



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND
MANAGEMENT INFORMATION CIRCULAR**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 27, 2023**

May 1, 2023

May 1, 2023

Dear Shareholder:

On behalf of the board of directors and management of Tantalus Systems Holding Inc. (the “**Company**”), we are pleased to invite you to our annual general meeting of the shareholders of the Company (the “**Shareholders**”), which will be held on Tuesday, June 27, 2023 at 8:30 a.m. (Vancouver time).

We will hold our annual general meeting in a virtual-only format, which will be conducted via live webcast online at www.virtualshareholdermeeting.com/GRID2023, so that Shareholders will have an equal opportunity to attend the meeting online regardless of their geographic location.

The Notice of Annual General Meeting of the Shareholders and related materials are enclosed. The accompanying Management Information Circular describes the business to be conducted at the annual general meeting and contains information on our governance practices and our approach to executive compensation. We hope that you take the time to review these meeting materials and that you exercise your vote. Whether or not you plan to attend the meeting, we encourage you to vote promptly in advance of the meeting. In the Management Information Circular, you will find important information and detailed instructions about how to participate at the meeting and vote on the business to be conducted at the meeting.

The meeting is an opportunity to listen to and ask questions of the people who are responsible for the performance of the Company. The webcast of the meeting will be archived on our website following the meeting.

We thank you for your continued support of the Company and look forward to your attendance at this year’s meeting.

Yours truly,

“Peter Londa”

Director, President and Chief Executive Officer



TANTALUS SYSTEMS HOLDING INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Tantalus Systems Holding Inc. (the “**Company**”) will be held as a virtual-only meeting via live webcast online at www.virtualshareholdermeeting.com/GRID2023 at 8:30 a.m. (Vancouver time), on Tuesday, June 27, 2023, for the following purposes:

1. to receive the financial statements of the Company for the financial period ended December 31, 2022 and the report of the auditors thereon;
2. to elect directors for the ensuing year;
3. to appoint auditors for the ensuing year; and
4. to transact such further and other business as may properly come before the meeting or any adjournment thereof.

Specific details of the above items of business are contained in the Management Information Circular which accompanies and forms a part of this Notice of Annual General Meeting.

The Company is holding the meeting virtually via a live webcast so that shareholders will have an equal opportunity to attend the meeting online regardless of their geographic location. Detailed information on how a shareholder can attend, participate in and vote at the meeting is described in the section of the Management Information Circular entitled “*Questions and Answers on Voting*”.

DATED at Burnaby, British Columbia, this 1st day of May, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“*Peter Londa*”

Director, President and Chief Executive Officer

TABLE OF CONTENTS

GENERAL INFORMATION.....	1
QUESTIONS AND ANSWERS ON VOTING	1
DELIVERY OF PROXY MATERIALS.....	7
NOTICE AND ACCESS.....	7
PRINCIPAL HOLDERS OF VOTING SHARES.....	8
BUSINESS OF THE MEETING.....	8
Purpose of the Meeting.....	8
Receiving the Financial Statements.....	8
Election of Directors	8
Nominees to be Elected.....	9
Appointment of Auditors.....	15
Particulars of Other Matters to be Acted Upon	15
EXECUTIVE COMPENSATION.....	15
Compensation Discussion and Analysis.....	15
Compensation Governance.....	17
Incentive Plan Awards.....	22
Pension Plan Benefits.....	23
Termination and Change of Control Benefits.....	23
Compensation of Directors.....	23
SECURITIES AUTHORIZED FOR ISSUANCE UNDER SHARE COMPENSATION PLANS	25
Summary of the LTIP.....	26
CORPORATE GOVERNANCE	32
Board of Directors.....	32
Board Mandate	32
Position Descriptions.....	33
Orientation and Continuing Education.....	33
Ethical Business Conduct.....	33
Nomination of Directors.....	34
Compensation.....	34
Board Committees.....	34
Assessments	34
Director Term Limits and Other Mechanisms of Board Renewal.....	35
Diversity	35
Environmental, Social And Governance (ESG).....	36
OTHER INFORMATION.....	36
Management Contracts.....	36
Indebtedness of Directors and Executive Officers	37
Interest of Informed Persons in Material Transactions.....	37
Interest of Certain Persons in Matters to be Acted Upon	37
ADDITIONAL INFORMATION	37
APPROVAL OF CIRCULAR.....	37
APPENDIX “A” - COMPENSATION COMMITTEE CHARTER.....	A-1
APPENDIX “B” - BOARD OF DIRECTORS CHARTER.....	B-1
APPENDIX “C” - GOVERNANCE AND NOMINATING COMMITTEE CHARTER.....	C-1

TANTALUS SYSTEMS HOLDING INC.

MANAGEMENT INFORMATION CIRCULAR

GENERAL INFORMATION

This Management Information Circular (this “**Circular**”) is furnished in connection with the solicitation of proxies by management of the Company (as defined below) for use at the annual general meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Shares**”) in the capital of the Company to be held as a virtual-only meeting via live webcast online at www.virtualshareholdermeeting.com/GRID2023 at 8:30 a.m. (Vancouver time), on Tuesday, June 27, 2023, or at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting (the “**Notice of Meeting**”).

In this Circular, the “**Company**”, “**we**”, “**us**” and “**our**” refer to Tantalus Systems Holding Inc., either alone or together with its subsidiaries, as applicable. This Circular contains information as of May 1, 2023 unless indicated otherwise.

On January 29, 2021, the Company completed a qualifying transaction under the policies of the TSX Venture Exchange (“**TSXV**”) with Tantalus Systems Holding Inc., a corporation governed by the *Canada Business Corporations Act* (the “**Predecessor Company**”) and Tantalus Systems Shareholders Inc, a corporation governed by the *Canada Business Corporations Act* (“**TSSI**”), pursuant to which, among other things and by way of plan of arrangement completed under the *Canada Business Corporations Act*, the Predecessor Company and TSSI amalgamated and became the Company’s wholly-owned subsidiary (now named TSH Canada Inc.) and certain securities of the Predecessor Company and TSSI were exchanged for securities of the Company (the “**Qualifying Transaction**”). Prior to the Qualifying Transaction, the Company was named “RiseTech Capital Corp.”.

QUESTIONS AND ANSWERS ON VOTING

The following questions and answers provide guidance on how to vote your Shares.

Who can vote?

Only Shareholders at the close of business on May 1, 2023, the record date (the “**Record Date**”) for the Meeting established by the directors are entitled to notice of and to vote at the Meeting.

What will I be voting on?

Shareholders will be voting: (i) to elect directors for the ensuing year; (ii) to appoint auditors for the ensuing year; and (iii) to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The financial statements of the Company for the financial period ended December 31, 2022 and the report of the auditors thereon to be placed before Shareholders at the Meeting are available on SEDAR at www.sedar.com.

How will these matters be decided at the Meeting?

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions to (i) elect directors for the ensuing year and (ii) appoint auditors for the ensuing year. If there are more nominees for election as directors or appointment as the Company’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

Who is soliciting my proxy?

This Circular is furnished in connection with the solicitation of proxies by management of the Company. It is expected that the solicitation of proxies for the Meeting will be primarily by mail, but proxies may be solicited personally, by telephone or by other means of communication by the directors, officers and regular employees of the Company, who will not be specifically remunerated therefore. All costs of such solicitation of proxies by or on behalf of management of the Company will be borne by the Company.

How do I vote?

If you are eligible to vote and you are a Shareholder of record as of the close of business on the Record Date, you can vote your Shares at the Meeting or by proxy, as explained below under “*How do I vote in advance or by Proxy...if I am a registered Shareholder*”. If your Shares are held in the name of a depository or a nominee such as a trustee, financial institution or securities broker, please see the instructions below under “*How do I vote in advance or by proxy...if I am a Non-Registered Shareholder?*”

Why is this year’s meeting virtual-only?

This year’s Meeting will be held virtually via a live online webcast so that Shareholders will have an equal opportunity to attend the meeting online regardless of their geographic location.

Registered Shareholders and duly appointed proxyholders (including Non-Registered Shareholders (as defined below) who have appointed themselves as proxyholder) will be entitled to attend, participate and vote at the Meeting, all in real time. Non-Registered Shareholders who do not appoint themselves as proxyholder may still attend the Meeting and ask questions. Guests will be able to listen to the Meeting, but will not be able to vote or ask questions at the Meeting.

It is important to note that you will not be able to attend this year’s Meeting in person. If you are participating in the Meeting, you must remain connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting.

How do I access and vote at the Meeting...

You will be able to participate in the Meeting using an internet connected device such as a laptop, computer, tablet or mobile phone, and the Meeting platform will be supported across browsers and devices that are running the most updated version of the applicable software plugins and meeting the minimum system requirements.

The steps that you need to follow to access the Meeting will depend on whether you are a registered Shareholder or a Non-Registered Shareholder. You must follow the applicable instructions below carefully.

...if I am a registered Shareholder?

If you are a registered Shareholder, Broadridge Investor Communications Corporation (“**Broadridge**”) will have sent you a form of proxy. This document will be required in order for you to complete the instructions below.

Registered Shareholders can access and vote at the Meeting during the live webcast as follows:

1. Log into www.virtualshareholdermeeting.com/GRID2023 at least 15 minutes before the Meeting starts. You should allow ample time to check into the Meeting and to complete the related procedures.
2. Enter your 16-digit control number into the Shareholder Login section (your control number is located on your form of proxy) and click on “Enter Here”.
3. Follow the instructions to access the Meeting and vote when prompted.

Even if you currently plan to participate in the Meeting, you should consider voting your Shares by proxy in advance so that your vote will be counted if you later decide not to attend the Meeting or in the event that you are unable to access the Meeting for any reason. If you access and vote on any matter at the Meeting during the live webcast, then you will revoke any previously submitted form of proxy.

...if I am a Non-Registered Shareholder?

Non-Registered Shareholders wishing to access and vote at the Meeting during the live webcast can do so as follows:

1. Appoint yourself as proxyholder as described below under the heading “*How do I vote by proxy or in advance...if I am a Non-Registered Shareholder*”, including by providing an “Appointee Name” and designating an 8-character “Appointee Identification Number” (together, this is the “**Appointee Information**”). Please note that these steps must be completed prior to the proxy deadline (defined below) or you will not be able to vote your Shares at the Meeting during the live webcast.
2. Follow the instructions below for proxyholders to log in and vote at the Meeting.

A Non-Registered Shareholder (as defined below) wishing to access the Meeting without voting during the live webcast – for example, because you have provided voting instructions prior to the Meeting or appointed another person to vote on your behalf at the Meeting – can access the Meeting in the same manner as for registered Shareholders described above using the 16-digit control number located on your voting instruction form or form of proxy. You will be able to ask questions if you access the Meeting in this manner.

...if I am a proxyholder?

If you have been appointed as proxyholder for a registered or Non-Registered Shareholder (or you are a Non-Registered Shareholder who has appointed themselves as proxyholder), you can access and vote at the Meeting during the live webcast as follows:

1. Log into www.virtualshareholdermeeting.com/GRID2023 at least 15 minutes before the Meeting starts. You should allow ample time to check into the Meeting and to complete the related procedures.
2. Enter the Appointee Name and Appointee Identification Number exactly as it was provided to Broadridge by the Shareholder who appointed you as proxyholder and click on “Enter Here”. If this information is not provided to you by such Shareholder, or if you do not enter it exactly as that Shareholder provided it to Broadridge, you will not be able to access the Meeting or vote their Shares on their behalf during the live webcast.

If you have been appointed as proxyholder for more than one Shareholder, you will be asked to enter the Appointee Information for each separate Shareholder in order to vote the applicable Shares on their behalf at the Meeting.

3. Follow the instructions to access the Meeting and vote when prompted.

All Shareholders must provide the Appointee Information to their appointed proxyholder exactly as they provided it to Broadridge online at www.proxyvote.com or on their voting instruction form or form of proxy in order for their proxyholder to access and vote their shares at the Meeting during the live webcast. Proxyholders who have forgotten or misplaced the applicable Appointee Information should contact the Shareholder who appointed them as quickly as possible. If that Shareholder has forgotten or misplaced the applicable Appointee Information, they should follow the steps described under the heading “*How do I access and vote at the Meeting...if I am a Non-Registered Shareholder*” as quickly as possible.

...if I am a guest?

If you wish to access the Meeting as a guest, you can log into the Meeting as set out below. Note that guests will be able to listen to the Meeting, but will not be able to ask questions or vote. Please read and follow the instructions below carefully.

1. Log into www.virtualshareholdermeeting.com/GRID2023 at least 15 minutes before the Meeting starts. You should allow ample time to check into the Meeting and to complete the related procedures.
2. Complete the Guest section and click on “Enter Here”.

Can I ask questions at the Meeting?

The Company believes that the ability to participate in the Meeting in a meaningful way, including asking questions, is very important. Registered Shareholders, proxyholders and Non-Registered Shareholders will have an opportunity to ask questions at the Meeting in writing by sending a message to the chair of the Meeting online through the virtual meeting platform. It is anticipated that Shareholders will have substantially the same opportunity to ask questions on matters of business at the Meeting as in past years when the annual general meeting was held in person. Guests will not be permitted to ask questions.

What if I have difficulties in accessing the Meeting?

If you encounter any difficulties accessing the Meeting during the check-in or meeting time, please call the technical support number that will be posted on the Virtual Shareholder Meeting login page.

If you are accessing the Meeting, you must remain connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting. Note that if you lose connectivity once the Meeting has commenced, there may be insufficient time to resolve your issue before ballot voting is completed. Therefore, even if you currently plan to access the Meeting and vote during the live webcast, you should consider voting your Shares in advance or by proxy so that your vote will be counted in the event you experience any technical difficulties or are otherwise unable to access the Meeting.

How do I vote by proxy or in advance...

Providing voting instructions online at www.proxyvote.com or by telephone or signing and returning the form of proxy or voting instruction form sent to you along with the notice, in each case in accordance with the instructions provided below and on your form of proxy or voting instruction form, authorizes the named directors or officers of the Company (the “**named proxyholders**”) to vote your Shares at the Meeting in accordance with your instructions. **Each Shareholder is entitled to appoint a person or company other than the individuals named in the form of proxy (who needs not be a Shareholder) to represent such Shareholder at the Meeting.**

...if I am a registered Shareholder?

If you do not intend to access and vote at the Meeting during the live webcast, you are encouraged to provide your voting instructions to the named proxyholders by internet at www.proxyvote.com or by telephone, or by returning the form of proxy to Broadridge, in each case in accordance with the instructions appearing on the form of proxy.

Alternatively, you are entitled to appoint some other person or company (who need not be a Shareholder) to represent you at the Meeting. Since the Meeting will take place virtually, the process for appointing another person as your proxyholder (other than the named proxyholders) to access the Meeting and vote on your behalf is different than it would be for an in-person meeting. You must therefore follow the instructions on your form of proxy very carefully, including:

1. inserting an “Appointee Name” and designating an 8-character “Appointee Identification Number” online at www.proxyvote.com or in the spaces provided on your form of proxy; and

2. informing your appointed proxyholder of the exact Appointee Name and 8-character Appointee Identification Number prior to the Meeting. Your proxyholder will require both your Appointee Name and Appointee Identification Number in order to access the Meeting and vote on your behalf.

You are encouraged to appoint your proxyholder online at www.proxyvote.com in accordance with the instructions on the form of proxy as this will reduce the risk of any mail disruptions and will allow you to share the Appointee Information you have created with your appointed proxyholder more easily. You may also complete and return your form of proxy by following the instructions on your form of proxy.

Please note that if you wish to appoint a person as your proxyholder other than the named proxyholders and you do not designate the Appointee Information as required when completing your appointment online or on your form of proxy or if you do not provide the exact Appointee Name and Appointee Identification Number to that other person, that other person will not be able to access the Meeting and vote on your behalf.

What is the deadline for returning my proxy?

You are encouraged to provide your voting instructions or appoint your proxyholder online at www.proxyvote.com or by telephone, each in accordance with the instructions on the form of proxy, as this will reduce the risk of any mail disruptions. These instructions must be provided by no later than 48 hours, excluding Saturdays and holidays, preceding the Meeting or an adjournment thereof (the “**proxy deadline**”). If you prefer, you may also complete and return your form of proxy to Broadridge at: Data Processing Centre, P.O. Box 3700 STN Industrial Park, Markham, ON, L3R 9Z9, in which case Broadridge must receive your completed form of proxy prior to the proxy deadline.

Providing your voting instructions to the named proxyholder or appointing another person as your proxy will ensure your vote is counted at the Meeting even if you later decide not to attend the Meeting or are unable to access the Meeting in the event of technical difficulties. If you access and vote on any matter at the Meeting during the live webcast, any proxy you have previously submitted will be revoked.

If I change my mind, how can I revoke my proxy?

You may revoke any prior proxy by providing new voting instructions or Appointee Information at www.proxyvote.com at a later time or a new form of proxy with a later date. However, for your new voting instructions or appointment to be effective they must be received by Broadridge no later than 48 hours, excluding Saturdays and holidays, preceding the Meeting or an adjournment thereof.

You may also revoke any prior proxy: (i) by an instrument in writing executed by the Shareholder, or by the Shareholder’s agent or attorney and delivered to Broadridge at: Data Processing Centre, P.O. Box 3700 STN Industrial Park, Markham, ON, L3R 9Z9, together with evidence of the agent’s or attorney’s written authority, so as to arrive at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof; or (ii) in any other manner permitted by law. If you access the Meeting and vote on any matter during the live webcast, you will revoke any previously submitted proxy.

If you wish to provide new voting instructions and not simply revoke your proxy (unless the proxy deadline is waived), your new voting instructions must be received by Broadridge no later than 48 hours, excluding Saturdays and holidays, preceding the Meeting or an adjournment thereof.

.....if I am a Non-Registered Shareholder?

All of the Shares beneficially owned by a non-registered Shareholder (a “**Non-Registered Shareholder**”) are registered in the name of a depositary or a nominee such as a trustee, financial institution or securities broker (an “**intermediary**”). For example, Shares listed in an account statement provided by the broker of a Shareholder are not registered in the Shareholder’s name.

Applicable securities laws require Shareholders’ intermediaries to seek voting instructions from them in advance of the Meeting. Accordingly, you will receive or have already received from your intermediary a request for voting instructions for the number of Shares you beneficially own. This form will include instructions on how to

provide voting instructions to your intermediary or to appoint yourself or another person to access and vote at the Meeting on your behalf during the live webcast.

How do I give voting instructions?

You may provide your voting instructions by following the instructions on the voting instruction form provided to you by your intermediary. You are encouraged to do so online at www.proxyvote.com or by telephone if your intermediary provides you with this option. You may also mark your voting instructions on the voting instruction form or form of proxy provided to you by your intermediary, sign it, and return it as instructed and within the timelines provided by your intermediary. Your voting instructions must be received by Broadridge by the proxy deadline.

How do I appoint myself (or another person) to vote at the Meeting?

If you wish to access the Meeting and vote during the live webcast (or appoint another person to do so, other than the named proxyholders), you are encouraged to make this appointment online at www.proxyvote.com using the instructions provided on your voting instruction form or form of proxy, if your intermediary provides you with this option. Alternatively, you may do so by inserting your name (or the name of such other person) in the space provided for the proxyholder appointment in your voting instruction form, and return it as instructed by your intermediary. Do not complete the voting section of the voting instruction form or form of proxy, since you or your designate will vote at the Meeting during the live webcast.

Since the Meeting will take place virtually, the process for any Non-Registered Shareholder to appoint themselves or another person (other than the named proxyholders) to access and vote at the Meeting during the live webcast is different than it would be for an in-person meeting. In addition to the steps above, you must follow the additional instructions on your voting instruction form or form of proxy very carefully, including:

1. inserting an "Appointee Name" and designating an 8-character "Appointee Identification Number" online at www.proxyvote.com or in the spaces provided on your form of proxy. You must complete this step regardless of whether you wish to appoint yourself or another person (other than the named proxyholders); and
2. if you have appointed someone other than yourself to access and vote at the Meeting on your behalf, informing your appointed proxyholder of the exact Appointee Name and 8-character Appointee Identification Number prior to the Meeting.

You are encouraged to appoint yourself or such other person (other than the named proxyholders) online at www.proxyvote.com as this will reduce the risk of any mail disruptions and will allow you to share the Appointee Information you have designated with any other person you have appointed to represent you at the Meeting more easily. If you do not designate the Appointee Information as required when completing your appointment online or on your voting instruction form or if you do not provide the exact Appointee Identification Number and Appointee Name to any other person (other than the named proxyholders) who has been appointed to access and vote at the Meeting on your behalf, neither you nor that other person, as applicable, will be able to access the Meeting and vote.

What is the deadline for returning my voting instructions?

Your intermediary must receive your voting instructions or your appointment in sufficient time for your intermediary to act on them. You are encouraged to provide your voting instructions or appointment online at www.proxyvote.com in accordance with the instructions on your voting instruction form or form of proxy and you must do so by no later than 48 hours, excluding Saturdays and holidays, preceding the Meeting or an adjournment thereof. If you prefer, you may also complete and return your voting instruction form or form of proxy to Broadridge at: Data Processing Centre, P.O. Box 3700 STN Industrial Park, Markham, ON, L3R 9Z9, in which case Broadridge must receive your completed voting instruction form prior to the proxy deadline.

If I change my mind how do I revoke my prior voting instructions?

You can revoke your prior voting instructions by providing new instructions at a later time online at www.proxyvote.com, by telephone or on a voting instruction form or form of proxy with a later date, in each case in accordance with the instructions on your voting instruction form or form of proxy, provided that your new instructions

are received by your intermediary in sufficient time for your intermediary to act on them. You can revoke your prior appointment by providing new Appointee Information at a later time online at www.proxyvote.com or on a voting instruction form or form of proxy with a later date, in each case in accordance with the instructions on your voting instruction form or form of proxy, provided that your new appointment is received by your intermediary in sufficient time for your intermediary to act on them. In order to be effective, your new voting instructions or appointment must be received by Broadridge no later than 48 hours, excluding Saturdays and holidays, preceding the Meeting or an adjournment thereof. Instructions received after such deadline but before the Meeting may only be effective to revoke any prior instructions or appointment. Otherwise, contact your intermediary if you want to revoke your prior voting instructions or appointment.

If you are eligible to access and vote at the Meeting during the live webcast and you have previously provided voting instructions or appointed another person to vote on your behalf, you may access the Meeting and revoke your prior instructions or appointments by voting at the Meeting. If you do not wish to revoke your prior instructions or appointments, you will still be able to access the Meeting and you will be able ask questions.

Proxies, voting instructions and appointments received after the proxy deadline may only be effective to revoke previously submitted proxies, voting instructions or appointments. The Company reserves the right to accept late proxies, voting instructions and appointments and to waive the proxy deadline with or without notice, but is under no obligation to accept or reject any particular late proxy, voting instructions or appointments.

How will my Shares be voted if I give my proxy?

The named proxyholders designated in the form of proxy will vote or withhold from voting the Shares in respect of which they are appointed proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the form of proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. Where no choice is specified in the form of proxy, such Shares will be voted “FOR” the matters described therein and in this Circular.

The form of proxy confers discretionary authority upon the person(s) appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any other business is properly brought before the Meeting, it is the intention of the management representatives designated in the form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Circular, management knows of no such amendment, variation or other matter which may be presented to the Meeting.

DELIVERY OF PROXY MATERIALS

Proxy materials are being sent to registered Shareholders directly and will be sent to intermediaries to be forwarded to all Non-Registered Shareholders. The Company intends to pay for delivery of the meeting materials to the “objecting beneficial holders” (“OBOs” as defined in *National Instrument 54-101 – Communication with Beneficial Owners*) and, as a result, OBOs should receive the meeting materials from their intermediary.

NOTICE AND ACCESS

The Company is sending meeting materials for the Meeting to registered Shareholders and Non-Registered Shareholders using the “notice and access” provisions of *National Instrument 54-101 – Communication with Beneficial Owners* and *National Instrument 51-102 – Continuous Disclosure Obligations*. Pursuant to such provisions, the Company provides registered Shareholders and Non-Registered Shareholders with a notice on how they may access this Information Circular electronically instead of providing a paper copy.

PRINCIPAL HOLDERS OF VOTING SHARES

As of May 1, 2023, there are 44,595,942 Shares issued and outstanding, each of which entitles the holder to one vote on a ballot. There are no other voting securities of the Company issued and outstanding. On a show of hands, every person present and entitled to vote at the Meeting will be entitled to one vote.

Only registered holders of Shares at the close of business on May 1, 2023, the record date for the Meeting established by the directors, are entitled to vote at the Meeting.

To the knowledge of the Company, no person beneficially owns, or controls or directs, directly or indirectly, Shares carrying more than 10% of the voting rights attached to any class of voting securities, other than:

<u>Name</u>	<u>Number of Shares⁽¹⁾</u>	<u>Percentage of Outstanding Shares</u>
Redpoint Omega L.P. and Redpoint Omega Associates, LLC San Francisco, California	7,506,273 ⁽²⁾	16.8%

(1) The information as to the class and number of voting securities beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.

(2) Includes 7,299,850 Shares held by Redpoint Omega L.P. and 206,423 Shares held by Redpoint Omega Associates, LLC.

BUSINESS OF THE MEETING

Purpose of the Meeting

The Company will address three items at the Meeting:

1. receiving the audited consolidated financial statements of the Company for the financial year ended December 31, 2022, together with the report of the auditor thereon;
2. electing the directors of the Company for the ensuing year; and
3. appointing the auditor of the Company for the ensuing year.

The Company will also consider other business that may properly come before the Meeting. As of the date of this Circular, management of the Company is not aware of any changes to these items and does not expect any other items to be brought forward at the Meeting. If there are changes or new items, you or your proxyholder can vote your Shares on these items as you, he or she sees fit.

Receiving the Financial Statements

The audited consolidated financial statements of the Company for the financial year ended December 31, 2022, together with the report of the auditor thereon, will be presented at the Meeting. No formal action will be taken at the Meeting to approve these financial statements. If any Shareholder or proxyholder has questions regarding these financial statements, those questions may be brought forward at the Meeting.

Election of Directors

General

The Company currently has five directors. Pursuant to the articles of the Company, the number of directors to be elected at the Meeting is determined by resolution of the board of directors of the Company (the “**Board**”) or ordinary resolution of the Shareholders, provided that such number may not be less than three. The Board has fixed

the number of directors to be elected at the Meeting at six and has nominated six individuals for directors this year. Five of the Board's nominees are continuing directors and Greg Williams is a new nominee for director this year. The term of office of each of the present directors expires at the close of the Meeting. All directors elected at the Meeting will hold office for a term expiring at the close of the next annual general meeting of Shareholders or until their successors are appointed, unless his or her office is vacated earlier in accordance with the articles of the Company or the *Business Corporations Act* (British Columbia).

Nominees to be Elected

The following tables and notes thereto set out certain information as of May 1, 2023 (unless otherwise indicated) with respect to the persons being nominated at the Meeting for election as directors of the Company. Management of the Company does not contemplate that any of the proposed nominees will be unable to serve as a director of the Company.

Unless such authority is withheld, the management representatives named in the form of proxy intend to vote for the election of the director nominees whose names are set forth herein.

<i>Laura Formusa (Chair of the Board)</i>	
<p>Laura Formusa</p> <p>Residence: Ontario, Canada⁽¹⁾</p> <p>Director Since: January 29, 2021</p> <p>Independence Status: Independent</p>	<p>Biography: Laura Formusa is the Chair of the Board and held the same position with the Predecessor Company. Ms. Formusa serves on the boards of Equitable Life Insurance Company of Canada, 407 International Inc., and ENMAX Corporation where she is Chair of the Human Resources Committee. She has also served on the boards of DHX Media Ltd., the Canadian Electricity Association, ICES, the Banting Research Foundation and York University. Prior to such roles, Ms. Formusa served as President and Chief Executive Officer of Hydro One Inc. from 2007 until her retirement at the end of 2012.</p>
	<p>Principal Occupation for the Last Five Years⁽¹⁾:</p> <p>Corporate Director.</p>
	<p>Company Committee Membership:</p> <p>Audit Committee of the Board (the “Audit Committee”) Compensation Committee of the Board (the “Compensation Committee”) Governance and Nominating Committee of the Board (the “Governance and Nominating Committee”)</p>
	<p>Current Public Company Board Memberships (other than the Company):</p> <p>Ms. Formusa serves on the board of directors of Equitable Life Insurance Company of Canada, 407 International Inc. and ENMAX Corporation.</p>
	<p>Board and Committee Meeting Attendance in 2022:</p> <p>Board: 7/7 Audit Committee: 4/4 Compensation Committee: 3/3 Governance and Nominating Committee: 3/3</p>
	<p>Securities held or controlled as of the date of this Circular⁽²⁾:</p> <p>25,400 Shares 134,502 Options to purchase Shares (“Options”)</p>

<i>Dr. Francis J. Harvey</i>	
<p>Dr. Francis J. Harvey</p> <p>Residence: California, U.S.A.⁽¹⁾</p> <p>Director Since: January 29, 2021</p> <p>Independence Status: Independent</p>	<p>Biography: Dr. Francis J. Harvey is a director of the Company and held the same position with the Predecessor Company. Dr. Harvey is currently self-employed providing consulting and executive advisory services to corporations. Prior to being self-employed, Dr. Harvey served as the 19th Secretary of the United States Army from November 2004 to March 2007. As the Secretary, Dr. Harvey was responsible for the Department of the Army's annual budget and supplemental of over US\$200 billion. Dr. Harvey led a workforce of over one million active duty, Army National Guard, Army Reserve Soldiers and Department of the Army civilian employees. Most of Dr. Harvey's business career was spent with Westinghouse Electric Corporation, which he joined in 1969 as a senior engineer at its R&D Center and retired from in 1997 as its Chief Operating Officer of the Industries and Technology Group. Dr. Harvey has extensive experience serving on corporate boards and currently is on the corporate or advisory boards of six companies and private equity firms in the energy, defense and information technology sectors, including Tantalus.</p>
	<p>Principal Occupation for the Last Five Years⁽¹⁾: Dr. Harvey is self-employed, providing consulting and executive advisory services to corporations.</p>
	<p>Company Committee Membership:</p> <p>Compensation Committee</p>
	<p>Current Public Company Board Memberships (other than the Company):</p> <p>Not applicable.</p>
	<p>Board and Committee Meeting Attendance in 2023:</p> <p>Board: 7/7 Compensation Committee: 3/3</p>
	<p>Securities held or controlled as of the date of this Circular⁽²⁾:</p> <p>153,169 Shares 134,502 Options</p>

<i>Tom Liston</i>	
<p>Tom Liston</p> <p>Residence: Ontario, Canada⁽¹⁾</p> <p>Director Since: February 26, 2018</p> <p>Independence Status: Independent</p>	<p>Biography: Tom Liston is a director of the Company. Mr. Liston is a technology investor and analyst, a CFA charterholder and founder of Water Street Capital Corp. He currently serves on several corporate boards for public and private technology companies. Prior to his current role, Mr. Liston was the Chief Investment Officer of a leading technology-focused venture capital firm, which provided growth capital to late-stage private companies. Mr. Liston began his career as an equity research analyst covering public software and IT services companies. As a technology analyst, Mr. Liston has been consistently ranked among the top technology analysts in several surveys, including: StarMine, Brendan Wood, Greenwich Associates and Reuters. Mr. Liston is also a Chartered Financial Analyst.</p>
	<p>Principal Occupation for the Last Five Years⁽¹⁾: Mr. Liston serves as the Founder of Water Street Capital Corp., an investment and advisory firm. Mr. Liston served as the Vice President, Corporate Development for CubicFarm Systems, a publicly-listed company, until June 2022. Mr. Liston also served as the Managing Partner of Difference Capital</p>

<i>Tom Liston</i>	
	Financial Inc., a publicly-listed, Toronto-based specialty finance company, until September 2019.
	<p>Company Committee Membership:</p> <p>Audit Committee Governance and Nominating Committee</p>
	<p>Current Public Company Board Memberships (other than the Company):</p> <p>Mr. Liston serves on the board of directors of WELL Health Technologies Corp.</p>
	<p>Board and Committee Meeting Attendance in 2022:</p> <p>Board: 7/7 Audit Committee: 4/4 Governance and Nominating Committee: 3/3</p>
	<p>Securities held or controlled as of the date of this Circular⁽²⁾:</p> <p>235,545 Shares 60,641 Options</p>

<i>Peter Londa</i>	
<p>Peter Londa</p> <p>Residence: Connecticut, U.S.A.⁽¹⁾</p> <p>Director Since: January 29, 2021</p> <p>Independence Status: Not independent</p>	<p>Biography: Peter Londa is the President and Chief Executive of the Company and also serves as a member of the Board. He held the same positions with the Predecessor Company. In his role, Mr. Londa is responsible for overseeing corporate development and strategy, product development and all other key areas of the Company across all of its divisions. Mr. Londa has over 20 years of experience in leadership roles, including in the smart grid and electric utility industry. Mr. Londa previously served as the Independent Chair of the board of directors for World Energy Solutions, Inc., a publicly traded company on NASDAQ that operates online exchanges for energy and green commodities. Prior to his role at World Energy Solutions, Inc., Mr. Londa served as the Chief Executive Officer of BPL Global, Ltd., a leading smart grid company delivering technology solutions to the electric utility industry with operations in the United States, Europe, Middle East, India, and China. Mr. Londa is a graduate of Emory University and holds a JD, MBA in Finance and Corporate Law, and a Bachelor of Arts in Economics.</p> <p>Principal Occupation for the Last Five Years⁽¹⁾: Mr. Londa is currently the President and Chief Executive Officer of the Company and was the President and Chief Executive Officer of the Predecessor Company.</p> <p>Company Committee Membership:</p> <p>Not applicable.</p> <p>Current Public Company Board Memberships (other than the Company):</p> <p>Not applicable.</p> <p>Board and Committee Meeting Attendance in 2022:</p>

<i>Peter Londa</i>	
	Board: 7/7
	Securities held or controlled as of the date of this Circular⁽²⁾: 1,470,266 Shares 1,391,637 Options

<i>John McEwen</i>	
John McEwen	Biography: John McEwen is a director of the Company and held the same position with the Predecessor Company. Mr. McEwen was the Chief Executive Officer of Discovery Capital Management Corporation (DCMC), a technology venture capital firm. DCMC ceased operation on December 31, 2021. Mr. McEwen has worked with nearly 200 technology companies, and serves on several investee company boards of directors. His experience includes leading major corporate finance initiatives for companies such as Sierra Wireless Inc. and Circon Systems Corp.
Residence: British Columbia, Canada ⁽¹⁾	
Director Since: January 29, 2021	Principal Occupation for the Last Five Years⁽¹⁾: Mr. McEwen was the Chief Executive Officer of DCMC, a technology venture capital firm.
Independence Status: Independent	Company Committee Membership: Audit Committee Compensation Committee Governance and Nominating Committee
	Current Public Company Board Memberships (other than the Company): Not applicable.
	Board and Committee Meeting Attendance in 2022: Board: 6/7 Audit Committee: 3/4 Compensation Committee: 2/3 Governance and Nominating Committee: 3/3
	Securities held or controlled as of the date of this Circular⁽²⁾: 0 Shares 48,452 Options

<i>Greg Williams</i>	
Greg Williams	Biography: Greg Williams is a nominee director of the Company. Mr. Williams was previously employed by Appalachian Electric Cooperative (AEC) located in East Tennessee where he held various positions beginning as an Electrical Engineer, VP of Engineering and Operations and finally in his last twelve years as General Manager/Executive Vice President. He was employed at AEC for forty years and recently retired in December 2022. He also served on the Board of Directors for the National Rural

<p>Residence: Tennessee, U.S.A.⁽¹⁾</p> <p>Director Since: Not Applicable⁽³⁾</p> <p>Independence Status: Independent</p>	<p>Utilities Cooperative Finance Corporation for five years. He served on the Board of Directors of the Tennessee Valley Public Power Association (TVPPA) for six years, of which he was Chair of the Board for three of those years. He also served on the Board of Trustees for the Tennessee Electric Cooperative Association for four years. He served on various committees including the Rates and Pricing Committee, the Energy Services Committee as Chair, and the Research and Development Committee for TVPPA. He also served on two industrial development agencies located in Northeast Tennessee. He is a graduate from Carson-Newman University with a BS in Pre-Engineering and a BS in Electrical Engineering from the Georgia Institute of Technology. He currently serves as a subject matter expert for MESA Associates, Inc., a consulting engineering firm, in Knoxville, Tennessee.</p>
	<p>Principal Occupation for the Last Five Years⁽¹⁾: Mr. Williams was the General Manager/Executive Vice President of AEC, an electric cooperative, until his retirement in December 2022 and currently serves as a subject matter expert to MESA Associates, Inc., a consulting engineering firm.</p>
	<p>Company Committee Membership:</p> <p>Not applicable.</p>
	<p>Current Public Company Board Memberships (other than the Company):</p> <p>Not applicable.</p>
	<p>Board and Committee Meeting Attendance in 2022:</p> <p>Not applicable.</p>
	<p>Securities held or controlled as of the date of this Circular⁽²⁾:</p> <p>0 Shares 0 Options</p>

- (1) The information as to province or state, and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to the number of Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.
- (3) If elected by the Shareholders at the Meeting, Mr. Williams will be appointed to the Board effective immediately, following the Meeting. If elected by the Shareholders at the Meeting, following the Meeting, Mr. Williams may be appointed by the Board to certain committees of the Board.

Majority Voting Policy

The Board has adopted a policy (the “**Majority Voting Policy**”) providing for majority voting in director elections at any meeting where an “uncontested election” of directors is held. An “uncontested election” means an election of directors of the Company where the number of nominees for election as directors is equal to the number of directors to be elected.

Pursuant to the Majority Voting Policy, the forms of proxy circulated in connection with a meeting of Shareholders at which an uncontested election is conducted will provide Shareholders with the ability to vote in favour of, or to withhold from voting for, each director nominee. If the number of proxy votes withheld for a particular director nominee is greater than the votes in favour of that nominee, the director nominee is required to immediately tender his or her resignation to the Chair of the Board following the applicable meeting of Shareholders.

Following receipt of a resignation submitted pursuant to the Majority Voting Policy, the Governance and Nominating Committee will consider whether or not to accept the offer of resignation and will recommend to the Board whether or not to accept it. The Governance and Nominating Committee will be expected to recommend that the Board accept the resignation unless the committee determines there are exceptional circumstances that will warrant the continued service of the resigning director.

Within 90 days following the applicable meeting of Shareholders, the Board is required to make its decision on the Governance and Nominating Committee's recommendation. The Board is expected to accept the resignation of the resigning director unless the Board determines there are exceptional circumstances that warrant the continued service of the resigning director. Following the Board's decision on the resignation, the Board is required to promptly issue a news release disclosing its decision, including the reasons for rejecting the resignation offer, if applicable. A copy of such news release must concurrently be provided to the Toronto Stock Exchange ("TSX"). If a resignation is accepted, the Board may, in accordance with the Company's articles and the *Business Corporations Act* (British Columbia), appoint a new director to fill the vacancy created by the resignation, reduce the size of the Board, leave any vacancy open until the next annual general meeting of Shareholders, call a special meeting of Shareholders at which there will be presented a nominee to fill the vacancy, or any combination of the foregoing.

A resigning director who tenders his or her resignation pursuant to the Majority Voting Policy is not permitted to participate in any deliberations or vote of the Governance and Nominating Committee or the Board at which his or her resignation is to be considered.

In the event that any resigning director, who received a greater number of proxy votes withheld than votes in favour of such resigning director's election, does not tender his or her resignation in accordance with the Majority Voting Policy, he or she will not be nominated by the Board directors.

Orders, Bankruptcies and Penalties

To the knowledge of the Company, no proposed director is, at the date hereof, or has been, within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company that: (i) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Company, no proposed director, or holding company of such proposed director: (i) is, as at the date hereof, or has been within ten years before the date hereof, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) 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 assets of the proposed director.

To the knowledge of the Company, no proposed director, or holding company of such proposed director, has been subject to: (i) any penalties 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 (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Advance Notice Requirements for Nominations

The Company's articles require that advance notice be provided to the Company in circumstances where nominations of persons for election to the Board are made by Shareholders, other than: (i) by or at the direction of the Board or an authorized officer of the Company, including pursuant to a notice of meeting; or (ii) by or at the direction or request of one or more Shareholders pursuant to a valid proposal made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or a valid requisition of Shareholders in accordance with the provisions of that Act. The Company's articles fix a deadline by which Shareholders must submit nominations to the Company prior to any annual or special meeting of Shareholders and sets forth the minimum information that a Shareholder must include in the notice to the Company for the notice to be in proper written form. A copy of the Company's articles has been filed under the Company's profile at www.sedar.com.

Appointment of Auditors

At the Meeting, the Shareholders will be called upon to reappoint KPMG LLP as auditors of the Company, to hold office until the next annual general meeting of the Company, at a remuneration to be fixed by the directors. KPMG LLP has acted as the auditors of the Company since the closing of the Qualifying Transaction on January 29, 2021.

The Board recommends that the Shareholders vote for the appointment of KPMG LLP as auditors of the Company, at a remuneration to be fixed by the Board.

Unless such authority is withheld, the management representatives named in the form of proxy intend to vote for the appointment of KPMG LLP as auditors of the Company, to hold office until the next annual general meeting of the Company, at a remuneration to be fixed by the directors.

Particulars of Other Matters to be Acted Upon

Management knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Circular. However, if any other matters properly come before the Meeting, it is the intention of management representatives named in the form of proxy accompanying this Circular to vote the same in accordance with their best judgment of such matters.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation Objectives

The objectives of the Company's compensation program are to provide a competitive base compensation as well as current and long-term rewards to the Named Executive Officers (as defined below) that are consistent with their individual performance and contribution to the Company's objectives.

What the Company's Compensation Program is Designed to Reward

The Company's executive compensation practices are designed to attract and retain talented personnel capable of achieving the Company's objectives. The Company also utilizes compensation programs to motivate and reward the Company's Named Executive Officers for the achievement of the Company's goals. The Company makes use of complementary annual and long-term incentive programs intended to provide fair, competitive and motivational rewards in the short-term while ensuring that Named Executive Officer's long-term objectives remain aligned with those of the shareholders.

Elements of the Company's Compensation Program

The Company's compensation for the Named Executive Officers is comprised of four components: (1) base salary; (2) annual incentive awards; (3) long-term incentives in the form of awards granted under the Company's Amended and Restated Omnibus Long Term Incentive Plan (the "LTIP"); and (4) termination and change of control benefits.

Base Salary

Named Executive Officers receive a base salary that provides that provides basic compensation. In setting base salary, consideration is given to individual responsibility, knowledge and experience and market competitiveness.

Annual Incentive Awards

Named Executive Officers are eligible to receive an annual incentive award in the form of a cash bonus. The Company utilizes annual incentive awards to motivate and reward the Company's Named Executive Officers for the achievement of specific goals identified by the Company. The Compensation Committee evaluates the performance of each Named Executive Officer at the end of the financial year based upon performance indicators established at the beginning of the financial year. The Company utilizes three categories of performance indicators: (i) financial performance indicators of the Company; (ii) non-financial performance indicators of the Company; and (iii) personal performance indicators of the Named Executive Officer.

For the financial year ended December 31, 2022, the target annual incentive awards were set at 75% of base salary for the Chief Executive Officer and between 30% and 50% of base salary for the other Named Executive Officers. For the Named Executive Officers, 80% of the annual incentive award was based upon meeting financial performance indicators and 20% was based upon meeting business performance and personal performance indicators. The financial performance indicators were related to the achievement of certain revenue and EBITDA (earnings before interest, taxes, depreciation and amortization) thresholds by the Company. The calculation of revenue and EBITDA for the purposes of determining whether the applicable thresholds were achieved is identical to the calculation of such amounts in the Company's audited financial statements for the applicable year. The business performance indicators are determined by senior management, and approved by the Compensation Committee, on an annual basis and are comprised of a number of specific operational and strategic objectives for the applicable year. The personal performance indicators are evaluated in connection with the Company's performance management process as determined by applicable supervisory personnel as reviewed with the Compensation Committee.

The Compensation Committee can exercise discretion to amend annual incentive awards absent attainment of the performance goals, or to reduce or increase the size of any amount or payout. Such discretion was applied to certain of the Named Executive Officers in respect of the previous financial year based on personal performance indicators. The Compensation Committee can also exercise discretion to grant additional annual incentive awards to the Named Executive Officers based on such factors that the committee determines relevant. Such discretion was applied to certain of the Named Executive Officers in respect of the previous financial year based on the achievement of strategic business performance indicators not included as part of the annual incentive plan as well as personal performance indicators.

Long-Term Incentives

Named Executive Officers are eligible to receive long-term incentives in the form of options granted under the LTIP (see "*Securities Authorized for Issuance under Share Compensation Plans*" below). The Company utilizes long-term incentives to ensure the Named Executive Officers' long-term objectives remain aligned with those of the shareholders.

Grants of options pursuant to the LTIP are approved by the Board, based on the recommendations of the Compensation Committee after considering the recommendations of the Chief Executive Officer. In granting new options, consideration is given to:

- the number and terms of options already outstanding on an individual basis;

- the expected impact of the role of the Named Executive Officer on the Company's performance and strategic development; and
- all other forms of compensation.

The Compensation Committee may not necessarily use the fair value as a basis for determining the number of options to award, as the ultimate realization of the option's value may be significantly different from that determined using fair value models.

Termination and Change of Control Benefits

The Company believes that termination and change of control benefits are necessary in order to attract and retain high caliber executive talent. Termination benefits are appropriate, particularly with respect to a termination without cause since in that scenario, both the Company and the Named Executive Officers have mutually agreed upon severance packages that are in place prior to any termination event which provides certainty and the flexibility to make a change in executive management if such change is in the shareholders' best interests. Termination and change in control benefits are negotiated and set with regard to comparable benefits granted to executives with similar positions in technology companies listed on the TSX, the experience level of the individual, the complexity of the position and other relevant market factors. For more information on termination and change in control arrangements for the Named Executive Officers, see "*Executive Compensation – Termination and Change of Control Benefits*" below. An estimate of the cost of the termination benefits if all Named Executive Officers were terminated as at December 31, 2022 is also provided in this section.

Benefits and Perquisites

The Company offers only limited perquisites to the Named Executive Officers, and only where the Company believes such perquisites promote the retention of the Named Executive Officers or promote the efficient performance of the Named Executive Officers' duties. In addition to benefits that are made available to all employees, the Named Executive Officers are not currently provided with any additional benefits or perquisites. The Compensation Committee does not believe that perquisites and benefits should represent a significant portion of the compensation package for Named Executive Officers.

Compensation Governance

Compensation Committee

The Company's Compensation Committee consists of Dr. Francis J. Harvey (as Chair), Laura Formusa and John McEwen. Each member of the committee is "independent", as such term is defined in *National Instrument 52-110 – Audit Committees* ("NI 52-110"). The: (i) direct experience of each Compensation Committee member that is relevant to the performance of his or her responsibilities as a committee member; and (ii) skills and experience the Compensation Committee have to make decisions on the suitability of the Company's compensation policies and practices, are described below:

Dr. Francis J. Harvey – Dr. Harvey's experience includes the roles set forth in his biography in "*Business of the Meeting – Election of Directors – Nominees to be Elected*". In such roles, Dr. Harvey was required to have an understanding of and assess, and supervise others who manage, compensation policies and practices.

Laura Formusa – Ms. Formusa's experience includes the roles set forth in her biography in "*Business of the Meeting – Election of Directors – Nominees to be Elected*". In such roles, Ms. Formusa was required to have an understanding of and assess, and supervise others who manage, compensation policies and practices.

John McEwen – Mr. McEwen's experience includes the roles set forth in his biography in "*Business of the Meeting – Election of Directors – Nominees to be Elected*". In such roles, Mr. McEwen is and was required to have an understanding of and assess, and supervise others who manage, compensation policies and practices.

The responsibilities, powers and operation of the Compensation Committee are set forth in the committee's mandate which is attached to this Circular as Appendix "A".

Roles and Responsibilities

The Compensation Committee is responsible for the administration of the Company’s compensation programs for the executive officers of the Company. Members of management, including the President and Chief Executive Officer, are invited to committee meetings from time to time, but excused from discussions and decisions with respect to their particular compensation decisions.

The President and Chief Executive Officer is actively engaged in the Company’s compensation programs (other than with respect to his own compensation package). The President and Chief Executive Officer conducts an annual evaluation of each executive officer’s performance for the previous year, and recommends salary adjustments, incentive awards, and equity-based awards to the Compensation Committee. The recommendations are reviewed and approved by the committee after discussion and adjustment, if appropriate.

Process

Executive compensation, including any incentive awards, is reviewed and set by the Board and the Compensation Committee at meetings anticipated to be held typically in the first quarter of each year. At these meetings, the performance of the executive officers is also reviewed. The results of the executive officers’ performance and compensation review by the Compensation Committee is anticipated to be typically communicated to the executive officers in the first or second quarter of each year. Equity based awards are anticipated to be determined and granted by the Compensation Committee at meetings in the first quarter of each year.

Compensation Consultant

The Company does not retain the services of a compensation consultant each year, but rather, on a periodic basis to evaluate the market competitiveness of the Company’s compensation programs. In April 2023, the Compensation Committee retained RYPE Consulting Inc. (“**RYPE**”) to provide compensation consulting services. The mandate of RYPE is to review the awards available under the LTIP, provide recommendations regarding the LTIP and other compensation awards based on studies involving comparable companies, equity plan administration, and related training and education. RYPE has provided no other services to the Company or to its affiliated or subsidiary entities, or to any of its directors or members of management other than or in addition to those described above.

In April 2021, the Compensation Committee had retained Aon Consulting Inc. (the “**Aon**”) to assist it in determining the appropriate compensation for the Board and Named Executive Officers. The mandate of Aon was to conduct a review of the competitiveness of compensation levels provided to the Company’s executives and the Board. Aon was also engaged to assist the Company in the review, evaluation, and design of the Company’s compensation plans. Aon has provided no other services to the Company or to its affiliated or subsidiary entities, or to any of its directors or members of management other than or in addition to those described above.

The following table sets forth, by category, the fees billed to the Company by Aon for the financial years ended December 31, 2022 and December 31, 2021:

Fee category	2022	2021
Executive compensation-related fees	Nil	\$27,892
All other fees	Nil	\$21,362
Total	Nil	\$49,254

“**Executive compensation-related fees**” is the aggregate fees billed by each consultant or advisor, or any of its affiliates, for services related to determining compensation for any of the Company’s directors and executive officers.

“**All other fees**” is the aggregate fees billed for all other services provided by each consultant or advisor, or any of its affiliates, that are not reported in “Executive compensation-related fees”.

Except as described above, during the financial years ended December 31, 2022 and December 31, 2021, (i) no fees were billed by any consultant or advisor, or any of affiliates thereof, for services related to determining compensation for any of the Company’s directors and executive officers, and (ii) no fees were billed for any other services provided by a compensation consultant or adviser, or any affiliates thereof.

Benchmarking

The Company engaged Aon in April 2021 to provide market benchmarking data for director and named executive compensation which includes retainers and fees, base salaries, short term incentive awards, and long term equity awards. Working in conjunction with the Company, Aon developed a Canadian peer group of five companies. The parameters for the peer group selection included similar industry, size, maturity, and geographic operation. The majority of the information compiled by Aon reflected compensation data derived from the most recent proxy circular statements, which represented the publicly available information available at the time Aon prepared its report. The companies comprising the Company's peer group were: Baylin Technologies, EXFO, Haivision Systems, Optiva and VIQ Solutions.

Changes to Named Executive Officers' Compensation

There were no material actions, decisions or policies that were made after December 31, 2022, the end of the Company's most recently completed financial year, that could affect a person's understanding of the Named Executive Officers' compensation for the most recently completed financial year.

The Company has not determined if it will be making any significant changes to its compensation policies and practices in the current financial year.

Recovery of Compensation

The Company has not yet adopted an executive compensation recovery policy requiring the reimbursement of all or a portion of any incentive compensation paid or awarded to a Named Executive Officer in certain events but may do so in the future.

Prohibition on Hedging

The Company has adopted a policy prohibiting Named Executive Officers from, at any time, (i) selling the securities of the Company short or buying puts entitling the Named Executive Officers to sell the Company's securities; or (ii) entering into collars, spread bets, contracts for difference or other derivative securities in which the Named Executive Officers either (a) hedges (or seeking to minimize) the economic risks of ownership of any securities of the Company or (b) benefits from any circumstance in which the market price or value of the Company's securities declines.

Compensation Related Risks

The Compensation Committee considered the implications of the risks associated with the Company's compensation policies and practices. The Compensation Committee is responsible for overseeing, and periodically considers, risks associated with the Company's compensation policies and practices. The practices the Company uses to identify and mitigate compensation policies and practices that could encourage a Named Executive Officer or individuals at a principal business unit or division to take inappropriate risks or excessive risks include regular monitoring of the business, regularly meeting with managers throughout the organization, and requiring board of directors' approval of all major corporate decisions. The Company has not identified any risks arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Performance Graph

The following chart compares the cumulative total Shareholder return, assuming the reinvestment of dividends, on the Shares with the cumulative total return from the S&P/TSX Composite Index for the period from the date of the Qualifying Transaction to the most recently completed financial year end. The calculations assume an initial investment of \$100.



Values Reflected in Chart Above

	Jan. 29, 2021	Dec. 31, 2021	Dec. 31, 2022
GRID	\$100.00	\$82.22	\$44.89
TSX	\$100.00	\$125.49	\$118.16

Actual Values

	Jan. 29, 2021	Dec. 31, 2021	Dec. 31, 2022
Tantalus Systems Holding Inc.	\$2.25	\$1.85	\$1.01
S&P/TSX Composite Index	17,337.02	21,222.84	19,384.92

The S&P/TSX Composite Index tracks the share prices of the largest companies on the TSX measured by market capitalization. Stocks included in this index cover all sectors of the economy and are not significantly weighted in other comparable industries, and are therefore not directly comparable to the Company. From January 29, 2021 to December 31, 2022, the share price of the Company decreased by 55.11%, compared to an increase in the S&P/TSX Composite Index of 18.16% during the corresponding two-year period. Over this same period, the compensation for Named Executive Officers reflected a decrease in incentive-based compensation that, in part, mirrors the decrease in shareholder return reflected above while also providing base salary adjustments aligned with the Company's overall compensation strategy. Our compensation practices for Named Executive Officers are designed to align with the long-term success of the Company while providing short-term rewards for achieving specific goals identified by the Company based on financial performance indicators of the Company, non-financial performance indicators of the Company and personal performance indicators of each Named Executive Officer. Therefore, our share market performance and its effect on financial performance of the Company is not the only consideration in determining Named Executive Officer compensation.

Summary Compensation Table

The following table provides a summary of the compensation earned in respect of the last three financial years by: (i) any individual who acted as Chief Executive Officer or Chief Financial Officer of the Company for any part of the most recently completed financial year, (ii) each, if any, of the three most highly compensated executive officers of the Company, including its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year and whose total compensation was, individually, more than C\$150,000 for that financial year, and (iii) each, if any, individual who would have been an executive officer under (ii) but for the fact that the

individual was not an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year (the “Named Executive Officers”):

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$) ⁽⁷⁾	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$) ⁽²⁾	Total Compensation (\$)
					Annual Incentive Plan	Long Term Incentive Plan			
Peter Londa, President, Chief Executive Officer and Director ⁽⁸⁾	2022	586,517 ⁽⁶⁾	Nil	144,054	247,658	Nil	Nil	8,262	986,491
	2021 ⁽³⁾	418,955 ⁽⁵⁾⁽⁶⁾	Nil	223,627	253,560	Nil	Nil	260,914	1,157,056
George Reznik, Chief Financial Officer ⁽⁹⁾	2022	250,000	Nil	70,713	38,793	Nil	Nil	Nil	359,506
	2021 ⁽³⁾	229,167 ⁽⁵⁾	Nil	Nil	19,947	Nil	Nil	50,000	299,114
Dermot O’Leary, Chief Operating Officer	2022 ⁽⁴⁾	194,263 ⁽⁶⁾	Nil	106,726	97,983	Nil	Nil	5,845	404,817
	2021 ⁽³⁾	293,269 ⁽⁵⁾⁽⁶⁾	505,845	165,799	152,136	Nil	Nil	6,776	1,123,825
Michael Julian, Chief Revenue Officer	2022	329,627 ⁽⁶⁾	Nil	48,631	Nil	Nil	Nil	112,391	490,649
	2021 ⁽³⁾	239,403 ⁽⁵⁾⁽⁶⁾	341,345	75,354	13,946	Nil	Nil	47,041	717,089
Michael Grandis, General Counsel, Chief Legal & Administrative Officer	2022	429,006 ⁽⁶⁾	Nil	48,631	50,485	Nil	Nil	Nil	528,122
	2021 ⁽³⁾	359,105 ⁽⁵⁾⁽⁶⁾	166,667	49,205	82,407	Nil	Nil	190,170	847,554
Gerard Kaiser, Chief Operating Officer	2022 ⁽⁴⁾	282,731 ⁽⁶⁾	Nil	Nil	Nil	Nil	Nil	191,249	473,980
	2021	242,100 ⁽⁵⁾⁽⁶⁾	Nil	125,546	Nil	Nil	Nil	126,468	494,114

- (1) The Company has chosen the Black-Scholes methodology to calculate the grant date fair value of option-based awards as it is the methodology used in the Company’s financial statements. For the financial years ended December 31, 2020, 2021 and 2022, no adjustments, amendments, calculations, replacements or significant modifications were made to the exercise price of options previously awarded to, earned by, or payable to the Named Executive Officer, other than pursuant to the terms of the Qualifying Transaction. All option-based awards are stock options granted under the LTIP. The fair value of option-based awards was determined as of the date of grant using the Black-Scholes option pricing model. The following assumptions were used for the year ended December 31, 2020: an expected life of 9.0 years; a risk-free interest rate of 1.0%; no expected dividends; and, 157% volatility in share price. The following assumptions were used for the year ended December 31, 2021: an expected life of 5.96 years; a risk-free interest rate of 0.39%; no expected dividends; and, 50% volatility in share price. The following assumptions were used for the year ended December 31, 2022: an expected life of 6.06 years; a risk-free interest rate of 0.39%; no expected dividends; and, 50% volatility in share price.
- (2) Excludes perquisites that are generally available to all employees, or that in aggregate are worth less than \$50,000, or are worth less than 10% of a Named Executive Officer’s total salary for the financial year. For Mr. Londa, Mr. Reznik and Mr. Grandis, the amounts in this column reflect special non-equity incentive awards paid as approved by the Compensation Committee. For Mr. Julian and Mr. Kaiser, the amounts in this column reflect commission payments made in connection with his applicable commission plan at that time. For Mr. Londa, Mr. O’Leary and Mr. Julian, the amounts also include amounts paid as matching contributions by the Company on behalf of the named individual under the Company’s 401(k) plan.
- (3) Each of Messrs. Londa, Reznik, O’Leary, Julian and Grandis became Named Executive Officers on January 29, 2021 in connection with the completion of the Qualifying Transaction.
- (4) Mr. O’Leary ceased to be the Chief Operating Officer of the Company on June 30, 2022. Mr. Kaiser was appointed Chief Operating Officer of the Company as of July 1, 2022.
- (5) Reflects the salaries that Messrs. Londa, Reznik, O’Leary, Julian, Grandis and Kaiser received between the date of the Qualifying Transaction and December 31, 2021.
- (6) Messrs. Londa, O’Leary, Julian, Grandis and Kaiser are paid in U.S. dollars. Amounts are converted from U.S. dollars to Canadian dollars based on an exchange rate of CAD\$1.2678 per US\$1.00 as at December 31, 2021 and CAD\$1.3544 per US\$ 1.00 as at December 31, 2022.
- (7) The share-based awards set forth in this column reflect Shares that were granted to a rabbi trust for the benefit of Mr. O’Leary and Mr. Julian in connection with the completion of the Qualifying Transaction and restricted stock units awarded to Mr. Grandis following the completion of the Qualifying Transaction. The value of such awards is calculated using the price per Share used in connection with the Qualifying Transaction (\$2.25).
- (8) Mr. Londa does not receive any compensation for his services as a director of the Company.

Incentive Plan Awards

The following table sets forth, for the Named Executive Officer, all option-based and share-based awards outstanding at the end of the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards ⁽²⁾		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Peter Londa	239,088	1.35	Mar. 24, 2032	Nil	Nil	Nil	Nil
	238,600	2.10	Nov. 17, 2031	Nil			
	913,949	1.00	Dec.18, 2028	9,139			
George Reznik	117,363	1.35	Mar. 24, 2032	Nil	Nil	Nil	Nil
	406,200	1.00	Sept. 1, 2030	4,062			
Dermot O’Leary ⁽³⁾	177,135	1.35	Mar. 24, 2032	Nil	Nil	Nil	Nil
	176,900	2.10	Nov. 17, 2031	Nil			
	690,539	1.00	Dec.18, 2028	6,905			
Michael Grandis	80,714	1.35	Mar. 24, 2032	Nil	Nil	Nil	Nil
	52,500	2.10	Nov. 17, 2031	Nil			
	101,550	1.00	Dec.18, 2028	1,016			
	203,100	1.00	Sept.1, 2030	2,031			
Michael Julian	80,714	1.35	Mar. 24, 2032	Nil	Nil	Nil	153,226
	80,400	2.10	Nov. 17, 2031	Nil			
	304,650	1.00	Dec.18, 2028	3,047			
Gerard Kaiser ⁽³⁾	80,000	2.12	Aug.18, 2031	Nil	Nil	Nil	Nil
	50,000	2.25	Feb.9, 2031	Nil			

- (1) Based upon the difference between the closing market price of the Shares on the TSX on the last trading day on or before December 31, 2022, being \$1.01 per Share and the exercise price of the option.
- (2) The value of the share-based awards set forth in this column reflect Shares that were granted to a rabbi trust for the benefit of Mr. Julian in connection with the completion of the Qualifying Transaction. The value of such awards is calculated using the closing market price of the Shares on the TSX on the last trading day on or before December 31, 2022, being \$1.01 per Share.
- (3) Mr. O’Leary ceased to be the Chief Operating Officer of the Company on June 30, 2022. Mr. Kaiser was appointed Chief Operating Officer of the Company as of July 1, 2022.

The following table sets forth the value of option-based and share-based awards and non-equity incentive plan compensation vested or earned by the Named Executive Officers during the most recently completed financial year:

Name	Option-Based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards – Value Vested During the Year (\$) ⁽²⁾	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Peter Londa	144,054	Nil	247,658
George Reznik	70,713	Nil	38,793
Dermot O’Leary ⁽³⁾	106,726	Nil	97,983
Michael Grandis	48,631	166,667	50,485
Michael Julian	48,631	Nil	Nil
Gerard Kaiser ⁽³⁾	Nil	Nil	Nil

- (1) The aggregate value of the option-based awards vested during the financial year is based on the difference between the closing market price of the Shares on the TSX on the vesting date of the options and the exercise price of the options.

- (2) The share-based awards set forth in this column reflect restricted stock units awarded to Mr. Grandis following the completion of the Qualifying Transaction. The value of such awards is calculated using the price per Share used in connection with the Qualifying Transaction (\$2.25).
- (3) Mr. O’Leary ceased to be the Chief Operating Officer of the Company on June 30, 2022. Mr. Kaiser was appointed Chief Operating Officer of the Company as of July 1, 2022.

Pension Plan Benefits

The Company does not have a defined benefit plan or defined contribution plan. For employees located in the United States, the Company sponsors a 401(k) plan that provides for matching contributions by the Company up to 2% of contributions made by participating employees.

Termination and Change of Control Benefits

Except as described below, there are no contracts, agreements, plans or arrangements that provide for payments to the Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or its subsidiaries or a change in the Named Executive Officer’s responsibilities (excluding perquisites and other personal benefits if the aggregate of this compensation is less than C\$50,000).

The Company has a written employment agreement with each of the Named Executive Officers that provides for the payment of: lump-sum severance payments upon a termination of employment without cause (whether or not related to a change of control). The following table provides a summary of the estimated cost of terminating the employment contract of the Named Executive Officers without cause as of December 31, 2022, both without a change of control and following a change of control:

Name	Estimated cost of termination of contract by the Company without cause (without a change of control) (\$)	Estimated cost of termination of contract by the Company without cause following a change of control (\$)
Peter Londa	590,790	590,790
George Reznik	208,333	208,333
Dermot O’Leary ⁽¹⁾⁽²⁾	N/A	N/A
Michael Julian	165,914	165,914
Michael Grandis	219,751	219,751
Gerard Kaiser ⁽¹⁾	75,339	75,339

- (1) Mr. O’Leary ceased to be the Chief Operating Officer of the Company on June 30, 2022. Mr. Kaiser was appointed Chief Operating Officer of the Company on July 1, 2022.
- (2) No actual cost of termination of contract by the Company without cause was incurred pursuant to the resignation of Mr. O’Leary.

In addition to the costs referenced in the table above, any unvested option awards granted to any of the current Named Executive Officers referenced above shall become fully vested upon a termination of their employment without cause.

Compensation of Directors

During the most recently completed financial year, each director of the Company, who is not also a Named Executive Officer, was paid an annual retainer as follows:

Position	Annual Retainer Amount (\$)
Chair	37,500
Director (excluding the chair)	25,000
Committee chair	7,000
Committee members	3,500

The following table provides a summary of compensation provided to each director of the Company, who was not also a Named Executive Officer, for the most recently completed financial year:

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards⁽¹⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Laura Formusa	69,752	Nil	10,515	Nil	Nil	Nil	80,267
Francis Harvey	43,341	Nil	10,515	Nil	Nil	Nil	53,856
Tom Liston	43,341	Nil	10,515	Nil	Nil	Nil	53,856
John McEwen	52,822	Nil	10,515	Nil	Nil	Nil	63,337

- (1) The Company has chosen the Black-Scholes methodology to calculate the grant date fair value of option-based awards as it is the methodology used in the Company's financial statements. For the financial year ended December 31, 2022, no adjustments, amendments, calculations, replacements or significant modifications were made to the exercise price of options previously awarded to, earned by, or payable to the Director. All option-based awards are stock options granted under the LTIP. The fair value of option-based awards was determined as of the date of grant using the Black-Scholes option pricing model. The following assumptions were used for the year ended December 31, 2022; an expected life of 6.06 years; a risk-free interest rate of 0.39%; no expected dividends; and, 50% volatility in share price.

The following table sets forth, for each director who is not also a Named Executive Officer, all option-based and share-based awards outstanding at the end of the most recently completed financial year:

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$)⁽¹⁾	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Laura Formusa	17,452	1.35	Mar. 24, 2023	Nil	Nil	Nil	Nil
	15,500	2.10	Nov. 17, 2031	Nil			
	101,550	1.00	Dec. 18, 2028	1,016			
Francis Harvey	17,452	1.35	Mar. 24, 2023	Nil	Nil	Nil	Nil
	15,500	2.10	Nov. 17, 2031	Nil			
	101,550	1.00	Dec. 18, 2028	1,016			
Tom Liston	17,452	1.35	Mar. 24, 2023	Nil	Nil	Nil	Nil
	31,000	2.10	Nov. 17, 2031	Nil			
	12,189	1.64	Sept. 28, 2030	Nil			
John McEwen	17,452	1.35	Mar. 24, 2023	Nil	Nil	Nil	Nil
	31,000	2.10	Nov. 17, 2031	Nil			

- (1) Based upon the difference between the closing market price of the Shares on the TSX on the last trading day on or before December 31, 2022, being \$1.01 per Share and the exercise price of the option.

The following table sets forth the value of option-based and share-based awards and non-equity incentive plan compensation vested or earned by each director of the Company, who was not also a Named Executive Officer, during the most recently completed financial year:

Name	Option-Based Awards – Value Vested During the Year ⁽¹⁾ (\$)	Share-Based Awards – Value Vested During the Year (\$)	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Laura Formusa	10,515	Nil	Nil
Francis Harvey	10,515	Nil	Nil
Tom Liston	10,515	Nil	Nil
John McEwen	10,515	Nil	Nil

(1) The aggregate value of the option-based awards vested during the financial year is based on the difference between the closing market price of the Shares on the TSX on the vesting date of the options and the exercise price of the options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER SHARE COMPENSATION PLANS

The following table sets forth the compensation plans under which Shares are authorized for issuance, as of December 31, 2022, the Company’s most recently completed financial year end.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding option, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	6,898,077	\$1.06	2,021,111
Equity compensation plans not approved by securityholders	407,588	\$2.25	Nil
Total	7,305,665	\$1.13	2,021,111

Long Term Incentive Plan

The Company adopted its the Omnibus Long Term Incentive Plan on January 29, 2021 in connection with the completion of the Qualifying Transaction to replace the previous stock option plan of the Company, which was subsequently amended and restated on June 10, 2022 at a meeting of Shareholders. The following is a summary of certain material terms of the LTIP.

Under TSX rules, plans that are “evergreen plans”, which contain provisions which provide for the replenishment of the number of securities reserved when awards are exercised or settled, must be approved by shareholders upon adoption and every three years thereafter. The LTIP is an “evergreen plan” and the Company will next be required to seek approval of unallocated awards under the LTIP by the Company’s 2025 annual Shareholders’ meeting, provided such meeting occurs on or before June 10, 2025. Because the aggregate number of securities issuable under the LTIP to Insiders (as defined under TSX rules), is 15%, such persons are ineligible to vote in respect of approving the LTIP and will be excluded from that vote.

As of the date hereof, there are currently 6,841,453 awards outstanding under the LTIP and the prior stock option plan, representing 15.3% of the Company’s issued and outstanding securities as of the date hereof. As of the date hereof, 2,077,735 common shares remain available for grant as awards under the LTIP, representing 4.7% of the Company’s issued and outstanding securities as of the date hereof. For the fiscal year ended December 31, 2022, 1,219,646 awards were granted under the LTIP, representing a burn rate of 2.74%. From the date of the Qualifying Transaction to December 31, 2021, 1,185,593 awards were granted under the LTIP, representing a burn rate of 2.94%. The burn rate represents the total number of awards granted during that period, divided by the weighted average number of common shares outstanding during such period.

Summary of the LTIP

Purpose

The purpose of the LTIP is to provide the Company with a mechanism to attract, retain and motivate qualified employees, consultants and directors (“**Participants**”) of the Company and its designated affiliates, whose present and potential contributions are important to the success of the Company and its designated affiliates, by offering them an opportunity to participate in the Company’s future performance through share-based awards.

Type of Awards

The LTIP provides for the grant of options (“**Options**”), share appreciation rights (“**SARs**”), restricted share units (“**RSUs**”), performance share units (“**PSUs**”), deferred share units (“**DSUs**”) and other share-based awards (“**Other Share-Based Awards**” and together with the Options, SARs, RSUs, PSUs and DSUs, the “**Awards**”). All Awards will be granted by an agreement evidencing the terms of the Award granted under the LTIP (an “**Award Agreement**”).

Plan Administration

The LTIP will be administered by the Board of Directors, which may delegate its authority to the Compensation Committee (the “**Plan Administrator**”). The Plan Administrator has sole and complete authority, in its discretion, to:

- determine the Participants to whom grants of Awards under the LTIP may be made and it may not necessarily take into account whether previous grants were made when considering new grants;
- make grants of Awards under the LTIP, whether relating to the issuance of common shares or otherwise (including any combination of Awards), in such amounts, to such Participants and, subject to the provisions of the LTIP, on such terms and conditions as it determines, including, without limitation:
 - the time or times at which Awards may be granted;
 - the conditions under which: (A) Awards may be granted to Participants; or (B) Awards may be forfeited to the Company, including any conditions relating to the attainment of specified performance goals;
 - the number of common shares to be covered by any Award;
 - the price, if any, to be paid by a Participant in connection with the purchase of common shares covered by any Award;
 - whether restrictions or limitations are to be imposed on the common shares issuable pursuant to grants of any Award, and the nature of such restrictions or limitations, if any; and
 - any acceleration of exercisability or vesting, or waiver of termination regarding any Award, based on such factors as the Plan Administrator may determine;
 - determine whether each Option is to be an incentive stock option within the meaning of Section 422 of the Internal Revenue Code (“**ISO**”) or a non-qualified stock option;
 - determine whether each option is intended to be a qualifying option or a non-qualifying option for purposes of the Income Tax Act (Canada);
 - establish the form or forms of Award Agreements;
 - cancel, amend, adjust or otherwise change any Award under such circumstances as the Plan Administrator may consider appropriate in accordance with the provisions of the LTIP;
 - construe and interpret the LTIP and all Award Agreements;
 - adopt, amend, prescribe and rescind administrative guidelines and other rules and regulations relating to the LTIP, including rules and regulations relating to sub-plans established for the purpose of satisfying applicable foreign laws or for qualifying for favourable tax treatment under applicable foreign laws; and
 - make all other determinations and take all other actions necessary or advisable for the implementation and administration of the LTIP.

Common Shares Available for Awards

Subject to adjustments as provided for under the LTIP, the maximum number of common shares available for issuance pursuant to Awards granted under the LTIP, together with any other security-based compensation arrangements maintained by the Company, will not exceed twenty percent (20%) of the Company's total issued and outstanding common shares from time to time. The number of common shares reserved and available for issuance for ISOs cannot exceed 8,919,188 common shares.

The LTIP is considered to be an "evergreen" plan, since the common shares covered by Awards which have been exercised, settled or terminated will be available for subsequent grants under the LTIP and the total number of Awards available to grant increases as the number of issued and outstanding common shares increases.

Any common shares issued by the Company through the assumption or substitution of outstanding stock options or other equity-based awards from an entity acquired by the Company shall not reduce the number of common shares available for issuance pursuant to the exercise or settlement of Awards granted under the LTIP. Any common shares issued by the Company pursuant to an inducement award in accordance with Section 613(c) of the TSX Company Manual shall not reduce the number of common shares available for issuance under the LTIP.

Insider Participation Limit and Other Participation Limits

The aggregate number of common shares: (a) issuable to "Insiders" (as defined in the LTIP) at any time under all of the Company's security-based compensation arrangements may not exceed 15% of the Company's total issued and outstanding common shares; and (b) issued to Insiders within any one-year period, under all of the Company's security-based compensation arrangements may not exceed 15% of the Company's total issued and outstanding common shares.

The aggregate number of common shares issuable to any one Participant under all of the Company's security-based compensation arrangements shall not exceed ten percent (10%) of the issued and outstanding common shares.

Blackout Period

The exercise or settlement period of Awards shall automatically be extended if the date on which such Award is scheduled to expire falls during a blackout period imposed by the Company, or within five business days following the expiry of such blackout period. In such cases, unless the delayed expiration would result in tax penalties, the Award will expire 10 business days after the last day of the blackout period.

Description of Awards

Subject to the provisions of the LTIP and such other terms and conditions as the Plan Administrator may prescribe, including with respect to performance and vesting conditions, the Plan Administrator may, from time to time, grant the following types of Awards to any Participant.

Options

An Option entitles a holder thereof to purchase a common share at an exercise price set at the time of the grant, which exercise price must in all cases be not less than the Market Price on the date of grant. "Market Price" is defined as the closing price of the common shares on the TSX on the trading day immediately preceding the applicable date. Subject to any accelerated termination as set forth in the LTIP, each Option expires on its respective expiry date, which shall be no later than the 10th anniversary of the grant date. Each Option will vest and be exercisable in the manner set out in the applicable Award Agreement, subject to the Participant's Termination Date (as defined in the LTIP) not occurring prior to the date on which the Option vests, or as otherwise approved by the Plan Administrator. If the applicable Award Agreement does not specify the manner in which an Option will vest and be exercisable, the Option will vest and be exercisable in accordance with the following schedule: (i) twenty-five percent (25%) of the common shares underlying the Option will vest and become exercisable on the first anniversary of the Date of Grant; and (ii) the remaining seventy-five percent (75%) of the common shares underlying the Option will vest and become exercisable in 36 equal monthly instalments commencing one full calendar month after the first anniversary of the date of grant and monthly thereafter until the fourth anniversary of the date of grant, subject to the Participant's

Termination Date not occurring prior to the date on which the Option vests. The Plan Administrator may provide at the time of granting an Option that the exercise of that Option is subject to restrictions, in addition to those specified in the LTIP, such as vesting conditions relating to the attainment of specified performance goals.

The Plan Administrator has the right to accelerate the date upon which any Option becomes exercisable. The Plan Administrator may provide at the time of granting an Option that the exercise of that Option is subject to restrictions, in addition to those specified in the LTIP, such as vesting conditions relating to the attainment of specified performance goals.

Under the LTIP, the Plan Administrator may grant to certain Participants who are employees of the Company or one of its subsidiaries ISOs, which qualify for special tax treatment in the United States.

The Company may make arrangements through a broker approved by the Company whereby payment of the exercise price is accomplished through the proceeds of the sale of common shares exercisable upon exercise of the Option, or other cashless exercise.

In lieu of exercising a vested Option (other than an ISO), the Participant may elect to surrender to the Company all or part of the Option for cancellation for an amount equal to the Market Price of the common shares on the date of surrender less the exercise price (the “**in-the-money amount**”) and request that the in-the-money amount be satisfied in cash, in common shares with an aggregate Market Price equal to the “in-the-money amount”, or a combination of the two. Notwithstanding any election by the Participant to receive cash, the Company may choose to issue common shares in satisfaction of the in-the-money amount.

Share Appreciation Rights

The Plan Administrator is authorized to grant SARs in conjunction with the granting of Options, or on a stand-alone basis, to any Participant under the LTIP. Upon the exercise of a SAR, a Participant will be entitled to receive from the Company, common shares (rounded down to the nearest whole number) with an aggregate Market Price on the date of exercise equal to the product of: (a) the number of SARs or portion thereof exercised; and (b) the amount by which the Market Price of a common share on the date of exercise exceeds the SAR price, which will be no less than the Market Price on the grant date.

The vesting and exercise terms of the SAR will be set out in the Participant’s Award Agreement, subject to the Participant’s Termination Date not occurring prior to such date, or as otherwise approved by the Plan Administrator. Subject to any accelerated termination as set forth in the LTIP, each SAR expires on its respective expiry date, which shall be no later than the 10th anniversary of the grant date. The Plan Administrator may provide at the time of granting a SAR that the exercise of that SAR is subject to restrictions, in addition to those specified in the LTIP, such as vesting conditions relating to the attainment of specified performance goals.

Restricted Share Units

An RSU is a unit equivalent in value to a common share that does not vest until after a specified period of time, or satisfaction of other vesting conditions as determined by the Plan Administrator. Unless otherwise specified in an Award Agreement, all RSUs will vest on the 3rd anniversary of the date of grant, subject to the Participant’s Termination Date not occurring prior to the date on which RSUs vest, or as otherwise approved by the Plan Administrator.

Subject to the terms of the LTIP and except as otherwise provided in an Award Agreement, on the settlement date for any RSU, the Company will issue one fully paid and non-assessable common share for each vested RSU.

Performance Share Units

A PSU is a unit equivalent in value to a common share that does not vest unless certain performance criteria are met within a specified performance period, as determined by the Plan Administrator. The Plan Administrator will establish performance criteria prior to the grant date. The performance criteria may be applied to the Company as a whole, any affiliate of the Company or any business unit of the Company or any affiliate of the Company, either individually, alternatively or in any combination, and measured in either total, increments or cumulatively over the

specified performance period on an absolute basis or relative to a pre-established target, to previous years' results or to a designated comparison group. Subject to the Participant's Termination Date not occurring prior to the date on which PSUs vest, or as otherwise approved by the Plan Administrator, the Plan Administrator will determine the level of achievement and apply a performance multiplier between 0% and 200% based on the level of achievement of the applicable performance goals in order to determine the number of PSUs that will vest on a given vesting date.

Subject to the terms of the LTIP and except as otherwise provided in an Award Agreement, on the settlement date for any PSU, the Company will issue one fully paid and non-assessable common share for each vested PSU.

Deferred Share Units

A DSU is a unit equivalent in value to a common share that does not settle until a future date, generally upon termination of service with the Company. The number of DSUs (including fractional DSUs) granted at any particular time will be calculated by dividing (a) the amount of any compensation that is to be paid in DSUs by (b) the Market Price of a common share on the grant date.

The Plan Administrator may permit directors to elect to receive all or a portion of their annual retainer fees in the form of DSUs by delivering a duly completed election on the prescribed form no later than the last day of the Company's fiscal year with respect to annual retainer fees for the following fiscal year (provided that any new director may make an election within 30 days of becoming a director). Elections for a fiscal year are irrevocable and will remain in effect for subsequent fiscal years unless the director otherwise provides a new election. The number of DSUs to be credited to the director's account will be calculated by dividing the dollar amount on the date of grant to be received by the director in DSUs by the Market Price of a common share on such date. DSUs granted pursuant to this election will be immediately vested on the date of grant.

The Plan Administrator may apply vesting criteria to DSUs, except for DSUs elected to be received in lieu of annual retainer fees. Subject to the terms of the LTIP and except as otherwise provided in an Award Agreement, on the settlement date for any DSU, the Company will issue one fully paid and non-assessable common share for each vested DSU.

Dividend Equivalents

Unless otherwise determined by the Plan Administrator and set forth in the particular Award Agreement, RSUs, PSUs and DSUs will be credited with dividend equivalents in the form of additional RSUs, PSUs or DSUs (as applicable) as of each dividend payment date in respect of which normal cash dividends are paid on common shares. Dividend equivalents will vest in proportion to the Awards to which they relate and will be settled in the same manner as the Awards to which they relate.

Other Share-Based Awards

Each Other Share-Based Award shall consist of a right (a) which is other than an Award or right described above, and (b) which is denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, common shares (including, without limitation, securities convertible into common shares) as are deemed by the Plan Administrator to be consistent with the purposes of the LTIP; provided, however, that such right will comply with applicable law (including applicable securities laws and be subject to TSX approval (which may include the TSX requiring shareholder approval)). Subject to the terms of the LTIP and any applicable Award Agreement, the Plan Administrator will determine the terms and conditions of Other Share-Based Awards.

Adjustments

In the event of any subdivision or consolidation of common shares or any similar capital reorganization, payment of a stock dividend (other than a stock dividend that is in lieu of an ordinary course cash dividend), payment of an extraordinary dividend or any merger, arrangement or amalgamation or other transaction or reorganization involving the Company and occurring by exchange of common shares, by sale or lease of assets or otherwise, that does not constitute a change in control, the Plan Administrator will, subject to the required approval of any stock exchange, determine and authorize the appropriate amendments or replacements of any existing awards and/or the terms of any Award to be made in such circumstances in order to maintain proportionately the rights, value and

obligations of the participants in respect of awards under the LTIP, including, without limitation, permitting the immediate vesting of any unvested Awards.

Effect of Termination of Employment or Engagement on Awards

The following table describes the impact of a Participant's death or disability, termination without cause or due to resignation, retirement, termination for cause, and termination of directorships, subject, in each case, to the terms of a Participant's employment agreement, Award Agreement or other written agreement.

Termination Event	Treatment
Death or Disability	All Awards immediately vest. Any performance criteria assigned to an Award are deemed to have been met and the performance multiplier is deemed to be 100%. All Awards (other than Options and SARs) will settle in accordance with their terms. Options and SARs will be exercisable by the Participant or their estate, as applicable, until the earlier of (i) the expiry date and (ii) 12 months after the date of death or Termination Date, as applicable, after which they are forfeited and cancelled.
Termination of Employment or Services as a Consultant Other than for Cause or due to Resignation	Vested Awards (other than Options and SARs) will settle in accordance with their terms. Vested Options and SARs will be exercisable by the Participant until the earlier of (i) the expiry date and (ii) 90 days after the Termination Date, after which they are forfeited and cancelled. Unvested awards are immediately forfeited and cancelled.
Termination of Employment due to Retirement	Vested Awards (other than Options and SARs) will settle in accordance with their terms. Vested Options and SARs will be exercisable by the Participant until the expiry date. Unvested Awards continue to vest until the end of the year in which the employee retires. Unexercised and/or unsettled Awards are forfeited and cancelled if the Participant commences employment with a direct competitor or breaches any applicable restrictive covenants or fiduciary duties to the Company.
Termination of Employment or Services as a Consultant for Cause	All Awards will be forfeited and cancelled.
Termination of a Directorship for Breach of Fiduciary Duty	All Awards (except DSUs received in lieu of annual retainer fees) will be forfeited and cancelled.
Termination of a Directorship Other than for Death, Disability, or Breach of Fiduciary Duty	Awards (except DSUs received in lieu of annual retainer fees) may be exercised at the discretion of the Plan Administrator.

Notwithstanding the foregoing, the Plan Administrator may, in its discretion, permit the acceleration of vesting of any or all Awards or waive termination of any or all Awards.

Change in Control

Except as may be set forth in an employment agreement, Award Agreement or other written agreement between the Company or a subsidiary of the Company and the Participant which has been approved by the Chief Executive Officer (or where the Participant is the Chief Executive Officer, approved by the Plan Administrator) or as set out in the LTIP, the Plan Administrator may, without the consent of any Participant, take such steps as it deems necessary or desirable, including to cause:

- 1) the conversion or exchange of any outstanding Awards into or for, rights or other securities of substantially equivalent value, as determined by the Plan Administrator in its discretion, in any entity participating in or resulting from a "Change in Control" (as defined in the LTIP);
- 2) outstanding Awards to vest and become exercisable, realizable, or payable, or restrictions applicable to an Award to lapse, in whole or in part prior to or upon consummation of such Change in Control, and, to the extent the Plan Administrator determines, terminate upon or immediately prior to the effectiveness of such Change in Control;
- 3) the termination of an Award in exchange for an amount of cash and/or property, if any, equal to the amount that would have been attained upon the exercise or settlement of such Award or realization of the Participant's rights as of the date of the occurrence of the transaction net of any exercise price payable by the Participant (and, for the avoidance of doubt, if as of the date of the occurrence of the transaction, the Plan Administrator determines, in good faith, that no amount would have been attained upon the exercise or settlement of such Award or realization of the Participant's rights net of any exercise price payable by the Participant, then such Award may be terminated by the Company without payment);
- 4) the replacement of such Award with other rights or property selected by the Plan Administrator in its sole discretion; or
- 5) any combination of the foregoing.

In taking any of the foregoing actions, the Plan Administrator will not be required to treat all Awards similarly in the transaction.

Non-Transferability of Awards

Except as required by law, the rights of a Participant under the LTIP are not capable of being assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged to anyone other than the Participant's permitted assigns (as defined in applicable securities laws) unless otherwise approved by the Plan Administrator.

Amendment, Suspension, or Termination of the LTIP

The Plan Administrator may from time to time, without notice and without approval of the shareholders, amend, modify, change, suspend or terminate the LTIP or any Awards granted pursuant thereto as it in its discretion, determines appropriate, provided, however, that: (a) no such amendment, modification, change, suspension or termination may materially impair any rights of a Participant or materially increase any obligations of a Participant under the LTIP without the consent of the Participant, unless the Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable requirements; and (b) any amendment that would cause an Award held by a U.S. taxpayer to be subject to the additional tax penalty under the U.S. Internal Revenue Code will be null and void with respect to the U.S. taxpayer unless their consent is obtained.

Without limiting the generality of the foregoing, but subject to the below, the Plan Administrator may, without shareholder approval, at any time or from time to time, amend the LTIP or any Award for the purposes of:

- making any amendments to the general vesting provisions of each Award;
- making any amendment regarding the effect of termination of a participant's employment or engagement;
- making any amendments to add covenants of the Company for the protection of Participants, provided that the Plan Administrator must be of the good faith opinion that such additions will not be materially adverse to the rights or interests of the Participants;
- making any amendments not inconsistent with the LTIP as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Plan Administrator, having in mind the best interests of the Participants, it may be expedient to make, including amendments that are desirable as a result of changes in law in any jurisdiction where a Participant resides, provided that the Plan Administrator must

be of the opinion that such amendments and modifications will not be materially prejudicial to the interests of the Participants and non-employee directors; or

- any such changes or corrections which, on the advice of counsel to the Company, are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error.

Notwithstanding the foregoing and subject to any rules of the TSX, shareholder approval will be required for any amendment, modification or change that:

- increases the percentage of common shares reserved for issuance under the LTIP, except pursuant to the provisions in the LTIP which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Company or its capital;
- increases or removes the limit on common shares issuable or issued to Insiders;
- reduces the exercise price of an Award (for this purpose, a cancellation or termination of an Award of a Participant prior to its expiry date for the purpose of reissuing an Award to the same Participant with a lower exercise price shall be treated as an amendment to reduce the exercise price of an Award) except pursuant to the provisions in the LTIP which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Company or its capital;
- extends the term of an Award beyond the original expiry date (except where an expiry date would have fallen within a blackout period applicable to the Participant or within five business days following the expiry of such blackout period);
- permits Awards to be transferred to a person other than a permitted assign or for normal estate settlement purposes; or
- removes or reduces the range of amendments which require shareholder approval.

CORPORATE GOVERNANCE

The following is a discussion Company's corporate governance practices within the context of *National Instrument 58-101 – Disclosure of Corporate Governance Practices*.

Board of Directors

The Board has determined that each of Laura Formusa (Chair of the Board), Dr. Francis J. Harvey, Tom Liston, John McEwen and Greg Williams, being a majority of the directors, are "independent" within the meaning of NI 52-110. The Board has determined that Peter Londa is not independent by virtue of being the President and Chief Executive Officer of the Company.

Non-independent directors and members of management are excluded from a portion of each regularly scheduled meeting of the Board. There were seven (7) meetings of the Board in 2022.

Laura Formusa is an independent director and the Chair of the Board. The Company had adopted a position description for the Chair of the Board. As set forth in such position description, the responsibilities of the Chair of the Board include, but not limited to: (i) overseeing the Board's discharge of the duties assigned to it by law, in the constating documents of the Company and the Company's corporate governance guidelines; (ii) taking steps to foster the Board's understanding of its responsibilities and boundaries with management; (iii) overseeing the responsibilities delegated to Board committees, including, but not limited to, those relating to governance, performance evaluation and compensation, financial reporting and oversight of internal controls; (iv) assist in reviewing and monitoring the long-term business plan, strategies and policies of the Company and the achievement of its objectives; and (v) establish procedures to govern the effective and efficient conduct of the Board's work. The mandate of the Board (the "**Board of Directors Charter**"), which is attached to this Circular as Appendix "B", also specifies certain duties and responsibilities of the Chair.

Board Mandate

The text of the Board of Directors Charter is attached to this Circular as Appendix "B".

Position Descriptions

The Board has developed a position description for the Chair of the Board, and the written mandate for each committee of the Board contains written position descriptions for the chair of each committee. The Board and the President and Chief Executive Officer have developed a written position description for the role of Chief Executive Officer.

Orientation and Continuing Education

The Governance and Nominating Committee is responsible for overseeing the orientation of new directors. New directors will be provided with a comprehensive orientation and education program as to the nature and operation of the Company and its business, the role of the Board and its committees, and the contribution that an individual director is expected to make.

The Governance and Nominating Committee is also responsible for overseeing continuing education for directors that is designed to maintain or enhance the skills and abilities of the directors and to ensure that their knowledge and understanding of the Company's business remains current. In addition, the President and Chief Executive Officer reviews with the Board at each Board meeting the nature and operations of the business of the Company. The Board meets with other members of senior management of the Company periodically to review each of their specific areas of operations.

The chair of each committee is responsible for coordinating orientation and continuing director development programs relating to each committee's mandate. Members of the Board are encouraged to participate in seminars and other continuing education programs for directors. The auditors periodically review the emerging standards for corporate governance at meetings of the Audit Committee, and representatives of the Board meet with counsel to the Company to review corporate governance practices and the obligations of the Board.

Ethical Business Conduct

The Board has adopted a written code for the directors, officer and employees of the Company (the "Code"). The Governance and Nominating Committee is responsible for periodically updating the Code and, in conjunction with the Audit Committee or representatives thereof, monitoring, and review management's monitoring of, compliance with the Code.

A copy of the code of the Code is provided to each of the directors, officers and employees of the Company, and the Company intends to request that each certify that he/she has read the Code and that, to the best of his or her knowledge, information or belief, no breach of the Code has occurred except those instances reported by him or her for remedial action. This certification is to be provided annually. A copy of the Code will be provided to each new director, officer or employee.

No material change reports have been filed by the Company since January 1, 2022, being the beginning of the Company's most recently completed financial year, that pertain to any conduct of a director or executive officer that constitutes a departure from the code.

Each director and executive officer is required to disclose to the Board information regarding any transaction or agreement in respect of which that director or executive officer has a material interest and, in the case of a director, to abstain from voting on any matter in respect of such transaction or agreement. The Board may request the director to excuse himself or herself from the portion of any Board meeting at which such transaction or agreement is discussed.

The Board encourages and promotes a culture of ethical business conduct through leadership by example and thereby requires the President and Chief Executive Officer and each other executive officer to conduct himself in a manner that exemplifies ethical business conduct. Each director is entitled to engage outside advisors at the Company's expense in appropriate circumstances, such as in circumstances where concerns regarding unethical business conduct have arisen.

Nomination of Directors

The Governance and Nominating Committee is mandated to identify individuals qualified to be nominated as members of the Board, should the need arise. The Governance and Nominating Committee, which has the mandate of a nominating committee, is composed entirely of independent directors.

The mandate of the Governance and Nominating Committee delineates the purpose, procedures and responsibilities of the committee when discharging its duties, including its nomination duties, and is attached to this Circular as Appendix “C”.

Compensation

The written mandate of the Compensation Committee includes the responsibilities to: (i) at least annually, assess the compensation of the directors of the Board and make recommendations to the Board; (ii) from time to time, as appropriate, review with the chair of the Board and the Chief Executive Officer of the Company the long-term goals and objectives of the Company in relation to compensation; (iii) from time to time, as appropriate, review and revise the position description of the Chief Executive Officer and review and make recommendations to the Board with respect to the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and evaluate the Chief Executive Officer’s performance in light of those goals and objectives; and (iv) at least annually, review and make recommendations to the Board with respect to the compensation of the Chief Executive Officer and, based on the recommendation of the Chief Executive Officer, the other members of the executive management group, including salary, incentive compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements and change of control arrangements or provisions. The mandate of the Compensation Committee delineates the purpose, procedures and responsibilities of the committee when discharging its duties, and is attached to this Circular as Appendix “A”.

The Compensation Committee is composed entirely of independent directors. See this Circular under the heading “*Executive Compensation – Compensation Governance*” for a discussion on the process by which the compensation for officers is determined.

Board Committees

The Board has three committees: (i) the Audit Committee; (ii) the Compensation Committee; and (iii) the Governance and Nominating Committee. Beyond its responsibilities as a nominating committee, the Governance and Nominating Committee is responsible for, among other things: (i) developing the Company’s corporate governance policies and principles and providing governance leadership; (ii) monitoring compliance with the Code; (iii) reviewing the structure, composition and mandate of the Board committees; and (iv) evaluating the performance and effectiveness of the Board and of the Board committees.

Assessments

The Governance and Nominating Committee is responsible for, among other things, evaluating the performance and effectiveness of the Board and of the Board committees. The Governance and Nominating Committee must, among other things: (i) review periodically the competencies, skills and personal qualities required of directors in order to add value to the Company; (ii) review periodically the competencies, skills and personal qualities of each existing director, and the contributions made by the director to the effective operation of the Board and review any significant change in the primary occupation of the director; (iii) make recommendations for changes to the composition of the Board as it deems necessary or appropriate; (iv) annually assess the effectiveness of the Board as a whole, having regard for the mandate of the Board, and make recommendations to the Board regarding such assessment; (v) consider the performance of the incumbent members of the Board in determining whether to recommend that they be nominated for re-election, and evaluate and recommend termination of membership of individual directors in accordance with the Company’s constating documents for cause or other appropriate reasons; and (vi) review from time to time the charters of the committees of the Board and, if applicable, make recommendations regarding the charters to the Board and recommend timely changes in the role, size, composition and structure of Board committees.

Director Term Limits and Other Mechanisms of Board Renewal

The Company has not adopted term limits for directors because the Board believes the imposition of arbitrary term limits may result in an effective director being disqualified and discounts the value of experience and continuity. The Governance and Nominating Committee is responsible for assessing the effectiveness of the Board and board composition, including renewal, is one of the factors that such committee utilizes in its evaluation.

Diversity

Policies Regarding the Representation of Women on the Board

On March 25, 2021, the Company adopted a written board diversity policy (the “**Diversity Policy**”) which provides that the Company believes in diversity and values the benefits diversity can bring to the Board. Pursuant to the Diversity Policy, diversity includes gender, sexual preference, disability, age, ethnicity, business experience, functional expertise, stakeholder expectations, culture and geography.

Pursuant to the Diversity Policy, the Company will periodically assess the skills, experience, knowledge and backgrounds of its directors in light of the needs of the Board, including the extent to which the current composition of the Board reflects a diverse mix of skills, experience, knowledge and backgrounds, including an appropriate number of women directors. Since the adoption of the Diversity Policy, the Company has been complying with the objectives of the Diversity Policy.

The Company is committed to a merit-based system for Board composition, which reflects a diverse and inclusive culture where directors believe that their views are heard, their concerns are attended to and they serve in an environment where bias, discrimination and harassment on any matter are not tolerated. When identifying suitable candidates for appointment to the Board, the Company will consider candidates on merit against objective criteria and the needs of the Board and will consider the need to increase the number of women directors on the Board to meet the Company’s goal. When recruiting new candidates for appointment, search protocols will go beyond the networks of existing Board members and will incorporate diversity, including identification of female candidates, as a component. Any search firm engaged to assist the Board or the Governance and Nominating Committee in identifying candidates for appointment to the Board shall be directed to include women candidates and women candidates will be included in the Board’s evergreen list of potential Board nominees.

The Governance and Nominating Committee will consider whether to adopt targets for specific Board diversity characteristics in furtherance of the objectives of the Diversity Policy. The Governance and Nominating Committee will review the Diversity Policy at least every three years and assess its effectiveness in promoting a diverse Board which includes an appropriate number of women directors.

The Governance and Nominating Committee is responsible for monitoring compliance with the Diversity Policy. The Governance and Nominating Committee will evaluate the diversity on the Board and report to the Board with respect to the progress in achieving the objectives of the Diversity Policy.

Consideration of the Representation of Women in the Director Identification and Selection Process

In accordance with the Diversity Policy, the Governance and Nominating Committee considers the diversity of the Board, including the level of representation of women, as one of the factors in identifying and nominating candidates for election or re-election to the Board. The other factors that the Committee considers are: (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competencies and skills that the Board considers each existing director to possess; (iii) the competencies and skills each new nominee will bring to the Board; (iv) the time and energy of the proposed nominee to devote to the tasks; and (v) the understanding by the proposed nominee of the nature of the business and operations of the Company.

Consideration Given to the Representation of Women in Executive Officer Appointments

The Company considers diversity, including the level of representation of women, as one of the factors in making executive officer appointments. The Company also considers the skills and experience necessary for the position. Pursuant to the mandate of the Governance and Nominating Committee, which is attached to this Circular

as Appendix “C”, the Governance and Nominating Committee oversees the Company’s initiatives in promoting diversity in its overall workforce.

Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

The Company has not adopted a target regarding women on the Board. Diversity, including the level of representation by women, is one of the factors that the Governance and Nominating Committee considers in identifying and nominating candidates for election or re-election to the Board. The other factors that the Committee considers are described in “*Corporate Governance – Diversity - Consideration of the Representation of Women in the Director Identification and Selection Process*” above. The Governance and Nominating Committee believes all of these factors are relevant to ensure high functioning Board members and that establishing targets based upon only women may disqualify desirable director candidates.

The Company has not adopted a target regarding women in executive officer positions of the Company. Diversity, including the level of representation by women, is one of the factors that the Company considers in identifying executive officers. The other factors that the Company considers are described in “*Corporate Governance – Diversity - Consideration Given to the Representation of Women in Executive Officer Appointments*” above. The Company believes all of these factors are relevant to ensure appropriate executive officers and that establishing targets based upon only women may disqualify desirable executive officer candidates.

Number of Women on the Board and in Executive Officer Positions

As of the date of this Circular, one director of the Company (20%) is a woman. The Chair of the Board is a woman.

As of the date of this Circular, one executive officer of the Company (7.7%) is a woman.

Environmental, Social And Governance (ESG)

On June 14, 2022, the Company published its first annual ESG report in alignment with the Sustainability Accounting Standards Board (SASB) and the Task Force on Climate-related Financial Disclosures (TCFD) (the “**2021 ESG Report**”). The 2021 ESG Report highlights the ways in which the Company is working to create a sustainable and equitable future internally as well as for its growing user community of utilities, and describes the Company’s specific ESG goals and the steps taken to achieve such ESG goals.

Oversight of ESG matters, with the assistance of the Nominating and Governance Committee, is within the duties and responsibilities of the Board as set out in the Board of Directors Charter. In addition, the Audit Committee is responsible for the oversight of security risks and security trends, including cybersecurity and privacy risks, and may make recommendations to the Board regarding such risks, as set out in the Audit Committee Charter. Management reports to the Audit Committee and Board on a regular basis regarding risk factors impacting the Company, including cybersecurity-related matters and the steps being taken from time to time to mitigate such risk for the Company.

In 2021, the Company also took steps to develop the oversight structure needed to drive ESG throughout the Company, including the establishment of an ESG Working Group. The ESG Working Group includes senior leaders from across the Company and at least one member of the Board that meet to discuss and implement ESG strategies, set goals and monitor progress toward these goals, including climate-related initiatives and concerns, diversity, equity and inclusion matters, and data security and cybersecurity measures.

OTHER INFORMATION

Management Contracts

There are no management functions of the Company or any of its subsidiaries which are to any substantial degree performed by a person other than the directors or executive officers of the Company or such subsidiaries.

Indebtedness of Directors and Executive Officers

No director, executive officer or employee of the Company, no former director, executive officer or employee of the Company, no proposed nominee for election as a director of the Company, and no associate of any such director, executive officer or proposed nominee is, or at any time during the Company's most recently completed financial year was, indebted to the Company or any of its subsidiaries or indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, other than routine indebtedness.

Interest of Informed Persons in Material Transactions

To the knowledge of the Company, no informed person of the Company, nor any proposed director, nor any associate or affiliate of any informed person or proposed director, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries and that, directly or indirectly, involves remuneration for services.

Interest of Certain Persons in Matters to be Acted Upon

Except as described elsewhere in this Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as director of the Company, and no 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 upon at the Meeting other than the election of directors or the appointment of auditors.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the Company's most recently completed financial year. A copy of the Company's financial statements and management's discussion and analysis is available upon written request to the General Counsel, Chief Legal & Administrative Officer of the Company at 3555 Gilmore Way, Suite 200, Burnaby, British Columbia, V5G 0B3, Canada.

APPROVAL OF CIRCULAR

The undersigned hereby certifies that the contents and the sending of this Circular have been approved by the directors of the Company.

DATED at Burnaby, British Columbia, this 1st day of May, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Peter Londa"

Director, President and Chief Executive Officer

APPENDIX "A"
COMPENSATION COMMITTEE CHARTER

(See attached)



COMPENSATION COMMITTEE CHARTER

TABLE OF CONTENTS

	Page
I. PURPOSE	3
II. PROCEDURES	3
III. RESPONSIBILITIES	4
A. Compensation Policies	5
B. Compensation Consultants and Advisors	5
C. Compliance with Disclosure Requirements	5
D. General	5
E. Exceptions	5
F. This Charter	5

I. PURPOSE

The Compensation Committee (the “**Committee**”) is a standing committee appointed by the board of directors (“**Board**”) of Tantalus Systems Holding Inc. (the “**Company**”). The Committee shall assist the Board in discharging the Board’s oversight responsibilities relating to the compensation and retention of key senior management employees, and in particular the Chief Executive Officer of the Company, with the skills and expertise needed to enable the Company to achieve its goals and strategies at a fair and competitive compensation, including appropriate performance incentives.

II. PROCEDURES

1. *Number of Members* – The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three (3) Board members.
2. *Quorum* – The quorum of the Committee shall be at least two (2) members.
3. *Independence* – The Committee shall be constituted at all times of members who are “independent” within the meaning of National Instrument 58-101 – Disclosure of Corporate Governance Practices (“**NI 58-101**”). The Board will consider all relevant facts and circumstances in making a determination of independence for each director and, as appropriate, impose independence requirements more stringent than those provided for by NI 58-101 to the extent required by Canadian securities laws, including rules and policies promulgated by the TSX Venture Exchange (“**TSXV**”) or Toronto Stock Exchange (“**TSX**”).
4. *Appointment and Replacement of Committee Members* – Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by appointing another qualified director to the Committee. The Board shall fill any vacancy if the membership of the Committee is less than three (3) directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all of the Committee’s powers as long as a quorum remains in office. Subject to the foregoing, the members of the Committee shall be appointed by the Board annually and each member of the Committee shall remain on the Committee until his or her successor shall be duly appointed and qualified or his or her earlier resignation or removal.
5. *Committee Chair* – Unless a Chair of the Committee is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Committee Chair shall be responsible for leadership of the Committee, including preparing the agenda in consultation with other Committee members and members of management, presiding over the meetings, making Committee assignments and reporting to the Board following each meeting and as otherwise necessary or appropriate. If

the Committee Chair is not present at any meeting of the Committee, one of the other members of the Committee who is present shall be chosen by the Committee to preside at the meeting. The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

6. *Conflicts of Interest* – If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee, other than matters relating to the compensation of directors, that member shall be responsible for alerting the Committee Chair. If the Committee Chair faces a potential or actual conflict of interest, the Committee Chair shall advise the Chair of the Board. If the Committee Chair, or the Chair of the Board, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the Committee the member’s interest and shall not participate in consideration of the matter and shall not vote on the matter.
7. *Meetings* – The Committee shall meet regularly and as often as it deems necessary to perform the duties described herein in a timely manner, but not less than three (3) times a year. Meetings may be held at any time deemed appropriate by the Committee. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

III. **RESPONSIBILITIES**

1. The Committee shall:
 - a. at least annually, assess the compensation of the directors of the Board and make recommendations to the Board;
 - b. from time to time, as appropriate, review with the chair of the Board and the Chief Executive Officer of the Company the long-term goals and objectives of the Company in relation to compensation;
 - c. from time to time, as appropriate, review and revise the position description of the Chief Executive Officer and review and make recommendations to the Board with respect to the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and evaluate the Chief Executive Officer’s performance in light of those goals and objectives;
 - d. at least annually, review and make recommendations to the Board with respect to the compensation of the Chief Executive Officer and, based on the recommendation of the Chief Executive Officer, the other members of the executive management group, including salary, incentive compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements and change of control arrangements or provisions, and any special or supplemental benefits provided that the Committee will not be required to review or approve annual cash bonuses to employees of the Company other than the executive management group;
 - e. from time to time, as appropriate, review the Company’s policies on salary administration, pay and employment equity, basic incentive and total cash compensation, retirement benefits, and long-term incentives and recommending changes to the Board if appropriate; and
 - f. review management’s policies and practices for ensuring that the Company complies with legal prohibitions, disclosure and other requirements on making or arranging for personal loans and amending or extending any such loans or arrangements.

A. COMPENSATION POLICIES

1. The Committee shall review and recommend to the Board compensation policies and processes and any new incentive compensation and equity compensation plans of the Company or changes to any such plans now or hereafter existing and effective.

B. COMPENSATION CONSULTANTS AND ADVISORS

1. The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Company's expense.

C. COMPLIANCE WITH DISCLOSURE REQUIREMENTS

1. The Committee shall annually review and recommend approval to the Board (if deemed advisable) the disclosure of the Company's executive compensation included in the management information circular prepared in connection with the applicable meetings of shareholders, on the Company website and in other public disclosure or communications.

D. GENERAL

1. The Committee shall undertake on behalf of the Board such other compensation initiatives as may be necessary or desirable to contribute to the success of the Company and enhance shareholder value.
2. The Committee shall perform such other functions as required by law, the Company's constituting documents or the Board.

E. EXCEPTIONS

1. The Committee may delegate from time to time to any person or committee any of its responsibilities that may lawfully be delegated, provided that any authority to grant awards under compensation and equity plans may not be delegated to the Company's management or to any other person.

F. THIS CHARTER

The Committee shall review and reassess the adequacy of this Charter at least every three years and/or as required by applicable laws or by the TSXV or TSX. This Charter shall be posted on the Company's website.

APPENDIX "B"
BOARD OF DIRECTORS CHARTER

(See attached)



BOARD OF DIRECTORS CHARTER

TABLE OF CONTENTS

	Page
I. PURPOSE	3
II. DUTIES AND RESPONSIBILITIES OF THE BOARD	3
A. STRATEGY AND BUDGET	4
B. GOVERNANCE	4
C. BOARD AND COMMITTEE MEMBERS	4
D. CEO, CFO, OTHER EXECUTIVE OFFICERS AND COMPENSATION AND BENEFIT POLICIES	5
E. RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS	5
F. FINANCIAL REPORTING, AUDITORS AND TRANSACTIONS	6
G. LEGAL REQUIREMENTS AND DIALOGUE WITH STAKEHOLDERS	6
H. OTHER	6
III. BOARD CHAIR	6
A. APPOINTMENT OF THE BOARD CHAIR.....	6
B. DUTIES AND RESPONSIBILITIES OF THE BOARD CHAIR	7
IV. EVALUATION OF THE BOARD	8
V. OUTSIDE ADVISORS.....	8
VI. MEMBERSHIP	8
VII. PROCEDURES FOR MEETINGS	8
VIII. QUORUM AND VOTING	8
IX. SECRETARY.....	8
X. RECORDS	9
XI. REVIEW OF CHARTER.....	9

I. PURPOSE

The Board of Directors (the “**Board**”) of Tantalus Systems Holding Inc. (the “**Corporation**”) is responsible for the supervision of the management of the business and affairs of the Corporation. The Board shall act honestly and in good faith with a view to pursue the best interests of the Corporation, shall discharge its duties directly and through its various subcommittees that may exist from time to time and shall exercise the care, diligence and skill that reasonably prudent persons would exercise in comparable circumstances. The Board shall have the authority to delegate to subcommittees of the Board, provided however that the Board shall not delegate any power or authority required by any law, regulation, rule or stock exchange listing requirement to be exercised by the Board as a whole.

The composition and meetings of the Board are subject to the requirements set forth in the articles and by-laws of the Corporation, as well as in applicable laws and the rules of the TSX Venture Exchange (the “**TSXV**”) or Toronto Stock Exchange (the “**TSX**”), as is applicable. The present board of directors charter (“**Board Charter**”) is not intended to limit, enlarge or change in any way the responsibilities of the Board as determined by such articles, by-laws, applicable laws and the rules of the TSXV or TSX, as is applicable.

II. DUTIES AND RESPONSIBILITIES OF THE BOARD

In furtherance of its purpose, the Board assumes the following duties and responsibilities, some of which are initially reviewed and recommended by the applicable subcommittee of the Board (each, a “**Committee**”) to the full Board for approval:

A. STRATEGY AND BUDGET

1. Review and approve, as appropriate, the Corporation's mission and business vision.
2. Ensure a strategic planning process is in place and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business.
3. Approve the Corporation's annual operating and capital budgets.
4. Review and monitor the Corporation's performance with reference to the adopted business plan and budgets.
5. Review and approve material transactions and capital investments, not in the ordinary course of business.

B. GOVERNANCE

1. Oversee the Corporation's policies concerning business conduct, ethics, public disclosure of material information and other matters.
2. Oversee any charitable contributions made by the Corporation that are outside of normal course of business and exceeding \$25,000.
3. Develop, adopt, implement, review and enforce the Corporation's Code of Conduct, Majority Voting Policy, Disclosure, Confidentiality and Trading Policy and Whistleblower Policy and any other policies, charters, by-laws or similar documentation covering such related matters that may be adopted by the Board from time to time, and the actions, reports and recommendations received periodically from the Audit Committee, the Governance and Nominating Committee and the Compensation Committee with respect to the conduct of the business in compliance with such policies.

C. BOARD AND COMMITTEE MEMBERS

1. Identify individuals qualified to become Board members, considering, among other things, the size of the Board, the industry in which the Corporation operates, companies similar to the Corporation and the competencies and skills of directors and proposed directors and the nominees for election at the next annual meeting of shareholders of the Corporation.
2. Approve the nomination of directors to the Board and its Committees, as well as:
 - a. ensure that the requisite number of the Corporation's directors have no direct or indirect material relationship with the Corporation that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and determine who, in the reasonable opinion of the Board, are "independent" in accordance with the foregoing and applicable legislation, regulations and stock exchange listing requirements (including, for greater certainty, the rules and regulations of the TSXV or TSX, as is applicable);
 - b. develop appropriate qualifications/criteria for the selection of Board members, including criteria for determining director independence; and
 - c. appoint the chair of the Board (the "**Board Chair**"), the members of each Committee and the chair of each Committee (each a "**Committee Chair**"), in consultation with the members of the relevant Committee.
3. Determine the directors' remuneration for Board and Committee service while ensuring that the Corporation's compensation policy for directors reflects realistically the time spent, responsibilities and risks involved in being an effective director.
4. Assess annually the effectiveness and contribution of the Board.

5. Identify individuals qualified to become members of the audit committee of the Board (the “**Audit Committee**”) in light of the independence, financial literacy, accounting or related financial management experience and other membership requirements set forth under applicable laws, rules, regulations and stock exchange listing requirements (including, for greater certainty, the rules and regulations of the TSXV or TSX, as is applicable).
6. Provide a comprehensive orientation program for new directors to the Board and continuing education opportunities for all directors to ensure that directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.
7. Develop written position descriptions for the Board Chair and the respective Committee Chairs of each Committee.
8. Review and discuss with each of the Committees the appropriateness of their respective charters and any changes to such charters which may be recommended by such Committee to the Board.

D. CEO, CFO, OTHER EXECUTIVE OFFICERS AND COMPENSATION AND BENEFIT POLICIES

1. Appoint the executive officers of the Corporation including, but not limited to, the Chief Executive Officer (the “**CEO**”) and the Chief Financial Officer (the “**CFO**” and together with the CEO and the other executive officers, as appropriate, the “**Executive Officers**”).
2. Develop a written position description for the role of the CEO.
3. Develop the corporate goals and objectives that each Executive Officer is responsible for meeting and review the performance of each Executive Officer against such corporate goals and objectives.
4. Evaluate, in conjunction with the Compensation Committee, the performance of each Executive Officer in relation with the corporate and, as applicable, personal objectives set by the Board.
5. Approve, upon recommendation of the Compensation Committee, the Corporation’s compensation and benefits policies or any changes thereto for Executive Officers.
6. Approve, by the independent directors, all forms of compensation for the Executive Officers.
7. Ensure, upon recommendation of the Compensation Committee, that the Corporation’s compensation and benefits policies create and reinforce good conduct, ethical behaviour and promote reasonable risk taking.
8. Satisfy itself as to the integrity of the Executive Officers and senior management and that the Executive Officers and senior management create a culture of integrity throughout the organization.
9. Provide stewardship in respect of succession planning, and approve, as may be required, (i) the succession plan with respect to the positions of the Executive Officers, and (ii) the appointment, training and monitoring of the Executive Officers and senior management.

E. RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS

1. Identify and assess the principal risks of the Corporation’s business, and ensure the implementation of appropriate systems to manage these risks.
2. Ensure the integrity of the Corporation’s internal control system and management information systems and the safeguarding of the Corporation’s assets.
3. Review, approve and, as required, oversee compliance with the Corporation’s disclosure, confidentiality and trading policy (regarding corporate disclosure and confidentiality) (the “**Disclosure, Confidentiality and Trading**”).

Policy”) by directors, Executive Officers, other members of management and employees of the Corporation, as well as such other persons that may, from time to time, have a relationship with the Corporation.

4. Review and approve the Corporation’s internal and external policies for overseeing, communicating and disseminating information with, among others, shareholders, other stakeholders, analysts and the public, the whole in accordance with the Disclosure, Confidentiality and Trading Policy.

5. Review and oversee the Corporation’s internal controls over financial reporting and its disclosure controls and procedures.

6. Review and approve the Corporation’s code of conduct and business ethics (the “**Code**”) with the purpose of promoting integrity and deterring wrongdoing, and encouraging and promoting a culture of ethical business conduct and, as required, oversee compliance with the Code by directors, Executive Officers, other members of management and employees of the Corporation, as well as such other persons that may, from time to time, have a relationship with the Corporation and reviewing any waivers or violations of such Code.

F. FINANCIAL REPORTING, AUDITORS AND TRANSACTIONS

1. Review and approve, as required, after they have been recommended for approval by the Audit Committee, the Corporation’s annual and interim financial statements, MD&A, prospectus-type documents, earnings press releases (including financial outlook, future-oriented financial information and other forward-looking information) and other disclosure material or related financial information before such information is publicly filed in accordance with the Disclosure, Confidentiality and Trading Policy.

2. Appoint the external auditor of the Corporation (including compensation and the terms and review of their engagement), based on the recommendation of the Audit Committee and subject to the approval of the shareholders of the Corporation, as well as remove the external auditor of the Corporation as the case may be.

3. As appropriate, establish appropriate limits on the authority delegated to the Executive Officers and other members of management of the Corporation to manage the business and affairs of the Corporation.

G. LEGAL REQUIREMENTS AND DIALOGUE WITH STAKEHOLDERS

1. Oversee the adequacy of the Corporation’s processes to ensure compliance by the Corporation with applicable legal and regulatory requirements.

2. Establish appropriate measures for receiving feedback from stakeholders.

H. OTHER

1. Review, approve and, as required, oversee, with the assistance of the Nominating and Governance Committee, the compliance with the Corporation’s environmental, social, health and safety, governance and ethics policies and guidelines that may be established by the Board, from time to time, by the Corporation’s directors, Executive Officers, other members of management and employees of the Corporation, as well as such other persons that may, from time to time, have a relationship with the Corporation.

2. Perform any other function as prescribed by law or as not delegated by the Board to one of the Committees or to management of the Corporation.

III. BOARD CHAIR

A. APPOINTMENT OF THE BOARD CHAIR

The Board shall annually appoint the Board Chair from among the Corporation’s directors following the annual meeting of shareholders of the Corporation.

B. DUTIES AND RESPONSIBILITIES OF THE BOARD CHAIR

The Board Chair leads the Board in all aspects of its work and is responsible for effectively managing the affairs of the Board and ensuring that the Board is properly organized and functions efficiently.

More specifically, the Board Chair shall, in addition to any responsibilities that may be attributed to him/her pursuant to a written position description established for the Board Chair, with respect to:

1. Strategy
 - a. provide leadership to enable the Board to act effectively in carrying out its duties and responsibilities as described in this Board Charter and as otherwise may be appropriate; and
 - b. work with the Executive Officers to monitor progress on the business plan, annual budgets, policy implementation and succession planning.
2. Board structure and management
 - a. chair the meetings of the Board;
 - b. in consultation with the Executive Officers, the corporate secretary of the Corporation (or such other individual or Executive Officer serving in such capacity) (the “**Corporate Secretary**”) and the relevant Committee Chairs, as appropriate, determine the frequency, dates and locations of the meetings of (i) the Board, (ii) the Committees, and (iii) the shareholders of the Corporation;
 - c. in consultation with the Executive Officers and the Corporate Secretary, review the meeting agendas to ensure all required business is brought before the Board to enable it to efficiently carry out its duties and responsibilities;
 - d. ensure the Board has the opportunity, if and when required, to meet separately without non-independent directors and members of management of the Corporation present;
 - e. ensure, in consultation with the relevant Committee Chairs, that all items requiring Board and Committee approval are appropriately tabled;
 - f. ensure the proper flow of information to the Board and review, with the Executive Officers and the Corporate Secretary, the adequacy and timing of materials in support of management’s proposals;
 - g. in conjunction with the relevant Committee (and Committee Chairs), review and assess the directors’ meeting attendance records and the effectiveness and performance of the Board, the Committees (and their respective Committee Chairs) and individual directors;
 - h. ensure that the Board works in a cohesive manner and enable open communication among its members; and
 - i. ensure that the Board is provided with the resources, including external advisers and consultants to the Board as considered appropriate, to permit it to carry out its responsibilities and bring to the attention of the Board Chair and the CEO any issues that are preventing the Board from being able to carry out its responsibilities.
3. Shareholders
 - a. chair the annual and any special meeting of the shareholders of the Corporation; and
 - b. ensure that all business that is required to be brought before a meeting of shareholders of the Corporation is brought before such meeting.

IV. EVALUATION OF THE BOARD

The Board shall, on an annual basis, evaluate and review its performance as a whole, while taking into account this Board Charter.

The Board shall, from time to time, as it deems appropriate, evaluate and review the performance of each individual director, Committee and Committee Chairs while taking into account: (i) in the case of an individual director, the competencies and skills each individual director is expected to contribute to the Board, (ii) in the case of the Committees as a whole, the relevant committee charter or policy, and (iii) in the case of Committee Chairs, the applicable position description(s).

V. OUTSIDE ADVISORS

The Board shall have the authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Board in the performance of its functions. The Corporation shall provide appropriate funding for such advisors as determined by the Board.

VI. MEMBERSHIP

The majority of the directors shall, pursuant to applicable laws, rules, regulations and stock exchange listing requirements (including, for greater certainty, the rules and regulations of the TSXV or TSX, as is applicable): (i) meet the independence requirements; and (ii) have the required experience and qualifications as determined by the Board from time to time.

VII. PROCEDURES FOR MEETINGS

The Board shall fix its own procedure at meetings and for the calling of meetings. Meetings of the Board will be held quarterly, or more frequently, as required. Independent directors may meet before or after each Board meeting or more often if required. The independent directors shall decide, at each Board meeting, whether an *in camera* meeting without the non-independent directors and management present, as applicable, is appropriate at such meeting.

The Board may invite any of the Corporation's officers, employees, advisors or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

Directors are expected to attend all meetings of the Board and of the Committees (if applicable) and review, in advance, the meeting materials.

The proceedings and deliberations of the Board and the Committees are confidential. Each director shall maintain, at all times, the confidentiality of all information received in his or her capacity as a director of the Corporation.

VIII. QUORUM AND VOTING

The majority of the Board shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Board Chair is absent, the Board will, by majority vote, select another director to preside the meeting. At a duly convened meeting, any question shall be decided by a majority of the votes cast.

IX. SECRETARY

Unless otherwise determined by resolution of the Board, the Corporate Secretary or his/her delegate shall act as the secretary of the Board and shall be tasked with taking minutes of the meetings of the Board and do such other things as may be requested by the Board, from time to time.

X. RECORDS

The Board shall keep such records as it may deem necessary of its proceedings.

XI. REVIEW OF CHARTER

The Board shall review and assess the adequacy of this Board Charter at least every three years and at such other times as it considers appropriate, and shall make such changes to this Board Charter as it considers necessary or appropriate.

**APPENDIX “C”
GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

(See attached)



GOVERNANCE AND NOMINATING COMMITTEE CHARTER

TABLE OF CONTENTS

	Page
I. PURPOSE	3
II. PROCEDURES	3
III. RESPONSIBILITIES	4
A. Board Composition and Director Nominations	4
B. Succession Planning and Development	5
C. Corporate Governance and Diversity	5
D. Director Protection	6
E. Business and Ethical Conduct	6
F. Director Orientation and Continuing Education	6
G. Board Evaluations	6
H. Operations of the Board	6
I. Compliance with Disclosure Requirements	6
J. General	7
K. Exceptions	7
IV. THIS CHARTER	7

I. PURPOSE

The Governance and Nominating Committee (the “**Committee**”) is a standing committee appointed by the board of directors (“**Board**”) of Tantalus Systems Holding Inc. (the “**Company**”). The Committee is responsible for, among other things as may be delegated by the Board from time to time:

- A. developing our corporate governance policies and principles and providing governance leadership;
- B. identifying individuals qualified to be nominated as members of the Board;
- C. overseeing director orientation and continuing education;
- D. monitoring compliance with the Company’s code of business conduct (the “**Code of Business Conduct**”);
- E. reviewing the structure, composition and mandate of the Board committees; and
- F. valuating the performance and effectiveness of the Board and of the Board committees.

II. PROCEDURES

1. *Number of Members* – The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three (3) Board members.
2. *Quorum* – The quorum of the Committee shall be at least two (2) members.
3. *Independence* – The Committee shall be constituted at all times of members who are “independent” within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”). The Board will consider all relevant facts and circumstances in making a determination of independence for each director and, as appropriate, impose independence requirements more stringent than those provided for by NI 58-101 to the extent required by Canadian securities laws, including rules and policies promulgated by the TSX Venture Exchange (“**TSXV**”) and the Toronto Stock Exchange (“**TSX**”).

4. *Appointment and Replacement of Committee Members* – Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by appointing another qualified director to the Committee. The Board shall fill any vacancy if the membership of the Committee is less than three (3) directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all of the Committee’s powers as long as a quorum remains in office. Subject to the foregoing, the members of the Committee shall be appointed by the Board annually and each member of the Committee shall remain on the Committee until his or her successor shall be duly appointed and qualified or his or her earlier resignation or removal.
5. *Committee Chair* – Unless a Chair of the Committee is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Committee Chair shall be responsible for leadership of the Committee, including preparing the agenda in consultation with other Committee members and members of management, presiding over the meetings, making Committee assignments and reporting to the Board following each meeting and as otherwise necessary or appropriate. If the Committee Chair is not present at any meeting of the Committee, one of the other members of the Committee who is present shall be chosen by the Committee to preside at the meeting. The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.
6. *Conflicts of Interest* – If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee that member shall be responsible for alerting the Committee Chair. If the Committee Chair faces a potential or actual conflict of interest, the Committee Chair shall advise the Chair of the Board. If the Committee Chair, or the Chair of the Board, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the Committee the member’s interest and shall not participate in consideration of the matter and shall not vote on the matter.
7. *Meetings* – The Committee shall meet regularly and as often as it deems necessary to perform the duties described herein in a timely manner, but not less than three (3) times a year. Meetings may be held at any time deemed appropriate by the Committee. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

III. RESPONSIBILITIES

A. BOARD COMPOSITION AND DIRECTOR NOMINATIONS

1. The Committee shall:
 - a. identify and recommend to the Board qualified nominees for election or appointment, as the case may be, as directors;
 - b. review from time to time the size of the Board;
 - c. develop and review periodically standards to be applied in making determinations as to the presence or absence of material relationships between a director and the Company and management and make recommendations to enable the Board to function independently of management;
 - d. review periodically the competencies, skills and personal qualities required of directors in order to add value to the Company, in light of:
 - i. the opportunities and risks facing the Company and the Company’s proposed strategy;

- ii. the need to ensure that for purposes of the composition of the Board a majority of the directors are independent directors; and
 - iii. the Company's corporate governance policies and Board policies with respect to director tenure, retirement and succession, diversity and the number of boards on which directors may sit;
- e. review periodically the competencies, skills and personal qualities of each existing director, and the contributions made by the director to the effective operation of the Board and review any significant change in the primary occupation of the director;
 - f. make recommendations for changes to the composition of the Board as it deems necessary or appropriate; and
 - g. recruit and consider candidates for director, including any candidates nominated by shareholders, having regard for the independence, background, employment and qualifications of possible candidates and the alignment of such candidate's competencies, skills and personal qualities with the Company's needs and shareholders' interests.
 - h. perform the above items (a) – (g) with the objective to maintain the composition of the Board in a way that provides, in the judgment of the Board, the best mix of skills and experience to provide for the overall stewardship of the Company.

B. SUCCESSION PLANNING AND DEVELOPMENT

- 1. The Committee shall periodically review with the Chair of the Board and the Chief Executive Officer the succession plans relating to the position of the Chief Executive Officer and generally with respect to other senior positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
- 2. The Committee shall review plans in respect of an unexpected incapacitation of the Chief Executive Officer.
- 3. The Committee shall oversee the Company's talent management activities with respect to its senior or potential senior positions, including, without limitation, any education and training programs and initiatives with respect to such employees in light of applicable succession planning and the selection of individuals to occupy these positions.

C. CORPORATE GOVERNANCE AND DIVERSITY

- 1. The Committee is responsible for considering matters of corporate governance and reviewing periodically, the Company's approach to governance issues and its corporate governance policies and, if applicable, recommending to the Board changes to the same.
- 2. In the event a director submits a resignation for consideration by the Board pursuant to a Board policy, the Committee will recommend to the Board whether or not to accept it.
- 3. The Committee shall assess any shareholder proposals to be included in the management information circular prepared in connection with any applicable meeting of shareholders and make appropriate recommendations to the Board.
- 4. The Committee shall oversee the Company's initiatives in promoting diversity in each of its Board and overall workforce, and shall oversee applicable Board and/or workforce diversity policies, programs and initiatives.

D. DIRECTOR PROTECTION

1. The Committee shall assess the director and officer insurance policy of the Company and make recommendations for its renewal or amendment, or the replacement of the insurer.
2. Subject to applicable law and the constating documents of the Company, the Committee is responsible for administering all policies and practices of the Company with respect to the indemnification of directors by the Company and for approving or, in the Committee's sole discretion, recommending that the Board approve, all payments made pursuant to such policies and practices.

E. BUSINESS AND ETHICAL CONDUCT

1. The Committee shall establish and update periodically a Code of Business Conduct for employees, officers and directors of the Company and, in conjunction with the Audit Committee of the Board or representatives thereof, as applicable, monitor, and review management's monitoring of, compliance with the Company's Code of Business Conduct.

F. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

1. The Committee shall oversee the orientation of new directors to familiarize them with the Company's business and operations, including the Company's reporting structure, strategic plans, significant financial, accounting and risk issues and compliance programs and policies, management and the external auditors as well as the expectations of serving as a director. The Committee shall also oversee ongoing educational opportunities for all directors.

G. BOARD EVALUATIONS

1. The Committee shall periodically review and make recommendations to the Board for changes to the mandate for the Board and the position descriptions for the Chair of the Board and other director roles.
2. The Committee shall annually assess the effectiveness of the Board as a whole, having regard for the mandate of the Board, and make recommendations to the Board regarding such assessment.
3. The Committee shall consider the performance of the incumbent members of the Board in determining whether to recommend that they be nominated for re-election, and evaluate and recommend termination of membership of individual directors in accordance with the Company's constating documents for cause or other appropriate reasons.

H. OPERATIONS OF THE BOARD

1. The Committee shall make recommendations respecting succession planning for the Chair of the Board and, in the event of a change in the Chair of the Board, shall make recommendations to the Board respecting the appointment of a new Chair of the Board.
2. The Committee shall review from time to time the charters of the committees of the Board and, if applicable, make recommendations regarding the charters to the Board and recommend timely changes in the role, size, composition and structure of Board committees.

I. COMPLIANCE WITH DISCLOSURE REQUIREMENTS

1. The Committee shall annually review and recommend approval to the Board (if deemed advisable) the disclosure of the Company's corporate governance practices included in the management information circular prepared in connection with the applicable meetings of shareholders, on the Company website and in other public disclosure or communications.

J. GENERAL

1. The Committee shall undertake on behalf of the Board such other corporate governance or nominating initiatives as may be necessary or desirable to enable the Board to provide effective corporate governance for the Company and to otherwise contribute to the success of the Company and enhance shareholder value.
2. The Committee shall perform such other functions as required by law, the Company's constituting documents or the Board.

K. EXCEPTIONS

1. The Committee may delegate from time to time to any person or committee any of its responsibilities that may lawfully be delegated.

IV. THIS CHARTER

The Committee shall review and reassess the adequacy of this Charter at least every three years and/or as required by applicable laws or by the TSXV or TSX. This Charter shall be posted on the Company's website.