



PLURILOCK SECURITY INC.

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Vancouver, BC, V6E 0C3
Telephone: (888) 776-9234

INFORMATION CIRCULAR

as at May 16, 2023
(except as otherwise indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Plurilock Security Inc. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders (the “Shareholders”) to be held on June 30, 2023 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to the “Company”, “we” and “our” refer to Plurilock Security Inc. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. “Registered Shareholder” means the person whose name appears on the central securities register maintained by or on behalf of the Company and who holds Common Shares in his or her own name.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Notice-and-Access

Notice-and-Access means provisions (“Notice-and-Access Provisions”) concerning the delivery of proxy-related materials to Shareholders found in section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”), in the case of Registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), in the case of Beneficial (“Non-Registered”) Shareholders, which allow an issuer to deliver an information circular forming part of proxy-related materials to Shareholders via certain specified electronic means provided that the conditions of NI 51-102 and NI 54-101 are met.

Notice-and-Access Provisions are a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to registered holders and beneficial owners of securities by posting such materials on a non-SEDAR website (usually the reporting issuer’s website and sometimes the transfer agent’s website) rather than delivering such materials by mail. Notice-and-Access Provisions can be used to deliver materials for both special and general meetings. Reporting issuers may still choose to

continue to deliver such materials by mail, and beneficial owners are entitled to request delivery of a paper copy of the information circular at the reporting issuer's expense.

Use of Notice-and-Access Provisions reduces paper waste and mailing costs to the issuer. To utilize Notice-and-Access Provisions to deliver proxy-related materials by posting an information circular (and if applicable, other materials) electronically on a website that is not SEDAR, the Company must send a notice to Shareholders, including Non-Registered Shareholders, indicating that the proxy-related materials have been posted on website and explaining how a Shareholder can access them or obtain from the Company, a paper copy of the information circular. This Circular has been posted in full on the Company's website at <https://www.plurilock.com/company/shareholder-meetings/> and is also available for viewing under the Company's SEDAR profile at www.sedar.com.

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least 40 days prior to the meeting in order to ensure there is sufficient time for the Circular to be posted on the applicable website and other materials to be delivered to Shareholders. The requirements of that notice, which require the Company to provide basic information about the Meeting and the matters to be voted on, explain how a Shareholder can obtain a paper copy of the Information Circular and any related financial statements and Management Discussion and Analysis ("MD&A"), and explain the Notice-and-Access Provisions process, have been built into the Notice of Meeting. The Notice of Meeting has been delivered to Shareholders by the Company, along with the applicable voting document (a form of proxy in the case of Registered Shareholders or a voting instruction form in the case of Non-Registered Holders).

The Company will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of its information circular with the notice to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No Shareholder will receive a paper copy of the information circular from the Company or any intermediary unless such Shareholder specifically requests the same.

The Circular is available for review at <https://www.plurilock.com/company/shareholder-meetings/>, being the website address to the Company's AGM page. Any Shareholder who wishes to obtain a paper copy of the Circular, should contact the Company at 1021 West Hastings Street, MNP Tower, 9th Floor, Vancouver, British Columbia V6E 0C3 or call Toll Free: (888) 776-9234. A Shareholder may also use the toll-free number noted above to obtain additional information about Notice-and-Access Provisions. To ensure that a paper copy of the Circular can be delivered to a requesting Shareholder in time for them to review the Circular and return a proxy or voting instruction form prior to the Proxy Deadline, it is strongly suggested such Shareholder's request is received by the Company no later than **Friday, June 9, 2023.**

In accordance with the requirements of NI 54-101, the Company distributes copies of the Notice of Meeting and the form of proxy (collectively, the "notice package") to the Depository and Intermediaries for onward distribution to Beneficial Shareholders. The Company does not send the notice package directly to Beneficial (Non-Registered) Shareholders. Intermediaries are required to forward the notice package to all Beneficial Shareholders for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "Proxy") are officers and/or directors of the Company. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint**

a person or company other than either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

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

1. each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
2. any amendment to or variation of any matter identified therein, and
3. any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

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

1. complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or by hand to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1; or
2. use a touch-tone phone to transmit voting choices to the toll-free number given in the proxy. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll-free number, the holder's account number and the proxy access number; or
3. log onto Computershare's website at www.investorvote.com. Registered Shareholders must follow the instructions provided on the website and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In either case you must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Company's board of directors (the "**Board**") at its discretion without notice. **Please note that in order to vote your Common Shares in person at the Meeting, you must attend the Meeting and register with the Scrutineer before the Meeting. If you have already submitted a Proxy, but choose to change your method of voting and attend the Meeting to vote, then you should register with the Scrutineer before the Meeting and inform them that your previously submitted proxy is revoked and that you personally will vote your Common Shares at the Meeting.**

Beneficial Shareholders

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

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

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

There are two kinds of Beneficial Shareholders - those who object to their name being made known to the issuers of securities which they own (called "OBOs" for "*Objecting Beneficial Owners*") and those who do not object to the issuers of the securities they own knowing who they are (called "NOBOs" for "*Non-Objecting Beneficial Owners*").

These securityholder materials are sent to both registered and non-registered (beneficial) owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("Broadridge") in Canada and in the United States. Broadridge mails a Voting Instruction Form ("VIF") in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), different from the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right insert the name of your desired representative (which may be you) in the blank space provided in the VIF. Once you have completed and signed your VIF return it to Broadridge by mail or facsimile, or deliver your voting instructions to Broadridge by phone or via the internet, in accordance with Broadridge's instructions. Broadridge tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to: (a) have your Common Shares**

voted at the Meeting as per your instructions; or (b) have an alternate representative chosen by you duly appointed to attend and vote your Common Shares at the Meeting.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the “BCA” and the “Act”), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

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

1. executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or duly authorized attorney, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
2. personally attending the Meeting and voting the Registered Shareholder’s Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company was incorporated under the *Business Corporations Act* (British Columbia) on July 5, 2018 as Libby K Industries Inc. The Company subsequently changed its name to Plurilock Security Inc. on September 16, 2020.

The Board has fixed May 16, 2023, as the record date (the “**Record Date**”) for determining persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Shares voted at the Meeting.

The Common Shares are listed on the TSX Venture Exchange (the “**TSXV**”) under stock symbol “PLUR” and the Company is authorized to issue an unlimited number of Shares without par value. As of May 16, 2023, a total of 87,328,732 Common Shares without par value issued and outstanding, each carrying the right to one vote. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

Only Registered Shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of 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.

FINANCIAL STATEMENTS

The consolidated audited financial statements of the Company for the financial year ended December 31, 2022, the report of the auditor thereon and the related management’s discussion and analysis will be placed before Shareholders at the Meeting for their consideration. No formal action will be taken at the Meeting to approve the financial statements. If any Shareholder has questions regarding such financial statements, such questions may be brought forward at the Meeting. Copies of the consolidated audited financial statements are available through the internet on SEDAR, which can be accessed at www.sedar.com.

NUMBER OF DIRECTORS

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at six (6). An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

Management recommends the approval of setting the number of directors of the Company at six (6).

ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

Management of the Company proposes to nominate all of the current directors of the Company, as set out in the table below, for election by the Shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years⁽¹⁾	Director Since	Number of Shares Owned⁽¹⁾
Blake Corbet Director British Columbia, Canada	Chief Corporate Development Officer of BBTV Holdings Inc. (March 2021 - Present); Managing Director and co-Head of Investment Banking (November 2010 - February 2021)	January 31, 2023	100,000 ⁽²⁾
William Hammersla⁽⁹⁾⁽¹⁰⁾ Director Maryland, USA	Chief Executive Officer of Utilidata, Inc. (February 2017 - January 2018)	September 17, 2020	14,126 ⁽³⁾
Robert Kiesman⁽⁸⁾⁽¹⁰⁾ Chairman and Director British Columbia, Canada	Owner of Vancouver Corporate Solutions Inc. (July 2020 – Present); Owner & Chief Legal Officer of Valley Personnel Ltd. (May 2017 - June 2022); Owner & President of Kaien Finance Corp. Inc. (Sept 1994 - Present)	July 5, 2018	674,625 ⁽⁴⁾
Michael McConnell⁽⁸⁾⁽⁹⁾ Director Virginia, USA	Advisor of Secuonix, Inc. (March 2023 - Present); Director of IronNet Cybersecurity, Inc. (September 2016 - Present); Member of Security Board Member of Nokia Corporation (February 2017 - Present); Member of Advisory Board of 1Kosmos Block ID (February 2017 - Present) Member of Security Board of Nokia Corporation (February 2017 - Present); Advisor of Booz Allen Hamilton Inc. (July 2014 - Present)	September 17, 2020	136,299 ⁽⁵⁾
Ian Paterson⁽¹⁰⁾ CEO and Director British Columbia, Canada	CEO of Plurilock Security Solutions, Inc. (June 2017 - Present).	September 17, 2020	1,882,622 ⁽⁶⁾
Jennifer Swindell⁽⁸⁾ Director Idaho, USA	Advisory Board Member, Toffler Associates, Inc (September 2021-Present); Director of Maxana Inc. (May 2022 - Present); Senior Vice President and General Manager, Perspecta (June 2020 - June 2021); Senior Vice President, Booz Allen Hamilton (April 2014 - June 2020)	April 29, 2022	68,160 ⁽⁷⁾

Notes:

1. Information has been furnished by the respective nominees individually.
2. Mr. Corbet also holds options to purchase 300,000 Common Shares at a price of \$0.15, expiring on January 31, 2033 and warrants to purchase 100,000 Common Shares.
3. Mr. Hammersla also holds options to purchase 300,000 Common Shares at a price of \$0.34 expiring on October 27, 2030 and option to purchase 100,000 Common Shares at a price of \$0.56 expiring on March 05, 2031.
4. 25,000 Common Shares are held indirectly through Skeena Gold Fishing Ltd., a company of which Mr. Kiesman is the sole director and 55,000 Common Shares are held by an individual whose securities are under the control and direction of Mr. Kiesman. Ms. Kiesman also holds options to purchase 138,750 Common Shares at a price of \$0.20 expiring on February 8, 2024 and options to purchase 750,000 Common Shares at a price of \$0.34 expiring on October 27, 2030.
5. Mr. McConnell also holds options to purchase 300,000 Common Shares at a price of \$0.34 expiring on October 27, 2030 and warrants to purchase 71,428 Common Shares.
6. Mr. Paterson also holds options to purchase 1,050,000 Common Shares at a price of \$0.34 expiring on October 27, 2030; options to purchase 600,000 Common Shares at a price of \$0.35 expiring on December 8, 2030; options to purchase 450,000 Common Shares at a price of \$0.52 expiring November 12, 2031; options to purchase 200,000 Common Shares at a price of \$0.15, expiring January 13, 2033 and warrants to purchase 411,863 Common Shares.

7. Ms. Swindell holds options to purchase 300,000 Common Shares at a price of \$0.26 expiring April 29, 2032 and warrants to purchase 35,714 Common Shares.
8. Member of the Audit Committee.
9. Member of the Compensation Committee.
10. Member of the M&A Advisory Committee.

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

Management recommends the election of each of the nominees listed above as a director of the Company.

Cease Trade Orders

No proposed director of the Company is, as at the date of this Information Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company that:

1. was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
2. was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days 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.

Bankruptcies

No proposed director of the Company is, as at the date of this Circular, or has been within 10 years before the date of this Circular, 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.

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

Penalties or Sanctions

No proposed director of the Company has been subject to:

1. any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

2. any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Mazars Canada LLP, Chartered Professional Accountants, 1200 - 215 rue Saint-Jacques, Montreal, Quebec (“**Mazars Canada LLP**”) will be nominated at the Meeting for appointment as auditor of the Company. Mazars Canada LLP were appointed auditor of the Company on September 15, 2021.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Mazars Canada LLP as auditor of the Company until the close of the next annual general meeting.

AUDIT COMMITTEE DISCLOSURE

Under National Instrument 52-110 Audit Committees (“NI 52-110”), a reporting issuer is required to provide disclosure annually with respect to its audit committee, including the text of its audit committee charter, information regarding composition of the audit committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to its audit committee (the “Audit Committee”).

The Audit Committee Charter

The full text of the Company’s audit committee charter (the “**Audit Committee Charter**”) is attached as Schedule “B” to the Company’s information circular dated November 30, 2019 and filed on SEDAR at www.sedar.com.

Composition of the Audit Committee

The following persons are members of the audit committee:

Robert Kiesman	Independent	Financially Literate
Michael McConnell	Independent	Financially Literate
Jennifer Swindell (Chair)	Independent	Financially Literate

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the Board’s reasonable opinion, interfere with the exercise of a member’s independent judgement.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements presenting a breadth and level of complexity of accounting issues generally comparable to the breadth and complexity of issues one can reasonably expect to be raised by the Company. All Audit Committee members are considered to be financially literate.

Relevant Education and Experience

Each member of the Company’s Audit Committee has adequate education and experience relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that provides the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
2. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
3. an understanding of internal controls and procedures for financial reporting.

Robert Kiesman

Robert Kiesman is a private business owner and corporate lawyer who specialized in securities law and mergers & acquisitions for eight years (2009 to 2017) with Stikeman Elliott LLP in Vancouver. He has served as board chairman of the Steveston Harbour Authority since 2011. He also served as Vice Chair of the board of directors of the Provincial Health Services Authority, a public health authority with an annual budget of over \$4 billion until December 31, 2021. He served as a director and Audit Committee chair of Powerband Solutions Inc. (TSX-V:PBX) in 2018 and was a director of Four Arrows Capital Corp. (TSX-V:AROW) until December 2022. He is also a director of Beyond Oil Ltd. (CSE:BOIL). Mr. Kiesman has a law degree from the University of British Columbia and a BA in Political Studies from Trinity Western University.

Michael McConnell

Mr. McDonnell previously served as the Director of National Security Agency of the United States under President Clinton and President George H.W. Bush, then US Director of National Intelligence under President George W. Bush and President Obama, managing an organization of 100,000 people with annual budget of \$47.0B. Vice Admiral McConnell also served as the head of the intelligence business at Booz Allen Hamilton Inc. (NYSE: BAH) before retiring as Vice Chairman. He currently serves on the board of directors for several companies. He twice received the nation's highest award for service in the intelligence community, once by President Clinton and once by President W. Bush. Vice Admiral McConnell holds an M.P.A. from George Washington University and has been awarded four honorary doctorate degrees, the most recent from the University of South Florida.

Jennifer Swindell

With over 25 years of strategic business development and risk assessment experience, Ms. Swindell last served as the Senior Vice President and General Manager of Perspecta's Trusted Solutions Group, where she led corporate strategic initiatives and provided life-cycle security services support for U.S. government agencies within the Department of Defense and Department of Homeland Security. Previously, she worked for Booz Allen Hamilton for 19 years, rising from Associate to Senior Vice President in increasingly larger roles serving Defense, Homeland Security and Law enforcement agencies. Ms. Swindell also served in the U.S. Navy as a Special Operations Officer.

Ms. Swindell currently serves as an advisory board member for Toffler Associates, Inc. She holds a Bachelor's degree in Economics from Wesleyan University, an MBA from Duke University's Fuqua School of Business, and attended Executive Education classes in Strategy and Innovation at Massachusetts Institute of Technology's Sloan School of Business.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 – De Minimis Non-Audit Services or an exemption from NI 52-110, in whole or in part, granted under Part 8 – Exemptions.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter, a copy of which is attached as Schedule "B" to the to the Company's information circular dated November 30, 2019 and filed on SEDAR at www.sedar.com. Those procedures include the requirement that the Audit Committee to pre-approve any non-audit services to be provided by the Company's external Auditor, such pre-approval being waived under specified circumstances.

During the financial year ended December 31, 2022, the Audit Committee pre-approved a number of specific non-audit services, namely, tax advisory services.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audit services provided by the Company's former auditor, Deloitte LLP, and the Company's current auditor, Mazars Canada LLP (the "Auditors") to the Company to ensure auditor independence for the year ended December 31, 2022. Fees incurred with the Auditors, for audit and non-audit services in the two most recently completed financial years ended December 31, 2022 and December 31, 2021 are outlined in the table below:

Financial Period Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
2022	\$300,205	\$102,779	\$95,135	Nil
2021	\$172,421	\$287,057	\$38,114	Nil

Notes:

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

Exemption

The Company is a "venture issuer" as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (Composition of Audit Committee) and 5 (Reporting Obligations).

CORPORATE GOVERNANCE

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“NI 58-101”) requires issuers to disclose their corporate governance practices and National Policy 58-201 - *Corporate Governance Guidelines* (“NP 58-201”) provides guidance on corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the company’s shareholders. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the Board’s opinion, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its independent supervision over management of the Company through frequent meetings of the Board at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

Management is delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company’s internal control processes and management information systems. The Board reviews executive compensation and recommends stock option grants.

The independent members of the Board are William Hammersla, Jennifer Swindell and Michael McConnell. Messrs. Paterson and Kiesman are not independent as they are officers of the Company.

Directorships

Certain members of the Board are currently serving on boards of directors of other reporting companies (or equivalent) as set out below:

Name of director	Name of Reporting Issuer	Exchange
Robert Kiesman	Beyond Oil Ltd.	CSE

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Company does not have a formal process or committee for proposing new nominees for election to the Board. The nominees proposed are generally the result of recruitment efforts by the members of the Board, including both formal and informal discussions among the members of the Board.

Compensation

The Compensation Committee is responsible for making recommendations to the Board with respect to compensation for the directors and officers of the Company. The Board has the ability to adjust and approve such compensation. The current members of the Compensation Committee are Messrs. Hammersla and McConnell.

Other Board Committees

In addition to the Audit Committee and Compensation Committee, the Board also has an M&A Advisory Committee.

M&A Advisory Committee

The M&A Advisory Committee is a committee of the Board that has a mandate to advise the management team on matters relating to potential and actual merger and acquisitions. The M&A Advisory Committee is an advisory committee only, and has no decision-making authority.

The current members of the M&A Advisory Committee are Robert Kiesman (Chair), Ian Paterson and Ed Hammersla. The members of the M&A Advisory Committee do not receive any compensation for their participation.

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and the Audit Committee on an ongoing basis.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Statement of Executive Compensation:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

“NEO” or “named executive officer” means:

1. each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
2. each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
3. in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000; and
4. each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

Director and Named Executive Officer Compensation

During the financial years ended December 31, 2022, and December 31, 2021, the NEOs of the Company were: Ian L Paterson, CEO and director, Roland Sartorius, CFO and Corporate Secretary and Philip de Souza, President of the Company’s wholly-owned subsidiary, Aurora Systems Consulting, Inc (“ASC”).

The Directors of the Company (who were not NEOs) during the financial year ended December 31, 2022 were: Robert Kiesman, Barry Carlson, Mike McConnell, Ed Hammersla and Jennifer Swindell. The Directors of the Company (who were not NEOs) during the financial year ended December 31, 2021 were: Robert Kiesman, Barry Carlson, Mike McConnell, Ed Hammersla and Molly Falconer de Ramel (deceased).

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company for the two most recently completed financial years ended December 31, 2022, and December 31, 2021. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” in this Form.

Table of Compensation, Excluding Compensation Securities in Financial Years ended December 31, 2022, and December 31, 2021

Table of Compensation, Excluding Compensation Securities for the Financial Year Ended December 31, 2022							
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Ian L. Paterson ⁽¹⁾ CEO and Director	2022	241,650	75,000	Nil	Nil	3,765	320,415
	2021	184,246	65,844	Nil	Nil	Nil	250,090
Roland Sartorius ⁽²⁾ CFO and Corporate Secretary	2022	180,000	Nil	Nil	Nil	2,765	182,765
	2021	155,000	37,500	Nil	Nil	Nil	195,500

Table of Compensation, Excluding Compensation Securities for the Financial Year Ended December 31, 2022							
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Philip de Souza ⁽³⁾ President of ASC	2022	216,221	65,079	Nil	Nil	400	281,700
	2021	183,750	92,264	Nil	Nil	2,823	278,837
Robert Kiesman ⁽⁴⁾ Chairman of the Board and Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Barry Carlson ⁽⁵⁾ Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
William Hammersla ⁽⁶⁾ Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Michael McConnell ⁽⁷⁾ Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Jennifer Swindell ⁽⁸⁾ Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Molly Falconer de Ramel ⁽⁹⁾ Former Director	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Paterson was appointed CEO and Director effective September 17, 2020. 100% of Ian’s compensation is attributed to his position as CEO. Mr. Paterson did not receive any compensation for his position as a Director.
- (2) Mr. Sartorius was appointed CFO and Corporate Secretary effective September 17, 2020.
- (3) Mr. de Souza was appointed President of the Company’s US subsidiary, Aurora Systems Consulting Inc. effective April 01, 2021.
- (4) Mr. Kiesman was appointed to the Board of Directors (the “Board”) on July 5, 2018 and was CEO from July 5, 2018 to September 17, 2020.
- (5) Mr. Carlson was appointed to the Board on September 17, 2020 and resigned on July 29, 2022.
- (6) Mr. Hammersla was appointed to the Board on September 17, 2020.
- (7) Mr. McConnell was appointed to the Board on September 17, 2020.
- (8) Appointed to the Board of Directors on April 29, 2022.
- (9) Ms. Falconer de Ramel was appointed to the Board on March 14, 2021 and deceased on October 24, 2021.

Stock Options and Other Compensation Securities

Fixed Share Option Plan (Option-Based Awards)

The Company has a 20% fixed share option plan dated for reference October 26, 2020, which was amended by the Board on June 1, 2022 and approved for continuation by Shareholders at the Company’s annual general meeting held on July 29, 2022 (the “**Option Plan**”).

The material terms of the Option Plan are set forth below. Capitalized terms used but not otherwise defined below shall have the meanings ascribed to such terms in the Option Plan.

1. Service Provider – Service Providers are eligible for awards of Options under the Option Plan. “**Service Provider**” means a person who is a bona fide Director, Officer, Employee, Management Company Employee, Consultant or Company Consultant, and also includes a company, 100% of the share capital of which is beneficially owned by one or more Service Providers.
2. Maximum Plan Shares – The maximum aggregate number of Common Shares that may be reserved for issuance under the Option Plan at any point in time is 14,299,448 Common Shares, less any Common Shares reserved for issuance under Share Compensation Arrangements.
3. Limitations on Issue - The following restrictions on issuances of Options are applicable under the Option Plan:
 - (i) no Service Provider can be granted an Option if that Option would result in the total number of Options, together with all other Share Compensation Arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the Outstanding Shares, unless the Company has obtained “**Disinterested Shareholder Approval**” (as defined in the Option Plan to mean approval evidenced by a majority of the votes cast by all the Shareholders at a duly constituted Shareholders’ meeting, excluding votes attached to Common Shares beneficially owned by Insiders of the Company who are Service Providers or their Associates);
 - (ii) the aggregate number of Options, together with any other Share Compensation Arrangement, granted to all Investor Relations Service Providers in any 12-month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSXV (or NEX, as the case may be);
 - (iii) the aggregate number of Options granted, together with any other Share Compensation Arrangements, granted to any one Consultant in any 12 month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSXV (or the NEX, as the case may be);
 - (iv) Investor Relations Services Providers may not receive any Security Based Compensation other than Options; and
 - (v) For Security Based Compensation granted or issued to Employees, Consultants or Management Company Employees, the Issuer and the Participant are responsible for ensuring and confirming that the Participant is a bona fide Employee, Consultant or Management Company Employee, as the case may be.
4. Maximum Percentage to Insiders – Subject to Disinterested Shareholder Approval, the aggregate number of Common Shares reserved for issuance to Insiders of the Company under the Option Plan, together with any other Share Compensation Arrangements, cannot exceed 10% of the Outstanding Shares.
5. Maximum Percentage to Insiders within any 12-month period - Subject to Disinterested Shareholder Approval, the number of Common Shares issued to Insiders of the Company within any 12-month period under the Option Plan, together with any other Share Compensation Arrangements, cannot exceed 10% of the Outstanding Shares.
6. Exercise Price – The Exercise Price of an Option will be set by the Board at the time such Option is allocated under the Option Plan, and cannot be less than the Discounted Market Price (as defined in TSX Venture Exchange Policy 1.1).

7. Vesting of Options - Vesting of Options shall be at the discretion of the Board and, with respect to any particular Options granted under the Plan, in the absence of a vesting schedule being specified at the time of grant, Options shall vest immediately. Where applicable, vesting of Options will generally be subject to:
- (i) the Service Provider remaining employed by or continuing to provide services to the Company or any of its Affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its Affiliates during the vesting period; or
 - (ii) the Service Provider remaining as a Director of the Company or any of its Affiliates during the vesting period.
8. Vesting of Options Granted to Investor Relations Service Providers - Options granted to Investor Relations Service Providers will vest such that:
- (i) no more than 25% of the Options vest no sooner than three months after the Options were granted;
 - (ii) no more than 25% of Options vest no sooner than six months after the Options were granted;
 - (iii) no more than 25% of Options vest no sooner than nine months after the Options were granted; and
 - (iv) the remainder of the Options vest no sooner than 12 months after the Options were granted.
9. Term of Option – The term of an Option will be set by the Board at the time such Option is allocated under the Option Plan. An Option can be exercisable for a maximum of 10 years from the Effective Date.
10. Optionee Ceasing to be a Director, Employee or Service Provider – Options may be exercised after the Service Provider has left his/her employ/office or has been advised by the Company that his/her services are no longer required or his/her service contract has expired, until the term applicable to such Options expires, except as follows:
- (i) in the case of the death of an Optionee, any vested Option held by him/her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;
 - (ii) an Option granted to any Service Provider (excluding Service Providers conducting Investor Relations Activities) will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option) after the date the Optionee ceases to be employed by or provide services to the Company, and only to the extent that such Option was vested on the date the Optionee ceased to be so employed by or to provide services to the Company;
 - (iii) an Option granted to any Investor Relations Service Provider will expire 30 days after the date the Optionee ceases to be employed by or provide services to the Company, and only

to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company; and

- (iv) in the case of an Optionee being dismissed from employment or service for Cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.
11. Non-Assignability of Options – Except in the case of death of an Optionee, all Options will be exercisable only by the Optionee to whom they are granted and will not be assignable or transferable.
12. Amendment of the Option Plan by the Board of Directors - Subject to the requirements of the TSXV Policies and the prior receipt of any necessary Regulatory Approval, the Board may in its absolute discretion amend, or modify the Option Plan or any Option granted as follows:
- (i) it may make amendments which are of a typographical, grammatical or clerical nature only;
 - (ii) amendments of a housekeeping nature;
 - (iii) it may change the vesting provisions of an Option granted pursuant to the Option Plan, subject to prior written approval of the TSXV, if applicable;
 - (iv) it may change the termination provision of an Option granted pursuant to the Option Plan which does not entail an extension beyond the original Expiry Date of such Option or 12 months from termination;
 - (v) it may make amendments necessary as a result in changes in securities laws applicable to the Company or any requested changes by the TSXV;
 - (vi) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSXV, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
 - (vii) it may make such amendments as reduce, and do not increase, the benefits of the Option Plan to Service Providers.
13. Amendments Requiring Disinterested Shareholder Approval - The Company will be required to obtain Disinterested Shareholder Approval prior to any of the following actions becoming effective:
- (i) the Option Plan, together with all of the Company's other previous Share Compensation Arrangements, could result at any time in:
 - a) the aggregate number of Common Shares reserved for issuance under Options granted to Insiders exceeding 10% of the Outstanding Shares;
 - b) the number of Common Shares issued to Insiders within a 12-month period exceeding 10% of the Outstanding Shares; or
 - c) the issuance to any one Optionee, within a 12-month period, of a number of Common Shares exceeding 5% of the Outstanding Shares; or

- (ii) any reduction in the Exercise Price or extension of the exercise period of an Option previously granted to an Insider.
14. Take Over Bid - If a Take Over Bid is made to the Shareholders generally then the Company shall immediately upon receipt of notice of the Take Over Bid, notify each Optionee currently holding an Option of the Take Over Bid, with full particulars thereof whereupon such Option may, notwithstanding other applicable vesting requirements or any vesting requirements set out in the Option Commitment, be immediately exercised in whole or in part by the Optionee, subject to approval of the TSXV (or the NEX, as the case may be) for vesting requirements imposed by the TSXV Policies.
15. Black-out Period - The Option Plan also contains provision for a “Black-out Period”. Should the Expiry Date for an Option fall within a Black-out Period, such Expiry Date shall, subject to approval of the TSXV (or the NEX, as the case may be), be automatically extended without any further act or formality to that day which is the tenth (10th) Business Day after the end of the Black-out Period, such tenth (10th) Business Day to be considered the Expiry Date for such Option for all purposes under the Option Plan. The tenth (10th) Business Day period referred to herein may not be extended by the Board. “**Black-out Period**” is defined in the Option Plan to mean an interval of time during which the Company has determined that one or more participants may not trade any securities of the Company because they may be in possession of undisclosed material information pertaining to the Company, or when in anticipation of the release of quarterly or annual financials, to avoid potential conflicts associated with a company’s insider-trading policy or applicable securities legislation, (which, for greater certainty, does not include the period during which a cease trade order is in effect to which the Company or in respect of an Insider, that Insider, is subject).

Cashless Exercise – The Option Plan also contains a “cashless exercise” or “net exercise” basis. “Cashless exercise” is a method of exercising stock options in which a securities dealer loans funds to the option holder or sells the same shares as those underlying the option, prior to or in conjunction with the exercise of options, to allow the option holder to fund the exercise of some or all of their options. “Net exercise” is a method of option exercise under which the option holder does not make any payment to the issuer for the exercise of their options and receives on exercise a number of shares equal to the intrinsic value (current market price less the exercise price) of the option valued at the current market price. The current market price must be the 5-day volume weighted average trading price prior to option exercise. “Net exercise” may not be utilized by persons performing investor relations services.

The foregoing summary of the Option Plan is not complete and is qualified in its entirety by reference to the Option Plan, which is available on the Company’s SEDAR profile at www.sedar.com

Employee Share Purchase Plan (*Share-Based Awards*)

The Company has an Employee Share Purchase Plan dated effective June 16, 2022, which was approved by Shareholders at the Company’s annual general meeting held on July 29, 2022 (the “**ESPP**”).

The purpose of the ESPP is to advance the long-term interests of the Company by providing employees with the opportunity and incentive, through equity-based compensation, to acquire an ownership interest in the Company, and to promote a greater alignment of interests between employees and shareholders of the Company. The ESPP allows employees of the Company and its subsidiaries to participate in the ESPP (such employees are referred to herein as “**Members**”).

The material terms of the ESPP are set forth below. Capitalized terms used but not otherwise defined below shall have the meanings ascribed to such terms in the ESPP.

Each Member will have the option to contribute, through payroll deductions to the ESPP in each pay period, an amount which is not more than the lesser of (i) the Member's RRSP dollar limit (within the meaning of the *Income Tax Act* (Canada)), and (ii) 18% of the taxpayer's earned income for the preceding taxation year, determined in accordance with the provisions of the *Income Tax Act* (Canada), in each case divided by 12. The Company shall contribute an amount equal to \$1.50 for every \$10.00 contributed by such Member. A Participating Company may, in its absolute discretion, cease making contributions, or lower the amount of the contribution, at any time and without prior notice to the Member. The Company will appoint a third party to administer the ESPP.

Common Shares will be purchased, in an amount equal to the Member's contribution (less any requisite statutory withholding), from the Company at the price per share of the average of the daily high and low prices of board lots of Company Shares sold on the TSXV during the last five days on which such sales took place ending on the 15th day of the calendar month following the calendar month in which the contribution were made by the members for the purchase of such shares or dividends or other income were received for the accounts of the Members.

Any Common Shares purchased under the ESPP shall be restricted from trading for period of 12 months from the date of purchase.

The Board may terminate, amend, or modify the ESPP at any time subject to obtaining any necessary approval of any applicable regulatory authority including, without limitation, the TSXV, and if required, shareholder approval. However, the Board may amend the ESPP without shareholder approval in certain circumstances, including to clarify any provision of the ESPP, to amend provision respecting administration of the ESPP; to implement changes necessary for tax efficiencies, to amend the Member contribution provisions of the Plan, and to amend the number or percentage of Common Shares contributed by the Company.

The foregoing summary of the ESPP is not complete and is qualified in its entirety by reference to the Option Plan, which is available on the Company's SEDAR profile at www.sedar.com

Outstanding Compensation Securities

The following table sets forth incentive stock options (option-based awards) pursuant to the Company's Option Plan granted to each Director and NEO by the Company during the financial year ended December 31, 2022:

Compensation Securities							
Name and position	Type of security	Number of securities, number of underlying securities, (and percentage of class) ⁽¹⁾	Date of issue or grant ⁽²⁾ M/D/Y	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$) ⁽³⁾	Expiry date ⁽²⁾
Jennifer Swindell ⁽⁴⁾ Director	Options	300,000 (3%)	04-20-2022	\$0.26	\$0.26	\$0.13	2032-04-29

Notes:

- (1) Percentage of class represents % of compensation securities granted over the total number of compensation securities of the Company outstanding as of December 31, 2022 (9,678,140).
- (2) As of December 31, 2022, the NEOs and Directors of the Company held the following number of Options of the Company: Ian L. Paterson – 2,100,000; Roland Sartorius - 1,650,000; Philip de Souza – Nil; Robert Kiesman – 888,750; Barry Carlson

- Nil; William Hammersla – 400,000; Michael McConnell – 300,000; Jennifer Swindell – 300,000; and Molly Falconer de Ramel – 100,000 (deceased October 24, 2021; forfeit 200,000 Options, 100,000 vested (to estate)).
- (3) Closing price of the Company’s common shares as at December 31, 2022.
 - (4) Appointed to the Board on April 29, 2022.

Exercise of Compensation Securities by NEOs and Directors

There were no compensation securities exercise by NEOs or directors of the Company who were not NEOs during the financial year ended December 31, 2022.

Employment, Consulting and Management Agreements

Engagement Agreement with Ian L. Paterson, CEO

Mr. Paterson entered into an employment agreement with Plurilock dated January 1, 2016 (the “**Paterson Agreement**”). The Paterson Agreement was subsequently amended on November 28, 2016, June 1, 2017, October 11, 2018, April 1, 2020, December 8, 2020 and November 1, 2021. Pursuant to the Paterson Agreement, Mr. Paterson currently receives: (i) an annual base salary of \$230,000; and (ii) an annual bonus determined in discretion of the Board of up to a maximum of \$150,000, in a combination of certain objective and subjective milestones. The objective milestones are: (i) a combination of a paid consolidated gross margin and Plurilock organic product target, each worth a maximum 50% of the Annual Bonus (ii) calculated and paid on a quarterly basis: A. 4.0% of consolidated gross margin up to a maximum of 50% of the Annual Bonus; and B. selling and collection of \$1 million Plurilock organic product sales in the Company’s fiscal ending December 31, 2021. On October 16, 2022, Mr. Paterson temporarily reduced his annual base salary to \$200,000 for a period of 12 months in exchange for being granted 200,000 Options on January 31, 2023. The term of the Paterson Agreement is indefinite. In the event of termination without cause, Mr. Paterson is entitled to a severance equal to twelve (12) month’s salary.

The Board considers that the salary paid to Ian Paterson is comparable within the industry. The Board confirms that fees payable under the Paterson Agreement are fair and reasonable and were negotiated on an arm’s length basis with Ian Paterson and on conventional terms.

Consulting Agreement with Roland Sartorius, CFO

On November 1, 2017, Plurilock entered into a consulting agreement (the “**Sartorius Agreement**”) with RoJan Capital Ltd., a private company owned and controlled by Roland Sartorius. The Sartorius Agreement was subsequently amended on June 15, 2018, November 1, 2018, April 1, 2020, December 8, 2020, and November 1, 2021. Pursuant to the terms of the Sartorius Agreement, Mr. Sartorius acts as Plurilock’s CFO and Corporate Secretary and currently receives (i) an annual base fee of \$180,000 plus applicable taxes. and (ii) an annual bonus to a maximum of \$37,500. On April 6, 2023, the Sartorius Agreement was replaced with a new consulting agreement with RoJan Capital Ltd. (the “**New Sartorius Agreement**”), pursuant to which Mr. Sartorius continues to act as the Company’s CFO and Corporate Secretary based on an hourly rate and the time Mr. Sartorius spends working on the business affairs of the Company.

The Board considers that the fees paid to Roland Sartorius are comparable within the industry. The Board confirms that fees payable under the agreement are fair and reasonable and on conventional terms.

Employment Agreement with Philip de Souza, President of ASC

Mr. de Souza entered into an employment agreement with Plurilock dated April 1, 2021, and amended on October 25, 2022 (the “**de Souza Agreement**”). Pursuant to the de Souza Agreement, Mr. de Souza currently receives (i) an annual base salary of \$260,000 (USD \$200,000) and (ii) an annual bonus for fiscal year 2022 of \$67,500 (USD\$50,000). The bonus for the 2022 fiscal year will be calculated on the

Company's gross margin exceeding 5%. The de Souza Agreement is "at-will". This means that it is not for any specified period and can be terminated by either party at any time, for any reason, with or without any cause or advance notice. The de Souza Agreement does not contain any provisions with respect to change of control, severance, termination or constructive dismissal.

The Board considers that the salary paid to Philip de Souza is comparable within the industry. The Board confirms that fees payable under the de Souza Agreement are fair and reasonable and were negotiated on an arm's length basis with Mr. de Souza and on conventional terms.

Oversight and Description of Director and NEO Compensation

Executive compensation is set to attract and retain the best available talent while efficiently utilizing available resources. The Company compensates executive management with a package typically including a base salary ("**Base Salary**"), an incentive compensation plan ("**Incentive Compensation**") and equity compensation (the "**Equity Compensation**") designed to be competitive with comparable employers. In considering executive management's compensation, the Board takes into consideration the financial condition of the Company. The Base Salary is set in comparison to the comparable positions in the market and in the industry, the Incentive Compensation is used as a short-term incentive to achieve Company objectives, and the Equity Compensation is designed to allow the participants to enjoy the benefits of any increase in company valuation and share price, should such an increase occur. Executive compensation is designed to reward activities and achievements that are aligned with the long-term interests of the Company's shareholders.

The Base Salary, Incentive Compensation and Equity Compensation for the Company's NEOs, including the CEO and the CFO is determined by the Company's Compensation Committee. The Compensation Committee sets the compensation of the NEOs using generally available market data and their combined industry experience. The Compensation Committee delegates to the NEOs the responsibility to set the compensation packages for all other senior management and staff.

The Compensation Committee is responsible for executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation program, recommending compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives.

The Compensation Committee also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The compensation committee reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity.

Philosophy and Objectives

The Company is a small company with limited resources. The compensation program for the senior management of the Company is designed within this context with a view that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining qualified executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its share option plan. Recommendations for senior management compensation are presented to the Board for review. No specific "peer group" is used to determine the compensation.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's share option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and competitive factors. The amounts and terms of options granted are determined by the compensation committee based on recommendations put forward by the CEO.

Risks Associated with the Company's Compensation Practices

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Base Salary or Consulting Fees

In the Board's view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Base salary ranges for the executive officers were initially determined upon a review of companies within the technology industry, which were of the same size as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the technology industry which were similar in size as the Company;
- (c) the experience level of the executive officer;
- (d) the amount of time and commitment which the executive officer devotes to the Company; and
- (e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Benefits and Perquisites

The Company does not, as of the date of this Information Circular, offer any benefits or perquisites to its NEOs other than normal health benefits and potential grants of incentive stock options or as otherwise disclosed and discussed herein.

Hedging by Named Executive Officers or Directors

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors.

Pension Disclosure

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table discloses options to purchase Common Shares outstanding pursuant to the Company's stock option plan and Common Shares remaining available for grant of options pursuant to the stock option plan for the financial year ended December 31, 2022.

Equity Compensation Plan Information			
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders – the Stock Option Plan and Employee Share Purchase Plan	9,678,139	[\$0.3652]	7,394,006
Total	9,678,139	[\$0.3652]	7,394,006

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as at the Company's most recently completed financial year ended December 31, 2022, or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during either of the financial years ended December 31, 2022, or has any interest in any material transaction in either year other than as set out herein and as are disclosed in Note 26 - Related Party Transactions in the annual financial statements for the fiscal year ended December 31, 2022.

MANAGEMENT CONTRACTS

There were no management functions of the Company, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Number of Directors - see “*Election of Directors*” above.
2. Election of Directors – see “*Election of Directors*” above.
3. Appointment of Auditor – see “*Appointment of Auditor*” above.
4. Continuation of Share Option Plan – see “*Continuation of Share Option Plan*” below.
5. Continuation of Employee Share Purchase Plan – see “*Continuation of Employee Share Purchase Plan*” below.

Continuation of Share Option Plan

The Option Plan is described above under “*Statement of Executive Compensation – Stock Options and Other Compensation Securities*”. The Option Plan is a “fixed number” stock option plan as described in TSX Venture Exchange Policy 4.4. The maximum aggregate number of Common Shares that may be reserved for issuance under the Option Plan is 14,299,448 Common Shares. The Option Plan was last approved by Shareholders at the Company’s annual general meeting held on July 29, 2022.

At the Meeting, shareholders will be asked to consider, and if deemed advisable, to pass an ordinary resolution to approve the continuation of the Option Plan until the next annual general meeting of the Company.

An “*ordinary resolution*” is a resolution passed by the Shareholders of the Company at a general meeting by a simple majority of votes cast in person or by proxy.

Shareholder Approval

“**RESOLVED** as an ordinary resolution, that the Company’s Share Option Plan dated for reference October 26, 2020, and amended on June 1, 2022, be ratified and approved for continuation until the next annual general meeting of the Company.”

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the continuation of the Company’s Option Plan.

A copy of the Option Plan will be available for inspection at the Meeting.

Continuation of Employee Share Purchase Plan

The ESPP is described above under “*Statement of Executive Compensation – Stock Options and Other Compensation Securities*”.

At the Meeting, shareholders of the Company will be asked to consider, and if deemed advisable, to pass an ordinary resolution, approving the continuation of the ESPP.

Shareholder Approval

RESOLVED as an ordinary resolution, that the Company’s Employee Share Purchase Plan dated effective June 16, 2022, be ratified and approved for continuation until the next annual general meeting of the Company.”

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the continuation of the Company’s ESPP.

A copy of the ESPP will be available for inspection at the Meeting.

ADDITIONAL INFORMATION

Financial information is provided in the Company’s consolidated audited financial statements for the year ended December 31, 2022 and the related management’s discussion and analysis (the “**Financial Statements**”). The Financial Statements will be placed before the Meeting.

Additional information relating the Company and a copy of the Financial Statements may be obtained under the Company’s SEDAR profile at www.sedar.com or upon request from the Company at 1021 West Hastings Street, MNP Tower, 9th Floor, Vancouver, British Columbia V6E 0C3, Telephone No. (250) 590 - 2383. The Company may require payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

OTHER MATTERS

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

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

DATED at Vancouver, British Columbia this 23rd day of May, 2023.

BY ORDER OF THE BOARD

“Ian Paterson”

Ian Paterson
Chief Executive Officer