmantelle are attributed to his role as an officer of the Corporation, and not as a director, through his consulting agreement with the Corporation, dated November 25, 2021.
- (7) Appointed to the Board on November 17, 2021 and resigned from the Board on February 20, 2023.
- (8) Appointed to the Board on June 29, 2021 and resigned from the Board on November 4, 2022.
- (9) Resigned from the Board on April 5, 2022.
- (10) Resigned from the Board on November 4, 2022.
- (11) Appointed to the Board on November 4, 2022.
- (12) Appointed to the Board on November 4, 2022 and later resigned from the Board on January 10, 2023.
- (13) Appointed to the Board on December 21, 2021.
- (14) Unless otherwise noted, value of all other compensation is related to share-based and option-based awards as described further below, and there was no cash value.

*Incentive Plan Awards – Named Executive Officers and Directors*

During the fiscal year ended December 31, 2022, the Corporation granted 8,027,900 Options to its employees and directors with exercise prices ranging from \$0.69 to \$1.30 per Common Share, expiring between January 24, 2027 and November 25, 2027. The Options are subject to certain vesting conditions

over three years from the date of grant, based on employment position and grade level within the organization.

The Corporation records compensation expense for the fair value of the Options granted under its Option Plan using the Black-Scholes option-pricing model. This model determines the fair value of Options granted and amortizes it to earnings over the vesting period in accordance with international financial reporting standards (“IFRS”).

#### Outstanding Share-Based Awards and Option-Based Awards

The Corporation granted an aggregate of 3,225,000 Options and an aggregate of 330,000 share-based awards to the Named Executive Officers and directors of the Corporation during the fiscal year ended December 31, 2022. The following table sets out all option-based and share-based awards granted to Named Executive Officers and directors during the fiscal year ended December 31, 2022:

Name and position	Type of compensation security	Number of securities underlying unexercised Options/RSUs (#)	Date of issue or grant	Exercise/issue price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Matt Milich <sup>(1)</sup>	Option <sup>(2)</sup>	500,000	11/25/2022	0.69	0.69	0.33	11/25/2027
	RSU <sup>(3)</sup>	100,000	11/25/2022	0.69	0.69	0.33	12/31/2025
Sean Bovingdon <sup>(4)</sup>	Option <sup>(2)</sup>	300,000 <sup>(16)</sup>	04/08/2022	1.30 <sup>(16)</sup>	1.25 <sup>(16)</sup>	0.33	04/08/2027
	Option <sup>(2)</sup>	120,000	11/25/2022	0.69	0.69	0.33	11/25/2027
Michel Gagne <sup>(5)</sup>	Option <sup>(2)</sup>	250,000 <sup>(16)</sup>	04/08/2022	1.30 <sup>(16)</sup>	1.25 <sup>(16)</sup>	0.33	04/08/2027
Jordan Winnett <sup>(6)</sup>	Option <sup>(2)</sup>	375,000	11/25/2022	0.69	0.69	0.33	11/25/2027
	RSU <sup>(3)</sup>	80,000	11/25/2022	0.69	0.69	0.33	12/31/2025
Chris Schnarr <sup>(7)</sup>	Option <sup>(2)</sup>	50,000 <sup>(16)</sup>	01/24/2022	1.00 <sup>(16)</sup>	0.95 <sup>(16)</sup>	0.33	01/24/2027
	Option <sup>(2)</sup>	80,000 <sup>(16)</sup>	04/08/2022	1.30 <sup>(16)</sup>	1.25 <sup>(16)</sup>	0.33	04/08/2027
	Option <sup>(2)</sup>	130,000	11/25/2022	0.69	0.69	0.33	11/25/2027
Jacques Dessureault <sup>(8)</sup>	Option <sup>(2)</sup>	100,000 <sup>(16)</sup>	04/08/2022	1.30 <sup>(16)</sup>	1.25 <sup>(16)</sup>	0.33	04/08/2022
	Option <sup>(2)</sup>	180,000	11/25/2022	0.69	0.69	0.33	11/25/2027
	RSU <sup>(3)</sup>	50,000	11/25/2022	0.69	0.69	0.33	12/31/2025
Olivier Dufourmantelle <sup>(9)</sup>	Option <sup>(2)</sup>	125,000 <sup>(16)</sup>	04/08/2022	1.30 <sup>(16)</sup>	1.25 <sup>(16)</sup>	0.33	04/08/2027
	Option <sup>(2)</sup>	50,000	11/25/2022	0.69	0.69	0.33	11/25/2027
Angus Footman <sup>(10)</sup>	Option <sup>(2)</sup>	125,000 <sup>(16)</sup>	04/08/2022	1.30 <sup>(16)</sup>	1.25 <sup>(16)</sup>	0.33	04/08/2027
	Option <sup>(2)</sup>	200,000	11/25/2022	0.69	0.69	0.33	11/25/2027
	RSU	100,000	11/25/2022	0.69	0.69	0.33	12/31/2025
Adam Jaffe <sup>(11)</sup>	Option <sup>(2)</sup>	70,000 <sup>(16)</sup>	04/08/2022	1.30 <sup>(16)</sup>	1.25 <sup>(16)</sup>	0.33	04/08/2027
Caroline MacCallum <sup>(12)</sup>	Option <sup>(2)</sup>	50,000 <sup>(16)</sup>	04/08/2022	1.30 <sup>(16)</sup>	1.25 <sup>(16)</sup>	0.33	04/08/2027
Keith Merker <sup>(13)</sup>	Option <sup>(2)</sup>	150,000	11/25/2022	0.69	0.69	0.33	11/25/2027
Antonino Moschella <sup>(14)</sup>	Option <sup>(2)</sup>	150,000	11/25/2022	0.69	0.69	0.33	11/25/2027
Louis Sterling <sup>(15)</sup>	Option <sup>(2)</sup>	70,000 <sup>(16)</sup>	04/08/2022	1.30 <sup>(16)</sup>	1.25 <sup>(16)</sup>	0.33	04/08/2027
	Option <sup>(2)</sup>	150,000	11/25/2022	0.69	0.69	0.33	11/25/2027

**Notes:**

(1) As at December 31, 2022, Mr. Milich held 500,000 Options exercisable into 500,000 Common Shares and RSUs entitling him to receive 100,000 Common Shares.

- (2) Vesting one-third on each of the next three anniversaries following the date of grant
- (3) Vesting one-third on each of the next three anniversaries following the date of grant
- (4) As at December 31, 2022, Mr. Bovingdon held 643,000 Options exercisable into 643,000 Common Shares.
- (5) Mr. Gagne resigned as Chief Operating Officer effective as of January 31, 2023. As at December 31, 2022, Mr. Gagne held 362,500 Options exercisable into 362,500 Common Shares.
- (6) As at December 31, 2022, Mr. Winnett held 375,000 Options exercisable into 375,000 Common Shares and RSUs entitling him to receive 80,000 Common Shares.
- (7) As at December 31, 2022, Mr. Schnarr held 260,000 Options exercisable into 260,000 Common Shares.
- (8) As at December 31, 2022, Mr. Dessureault held 391,000 Options exercisable into 391,000 Common Shares and RSUs entitling him to receive 52,875 Common Shares.
- (9) Resigned from the Board on February 20, 2023. As at December 31, 2022, Mr. Dufourmantelle held 250,000 Options exercisable into 250,000 Common Shares and RSUs entitling him to receive 5,000 Common Shares.
- (10) Resigned from the Board on February 20, 2023. As at December 31, 2022, Mr. Footman held 400,000 Options exercisable into 400,000 Common Shares and RSUs entitling him to receive 105,000 Common Shares.
- (11) Resigned from the Board on November 4, 2022. As at December 31, 2022, Mr. Jaffe held 100,000 Options exercisable into 100,000 Common Shares.
- (12) Resigned from the Board on November 4, 2022. As at December 31, 2022, Ms. MacCallum held 151,000 Options exercisable into 151,000 Common Shares.
- (13) Appointed to the Board on November 4, 2022. As at December 31, 2022, Mr. Merker held 150,000 Options exercisable into 150,000 Common Shares.
- (14) Appointed to the Board on November 4, 2022. As at December 31, 2022, Mr. Moschella held 150,000 Options exercisable into 150,000 Common Shares.
- (15) As at December 31, 2022, Mr. Sterling held 250,000 Options exercisable into 250,000 Common Shares.
- (16) Reflects an adjustment due to the Consolidation, effective November 8, 2022.

### Exercise of Compensation Securities

The following table sets out information regarding each exercise or vesting of incentive plan awards during the fiscal year ended December 31, 2022 for each Named Executive Officer and director:

Name	Type of compensation security	Number of underlying securities exercised/ vested <sup>(5)</sup>	Exercise price per security <sup>(6)</sup> (\$)	Date of exercise/ vesting	Closing price per security on the date of exercise / vesting <sup>(5)</sup> (\$)	Difference between exercise price and closing price on date of exercise/ vesting <sup>(5)(6)</sup> (\$)	Total value on exercise/ vesting date <sup>(6)</sup> (\$)
Sean Bovingdon <sup>(1)</sup>	RSU	18,450	N/A	04/07/2022	1.30	N/A	23,985
Michel Gagné <sup>(2)</sup>	RSU	15,633	N/A	04/07/2022	1.30	N/A	20,323
Nick Kirton <sup>(3)</sup>	RSU	6,000	N/A	04/07/2022	1.30	N/A	7,800
Jacques Dessureault	RSU	2,875	N/A	04/07/2022	1.30	N/A	3,738
Caroline MacCallum <sup>(4)</sup>	RSU	2,875	N/A	06/15/2022	0.80	N/A	2,300
	RSU	2,875	N/A	12/05/2022	0.66	N/A	1,898

**Notes:**

- (1) On March 9, 2021, Mr. Bovingdon was appointed as CEO, Interim CFO and a director. Effective February 1, 2022, Mr. Bovingdon resigned as Interim CFO. On August 4, 2022, Mr. Bovingdon was re-appointed as Interim CFO. On November 3, 2022, Mr. Bovingdon was terminated as CEO and resigned as a director of the Corporation and was appointed as CFO.
- (2) Resigned as Chief Operating Officer effective as of January 31, 2023.
- (3) Resigned from the Board on April 5, 2022.
- (4) Resigned from the Board on November 3, 2022.
- (5) Reflects the post-Consolidation share price.
- (6) As there is no exercise price that is applicable to the vesting of the RSUs and subsequent issuance of Common Shares, the difference between the exercise price and closing price on the date of vesting of the RSUs is not applicable. The total value of the Common Shares issued to the NEO and/or director reflects the closing price of the Common Shares on the date of vesting of the RSUs multiplied by the number of Common Shares issued.

### *Employment Agreements, Termination and Change in Control Benefits*

In addition to the descriptions below, the Named Executive Officers are entitled to the accelerated vesting of Options and RSUs upon a Change of Control (as defined in the Option Plan and RSU Plan) in

accordance with the terms of the Option Plan and RSU Plan, respectively (as further described herein). The Corporation currently has employment agreements with each of its Named Executive Officers as follows:

#### Matt Milich

On November 3, 2022, the Corporation entered into an employment agreement with Matt Milich to provide Chief Executive Officer services to the Corporation for an annual base salary of \$350,000 (the “**Milich Agreement**”). Mr. Milich is also eligible for bonus payments of up to 100% of his then current base salary, based on the achievement of certain milestones by the Corporation in the 2023 calendar year. For each calendar year after 2023, Mr. Milich is eligible for bonus payments in accordance with the Corporation’s STI bonus program. The Milich Agreement allows for Mr. Milich to terminate his employment with the Corporation at any time by providing the Corporation with 12 weeks of notice in writing. If the Corporation elects to waive all or part of Mr. Milich’s resignation notice period before the date of resignation was to be effective, the Corporation will, in full satisfaction of its obligations to the Employee: (i) pay the Employee’s base salary and vacation pay accrued until the date the resignation was to be effect, and (ii) reimburse the outstanding expenses properly incurred by the Employee until the date his employment ceases. If Mr. Milich is subject to termination by the Corporation for wilful misconduct, disobedience or wilful neglect of duty that is not trivial and has not been condoned by the employer, as contemplated in the Ontario *Employment Standards Act* (“**Cause**”), Mr. Milich will be entitled to: (i) his base salary and vacation pay accrued until the date his employment ceases; and (ii) reimbursement of the outstanding expenses properly incurred until the date his employment ceases. Provided he signs a release in favour of the Corporation, Mr. Milich’s entitlements upon termination without Cause and or upon a Change of Control (as defined in the Milich Agreement) transaction will be a severance amount equivalent to: (i) the employee’s base salary, accrued bonus and vacation pay accrued until the date of termination, (ii) reimbursement of the employee’s expenses, (iii) twelve months of base pay and (iv) continuation of the group benefits plan for an additional period of four weeks. If such termination without Cause occurred as at December 31, 2022, Mr. Milich would have been entitled to a payment valued at approximately \$495,000.

#### Sean Bovingdon

Mr. Bovingdon entered into an employment agreement effective October 22, 2018, which was later amended on December 23, 2020 and March 29, 2021 (the “**Original Bovingdon Agreement**”). Under the terms of the Original Bovingdon Agreement, Mr. Bovingdon was appointed CEO of the Corporation. Effective July 1, 2022, Mr. Bovingdon’s annual salary was increased to \$350,000. On August 4, 2022, Mr. Bovingdon was re-appointed as Interim CFO. On November 3, 2022, as amended on March 1, 2023, the Corporation entered into an employment agreement with Sean Bovingdon to provide Chief Financial Officer services to the Corporation for an annual base salary of \$300,000 (the “**Bovingdon Agreement**”). While employed by the Corporation and for a period of 12 months after the termination of employment for any reason, Mr. Bovingdon is subject to non-compete and non-solicit covenants. The Bovingdon Agreement provides that Mr. Bovingdon may terminate his employment with the Corporation at any time by providing the Corporation with eight (8) weeks notice in writing. If Mr. Bovingdon is subject to termination by the Corporation for Cause, Mr. Bovingdon will be entitled to accrued but unpaid base salary and vacation pay, and reimbursement of any expenses outstanding properly incurred by Mr. Bovingdon. If Mr. Bovingdon is subject to termination without Cause, Mr. Bovingdon will be entitled, under the Original Bovingdon Agreement to: (i) the employee’s base salary, accrued bonus and vacation pay accrued until the date of termination, (ii) reimbursement of the employee’s expenses, (iii) eighteen months of base pay and (iv) continuation of the group benefits plan. If such termination without Cause occurred as at December 31, 2022, Mr. Bovingdon would have been entitled to a payment valued at approximately \$611,573.

#### Jordan Winnett

On November 3, 2022, the Corporation entered into an employment agreement with Jordan Winnett to provide Chief Commercial Officer services to the Corporation for an annual base salary of \$300,000 (the “**Winnett Agreement**”). Mr. Winnett is also eligible for bonus payments of up to 75% of his then current base salary, based on the achievement of certain milestones by the Corporation in the 2023 calendar year.

For each calendar year after 2023, Mr. Winnett is eligible for bonus payments in accordance with the Corporation’s STI bonus program. The Winnett Agreement provides that Mr. Winnett may terminate his employment with the Corporation at any time by providing the Corporation with 4 weeks of notice in writing. If the Corporation elects to waive all or part of Mr. Winnett’s resignation notice period before the date of resignation was to be effective, the Corporation will, in full satisfaction of its obligations to the Employee: (i) pay the Employee’s base salary and vacation pay accrued until the date the resignation was to be effect, and (ii) reimburse the outstanding expenses properly incurred by the Employee until the date his employment ceases. If Mr. Winnett is subject to termination by the Corporation for Cause, Mr. Winnett will be entitled to: (i) his base salary and vacation pay accrued until the date his employment ceases; and (ii) reimbursement of the outstanding expenses properly incurred until the date his employment ceases. Provided he signs a release in favour of the Corporation, Mr. Winnett’s entitlements upon termination without Cause and or upon a Change of Control (as defined in the Winnett Agreement) transaction will be a severance amount equivalent to: (i) the employee’s base salary, accrued bonus and vacation pay accrued until the date of termination, (ii) reimbursement of the employee’s expenses, (iii) twelve months of base pay and (iv) continuation of the group benefits plan for an additional period of four weeks. If such termination without Cause occurred as at December 31, 2022, Mr. Winnett would have been entitled to a payment valued at approximately \$490,000.

### Michel Gagné

The Corporation entered into an employment agreement with Michel Gagné effective March 9, 2019, as amended on August 5, 2020, November 10, 2020 and March 29, 2021 (the “**Gagné Agreement**”). Under the terms of the Gagné Agreement, Mr. Gagné agreed to act as the Chief Operating Officer of the Corporation. In consideration for his services, the Corporation agreed to pay Mr. Gagné an annual base salary of \$250,000 effective January 1, 2021. Mr. Gagné is subject to non-solicit covenants while employed by the Corporation and for a period of twelve months after the termination of employment for any reason. The Gagné Agreement provides that Mr. Gagné may terminate his employment with the Corporation at any time by providing the Corporation with four weeks’ notice in writing. The Corporation may terminate the Gagné Agreement at any time with or without Cause. Provided he signs a release in favour of the Corporation, Mr. Gagné’s entitlements upon termination without Cause and or upon a Change of Control (as defined in the Gagné Agreement) transaction will be a severance amount equivalent to: (i) the employee’s base salary, accrued bonus and vacation pay accrued until the date of termination, (ii) reimbursement of the employee’s expenses, (iii) twelve months of base pay and (iv) continuation of the group benefits plan. If such termination without Cause occurred as at December 31, 2022, Mr. Gagné would have been entitled to a payment valued at approximately \$335,000.

## **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY INCENTIVE PLANS**

### **Equity Incentive Plan Information**

The following table provides information regarding the number of Common Shares to be issued upon exercise of outstanding Options and RSUs pursuant to the Option Plan and the RSU Plan, respectively, as at December 31, 2022:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding convertible securities under Equity Incentive Plans (a)</b>	<b>Weighted-average exercise price of outstanding Options (b)</b>	<b>Number of securities remaining available for future issuance under Equity Incentive Plans (excluding securities reflected in column (a)) (c)</b>
Equity Incentive Plans Approved by Shareholders at December 31, 2022	8,820,675	2.68	5,943,483
Equity Incentive Plans not approved by securityholders	N/A	N/A	N/A

## Option Plan

*Summary.* The Corporation's Option Plan is a rolling plan, which, subject to adjustment provisions provided therein, provides that an aggregate maximum number of Common Shares that may be issued upon the exercise or settlement of Options granted under the Option Plan (and any awards granted under all other equity incentive plans of the Corporation) shall not exceed 10% of the Corporation's issued and outstanding Common Shares from time to time, such number being 15,724,077 as at the date of this Information Circular. The Option Plan is considered an "evergreen" plan, since the Common Shares covered by awards which have been exercised, settled or terminated shall be available for subsequent grants under the Option Plan and the number of awards available to grant increases as the number of issued and outstanding Common Shares increases.

*Eligible Participants.* Options may be granted to directors, officers, employees or consultants of the Corporation or any of its subsidiaries as determined by the Board as being eligible for participation in the Option Plan.

*Maximum Number of Shares Issuable.* The number of Common Shares issuable under the Option Plan, together with all of the Corporation's other previously established or proposed share compensation arrangements, including the RSU Plan, may not exceed 10% of the total number of issued and outstanding Common Shares. In addition to this 10% cap,

- (a) the aggregate number of Common Shares which may be issuable at any time pursuant to the Option Plan or any other share compensation arrangement (pre-existing or otherwise) to Reporting Insiders shall not exceed 10% of the Common Shares then outstanding.
- (b) the aggregate number of Common Shares which may be issued pursuant to the Option Plan or any other share compensation arrangement (pre-existing or otherwise) to Reporting Insiders within a one-year period shall not exceed 10% of the Common Shares then outstanding.
- (c) notwithstanding the rolling 10% maximum number available for reserve and issuance pursuant to all share compensation arrangements of the Corporation, the number of Common Shares that may be issued to U.S. residents pursuant to the exercise of Incentive Stock Options, is an aggregate maximum of 5,000,000 Common Shares.

*Vesting of Options.* Options granted pursuant to the Option Plan shall vest and become exercisable by an Optionee at such time or times as may be determined by the Board and may be made subject to performance conditions as the Board may determine at the time of granting such Options.

*Term of Options.* Subject to the blackout period provisions as outlined in the Option Plan, the term of the Options shall be determined by the Board at the time of granting the Options provided, however, that the term of the Options must not extend beyond ten years from the grant date of the Option.

## RSU Plan

*Summary.* The Corporation currently maintains the RSU Plan, which provides for the acquisition of Common Shares by Participants under the RSU Plan for the purpose of advancing the interests of the Corporation through the attraction, motivation and retention of employees, consultants and directors of the Corporation and its designated affiliates.



*Eligible Participants.* Employees, consultants and directors of the Corporation and its designated affiliates are eligible to participate in the RSU Plan. In accordance with the terms of the RSU Plan, the Corporation, under the authority of the Board through the Compensation Committee, will approve those employees, consultants and directors who are entitled to receive RSUs and the number of RSUs to be awarded to each Participant. RSUs awarded to Participants are credited to them by means of an entry in a notional account in their favour on the books of the Corporation. Each RSU awarded conditionally entitles the Participant to receive one Common Share upon attainment of the RSU vesting criteria.

*Maximum Number of Common Shares Reserved for Issuance.* The maximum number of Common Shares made available for issuance upon settlement of RSUs pursuant to the RSU Plan shall not exceed a fixed maximum of 1,000,000 Post-Consolidated Common Shares, which represents approximately 0.64% of the issued and outstanding Common Shares as at the date of this Information Circular.

The RSU Plan provides that the maximum number of Common Shares issuable to Reporting Insiders pursuant to the plan, together with any Common Shares issuable pursuant to any other security-based compensation arrangements of the Corporation, will not exceed 10% of the total number of outstanding Common Shares. In addition, the maximum number of Common Shares issued to Reporting Insiders under the RSU Plan, together with any Common Shares issued to Reporting Insiders pursuant to any other security-based compensation arrangements of the Corporation within any one-year period, will not exceed 10% of the total number of outstanding Common Shares.

*Vesting.* The vesting of RSUs is conditional upon the expiry of a time-based vesting period, which vesting period may be tied, at the sole discretion of the Board or the Compensation Committee, to achievement of specified performance criteria within the vesting period. The duration of the vesting period and other vesting terms applicable to the grant of the RSUs shall be determined at the time of the grant by the Compensation Committee. Once the RSUs vest, the Participant is entitled to and will automatically receive the equivalent number of underlying Common Shares.

*Expiry.* The Compensation Committee determines the expiry date of an RSU in connection with each grant. The RSU will terminate and be cancelled if it is not vested and settled by its expiry date. The expiry date set by the Compensation Committee will be no later than (and, unless otherwise determined on the grant date by the Compensation Committee, will be) December 31st of the calendar year in which the third anniversary of the grant date occurs.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

Except as set out below, no proposed nominee for election as a director of the Corporation, no individual who is an executive officer, director, employee or former executive officer, director or employee of the Corporation or any of its subsidiaries is indebted to the Corporation or any of its subsidiaries pursuant to the purchase of securities or otherwise.

The following table sets out the aggregate indebtedness of executive officers, directors, employees and former executive officers, directors and employees of the Corporation and its subsidiaries pursuant to the purchase of securities or otherwise as at the date of this Information Circular.

<b>Aggregate Indebtedness (\$)</b>		
<b>Purpose</b>	<b>To the Corporation or its Subsidiaries</b>	<b>To Another Entity</b>
Share Purchases	Nil	Nil
Other Indebtedness	2,500,000	N/A

The following table sets out the aggregate amount of indebtedness to the Corporation or any of its subsidiaries for each individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Corporation, each proposed nominee for election as a director of the Corporation, and each associate of any such director, executive officer or proposed nominee:

Aggregate Indebtedness (\$)						
Name and Principal Position	Involvement of Corporation or Subsidiary	Largest Amount Outstanding During the Year Ended December 31, 2022 (\$)	Amount Outstanding as at April 17, 2023 (\$)	Financially Assisted Securities Purchases During the Year Ended December 31, 2022	Security for Indebtedness	Amount Forgiven During the Year Ended December 31, 2022 (\$)
<i>Securities Purchase Programs</i>						
N/A	N/A	Nil	Nil	Nil	Nil	Nil
<i>Other Programs</i>						
Stone Pine Capital Ltd.	Affiliate of Director	2,200,000	2,500,000	Nil	March Promissory Note (as defined below)	Nil

On September 26, 2022, Stone Pine Capital Ltd. (“**Stone Pine**”), an affiliate of Bassam Alghanim, provided an aggregate loan of \$2,200,000 to the Corporation pursuant to a promissory note (the “**September Promissory Note**”). The September Promissory Note accrues interest at 12% per annum. Pursuant to the terms of a loan settlement agreement entered into between the Corporation and Stone Pine on January 4, 2023, the Corporation agreed to issue and Stone Pine agreed to accept an aggregate of 5,500,000 Shares, issued at a deemed price of \$0.40 per Share, to settle the September Promissory Note.

A further loan was provided by Stone Pine to the Corporation in an aggregate amount of \$2,500,000 on March 3, 2023 pursuant to another promissory note (the “**March Promissory Note**”). The March Promissory Note accrues interest at 10% per annum. The Corporation may prepay the principal amount in whole or in part at any time or from time to time without premium or penalty. The March Promissory Note is secured by a general security agreement between Stone Pine and the Corporation that is subordinated to its senior lender.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

As of the date of this Information Circular, no informed person of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director has had a material interest in any transaction since the commencement of the Corporation’s most recently completed financial year or has a material interest in any proposed transaction which has materially affected or would affect the Corporation or any of its subsidiaries.

## MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of the Corporation which are to any substantial degree performed by a person or Corporation other than the directors or executive officers of the Corporation.

## CORPORATE GOVERNANCE

The Board believes that good corporate governance is critical to the performance and long-term success of the Corporation. Ethical business practices and a culture of integrity are the foundation on which

the Corporation is built, and the Board is committed to ensuring responsible governance practices permeate all levels of the organization. The Corporation's corporate governance practices and disclosure meet all legal and regulatory requirements applicable to it, including National Policy 58-201 – *Corporate Governance Guidelines*, NI 58-101, the requirements of the CBCA, and the requirements of the CSE.

### **Board of Directors**

The Board facilitates the exercise of independent supervision over management by ensuring representation on the Board by directors who are independent of management. Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation that could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgement. For information regarding independence of directors nominees, see "*Business of the Meeting – Election of Directors*". As of the date of this Information Circular, the Corporation currently has a Board comprised of six (6) directors, the majority of whom are independent; the non-independent directors are Messrs. Bassam Alghanim and Sean Bovingdon. If the proposed six (6) director nominees are appointed at the Meeting, the majority of directors will be independent, and the non-independent directors will be Messrs. Bassam Alghanim and Sean Bovingdon.

### **Exercise of Independence by the Board**

The independent directors are able to, and at ad hoc intervals, as necessary, meet without the presence of management to facilitate open and candid discussions and ensure that the Board may function independent of management. Throughout 2022, the independent directors met in camera, at a minimum, at each regular Board meeting.

On December 20, 2021, Mr. Jacques Dessureault was appointed Lead Director following certain changes on the Board and remained Lead Director following the BZAM Acquisition since the current Chairman, Mr. Bassam Alghanim, is not an independent director. In his role, Mr. Dessureault is responsible for facilitating the functioning of the Board independent of the senior management of the Corporation and the Chairman, in order to satisfy independence requirements under applicable Canadian securities law. Mr. Dessureault enhances the independence and effectiveness of the Board by serving as an independent leadership contact for the directors and management and fostering positive, professional and effective relationships between the Board and management. Mr. Dessureault provides an independent perspective to the Board and independent advice to the Chairman in support of the Chairman managing the affairs of the Board. He also assists and supports the Chairman in setting the "tone" for the Board so as to foster ethical and responsible decision making, appropriate oversight of management and best practices in corporate governance.

### **Other Reporting Issuer Experience**

In accordance with the Corporation's Board Mandate, directors can serve on up to four public boards in total, including the Corporation. As at the date of this Information Circular, none of the directors serve on more than three other public boards and none of them currently sit together on the board of another public company. Please refer to a particular director's profile, under "*Business of the Meeting – Elections of Directors*" for information regarding other public directorship.

### **Meetings of the Board**

Directors are expected to attend and participate in substantially all meetings of the Board and of all the committees of which they serve. They are expected to attend such meetings fully prepared, and remain in attendance for the duration of the meeting. The Board and the committees aim to hold all meetings in person or via video conference to facilitate the most effective and productive discussions and analysis. Where a director's absence from a meeting is unavoidable, the director is expected to contact the Chair, the CEO or Corporate Secretary as soon as possible for a briefing on the substantive elements of the meeting.

The following table sets out the meeting attendance record of the directors during the fiscal year end December 31, 2022:

Director	Board Meetings	Committee Meetings		
		Audit	Corporate Governance & Nominating	Compensation
Sean Bovingdon <sup>(1)</sup>	10 of 10	N/A	N/A	N/A
Nicholas G. Kirton <sup>(2)</sup>	3 of 3	1 of 1	1 of 1	N/A
Adam Jaffe <sup>(3)</sup>	10 of 10	3 of 3	N/A	N/A
Caroline MacCallum <sup>(4)</sup>	9 of 10	N/A	N/A	N/A
Chris Schnarr <sup>(5)</sup>	11 of 12	4 of 4	N/A	N/A
Jacques Dessureault <sup>(6)</sup>	13 of 13	4 of 4	1 of 1	3 of 3
Angus Footman <sup>(7)</sup>	12 of 13	N/A	N/A	3 of 3
Olivier Dufourmantelle <sup>(8)</sup>	13 of 13	N/A	1 of 1	N/A
Louis Sterling	13 of 13	N/A	1 of 1	3 of 3
Keith Merker <sup>(9)</sup>	3 of 3	1 of 1	N/A	N/A
Tony Moschella <sup>(10)</sup>	3 of 3	N/A	N/A	N/A

**Notes:**

- (1) Resigned from the Board on November 3, 2022. In February 2023, Mr. Bovingdon was re-appointed to the Board.
- (2) Resigned from the Board on April 5, 2022.
- (3) Resigned from the Board on November 3, 2022.
- (4) Appointed to the CGN Committee on April 5, 2022. Resigned from the Board on November 3, 2022.
- (5) Appointed to the Board, Audit Committee and CGN Committee on April 5, 2022.
- (6) Resigned from the CGN Committee on April 5, 2022.
- (7) Resigned from the Board on February 20, 2023.
- (8) Resigned from the CGN Committee on April 5, 2022. Resigned from the Board on February 20, 2023.
- (9) Appointed to the Board, Audit Committee and CGN Committee on November 3, 2022.
- (10) Appointed to the Board on November 3, 2022 and later resigned from the Board on January 10, 2023.

**Board Mandate**

The full text of the Board’s written mandate is attached as Schedule “A”. The directors are stewards of the Corporation, responsible for the overall management and direction of the business and affairs of the Corporation. The Board is responsible for, amongst other things, overseeing the following:

- Strategic planning process;
- Identification of principal business opportunities;
- Identification of management of risks; and
- Internal controls and management information systems.

The Board discharges its responsibilities either directly or through its established committees. Each director ultimately assumes responsibility for keeping himself or herself informed about the Corporation’s business and relevant developments outside the Corporation that affect its business. Management assists directors by providing them with regular updates on relevant developments and other information that management considers of interest to the Board. Directors may also attend other Board committee meetings if they are not active members, to broaden their knowledge base and receive additional information on the Corporation’s business and developments in areas where they are not commonly exposed.

A copy of the Board Mandate is also available on the Corporation’s website: <https://bzam.com/>.

**Board Committees**

There are currently three committees of the Board: (a) the CGN Committee, (b) Compensation Committee, and (c) Audit Committee (collectively, the “Committees”), all of which are briefly described below. As of the date of this Information Circular, each of the Audit Committee and the CGN Committee is solely comprised of independent directors, and the Compensation Committee is comprised of a majority of independent directors. Each Committee has its own charter. Committee chairs report to the Board, providing updates on the Committee’s deliberations and any recommendations that require the Board’s approval. The Committees review their charter annually and update as necessary.

## *Committee Chairs*

The Corporation has developed a written position description for Committee chairs. The relevant Committee charters guide the roles and responsibilities of the Committee chairs. The Committee chairs are responsible for, among other things, scheduling, setting agendas for and presiding over Committee meetings and acting as liaison between the Committee and the Board.

### *Corporate Governance & Nominating Committee*

As at the date of this Information Circular, the following are members of the CGN Committee:

*Chair:*                    *Louis Sterling*

*Other Members:*    *Chris Schnarr*  
                                 *Keith Merker*

On January 2, 2018, the Board established the CGN Committee and adopted a CGN Committee Charter, which has been amended from time to time. The CGN Committee is responsible for all matters pertaining to corporate governance issues, new director nominees, as well as the size and composition of the Board and Board committees. In particular, the CGN Committee is responsible for: (a) developing and enforcing policy in the area of corporate governance and the practices of the Board in light of the Corporation's particular circumstances, the changing needs of investors and the Corporation, and changes in corporate governance guidelines; (b) preparing and recommending to the Board annually a statement of corporate governance practices to be included in the Corporation's information circular and ensuring that such disclosure is complete and provided in accordance with the regulatory requirements; (c) monitoring developments in the area of corporate governance and the practices of the Board and advising the Board accordingly; (d) developing, implementing, and maintaining appropriate policies with respect to disclosure, confidentiality and insider trading; (e) adopting a process for determining what competencies and skills the Board as a whole should have, and apply this result to the recruitment process for new directors; (f) identifying individuals qualified to become new Board members and recommending to the Board the new director nominees for the next annual meeting of shareholders; (g) developing a position description for the Chair of the Board and to assess the performance of the Chair of the Board; (h) reviewing on a regular basis, but not less than annually, the mandate of the Board, the charter of each of the Committees of the Board, and the methods and processes by which the Board fulfills its duties and responsibilities; and (i) annually review credentials of existing Board members to assess suitability for re-election; amongst other things.

The CGN Committee meets as required to review and make recommendations to the Board on all direct and indirect compensation, benefits and perquisites for senior management and directors of the Corporation. The Corporation's goal is to assemble a Board with the appropriate background, knowledge, skills and diversity to effectively carry out its duties, oversee the Corporation's strategy and business affairs and foster a climate that allows the Board to constructively guide and challenge management.

The Corporation expects all Board members to be, and the CGN Committee ensures they are, financially literate, independent minded and team players. The CGN Committee also considers the factors below when assessing potential candidates:

- the Board's overall mix of skills and experience;
- how actively Board candidates participate in meetings and develop an understanding of our business;
- their character, integrity, judgment and record of achievement; and
- diversity (including gender, aboriginal heritage, age, sexual orientation and geographic representation).

Four of the six (67%) current directors of the Corporation are independent. If all of the nominated directors are elected at the Meeting, four of the six (67%) directors of the Corporation will be independent.

Each of the nominated directors is eligible to serve as a director and has expressed their willingness to do so. Directors who are elected will serve until the end of the next annual meeting of Shareholders, or until a successor is elected or appointed. The Board does not limit the number of terms a director is eligible

to serve. Imposing a term limit means it may lose the contributions of longer serving directors who have developed a deep knowledge and understanding of the Corporation over time. The Corporation considers the benefits of regular renewal in the context of the needs of the Board at the time.

See “*Elections of Directors*” above for more information about the members of the Board.

The Corporation has not adopted a retirement policy or a term limit. The Corporation believes it would be unduly restrictive and not in the best interest of the Corporation to adopt specific director term limits. Industry knowledge and insights into the Corporation and its operations along with commitment and expertise are vital to the successful functioning of the Board. Board efficacy will be assured through annual and periodic comprehensive assessments of directors, and not through the imposition of arbitrary term limits. The CGN Committee chair is then responsible for reporting the findings and comments from all directors and reporting to the full board the collective assessment of the Board’s performance as well as the committees and individual directors. The Board will discuss the assessment reports and determine what, if necessary, action should be taken to improve performance. The directors’ completion of the Corporation’s Board Skills Matrix is also used to assess individual director’s competencies and strengths and the competency of the Board as a whole. The Board Skills Matrix assists in determining individual’s suitability to the Board and Board Committees.

The following table, being the Board Skills Matrix, sets out a non-exhaustive list of each proposed director’s skills and experiences, as disclosed by the individual director as of the date of this Information Circular.

Experience/ Skills	Bassam Alghanim	Sean Bovington	Keith Merker	Chris Schnarr	Wendy Kaufman	Sherry Tross
Cannabis Industry	√	√	√	√	√	
Pharmaceutical/ Biomedical industry				√	√	
Regulated Industry	√	√	√	√	√	
Public Company Board Experience	√	√	√	√		
Environmental, Social & Governance	√	√	√	√	√	√
International Business	√	√		√	√	√
Government Relations / Public Policy	√		√	√		√
Transactional / M&A	√	√	√	√	√	
Corporate Finance and Capital Markets	√	√	√	√	√	
Financial Reporting / Internal Controls	√	√	√	√	√	
Compensation, HR & Talent Development	√	√	√	√	√	
Marketing	√		√	√		
General Management and Business Operations	√	√	√	√	√	√
Risk Management	√	√	√	√	√	
Investor Relations	√	√	√	√	√	
Legal / Regulatory	√	√	√	√	√	
Strategic Planning	√	√	√	√	√	√
CEO Experience	√	√	√	√		
CFO Experience	√	√	√	√	√	
Cross Border / U.S.		√	√	√	√	
IT / Cybersecurity		√	√	√	√	

In fulfilling its Charter, the CGN Committee is also responsible for establishing procedures for, and approving and ensuring provision of, an appropriate orientation and education program for new recruits to

the Board and continuing education for Board members. This includes periodically canvassing the directors to determine their training and education needs and interests, arranging ongoing visitation by directors to the Corporation's facilities and operations, and encouraging and facilitating presentations by outside experts to the Board or Committees on matters of particular importance or emerging significance. The CGN Committee also provides continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Corporation's business remain current.

#### *Compensation Committee*

As at the date of this Information Circular, the following are members of the Compensation Committee:

*Chair:* *Jacques Dessureault*

*Other Members:* *Louis Sterling*  
*Bassam Alghanim*

On January 2, 2018, the Board established the Compensation Committee and adopted a Compensation Committee Charter, which has been amended from time to time. The Compensation Committee assists the Board with matters relating to the compensation and retention of key senior management employees, and in particular the CEO and the CFO. The responsibilities of the Compensation Committee include: (a) developing the Corporation's overall approach to compensation issues and, subject to approval by the Board, to implement and administer a system of compensation providing for short and longer term incentives, and which reflects superior standards of compensation practices and to continue to develop the Corporation's approach to compensation issues; (b) setting policies for senior officers' remuneration; (c) developing and implementing a process for assessing the effectiveness of the compensation policies, practices and remuneration of the Corporation and to report and make recommendations to the Board thereon; (d) recommending to the Board, human resources and compensation policies and guidelines; (e) ensuring that the Corporation has in place programs to attract and develop management of the highest calibre and a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of candidates for the CEO and the CFO in this regard; (f) preparing an annual report to the Board on succession planning which should include policies and principles for CEO and the CFO selection and performance review; (g) undertaking an annual review of compensation issues and practices as they affect the Corporation and make a comprehensive set of recommendations to the Board during each calendar year; (h) overseeing the administration of the Corporation's compensation plans, including stock option plans, outside directors compensation plans, and such other compensation plans or structures as are adopted by the Corporation from time to time; and (i) reviewing and approving executive compensation disclosure to be made in the proxy circular prepared in connection with each annual general meeting of the Corporation; amongst other things. To make its recommendations on compensation, the Compensation Committee takes into account the types of compensation and the amounts paid to directors and senior officers of comparable Canadian companies.

#### *Audit Committee*

As at the date of this Information Circular, the following are members of the Audit Committee:

*Chair:* *Chris Schnarr*

*Other Members:* *Jacques Dessureault*  
*Keith Merker*

The Audit Committee is currently comprised of three (3) directors, all of whom are independent and financially literate. The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing the financial information, which will be provided to the Shareholders and the public, the systems of corporate controls, which management and the Board have established, and overseeing the audit process. It has general responsibility to oversee internal controls, accounting and

auditing activities and legal compliance of the Corporation. The Audit Committee also is mandated to review and approve all material related party transactions.

## Codes and Policies

On January 2, 2018, the Board approved a Code of Business Conduct and Ethics, a Disclosure & Confidentiality Policy, an Insider Trading Policy, a Majority Voting Policy, and a Compliance Policy (formerly, the Whistle Blower Policy), which have been amended from time to time to be aligned with best practices and for certain housekeeping updates. Copies of these policies are posted on the Corporation’s website. The Board continues to monitor compliance with its Code of Business Conduct and Ethics on an ongoing basis and discusses compliance at scheduled meetings of the Board no less than quarterly.

On March 10, 2019, the Board approved a formal written mandate, which is attached as Schedule “A”. On May 8, 2019, the Board approved written Share Ownership Guidelines, an Executive Compensation Claw-Back Policy, a Diversity & Inclusion Policy, Terms of Reference for the Chairman of the Board, Terms of Reference for the Chief Executive Officer, and Terms of Reference for Committee Chair, which have been reviewed and/or amended from time to time. On April 5, 2022, the Board approved Terms of Reference for the Lead Director. Copies of all the aforementioned documents are posted on the Corporation’s website <https://bzam.com/>.

### *Share Ownership Guidelines and Anti-Hedging Policy*

The Corporation has adopted Share Ownership Guidelines (the “**Guidelines**”) which set minimum shareholding requirements for directors and certain executive officers. The Corporation believes the Guidelines provide a further incentive to directors, officers and senior executives to align with Shareholders’ interests. The Guidelines also disallow directors and certain executive officers from engaging in hedging against a decrease in the value of the Corporation. The Guidelines provide the following equity investment requirements, which may be satisfied through Common Shares, RSUs, in-the-money value of vested stock options or such other equity-based incentives as determined by the Board from time to time. In addition, for the purposes of determining compliance with the Guidelines, the ‘value’ of common shares held will be calculated using the higher of the (a) acquisition cost or (b) current market price. The Guidelines apply to the following individuals of the Corporation:

<u>Position</u>	<u>Aggregate Value</u>
Director	3 times annual cash retainer
Chief Executive Officer	3 times annual base salary
Other C-Suite Officers	2 times annual base salary
Other Senior Executives/Vice Presidents	1 times annual base salary

The minimum aggregate equity investment in the Corporation is expected to be satisfied within five (5) years of appointment or promotion. In the event a director’s, officer’s or senior executive’s compensation is increased or is promoted, he or she will have five (5) years from the date of such event to comply with the Guidelines in respect of the additional required amount. If a director, officer or senior executive has achieved the requisite equity investment level and subsequently falls below the applicable Guidelines solely due to a decline in the value of shares, the Guideline will be deemed satisfied for such director, officer or senior executive provided that such director, executive officer or senior executive maintains at least the equity investment held at the time compliance was achieved. In the event an officer or senior executive has not achieved his or her mandatory holding requirement by the requisite time period, the individual subject to the Guidelines must retain 50% of any after-tax proceeds received on the payout of RSUs in common shares until such individual’s ownership level has been met.



As of the date of this Information Circular, each of the directors, officers and required senior executives are in compliance with the Guidelines as the Guidelines allow the required equity investment to be accumulated within five (5) years of appointment.

#### *Executive Claw-Back Policy*

The Board formally adopted the following Executive Compensation Claw-Back Policy:

In the event of a restatement of Corporation's financial results, other than a restatement caused by a change in applicable accounting rules or interpretations, the result of which is that any performance-based compensation paid to an executive officer that would have been a lower amount had it been calculated on such restated results, the Board shall review such performance-based compensation. Restatements of financial statements may be due to material error, fraudulent behaviour or other intentional misconduct of executive officers of the Corporation.

If the Board determines that the amount of any performance compensation actually paid or awarded to an executive officer (the "**Awarded Compensation**") would have been a lower amount had it been calculated based on such restated financial statements (the "**Actual Compensation**"), then the Board may, seek to recover for the benefit of the Corporation the after-tax portion of the difference between the Awarded Compensation and the Actual Compensation (such difference, the "**Excess Compensation**"). In determining the after-tax portion of the Excess Compensation, the Board shall take into account its good faith estimate of the value of any tax deduction available to the executive officer in respect of such repayment. Before the Board determines to seek recovery pursuant to this policy, it shall provide to the applicable executive officer written notice and the opportunity to be heard, at a meeting of the Board.

If the Board determines to seek a recovery pursuant to this policy, it shall make a written demand for repayment from the executive officer and, if the executive officer does not within a reasonable period tender repayment in response to such demand, and the Board determines that he or she is unlikely to do so, the Board may seek a court order against the executive officer for such repayment. The Board may exercise its discretion in how to apply this claw-back in the event that a claw-back would cause financial hardship for an executive officer.

#### *Diversity & Inclusion Policy*

On June 22, 2020, the Corporation revised its Diversity & Inclusion Policy to promote a broader set of diversity goals and its Diversity & Inclusion Policy now centers on *designated groups* – having the meaning as defined in the *Employment Equity Act* (being women, visible minorities, Aboriginal peoples and persons with disabilities). The Corporation recognizes and embraces the benefits of having a board of directors and executive officers comprised of highly talented and experienced individuals, diverse in a broad array of attributes to enhance the quality of its performance and reflect the diversity of the Corporation's stakeholders. The Corporation is committed to ensuring that its Board and executive officers are reflective of diverse professional experience, skills, knowledge and other attributes that are essential to its successful operations and the achievement of the Corporation's current and future plans and objectives. The Corporation values the differences of people, cultures and ideas and approaches diversity with an inclusive mindset focusing on the inclusion of members of designated groups.

In support of this objective and in accordance with its Diversity & Inclusion Policy, the CGN Committee and the executive team (as appropriate) will, when identifying candidates to nominate for election to the Board or to appoint in an executive officer capacity:

- (a) will at all times select the candidate that possesses the highest qualifications to assist the Corporation in its objectives regardless of membership in a designated group, including whether the candidate is a woman;
- (b) consider the level of representation of members of the designated groups, including women, on the Board or in executive officer positions when making recommendations for nominees to the Board or for appointment as executive officers and in general with regard to succession planning for the Board and executive officers;

- (c) consider and recommend to the Board potential strategies for identifying and attracting members of the designated groups, including women, as candidates, such as leveraging industry contacts, maintaining an evergreen list of potential board candidates, and encouraging referrals from internal and external sources;
- (d) together with the CEO, consider and recommend to the Board potential strategies for identifying and attracting members of the designated groups, including women, for officer candidates, such as leveraging industry contacts and encouraging referrals from internal and external sources; and
- (e) to the extent required or desirable, engage qualified independent external advisors to assist the Board in conducting its search for director candidates that meet the Board’s criteria regarding skills, experience and diversity, specifically directed to include candidates who are members of designated groups, including women.

The representation of designated groups is one of many factors considered in the overall recruitment and selection process in respect of Board and executive officer positions at the Corporation. Given the nature and size of the Corporation’s business and its industry, it may from time to time be challenging for the Corporation to identify a qualified pool of candidates that adequately reflects the Corporation’s diversity values combined with the required professional skills. The Corporation has therefore not adopted any specific targets regarding the representation of women or members of other designated groups on the Board and in executive officer capacities, but will promote its objectives through the initiatives set out in this policy with a view to identifying and fostering the development of a suitable and diverse pool of candidates for nomination or appointment over time.

The Board will assess its progress in achieving the objectives of its Diversity & Inclusion Policy regarding the identification and nomination of candidates from designated groups for directors and executive officers on an annual basis. In this regard, the Corporation has started collecting voluntary self-identifying information from its directors, officers, and employees, and will be utilizing its data analytics platform in its system of records in order to determine whether its objectives are being met. Since implementation of its Diversity & Inclusion Policy, the representation of women has remained the same.

As at the date of this Information Circular, the Corporation had the following representation from each of the designated groups on its Board and among senior management:

<b>Total Number of Directors on the Board and Senior Management Members</b>	
Board	There are currently six (6) directors on the Board. If the proposed six (6) director nominees are appointed at the Meeting, the Board will remain at six (6) directors.
Senior Management	There are currently 16 members of senior management of the Corporation.

<b>Representation of Designated Groups on the Current Board</b>		
<b>Designated Groups</b>	<b>Number</b>	<b>Percentage</b>
Women	0/6	0%
Indigenous peoples	0/6	0%
Members of visible minorities	2/6	33%
Persons with disabilities	0/6	0%
Number of individuals that are members of more than one designated group	0/6	0%

<b>Representation of Designated Groups on the Board following the Meeting</b>		
<b>Designated Groups</b>	<b>Number</b>	<b>Percentage</b>
Women	2/6	33%
Indigenous peoples	0/6	0%
Members of visible minorities	2/6	33%
Persons with disabilities	0/6	0%
Number of individuals that are members of more than one designated group	1/6	17%

<b>Representation of Designated Groups among Senior Management</b>		
<b>Designated Groups</b>	<b>Number</b>	<b>Percentage</b>
Women	5/16	31%
Indigenous peoples	0/16	0%
Members of visible minorities	4/16	25%
Persons with disabilities	0/12	0%
Number of individuals that are members of more than one designated group	3/16	19%

In addition to the above representation of designated groups among the Corporation’s Board and senior management, as of the date of this Information Circular, 45% of the Corporation’s total workforce identify as women. In late 2022, the Corporation commenced a voluntary disclosure initiative using a recruitment application tracking system (“ATS”). In early 2023, the Corporation launched an ATS and HRIS that would allow the Corporation to collect, albeit voluntary, track and analyze such data.

The Corporation is continuously evaluating new initiatives aimed at increasing representation of designated groups amongst its Board members and senior management and, in an effort to reflect the diverse nature of the business environment in which the organization operates, the Corporation will be working towards developing targets against which to measure its progress in future years. To achieve its diversity goals, the Board will be considering the identifiable groups for which it may consider setting targets, working to understand the demographic composition for which the Corporation should reflect, and setting measurable objectives against which it can base its future progress.

#### *Shareholder Engagement Policy*

On March 10, 2020, the Corporation adopted a Shareholder Engagement Policy to reinforce its commitment to meaningful communication and engagement with its shareholders, especially on topics related to governance and compensation practices. The Shareholder Engagement Policy describes the Board’s approach to shareholder engagement and provides information on how interested shareholders can contact the Board. The policy is available on the Corporation’s website at <https://bzam.com/>.

In addition to shareholders attending the annual meeting and posing questions to management in person or online, there are numerous external engagement activities that the Corporation participates in to allow the Corporation the opportunity to communicate with Shareholders and other stakeholders directly, including quarterly conference calls, site visits, and investor presentations, to name a few.

#### *Advance Notice Provisions*

On October 9, 2020 the Board approved the Amended and Restated By-Law No.1 that includes advance notice provisions (“**Advance Notice Provisions**”) that require advance notice must be provided to the Corporation in circumstances where nominations of persons for election to the Board are made by shareholders in accordance with and subject to the CBCA and Amended and Restated By-law No.1. The

Advance Notice Provisions set a deadline by which Shareholders must submit nominations (a “**Notice**”) for the election of directors to the Corporation prior to any annual meeting of Shareholders. In the case of an annual meeting of Shareholders, a Notice must be provided to the Corporation not less than 30 days and not more than 65 days prior to the date of the annual meeting, provided that if the annual meeting of Shareholders is called for a date that is less than 50 days after the date (the “**Notice Date**”) on which the first public announcement of the date of the annual meeting was made, the Notice must be given no later than the close of business on the tenth day following the Notice Date, and in the case of a special meeting of Shareholders called for the purpose of electing directors, not later than the close of business on the fifteenth day following the Notice Date. As of the date of this Information Circular, the Corporation has not received a notice of nomination in compliance with the Advance Notice Provisions.

## **Ethical Business Conduct**

The Corporation has adopted additional measures beyond the Corporation’s Code of Business Conduct and Ethics and the monitoring of compliance with the Code, to promote a culture of ethical business conduct.

In the ordinary course of business, the Corporation enters into transactions with persons with which a director and/or employee may have a relationship. If any such transactions are brought before the Board for discussion or approval, the affected director declares a conflict of interest and withdraws from any discussion or vote on any such transaction.

As part of the Corporation’s commercial compliance program, the Corporation prepares training modules for employees, officers and directors in respect of compliance with the Corporation’s policies and procedures. The Corporation’s Compliance Policy supports maintenance of the highest possible ethical standards in our business practices, promotes a climate of openness and accountability and encourages employees to come forward in good faith to disclose genuine concerns and to detect, and/or forestall the continuation of, and prevent any violations of the Corporation’s internal policies and procedures.

## **Orientation and Continuing Education**

The Corporation provides all directors an onboarding director’s manual containing the Board mandate, the charters of each board committee, terms of reference for the chairman, committee chair and CEO, the policies adopted by the Board and other corporate policies, a meeting schedule, contact lists for directors and senior management, copies of the most recent annual financial statements, MD&A, management information circular, annual information form and copies of equity-based compensation plans.

Our Board recognizes ongoing education as an important component of good governance. Although there is no formal continuing education program currently for the directors of the Corporation, the Corporation encourages directors to attend, enroll or participate in courses and/or conferences dealing with financial literacy, industry-specific, corporate governance and related matters.

At all times, the directors have access to officers and employees of the Corporation and may arrange meetings, either through the CEO or the Corporate Secretary. In addition, management provides briefings to directors with respect to the business and operations of the Corporation which are generally scheduled to coincide with the Corporation’s regular scheduled board meetings, and the directors perform annual site visits, when possible.

## **AUDIT COMMITTEE DISCLOSURE**

### **The Audit Committee’s Charter**

The charter (the “**Audit Committee Charter**”) of the Audit Committee is reproduced as Schedule “B” to this Information Circular.

## **Composition of Audit Committee**

As at the date of this Information Circular, the Audit Committee is composed of Chris Schnarr (Chair), Keith Merker, and Jacques Dessureault, each of whom is a director of the Corporation. None of the Audit Committee members are employees, executive officers or control persons of the Corporation, in accordance with the composition requirements for venture issuers under NI 52-110. All members of the Audit Committee are considered “independent” as such term is defined in NI 52-110. The Corporation is of the opinion that all members of the Audit Committee are “financially literate” as such term is defined in NI 52-110.

## **Relevant Education and Experience**

All the members of the Audit Committee have the education and/or practical experience required to understand and evaluate financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements.

*Chris Schnarr (Chair)* – Mr. Schnarr is an entrepreneur with over 30 years of experience, including founding, managing, and advising growth companies with respect to strategy, corporate finance, sales and operations, corporate development, M&A, and governance across a range of industries, including cannabis, healthcare, and biotech. A graduate of the Director’s Education Program at Rotman School of Business and holder of the ICD.D designation, Mr. Schnarr’s board experience spans 10 public companies and three private companies. He has extensive committee experience, including Audit, Governance, and Compensation.

*Keith Merker* – Mr. Merker is an entrepreneur and executive who has a track record of building and advising successful businesses as the founder of Riptide Advisory. As a pioneer in the cannabis industry, he developed one of the first licensed cannabis companies in Canada in 2014, into a multi-site public company, where he served as CFO, director, and ultimately CEO until 2020. Prior to this, Keith spent more than 15 years in investment banking, advisory and entrepreneurial leadership roles. Keith earned his BSc in Biology from the University of British Columbia in 1998 and received his Chartered Financial Analyst designation in 2007.

*Jacques Dessureault* – Mr. Dessureault has worked in public companies for 27 years, of which, he has spent 15 years in senior management roles at the local and international level. Over the last 8 years, Mr. Dessureault has been engaged in entrepreneurial ventures. His industry experiences include Pharma/Biotech, MedTech, CPG, Cannabis & professional services sector. His board experience spans 2 public and 7 private companies and 1 non-for-profit institution. He holds committee experience, including Audit, Governance, and Compensation. Mr. Dessureault currently is the Chair of Optina Dx and Lead Director with BZAM. Mr. Dessureault is a Chartered administrator (C.Dir.), McMaster- Laval University, he holds an MSC in Marketing Science from Leicester University U.K., and a bachelor’s degree in management information system (MIS) from Université du Quebec, Montreal.

## **Audit Committee Oversight**

At no time since the commencement of the Corporation’s most recently completed financial year have any recommendations by the Audit Committee respecting the nomination and/or compensation of the Corporation’s external auditors not been adopted by the board of directors.

## **Reliance on Certain Exemptions**

At no time since the commencement of the Corporation’s most recently completed financial year has the Corporation relied on exemptions in relation to “*De Minimis Non-audit Services*” or any exemption provided by Part 8 of NI 52-110.

## **Pre-Approval Policies and Procedures**

Pursuant to the terms of the Audit Committee Charter, the Audit Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor.

### **External Auditor Service Fees (By Category)**

*Audit Fees* – The Corporation's external auditor invoiced approximately \$1,075,484 to audit the financial year ended December 31, 2022 and \$984,675 to audit the financial year ended December 31, 2021 (of which \$214,473 was additional invoiced in 2022), including quarterly reviews.

*Audit-Related Fees* – No audit-related fees for administrative services incurred primarily related to the audit were incurred during the financial year ended December 31, 2022 and December 31, 2021.

*Tax Fees* – No tax fees for services related to compliance, planning and tax advice were incurred during the financial year ended December 31, 2022 and December 31, 2021.

*All Other Fees* – The Corporation's external auditor invoiced \$98,100 and \$422,375 in fees relate to prospectuses for the financial years ended December 31, 2022 and December 31, 2021, respectively.

### **Venture Issuer Exemption**

The Corporation is relying upon the exemption in section 6.1 of NI 52-110.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is contained in the Corporation's Financial Statements and MD&A and information with respect to the business of the Corporation is contained in the Corporation's annual information form for the year ended December 31, 2021. Shareholders may obtain copies of the Corporation's financial statements and management's discussion and analysis by contacting the Corporation at Suite 402, 5520 Explorer Road, Mississauga, Ontario L4W 5L1 or at (905) 304-4201.

## **OTHER MATTERS**

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

The contents of this Information Circular and its distribution to Shareholders has been approved by the Board.

**DATED** at Mississauga, Ontario, April 17, 2023.

### **BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "*Matt Milich*"

Matt Milich  
Chief Executive Officer

## SCHEDULE A BOARD MANDATE

### I. INTRODUCTION

The board of directors (the “**Board**”) of BZAM Ltd. (the “**Corporation**” or “**BZAM**”) believes that the principal objective of the Corporation is to generate economic returns to its shareholders. The Board believes that good corporate governance practices provide an important framework for a timely response by the Corporation’s Board to situations that may directly affect shareholder value.

The Board wishes to emphasize that the substance of good corporate governance at BZAM is more important than its form; adoption of a set of guidelines or principles or any particular practice or policy is not a substitute for, and does not itself assure, good corporate governance.

The Board has plenary power. Any responsibility not delegated to management or a committee of the Board remains with the Board.

### II. BOARD OPERATING GUIDELINES

These guidelines govern how the Board will operate to carry out its duties of stewardship and accountability.

#### a. **The Board-Management Relationship**

- i. By law, the Board is called upon to “manage” or “supervise the management” of the business of the Corporation. At BZAM, the Chief Executive Officer (the “CEO”) is responsible for the day-to-day leadership and management of the Corporation and the Board supervises the CEO.
- ii. The CEO’s prime responsibility is to lead the Corporation. The CEO formulates the Corporation’s policies, strategic plans and goals, in conjunction with the Board. The Board approves the goals of the business, its objectives and policies within which it is managed, and then steps back and evaluates management performance. Reciprocally, the CEO keeps the Board fully informed of the Corporation’s progress towards the achievement of its goals and of all material deviations from the goals or objectives and policies established by the Board in a timely and candid manner.
- iii. Once the Board has approved the goals, strategies and policies, it acts in a unified and cohesive manner in supporting and guiding the CEO subject to its duty to act in the best interests of the Corporation.

#### b. **Chairman of the Board**

The chairman of the Board (the “**Chairman**”) will be appointed by the Board and has the responsibility to ensure the Board operates effectively and has the ability to act independently of management when necessary.

#### c. **Board Independence**

The Board must have the capacity, independently of management, to fulfill the Board’s responsibilities. The Board must be able to make an objective assessment of management and assess the merits of management initiatives. Independence is based upon the absence of relationships and interests that could compromise the ability of a director to exercise

judgment with a view to the best interests of the Corporation. Therefore, the Corporation is committed to the following practices:

- i. the appointment of a Chairman;
- ii. the recruitment of strong, independent directors;
- iii. the Board will be composed of a majority of Independent Directors. “**Independent Directors**” will have the meaning given to it under applicable securities legislation and stock exchange policies on which any of the Corporation’s capital stock is listed;
- iv. any director who is deemed independent and whose circumstances change such that he or she might be considered to no longer be an independent director, shall promptly advise the Board of the change in circumstances;
- v. the Governance and Nominating Committee leads the director selection/evaluation process and the CEO evaluation process;
- vi. all committees are constituted with a majority of whom will be independent directors; and
- vii. the independent directors meet at the end of every scheduled Board meeting under the leadership of the Chairman.

d. **Corporate Strategy**

Management is responsible for the development of an overall corporate strategy to be presented to the Board. The Board’s role is to ensure there is a strategic planning process, and then review, question, validate, and ultimately approve the strategic plan and monitor its implementation.

e. **Risk Management**

The Board, in conjunction with management, will identify the principal risks associated with the business and oversee management’s implementation of appropriate systems to effectively monitor, manage and mitigate the impact of such risks. The principal mechanisms through which the Board reviews risks are:

- i. on-going reports by the CEO;
- ii. the strategic planning process;
- iii. the Audit Committee; and
- iv. external reports, as appropriate.

f. **Succession Planning**

The Board considers succession planning and management development to be an ongoing process, including periodic reports to the Board by the CEO. The CEO’s view as to a successor in the event of unexpected incapacity should be discussed regularly with the Governance and Nominating Committee.



g. **Board Communications Policy**

- i. The Board approves the content of the Corporation's major communications to shareholders and the investing public, including the quarterly and annual press releases, the management proxy circular, the annual information form and any prospectuses that may be issued.
- ii. The Board believes that it is the function of management to speak for the Corporation in its communications with the investment community, the media, customers, suppliers, employees, governments and the general public. It is understood that individual directors may, from time to time, be requested by management to assist with such communications.
- iii. It is expected that when communications from stakeholders are made to individual directors, management will be informed and consulted to determine any appropriate response to be made by the Board or management, as the case may be.

h. **Evaluation of the Chief Executive Officer**

The Compensation Committee annually leads the Board in assessing the CEO's performance against objectives and other relevant criteria established the previous year by the Board and the CEO.

i. **Code of Conduct and Ethical Behaviour**

The Board expects all directors, officers and employees of the Corporation and its subsidiaries to conduct themselves in accordance with the highest ethical standards and adhere to the Corporation's *Code of Business Conduct and Ethics* (the "Code") in place from time to time.

j. **Conflict of Interest**

Directors must never be in an undisclosed conflict of interest with the Corporation. A director who has a real, perceived or potential conflict of interest regarding a particular matter under consideration should advise the Board, refrain from debate on the matter and abstain from any vote regarding that matter.

k. **Board Size and Composition**

- i. Nominees for directors are initially considered and recommended by the Governance and Nominating Committee of the Board, approved by the entire Board and elected annually by the shareholders of the Corporation.
- ii. The Board is committed to reviewing its size regularly and currently considers six directors to be an appropriate number for the size of the Corporation and sufficient to provide an appropriate mix of backgrounds and skills for the stewardship of the Corporation. In general, the Board believes smaller boards are more cohesive and work more effectively than larger Boards.
- iii. The Board is committed to maintaining and planning for a majority of independent directors. Any future expansion of the Board will be targeted to maintain a majority of the directors as independent.
- iv. At its meeting to approve the Information Circular for the Annual General Meeting of the shareholders of the Corporation, the Board shall consider and determine whether or not a director or nominee to be a director is independent.

- v. Certain of the responsibilities of the Board referred to herein may be delegated to committees of the Board. The responsibilities of those committees will be as set forth in their respective charters, as amended from time to time.

**l. Criteria for Board Membership**

- i. The Governance and Nominating Committee will annually review the general and specific criteria applicable to candidates to be considered for nomination to the Board, if applicable.
- ii. The objective of this review will be to maintain the composition of the Board in a way that provides the best mix of skills and experience to guide the long-term strategy and ongoing business operations of the Corporation.
- iii. This review will take into account the desirability of maintaining a reasonable diversity of background skills and experience and personal characteristics among the directors, and will take into consideration the Corporation's Diversity & Inclusion Policy, along with the key common characteristics required for effective Board participation.

**m. Selection of New Directors**

- i. The Board is responsible for identifying suitable candidates to be recommended for election to the Board by the shareholders and will give due consideration to the Corporation's Diversity & Inclusion Policy.
- ii. The Governance and Nominating Committee has the responsibility to:
  - A. lead the Board in assessing what competencies and skills are necessary for the Board as a whole to possess;
  - B. assess the competencies and skills of the existing directors; and
  - C. assess the competencies and skills of any new nominee to the Board, against the current skills and experience needs of the Board and make recommendations to the full Board.
- iii. All directors are encouraged to identify potential candidates for new directors.
- iv. The CEO provides additional direct input to the process.
- v. An invitation to stand as a nominee for election to the Board will normally be made to a candidate by the Board through the Chairman.

**n. Directors' Outside Board Membership**

- i. *Interlocking Boards*
  - A. No two directors shall sit together on two or more public company corporate boards, inclusive of the Corporation, without the approval of the Board.
  - B. If such a situation does exist on the Board, the Governance and Nominating Committee shall annually review the continued appropriateness of the situation and make a recommendation to the Board.

ii. *Multiple Board Memberships*

- A. No director shall sit on four or more public company corporate boards, inclusive of the Corporation, without the approval of the Board.
- B. If any director does sit on four or more public company corporate boards (inclusive of the Corporation), the Governance and Nominating Committee shall annually review the appropriateness of that director's continued membership on the BZAM Board and make a recommendation to the Board.

The Board recognizes that participation on a board of directors requires a commitment of time on the part of any director. The person best able to determine whether he or she has sufficient time available to participate as a director of a company is the director in question. Many factors impact the amount of time a director may have to devote to board duties. In circumstances where a director has full time employment in addition to his or her duties as a director, that time may be more limited than that of a director without a full-time position. Certain board assignments carry requirements for varying amounts of time, often depending on the size of a company or the complexity of its operations. In determining whether to grant approval for an individual to sit on more than four public company boards, the Governance and Nominating Committee will enter into discussions with the director involved to ensure that he or she has the time available to discharge his or her responsibilities appropriately.

o. **Director Retirement Age**

There is no retirement policy for directors.

p. **Term**

Directors are elected or re-elected annually by shareholders. There is an informal expectation by the Board that each director will commit to serving his or her term at least until the next annual shareholders' meeting. The Board does not believe that it should establish a limit on the number of times a director may stand for election. While the Board is committed to maintaining a highly effective Board and recognizes the value of Board renewal where fresh ideas and viewpoints are available, the Board believes it would be unduly restrictive and not in the best interests of the Corporation to adopt specific director term limits. Industry knowledge and insights into the Corporation and its operations along with commitment and expertise are vital to the successful functioning of the Board.

Board efficacy will be assured through the annual and periodic comprehensive assessment of directors, the Board and its committees, the annual consideration of Board composition by the Governance and Nominating Committee and the processes for identifying director nominees to be recommended for election to the Board by the shareholders, and not through the imposition of arbitrary term limits. For additional information regarding Board evaluation, please refer to section "z" below.

q. **Board Meetings and Agendas**

- i. The Board meets a minimum of four times per year, usually every quarter.
- ii. The CEO, in consultation with the Corporate Secretary and the Chairman, develops the agenda for each Board meeting. All directors are free to suggest items to be included on the agenda.

- iii. Under normal circumstances, the agenda and materials will be distributed to directors not less than seven days in advance of the meeting.
- iv. The Board may adopt the use of consent resolutions for its convenience from time to time.
- v. A quorum for the transaction of business at any meeting of the directors shall consist of majority of the directors present. A quorum of directors may exercise all the powers of the directors at a meeting.
- vi. A director may participate in a Board meeting by means of such telephonic, electronic or other communication facilities as to permit all persons participating in the meeting to communicate adequately with each other. Any member participating in said meeting by any such means is deemed to be present at the meeting.
- vii. Directors will maintain the absolute confidentiality of Board deliberations and decisions and information received at meetings, except as may be specified by the Chairman, if the information is publicly disclosed by the Corporation, or as required by applicable law. The views or opinions of individual directors or managers shall be treated with an appropriate level of respect and confidence.
- viii. At Board and committee meetings there exists an open atmosphere that encourages discussion of alternative views. From time to time, informal offsite sessions may be held to further enhance/encourage discussion of ideas, strategies and issues.
- ix. Directors are expected to attend all meetings of the Board and the committees upon which they serve, to come to such meetings fully prepared (including full review of all documentation sent prior to the meeting), and to remain in attendance for the duration of the meeting. Where a director's absence from a meeting is unavoidable, the director should, as soon as practicable after the meeting, contact the Chairman, the CEO or the Corporate Secretary for a briefing on the substantive elements of the meeting.

**r. Meetings of Independent Directors**

- i. At the end of each Board meeting, the independent directors shall meet briefly under the leadership of the Chairman.
- ii. The purpose of the meeting will be to provide an opportunity for the independent directors to raise issues that they did not wish to discuss with management present. Matters that are commonly discussed in-camera include:
  - A. Board issues such as internal problems and factions;
  - B. Board objectives and performance;
  - C. Board and management succession planning;
  - D. Reviewing the CEO's performance, compensation and employment status;
  - E. Reviewing personnel and employment/labour matters;
  - F. Discussing government policies and their implications for the organization; and

G. Discussing legal advice and litigation

iii. The Chairman will meet with the CEO, if applicable, to discuss the results of the meeting.

s. **Board Meetings**

*The Board shall have a minimum of four regularly scheduled meetings per year. In addition, special meetings may be called from time to time as determined by the needs of the Corporation's business.*

t. **Board Information**

i. Material distributed to the directors in advance of Board meetings shall be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered.

ii. Reports may be presented during Board meetings by directors, management or staff, or by invited outside advisors. Presentations on specific subjects at Board meetings shall briefly summarize the material sent to directors, so as to maximize the time available for discussion on questions regarding the material.

iii. It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written material in advance.

u. **Board Minutes**

The Chairman and CEO shall be provided with draft minutes of each meeting of the Board in a timely manner. The approved minutes serve as the official record of the Board meeting.

v. **Non-Directors at Board Meetings**

i. The Board appreciates the value of having certain members of senior management attend Board meetings to provide information and opinion to assist the directors in their deliberations.

ii. The CEO, in consultation with the Chairman, will determine who shall attend Board meetings and for which agenda items. For issues that fall within the charter of a committee, a committee chair may also recommend non-directors attendees to the Chairman;

iii. No non-director shall attend or table material without prior approval of the CEO or Chairman, and in the case of a committee meeting, the committee chair.

w. **Committees**

i. Committees analyze in depth, policies and strategies developed by management, which are consistent with their charters. They examine proposals and, where appropriate, make recommendations to the full Board. Committees do not take action or make decisions on behalf of the Board unless specifically mandated to do so.

- ii. Each committee operates according to a Board approved written charter outlining its duties and responsibilities. Guidelines regarding the operation of Committees are outlined in Tab [x] of the Board Manual.
- iii. The current committee structure consists of:
  - A. Audit Committee
  - B. Governance and Nominating Committee
  - C. Compensation Committee
- iv. The Governance and Nominating Committee is responsible to the Board for proposing the leadership and membership of each committee on an annual basis. In preparing its recommendations, the Governance and Nominating Committee will consult with the CEO, and take into account the preferences of the individual directors.
- v. The Board, with the advice of the Governance and Nominating Committee, will set the remuneration, if any, for committee members.
- vi. Each committee will meet at least once each year, or more frequently as deemed necessary by the committee.
- vii. A committee member may participate in a committee meeting by means of telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other.
- x. **Board Contact with Senior Management**
  - i. All of the directors have open access to the Corporation's Senior Management. It is expected that directors will exercise judgment to ensure that their contacts will not distract from the Corporation's business operations.
  - ii. Written communications from directors to members of management will be copied to the Chairman, and the CEO.
  - iii. The Board also encourages individual directors to make themselves available for consultation with management outside Board meetings in order to provide specific advice and counsel on subjects where such directors have special knowledge and experience.
- y. **New Director Orientation**

New directors will be provided with an orientation and education program which will include written information about the duties and obligations of directors, the business and operations of the Corporation, documents from recent Board meetings and opportunities for meetings and discussion with senior management and other directors. The details of the orientation of each new director will be tailored to that director's individual needs and areas of interest.
- z. **Evaluating Board Performance**

The Governance and Nominating Committee is responsible for developing and implementing an annual assessment of the performance of the Board, its committees and individual directors to determine whether it, the directors, and the committees are

performing effectively. The Governance and Nominating Committee is responsible for seeking comments from all directors and reporting to the full Board the collective assessment of the Board's performance as well as the committees and individual directors. The assessment of individual directors will consider the diversity of skill sets and competencies applicable to that director as it relates to the overall alignment of the Board's areas of expertise essential for execution of the Corporation's strategy. The full Board will discuss the assessment reports and determine what, if any, action should be taken to improve performance.

aa. **Director Compensation**

The Compensation Committee will review director compensation annually, and in consultation with the Governance and Nominating Committee. The Committee will make recommendations to the Board for consideration when it believes changes in compensation are warranted.

bb. **Loans**

The Company will not make any personal loans or extensions of credit to directors or executive officers.

cc. **Limits to Management Authority**

From time to time, the Board establishes limits on management's authority depending on the nature and size of proposed transactions. These limits permit some flexibility within approved budgets for line additions and deletions but otherwise the budget must not be exceeded without Board approval.

dd. **Outside Advisors for Individual Directors**

Occasionally, individual directors may need the services of an advisor to assist on matters involving their responsibilities as a Board member. The Board has determined that any director who wishes to engage an outside advisor at the expense of the Corporation, obtain the approval of the Chairman, in consultation with the CEO.

ee. **Ongoing Director Education**

The Board recognizes the importance of continuing education to enhance the directors' skills, abilities and understanding of the Corporation's business. The directors are expected to be informed about current best practices, emerging trends in corporate governance and relevant regulatory developments. While directors take personal responsibility for staying current, the Governance and Nominating Committee will use best efforts to facilitate ongoing education by:

- A. periodically canvassing the directors to determine their training and education needs and interests;
- B. arranging ongoing visitation by directors to the Corporation's facilities and operations; and
- C. encouraging and facilitating presentations by outside experts to the Board or committees on matters of particular importance or emerging significance.

ff. **Board Mandate Review**

The Board shall review this Board Mandate periodically and update it to reflect changes as required by securities regulatory agencies or stock exchanges, or reflect corporate practices and industry standards.



## **SCHEDULE B AUDIT COMMITTEE CHARTER**

### **I. MANDATE AND RESPONSIBILITIES**

The audit committee is appointed by the board of directors (the “**Board**”) of BZAM Ltd. (the “**Corporation**”) to oversee the accounting and financial reporting process of the Corporation and audits of the financial statements of the Corporation. The audit committee’s primary duties and responsibilities are to:

- a. recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation;
- b. recommend to the Board the compensation of the external auditor;
- c. oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- d. pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by the Corporation’s external auditor;
- e. review the Corporation’s financial statements, MD&A and annual and interim earnings press releases before the Corporation publicly discloses this information;
- f. be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Corporation’s financial statements, and to periodically assess the adequacy of those procedures;
- g. establish procedures for:
  - i. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
  - ii. the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
- h. review and approve the Corporation’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

The Board and management will ensure that the audit committee has adequate funding to fulfill its duties and responsibilities.

### **II. PRE-APPROVAL OF NON-AUDIT SERVICES**

The audit committee may delegate to one or more of its members the authority to pre-approve non-audit services to be provided to the Corporation or its subsidiaries by the Corporation’s external auditor. The pre-approval of non-audit services must be presented to the audit committee at its first scheduled meeting following such pre-approval.

The audit committee may satisfy its duty to pre-approve non-audit services by adopting specific policies and procedures for the engagement of the non-audit services, provided the policies and procedures are detailed as to the particular service, the audit committee is informed of each non-audit service and the procedures do not include delegation of the audit committee’s responsibilities to management.

### **III. EXTERNAL ADVISORS**

The audit committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the external auditors as well as anyone in the organization. The audit committee has the ability to retain, at the Corporation's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

### **IV. EXTERNAL AUDITORS**

The external auditors are ultimately accountable to the audit committee and the Board, as representatives of the shareholders. The external auditors will report directly to the audit committee. The audit committee will:

- a. review the independence and performance of the external auditors and annually recommend to the Board the nomination of the external auditors or approve any discharge of external auditors when circumstances warrant;
- b. approve the fees and other significant compensation to be paid to the external auditors;
- c. on an annual basis, review and discuss with the external auditors all significant relationships they have with the Corporation that could impair the external auditors' independence;
- d. review the external auditors' audit plan to see that it is sufficiently detailed and covers any significant areas of concern that the audit committee may have;
- e. before or after the financial statements are issued, discuss certain matters required to be communicated to audit committees in accordance with the standards established by the Chartered Professional Accountants of Canada;
- f. consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in the Corporation's financial reporting;
- g. consider the external auditors' judgments regarding any alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the external auditors;
- h. resolve any disagreements between management and the external auditors regarding financial reporting; and
- i. approve in advance all audit services and any non-prohibited non-audit services to be undertaken by the external auditors for the Corporation.

### **V. LEGAL COMPLIANCE**

On at least an annual basis, the audit committee will review with the Corporation's legal counsel any legal matters that could have a significant impact on the organization's financial statements, the Corporation's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies.

### **VI. COMPLAINTS**

Individuals are strongly encouraged to approach a member of the audit committee with any complaints or concerns regarding accounting, internal accounting controls or auditing matters. The audit committee will from time to time establish procedures for the submission, receipt and treatment of such complaints and concerns. In all cases

the audit committee will conduct a prompt, thorough and fair examination, document the situation and, if appropriate, recommend to the Board appropriate corrective action.

To the extent practicable, all complaints will be kept confidential. The Corporation will not condone any retaliation for a complaint made in good faith.