

RADIANT TECHNOLOGIES INC.

(the “Corporation”)

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS (“Notice of Meeting”)

NOTICE IS HEREBY GIVEN THAT the annual and special meeting of shareholders (“Shareholders”) of the Corporation (the “Meeting”) will be held virtually on December 29, 2021 at 9:30am (Mountain Time) by way of live webcast and teleconference accessible by the following particulars:

Webcast	https://millerthomson.webex.com/millerthomson/j.php?MTID=m22ec2cd69c28c705a315ad9e61eb8ab3
	Meeting Number: 2312 948 2225
	Password: MilTom2021
Teleconference	Dial-In: +1-416-915-6528
	Conference ID: 2312 948 2225

The Meeting is being held for the following purposes:

1. To receive the financial statements of the Corporation for the financial year ended March 31, 2021;
2. To appoint Grant Thornton LLP as auditors (the “Auditors”) of the Corporation for the current financial year and to authorize the directors to fix the remuneration of the Auditors;
3. To fix the number of directors of the Corporation to be elected at the Meeting at five (5);
4. To elect directors of the Corporation for the ensuing year;
5. To consider and, if thought fit, to approve an ordinary resolution ratifying and approving the Corporation’s stock option plan. The full text of the ordinary resolution is set out in the accompanying Management Information Circular (the “Circular”);
6. To consider and, if thought fit, pass, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving an amendment to the articles of the Corporation to change the province in which the registered office of the Corporation is situated from the Province of British Columbia to the Province of Alberta, all as more particularly described in the Circular; and
7. To transact other business as may properly come before the Meeting.

Notice-and-Access

The Corporation has elected to use the “notice-and-access” provisions (“Notice-and-Access”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the Meeting in respect of the delivery of meeting materials, the annual financial statements and related management’s discussion and analysis (the “Annual Materials”). This means that the Annual Materials will be posted online for you to access, rather than being mailed out. This Notice of Meeting details information on how to access the Annual Materials online and how to request a paper copy. Notice-and-Access substantially reduces the quantity of material that must be printed and mailed to Shareholders by allowing for the posting of Annual Materials online, thus reducing costs and the environmental impact. Copies of the Annual Materials will be available at the Meeting and can also be accessed on:

1. SEDAR: www.sedar.com; and
2. <https://odysseytrust.com/client/radiant-technologies-inc-2021-ags/>

Paper copies of all materials related to the Meeting may be requested at no cost. Requests may be made by contacting:

1. Toll free within North America: 1-888-290-1175
2. Direct from outside of North America: 1-587-885-0960

Voting

The directors of the Corporation have fixed November 12, 2021 as the record date for the determination of shareholders entitled to receive this Notice of Meeting. You will find enclosed with this Notice of Meeting a form of proxy (“Form of Proxy”) or a voting instruction form that you can use to vote your shares of the Corporation. You

may vote your shares on the internet, by mail or virtually at the Meeting. Please refer to the instructions in your Form of Proxy or voting instruction form on how to vote using these methods.

In light of the continuing COVID-19 pandemic and in order to protect the health and safety of our Shareholders and the broader community, the Corporation will be holding the Meeting virtually via a live webcast and teleconference. Registered Shareholders and formally appointed proxyholders who wish to vote at the Meeting must complete the Request for Voting Number Form attached to the Circular as Schedule C and return to Odyssey Trust Company at radient@odysseytrust.com no later than December 20, 2021, upon which they will receive a voting number which will enable them to vote at the Meeting. All other Shareholders (including beneficial Shareholders that hold shares through a broker or other intermediary) are encouraged to vote by proxy in accordance with the Corporation's usual procedures in advance of the Meeting to the greatest extent possible. To the extent that a Shareholder cannot vote by proxy and wishes to vote directly at the Meeting, they should advise Odyssey Trust Company in writing and the Corporation and Odyssey Trust Company will endeavor to accommodate such request. The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Shareholders are encouraged to monitor the Corporation's website at <http://www.radiantinc.com/> or the Corporation's SEDAR profile at www.sedar.com, where copies of such press releases, if any, will be posted. You are advised to check the Corporation's website one week prior to the Meeting date for the most current information. The Corporation does not intend to prepare an amended information circular in the event of changes to the Meeting format.

A Shareholder may attend the Meeting or be represented by proxy. Shareholders are requested to complete, date and sign the accompanying Form of Proxy and deposit it with the Corporation's transfer agent, Odyssey Trust Company, by mail at 1230 – 300 5th Avenue SW, Calgary, Alberta T2P 3C4 Attention: Proxy Department or by fax to (800) 517-4553, no later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment(s) thereof. The instrument appointing a proxy shall be in writing under the hand of the Shareholder or his or her attorney, or if such Shareholder is a corporation, under the corporate seal, and executed by a director, officer or attorney thereof duly authorized. Alternatively, Shareholders may complete their proxies online at <https://login.odysseytrust.com/pxlogin>, no later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment(s) thereof.

Your vote is important. Whether or not you attend the Meeting, please take the time to vote your shares in accordance with the instructions contained in the applicable instrument of proxy or other voting instruction form provided by your broker or other intermediary.

DATED at Edmonton, Alberta as of the 15th day of November, 2021

BY ORDER OF THE BOARD OF DIRECTORS:

(signed) "Harry Kaura"

Harry Kaura
President, Chief Executive Officer and Director

**RADIANT TECHNOLOGIES INC.
MANAGEMENT INFORMATION CIRCULAR
DATED AS OF NOVEMBER 15, 2021**

This Management Information Circular (the “**Circular**”) is furnished in connection with the solicitation by the management of Radiant Technologies Inc. (the “**Corporation**”) of proxies to be used at the annual and special meeting (the “**Meeting**”) of shareholders of the Corporation (“**Shareholders**”) to be held virtually by way of live webcast and teleconference at 9:30 a.m. (Mountain Time) on December 29, 2021, and at any postponement(s) or adjournment(s) thereof, at the website address and teleconference number and for the purposes set forth in the accompanying Notice of Annual and Special Meeting of Shareholders (the “**Notice of Meeting**”). No person has been authorized to give any information or make any representation in connection with any matters to be considered at the Meeting other than those contained in this Circular and, if given or made, any such information or representation must not be relied upon as having been authorized. The information contained in this Circular is given as of November 15, 2021, unless otherwise indicated.

In light of the continuing COVID-19 pandemic and in order to protect the health and safety of our Shareholders and the broader community, the Corporation will be holding the Meeting virtually via a live webcast and teleconference. Registered Shareholders and formally appointed proxyholders who wish to vote at the Meeting must complete the Request for Voting Number Form attached to the Circular as Schedule C and return to Odyssey Trust Company at radiant@odysseytrust.com no later than December 20, 2021, upon which they will receive a voting number which will enable them to vote at the Meeting. All other Shareholders (including beneficial Shareholders that hold shares through a broker or other intermediary) are encouraged to vote by proxy in accordance with the Corporation’s usual procedures in advance of the Meeting to the greatest extent possible. To the extent that a Shareholder cannot vote by proxy and wishes to vote directly at the Meeting, they should advise Odyssey Trust Company in writing and the Corporation and Odyssey Trust Company will endeavor to accommodate such request.

The live webcast and teleconference are accessible by the following particulars:

Webcast	https://millerthomson.webex.com/millerthomson/j.php?MTID=m22ec2cd69c28c705a315ad9e61eb8ab3
	Meeting Number: 2312 948 2225
	Password: MilTom2021
Teleconference	Dial-In: +1-416-915-6528
	Conference ID: 2312 948 2225

The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Shareholders are encouraged to monitor the Corporation’s website at <http://www.radiantinc.com/> or the Corporation’s SEDAR profile at www.sedar.com, where copies of such press releases, if any, will be posted. You are advised to check the Corporation’s website one week prior to the Meeting date for the most current information. The Corporation does not intend to prepare an amended information circular in the event of changes to the Meeting format.

FORWARD-LOOKING STATEMENTS

This Circular contains certain “forward-looking statements” including with respect to the holding of the Meeting to elect the directors of the Corporation for the ensuing year, appoint Grant Thornton LLP as auditor of the Corporation, re-approve the Corporation’s rolling stock option plan, and change the province in which the registered office of the Corporation is situated from the Province of British Columbia to the Province of Alberta (the “**Change of Registered Office**”). Such forward-looking statements involve risks and uncertainties, many of which are outside of the control of the Corporation, including the timing of the Change of Registered Office. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance

or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Any forward-looking statement contained herein speaks only as of the date of this Circular and, except as may be required by applicable securities laws, the Corporation disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

SOLICITATION OF PROXIES

Management of the Corporation is soliciting proxies from Shareholders for the Meeting. It is expected that the solicitation of proxies will be primarily completed online via secure online voting. Proxies may also be solicited personally or by mail. The costs incurred in the preparation and mailing of the form of proxy accompanying this Circular (the “**Form of Proxy**”), Notice of Meeting and this Circular will be borne by the Corporation. In addition to solicitation by mail, proxies may be solicited by telephone or other means of communication and by directors, officers and employees of the Corporation, who will not be specifically remunerated therefore.

RECORD DATE

The record date (the “**Record Date**”) for determination of Shareholders entitled to receive notice of and to vote at the Meeting is November 12, 2021. Only Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their common shares (“**Shares**” or “**Common Shares**”) at the Meeting.

APPOINTMENT OF PROXIES AND PROXY VOTING

A Shareholder whose name appears on the Corporation’s records as a Shareholder (a “**Registered Shareholder**”) may vote prior to the meeting by the means described below or they may appoint another person, who does not have to be a Shareholder, as their proxy to attend and vote in their place. The persons named in the enclosed Form of Proxy are directors and/or officers of the Corporation.

Each Registered Shareholder submitting a proxy has the right to appoint a proxyholder other than the persons designated in the Form of Proxy furnished by the Corporation, who need not be a Shareholder, to attend and act for the Registered Shareholder and on the Registered Shareholder’s behalf at the Meeting. To exercise such right, the names of the persons designated by management should be crossed out and the name of the Registered Shareholder’s appointee should be legibly printed in the blank space provided in the enclosed Form of Proxy or by submitting another appropriate Form of Proxy. In addition, the Registered Shareholder will need to complete and return the Request for Voting Number Form attached to the Circular as Schedule C and email the document to radient@odysseytrust.com no later than December 20, 2021.

In order to be effective, the completed Form of Proxy must be sent so as to be deposited at the offices of the Corporation’s transfer agent, Odyssey Trust Company, by mail at 1230 – 300 5th Avenue SW Calgary AB T2P 3C4, by fax at 1-800-517-4553 or by internet at <https://login.odysseytrust.com/pxlogin> using your 12 digit control number (located on the Form of Proxy accompanying this Circular) not less than 48 hours, excluding Saturdays, Sundays and statutory holidays in the Province of Alberta, before the time set for the holding of the Meeting or any adjournment(s) thereof. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. The completed Form of Proxy shall be in writing and shall be executed by the Registered Shareholder or his or her attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by a director, officer or attorney thereof duly authorized.

REVOCAION OF PROXIES

In addition to revocation in any manner permitted by law, a proxy may be revoked by an instrument in writing signed by the Shareholder or by the Shareholder’s attorney duly authorized in writing or, if the Shareholder is a corporation or association, the instrument in writing should bear the seal of such corporation or association and must be executed by an officer or by an attorney duly authorized in writing, and deposited at the registered office of the Corporation, Suite 2900 - 550 Burrard Street, Vancouver, British Columbia, Canada V6C 0A3, Attention: Steve Saville, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or, as to any matter in respect of which a vote shall not already have been cast pursuant to such proxy, with the Chairperson of the

Meeting on the day of the Meeting, or at any adjournment thereof, and upon either of such deposits the proxy is revoked.

VOTING OF PROXIES

All shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot) in accordance with the instructions specified in the enclosed Form of Proxy. **In the absence of any such specification, the Form of Proxy confers discretionary authority on the proxyholder with respect to such matter. It is intended that the Management designees, if named as proxyholder, will vote:**

- FOR the appointment of the auditors
- FOR the appointment of the nominated directors
- FOR the approval of the Stock Option Plan (as defined below)
- FOR the approval of the Change of Registered Office

The Management designees named in the enclosed Form of Proxy are Harry Kaura, President, Chief Executive Officer (“CEO”) and a member of the board of directors of the Corporation (the “Board”), and Steven Splinter, Chief Technology Officer (“CTO”), Corporate Secretary and a director of the Corporation, and each have indicated their willingness to represent as proxyholder the Shareholder who appoints them.

The enclosed Form of Proxy, when properly signed, confers discretionary authority upon the persons named therein with respect to amendments or variations of matters identified in the Notice of Meeting and any other matters which may properly be brought before the Meeting. As of the date hereof, Management of the Corporation is not aware of any such amendments to or variations of matters identified in the Notice of Meeting or of other matters to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, then the Management designees intend to vote in accordance with the judgment of the Management of the Corporation.

ADVICE TO BENEFICIAL HOLDERS OF SHARES

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold their Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Circular as “Beneficial Shareholders”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are held in an account with an intermediary such as a broker or a financial institution, then in almost all cases those Shares will not be registered in the Beneficial Shareholder’s name on the records of the Corporation. Such Shares will more likely be registered under the name of the intermediary or its agent. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc. (“CDS”), which acts as nominee for many Canadian brokerage firms). Such Shares can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the intermediary and its agents and nominees are prohibited from voting such Shares for their clients. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person. The Corporation does not know for whose benefit the Shares registered in the name of CDS & Co. are held. The majority of Shares held in the United States are registered in the name of Cede & Co., the nominee for the Depository Trust Company, which is the United States equivalent of CDS.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to its clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker or other intermediary or agent is similar or identical to the Form of Proxy provided to Registered Shareholders; however, its purpose is limited to instructing the Registered Shareholder (the broker or other intermediary or agent) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”). Broadridge typically mails a scannable voting instruction form (the “Voting Instruction Form”) in lieu of the form of proxy provided by the Corporation and asks Beneficial Shareholders to complete and return the Voting Instruction Form to Broadridge. Alternatively, the

Beneficial Shareholder can call a toll-free telephone number (1-800-474-7493) or access Broadridge's dedicated voting website at www.proxyvote.com to deliver their voting instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. Meeting materials may also be provided electronically, and Beneficial Shareholders should follow the instructions provided for how to vote their Shares. A Beneficial Shareholder receiving a Voting Instruction Form cannot use that Voting Instruction Form to vote Shares directly at the Meeting as the Voting Instruction Form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Shares voted.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of its broker or other intermediary, the Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Shares in that capacity. If the Beneficial Shareholder wishes to attend the Meeting and vote its own Shares, it must do so as proxyholder for the Registered Shareholder. To do this, the Beneficial Shareholder should enter its own name in the blank space on the form of proxy provided and return the same to its broker or other intermediary (or the agent of such broker or other intermediary) in accordance with the instructions provided by such broker, intermediary or agent well in advance of the Meeting. In addition, the Beneficial Shareholder will need to register its proxyholder with Odyssey Trust Company by completing the Request for Voting Number Form attached to the Circular as Schedule C to radient@odysseytrust.com no later than December 20, 2021. Without proceeding as outlined above, proxyholders will not be able to attend, participate or vote at the Meeting.

NOTICE-AND-ACCESS REGIME

The Corporation has elected to use the "notice-and-access" provisions ("**Notice-and-Access**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") for the Meeting in respect of the delivery of meeting materials, the annual financial statements and related management's discussion and analysis (the "**Annual Materials**").

Under the Notice-and-Access regime, reporting issuers are permitted to deliver the Annual Materials by posting them on SEDAR as well as a website other than SEDAR and sending a notice package to each Shareholder receiving the Annual Materials under this regime. The notice package must include: (i) the relevant form of proxy or voting instruction form; (ii) basic information about the Meeting and the matters to be voted on; (iii) instructions on how to obtain a paper copy of the Annual Materials; and (iv) a plain-language explanation of how the Notice-and-Access system operates and how the Annual Materials can be accessed online. Notice-and-Access substantially reduces the quantity of material that must be printed and mailed to Shareholders by allowing for the posting of Annual Materials online, thus reducing costs and the environmental impact.

The Corporation has adopted Notice-and-Access in respect of the delivery of the Annual Materials to Beneficial Shareholders (i.e. Shareholders who hold their Shares in the name of a broker or other intermediary or agent) and in respect of the delivery of the Annual Materials to Registered Shareholders (i.e. Shareholders whose name appears on the Corporation's records as a holder of Shares). The Corporation is providing paper copies of the Annual Materials (other than the Form of Proxy and Voting Instruction Form) only to those Registered Shareholders and Beneficial Shareholders that have requested to receive paper materials. In connection with the use of Notice-and-Access, the Corporation has received exemptions from Innovation, Science and Economic Development Canada under subsection 151(1) of the *Canada Business Corporations Act* (the "**CBCA**") to permit it to use Notice-and-Access rather than mailing the Annual Materials to Registered Shareholders.

The Corporation will not send its proxy-related meeting materials directly to non-objecting beneficial owners under NI 54-101. In addition, the Corporation intends to pay for proximate intermediaries to forward the proxy-related materials and voting instruction form to objecting beneficial owners under NI 54-101 and such objecting beneficial owners will not receive the materials unless the objecting beneficial owner's intermediary assumes the cost of delivery.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of an unlimited number of Common Shares without par value. As at the date of this Circular, there are 435,164,191 Common Shares issued and outstanding, each such share carrying the right to one vote at the Meeting. The Corporation has no other classes of shares outstanding.

Each Shareholder of record on November 12, 2021, being the Record Date, is entitled to receive notice of, to attend and to vote at the Meeting.

The By-laws of the Corporation provide that a quorum for the transaction of business at the Meeting is one or more persons present and authorized to cast in the aggregate not less than one-twentieth of the total votes attaching to all shares carrying the right to vote at that meeting.

Except where otherwise stated, and other than the election of directors, a simple majority of 50% plus 1 of the votes cast at the Meeting is required to approve the matters being submitted to a vote of Shareholders at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, as at the date hereof, no Shareholders beneficially owns, or controls or directs, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all outstanding voting securities of the Corporation entitled to vote at the Meeting.

STATEMENT OF EXECUTIVE COMPENSATION

DIRECTORS AND NAMED EXECUTIVE OFFICERS COMPENSATION

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years, to the directors, and to the following persons (collectively, the “**Named Executive Officers**” or “**NEOs**”):

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Corporation, 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 (“**CFO**”);
- (c) in respect of the Corporation 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
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year.

Table of compensation excluding compensation securities							
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 (\$)
Harry Kaura ⁽⁵⁾ <i>President, CEO & Director</i>	2021	Nil	Nil	\$7,500	Nil	Nil	\$7,500
	2020	Nil	Nil	\$10,500	Nil	Nil	\$10,500
Denis M. Taschuk ⁽¹⁾ <i>Former President, CEO & Director</i>	2021	\$210,500	Nil	Nil	Nil	\$15,850	\$226,350
	2020	\$300,000	Nil	Nil	Nil	\$34,200	\$334,00

Prakash Hariharan ⁽²⁾ <i>CFO</i>	2021	\$174,973	Nil	Nil	Nil	Nil	\$174,973
	2020	\$144,000	Nil	Nil	Nil	Nil	\$144,000
Mike Cabigon ⁽³⁾ <i>Former Chief Operating Officer ("COO") & Director</i>	2021	\$128,600	Nil	Nil	Nil	Nil	\$128,600
	2020	\$238,000	Nil	Nil	Nil	\$19,200	\$257,200
Steven Splinter ⁽⁴⁾ <i>CTO, Corporate Secretary & Director</i>	2021	\$200,000	Nil	Nil	Nil	\$10,000	\$210,000
	2020	\$200,000	Nil	Nil	Nil	\$10,000	\$210,000
Steven Dauphin ⁽⁶⁾ <i>Former Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	\$9,750	Nil	Nil	\$9,750
Jan Petzel ⁽⁷⁾ <i>Director & Former Interim CEO and President</i>	2021	\$129,136	Nil	\$4,583	Nil	Nil	\$133,719
	2020	Nil	Nil	\$12,500	Nil	Nil	\$12,500
Francesco Ferlaino ⁽⁸⁾ <i>Director</i>	2021	Nil	Nil	\$14,500	Nil	Nil	\$14,500
	2020	Nil	Nil	\$17,500	Nil	Nil	\$17,500
Dimitris Tzanis ⁽⁹⁾ <i>Former Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	\$9,000	Nil	Nil	\$9,000
Allan Cleiren ⁽¹⁰⁾ <i>Former Director</i>	2021	Nil	Nil	\$6,750	Nil	Nil	\$6,750
	2020	Nil	Nil	\$11,250	Nil	Nil	\$11,250
Jocelyne Lafrenière <i>Director</i> ⁽¹¹⁾	2021	Nil	Nil	\$8,000	Nil	Nil	\$8,000
	2020	Nil	Nil	\$2,000	Nil	Nil	\$2,000
Yves Gougoux <i>Director</i> ⁽¹²⁾	2021	Nil	Nil	\$9,000	Nil	Nil	\$9,000
	2020	Nil	Nil	\$2,250	Nil	Nil	\$2,250

- (1) Denis Taschuk was appointed President, CEO and a director of the Corporation on May 22, 2014, on completion of a plan of arrangement between Madison Capital Corporation and Radient Technologies Inc., pursuant to which the parties amalgamated to form the Corporation (the "RTO"). Denis Taschuk was not paid any compensation for his role as director of the Corporation. Mr. Taschuk resigned from his roles as the President, CEO and a director of the Corporation on September 18, 2020. As at March 31, 2021, \$145,500 related to the Corporation's portion of Mr. Taschuk's salary and \$25,000 of RRSP contributions remain unpaid.
- (2) Prakash Hariharan was appointed CFO of the Corporation effective February 19, 2015. Mr. Hariharan works for the Corporation on a consulting basis and his consulting companies, Aamun-Ra Capital Corp. and subsequently Segue 2 Capital Corp., were paid directly for his services. As at March 31, 2021, \$136,571 of compensation for the year ended March 31, 2021 remains unpaid.
- (3) Mike Cabigon was appointed as a director of the Corporation on May 22, 2014, on completion of the RTO, and was appointed COO of the Corporation effective June 23, 2015. Mr. Cabigon was not paid any compensation for his role as director of the Corporation. Mr. Cabigon resigned from his roles as the COO and a director of the Corporation on September 18, 2020. As at March 31, 2021, \$128,600 of compensation for the year ended March 31, 2021 remains unpaid.
- (4) Steven Splinter was appointed as CTO and Corporate Secretary on May 22, 2014, on completion of the RTO. Mr. Splinter was not paid any compensation for his role as director of the Corporation. As at March 31, 2021, \$59,231 related to the Corporation's portion of Mr. Splinter's salary and \$22,500 of RRSP contributions remain unpaid.
- (5) Harry Kaura was appointed as a director of the Corporation on May 22, 2014, on completion of the RTO. Mr. Kaura was appointed as the President and CEO of the Corporation effective February 3, 2021. As at March 31, 2021, \$4,500 of director's fees for the year ended March 31, 2019, \$10,500 of director's fees for the year ended March 31, 2020 and \$7,500 of director's fees for the year ended March 31, 2021 remain unpaid.
- (6) Steven Dauphin was appointed as a director of the Corporation on May 22, 2014, on completion of the RTO. Mr. Dauphin resigned from his role as a director of the Corporation on February 7, 2020. As at March 31, 2021, \$2,750 of director's fees for the fiscal year ended March 31, 2020 remain unpaid.
- (7) Jan Petzel was appointed as a director of the Corporation on December 23, 2016 and as the interim President and CEO of the Corporation on September 18, 2020. Mr. Petzel was replaced by Mr. Kaura upon Mr. Kaura's appointment as President and CEO effective February 3, 2021. As at March 31, 2021, \$5,500 of director's fees for the fiscal year ended March 31, 2019, \$12,500 of director's fees for the fiscal year ended March 31, 2020 and \$4,583 for the fiscal year ended March 31, 2021 remain unpaid.

- (8) Francesco Ferlaino was appointed as a director of the Corporation on June 1, 2016. As at March 31, 2021, \$8,250 for the fiscal year ended March 31, 2019, \$17,500 of director's fees for the fiscal year ended March 31, 2020 and \$14,500 of director's fees for the fiscal year ended March 31, 2021 remain unpaid.
- (9) Dimitris Tzanis was appointed as a director of the Corporation on July 27, 2016. Mr. Tzanis resigned from his role as a director of the Corporation on February 7, 2020. As at March 31, 2021, \$4,500 of director's fees for the fiscal year ended March 31, 2019 and \$9,000 of director's fees for the fiscal year ended March 31, 2020 remain unpaid.
- (10) Allan Cleiren was appointed as a director of the Corporation on February 4, 2019. Mr. Cleiren did not stand for re-election as a director of the Corporation at the Corporation's last annual meeting of shareholders held on December 29, 2020. As at March 31, 2021, \$1,683 of director's fees for the fiscal year ended March 31, 2019, \$11,250 of director's fees for the fiscal year ended March 31, 2020 and \$6,750 of director's fees for the fiscal year ended March 31, 2021 remain unpaid.
- (11) Jocelyne Lafrenière was appointed as a director of the Corporation effective February 7, 2020. As at March 31, 2021, \$2,000 of director's fees for the fiscal year ended March 31, 2020 and \$8,000 of director's fees for the fiscal year ended March 31, 2021 remain unpaid.
- (12) Yves Gougoux was appointed as a director of the Corporation effective February 7, 2020. Mr. Gougoux did not stand for re-election as a director of the Corporation at the Corporation's last annual meeting of shareholders held on December 29, 2020, however, he was reappointed as a director by the Board effective January 4, 2021. As at March 31, 2021, \$2,250 of director's fees for the fiscal year ended March 31, 2020 and \$9,000 of director's fees for the fiscal year ended March 31, 2021 remain unpaid.

STOCK OPTIONS AND OTHER COMPENSATION SECURITIES

The following table provides a summary of all compensation securities granted or issued to each director and NEO by the Corporation or one of its subsidiaries in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	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 (\$)	Expiry date
Jan Petzel ⁽¹⁾ <i>Director & Former Interim President and CEO</i>	Stock Options	3,000,000	October 9, 2020	\$0.10	\$0.10	\$0.11	October 9, 2025
Prakash Hariharan ⁽²⁾ <i>CFO</i>	Stock Options	750,000	February 11, 2021	\$0.15	\$0.15	\$0.11	February 11, 2026
Steven Splinter ⁽³⁾ <i>CTO, Corporate Secretary & Director</i>	Stock Options	250,000 750,000	October 9, 2020 February 11, 2021	\$0.10 \$0.15	\$0.10 \$0.15	\$0.11 \$0.11	October 9, 2025 February 11, 2026
Denis M. Taschuk ⁽⁴⁾ <i>Former President, CEO & Director</i>	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
Mike Cabigon ⁽⁵⁾ <i>Former COO & Director</i>	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
Harry Kaura ⁽⁶⁾ <i>Interim President and CEO & Director</i>	Stock Options	5,200,000	February 11, 2021	\$0.15	\$0.15	\$0.11	February 11, 2026
Steven Dauphin ⁽⁷⁾ <i>Former Director</i>	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
Francesco Ferlaino ⁽⁸⁾ <i>Director</i>	Stock Options	1,200,000	February 11, 2021	\$0.15	\$0.15	\$0.11	February 11, 2026
Dimitris Tzanis ⁽⁹⁾ <i>Former Director</i>	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
Allan Cleiren ⁽¹⁰⁾ <i>Former Director</i>	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil

EXTERNAL MANAGEMENT COMPANIES

Michael Cabigon, COO, worked for the Corporation on a consulting basis and his management company, Threshold Management Corporation, was paid directly for his services.

Prakash Hariharan, CFO, works for the Corporation on a consulting basis and his consulting companies, Aamun-Ra Capital Corp. and subsequently Segue 2 Capital Corp., were paid directly for his services.

Jan Petzel, former interim CEO and President, worked for the Corporation on a consulting basis and his management company, Eldon Capital Management Ltd., was paid directly for his services.

STOCK OPTION PLAN AND OTHER INCENTIVE PLANS

The Corporation's stock option plan (the "**Stock Option Plan**") was previously approved by the Shareholders at the Corporation's annual and special meeting on December 29, 2020. For details of the material terms of the Stock Option Plan, please see "*Particulars of Special Matters to be Acted Upon – Approval of Stock Option Plan*".

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

The Corporation was party to a consulting agreement with Eldon Capital Management Ltd., a company controlled by Jan Petzel, commencing October 9, 2020, with a minimum term of six-months. Compensation was US\$25,000 per month plus tax. The agreement was terminated upon completion of the minimum six-month term.

Denis Taschuk's employment agreement with the Corporation provided for an annual salary of \$300,000, 5% of base salary, subject to the maximum allowed under applicable legislation to be paid to a Registered Retirement Savings Plan ("**RRSP**") and eligibility for a bonus not to exceed 25% of base salary as recommended by the Compensation Committee.

Steven Splinter's employment agreement with the Corporation provides for an annual salary of \$200,000, 5% of base salary, subject to the maximum allowed under applicable legislation to be paid to a RRSP and eligibility for a bonus not to exceed 25% of base salary as recommended by the Compensation Committee.

The Corporation was party to a contractor agreement with Threshold Management Corporation, a company controlled by Michael Cabigon for the period starting March 13, 2017, and ending March 31, 2019, amended by an agreement dated March 12, 2019 extending the term of the agreement to March 31, 2021, although the agreement was terminated upon Mr. Cabigon's resignation on September 18, 2020. Compensation was \$19,833.34 per month plus tax, based on a commitment of five days per week, with compensation adjusted where commitment may be less than five days per week. The agreement also provided for participation in the Stock Option Plan and long and short-term variable compensation plans as approved by the Board and/or the CEO.

The Corporation was party to a contractor agreement with Aamun-Ra Capital Corp. effective March 31, 2017 which was assigned to Segue 2 Capital Corp. effective January 1, 2019. Both companies are controlled by Prakash Hariharan. Fees for service under the agreement are \$12,000 per month plus taxes payable on a monthly basis. Any additional services are billed at \$175 per hour and the Mr. Hariharan is entitled to participate in the Stock Option Plan.

Benefits on Termination Without Cause

Should the Corporation terminate any of the NEOs without cause, the Corporation will provide the NEO twelve months' notice of termination or a combination of notice and monthly compensation.

Benefits on Change in Control

In the event that there is a change in control of the Corporation, either the NEO or the Corporation shall have one year from the date of such change in control to elect to have the NEO's contract terminated. In the event that such an election is made, the Corporation shall, within 30 days of such election, make a lump sum termination payment to the NEO that is equivalent to twenty-four months' base compensation plus an amount equivalent to all cash bonuses paid

to the NEO in the twenty-four months prior to the change in control. Following a change in control, all stock options or incentive securities granted to the NEO shall be dealt with in accordance with the terms of the Corporation's Stock Option Plan however all stock options or incentive securities granted to the NEO, but not yet vested, shall vest immediately.

"Change in control" shall mean the occurrence of any one or more of the following events:

- 1) The acquisition, directly or indirectly, by any person (person being defined as an individual, a corporation, a partnership, an unincorporated association or organization, a trust, a government or department or agency thereof and the heirs, executors, administrators or other legal representatives of an individual and an associate or affiliate of any thereof as such terms are defined in the *Business Corporations Act (Alberta)*) or group of persons acting jointly or in concert, as such terms are defined in the *Securities Act (Alberta)* of:
 - a. Shares or rights or options to acquire shares of the Corporation or securities which are convertible into shares of the Corporation or any combination thereof such that after the completion of such acquisition such person would be entitled to exercise 50% or more of the votes entitled to be cast at a meeting of the shareholders of the Corporation; or
 - b. More than 50% of the material assets of the Corporation, including the acquisition of more than 50% of the material assets of any material subsidiary of the Corporation.

or

- 2) As a result of or in connection with:

- a. A contested election of directors; or
- b. A consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving the Corporation or any of its affiliates and another corporation or other entity, the nominees named in the most recent management information circular of the Corporation for election to the Board do not constitute a majority of the Board.

Termination Payment Calculation

The following table presents the incremental payments the Corporation would have to make to each NEO if a triggering event (i.e. a termination without cause or a change in control) occurred as at March 31, 2021:

Name	Termination Payment on a Without Cause Termination	Termination Payment on a Change in Control
Jan Petzel	N/A	N/A
Harry Kaura	N/A	N/A
Denis Taschuk	N/A	N/A
Steven Splinter	\$200,000	\$200,000
Michael Cabigon	N/A	N/A
Prakash Hariharan	\$144,000	\$144,000

OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Compensation of Directors

Compensation of directors is determined by a recommendation of the Compensation Committee and approval of the Board. Non-executive directors receive quarterly retainers and meeting specific compensation as directors' fees. Long term incentives (stock options) are granted from time to time, based on an existing complement of long-term incentives and corporate performance and to be competitive with other companies of similar size and scope.

Compensation of Named Executive Officers

The Corporation's compensation philosophy for NEOs follows three underlying principles:

- (a) to provide compensation packages that encourage and motivate performance;
- (b) to be competitive with other companies of similar size and scope of operations so as to attract and retain talented executives; and
- (c) to align the interests of its executive officers with the long-term interests of the Corporation and its shareholders through stock related programs.

When determining compensation policies and individual compensation levels for the Corporation's NEOs, the Compensation Committee takes into consideration a variety of factors including management's understanding of the amount of compensation generally paid by similarly situated companies to their executives with similar roles and responsibilities; each executive officer's individual performance during the financial year; each executive officer's experience, skills and level of responsibility; the executive's historical compensation and performance within the Corporation; and existing market standards within the biotechnology industry. Management presents its recommendations to the Compensation Committee and the Board following the release of the annual financial statements. The Compensation Committee meets annually and on an as-needed basis to finalize NEO compensation matters, with input from management.

In keeping with the Corporation's philosophy to link executive compensation to corporate performance and to motivate executives to achieve exceptional levels of performance, the Corporation has adopted a compensation model consisting primarily of base salary, bonus, and "at-risk" compensation comprised of participation in long term incentive plans (stock options), as described below. The Compensation Committee manages the allocation of compensation between its various components.

Elements of NEO Compensation

Base Salary

The Corporation's employee NEOs receive an annual base salary and contractor NEOs receive monthly contractual compensation. These compensation plans are reviewed annually to ensure they reflect each respective executive's performance and experience in fulfilling their role and to ensure executive retention. In determining the compensation plan for each NEO, the Compensation Committee and the Board have taken into consideration the Corporation's understanding of the range of salaries paid to executives.

Long Term Incentives (Stock Options)

Long term incentives are performance-based grants of stock options. The awards are intended to align executive interests with those of Shareholders by tying compensation to share performance and to assist in retention through vesting provisions. Grants of stock options are based on:

- (a) the executive's performance;
- (b) the executive's level of responsibility within the Corporation;
- (c) the number and exercise price of options previously issued to the executive; and
- (d) the overall aggregate total compensation package provided to the executive.

Management makes recommendations to the Compensation Committee and the Board concerning the long-term incentives based on the above criteria. Stock options are typically granted on an annual basis in connection with the review of executives' compensation packages. Stock options may also be granted, at the discretion of the Board, throughout the year, as special recognition for extraordinary performance. The Board considers previous grants of options and the overall number of awards that are outstanding relative to the number of outstanding common shares in determining whether to make any new grants and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience, and level of commitment of the NEO.

Annual Bonus

Annual executive bonuses were not paid by the Corporation during the most recently completed fiscal year. Should such bonuses be paid in future years, it is expected that they will be based upon the achievement of performance objectives established by management and the Compensation Committee of the Corporation and will be based upon a combination of operating milestones for the Corporation and profitability.

PENSION PLAN BENEFITS

The Corporation does not currently have a pension plan in place. As disclosed in the "Statement of Executive Compensation", Denis Taschuk and Steven Splinter receive 5% of their base salary (subject to the maximum allowed under applicable legislation) in the form of an RRSP contribution by the Corporation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Corporation's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year. For details of the material terms of the Stock Option Plan, please see "*Particulars of Special Matters to be Acted Upon – Approval of Stock Option Plan*".

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
(a)	(b)	(c)	
Equity compensation plans approved by security holders	29,838,447	\$0.58	13,416,173
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	29,838,447	\$0.58	13,416,173

MANAGEMENT CONTRACTS

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, the Corporation is not aware of any material transaction involving any director or executive officer of the Corporation, any director or executive officer of any Shareholder who holds more than 10% of the voting rights attached to the Common Shares of the Corporation, any proposed nominee for election as a director of the Corporation, or any Shareholder who holds more than 10% of the voting rights attached to the Common Shares of the Corporation or any associate or affiliate of any of the foregoing, which has been entered into since the commencement of the Corporation's last completed financial year or in any proposed transaction which, in either case, has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

Except as disclosed herein, no director or executive officer of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or executive officers of the Corporation has been indebted to the Corporation or its subsidiaries since April 1, 2020.

CORPORATE GOVERNANCE

The following disclosure relates to the Corporation's Corporate Governance Practices as required under National Instrument 58-101 - *Disclosure of Corporate Governance Practices*.

Board of Directors

The Board facilitates its exercise of independent supervision over the Corporation's Management through frequent formal and informal meetings of the Board.

Three of the six members of the Board qualify as "independent", namely Francesco Ferlino, Yves Gougoux, and Jocelyne Lafreniere. An "independent" director is a director who has no direct or indirect "material relationship" with the Corporation. A "material relationship" means a relationship which could, in the view of the Corporation's Board, reasonably interfere with the exercise of a member's independent judgment. Section 1.4 of National Instrument 52-110 – *Audit Committees* ("NI 52-110") contains further clarification of the meaning of "independence" and what constitutes a "material relationship". Each of Harry Kaura, CEO and President, Jan Petzel, former interim CEO and President, and Steven Splinter, CTO, are (or were within the last three years) executive officers of the Corporation and therefore are not independent directors.

Directorships

The following table sets forth information for each director of the Corporation who is presently a director of any other reporting issuers (or the equivalent in another jurisdiction):

Name of Director	Reporting Issuer(s) or Equivalent
Francesco Ferlino	Wi2Wi Corporation

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 formal continuing education.

Ethical Business Conduct

The Board believes that the fiduciary duties placed on individual directors by the common law and the Corporation's governing corporate legislation and the restrictions placed by such 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 Corporation.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending new director nominees. New nominees must have relevant experience in business management, special expertise in an area of strategic interest to the Corporation and the willingness to devote the required time and support the Corporation's objectives.

Compensation

The Compensation and Corporate Governance Committee conducts reviews with regard to directors' and CEO's compensation once a year. To make its recommendation on directors' and the chief executive officers' compensation, the Compensation Committee takes into account the types and ranges of compensation as well as the amounts paid to directors and chief executive officers.

Board Committees

Other than the Audit Committee, the Board has a Compensation and Corporate Governance Committee and a Health and Safety Committee (collectively, the "**Committees**"). The Compensation and Corporate Governance Committee currently consists of Jan Petzel, Francesco Ferlaino, Yves Gougoux, and Harry Kaura. This Committee provides recommendations for the compensation of the Corporation's directors and executive officers and makes recommendations to the Board with respect to corporate governance practices, reviews the performance of the Board, Board members, Board committees and management and identifies individuals qualified to become Board and Board committee members. The Health and Safety Committee currently consists of Harry Kaura and Steven Splinter. The Health and Safety Committee is responsible for considering and making recommendations to the Board with respect to matters of health and safety.

Diversity

As of the date hereof, there is, and assuming all director nominees are elected there will be, one woman and one visible minority on the board of directors and one visible minority as part of senior management.

Given its current size and stage of development and the location of its projects the Corporation does not currently have a formal policy for the representation and nomination of women, Aboriginal persons, members of visible minorities and persons with disabilities on the board of directors or senior management.

As of the date hereof, there were no Aboriginal persons or persons with disabilities on the board of directors or part of senior management.

Assessments

To satisfy itself that the Board, each of the Committees, and its individual directors are performing effectively, 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 each of the Committees.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee's Charter

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

Composition of the Audit Committee

The Audit Committee is composed of Jocelyne Lafreniere, Francesco Ferlaino and Yves Gougoux. All of the members of the Audit Committee are independent and are financially literate, as defined under NI 52-110.

Relevant Education and Experience

Jocelyne Lafreniere

Jocelyne Lafrenière is the President & Chief Executive Officer of JFL International Inc., a management consulting firm. She is a retired partner of KPMG where she led the Compliance, Infrastructure Advisory and International Development Assistance Services of their Ottawa office. With more than 35 years of audit and consulting experience, she has served as an advisor to a broad spectrum of public and private companies, non-profit organizations, government departments and agencies, crown corporations and United Nations agencies. Throughout her career, she has actively championed for the empowerment of women and the protection of children, as well as supporting education. She is the author of 12 business management courses and two self-empowerment books, and has served as a Director on several Boards. Ms. Lafrenière is also a recipient of the Queen Elizabeth II Diamond Jubilee Medal for her significant contribution to the community in Canada and abroad.

Francesco Ferlaino

Francesco Ferlaino is a retired executive from the cosmetic and personal care industry. Mr. Ferlaino spent 28 years with the L’Oreal group starting in 1977 and had various roles during that time. He began his L’Oreal career overseeing sales for the Consumer Products Division of L’Oreal Canada. He then worked his way to General Manager of the Division then ultimately to CEO of L’Oreal Canada in 1996. During his tenure as CEO, he oversaw the acquisition/introduction of a number of new brands and restructured certain manufacturing activities. During his time, L’Oreal Canada became the leader in the Canadian cosmetic industry and was one of the most profitable groups in L’Oreal. In late 2000, Mr. Ferlaino accepted the role of President of L’Oreal Brazil with a clear mission to accelerate growth through internal and external activities. During his four years in Brazil, L’Oreal Brazil became a high-profile subsidiary of the L’Oreal Group due to new brand launches, including La Roche, Vichy and Garnier and expanded manufacturing activities. Prior to his time with the L’Oreal group, from 1975-1977 Mr. Ferlaino was the Chief Financial Officer for Vanier Universelle Ltee., a private Canadian cosmetics company. Prior to his time at Vanier, he was a Corporate Credit officer for the Bank of Nova Scotia. Frank holds a Bachelor of Commerce from the University of Montreal and an MBA from the Bordeaux Ecole de Management.

Yves Gougoux

Yves Gougoux has spent more than 40 years in the field of advertising and marketing. After presiding over several national advertising agencies in Canada, in 1984 Mr. Gougoux acquired BCP, the first French Canadian advertising agency in Montreal. In 1996, BCP entered into a partnership with international advertising agency Publicis Groupe, resulting in the launch of Publicis in Canada, with locations in Toronto and Montreal. Mr. Gougoux was made CEO of Publicis Canada and under his guidance the agency proceeded with acquisitions in Toronto and Montreal, quickly becoming one of the leading advertising agencies in Canada. In 1998, Mr. Gougoux moved to Paris to preside over Publicis Conseil, the Paris office of Publicis, while remaining the CEO for Publicis Canada. After moving back to Canada in 2000, he sold his 30% stake of Publicis Canada to Publicis Groupe in 2013, and became Chairman of the Board of Publicis Canada in 2015. He currently serves as non-executive Chairman. Mr. Gougoux is also on the Board of Directors of the Mira Foundation, a non-profit organization that trains and supplies service dogs to blind and handicapped persons as well as children with autism. He completed his business studies at Concordia University in Montréal.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation’s most recently completed financial year has the Corporation relied on the exemption in Section 2.4 or Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the

fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part. As the Corporation is listed on the TSX Venture Exchange (the “TSXV”), it is relying on the exemption provided in section 6.1 of NI 52-110 with respect to Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have not been adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable by the Audit Committee, on a case-by-case basis.

External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees	Audit-Related Fees ⁽¹⁾	Tax Fees ⁽²⁾	All Other Fees ⁽³⁾
March 31, 2021	\$192,119	\$52,751	\$9,519	\$20,753
March 31, 2020	\$87,633	\$39,590	\$24,952	\$163,554

(1) Audit-Related Fees consist of quarterly reviews.

(2) Tax Fees consist of the preparation of the Canadian and US tax returns, tax compliance, tax advice and tax planning.

(3) Fees for the year ended March 31, 2021 include fees related to transfer pricing and prospectus costs. Fees for the year ended March 31, 2020 related to transfer pricing, intellectual property consultations, valuations and professional body reviews.

PARTICULARS OF ANNUAL MATTERS TO BE ACTED ON

Appointment and Remuneration of Auditors

The Audit Committee of the Corporation recommends that Grant Thornton LLP (“GT”) be reappointed as auditor for the Corporation to hold office until the next annual meeting of Shareholders and that the Shareholders authorize the directors to fix the remuneration of the auditors. GT was appointed as auditors of the Corporation effective on May 22, 2014, on closing of the RTO.

Number of Directors

The Articles of the Corporation provide that the number of directors of the Corporation shall be a minimum of three (3) and a maximum of twelve (12).

At the Meeting, the Shareholders of the Corporation will be asked to fix the number of directors of the Corporation to be elected at the Meeting at five (5), subject to any later increases permitted by the Corporation’s Articles or By-Laws or the CBCA.

Election of Directors

Except as disclosed herein, no class of Shareholders has the right to elect a specified number of directors or to cumulate their votes with respect to the election of directors.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as Management’s nominees. Other than Yves Gougoux, all nominees listed below were elected by the Shareholders at the Corporation’s last annual meeting of Shareholders held on December 29, 2020. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual meeting of the Corporation or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles and By-laws of the Corporation or in accordance with the provisions of the CBCA.

Name, Province/State, Country of Residence and Present Position with the Corporation	Date Became Director	Number of Common Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly ⁽⁵⁾	Principal Occupation for past Five Years
STEVEN SPLINTER ⁽³⁾ British Columbia, Canada CTO, Corporate Secretary and Director	November 24, 2017	539,639 (0.124%)	Radient – CTO – September 2009 to Present (including time spent with Radient’s predecessor company)
HARRY KAURA ⁽²⁾⁽³⁾⁽⁴⁾ Alberta, Canada CEO, President and Director	May 22, 2014	25,162,500 (5.782%)	Radient – CEO and President – February 2021 to Present Amnor Group Inc. – Principal – April 1997 to Present
JOCELYNE LAFRENIERE ⁽¹⁾ Québec, Canada Director	February 7, 2020	501,050 (0.115%)	President & CEO, JFL International – October 2013 to Present
FRANCESCO FERLAINO ⁽¹⁾⁽²⁾ Cetona, Italy Director	June 1, 2016	3,861,000 (0.887%)	Radient – Director – June 2016 to Present
YVES GOUGOUX ⁽¹⁾⁽²⁾ Quebec, Canada Director	January 4, 2021	5,583,614 ⁽⁴⁾ (1.283%)	Publicis Canada – Non-executive Chairman – 2015 to Present

(1) Member of the Audit Committee.

(2) Member of the Compensation and Corporate Governance Committee.

(3) Member of the Health and Safety Committee.

(4) Includes 39,500 Common Shares owned by Chanistel Inc.

(5) Such information is to the knowledge of the Corporation, based upon publicly available information as well as information provided by the applicable nominee.

Corporate Cease Trade Orders or Bankruptcies

To the best of the knowledge of the Corporation and its Management, except as disclosed herein, no proposed director of the Corporation:

- (a) is, as of the date of this 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 (including the Corporation) that,
- (i) 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 more than 30 days (an “**Order**”) that was issued while the proposed director was acting in the capacity of director, chief executive officer or chief financial officer, or
 - (ii) was subject to an Order that was issued after the proposed director, chief executive officer or chief financial officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity of director, chief executive officer or chief financial officer.
- (b) is, at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of 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

- (c) 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 any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Kaura was the CEO of the Corporation when it was subject to a management cease trade order issued by the Alberta Securities Commission on July 30, 2021, which resulted from a failure by the Corporation to file its audited annual financial statements for its financial year ended March 31, 2021, the corresponding management's discussion and analysis, the CEO and CFO certificates, and the subsequent interim financial statements. The cease trade order was revoked effective October 12, 2021.

Penalties or Sanctions

None of the proposed nominees for election as a director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

PARTICULARS OF SPECIAL MATTERS TO BE ACTED ON

Approval of Stock Option Plan

The TSXV requires all listed companies with a "rolling" stock option plan to obtain shareholder approval of such plan on an annual basis. The Board is of the opinion that it is in the best interests of the Corporation to approve and ratify the existing Stock Option Plan.

The Stock Option Plan is a "rolling" stock option plan reserving a maximum of 10% of the issued shares of the Corporation at the time of the stock option grant. As of the date hereof, the Corporation has 28,732,197 outstanding options and 14,784,222 Common Shares remain available for issuance pursuant to the Stock Option Plan. A summary of the Stock Option plan is provided below but is qualified in its entirety by the full text of the Stock Option Plan contained in Schedule B attached hereto.

At the Meeting, or any adjournment thereof, Shareholders will be asked to consider, and if thought fit, pass with or without variation, a resolution (the "**Stock Option Resolution**") approving the Stock Option Plan.

The Corporation has adopted the Stock Option Plan in accordance with the policies of the TSXV which provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding Common Shares. In addition, the number of Common Shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to consultants or employees conducting Investor Relations Activities (as such term is defined by the TSXV) will not exceed 2% of the issued and outstanding Common Shares in any twelve (12) month period.

Options are exercisable for a period of up to ten (10) years. If the holder ceases to be a director, officer, employee or consultant of the Corporation for any reason other than death, such holder's options must be exercised within the earlier of: (i) the expiry of the option period; and (ii) 90 days from the date of termination of employment or cessation of position with the Corporation. In the case of death, such holder's options must be exercised within the earlier of: (i) the expiry of the option period; and (ii) twelve months from the date of death. The price per Common Share set by the Board shall not be less than the last closing price of the Common Shares on the TSXV prior to the date on which such option is granted, less the applicable discount permitted (if any) by the TSXV. If prior to the exercise of an option, the holder ceases to be a director, officer, employee or consultant of the Corporation, or its subsidiaries, the option of the holder shall be limited to the number of shares purchasable by him/her immediately prior to the time of his/her cessation of office or employment and he/she will have no right to purchase any other shares.

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the Stock Option Plan, as described in and attached as Schedule B to the Circular of the Corporation dated November 15, 2021, be and is hereby ratified and approved;
2. the approval of the Stock Option Plan by the Board of the Corporation is hereby ratified and any one director or officer of the Corporation is hereby authorized to execute any other documents as such director or officer deems necessary to give effect to the transactions contemplated in the Stock Option Plan; and
3. any director or officer of the Corporation is authorized and directed, for and on behalf and in the name of the Corporation, to execute and deliver all such documents and do or cause to be done all such other acts and things deemed necessary or desirable as in the opinion of such director or officer in order to give effect to this resolution.”

The directors recommend that Shareholders vote “FOR” the re-approval of the Stock Option Plan. Unless otherwise instructed, the Management designee proxyholders will vote “FOR” the re-approval of the Stock Option Plan.

The Stock Option Plan resolution must be approved by a simple majority of the Shareholders present in person or represented by proxy at the Meeting.

Change of Registered Office of the Corporation

As a result of certain changes to members of the Board and Management of the Corporation and the Corporation’s business activities, the Corporation has developed a stronger nexus to British Columbia than Alberta. Accordingly, the Corporation is proposing to change the location of its registered office from the Province of British Columbia to the Province of Alberta. The Board and Management of the Corporation, after careful consideration of a number of factors, has determined unanimously that the Change of Registered Office is in the best interests of the Corporation and its Shareholders.

Pursuant to the Canada Business Corporations Act, a change in the province in which the registered office is situated requires an amendment to the articles of the Corporation by way of a special resolution of the Shareholders. At the Meeting, Shareholders will be asked to consider, and if deemed advisable, to approve a special resolution (the **“Registered Office Change Resolution”**) to authorize an amendment to the articles of the Corporation to effect the Change of Registered Office. Notwithstanding approval of the Registered Office Change Resolution, the Board may, in its sole discretion and without further notice or approval of the Shareholders, determine not to proceed with the Change of Registered Office.

The Registered Office Change Resolution must be passed, with or without variation, by not less than two-thirds of the votes cast by the Shareholders present or by proxy at the Meeting. Accordingly, at the Meeting, Shareholders will be asked to approve the following special resolution approving the Change of Registered Office:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of the Corporation be amended to change the province where the registered office of the Corporation is located from the Province of British Columbia to the Province of Alberta (the **“Change of Registered Office”**);
2. the Board be and is authorized to file articles of amendment and all other requisite documents with all applicable regulatory authorities in order to give effect to the Change of Registered Office;
3. notwithstanding the passage of this resolution by the shareholders of the Corporation, the Board may, in its sole discretion and without any further notice or approval of the shareholders of the Corporation, decide not to proceed with the Change of Registered Office or to otherwise give effect to this resolution at any time prior to the Change of Registered Office becoming effective and may revoke this resolution without further

approval of the shareholders at any time prior to the completion of the transactions authorized by this resolution; and

4. any one or more of the directors or officers of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution, the execution of any such document or the doing of any such other act or thing by any director or officer of the Corporation being conclusive evidence of such determination, provided such actions are carried out within the limit of the law.”

The directors recommend that Shareholders vote “FOR” the approval of the Registered Office Change Resolution. Unless otherwise instructed, the Management designee proxyholders will vote “FOR” the approval of the Registered Office Change Resolution.

OTHER MATTERS

Management of the Corporation knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting and this Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the proxy to vote with regard to those matters in accordance with the judgment of the Management of the Corporation.

Shareholder Proposals

Pursuant to Section 137 of the CBCA, any notice of a shareholder proposal intended to be raised at next year’s annual meeting of shareholders of the Corporation must be submitted to the Corporation at its registered office (Suite 2900, 550 Burrard Street, Vancouver, British Columbia V6C 0A3, Canada, Attention: Steve Saville) on or before August 29, 2021 to be considered for inclusion in the Circular for the annual meeting of the shareholders next year.

Shareholder proposals need be recognized only if made in accordance with the foregoing procedure and the provisions of the CBCA.

Additional Information

Additional information relating to the Corporation is available on the Corporation’s SEDAR profile at www.sedar.com. Financial information is provided in our comparative financial statements and MD&A for our most recently completed financial year. Copies of our financial statements and MD&A can be obtained by contacting the Corporation in writing at 4035 101 St NW, Edmonton, Alberta T6E 0A4, Attention: Isabel Lamilla. Copies of such documents will be provided to shareholders free of charge.

APPROVAL BY THE BOARD OF DIRECTORS

The contents of this Circular have been approved, and the delivery of it to each Shareholder, director and auditor of the Corporation entitled thereto and to the appropriate regulatory agencies, has been authorized by the Board of the Corporation.

Dated at Edmonton, Alberta as of the 15th day of November 2021.

BY ORDER OF THE BOARD OF DIRECTORS

“Harry Kaura”

Harry Kaura
President, CEO and Director

SCHEDULE A

AUDIT COMMITTEE CHARTER

RADIANT TECHNOLOGIES INC.

(the “Corporation”)

As adopted by the Board of Directors of the Corporation (the “Board”), on May 22, 2014

I. OVERALL ROLE AND RESPONSIBILITY

The Audit Committee of the Corporation (the “Audit Committee”) shall:

1. Assist the Board in its oversight role with respect to:
 - (a) the quality and integrity of financial information;
 - (b) the independent auditor’s performance, qualifications and independence;
 - (c) the performance of the Corporation’s internal audit function, if applicable; and
 - (d) the Corporation’s compliance with legal and regulatory requirements.
2. Prepare such reports of the Audit Committee required to be included in the information/proxy circular of the Corporation in accordance with applicable laws or the rules of applicable securities regulatory authorities.

II. MEMBERSHIP AND MEETINGS

1. The Audit Committee shall consist of three (3) or more Directors appointed by the Board, the majority of whom shall not be officers or employees of the Corporation or any of the Corporation’s affiliates. Each of the members of the Audit Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, and applicable securities regulatory authorities.
2. The Board shall designate one (1) member of the Audit Committee as the Committee Chair. Each member of the Audit Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment. The Board of Directors shall determine whether and how many members of the Audit Committee qualify as a financial expert as defined by applicable law.

III. STRUCTURE AND OPERATIONS

1. The affirmative vote of a majority of the members of the Audit Committee participating in any meeting of the Audit Committee is necessary for the adoption of any resolution.
2. The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall report to the Board of Directors on its activities after each of its meetings at which time minutes of the prior Committee meeting shall be tabled for the Board.
3. The Audit Committee shall review and assess the adequacy of this Charter periodically and, where necessary, will recommend changes to the Board of Directors for its approval.
4. The Audit Committee is expected to establish and maintain free and open communication with management and the independent auditor and shall periodically meet separately with each of them.

IV. SPECIFIC DUTIES

1. Make recommendations to the board for the appointment and replacement of the independent auditor.

2. Responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.
3. Authority to pre-approve all audit services and permitted non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.
4. Evaluate the qualifications, performance and independence of the independent auditor, including: (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation; and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
5. Obtain from the independent auditor and review the independent auditor's report regarding the management internal control report of the Corporation to be included in the Corporation's annual information/proxy circular, as required by applicable law.
6. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law (currently at least every five years).
7. Provide timely reports to the board regarding financial reporting matters.

V. FINANCIAL REPORTING

1. Review and discuss with management and the independent auditor:
 - prior to the annual audit the scope, planning and staffing of the annual audit;
 - the annual audited financial statements;
 - the Corporation's annual general and quarterly disclosures made in management's discussion and analysis;
 - approve any reports for inclusion in the Corporation's Annual Report, if any, as required by applicable legislation;
 - the Corporation's quarterly financial statements, including the results of the independent auditor's review of the quarterly financial statements and any matters required to be communicated by the independent auditor under applicable review standards;
 - significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements;
 - any significant changes in the Corporation's selection or application of accounting principles;
 - the results and findings of any internal audit procedures performed;
 - any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies; and
 - other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
2. Discuss with the independent auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

VI. AUDIT COMMITTEE'S ROLE

1. The Audit Committee has the oversight role set out in this Charter. Management, the Board of Directors, the independent auditor and the internal auditor all play important roles in respect of compliance and the preparation

and presentation of financial information. Management is responsible for compliance and the preparation of financial statements and periodic reports. Management is responsible for ensuring the Corporation's financial statements and disclosures are complete, accurate, in accordance with generally accepted accounting principles and applicable laws. The Board of Directors in its oversight role is responsible for ensuring that management fulfills its responsibilities. The independent auditor, following the completion of its annual audit, opines on the presentation, in all material respects, of the financial position and results of operations of the Corporation in accordance with International Financial Reporting Standards.

VII. FUNDING FOR THE INDEPENDENT AUDITOR AND RETENTION OF OTHER INDEPENDENT ADVISORS

1. The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Audit Committee. The Audit Committee shall also have the authority to retain such other independent advisors as it may from time to time deem necessary or advisable for its purposes and the payment of compensation therefor shall also be funded by the Corporation.

VIII. APPROVAL OF AUDIT AND REMITTED NON-AUDIT SERVICES PROVIDED BY EXTERNAL AUDITORS

1. Over the course of any year there will be two levels of approvals that will be provided. The first is the existing annual Audit Committee approval of the audit engagement and identifiable permitted non-audit services for the coming year. The second is in-year Audit Committee pre-approvals of proposed audit and permitted non-audit services as they arise.
2. Any proposed audit and permitted non-audit services to be provided by the External Auditor to the Corporation or its subsidiaries must receive prior approval from the Audit Committee, in accordance with this protocol. The Chief Financial Officer shall act as the primary contact to receive and assess any proposed engagements from the External Auditor.
3. Following receipt and initial review for eligibility by the primary contacts, a proposal would then be forwarded to the Audit Committee for review and confirmation that a proposed engagement is permitted.
4. In the majority of such instances, proposals may be received and considered by the Chair of the Audit Committee (or such other member of the Audit Committee who may be delegated authority to approve audit and permitted non-audit services), for approval of the proposal on behalf of the Audit Committee. The Audit Committee Chair will then inform the Audit Committee of any approvals.

SCHEDULE B

RADIANT TECHNOLOGIES INC.

STOCK OPTION PLAN

1. **The Plan**

A stock option plan (the “**Plan**”), pursuant to which options to purchase common shares, or such other shares as may be substituted therefor (“**Shares**”), in the capital of Radiant Technologies Inc. (the “**Corporation**”) may be granted to the directors, officers and employees of the Corporation and to consultants retained by the Corporation, is hereby established on the terms and conditions set forth herein.

2. **Purpose**

The purpose of this Plan is to advance the interests of the Corporation by encouraging the directors, officers and employees of the Corporation and consultants retained by the Corporation to acquire Shares, thereby: (i) increasing the proprietary interests of such persons in the Corporation; (ii) aligning the interests of such persons with the interests of the Corporation’s shareholders generally; (iii) encouraging such persons to remain associated with the Corporation; and (iv) furnishing such persons with an additional incentive in their efforts on behalf of the Corporation.

3. **Administration**

- (a) This Plan shall be administered by the board of directors of the Corporation (the “**Board**”).
- (b) Subject to the terms and conditions set forth herein, the Board is authorized to provide for the granting, exercise and method of exercise of Options (as defined in paragraph 3(d) below), all on such terms (which may vary between Options granted from time to time) as it shall determine. In addition, the Board shall have the authority to: (i) construe and interpret this Plan and all option agreements entered into hereunder; (ii) prescribe, amend and rescind rules and regulations relating to this Plan and (iii) make all other determinations necessary or advisable for the administration of this Plan. All determinations and interpretations made by the Board shall be binding on all Participants (as hereinafter defined) and on their legal, personal representatives and beneficiaries.
- (c) Notwithstanding the foregoing or any other provision contained herein, the Board shall have the right to delegate the administration and operation of this Plan, in whole or in part, to a committee of the Board or to the President or any other officer of the Corporation. Whenever used herein, the term “Board” shall be deemed to include any committee or officer to which the Board has, fully or partially, delegated responsibility and/or authority relating to the Plan or the administration and operation of this Plan pursuant to this Section 3.
- (d) Options to purchase the Shares granted hereunder (“**Options**”) shall be evidenced by (i) an agreement, signed on behalf of the Corporation and by the person to whom an Option is granted, which agreement shall be in such form as the Board shall approve, or (ii) a written notice or other instrument, signed by the Corporation, setting forth the material attributes of the Options.

4. **Shares Subject to Plan**

- (a) Subject to Section 15 below, the securities that may be acquired by Participants upon the exercise of Options shall be deemed to be fully authorized and issued Shares of the Corporation. Whenever used herein, the term “Shares” shall be deemed to include any other securities that may be acquired by a Participant upon the exercise of an Option the terms of which have been modified in accordance with Section 15 below.
- (b) The aggregate number of Shares reserved for issuance under this Plan, or any other plan of the Corporation, shall not, at the time of the stock option grant, exceed ten percent (10%) of the total number of issued and outstanding Shares (calculated on a non-diluted basis) unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are then listed to exceed such threshold.

- (c) If any Option granted under this Plan shall expire or terminate for any reason without having been exercised in full, any un-purchased Shares to which such Option relates shall be available for the purposes of the granting of Options under this Plan.

5. **Maintenance of Sufficient Capital**

The Corporation shall at all times during the term of this Plan ensure that the number of Shares it is authorized to issue shall be sufficient to satisfy the Corporation's obligations under all outstanding Options granted pursuant to this Plan.

6. **Eligibility and Participation**

- (a) The Board may, in its discretion, select any of the following persons to participate in this Plan:

- (i) directors of the Corporation;
- (ii) officers of the Corporation;
- (iii) employees of the Corporation; and
- (iv) consultants retained by the Corporation, provided such consultants have performed and/or continue to perform services for the Corporation on an ongoing basis or are expected to provide a service of value to the Corporation;

(any such person having been selected for participation in this Plan by the Board is herein referred to as a "**Participant**").

- (b) The Board may from time to time, in its discretion, grant an Option to any Participant, upon such terms, conditions and limitations as the Board may determine, including the terms, conditions and limitations set forth herein, provided that Options granted to any Participant shall be approved by the shareholders of the Corporation if the rules of any stock exchange on which the Shares are listed require such approval.

- (c) The Corporation represents that, for any Options granted to an officer, employee or consultant of the Corporation, such Participant is a *bona fide* officer, employee or consultant of the Corporation.

7. **Exercise Price**

The Board shall, at the time an Option is granted under this Plan, fix the exercise price at which Shares may be acquired upon the exercise of such Option provided that such exercise price shall not be less than that from time to time permitted under the rules of any stock exchange or exchanges on which the Shares are then listed. In addition, the exercise price of an Option must be paid in cash. Disinterested shareholder approval shall be obtained by the Corporation prior to any reduction to the exercise price if the affected Participant is an insider (as defined in the *Securities Act* (Alberta)) of the Corporation at the time of the proposed amendment.

8. **Number of Optioned Shares**

The number of Shares that may be acquired under an Option granted to a Participant shall be determined by the Board as at the time the Option is granted, provided that the aggregate number of Shares reserved for issuance to any one Participant under this Plan or any other plan of the Corporation, shall not exceed five percent of the total number of issued and outstanding Shares (calculated on a non-diluted basis) in any 12 month period unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are listed to exceed such threshold and provided further that the number of Options granted to any one consultant in a 12 month period shall not exceed 2% of the total number of issued and outstanding Shares and the aggregate number of Options granted to persons employed to provide investor relations activities shall not exceed 2% of the total number of issued and outstanding Shares in any 12 month period. The Corporation shall obtain shareholder approval for grants of Options to insiders (as defined in the *Securities Act* (Alberta)), of a number of Options exceeding 10% of the issued Shares, within any 12-month period.

9. **Term**

The period during which an Option may be exercised (the "**Option Period**") shall be determined by the Board at the time that the Option is granted, subject to any vesting limitations which may be imposed by the Board in its sole unfettered discretion at the time that such Option is granted and Sections 11, 12 and 16 below, provided that:

- (a) no Option shall be exercisable for a period exceeding five (5) years from the date that the Option is granted unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are then listed and as specifically provided by the Board and as permitted under the rules of any stock exchange or exchanges on which the Shares are then listed, and in any event, no Option shall be exercisable for a period exceeding ten (10) years from the date the Option is granted;
- (b) no Option in respect of which shareholder approval is required under the rules of any stock exchange or exchanges on which the Shares are then listed shall be exercisable until such time as the Option has been approved by the shareholders of the Corporation;
- (c) the Board may, subject to the receipt of any necessary regulatory approvals, in its sole discretion, accelerate the time at which any Option may be exercised, in whole or in part;
- (d) Options issued to persons retained to provide Investor Relations Activities (as such term is defined in the policies of TSX Venture Exchange) must vest in stages over a period of not less than 12 months with no more than one quarter of the Options vesting in any three month period; and
- (e) any Options granted to any Participant that does not continue as a director, officer, consultant or employee (as the case may be) after the completion of a Qualifying Transaction, as such term is defined in Policy 2.4 of the TSX Venture Exchange, shall have a maximum term of the later of 12 months after the completion of the Qualifying Transaction and 90 days after the Participant ceases to become a director, officer, consultant or employee following the Qualifying Transaction.

10. **Method of Exercise of Option**

- (a) Except as set forth in Sections 11 and 12 below or as otherwise determined by the Board, no Option may be exercised unless the holder of such Option is, at the time the Option is exercised, a director, officer, employee or consultant of the Corporation.
- (b) Options that are otherwise exercisable in accordance with the terms thereof may be exercised in whole or in part from time to time.
- (c) Any Participant (or his legal, personal representative) wishing to exercise an Option shall deliver to the Corporation, at its principal office in the City of Edmonton, Alberta:
 - (i) a written notice expressing the intention of such Participant (or his legal, personal representative) to exercise his Option and specifying the number of Shares in respect of which the Option is exercised; and
 - (ii) a cash payment, certified cheque or bank draft, representing the full purchase price of the Shares in respect of which the Option is exercised.
- (d) Upon the exercise of an Option as aforesaid, the Corporation shall use reasonable efforts to forthwith deliver, or cause the registrar and transfer agent of the Shares to deliver, to the relevant Participant (or his legal, personal representative) or to the order thereof, a certificate representing the aggregate number of fully paid and non-assessable Shares in respect of which the Option has been duly exercised.

11. **Ceasing to be a Director, Officer, Employee or Consultant**

If any Participant shall cease to hold the position or positions of director, officer, consultant or employee of the Corporation (as the case may be) for any reason other than death or as set out in Section 9(d), his Option will terminate at 4:00 p.m. (Edmonton time) on the earlier of the date of the expiration of the Option Period and 90 days after the date such Participant ceases to hold the position or positions of director, officer, employee or consultant of the Corporation as the case may be, and ceases to actively perform services for the Corporation. An Option granted to a Participant who performs investor relations services on behalf of the Corporation shall terminate on the date of termination of the employment or cessation of services being provided and shall be subject to Exchange policies and procedures for the termination of Options for investor relations services. For greater certainty, the termination of any Options held by the Participant, and the period during which the Participant may exercise any Options, shall be without regard to any notice period arising from the Participant's ceasing to hold the position or positions of director, officer, employee or consultant of the Corporation (as the case may be).

Neither the selection of any person as a Participant nor the granting of an Option to any Participant under this Plan shall: (i) confer upon such Participant any right to continue as a director, officer, employee or consultant of the Corporation, as the case may be; or (ii) be construed as a guarantee that the Participant will continue as a director, officer, employee or consultant of the Corporation, as the case may be.

12. **Death of a Participant**

In the event of the death of a Participant, any Option previously granted to him shall be exercisable until the end of the Option Period or until the expiration of 12 months after the date of death of such Participant, whichever is earlier, and then, in the event of death, only:

- (a) by the person or persons to whom the Participant's rights under the Option shall pass by the Participant's will or applicable law; and
- (b) to the extent that he was entitled to exercise the Option as at the date of his death.

13. **Rights of Participants**

No person entitled to exercise any Option granted under this Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such Option until such Shares have been paid for in full and issued to such person.

14. **Proceeds from Exercise of Options**

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

15. **Adjustments**

- (a) The number of Shares subject to the Plan shall be increased or decreased proportionately in the event of the subdivision or consolidation of the outstanding Shares of the Corporation, and in any such event a corresponding adjustment shall be made to the number of Shares deliverable upon the exercise of any Option granted prior to such event without any change in the total price applicable to the unexercised portion of the Option, but with a corresponding adjustment in the price for each Share that may be acquired upon the exercise of the Option. In case the Corporation is reorganized or merged or consolidated or amalgamated with another corporation, appropriate provisions shall be made for the continuance of the Options outstanding under this Plan and to prevent any dilution or enlargement of the same.
- (b) Adjustments under this Section 15 shall be made by the Board, whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Shares shall be issued upon the exercise of an Option following the making of any such adjustment.

16. **Change of Control**

Notwithstanding the provisions of section 11 or any vesting restrictions otherwise applicable to the relevant Options, in the event of a sale by the Corporation of all or substantially all of its assets or in the event of a change of control of the Corporation, each Participant shall be entitled to exercise, in whole or in part, the Options granted to such Participant hereunder, either during the term of the Option or within 90 days after the date of the sale or change of control, whichever first occurs.

For the purpose of this Plan, "change of control of the Corporation" means and shall be deemed to have occurred upon:

- (a) the acceptance by the holders of Shares of the Corporation, representing in the aggregate, more than 50 percent of all issued Shares of the Corporation, of any offer, whether by way of a takeover bid or otherwise, for all or any of the outstanding Shares of the Corporation; or

- (b) the acquisition, by whatever means, by a person (or two or more persons who, in such acquisition, have acted jointly or in concert or intend to exercise jointly or in concert any voting rights attaching to the Shares acquired), directly or indirectly, of beneficial ownership of such number of Shares or rights to Shares of the Corporation, which together with such person's then owned Shares and rights to Shares, if any, represent (assuming the full exercise of such rights to voting securities) more than fifty percent (50%) of the combined voting rights of the Corporation's then outstanding Shares; or
- (c) the entering into of any agreement by the Corporation to merge, consolidate, amalgamate, initiate an arrangement or be absorbed by or into another corporation; or
- (d) the passing of a resolution by the Board or shareholders of the Corporation to substantially liquidate the assets or wind-up the Corporation's business or significantly rearrange its affairs in one or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding-up or re-arrangement (except where such re-arrangement is part of a bona fide reorganization of the Corporation in circumstances where the business of the Corporation is continued and where the shareholdings remain substantially the same following the re-arrangement); or
- (e) individuals who were members of the Board of the Corporation immediately prior to a meeting of the shareholders of the Corporation involving a contest for or an item of business relating to the election of directors, not constituting a majority of the Board following such election.

17. **Transferability**

All benefits, rights and Options accruing to any Participant in accordance with the terms and conditions of this Plan shall be non-transferrable and non-assignable unless specifically provided herein. During the lifetime of a Participant, any Options granted hereunder may only be exercised by the Participant and in the event of the death of a Participant, by the person or persons to whom the Participant's rights under the Option pass by the Participant's will or applicable law.

18. **Amendment and Termination of Plan**

The Board may, at any time, suspend or terminate this Plan. The Board may also, at any time, amend or revise the terms of this Plan, subject to the receipt of all necessary regulatory approvals, provided that no such amendment or revision shall alter the terms of any Options theretofore granted under this Plan.

19. **Necessary Approvals**

The obligation of the Corporation to issue and deliver Shares in accordance with this Plan and Options granted hereunder is subject to applicable securities legislation and to the receipt of any approvals that may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If Shares cannot be issued to a Participant upon the exercise of an Option for any reason whatsoever, the obligation of the Corporation to issue such Shares shall terminate and any funds paid to the Corporation in connection with the exercise of such Option will be returned to the relevant Participant as soon as practicable.

20. **Stock Exchange Rules**

This Plan and any option agreements entered into hereunder shall comply with the requirements from time to time of the stock exchange or exchanges on which the Shares are listed.

21. **Right to Issue Other Shares**

The Corporation shall not by virtue of this Plan be in any way restricted from declaring and paying stock dividends, issuing further Shares, varying or amending its share capital or corporate structure or conducting its business in any way whatsoever.

22. **Notice**

Any notice required to be given by this Plan shall be in writing and shall be given by registered mail, postage prepaid, delivered by courier, by facsimile transmission addressed, or via e-mail at hr@radientinc.com, if to the Corporation, at its principal address in Edmonton, Alberta (Attention: President); or if to a Participant, to such Participant at his address as it appears on the books of the Corporation or in the event of the address of any such Participant not so appearing then to the last known address of such Participant; or if to any other person, to the last known address of such person.

23. **Gender**

Whenever used herein words importing the masculine gender shall include the feminine and neuter genders and vice versa.

24. **Interpretation**

This Plan will be governed by and construed in accordance with the laws of the Province of Alberta.

SCHEDULE C**REQUEST FOR VOTING NUMBER FORM**

Issuer/Corporation Name:	<u>Radiant Technologies Inc.</u>
Meeting Date:	<u>December 29, 2021</u>
Registered Holder or Appointee Name¹:	_____ (First Name, Last Name exactly as indicated by the Registered Holder that appointed you)
Registered Holder or Appointee Email Address:	_____
Registered Holder or Appointee Phone Number:	_____
Name of the Appointing Registered Holder:	_____
Name of the Securityholder Who Appointed You²:	_____
CUID³:	_____
<p>PLEASE RETURN THE COMPLETED FORM TO radiant@odysseytrust.com</p> <p>This form can also be accessed online at: https://odysseytrust.com/client/radiant-technologies-inc-2021-ags/</p> <p><i>Please note that if the information you have provided does not match the information we have on file or is incomplete, Odyssey Trust Company may contact you for further information.</i></p>	

- (1) The person who will be voting at the Meeting.
- (2) If the securityholder who appointed you is a beneficial holder (i.e. they hold their securities through a broker/financial institution) please indicate the CUID code.
- (3) 4-digit code located on the Voting Instruction Form, used to identify the financial institution