

OMNI-LITE INDUSTRIES CANADA INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS

**To be held at 11:00 am. (Eastern
Time) Main Board Room**

**At the office of
Peterson McVicar LLP
18 King St. E, Suite 902,
Toronto, ON
M5C 1C4**

On

December 7, 2022

MANAGEMENT INFORMATION CIRCULAR AND
PROXY STATEMENT

Dated: October 19, 2022

OMNI-LITE INDUSTRIES CANADA INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

TAKE NOTICE THAT an Annual General and Special Meeting (the "**Meeting**") of the shareholders of **OMNI-LITE INDUSTRIES CANADA INC.** (the "**Corporation**") will be held at the Main Board Room at the office of Peterson McVicar LLP, 18 King St E, Suite 902, Toronto, ON M5C 1C4, Canada on Wednesday, December 7, 2022 at 11:00 a.m. (Eastern time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2021, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at five (5) persons;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to approve the Corporation's stock option plan for the ensuing year;
6. to consider and, if deemed advisable, to pass, a special resolution authorizing the Corporation to file articles of amendment to create a new class of preferred shares issuable in series, as further described in the Circular (as defined below); and
7. to transact such other business as may properly come before the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Corporation dated October 19, 2022 (the "**Circular**").

A shareholder at the Corporation (a "**Shareholder**") may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying instrument of proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Circular and instrument of proxy. An instrument of proxy will not be valid unless it is deposited at the offices of Computershare Trust Company of Canada ("**Computershare**") at 8th Floor, 100 University Ave., Toronto, ON M5J 2Y1, in the enclosed self-addressed envelope, by telephone at 1-866-732-8683 or by internet at www.investorvote.com not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxy holder need not be a shareholder of the Corporation.

Only shareholders of record as at the close of business on October 19, 2022 (the "**Record Date**") are entitled to receive notice of the Meeting.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a new set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Corporation for the year ended December 31, 2021 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for 2021 ("**MD&A**") may be found on the Corporation's SEDAR profile at www.sedar.com and also on the Corporation's website at <https://www.omni-lite.com/Investors/>. In relation to the Meeting, beneficial Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular. Registered Shareholders will receive paper copies of the materials.

Obtaining Paper Copies of Materials

The Corporation anticipates that using notice-and-access for delivery to beneficial Shareholders 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-and-access can call the Corporation's transfer agent, Computershare, toll-free at 1-800-564-6253. Shareholders may obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting the Corporation at 1-562-404-8510 or by email at info@omni-lite.com. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation by November 22, 2022 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "**Proxy Deadline**"). Any requests for paper copies received by the Corporation after November 22, 2022 will be delivered to Shareholders in accordance with applicable securities law.

In light of COVID-19, we strongly encourage Shareholders to vote in advance of the Meeting with the instructions provided in the Circular, rather than appearing in person or appointing an alternate proxyholder to attend the Meeting in person.

The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. The Corporation does not intend to prepare or mail an amended notice of Meeting and/or Circular in the event of changes to the Meeting date or format.

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A "beneficial" or "non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided.

To be effective, the form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Computershare (in the case of registered holders) at 8th Floor, 100 University Ave., Toronto, ON M5J 2Y1, by telephone at 1-866-732-8683 or by internet at www.investorvote.com prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. **Shareholders are reminded to review the Circular before voting.**

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.

DATED at Toronto, Ontario as of the 19th day of October, 2022.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Roger Dent _____

Roger Dent
Director

OMNI-LITE INDUSTRIES CANADA INC.

MANAGEMENT INFORMATION CIRCULAR

(Unless otherwise stated, information contained herein is given as of October 19, 2022)

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Solicitation of Proxies

This management information circular (the "**Circular**") is furnished in connection with the solicitation of proxies by the management of Omni-Lite Industries Canada Inc. (the "**Corporation**" or "**Omni-Lite**") for use at the Annual General and Special Meeting (the "**Meeting**"), of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of the Corporation to be held at the Main Board Room at the office of Peterson McVicar LLP, 18 King St E, Suite 902, Toronto, ON M5C 1C4, Canada on Wednesday December 7, 2022 at 11:00 a.m. (Eastern Time), for the purposes set forth in the Notice of Annual General and Special Meeting (the "**Notice**") accompanying this Circular. Solicitation of proxies will be primarily electronic, but may also be undertaken by way of mail, telephone, facsimile or oral communication by the directors, officers and regular employees of the Corporation, at no additional compensation. Costs associated with the solicitation of proxies will be borne by the Corporation.

In light of COVID-19, we strongly encourage Shareholders to vote in advance of the Meeting with the instructions provided in the Circular, rather than appearing in person or appointing an alternate proxyholder to attend the Meeting in person.

The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. The Corporation does not intend to prepare or mail an amended notice of Meeting and/or Circular in the event of changes to the Meeting date or format.

Appointment of Proxyholders

Accompanying this Circular is an instrument of proxy for use at the Meeting. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are required to date and sign the enclosed instrument of proxy and return it in the enclosed return envelope. **All properly executed instruments of proxy for Shareholders must be deposited at the offices of Computershare Trust Company of Canada by mail at 8th Floor, 100 University Ave., Toronto, ON M5J 2Y1 by telephone at 1-866-732-8683 or by internet at www.investorvote.com not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment thereof.**

The persons designated in the instrument of proxy are officers and/or directors of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons designated in the accompanying instrument of proxy, to attend at and represent the Shareholder at the Meeting.** To exercise this right, a Shareholder should insert the name of the designated representative in the blank space provided on the instrument of proxy and strike out the names of management's nominees. Alternatively, a Shareholder may complete another appropriate instrument of proxy.

Signing of Proxy

The instrument of proxy must be signed by the Shareholder or the Shareholder's duly appointed attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney of the corporation. An instrument of proxy signed by a person acting as attorney or in some other representative capacity (including a representative of a corporate Shareholder) should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has previously been filed with the Corporation).

Revocability of Proxies

A Shareholder who has submitted an instrument of proxy may revoke it at any time prior to the exercise thereof. In addition to any manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder

or by his or her duly authorized attorney or, if the Shareholder is a corporation, under its corporate seal or executed by a duly authorized officer or attorney of the corporation and deposited either: (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournments thereof, at which the instrument of proxy is to be used; or (ii) with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof. In addition, an instrument of proxy may be revoked: (i) by the Shareholder personally attending the Meeting and voting the securities represented thereby or, if the Shareholder is a corporation, by a duly authorized representative of the corporation attending at the Meeting and voting such securities; or (ii) in any other manner permitted by law.

Voting of Proxies and Exercise of Discretion by Proxyholders

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for 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 instrument of proxy will be voted in accordance with such instructions. The management designees named in the accompanying instrument of proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing him or her on any ballot that may be called for at the Meeting. **In the absence of such direction, such Common Shares will be voted "FOR" the proposed resolutions at the Meetings. The accompanying instrument of proxy confers discretionary authority upon the persons named therein with respect to amendments of or variations to the matters identified in the accompanying Notice and with respect to other matters that may properly be brought before the Meeting.** In the event that amendments or variations to matters identified in the Notice are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the management designees to vote in accordance with their best judgment on such matters or business. At the time of printing this Circular, the management of the Corporation knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the accompanying Notice.

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

Except as disclosed in this Circular, none of the directors or senior officers of the Corporation at any time since the beginning of the Corporation's last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted on, other than the election of directors or the appointment of auditors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting of Common Shares – General

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is October 19, 2022 (the "**Record Date**"). Only Shareholders whose names are entered in the Corporation's register of shareholders at the close of business on that date and holders of Common Shares issued by the Corporation after such date and prior to the Meeting will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) 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 Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case the transferee shall be entitled to vote his or her Common Shares at the Meeting.

The Corporation is authorized to issue an unlimited number of Common Shares without par value. As of the date hereof, the Corporation has 15,412,564 Common Shares issued and outstanding as fully paid and non-assessable.

Voting of Common Shares – Advice to Non-Registered Holders

Only registered holders of Common Shares, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a "**Non-Registered Holder**") are registered either:

- (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or

- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or "CDS").

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice, this Circular and the instrument of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, Intermediaries will use a service company (such as Broadridge Investor Communications ("**Broadridge**")) to forward meeting materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will:

- (a) have received as part of the Meeting Materials a voting instruction form which must be completed, signed and delivered by the Non-Registered Holder in accordance with the directions on the voting instruction form; voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone or through the Internet at www.investorvote.com; or
- (b) less typically, be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Computershare Trust Company of Canada at the address referred to above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.**

Only registered Shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set above.

Principal Holders of Common Shares

To the knowledge of the directors and senior officers of the Corporation, as at the date hereof, there are no persons or corporations that beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the votes attached to the Common Shares of the Corporation.

STATEMENT OF EXECUTIVE COMPENSATION

Summary Compensation Table (All \$ are in US\$)

Executive Compensation is required to be disclosed for each Chief Executive Officer ("CEO") (or individual who served in a similar capacity during the most recently completed financial year), each Chief Financial Officer ("CFO") (or individual who served in a similar capacity during the most recently completed financial year) and the next most highly compensated executive officer (other than the Chief Executive Officer and the Chief Financial Officer) serving as an executive officer of the Corporation during the most recently completed fiscal year and whose total salary and bonus exceeded \$150,000 (the "**Named Executive Officers**" or "**NEOs**"). David Robbins, the CEO of the Corporation, and Carl Lueders, the former CFO of the Corporation, were the NEOs of the Corporation for the year ended December 31, 2021.

The following table provides information regarding director and NEO compensation for the Corporation during the financial year ended December 31, 2021 (the "**Last Financial Year**") and the financial year ended December 31,

2020, excluding compensation securities:

Name and principal position	Year Ended Dec. 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	All other compensation (\$)	Total compensation (\$)
David Robbins ⁽¹⁾ <i>CEO, Director</i>	2021	\$250,000	Nil	\$0	Nil	Nil	\$250,000
	2020	\$230,443	Nil	\$0	Nil	Nil	\$230,443
Carl Lueders ⁽²⁾ <i>Former CFO</i>	2021	\$150,000	Nil	Nil	Nil	Nil	\$150,000
	2020	\$143,992	Nil	Nil	Nil	Nil	\$143,992
Roger Dent <i>Director</i>	2021	Nil	Nil	\$40,000	Nil	Nil	\$40,000
	2020	Nil	Nil	\$40,000	Nil	Nil	\$40,000
Patrick Hutchins <i>Director</i>	2021	Nil	Nil	\$40,000	Nil	Nil	\$40,000
	2020	Nil	Nil	\$40,000	Nil	Nil	\$40,000
Charles Samkoff <i>Director</i>	2021	Nil	Nil	\$40,000	Nil	Nil	\$40,000
	2020	Nil	Nil	\$55,000 ⁽³⁾	Nil	Nil	\$55,000
Jan Holland ⁽⁴⁾ <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Mr. Robbins received Nil compensation for his role as director of the Corporation in the fiscal years ended December 31, 2021 and December 31, 2020.
- (2) Carl Lueders retired as CFO of the Corporation effective May 5, 2022. Mr. Lueders was replaced as CFO by Amy Vetrano-Palmer, who assumed the role of CFO effective May 5, 2022.
- (3) Included \$15,000 in recognition of extensive corporate development, finance and strategic merger & acquisition services provided to the corporation.
- (4) Jan Holland was appointed as a director of the Corporation on December 20, 2021.

Stock Options and Other Compensation Securities (All \$ are in CAD\$)

There were no stock option or other compensation securities granted or issued to any director or NEO of the Corporation in the Last Financial Year. During the Last Financial Year, no director or NEO exercised any compensation securities previously granted to them.

Stock Option Plan

On February 2, 2021 Shareholders re-approved the Corporation's "rolling" stock option plan (the "**Stock Option Plan**") reserving a maximum of 10% of the issued and outstanding Common shares for issuance. Under the Stock Option Plan, directors, senior officers, employees and consultants of the Corporation and its affiliates (collectively, the "**Eligible Persons**") are eligible to receive grants of options at the discretion of the board of directors of the Corporation (the "**Board**"). The purpose of the Stock Option Plan is to advance the interests of the Corporation or any of its subsidiaries or affiliates by encouraging Eligible Persons to acquire Common Shares in the Corporation. By providing a way to increase their ownership in the Corporation, the Stock Option Plan encourages Eligible Persons to remain associated with the Corporation or any of its subsidiaries or affiliates and provides them with additional incentive.

The following is a summary of the terms of the Stock Option Plan and is qualified in its entirety by the full text of the Plan, which is attached hereto as Schedule "B" and which will be supplied free of charge to Shareholders upon written request made directly to the Corporation at its registered head office located at 18 King Street East, Suite 902, Toronto, ON M5C 1C4, Attention: Chief Executive Officer.

- The number of Common Shares to be reserved and authorized for issuance pursuant to options granted under the Stock Option Plan is a rolling maximum of 10% of the issued and outstanding common shares of the Corporation from time to time;
- Under the Stock Option Plan, the aggregate number of optioned Common Shares granted to any one optionee in a 12 month period must not exceed 5% of the Corporation's issued and outstanding shares. The number of optioned Common Shares granted to any one consultant in a 12 month period must not exceed 2% of the Corporation's issued and outstanding shares, calculated together with all other security based compensation of the Corporation. The aggregate number of optioned Common Shares granted to all optionee's conducting Investor Relations' Activities (as defined in the policies of the TSX-V) must not exceed 2% of the Corporation's issued and outstanding common shares in any 12 month period;
- Disinterested shareholder approval shall be required for any individual grant of options that would result in the grant to insiders (as a group), within a twelve (12) month period, under the Stock Option Plan and together with all other security-based compensation arrangements of the Corporation of an aggregate number of options exceeding ten percent (10%) of the issued and outstanding common shares;
- Unless disinterested shareholder approval is obtained, the maximum aggregate number of Common Shares for which Options may be granted or issued to insiders (as a group) under the Stock Option Plan and together with common shares issuable under all other security-based compensation arrangements of the Corporation shall not exceed 10% of the issued and outstanding Common Shares at any point in time;
- The exercise price for options granted under the Stock Option Plan will be determined by the Board or if appointed, by a special committee of directors appointed from time to time by the Board, will not be less than the market price of the Corporation's Common Shares at the time of the grant, less applicable discounts permitted by the policies of the TSX-V;
- Options will be exercisable for a term of up to a maximum of ten years, subject to earlier termination in the event of the optionee's death or the cessation of the optionee's services to the Corporation; and
- Options granted under the Stock Option Plan are non-assignable, except by will or by the laws of descent and distribution.

Termination of Employment, Change in Responsibilities and Employment Contracts

Carl Lueders, the former CFO of the Corporation who retired from the Corporation effective May 5, 2022, entered into an employment agreement effective September 21, 2018 with Monzite Corporation ("**Monzite**"), a wholly-owned subsidiary of the Corporation, in consideration of an annual base salary of \$150,000 (the "**CFO Agreement**"). The CFO Agreement includes a severance clause, which provides for payment of three months of base salary if Mr. Lueders ceases to be an employee. Mr. Lueders is also entitled, under the severance clause, to the employer portion of the premium for health insurance for the period that he elects continued coverage.

David Robbins, CEO of the Corporation, entered into an employment agreement effective September 21, 2018 with Monzite in consideration of an annual base salary of \$250,000 (the "**CEO Agreement**"). The CEO Agreement includes a severance clause, which provides for payment of 12 months of base salary and the employer portion of the premium for health insurance for the period that Mr. Robbins elects continued coverage if he ceases to be an employee within five years of the effective date thereof.

Pension Plan

The Corporation's pension plan is a Savings Incentive Match Plan for each Employee's Individual Retirement Account ("**Simple IRA**") administered by a financial institution providing for a matching contribution by the Corporation of up to three (3%) percent of a participant's annual salary. No administration fees are charged to the Corporation.

Compensation Discussion and Analysis

To date, the Board has not adopted any formal policies to determine executive compensation. Executive compensation is currently determined by the independent directors of the Board that has general oversight of compensation of employees and executive officers.

In carrying out its duties and responsibilities in relation to compensation and utilizing industry comparable salaries

and bonuses, the Board sets annual performance objectives that are aligned to the overall objectives of the Corporation and assesses the attainment of the corporate goals to determine the amount of performance bonus compensation paid. In determining the appropriate level of compensation, the Board may consider comparative data for the Corporation's peer group, which are accumulated from a number of external sources, including independent consultants. The Board will consider implementing formal compensation policies in the future should circumstances warrant.

Currently, the long-term compensation available to the NEOs consists of the stock options granted under the Stock Option Plan, which is administered by the Board and is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Corporation to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. The Board considers stock option grants when reviewing each NEO's compensation package as a whole.

The allocation of stock options is regarded as an important element to attract and retain NEOs for the long term and it aligns their interests with shareholders.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

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

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights CAD\$ (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans adopted by the Corporation ⁽¹⁾	1,046,000	\$0.97	395,256 ⁽²⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	1,046,000	\$0.97	395,256⁽²⁾

Notes:

- (1) The Corporation's only equity compensation plan is the Stock Option Plan, a rolling stock option plan. The number of shares which may be reserved for issuance under the Stock Option Plan is limited to 10% of the issued and outstanding Common Shares on the options grant date. For more information about the material features of the Stock Option Plan, please refer to "Statement of Executive Compensation – Stock Option Plan" above.
- (2) Based on a total of 14,412,564 Common Shares issued and outstanding as at December 31, 2021.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Corporation's directors, executive officers or employees, or former directors, executive officers or employees, nor any associate of such individuals, is as at the date hereof, indebted to the Corporation or any of its subsidiaries in connection with a purchase of securities or otherwise.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Circular, none of the informed persons of the Corporation (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*), nor any proposed nominee for election as a director of the Corporation, nor any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to the issued shares of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which, in either case, has or will materially affect the Corporation and none of such persons has any material interest in any transaction proposed to be undertaken by the Corporation that will materially affect the Corporation.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation which are, to any substantial degree, performed by a person or company other than the directors or officers of the Corporation.

CORPORATE GOVERNANCE

The Board is responsible for the stewardship of the Corporation and generally directs the business and affairs of the Corporation through consultation with management of the Corporation. On January 10, 2005, the Corporation adopted a Corporate Governance Policy, which is summarized below.

The description of the Corporation's current corporate governance practices is provided in accordance with Form 58-101F2 of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”).

Board of Directors

NI 58-101 defines an “independent director” as a director who has no direct or indirect “material relationship” with the issuer. A “material relationship” is as a relationship that could be, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment. The Board maintains the exercise of independent supervision over management by ensuring that the majority of its directors are independent.

The proposed Board is composed of five directors, being Charles Samkoff, Roger Dent, Patrick Hutchins, David Robbins and Jan Holland. The Board has determined that each of Messrs. Samkoff, Dent and Hutchins are independent within the meaning of NI 58-101. Mr. Robbins is not considered independent within the meaning of NI 58-101 because he is an executive officer (as such term is defined in NI 58-101) of the Corporation and is thereby considered to have a material relationship with the Corporation. Mr. Holland is not considered independent within the meaning of NI 58-101 because he has been an executive officer (as such term is defined in NI 58-101) of a subsidiary of the Corporation within the previous three years and is thereby considered to have a material relationship with the Corporation.

The Board believes that it functions independently of management and reviews its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board meets without management present, as circumstances require. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest. In light of the suggestions contained in National Policy 58-201 – *Corporate Governance Guidelines*, the Board convenes meetings of the independent directors as deemed necessary, at which non-independent directors and members of management are not in attendance.

Other Public Company Directorships

The following table provides a list of the Corporation's proposed directors who are presently serving as directors of other reporting issuers and the names of such reporting issuers.

Name of Director	Reporting Issuer	Exchange traded on
Roger Dent	Quinsam Capital Corp.	CSE
	VitalHub Corp.	TSX-V
	California Nanotechnologies Corp.	TSX-V
	AcuityAds Holdings Inc.	TSX
	Deveron Corp.	TSX-V

Orientation and Continuing Education of Board Members

While the Corporation does not currently have a formal orientation and education program for new members of the Board, the Corporation provides such orientation and education on an ad hoc and informal basis. Senior management makes regular presentations to the Board at its meetings and all directors are encouraged to communicate directly with management and other staff. Directors are invited to tour the Corporation's facilities and to familiarize themselves with the details of the Corporation's operations. The directors believe that these procedures are a practical and effective approach in light of the Corporation's particular circumstances, including the size of the Corporation, the number, experience and expertise of its directors.

Ethical Business Conduct

The Board encourages and promotes a culture of ethical business conduct by monitoring all directors, officers, employees, and consultants of the Corporation and taking corrective action if unethical conduct is detected. The directors maintain that the Corporation must conduct and be seen to conduct its business dealings in accordance with all applicable laws and the highest ethical standards. The Corporation's reputation for honesty and integrity amongst its shareholders and other stakeholders is key to the success of its business. No employee or director will be permitted to achieve results through violation of laws or regulations, or through unscrupulous dealings.

Any director with a conflict of interest or who is capable of being perceived as being in conflict of interest with respect to the Corporation must abstain from discussion and voting by the board of directors or any committee of the board of directors on any motion to recommend or approve the relevant agreement or transaction. The board of directors must comply with conflict of interest provisions of the *Business Corporations Act* (Ontario).

Nomination of Directors

Both the directors and management are responsible for selecting nominees for election to the Board. At present, there is no formal process established to identify new candidates for nomination. The board of directors and management determine the requirements for skills and experience needed on the Board from time to time. The present Board and management expect that new nominees have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, support for the Corporation's business objectives and a willingness to serve.

Compensation

The Board is directly responsible for determining compensation of directors and management. The Board does not currently have a compensation committee. The Board reviews the Corporation's compensation policies and remuneration of directors and management annually, including base salaries, bonuses, and stock option plans including the Option Plan and grants thereunder, and other forms of compensation. For more information on the Corporation's compensation practices, please see the section of this Circular entitled "Compensation Discussion and Analysis".

Other Board Committees

The Board has no standing committees other than the Audit Committee.

Assessments

The Board does not consider formal assessments useful given the stage of the Corporation's business and operations. However, the directors believe that nomination to the Board is not open ended and that directorships should be reviewed carefully for alignment with the strategic needs of the Corporation. To this extent, the directors constantly review (i) individual director performance and the performance of the board of directors as a whole, including processes and effectiveness; and (ii) the performance of the Chairman, if any, of the Board. A more formal assessment process will be instituted if and when the Board considers it to be advisable.

AUDIT COMMITTEE

Audit Committee Charter

The Charter of the Corporation's Audit Committee is attached to this Circular as Schedule "A".

Composition of the Audit Committee

The following are the members of the Committee:

Roger Dent	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Jan Holland	Non-independent	Financially literate ⁽¹⁾
Patrick Hutchins	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Charles Samkoff	Independent ⁽¹⁾	Financially literate ⁽¹⁾

Note:

(1) As defined by National Instrument 52-110 – *Audit Committees* ("NI 52-110").

Relevant Education and Experience

Roger Dent

Mr. Dent received a MBA from Harvard Business School and a Bachelor of Commerce from Queen's University. He is currently the Chief Executive Officer of Quinsam Capital Corporation and is a Director of California Nanotechnologies Corp., Deveron UAS Corp., VitalHub Corp. and AcuityAds Inc. From 2003 to 2011, he held various positions including portfolio manager with Matrix Fund Management Inc., where he managed the Matrix Strategic Small Cap Fund and the Matrix Small Companies Fund. He was formerly vice-chairman of one of Canada's largest independent investment dealers and was managing director and deputy manager of research at CIBC World Markets.

Jan Holland, CA, CPA, ICD.D

For over 30 years, Mr. Holland has been a builder of businesses. His senior leadership experience comprises the areas of capital markets, stewardship and governance, finance, risk management, business strategy, sales, marketing, brand creation, supply chain development and operations. Since 2012, he has served as CEO and Chair of Designed Precision Castings (DP Cast) – a producer of investment castings for the aerospace, defence, nuclear and industrial sectors. From 2008 to 2012, Mr. Holland was a Founding Partner and Managing Director of Willowgrove Hill, producers of DHA/EPA Omega-3-enriched pork. From 2000 to 2012, Mr. Holland was a Founding Partner and Managing Director of Tricycle Asset Management Corporation, a Commodity Pool Operator. His prior capital markets experience includes Vice President and Director, Alternative Assets at Burns Fry Limited and BMO Nesbitt Burns, and Founding Partner, Vice President and Director of MoneyLogic Group Inc., a Commodity Pool Operator. Mr. Holland is a member of the Institute of Chartered Accountants of Ontario and the Institute of Corporate Directors. He is a graduate of the Directors Education Program at Toronto's Rotman School of Management.

Patrick Hutchins

Mr. Hutchins currently serves as President of Staco Systems, a manufacturer of Human to Machine Interface solutions for aerospace and military applications. Prior to Staco Systems, Mr. Hutchins served as Vice President and General Manager for Lisi Aerospace, a leader in forged and machined aerospace fasteners serving all aircraft OEMs worldwide. Mr. Hutchins also served in executive roles as Chief Operations Officer of Automated Precision Inc., Satellite Division President and Chief Operations Officer of CalAmp Corp. and President and General Manager of Chloride Systems, a division of Philips Lighting. Mr. Hutchins received his Bachelor of Science in Electrical Engineering from North Carolina State University and Masters in Business Administration from the University of North Carolina at Wilmington.

Charles Samkoff

Mr. Samkoff is currently Managing Director and Head of the Mergers and Acquisitions Group at Cypress Partners LLC, an affiliate of Cypress Associates LLC ("**Cypress**"). Mr. Samkoff has been in the investment banking industry for over 20 years. From 1998 until joining Cypress in 2004, he was a Managing Director in CIBC World Markets Mergers and Acquisitions Group overseeing the Defense/Aerospace, Communications and Industrial M&A Groups. Mr. Samkoff joined CIBC World Markets as a senior member of a core team of M&A bankers mandated to build

CIBC World Markets' M&A franchise. During his leadership tenure, CIBC World Markets' M&A Group ranked as one of the fastest growing M&A practices on Wall Street. Mr. Samkoff is a graduate of Fordham University, Graduate School of Business, where he earned his M.B.A. with Honors. He earned his undergraduate degree from the University of Denver.

Audit Committee Oversight

At no time since the commencement of the Corporation'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 oversees the pre-approval of all non-audit services to be provided to the Corporation or its subsidiary entities by the external auditors or the external auditors of the Corporation's subsidiary entities, unless such pre-approval is otherwise appropriately delegated or if appropriate specific policies and procedures for the engagement of non-audit services have been adopted by the Audit Committee.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from MI 52-110, in whole or in part, granted under Part 8 of NI 52-110. The Corporation is relying on the exemption set out in Section 6.1 of NI 52-110 (*Venture Issuers*) in respect of the reporting requirements set out in Section 3 and Section 5 of NI 52-110.

External Auditor Service Fees (By Category) (All \$ are in CAD\$)

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees	Total
2021	\$149,426	\$ -	\$30,323	\$ -	\$179,639
2020	\$120,910	\$-	\$26,536	\$-	\$147,446

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements

The financial statements of the Corporation for the year ended December 31, 2021 and the Auditors' Report thereon accompanying this Circular will be placed before the Shareholders at the Meeting for their consideration. Receipt at the Meeting of the auditor's report and the Company's audited financial statements for the fiscal year ended December 31, 2021 will not constitute approval or disapproval of any matters referred to therein.

Shareholders who wish to receive interim financial statements are encouraged to send the enclosed notice, in the addressed envelope to Computershare Trust Company of Canada. Shareholders can also access the Corporation's financial statements by visiting the Corporation's profile on the System for Electronic Document Analysis and

Retrieval (“SEDAR”) at www.sedar.com

2. Set the Number of Directors

Shareholders will be asked at the Meeting to approve an ordinary resolution to fix the number of directors elected for the ensuing year at five (5), subject to such increases as may be permitted by the articles of the Company and the provisions of the Business Corporations Act (Ontario) (the “OBCA”).

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the number of directors being set at five (5) for the ensuing year.

3. Election of Directors

At the Meeting, the following five (5) persons named hereunder will be proposed for election as directors of the Company.

The term of office of each of the present directors expires at the Meeting. Management of the Corporation proposes to nominate the persons named below for election as directors of the Corporation at the Meeting to serve until the next annual meeting of the Shareholders of the Corporation, unless his office is earlier vacated. All of the nominees are currently members of the Board.

Approval of the election of directors will require the affirmative votes of the holders of not less than half of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. **Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote in favour of the election, as directors, of the nominees whose names are set forth below.** In the event that prior to the Meeting, any vacancies occur on the slate of nominees submitted herewith, it is intended that discretionary authority will be granted to vote proxies solicited by or on behalf of management for the election of any other person or persons as directors. Management is not currently aware that any such nominees would not be willing to serve as director if elected.

The following information concerning the proposed nominees has been furnished by each of them:

Name and Present Principle Occupation	Province (or State) and Country of Residence	Director Since (mm/dd/yyyy)	Positions with the Corporation	Number of Common Shares Beneficially Owned ⁽¹⁾
David Robbins Chief Executive Officer, Omni-Lite Industries Canada Inc.	Massachusetts, USA	09/24/2018	CEO, Director	629,813
Charles Samkoff Managing Director, Cypress Associates LLC ⁽²⁾	New York, USA	6/20/2014	Director	Nil
Roger Dent Chief Executive Officer, Quinsam Capital Corporation ⁽²⁾	Ontario, Canada	10/20/2015	Director	203,300
Patrick Hutchins President, Staco Systems Co. ⁽²⁾	California, USA	5/5/2016	Director	15,000
Jan Holland ⁽²⁾ Former Chairman & CEO Designed Precision Castings Inc. Chairman & CEO Candeco Realty Limited	Ontario, Canada	12/20/2021	Director	815,742

Notes:

- (1) The information as to the number of Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective nominees. These figures do not include any securities that are convertible into or exercisable for Common Shares.
- (2) Member of the Audit Committee.

As a group, the proposed directors beneficially own, control or direct, directly or indirectly, 1,863,855 Common Shares, representing approximately 10.8% of the issued and outstanding Common Shares as of the date hereof.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or executive officer of the Corporation, is, as at the date hereof, or has been, within the ten years before the date hereof, a director, chief executive officer or chief financial officer of any corporation (including Omni-Lite) that:

- (a) was subject to a cease trade or similar order, or an order that denied the corporation access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days and 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 a cease trade or similar order, or an order that denied the relevant corporation access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.

No director or executive officer of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

- (a) is, as at the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any corporation (including Omni-Lite) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Other than as set forth below, no director or executive officer of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to:

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

Pursuant to the terms of a settlement agreement dated December 17, 2001 between Mr. Roger Dent and the Ontario Securities Commission, Mr. Dent received a reprimand and agreed to pay a penalty of \$50,000 plus \$10,000 in costs to the Ontario Securities Commission in connection with certain trades in which he was involved while in a conflict of interest position as a result of being an officer and director of Yorkton Securities Inc.

4. Appointment of Auditors

Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote in favor of the re-appointment of MNP LLP as auditors of the Corporation, to hold office until the close of the next

annual meeting, at a remuneration to be determined by the board of directors of the Corporation. Approval of the appointment of the auditors will require the affirmative votes of the holders of not less than half of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote FOR the appointment of MNP LLP as auditors of the Corporation.**

5. Approval of Stock Option Plan

The Corporation has implemented a “rolling” stock option plan (the "**Stock Option Plan**") reserving a maximum of 10% of the issued and outstanding Common shares for issuance. In accordance with the TSX Venture Exchange (“**TSX-V**”) policy, a TSX-V-listed issuer is required to obtain the approval of its shareholders for a “rolling” stock option plan at each annual meeting of shareholders. Accordingly, at the Meeting, Shareholders will be asked to approve an ordinary resolution to approve the Stock Option Plan for the ensuing year.

The Stock Option Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase Common Shares. The Stock Option Plan provides for a floating maximum limit of 10% of the outstanding Common Shares as permitted by the policies of the TSX-V.

For a summary of the Stock Option Plan, please see “*Statement of Executive Compensation – Stock Option Plan*”. The full text of the Stock Option Plan is attached hereto as Schedule “B” and will be supplied free of charge to any Shareholder upon written request made directly to the Corporation at its registered head office located at 18 King Street East, Suite 902, Toronto, ON M5C 1C4, Attention: Chief Executive Officer.

The approval by Shareholders requires a favourable vote of a majority of the Common Shares voted in respect thereof at the Meeting. The TSX-V requires such approval before it will allow the adoption of the Stock Option Plan. Options to purchase Common Shares that were previously granted to directors, officers and employees of the Corporation will be deemed to be granted under the Stock Option Plan. **Unless instructed otherwise, the management designees in the accompanying instrument of proxy intend to vote FOR the resolution approving the Plan.**

6. Creation of New Class of Preferred Shares

Background

At the Meeting, Shareholders will be asked to pass a special resolution (the “**Preferred Shares Resolution**”), authorizing the Corporation to file articles of amendment of the Corporation (the “**Articles of Amendment**”) to create a new class of shares of preferred shares, which shall be issuable in series (the “**Preferred Shares**”).

The main purpose of the creation of the Preferred Shares is to provide the Corporation with greater flexibility in its capital structure and in raising future capital for use in the Corporation’s business and operations or in connection with acquisitions of other businesses or properties. An unlimited number of Preferred Shares will be created and the Preferred Shares will be issuable in one or more series. The Board will be authorized to fix the number of shares of each series, and to determine for each series, subject to the terms and conditions set out herein, the designation, rights, privileges, restrictions and conditions, including dividend rates, redemption prices, conversion rights and other matters.

The attributes of the Common Shares will remain unchanged.

Special Resolution

To consider and, if deemed advisable, to pass, a special resolution authorizing the Corporation to amend the articles of the Corporation to modify the authorized capital of the Corporation by creating a new class of preferred shares which may be issuable in series, and authorizing the Board to fix the number of shares in each series and to determine for each series, the designation, rights, privileges, restrictions and conditions attaching to the shares of each series at the time the shares are issued.

To be effective, the Preferred Shares Resolution must be passed by two-thirds of the votes cast thereon by the

shareholders of the Corporation at the Meeting. **The Board unanimously recommends that you vote in favour of the Preferred Shares Resolution. Unless instructed otherwise, the management designees in the accompanying instrument of proxy intend to vote FOR the Preferred Shares Resolution**

The Board may determine not to proceed with the amendment at any time prior to filing Articles of Amendment to effect the change.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The articles of the Corporation be amended pursuant to s. 168(1)(e) of the *Business Corporations Act* (Ontario) by creating a new class of preferred shares ("Preferred Shares") including the rights, privileges, restrictions and conditions in respect of the Preferred Shares to the following:

"PREFERRED SHARES

The Preferred Shares may from time to time be issued in one or more series.

1. The directors of the Corporation are authorized to fix, before the issue thereof, the number of shares in each series and to determine, subject to the provisions of paragraph 2 and in this section, the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series, including, without limiting the generality of the foregoing, the following rights, privileges, restrictions and conditions:
 - (i) the issue price;
 - (ii) the rate and nature of dividends (if any) including, without limitation, whether the same are cumulative or non-cumulative;
 - (iii) the date of payment of any dividends;
 - (iv) whether the particular series of Preferred Shares are to be redeemable and/or retractable and the redemption and/or retraction price, rights, privileges, restrictions and conditions of redemption and/or retraction (if redeemable and/or retractable);
 - (v) the voting rights (if any);
 - (vi) the conversion rights (if any);
 - (vii) the preferences or priorities over other classes or series of shares in the capital of the Corporation upon the dissolution, liquidation or winding-up of the Corporation or other distribution of its assets or property among its shareholders for the purpose of winding-up its affairs;
 - (viii) any rights upon a stock split, stock dividend, stock combination, stock issuance, reorganization, merger, amalgamation, or sale of all or substantially all of the assets of the Corporation; and
 - (ix) any other preferences or priorities over any other class or series of shares in the capital of the Corporation.
2. The rights, privileges, restrictions and conditions set forth in paragraph 1 above are subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares in the capital of the Corporation now or hereafter created or designated and expressed to have priority or preference over the Preferred Shares.
3. Any one of the Corporation's directors, officers, or solicitors is authorized and directed to sign and file the articles of amendment ("Articles of Amendment") to reflect the amendments contemplated above and to do all other acts or sign any other documents as may be necessary or desirable to implement this special resolution.
4. The directors of the Corporation may, in their discretion, without further approval of the shareholders of the Corporation, revoke these resolutions at any time prior to the filing of Articles of Amendment giving effect to the foregoing, and may also delay implementation of these resolutions to a day set by the board of directors of the Corporation in its discretion."

Right of Dissent

A Shareholder has the right to dissent with respect to the Preferred Shares Resolution to amend the articles of the

Corporation and be paid the fair value of the Common Shares in respect of which the Shareholder dissents (the "**Right of Dissent**"). The following description of the Right of Dissent is not a comprehensive statement of the Right of Dissent or the procedures to be followed in order to exercise the Right of Dissent and is qualified in its entirety by the reference to the full text of Section 185 of the OBCA which is attached to this Circular as Schedule "C". A Shareholder who intends to exercise the right of dissent should carefully consider and comply with the provisions of Section 185 of the OBCA since failure to strictly comply with its provisions and to adhere to the procedures established therein may result in the loss of the Right of Dissent. Accordingly, each Shareholder who might desire to exercise the Right of Dissent should consult their own legal advisor.

A Shareholder who validly exercises the Right of Dissent (a "**Dissenting Shareholder**") is entitled to be paid by the Corporation the fair value of the Common Shares in respect of which the Right of Dissent is exercised. Fair value of the Common Shares is determined as of the close of business on the last business day prior to the approval of the Special Resolution.

A Dissenting Shareholder may dissent with respect to all, but not less than all, of the Common Shares held by the Dissenting Shareholder or all of the Common Shares held by the Dissenting Shareholder on behalf of any beneficial owner and registered in the Dissenting Shareholder's name. Only registered holders of Common Shares may exercise the Right of Dissent. Persons who are beneficial owners of Common Shares which are registered in the name of a broker, dealer, bank, trust company, custodian, nominee or other intermediary and who wish to exercise the Right of Dissent, should either have their Common Shares registered in their own name or arrange for the Right of Dissent to be exercised on their behalf by the registered owner of such Common Shares.

In order to exercise the Right of Dissent, a Dissenting Shareholder must give a written objection to the Preferred Shares Resolution to the Corporation at 18 King Street East, Suite 902, Toronto, ON, M5C 1C4, Attention: CEO, and the written objection must be received prior to or at the Meeting or any adjournment of the Meeting.

Either the Corporation or a Dissenting Shareholder may make application to the Ontario Superior Court of Justice to fix the fair value of the Dissenting Shareholder's Common Shares. A Dissenting Shareholder is not required to give security for costs in respect of an application and, except in special circumstances, will not be required to pay the costs of the application or appraisal. On the application, the Court will make an order fixing the fair value of the Common Shares of all Dissenting Shareholders who are parties to the application, giving judgment in that amount against the Corporation and in favour of each of those Dissenting Shareholders, and fixing the time within which that amount must be paid by the Corporation to those Dissenting Shareholders. The Court may in its discretion allow a reasonable rate of interest on the amount payable to each Dissenting Shareholder calculated from the date on which the Dissenting Shareholder from the date the action approved by the resolution is effective until the date of payment.

On the Preferred Shares Resolution becoming effective, or upon the making of an agreement between the Corporation and the Dissenting Shareholders as to the payment to be made by the Corporation to the Dissenting Shareholders for their Common Shares, or upon the pronouncement of a Court order fixing the fair value of the Common Shares, whichever first occurs, the Dissenting Shareholder will cease to have any rights as a shareholder other than the right to be paid the fair value of the Common Shares in respect of which they have dissented, in the amount agreed to between the Corporation and the Dissenting Shareholder or in the amount of the judgment, as the case may be. Until one of these events occurs, the Dissenting Shareholder may withdraw the objection to the Special Resolution, or the Corporation may rescind the Preferred Shares Resolution, and in either event the proceedings in respect of right of dissent will be discontinued. The Corporation will not make a payment to a Dissenting Shareholder under Section 185 if it is unable to lawfully pay dissenting shareholders for their shares. In such event, the Corporation shall notify each Dissenting Shareholder that it is unable lawfully to pay the Dissenting Shareholders for their Common Shares, in which case the Dissenting Shareholder may, by written notice to the Corporation within 30 days after receipt of such notice, withdraw the written objection to the Special Resolution. The Corporation will be deemed to consent to the withdrawal and the Dissenting Shareholder shall be reinstated with full rights as a shareholder, and failing which the Dissenting Shareholder retains a status as a claimant against the Corporation to be paid as soon as the Corporation is lawfully entitled to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the Corporation but in priority to its shareholders.

7. Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the form of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which can be accessed at www.sedar.com. Financial information on the Corporation is provided in the comparative annual financial statements and management discussion and analysis of the Corporation for its most recently completed financial year. Shareholders can access this information on SEDAR at www.sedar.com or by request at 17210 Edwards Rd., Cerritos, CA 90703 or Fax (562)926-6913.

DIRECTORS APPROVAL

The contents and the sending of the Notice of Meeting and the Circular to each shareholder of the Corporation entitled thereto, each director of the Corporation, the auditors of the Corporation and, where required, all applicable securities regulatory authorities have been approved the Board.

Date at Toronto, Ontario as of the 19th day of October, 2022.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Roger Dent _____

Roger Dent
Director

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

1. **Establishment of Audit Committee:** The directors of the Corporation (the "Directors") hereby establish an audit committee (the "Audit Committee").
2. **Membership:** The membership of the Audit Committee shall be as follows:
 - (a) The Audit Committee shall be composed of three members or such greater number as the Directors may from time to time determine.
3. **Oversight Responsibility:** The external auditor is ultimately accountable to the Directors and the Audit Committee, as representatives of the shareholders and such shareholders' representatives have the ultimate authority and responsibility to select, evaluate, and where appropriate, replace the external auditors (or to nominate the external auditors to be proposed for shareholder approval in any management information circular and proxy statement). The external auditor shall report directly to the Audit Committee and shall have the responsibilities as set forth herein.
4. **Mandate:** The Audit Committee shall have responsibility for overseeing:
 - (a) the accounting and financial reporting processes of the Corporation; and
 - (b) audits of the financial statements of the Corporation.

In addition to any other duties assigned to the Audit Committee by the Directors, from time to time, the role of the Audit Committee shall include meeting with the external auditor and the senior financial management of the Corporation to review all financial statements of the Corporation which require approval by the Directors, including year end audited financial statements. Specifically, the Audit Committee shall have authority and responsibility for:

- (a) reviewing the Corporation's financial statements, MD&A and earnings press releases before the information is publicly disclosed;
- (b) overseeing the work of the external auditors engaged for the purpose of preparing or issuing, an audit report or performing other audit, review or attest services of the Corporation, including the resolution of disagreements between management and the external auditors regarding financial reporting;
- (c) reviewing annually and recommending to the Directors:
 - (i) the external auditors to be nominated for purposes of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation; and
 - (ii) the compensation of the external auditors.
- (d) discussing with the external auditor:
 - (i) the scope of the audit, in particular their view of the quality of the Corporation's accounting principles as applied in the financials in terms of

- disclosure quality and evaluation methods, inclusive of the clarity of the Corporation's financial disclosure and reporting, degree of conservatism or aggressiveness of the Corporation's accounting principles and underlying estimates and other significant decisions made by management in preparing the financial disclosure and reviewed by the auditors;
- (ii) significant changes in the Corporation's accounting principles, practices or policies; and
 - (iii) new developments in accounting principles, reporting matters or industry practices which may materially affect the Corporation;
- (e) reviewing with the external auditor and the Corporation's senior financial management the results of the annual audit regarding:
- (i) the financial statements;
 - (ii) MD&A and related financial disclosure contained in continuous disclosure documents;
 - (iii) significant changes, if any, to the initial audit plan;
 - (iv) accounting and reporting decisions relating to significant current year events and transactions;
 - (v) the management letter, if any, outlining the auditor's findings and recommendations, together with management's response, with respect to internal controls and accounting procedures; and
 - (vi) any other matters relating to the conduct of the audit, including such other matters which should be communicated to the Audit Committee under generally accepted auditing standards;
- (f) reviewing and discussing with the Corporation's senior financial management and, if requested by the Audit Committee, the external auditor:
- (i) the interim financial statements;
 - (ii) the interim MD&A; and
 - (iii) any other material matters relating to the interim financial statements, including, inter alia, any significant adjustments, management judgments or estimates, new or amended accounting policies;
- (g) receiving from external auditor of a formal written statement delineating all relationships between the auditor and the Corporation and considering whether the advisory services performed by the external auditor during the course of the year have impacted their independence, and also ensuring that no relationship or services between the external auditor and the Corporation is in existence which may affect the objectivity and independence of the auditor or recommending appropriate action to ensure the independence of the external auditor;
- (h) pre-approval of all non-audit services to be provided to the Corporation or its subsidiary entities by the external auditors or the external auditors of the Corporation's subsidiary

entities, unless such pre-approval is otherwise appropriately delegated or if appropriate specific policies and procedures for the engagement of non-audit services have been adopted by the Audit committee;

- (i) reviewing and discussing with the external auditors and senior financial management the adequacy of procedures for review of disclosure of financial information extracted or derived from financial statements, other than the disclosure referred to in subparagraph (a) above;
- (j) establishing and reviewing procedures for:
 - (i) receipt, retention and treatment of complaints received by the Corporation and its subsidiary entities regarding internal accounting controls, or auditing matters;
 - (ii) anonymous submission by employees of the Corporation and its subsidiary entities of concerns regarding questionable accounting or auditing matters; and
 - (iii) hiring policies regarding employees and former employees of present and former external auditors of the Corporation and its subsidiary entities;
- (k) reviewing with the external auditor, the adequacy of management's internal control over financial reporting relating to financial information and management information systems and inquiring of management and the external auditor about significant risks and exposures to the Corporation that may have a material adverse impact on the Corporation's financial statements, and inquiring of the external auditor as to the efforts of management to mitigate such risks and exposures;
- (l) reviewing and/or considering that, with regard to the previous fiscal year:
 - (i) management has reviewed the Corporation's audited financial statements with the Audit Committee, including a discussion of the quality of the accounting principles as applied and significant judgments affecting the financial statements;
 - (ii) the external auditors and the Audit Committee have discussed the external auditors' judgments of the quality of the accounting principles applied and the type of judgments made with respect to the Corporation's financial statements;
 - (iii) the Audit Committee, on its own (without management or the external auditors present), has considered and discussed all the information disclosed to the Audit Committee from the Corporation's management and the external auditor; and
 - (iv) in reliance on review and discussions conducted with senior financial management and the external auditors, the Audit Committee believes that the Corporation's financial statements are fairly presented in conformity with Generally Accepted Accounting Principles (GAAP) in all material respects and that the financial statements fairly reflect the financial condition of the Corporation.

5. **Administrative Matters:** The following general provisions shall have application to the Audit Committee:

- (a) a quorum of the Audit Committee shall be the attendance of a majority of the members thereof. No business may be transacted by the Audit Committee except at a meeting of its members at which a quorum of the Audit Committee is present or by a resolution in writing signed by all of the members of the Audit Committee;
- (b) any member of the Audit Committee may be removed or replaced at any time by resolution of the Directors of the Corporation. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, each member of the Audit Committee shall hold such office until the close of the annual meeting of shareholders next following the date of appointment as a member of the Audit Committee or until a successor is duly appointed;
- (c) the Audit Committee may invite such Directors, officers and employees of the Corporation or affiliates thereof as it may see fit from time to time to attend at meetings of the Audit Committee and to assist thereat in the discussion of matters being considered by the Audit Committee. The independent auditor is to appear before the Audit Committee when requested to do so by the Audit Committee;
- (d) the time and place for the Audit Committee meetings, the calling and the procedure at such meetings shall be determined by the Audit Committee having regard to the Articles and By-Laws of the Corporation;
- (e) the Chair shall preside at all meetings of the Audit Committee and shall have a second and deciding vote in the event of a tie. In the absence of the Chair, the other members of the Audit Committee shall appoint a representative amongst them to act as Chair for that particular meeting;
- (f) notice of meetings of the Audit Committee may be given to the independent auditor and shall be given in respect of meetings relating to the annual audited financial statements. The independent auditor has the right to appear before and to be heard at any meeting of the Audit Committee. Upon the request of the independent auditor, the Chair of the Audit Committee shall convene a meeting of the Audit Committee to consider any matters which the external auditor believes should be brought to the attention of the Directors or shareholders of the Corporation;
- (g) the Audit Committee shall report to the directors of the Corporation on such matters and questions relating to the financial position of the Corporation or any affiliates of the Corporation as the Directors of the Corporation may from time to time refer to the Audit Committee;
- (h) the members of the Audit Committee shall, for the purpose of performing their duties, have the right to inspect all the books and records of the Corporation and its affiliates, and to discuss such books and records that are in any way related to the financial position of the Corporation with the Directors, officers, employees and independent auditor of the Corporation and its affiliates;
- (i) minutes of the Audit Committee meetings shall be recorded and maintained. The Chair of the Audit Committee will report to the Directors on the activities of the Audit Committee and/or the minutes of the Audit Committee meetings will be promptly circulated to the Directors or otherwise made available at the next meeting of Directors;
- (j) the Audit Committee shall, upon the approval of the Directors, adopt a formal written charter, which sets out the Audit Committee's responsibilities, the way they should be

implemented and any other requirement such as membership and structure of the Audit Committee. The Audit Committee shall review and reassess the adequacy of the charter on an annual basis;

- (k) the Audit Committee shall ensure and/or consider that, with regard to the previous fiscal year:
 - (i) management has reviewed the Corporation's audited financial statements with the Audit Committee, including a discussion of the quality of the accounting principles as applied and significant judgments affecting the financial statements;
 - (ii) the external auditor and the Audit Committee have discussed the independent auditor's judgments of the quality of the accounting principles applied and the type of judgments made with respect to the Corporation's and/or the Corporation's financial statements;
 - (iii) the Audit Committee, on its own (without management or the independent auditors present), has considered and discussed all the information disclosed to the Audit Committee from the Corporation's management and the external auditor; and
 - (iv) in reliance on review and discussions conducted with management and outside auditors, the Audit Committee believes that the Corporation's financial statements are fairly presented in conformity with GAAP in all material respects;

- (l) the Audit Committee shall have the authority to:
 - (i) engage independent counsel and other advisors or consultants as it determines necessary to carry out its duties;
 - (ii) set and pay the compensation for any advisors employed by the Audit Committee; and
 - (iii) communicate directly with the internal (if any) and external auditors and qualified reserves

SCHEDULE "B"
STOCK OPTION PLAN

[Please see attached.]

OMNI-LITE INDUSTRIES CANADA INC.

STOCK OPTION PLAN

1. Purpose

The purpose of the Stock Option Plan (the "Plan") of Omni-Lite Industries Canada Inc., a body corporate incorporated under the Business Corporations Act (Alberta) (the "Corporation"), is to advance the interests of the Corporation or any of its subsidiaries or affiliates by encouraging the directors, officers, employees and consultants of the Corporation or any of its subsidiaries or affiliates to acquire common shares in the capital of the Corporation (the "Common Shares"), thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation or any of its subsidiaries or affiliates and furnishing them with additional incentive in their effects on behalf of the Corporation or any of its subsidiaries or affiliates in the conduct of their affairs.

2. Administration and Granting of Options

- (a) The Plan shall be administered by the Board of Directors of the Corporation, or if appointed, by a special committee of directors appointed from time to time by the Board of Directors of the Corporation (such committee, or if no such committee is appointed, the Board of Directors of the Corporation is hereinafter referred to as the "Committee") pursuant to rules of procedure fixed by the Board of Directors.
- (b) Directors, officers, consultants, and employees of the Corporation or its subsidiaries, and employees of a person or corporation which provides management services to the Corporation or its subsidiaries ("Management Company Employees") shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as "Participants"). Subject to compliance with applicable requirements of the Exchange, Participants may elect to hold options ("Options") granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the Options were held by the Participant.
- (c) Subject to the terms hereof, the Committee shall determine to whom Options shall be granted, the terms and provisions of the respective Option agreements, the time or times at which such Options shall be granted and vested, and the number of Common Shares to be subject to each Option. In the case of employees or consultants of the Corporation or Management Company Employees, the Option agreements to which they are a party of must contain a representation of the Corporation that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Corporation or its subsidiaries.
- (d) A Participant who has been granted an Option may, if such Participant is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional Option or Options if the Committee shall so determine.

- (e) For Options granted to employees, consultants or Management Company Employee, the Corporation and the Participant must ensure and confirm that such Participant is a bona fide employees, consultants or Management Company Employee, as the case may be.

3. Stock Exchange Rules

All Options granted pursuant to this Plan shall be subject to rules and policies of any stock exchange or exchanges on which the Common Shares are then listed and any other regulatory body having jurisdiction hereinafter (hereinafter collectively referred to as, the "Exchange").

4. Shares Subject to Plan

- (a) Subject to adjustment as provided in Section 14 hereof, the shares to be offered under the Plan shall consist of common shares of the Company's authorized but unissued Common Shares. The Plan is a rolling up to 10% stock option plan whereby the aggregate number of Common Shares issuable upon the exercise of all Options granted under the Plan shall not exceed 10% of the issued and outstanding Common Shares of the Corporation from time to time. If any Option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan without being exercised, the unpurchased Common Shares subject thereto shall again be available for the purpose of this Plan.
- (b) The number of shares subject to an Option to a Participant shall be determined by the Committee, but no Participant, upon the Corporation becoming listed on any stock exchange, shall be granted an Option which exceeds the maximum number of shares permitted by any stock exchange on which the Common Shares are then listed or other regulatory body having jurisdiction.
- (c) The number of Common Shares subject to an Option granted to any one Participant shall be determined by the Committee, but no one Participant shall be granted an Option which exceeds the maximum number permitted by the Exchange.
- (d) No single Participant may be granted Options to purchase a number of Common Shares equal to more than 5% of the issued Common Shares in any one twelve-month period, calculated together with Common Shares that are issuable to such Participant pursuant to all other security based compensation of the Corporation, unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.
- (e) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares of the Corporation in any twelve-month period to any one consultant of the Corporation (or any of its subsidiaries), calculated together with all other security based compensation plans of the Corporation.
- (f) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares of the Corporation in any twelve month period to all persons conducting Investor Relation Activities (as defined in the policies of the TSX-V). Options granted to persons performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than $\frac{1}{4}$ of the Options vesting in any 3 month period.

- (g) Disinterested shareholder approval shall be required for any individual grant of Options that would result in the grant to insiders (as a group), within a twelve (12) month period, under the Plan and together with all other security-based compensation arrangements of the Corporation of an aggregate number of Options exceeding ten percent (10%) of the issued and outstanding Common Shares; and
- (h) Unless disinterested shareholder approval is obtained, the maximum aggregate number of Common Shares for which Options may be granted or issued to insiders (as a group) under this Plan and together with Common Shares issuable under all other security-based compensation arrangements of the Corporation shall not exceed 10% of the issued and outstanding Common Shares at any point in time;

5. Duration of Options

Each Option and all rights thereunder shall be expressed to expire on the date set out in the Option agreement and shall be subject to earlier termination as provided in Sections 10 and 11, provided that in no circumstances shall the duration of an Option exceed the maximum term permitted by the Exchange. For greater certainty, if the Corporation is listed on the TSX Venture Exchange ("TSX-V") the maximum term an Option may be exercised may not exceed 10 years from the date of the grant.

6. Vesting

Subject to section 4(f) of this Plan, the Committee may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, or then, no vesting restriction shall exist.

7. Maintenance of Sufficient Capital

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of shares as will be sufficient to satisfy the requirements of the Plan.

8. Exercise Price

- (a) The exercise price of the Common Shares subject to each Option shall be determined by the Committee, subject to applicable Exchange approval as may be required, at the time any Option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange.
- (b) Once the exercise price has been determined by the Committee, accepted by the Exchange and the Option has been granted, the exercise price of an Option may be reduced upon receipt of Committee approval, provided that in the case of Options held by insiders of the Corporation (as defined in the policies of the Exchange), the exercise price of an Option may be reduced only if disinterested shareholder approval is obtained.

9. Option Period, Consideration and Payment

- (a) The Option Period shall be a period of time fixed by the Committee, not to exceed the maximum period permitted by any stock exchange on which the Common Shares are then listed or other

regulatory body having jurisdiction, provided that the Option Period shall be reduced with respect to any Option as provided in Paragraphs 10 and 11 covering cessation as a director, officer, employee or consultant of the Corporation or any of its subsidiaries or affiliates or death of the Participant;

- (b) Except as set forth in subparagraph 9(c) and Paragraphs 10 and 11, no Option may be exercised unless the Participant is at the time of such exercise a director, officer, employee or consultant of the Corporation or any of its subsidiaries or affiliates;
- (c) Notwithstanding any other provision to the contrary, an Option granted to a consultant in connection with specific services provided or to be provided by that consultant shall be exercised only after the date of completion of such service and prior to thirty (30) days following the date of completion of such service.
- (d) The exercise of any Option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of share with respect to which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such shares with respect to which the Option is exercised. No Participant or his legal representatives, legatees, or distributees will be, or will be deemed to be, a holder of any shares subject to an Option under this Plan, unless and until the certificates for such shares are issued to such persons under the terms of the Plan.

10. Ceasing to be a Director, Officer, Employee or Consultant

If a Participant shall cease to be a director, officer, employee or consultant of the Corporation or any of its subsidiaries or affiliates for any reason other than death of the Participant, the Option granted to the Participant may be exercised by the Participant, only within the next ninety (90) days succeeding the Participant's ceasing to be a director, officer or employee or consultant, to the extent that the Participant was entitled to exercise it at the date of such cessation.

Nothing contained in the Plan nor in any Option granted pursuant to the Plan shall confer upon any Participant any right with respect to continuance as a director, officer, employee or consultant of the Corporation or any of its subsidiaries or affiliates.

11. Death of Participant

In the event of death of a Participant, the Option previously granted to him shall be exercisable only within the next twelve (12) months succeeding such death and then only:

- (a) by the person or persons to whom the Participant's rights under the Option shall pass by the Participant's will or the laws of descent and distribution; and
- (b) if and to the extent that the Participant was entitled to exercise the Option at the date of the Participant's death.

12. Rights of Optionee

No person entitled to exercise an Option shall have any of the rights or privileges of a shareholder of the Corporation in respect of any shares issuable upon exercise of such Option until certificates representing such shares shall have been issued and delivered.

13. Proceeds from Sale of Shares

The proceeds from sale of shares issued upon the exercise of Options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Committee may determine and direct.

14. Adjustments

Appropriate adjustments in the number of Common Shares optioned and in the option price per share, as regards to the Options granted or to be granted, may be made by the Committee in its discretion to give effect to adjustments in the number of Common Shares of the Corporation resulting subsequent to the approval of the Plan by the Committee from subdivisions, consolidations or reclassification of the Common Shares of the Corporation, the payment of stock dividends by the Corporation or other relevant changes in the capital of the Corporation.

For greater certainty, any adjustment, other than in connection with a consolidation or stock split, to an Option granted or issued under this Plan is subject to the prior acceptance of the Exchange, including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization.

15. Transferability

All benefits, rights and Options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein. During the lifetime of a Participant any benefits, rights and Options may only be exercised by the Participant.

16. Amendment and Termination of Plan

Subject to applicable approval of the Exchange, the Committee may, at any time, suspend or terminate the Plan. Subject to applicable approval of the Exchange and shareholders of the Corporation, as may be required, the Committee may also at any time amend or revise the terms of the Plan; provided that no such amendment or revision shall alter the terms of any Options theretofore granted under the Plan, unless shareholder approval, or disinterested shareholder approval, as the case may be, is required and is obtained for such amendment or revision. For greater certainty, and without limiting the foregoing, any reduction of the exercise price of an Option or the extension of the term of an Option is subject to disinterested shareholder approval, if such Option is held by a Participant that is an Insider of the Corporation at the time of the proposed reduction or extension.

17. Necessary Approvals

The ability of the Options to be exercised and the obligations of the Corporation to issue and deliver shares in accordance with the Plan are subject to any approvals which may be required from the shareholders of the Corporation, any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any shares cannot be issued to any Participant for whatever reason, the

obligation of the Corporation to issue such shares shall terminate and any Option exercise price paid to the Corporation will be returned to the Participant.

18. Prior Plans

The Plan shall entirely replace and supersede prior share option plans, if any, enacted by the Board of Directors of the Corporation or its predecessor corporations.

19. Effective Date of Plan

The Plan has been adopted by the Committee subject to the approval of any stock exchange on which the shares of the Corporation are to be listed or other regulatory body having jurisdiction and, if so approved, the Plan shall become effective upon such approvals being obtained.

SCHEDULE “C”

RIGHTS OF DISSENTING SHAREHOLDERS

Section 185 of the *Business Corporations Act* (Ontario)

[Please see attached.]

SCHEDULE "C"

RIGHTS OF DISSENTING SHAREHOLDERS

Section 185 of the *Business Corporations Act* (Ontario)

Rights of dissenting shareholders

185. (1) Subject to subsection (3) and to sections 186 and 248, if a corporation resolves to,

- (a) amend its articles under section 168 to add, remove or change restrictions on the issue, transfer or ownership of shares of a class or series of the shares of the corporation;
- (b) amend its articles under section 168 to add, remove or change any restriction upon the business or businesses that the corporation may carry on or upon the powers that the corporation may exercise;
- (c) amalgamate with another corporation under sections 175 and 176;
- (d) be continued under the laws of another jurisdiction under section 181; or
- (e) sell, lease or exchange all or substantially all its property under subsection 184 (3),

a holder of shares of any class or series entitled to vote on the resolution may dissent. R.S.O. 1990, c. B.16, s. 185 (1).

Idem

(2) If a corporation resolves to amend its articles in a manner referred to in subsection 170 (1), a holder of shares of any class or series entitled to vote on the amendment under section 168 or 170 may dissent, except in respect of an amendment referred to in,

- (a) clause 170 (1) (a), (b) or (e) where the articles provide that the holders of shares of such class or series are not entitled to dissent; or
- (b) subsection 170 (5) or (6). R.S.O. 1990, c. B.16, s. 185 (2).

One class of shares

(2.1) The right to dissent described in subsection (2) applies even if there is only one class of shares. 2006, c. 34, Sched. B, s. 35.

Exception

(3) A shareholder of a corporation incorporated before the 29th day of July, 1983 is not entitled to dissent under this section in respect of an amendment of the articles of the corporation to the extent that the amendment,

- (a) amends the express terms of any provision of the articles of the corporation to conform to the terms of the provision as deemed to be amended by section 277; or
- (b) deletes from the articles of the corporation all of the objects of the corporation set out in its articles, provided that the deletion is made by the 29th day of July, 1986. R.S.O. 1990, c. B.16, s. 185 (3).

Shareholder's right to be paid fair value

(4) In addition to any other right the shareholder may have, but subject to subsection (3), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents becomes effective, to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted. R.S.O. 1990, c. B.16, s. 185 (4).

No partial dissent

(5) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the dissenting shareholder on behalf of any one beneficial owner and registered in the name of the dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (5).

Objection

(6) A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent. R.S.O. 1990, c. B.16, s. 185 (6).

Idem

(7) The execution or exercise of a proxy does not constitute a written objection for purposes of subsection (6). R.S.O. 1990, c. B.16, s. 185 (7).

Notice of adoption of resolution

(8) The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (6) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn the objection. R.S.O. 1990, c. B.16, s. 185 (8).

Idem

(9) A notice sent under subsection (8) shall set out the rights of the dissenting shareholder and the procedures to be followed to exercise those rights. R.S.O. 1990, c. B.16, s. 185 (9).

Demand for payment of fair value

(10) A dissenting shareholder entitled to receive notice under subsection (8) shall, within twenty days after receiving such notice, or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing,

- (a) the shareholder's name and address;
- (b) the number and class of shares in respect of which the shareholder dissents; and
- (c) a demand for payment of the fair value of such shares. R.S.O. 1990, c. B.16, s. 185 (10).

Certificates to be sent in

(11) Not later than the thirtieth day after the sending of a notice under subsection (10), a dissenting shareholder shall send the certificates representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent. R.S.O. 1990, c. B.16, s. 185 (11).

Idem

(12) A dissenting shareholder who fails to comply with subsections (6), (10) and (11) has no right to make a claim under this section. R.S.O. 1990, c. B.16, s. 185 (12).

Endorsement on certificate

(13) A corporation or its transfer agent shall endorse on any share certificate received under subsection (11) a notice that the holder is a dissenting shareholder under this section and shall return forthwith the share certificates to the dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (13).

Rights of dissenting shareholder

(14) On sending a notice under subsection (10), a dissenting shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shares as determined under this section except where,

- (a) the dissenting shareholder withdraws notice before the corporation makes an offer under subsection (15);
- (b) the corporation fails to make an offer in accordance with subsection (15) and the dissenting shareholder withdraws notice; or
- (c) the directors revoke a resolution to amend the articles under subsection 168 (3), terminate an amalgamation agreement under subsection 176 (5) or an application for continuance under subsection 181 (5), or abandon a sale, lease or exchange under subsection 184 (8),

in which case the dissenting shareholder's rights are reinstated as of the date the dissenting shareholder sent the notice referred to in subsection (10), and the dissenting shareholder is entitled, upon presentation and surrender to the corporation or its transfer agent of any certificate representing the shares that has been endorsed in accordance with subsection (13), to be issued a new certificate representing the same number of shares as the certificate so presented, without payment of any fee. R.S.O. 1990, c. B.16, s. 185 (14).

Offer to pay

(15) A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (10), send to each dissenting shareholder who has sent such notice,

(a) a written offer to pay for the dissenting shareholder's shares in an amount considered by the directors of the corporation to be the fair value thereof, accompanied by a statement showing how the fair value was determined; or

(b) if subsection (30) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares. R.S.O. 1990, c. B.16, s. 185 (15).

Idem

(16) Every offer made under subsection (15) for shares of the same class or series shall be on the same terms. R.S.O. 1990, c. B.16, s. 185 (16).

Idem

(17) Subject to subsection (30), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (15) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made. R.S.O. 1990, c. B.16, s. 185 (17).

Application to court to fix fair value

(18) Where a corporation fails to make an offer under subsection (15) or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as the court may allow, apply to the court to fix a fair value for the shares of any dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (18).

Idem

(19) If a corporation fails to apply to the court under subsection (18), a dissenting shareholder may apply to the court for the same purpose within a further period of twenty days or within such further period as the court may allow. R.S.O. 1990, c. B.16, s. 185 (19).

Idem

(20) A dissenting shareholder is not required to give security for costs in an application made under subsection (18) or (19). R.S.O. 1990, c. B.16, s. 185 (20).

Costs

(21) If a corporation fails to comply with subsection (15), then the costs of a shareholder application under subsection (19) are to be borne by the corporation unless the court otherwise orders. R.S.O. 1990, c. B.16, s. 185 (21).

Notice to shareholders

(22) Before making application to the court under subsection (18) or not later than seven days after receiving notice of an application to the court under subsection (19), as the case may be, a corporation shall give notice to each dissenting shareholder who, at the date upon which the notice is given,

(a) has sent to the corporation the notice referred to in subsection (10); and

(b) has not accepted an offer made by the corporation under subsection (15), if such an offer was made,

of the date, place and consequences of the application and of the dissenting shareholder's right to appear and be heard in person or by counsel, and a similar notice shall be given to each dissenting shareholder who, after the date of such first mentioned notice and before termination of the proceedings commenced by the application, satisfies the conditions set out in clauses (a) and (b) within three days after the dissenting shareholder satisfies such conditions. R.S.O. 1990, c. B.16, s. 185 (22).

Parties joined

(23) All dissenting shareholders who satisfy the conditions set out in clauses (22)(a) and (b) shall be deemed to be joined as parties to an application under subsection (18) or (19) on the later of the date upon which the application is brought and the date upon which they satisfy the conditions, and shall be bound by the decision rendered by the court in the proceedings commenced by the application. R.S.O. 1990, c. B.16, s. 185 (23).

Idem

(24) Upon an application to the court under subsection (18) or (19), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall fix a fair value for the shares of all dissenting shareholders. R.S.O. 1990, c. B.16, s. 185 (24).

Appraisers

(25) The court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders. R.S.O. 1990, c. B.16, s. 185 (25).

Final order

(26) The final order of the court in the proceedings commenced by an application under subsection (18) or (19) shall be rendered against the corporation and in favour of each dissenting shareholder who, whether before or after the date of the order, complies with the conditions set out in clauses (22) (a) and (b). R.S.O. 1990, c. B.16, s. 185 (26).

Interest

(27) The court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment. R.S.O. 1990, c. B.16, s. 185 (27).

Where corporation unable to pay

(28) Where subsection (30) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (26), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares. R.S.O. 1990, c. B.16, s. 185 (28).

Idem

(29) Where subsection (30) applies, a dissenting shareholder, by written notice sent to the corporation within thirty days after receiving a notice under subsection (28), may,

- (a) withdraw a notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder's full rights are reinstated; or
- (b) retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders. R.S.O. 1990, c. B.16, s. 185 (29).

Idem

(30) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that,

- (a) the corporation is or, after the payment, would be unable to pay its liabilities as they become due; or
- (b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities. R.S.O. 1990, c. B.16, s. 185 (30).

Court order

(31) Upon application by a corporation that proposes to take any of the actions referred to in subsection (1) or (2), the court may, if satisfied that the proposed action is not in all the circumstances one that should give rise to the rights arising under subsection (4), by order declare that those rights will not arise upon the taking of the proposed action, and the order may be subject to compliance upon such terms and conditions as the court thinks fit and, if the corporation is an offering corporation, notice of any such application and a copy of any order made by the court upon such application shall be served upon the Commission. 1994, c. 27, s. 71 (24).

Commission may appear

(32) The Commission may appoint counsel to assist the court upon the hearing of an application under subsection (31), if the corporation is an offering corporation. 1994, c. 27, s. 71 (24).