

**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON FEBRUARY 18, 2025**

**NOTICE OF MEETING AND  
MANAGEMENT PROXY AND INFORMATION CIRCULAR**

**TO BE HELD AT:**

**6th Floor, 905 West Pender Street, Vancouver, British Columbia, V6C 1L6**

**at 11 a.m. (Vancouver Time)**

**Dated: January 15, 2025**

*THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF SALI LITHIUM CORP. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF SALI LITHIUM CORP. TO BE HELD ON FEBRUARY 18, 2025*

**SALI LITHIUM CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL OF SHAREHOLDERS  
TO BE HELD ON FEBRUARY 18, 2025**

**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING** (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of SALI Lithium Corp. (the “**Company**”) will be held at the offices of SALI LITHIUM CORP. 6th Floor, 905 West Pender Street, Vancouver, British Columbia, V6C 1L6 at 11 a.m. (Vancouver Time), on February 18, 2024 for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended February 29, 2024, and the report of the auditor thereon;
2. to fix the number of directors of the Company to be elected at the Meeting at four (4);
3. to elect directors for the ensuing year as described in the management information circular (the “**Circular**”) accompanying this notice of meeting (“**Notice**”);
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants., as the auditors of the Company for the ensuing year at a remuneration to be fixed by the board of directors of the Company;
5. to consider and, if thought fit, to pass an ordinary resolution to approve the Company’s rolling Stock Option Plan, as more fully set forth in the Circular accompanying this Notice, and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on January 14, 2025 (the “**Record Date**”). Only Shareholders of record as at the Record Date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those Common Shares owned as at the Record Date, unless any such Shareholder transfers such Shareholder’s Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than ten (10) days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

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

In order to permit Shareholders and proxyholders to listen to the Meeting in real time, without having to attend in person, a conference call of the Meeting will be available as follows:

Conference call:

- Participation — North America Toll-Free: +1 778-655-9419, 978111760#

**Shareholders will not be able to vote through the conference call**; however, there will be a question and answer session following the termination of the formal business of the Meeting during which Shareholders attending the conference call can ask questions.

**WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO VOTE ELECTRONICALLY BY PROXY RATHER THAN ATTENDING THE MEETING IN PERSON.**

DATED this 15<sup>th</sup> day of January, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) “Dustin Nanos”*

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Dustin Nanos  
Chief Executive Officer, President and Director

## IMPORTANT

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (i) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Odyssey Trust Company ("Odyssey") by mail or hand delivery at Odyssey Trust Company, Trader's Bank Building, 702, 67 Yonge Street, Toronto ON M5E 1J8; or by fax to 1-800-517-4553;
- (ii) using the internet through the website of Odyssey at <https://vote.odysseytrust.com>;
- (iii) Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's proxy control number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays, and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

The Circular includes certain statements and information that constitute “forward-looking statements”, and “forward-looking information” under applicable securities laws (“forward-looking statements” and “forward-looking information” are collectively referred to herein as “**forward-looking statements**”, unless otherwise stated). Forward-looking statements appear in a number of places in the Circular and include statements and information regarding the intent, beliefs or current expectations of the Company’s officers and directors. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in the Circular, words such as “believe”, “anticipate”, “estimate”, “project”, “intend”, “expect”, “may”, “will”, “plan”, “should”, “would”, “contemplate”, “possible”, “attempts”, “seeks” and similar expressions, are intended to identify these forward-looking statements. Forward-looking statements may relate to the Company’s future outlook and anticipated events or results and may include statements regarding the Company’s future business strategy, plans and objectives. The Company has based these forward-looking statements largely on its current expectations and projections about future events. These forward-looking statements were derived utilizing numerous assumptions, and while the Company considers these assumptions to be reasonable, based on information currently available, such assumptions may prove to be incorrect. Accordingly, you are cautioned to not put undue reliance on these forward-looking statements. Forward-looking statements should not be read as a guarantee of future events or results.

Forward-looking statements speak only as of the date such statements are made. Except as required by applicable law, the Company assumes no obligation to update or to publicly announce the results of any change to any forward-looking statement contained herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. If the Company updates any one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. You should not place undue importance on forward-looking statements and should not rely upon these statements as of any other date. All forward-looking statements contained in the Circular are expressly qualified in their entirety by this cautionary statement.

## SALI LITHIUM CORP.

### MANAGEMENT INFORMATION CIRCULAR

**THIS MANAGEMENT INFORMATION CIRCULAR (“CIRCULAR”) IS PROVIDED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF SALI LITHIUMCORP** (the “**Company**”) of proxies from the holders (“**Shareholders**”) of common shares (“**Common Shares**”) for the meeting of the Shareholders of the Company (the “**Meeting**”) to be held on February 18, 2025 at 11 a.m. (Vancouver time) at the offices of the SALI LITHIUM CORP., 6th Floor, 905 West Pender Street, Vancouver, British Columbia, V6C 1L6, or at any adjournment thereof for the purposes set out in the notice of meeting (“**Notice of Meeting**”) accompanying this Circular.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 — *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to Beneficial Shareholders (as defined below) held of record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Company.

### APPOINTMENT AND REVOCATION OF PROXIES

**The persons named (the “Management Designees”) in the enclosed instrument of proxy (“Instrument of Proxy”) have been selected by the board of directors of the Company (the “Board”) and have indicated their willingness to represent as proxy the Shareholder who appoints them. A Shareholder has the right to designate a person (whom need not be a Shareholder) other than the Management Designees to represent him or her at the Meeting.** Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by deleting therefrom the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Company. Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxy and should provide instructions on how the Shareholder’s shares are to be voted. The nominee should bring personal identification with him to the Meeting. In any case, the form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form). In addition, a proxy may be revoked by a Shareholder personally attending at the Meeting and voting his shares.

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (i) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Odyssey Trust Company (“Odyssey”) by mail or hand delivery at Odyssey Trust Company, Trader’s Bank Building, 702, 67 Yonge Street, Toronto ON M5E 1J8; or by fax to 1-800-517-4553;
- (ii) using the internet through the website of Odyssey at <https://vote.odysseytrust.com>;
- (iii) Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder’s proxy control number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays, and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. In this case, proxies must be received by 11:00 am PST, February 13<sup>th</sup>, 2025.

A Shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the Shareholder or by his authorized attorney in writing, or, if the Shareholder is a Company, under its corporate seal by an officer or attorney thereof duly authorized, at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or any adjournment thereof. In addition, a proxy may be revoked by the Shareholder personally attending the Meeting and voting their shares.

## **ADVICE TO BENEFICIAL SHAREHOLDERS**

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

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

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

The Company will be delivering proxy-related materials to non-objecting beneficial owners of the Common Shares directly with the assistance of Broadridge. The Company intends to pay for intermediaries to deliver proxy-related materials to objecting beneficial owners of the Common Shares.

All references to Shareholders in this Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

## **VOTING OF PROXIES**

Each Shareholder may instruct his proxy how to vote his Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification.

In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.

The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of or other matters that may come before the Meeting. In the event that other matters come before the Meeting, the Management Designees intend to vote in accordance with the judgment of management of the Company.

### **QUORUM**

The by-laws of the Company provide that a quorum of Shareholders is present at a meeting of Shareholders of the Company if at least two (2) persons are present in person or by proxy, each of whom is entitled to vote at the meeting, and who holds or represents by proxy not less than 5% of the shares entitled to vote at the meeting.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. As at the effective date of this Circular (the “**Effective Date**”), which is January 14, 2024, the Company has 50,752,325 Common Shares issued and outstanding. There are no other shares of any class issued and outstanding. The Common Shares are the only shares entitled to be voted at the Meeting, and holders of Common Shares are entitled to one vote for each Common Share held.

Holders of Common Shares of record at the close of business on January 14, 2025 (the “**Record Date**”) are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that, (a) the holder has transferred the ownership of any of his Common Shares after the Record Date, and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares, and demands not later than ten days before the day of the Meeting that his or her name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his Common Shares at the Meeting.

To the knowledge of the Board and the executive officers of the Company, as at the Effective Date, no person or company beneficially owns, directly or indirectly, or controls or directs, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company.

### **EXECUTIVE COMPENSATION**

#### **Compensation Discussion and Analysis**

The Company’s executive compensation objectives and processes and decisions relating to its Named Executive Officers (as defined below) are administered by the Board.

The Board administers all decisions in respect of the compensation matters relating to the Company’s executive officers, employees and directors, including the “Named Executive Officers” who are identified under the section “*Named Executive Officers*” and in the “*Summary Compensation Table of NEOs*”, below.

The Board establishes compensation policies and guidelines for supervisory management and personnel, corporate benefits, bonuses and other incentives, reviewing and approving corporate goals and objectives relevant to Chief Executive Officer compensation; officer and director compensation (other than the Chief Executive Officer); the review of executive compensation disclosure; succession plans for officers and for key employees; and material changes and trends in human resources policy, procedure, compensation and benefits.

## Named Executive Officers

The Chief Executive Officer and Chief Financial Officer and the three most highly compensated executive officers of the Company, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation exceeds \$150,000 per annum for the financial year ended February 29, 2024, are the “**Named Executive Officers**” or “**NEOs**”. For the financial year ended February 29, 2024, the NEOs of the Company were Dustin Nanos and Christina Blacker.

## Elements of Compensation

The Company’s executive compensation program includes the option for base salary, annual cash bonuses and long-term share-based incentives comprised of Options awards. A significant portion of executive compensation is provided in variable performance-based compensation.

	Component	Form	Objective	Performance Period
<b>Fixed compensation</b>	<i>Salary</i>	Monthly cash	Compensate based on job requirements, market factors, experience and execution of responsibilities	One year
<b>Variable Compensation</b>	<i>Incentive Plan</i>	Stock options	Align compensation with long-term corporate performance and Shareholder interests	Board’s discretion

Each component of the executive compensation program has a separate objective, and together they offer a balanced approach. Base salary provides secure fixed compensation necessary to attract and retain executive talent. The incentive plan encourages Shareholder value creation over a longer horizon. The design or value of one element of the compensation program would not be altered without considering the impact on: each of the other elements, total compensation, and the proportion of fixed and at-risk pay.

### Salary

The objective of base salary compensation is to reward and retain Named Executive Officers. In setting base salaries, consideration is given to such factors as level of responsibility, experience, expertise and the amount of time devoted to the affairs of the Company. Subjective factors such as leadership, commitment and attitude are also considered. Base salaries are intended to be market-competitive in order to attract and retain talent. This is the only element of the Company’s executive compensation plan that is not considered to be at-risk. Salaries are reviewed each year for market competitiveness.

### Equity Incentive Plans

Incentives comprise a significant portion of pay for named executives. This weighting aligns with the Shareholder experience by deferring compensation over time and rewarding the pursuit of long-term strategic objectives that contribute to sustained enhancement of Shareholder value.

All long-term incentive compensation is in the form of Options granted under the Company’s current stock option plan (“**Stock Option Plan**”). This form of compensation encourages a proprietary interest in the Company which further aligns management with interests of Shareholders. Long-term incentive grants are typically awarded once per year.

As used in this Circular, “**Share Based Compensation**” has the meaning ascribed to “security based compensation” in Policy 4.4 — *Security Based Compensation* of the CSE, as amended from time to time. Options meet the definition of Share Based Compensation because they involve the issuance or potential issuance of Common Shares from treasury.

The Board believes this established policy of granting Share Based Compensation (Options) meets the Company’s business objectives provided the total number of Share Based Compensation outstanding at any time is limited to a maximum of 15% of the Company’s issued and outstanding Common Shares. In no event shall the number of outstanding Share Based Compensation (Options) exceed 15% of the issued and outstanding Common Shares.



## *Stock Options*

The Stock Option Plan was approved and adopted by the Company on June 30, 2023. As at the date hereof, the Company had 5,200,000 Options outstanding.

At the Meeting, Shareholders will be asked to vote on an ordinary resolution to approve the adoption of the Stock Option Plan. The Stock Option Plan was approved by the Board on June 30, 2023. See *“Particulars Of Matters To Be Acted Upon — Approval of Stock Option Plan”*.

A copy of the existing Stock Option Plan is summarized below under *“Stock Option Plan Summary”*.

Options are variable, equity-based compensation that rewards employees for creating long-term Shareholder value. They are granted in the form of options to purchase Common Shares which vest on terms determined by the Board at the time of granting. The realizable value is based on the increase in share price over the market price at the time of grant.

The Company adopted the Stock Option Plan to remain competitive in the industry, and the granting of reasonable levels of share-based incentive awards is used as part of the Company’s overall compensation package. These share-based incentive awards provide an incentive for all of the Company’s service providers to ensure they are striving to maximize Shareholder value. The Board believes this established policy of awarding Share Based Compensation meets the Company’s business objectives provided the total number of Share Based Compensation outstanding at any time is limited to a maximum of 15% of the Company’s outstanding Common Shares.

The following is a summary of certain provisions of the Stock Option Plan, which is qualified in its entirety by the full text of the Stock Option Plan.

### **Stock Option Plan Summary**

The Stock Option Plan permits the granting of Options to directors, officers and employees of, and consultants to, the Company. The Stock Option Plan limits the total number of Common Shares that may be issued on exercise of Options outstanding at any time under the Stock Option Plan to 15% of the number of Common Shares issued and outstanding (less the number of Common Shares reserved for issuance under any other Share Based Compensation arrangement of the Company) subject to the following additional limitations:

- (i) the aggregate number of Options granted to any one participant (and companies wholly owned by that participant) in a 12 month period must not exceed 5% of the issued and outstanding Common Shares, calculated on the date an Option is granted to the person (unless the Company has obtained the requisite disinterested Shareholder approval), less the aggregate number of Common Shares reserved for issuance to such person under any other Share Based Compensation arrangement of the Company;
- (ii) the aggregate number of Common Shares reserved for issuance under Options granted to Insiders of the Company (as a group) at any point in time must not exceed 15% of the issued and outstanding Common Shares, less the aggregate number of Common Shares reserved for issuance to Insiders under any other Share Based Compensation arrangement of the Company; and
- (iii) the grant to Insiders (as a group), within a 12-month period, of an aggregate number of Options must not exceed 15% of the issued and outstanding Common Shares, calculated at the date an Option is granted to any Insider, less the aggregate number of Common Shares reserved for issuance to Insiders under any other Share Based Compensation arrangement of the Company.

Each Option and all rights thereunder will expire on the date set out in the applicable option agreement. Under the Stock Option Plan, in the event of the death of a participant, the Options previously granted to such participant will be exercisable only within one year after such death and then only to the extent that such deceased participant was entitled to exercise his Option at the date of his death. In the event that a participant shall cease to be a director, officer, consultant or employee of the Company or ceases to be a Management Company Employee (as defined in the Stock Option Plan), for any reason (other than death), such Participant may exercise his or her Option to the extent that the participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the participant ceases to be a director, officer, consultant, employee or a Management Company Employee, subject to extension at the discretion of the Board.

Pursuant to the Stock Option Plan, the exercise price shall be fixed by the Board at the time that the Option is granted; however, no Option shall be granted with an exercise price at a discount to the market price. The market price shall be the

closing price of the Common Shares on any stock exchange on which the Common Shares are then listed on the first day preceding the date of grant. The Stock Option Plan also provides that the Board may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, subject to any vesting restrictions imposed by any stock exchange on which the Common Shares are then listed.

Based on the policies of the Canadian Securities Exchange and industry practice, the Stock Option Plan specifies the types of amendments to the Stock Option Plan and the Options granted thereunder that can be made by the Board without the approval of the Shareholders. The Stock Option Plan allows the Board to terminate or discontinue the Stock Option Plan at any time without the consent of the Option holders, provided that such termination or discontinuance shall not alter or impair any Option previously granted under the Stock Option Plan. All amendments to the Stock Option Plan are subject to Shareholder approval at a meeting of Shareholders except amendments that:

- (i) correct typographical errors;
- (ii) clarify existing provisions of the Stock Option Plan, provided such clarifications do not have the effect of altering the scope, nature or intent of such provisions; and
- (iii) maintain compliance of this Stock Option Plan with any applicable laws

Pursuant to the Stock Option Plan, all benefits, rights and options accruing to any participant are not transferable or assignable unless in the event of the death of a participant.

The Stock Option Plan is administered by the Board (or a committee thereof), which has the power, subject to the limits imposed by the Stock Option Plan, to (i) award Options under the Stock Option Plan; and (ii) determine the terms under which Options are granted.

### Summary Compensation Table

The following table sets forth all annual and long term compensation for the twomost recently completed financial years for services in all capacities to the Company and its subsidiaries, if any, in respect of individual(s) who were acting as, or were acting in a capacity similar to, a chief executive officer or chief financial officer and the three most highly compensated individuals whose total compensation exceeded \$150,000 per annum (the “**Named Executive Officers**”).

Name and Principal Position <sup>(4)</sup>	Year Ended Feb 29	Salary (\$)	Share-Based Awards (\$) <sup>(1)</sup>	Option-Based Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation(\$)	Total Compensation(\$)
					Annual Incentive Plans <sup>(3)</sup>	Long-Term Incentive Plans			
Dustin Nanos Chief Executive Officer	2024	\$96,000	n/a	\$882,000	n/a	n/a	n/a	Nil	\$978,000
	2023	\$80,000	n/a	Nil	n/a	n/a	n/a	Nil	\$80,000
Christina Blacker Chief Financial Officer	2024	\$30,000	n/a	Nil	n/a	n/a	n/a	Nil	\$30,000
	2023	\$30,000	n/a	Nil	n/a	n/a	n/a	Nil	\$30,000
Grant T. Smith Chief Financial Officer	2024	n/a	n/a	n/a	n/a	n/a	n/a	Nil	n/a

**Notes:**

- (1) “**Share-Based Award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.
- (2) “**Option-Based Award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features. The Company follows the fair value method of accounting for all stock-based compensation arrangements. The values reported represent an estimate of the grant date fair value of the Options calculated in accordance with the Black-Scholes option pricing model. Please see the audited annual financial statements of the Company for the year ended February 29<sup>th</sup>, 2024 for details regarding the assumptions underlying these Black-Scholes estimates. The Black-Scholes model is a pricing model that may or may not reflect the actual value of the Options. The Black-Scholes methodology was selected in order to maintain consistency with the Company’s prior practice and because it is widely used by Canadian public companies for estimated option-based compensation.

- (3) Receives no additional compensation for his role as director of the Company.
- (4) SALi Lithium Corp. has been in business for less than three (3) years.

## Incentive Plan Awards

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

The following table sets forth details of all awards outstanding for each Named Executive Officer of the Company as of the most recent financial year end, including awards granted before the most recently completed financial year.

Name and Title	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Option (\$)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Dustin Nanos Chief Executive Officer	1,000,000	\$0.15	March 10, 2028	\$882,000	n/a	n/a	n/a
Christina Blacker Chief Financial Officer	n/a	n/a	n/a	Nil	n/a	n/a	n/a

None of the awards have been transferred at other than fair market value.

### ***Incentive Plan Awards - Value Vested or Earned During the Year***

The following table sets forth the value of option-based awards and share-based awards which vested or were earned during the most recently completed financial year for each Named Executive Officer.

Name and Title	Option-Based Awards - Value vested during the year (\$)	Share-Based Awards - Value vested during the year (\$)	Non-Equity Incentive Plan Compensation - Value earned during the year (\$)
Dustin Nanos Chief Executive Officer	Nil	n/a	n/a
Christina Blacker Chief Financial Officer	Nil	n/a	n/a

## Pension Plan Benefits

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

## Termination and Change of Control Benefits

The Company does not have in place any contract, agreement, plan or arrangement that provides for payments or benefits to the NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company, or a change in an NEOs responsibilities.

## DIRECTOR COMPENSATION

The Company currently has four directors.

Members of the Board of Directors are not paid any compensation in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts. Directors are granted Options pursuant to the Stock Option Plan from time to time.

### Director Compensation Table

The following table sets forth all compensation provided to directors who are not also Named Executive Officers (the “**Outside Directors**”) of the Company for the financial year ended February 29, 2024.

Name	Fees Earned (\$)	Share-Based Awards (\$) <sup>(1)</sup>	Option-Based Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Michelle DeCecco	Nil	n/a	\$132,600	Nil	Nil	Nil	\$132,600
Ken Booth	Nil	n/a	Nil	Nil	Nil	Nil	Nil
Richard Rosner	Nil	n/a	Nil	Nil	Nil	Nil	Nil

#### Notes:

- (1) “**Share-Based Award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.
- (2) “**Option-Based Award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features.

### Incentive Plan Awards

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

The following table sets forth details of all awards outstanding for each Outside Director of the Company as of the most recent financial year end (February 29, 2024), including awards granted before the most recently completed financial year end.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Option (\$)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Michelle DeCecco	300,000	0.15	July 5, 2028	\$132,600	n/a	n/a	n/a
Ken Booth	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Richard Rosner	n/a	n/a	n/a	Nil	n/a	n/a	n/a

None of the awards disclosed in the table above have been transferred at other than fair market value.

#### **Incentive Plan Awards - Value Vested or Earned During the Year**

The following table sets forth the value of option-based awards and share-based awards which vested or were earned during the most recently completed financial year for the Outside Directors of the Company.

Name	Option-Based Awards - Value vested during the year (\$) <sup>(1)</sup>	Share-Based Awards - Value vested during the year (\$)	Non-Equity Incentive Plan Compensation - Value earned during the year (\$)
Michelle DeCecco	n/a	n/a	n/a
Ken Booth	n/a	n/a	n/a
Richard Rosner	n/a	n/a	n/a

### ***Narrative Discussion***

For information regarding the Stock Option Plan please see “Executive Compensation — Compensation Discussion and Analysis — Elements of Compensation — Stock Options”.

### **Other Compensation**

Other than as set forth herein, the Company did not pay any other compensation to executive officers or directors (including personal benefits and securities or properties paid or distributed which compensation was not offered on the same terms to all full-time employees) during the last completed financial year other than benefits and perquisites which did not amount to \$10,000 or greater per individual.

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

The Stock Option Plan reserves for issuance, in the aggregate, a maximum 15% of the Company’s issued and outstanding Common Shares from time to time. The Stock Option Plan is a ‘rolling’ plan which reserves for issuance an aggregate maximum of 15% of the issued and outstanding Common Shares (less the number of Common Shares reserved for issuance under any other Share Based Compensation arrangement of the Company).

As of January 14, 2025, the Company had granted 5,200,000 Stock Options.

The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as at the end of the Company’s most recently completed financial year (February 29, 2024).

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for issuance under equity compensation plans (excluding outstanding securities reflected in Column 1)
Equity compensation plans approved by securityholders	3,200,000	\$0.15	1,665,498
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
<b>Total</b>	<b>3,200,000</b>		

### **MANAGEMENT CONTRACTS**

During the most recently completed financial year, no management functions of the Company were to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company.

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

No director, executive officer, employee or former director, executive officer or employee of the Company or its subsidiaries nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Company or its subsidiaries nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Company except as disclosed in the audited financial statements.

## **INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth herein or as previously disclosed, the Company is not aware of any material interests, direct or indirect, by way of beneficial ownership or otherwise, of any director or executive officer, proposed nominee for election as a director or any Shareholder holding more than 10% of the voting rights attached to the Common Shares or any associate or affiliate of any of the foregoing in any transaction in the preceding financial year or any proposed or ongoing transaction of the Company which has or will materially affect the Company.

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

Other than as set forth herein, or as previously disclosed, the Company is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, proposed nominee for election as a director or any Shareholder holding more than 10% of the voting rights attached to the Common Shares or any associate or affiliate of any of the foregoing in any transaction in the preceding financial year or any proposed or ongoing transaction of the Company which has or will materially affect the Company or its subsidiaries.

## **AUDIT COMMITTEE**

The Audit Committee is a committee of the Board to which the Board delegates its responsibility for oversight of the financial reporting process. The Audit Committee is also responsible for managing, on behalf of the Shareholders, the relationship between the Company and the external auditor.

Pursuant to National Instrument 52-110 — *Audit Committees* (“**NI 52-110**”) the Company is required to disclose certain information with respect to its Audit Committee, as summarized below.

### **Audit Committee Terms of Reference**

The Company must, pursuant to NI 52-110, have a written charter which sets out the duties and responsibilities of its Audit Committee. The terms of reference of the Audit Committee are attached hereto as Schedule “A”.

### **Audit Committee Composition**

The following are the members of the Audit Committee as at the date hereof:

Ken Booth	Independent <sup>(1)</sup>	Financially Literate <sup>(1)</sup>
Michelle DeCecco	Independent <sup>(1)</sup>	Financially Literate <sup>(1)</sup>
Richard Rosner	Independent <sup>(1)</sup>	Financially Literate <sup>(1)</sup>

#### **Note:**

(1) As defined by NI 52-110.

The Board believes the composition of the Audit Committee reflects a high level of financial literacy and expertise.

The Board has determined that each member the Audit Committee is ‘financially literate’ within the meaning set out in NI 52-110 based on each member’s education and experience, a description of which is set forth below.

Ken Booth, Michelle DeCecco, and Richard Rosner are each considered ‘independent’ under NI 52-110.

## Relevant Education and Experience

All of the members of the Audit Committee have been either directly involved in the preparation of the financial statements, filing of quarterly and annual financial statements, dealing with auditors, or as a member of the Audit Committee. All members have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements.

**Ken Booth** – Mr. Booth has an MBA and more than 40 years of experience in exploration, mining and corporate finance and public company administration. In mining corporate finance, he has worked for two of Canada’s largest investment banks executing numerous equity financings for both junior and senior companies and was involved in a variety of significant mergers and acquisitions. For over 25 years he has served as an officer and director of several public mining exploration companies including serving as an audit and compensation committee member.

**Michelle DeCecco** – Ms. DeCecco serves as the VP & COO at Lithium Chile and CEO at Monumental Energy, where she leads corporate strategies including acquisitions, joint ventures, and strategic partnerships across the mining industry. With over 20 years of experience in the public mining sector, she has built a career specializing in capital markets, strategic growth, and corporate development, contributing to the advancement and expansion of mining projects in the Oil, Gas and Lithium sectors. In addition to her professional roles, she sits on the boards of several public mining companies and serves as an advisor to private energy firms. Michelle holds an MBA with a specialization in International Business. She has also been an active member of the Rotary Club for over 10 years, where she served as a Board Member and chaired the Stay in School Program.

**Richard Rosner** - Mr. Rosner was a managing partner of Bryan's Fashions Ltd, a 41 store ladies fashion chain across Western Canada from 1990 to 2009, where he oversaw purchasing of all product and leasing of all retail space. From 2009 to 2017, he was president of ILAH Clothing Inc, an importer, distributor and reseller of ladies clothing and accessories. He currently provides consulting services to small business. Mr. Rosner also served on the Board of Directors and Audit Committee of Pursuit Gold Corp.

## Audit Committee Oversight

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

## Pre-Approval Policies and Procedures

The Audit Committee had adopted specific policies and procedures for the engagement of non-audit services as described in the terms of reference of the Audit Committee attached hereto as Schedule “A” under the heading “*External Auditors*”.

## External Auditor Service Fees

The aggregate fees billed by the Company’s external auditors in each of the last two (2) fiscal years for audit and other fees are as follows:

Financial Year Ending	Audit Fees (\$) <sup>(1)</sup>	Audit Related Fees (\$) <sup>(2)</sup>	Tax Fees (\$) <sup>(3)</sup>	All Other Fees (\$) <sup>(4)</sup>
2024	\$71,208	Nil	Nil	Nil
2023	\$48,141	Nil	Nil	Nil

### Notes:

- (1) Audit fees include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) Audit-related fees include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) Tax fees include fees for all tax services other than those included in audit fees and audit-related fees. This category includes fees for tax compliance, tax planning and tax advice.
- (4) All other fees include fees for products and services provided by the Auditor, other than the services reported above.

## **CORPORATE GOVERNANCE**

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of the Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 — *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Company is required to disclose its corporate governance practices as summarized below.

### **Board of Directors**

The Board is currently comprised of four directors, Ken Booth, Dustin Nanos, Michelle DeCecco, and Richard Rosner.

Three are independent directors of the Company and have no ongoing interest or relationship with the Company other than their security holdings in the Company and serving as directors.

Dustin Nanos, the President and Chief Executive Officer of the Company, is a member of management and, as a result, is not an independent director. The Board is responsible for determining whether a director is an independent director.

The Company has not appointed a Chairman. The independent directors of the Board are encouraged by the President and Secretary to hold private sessions as such independent directors deem necessary in the circumstances.

National Policy 58-201 — *Corporate Governance Guidelines* suggests that the Board of a public Company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director’s independent judgement. The Board is comprised of a majority of independent directors.

### **Directorships**

Two of the four directors are currently directors of other issuers that are reporting issuers in a Canadian jurisdiction. Ken Booth is on the board of Heliostar Metals Corp., Lithium Chile Inc. and Angkor Resources Corp. Michelle DeCecco is on the board of Beyond Lithium Inc., Kairos Gold Inc., Monumental Energy Corp., and Monumental Minerals Corp.

### **Orientation and Continuing Education**

New directors are provided with comprehensive information on the Company and its management and will be fully briefed by senior management on the corporate organization and key current issues. Visits to key operations may also be arranged for new directors.

Ongoing training and development of directors consists of similar components, including periodic updates of written corporate information and site visits. Individual directors may engage outside advisors with the authorization of the Board. The Board is responsible for overseeing and implementing continuing education programs to assist directors in maintaining the skill and knowledge necessary to meet their obligations as directors, to ensure that their knowledge and understanding of the Company’s business remains current, and to ensure their knowledge of legal, regulatory and ethical responsibilities remains up to date.

### **Nomination of Directors**

The Company has not established a nominating committee. The Board is currently responsible for proposing new candidates for Board nomination. The Board will select individuals with the desired background and qualifications, taking into account



the needs of the Board at the time. A majority of the independent directors on the Board must approve such new candidates to encourage an objective nomination process.

### **Compensation**

The remuneration of the directors and the Chief Executive Officer of the Company will be set and periodically reviewed by the Board. The Board is responsible for reviewing and approving corporate goals and objectives relevant to Chief Executive Officer and director performance and will evaluate performance to determine compensation.

For information regarding how the Board determines the compensation for the Corporation's directors and officers please see "*Executive Compensation*" and "*Director Compensation*".

During fiscal year 2024 no compensation consultant or advisor was retained by the Corporation.

### **Other Board Committees**

The Board of the Company has no committees other than the Audit Committee.

### **Assessments**

The Board assesses its members and its committees with respect to effectiveness and contribution on an ongoing basis. This assessment process is informal. If an individual Board member is unable to contribute due to ability, lack of time or commitment, the individual would either resign or not be nominated for re-election.

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

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

### **1. Report and Financial Statements**

The Board has approved all of the information in the audited financial statements of the Company for the financial year ended February 29, 2024 and the report of the auditor thereon, copies of which are delivered herewith and are also available on [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's SEDAR+ profile. No vote by the Shareholders is required to be taken on the financial statements.

### **2. Fix Number of Directors to be Elected at the Meeting**

Shareholders of the Company will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting at four (4). In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by Shareholders who vote in respect of the resolution.

At the Meeting, it will be proposed that four directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution fixing the number of directors to be elected at the Meeting at four.**

### **3. Election of Directors**

The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Company presently held by such nominee, the nominee's municipality of residence, principal occupation at the present and during the preceding five years, the period during which the nominee has served as a director, and the number and percentage of Common Shares that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Effective Date.

Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote for the election of the persons named in the following table to the Board. Management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies held by Management Designees will be voted for another nominee in their discretion unless the Shareholder has specified in his form of proxy that his Common Shares are to be withheld from voting in the election of directors. Each director elected will hold office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Company or the provisions of the BCBCA to which the Company is subject.

Name, Municipality of Residence, Office and Date Became a Director	Present Occupation and Positions Held During the Last Five Years	Number and Percentage of Common Shares beneficially owned, or controlled or directed, directly or indirectly, as at the Effective Date <sup>(1)(2)</sup>
Dustin Nanos – Director, CEO Alberta, Canada May 21, 2024	CEO, SALi Lithium Corp. Entrepreneur	5,000,000 (9.85%)
Ken Booth – Director Nova Scotia, Canada October 5, 2020	Self-employed financial consultant. Principal, Highwood Advisory Services Inc., since 1999.	1,107,500 (2.18%)
Richard Rosner - Director British Columbia, Canada October 5, 2020	President of ILAH Clothing Inc.	600,000 (1.18%)
Michelle DeCecco - Director Alberta, Canada May 21, 2024	Vice President & COO of Lithium Chile Inc.	400,000 (0.79%)

**Notes:**

- (1) Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Effective Date, based on information furnished to the Company by the above individuals.
- (2) Assumes a total of 50,752,325 Common Shares issued and outstanding as at the Effective Date.

*Cease Trade Orders or Bankruptcies*

To the best of the Company’s knowledge, no proposed director is, as at the Effective Date, or has been within the 10 years before the Effective Date, a director or executive officer of any company (including the Company), that:

- (a) was subject to: (i) a cease trade order, (ii) an order similar to a cease trade order, or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an “**Order**”), that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director, within 10 years before the Effective Date, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director 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.

*Personal Bankruptcies*

No proposed director has, within 10 years before the Effective Date, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such proposed director.

## *Penalties and Sanctions*

To the best of the Company's knowledge, no proposed director has, as at the Effective Date, been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## **4. Appointment of Auditor**

The Shareholders will be asked to vote for the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company. **Unless directed otherwise by a proxy holder, or such authority is withheld, the Management Designees, if named as proxy, intend to vote the Common Shares represented by any such proxy in favor of a resolution appointing Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company for the next ensuing year**, to hold office until the close of the next annual general meeting of Shareholders or until the firm of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants is removed from office or resigns as provided by the Company's by-laws, and the Management Designees also intend to vote the Common Shares represented by any such proxy in favor of a resolution authorizing the Board to fix the compensation of the auditor. Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants was appointed auditor of the Company effective January 11, 2023 as a result of an ordinary resolution at the previous Annual General Meeting.

## **5. Ratification and Approval of Stock Option Plan**

The Company has adopted a Stock Option Plan, approved by the Board on June 30, 2024 (the "**Stock Option Plan**").

Under the policies of the CSE, the Stock Option Plan must be approved on a yearly basis by an ordinary resolution of the Disinterested Shareholders entitled to vote at the Meeting.

The Company's Stock Option Plan is intended to strengthen the alignment of interests between the Company's directors, officers, employees and Shareholders by linking a portion of annual compensation for directors, officers and senior management to the future value of the Company's shares. Under the terms of the Company's existing Stock Option Plan, the Company can grant Options to its executives, directors, officers and employees.

During the year ended February 29, 2024, there were 4,000,000 options granted under the Stock Option Plan.

### *Eligibility*

Any individual employed by the Company, including a Service Provider (as defined in the Stock Option Plan), who, by the nature of his or her position or job is, in the opinion of the Board, in a position to contribute to the success of the Company is eligible to receive grants of options.

### *Grants under the Stock Option Plan*

Options issued under the Stock Option Plan, unless otherwise specified in the underlying grant agreement, shall vest in a manner which the Board determines and may be exercised during a period determined by the Board, which may not exceed ten years. The exercise price for each Share subject to an option will be fixed by the Board but under no circumstances may any exercise price be less than the Market Price (as defined in the Stock Option Plan).

### *Capital Changes, Corporate Transactions and Change of Control*

The Stock Option Plan contains provisions for the equitable treatment of Grants in relation to any capital changes and with regard to a dividend, split, recapitalization, reclassification, amalgamation, arrangement, merger, consolidation, combination or exchange of Shares or distribution of rights to holders of Shares or any other relevant changes to the authorized or issued capital of the Company.

In the event of a Change in Control (for the purposes of this section, as defined in the Stock Option Plan) prior to the vesting of a Grant, and subject to the terms of a Participant's employment agreement and the applicable Grant agreement, the Board shall have full authority to determine in its sole discretion the effect, if any, of a Change in Control on the vesting, exercisability, settlement, payment or lapse of restrictions applicable to a Grant.

The Board may from time to time, without notice and without approval of the Shareholder, amend, modify, change, suspend or terminate the Stock Option Plan or any Grant pursuant to the Stock Option Plan as it, in its discretion determines appropriate, provided, however, that no such amendment, modification, change, suspension or termination of the Stock Option Plan or any Grant hereunder may materially impair any rights of a Participant or materially increase any obligations of a Participant under the Stock Option Plan without the consent of the Participant, unless the Board determines such adjustment is required or desirable in order to comply with any Applicable Laws or Stock Exchange Rules (each as defined therein). If the Stock Option Plan is amended, modified, changed, suspended or terminated, the provisions of the Stock Option Plan and any administrative guidelines, rules and regulations relating to the Stock Option Plan shall continue in effect for the duration of such time as any Grants remains outstanding.

Notwithstanding the foregoing and subject to any Stock Exchange Rules, approval of the Shareholders shall be required for any amendment, modification or change to the Stock Option Plan that:

increases the maximum percentage of the Company's issued and outstanding Shares from time to time that can be reserved for issuance under the Stock Option Plan, including any increase in the maximum percentage of the Company's issued and outstanding Shares from time to time that can be reserved for issuance;

- (i) increases or removes any of the limits on the participation of any one Eligible Person (as defined in the Stock Option Plan) or any category of Eligible Persons;
- (ii) reduces the Exercise Price (as defined therein) of any Share subject to an option (for this purpose, a cancellation or termination of an option prior to its Expiry Date for the purpose of reissuing an Option to the same Participant with a lower Exercise Price shall be treated as an amendment to reduce the Exercise Price of an Option) except pursuant to the provisions in the Stock Option Plan which permit the Board to make equitable adjustments in the event of transactions affecting the Company or its capital;
- (iii) extends the term of an option beyond the original expiry date (except where an expiry date would have fallen within a Blackout Period (as defined in the Stock Option Plan) applicable to the Participant);
- (iv) extends the term of an Option beyond its maximum term (except where an expiry date would have fallen within a Blackout Period applicable to the Participant);
- (v) permits a Participant to transfer or assign Grants to a new beneficial owner other than for estate settlement purposes;
- (vi) changes the Eligible Participants;
- (vii) is a matter expressly subject to approval of the holders of Shares pursuant to applicable Stock Exchange Rules; or
- (viii) deletes or reduces the range of amendments which require approval of Shareholders under the Stock Option Plan.

Subject to the foregoing and subject to the approval of the Stock Exchange where applicable, the Board may, without Shareholder approval, at any time or from time to time, amend the Stock Option Plan for the purposes of:

- (i) making any amendments to the general vesting provisions of each Grant;
- (ii) making any amendments to the provisions relating to the termination, disability or death of a Participant, provided that, for so long as the Shares are listed and posted for trading on the CSE, Shareholder approval shall be required for such amendments;
- (iii) making any amendments to add covenants of the Company for the protection of Participants, as the case may be, provided that the Board shall be of the good faith opinion that such additions will not be prejudicial to the rights or interests of the Participants, as the case may be;
- (iv) making any amendments not inconsistent with the Stock Option Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Board, having in mind the best interests of the Participants, it may be expedient to make, including amendments that are desirable as a result of changes in law in

any jurisdiction where a Participant resides, provided that the Board shall be of the opinion that such amendments and modifications will not be prejudicial to the interests of the Participants and Directors; or

- (v) making such changes or corrections which, on the advice of counsel to the Company, are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error, provided that the Board shall be of the opinion that such changes or corrections will not be prejudicial to the rights and interests of the Participants.

### **Shareholder Approval of the Stock Option Plan**

In accordance with the policies of the CSE, Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution (the “**Stock Option Plan Resolution**”) approving the Stock Option Plan as the Company’s Stock Option Plan.

The text of the ordinary resolution to be considered at the Meeting will be substantially as follows. **Unless otherwise directed, it is the intention of the Management Designees to vote proxies in favour of the ordinary resolution.**”

BE IT RESOLVED THAT:

1. the Stock Option Plan of the Company, in substantially the form included in the Management Information Circular dated January 15, 2025 (“**Stock Option Plan**”), which amends, restates and combines the Company’s existing stock option plan, be and is hereby ratified, approved and adopted as the Stock Option Plan of the Company;
2. the existing Corporation’s existing stock options granted under its existing Stock Option Plan, will be continued under and will be subject to the terms of the Stock Option Plan;
3. the form of the Stock Option Plan may be amended, in the discretion of the board of directors of the Company, in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Company;
4. any one (or more) director or officer of the Company is hereby authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this ordinary resolution; and
5. the Company is authorized to reserve and issue Common Shares in the capital of the Company for issuance upon exercise of awards granted pursuant to the Stock Option Plan.”

**The Board has reviewed the proposed resolution and concluded that it is fair and reasonable to the Shareholders and in the best interests of the Company and recommends that Shareholders vote FOR the Stock Option Plan Resolution.**

### **OTHER BUSINESS**

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

### **GENERAL**

**Unless otherwise directed, it is management’s intention to vote proxies in favour of the resolutions set forth herein.** All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of Common Shares. All special resolutions, if any, to be brought before the Meeting require, for the passing of the same, a two-thirds majority of the votes cast at the Meeting by the holders of Common Shares. All approvals by disinterested Shareholders, if any, require the approval of the Shareholders not affected by, or interested in, the matter to be approved.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information of the Company’s most recently completed financial year is provided in the Company’s comparative financial statements and

management discussion and analysis available on SEDAR+. A Shareholder may contact the Company, Attn: Chief Financial Officer, to obtain a copy of the Company's most recent financial statements and management discussion and analysis.

**BOARD APPROVAL**

The contents and the sending of this Circular have been approved by the Board.

**DATED** this 15<sup>th</sup> day of January, 2025.

## SCHEDULE "A"

### AUDIT COMMITTEE CHARTER

#### **Mandate**

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

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

#### **Composition**

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

#### **Meetings**

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

#### **Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

##### Documents/Reports Review

- review and update this Audit Committee Charter annually; and

- review the Company's financial statements, MD&A, and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

#### **External Auditors**

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

#### **Financial Reporting Processes**

- in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;



- consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- review certification process;
- establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

#### **Other**

- review any related-party transactions;
- engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- to set and pay compensation for any independent counsel and other advisors employed by the Committee.