



**NOTICE OF ANNUAL GENERAL
MEETING OF SHAREHOLDERS
TO BE HELD MAY 28, 2026**

Management Information Circular
April 13, 2026

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders (the “**Meeting**”) of CareRx Corporation (the “**Company**”) will be held at 320 Bay Street, Suite 1200, Toronto, Ontario, M5H 4A6 on May 28, 2026 at 11:00 a.m. (Eastern time) for the following purposes:

1. to receive the consolidated financial statements of the Company for the year ended December 31, 2025 together with the auditors’ report thereon;
2. to elect the board of directors of the Company;
3. to re-appoint Ernst & Young LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and authorize the directors to fix the remuneration of the auditors; and
4. to transact any other business properly before the Meeting.

The accompanying management information circular of the Company dated April 13, 2026 (the “**Circular**”) provides additional information relating to matters to be dealt with at the Meeting.

This year, the Company will be using “notice and access” to provide proxy materials to registered and beneficial holders of common shares of the Company over the internet. This delivery process expedites shareholders’ receipt of proxy materials and reduces the costs and environmental impact of the Meeting. On or about April 27, 2026, the Company will send to shareholders as of the record date a Notice and Access Notification (the “**Notification**”) containing instructions on how to access our proxy materials for the Meeting. The Notification includes instructions on how to vote online and on how to request a paper copy of the proxy materials by mail.

Shareholders are reminded to review the Circular before voting. Electronic copies of this Notice of Meeting and the Circular may be found on the Company’s SEDAR+ profile at www.sedarplus.ca and also on the Company’s website at www.carerx.ca and at <https://docs.tsxtrust.com/2244>. You are eligible to vote your common shares of the Company if you were a shareholder of record at the close of business on April 8, 2026.

If you are a registered shareholder of the Company and are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof in person, please date, sign and return the accompanying form of proxy to TSX Trust Company, by mail or by hand delivery at 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, or by facsimile at (416) 595-9593, Attention: Proxy Department, at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting time.

If you are not a registered shareholder of the Company, a voting instruction form, instead of a form of proxy, may be enclosed. You must follow the instructions, including deadlines for submission, on the voting instruction form in order to vote your shares.

DATED at Toronto, Ontario this 13th day of April, 2026.

By Order of the Board



Jeff Watson, Chairman of the Board

MANAGEMENT INFORMATION CIRCULAR

PART I - VOTING INFORMATION

1 What am I voting on?

Common shareholders of CareRx Corporation (the “**Company**”) are voting on (i) the election of directors, and (ii) the re-appointment of the auditors for the Company.

2 Who is entitled to vote?

Persons registered as shareholders of common shares of the Company (“**Shares**”) as at the close of business on April 8, 2026 (the “**Record Date**”) are entitled to vote at the Meeting. Each Share entitles its holder to one vote on those items of business identified in the Notice of Annual General Meeting of Shareholders (the “**Notice of Meeting**”) accompanying this Management Information Circular (the “**Circular**”).

3 How do I vote?

If you are a registered shareholder, you may vote in advance of the Meeting via the internet by going to www.voteproxyonline.com and entering the 12-digit control number contained in the form of proxy. You may also vote by facsimile or by mail by following the instructions on the form of proxy (if you are a registered shareholder) or the voting instruction form (if you are not a registered shareholder). You may also have the right to sign the form of proxy or voting instruction form appointing the persons named in the proxy or some other person you choose, who need not be a shareholder, to represent you as proxyholder and vote your Shares at the Meeting. **If you are not a registered shareholder and your Shares are held in the name of a nominee (such as a bank, trust corporation, securities broker, trustee or other financial institution), please see Question #16 on page 7 for voting instructions.**

4 What if I plan to attend the Meeting and vote in person?

If you are a registered shareholder and plan to attend the Meeting on May 28, 2026 and wish to vote your Shares in person at the Meeting, do not complete or return the form of proxy. Your vote will be taken and counted at the Meeting. Please register with the Company’s transfer agent, TSX Trust Company (the “**Transfer Agent**”), upon your arrival at the Meeting. If your Shares are held in the name of a nominee, please see Question #16 on page 7 for voting instructions.

5 Who is soliciting my proxy?

The enclosed form of proxy is being solicited by the management of the Company and the associated costs will be borne by the Company. The solicitation will be made primarily by mail. Proxies may also be solicited personally or by telephone by employees, officers and directors of the Company.

6 What if I sign the form of proxy enclosed with this Circular?

Signing the enclosed form of proxy gives authority to Mr. Jeff Watson or Mr. Puneet Khanna, each of whom is a director or officer of the Company, or to another person you have appointed, to vote your Shares at the Meeting.

7 Can I appoint someone other than the management designees to vote my Shares?

Yes. Write the name of this person, who need not be a shareholder, in the blank space provided in the form of proxy. It is important to ensure that any other person you appoint who is attending the Meeting is aware that he or she has been appointed to vote your Shares. Proxyholders should register with the Transfer Agent upon arrival at the Meeting.

8 What do I do with my completed proxy?

As an alternative to online voting, you may return your completed proxy to the Transfer Agent, in the envelope provided or by fax to 416-595-9593, so that it arrives no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before the time of the Meeting or any adjournment thereof at which the proxy is to be used. The time limit for the deposit of proxies may be waived by the Chairman of the Meeting at his discretion, without notice. This will ensure that your vote is recorded.

9 If I change my mind, can I take back my proxy once I have given it?

Yes. If you change your mind and wish to revoke your proxy, you may prepare a written statement to this effect. The statement must be signed by you or your attorney as authorized in writing, or if the shareholder is a company, under its corporate seal or by an officer or attorney of the company duly authorized. This statement must be delivered to the Corporate Secretary of the Company at the following address so that it arrives no later than close of business on the day before the day of the Meeting (excluding Saturday, Sundays or holidays in the Province of Ontario) or at any adjournment of the Meeting.

CareRx Corporation
Corporate Secretary
320 Bay Street
Suite 1200
Toronto, Ontario, M5H 4A6
Fax: 416-619-9499

Your proxy may also be revoked in any other manner permitted by law.

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

The persons named on the form of proxy must vote FOR or AGAINST all matters in accordance with your instructions, or you can let your proxyholder decide for you. In the absence of such instructions, proxies received by management will be voted FOR the election of the nominees (as listed in this Circular) as directors of the Company and FOR the appointment of the auditors of the Company.

11 What if amendments are made to these matters or if other matters are brought before the Meeting?

The persons named in the form of proxy will have discretionary authority with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters, which may properly come before the Meeting. At the time of printing this Circular, management of the Company knows of no such amendment, variation or other matter expected to come before the Meeting. If any other matters properly come before the Meeting, the persons named in the form of proxy will vote on them in accordance with their best judgment.

12 How many Shares are entitled to vote?

As at the Record Date there were 63,302,027 Shares outstanding. Except as set out herein, each registered shareholder has one vote for each Share held at the close of business on the Record Date.

13 Who are the Company's major shareholders?

To the knowledge of the Company based on publicly available filings, the Company has one significant shareholder which holds over 10% of the Company's voting securities on a non-diluted basis: Yorkville Asset Management Inc., for and on behalf of certain funds ("Yorkville"), which owns or exercises control or direction over 16,301,305 Shares, representing approximately 26% of the Shares on a non-diluted basis.

14 Who counts the votes?

The Transfer Agent counts and tabulates the proxies. This is done independently of the Company to preserve the confidentiality of individual shareholder votes. Proxies are referred to the Company only in cases where a shareholder clearly intends to communicate with management or when it is necessary to do so to meet the requirements of applicable law.

15 If I need to contact the Transfer Agent, how do I do so?

For general shareholder inquiries, you can contact the Transfer Agent at:

TSX Trust Company
100 Adelaide Street West, Suite 301
Toronto, Ontario M5H 4H1

Phone: 416-342-1091
Fax: 416-595-9593

16 If Shares are not registered in my name but are held in the name of a nominee (a bank, trust corporation, securities broker, trustee or other financial institution), how do I vote my Shares?

There are two ways you can vote Shares held by your nominee. As required by Canadian securities legislation, you will have received from your nominee either a request for voting instructions or a form of proxy for the number of Shares you hold. For your Shares to be voted for you, please follow the voting instructions provided by your nominee.

Since the Company does not have unrestricted access to the names of its non-registered shareholders, if you attend the Meeting, the Company may have no record of your shareholdings or of your entitlement to vote unless your nominee has appointed you as proxyholder. Therefore, if you wish to vote in person at the Meeting, insert your own name in the space provided on the request for voting instructions or form of proxy and return same by following the instructions provided therein. Do not otherwise complete the form as your vote will be taken at the Meeting. Please register with the Transfer Agent upon your arrival at the Meeting.

17 Will the Company use notice-and-access to send me Meeting-related materials?

The Company uses the notice and access delivery (“**Notice and Access**”) that allows it to provide proxy materials over the internet to shareholders instead of mailing paper copies. Under Notice and Access, the Company can deliver proxy-related materials by (i) posting the Circular (and other proxy-related materials) on a website other than SEDAR+ and (ii) sending a notice informing Shareholders that the Circular (and other proxy-related materials) have been posted and explaining how to access them (the “**Notification**”). On or about April 27, 2026, the Company will arrange to send to beneficial shareholders (as defined below) a notice package containing the Notification and the relevant voting document (a form of proxy or voting instruction form, as applicable (each, a “**Form of Proxy**”). Registered shareholders will receive a notice package containing the Notification and a Form of Proxy. In each case, the Notification will contain basic information about the Meeting and the matters to be voted on, explain the Notice and Access process, and explain how to obtain a paper copy of the Circular.

A paper copy of this Circular will be sent to you within three (3) business days of the Company receiving your request, if the request is received prior to the date of the Meeting. Therefore, in order to receive a paper copy of the Circular prior to the proxy deposit date, you should make your request before May 19, 2026.

PART II -BUSINESS OF THE MEETING

1. Consolidated Financial Statements

The Company's annual financial statements for the year ended December 31, 2025, together with the auditors' report thereon and the related management's discussion and analysis ("MD&A"), will be presented to shareholders at the Meeting for consideration. The financial statements have been prepared in accordance with International Financial Reporting Standards as established in Part I of the Chartered Professional Accountants of Canada Handbook.

No vote will be taken on the financial statements.

2. Election of the Directors

The board of directors (the "**Board**") currently consists of seven individuals, being Jeff Watson, Kevin Dalton, Maria Perrella, Ralph Desando, Bruce Moody, Puneet Khanna and Jason Maguire. All of the current directors will be standing for re-election at the Meeting.

Following the Meeting, if each of the nominees is successfully elected, it is expected that the Board will be comprised of seven individuals, four of whom the Board has determined are independent under applicable securities laws (Kevin Dalton, Bruce Moody, Maria Perrella and Jeff Watson).

Each person elected as a director of the Company will hold office until the next annual meeting of shareholders or until a successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the Company's by-laws.

The Company's by-laws provide that shareholders seeking to nominate candidates for election as directors must provide timely notice in writing (the "**Advance Notice Provisions**"). To be timely, a shareholder's notice must be received by the Corporation: (i) in the case of an annual meeting of holders of Shares, not less than 30 days prior to the date of the annual meeting of holders of Shares; provided, however, that in the event that the annual meeting of holders of Shares is to be held on a date that is less than 50 days after the date on which the first public announcement (the "**Notice Date**") of the date of the annual meeting was made, notice by a holder of Shares may not be given later than the close of business on the 10th day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual meeting) of holders of Shares called for the purpose of electing directors, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting of holders of Shares was made.

The foregoing is a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision which was filed under the Company's profile on SEDAR+ at www.sedarplus.ca on January 16, 2014.

As of the date of this Circular, the Company had not received notice of a nomination in compliance with the Advance Notice Provisions.

The following table provides background information on each nominee proposed for election to the Board.

Name and Place of Residence	Position with the Company	Director Since	Present and Prior Principal Occupations, Business or Employment	Number of Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly ⁽¹⁾
Jeff Watson ⁽²⁾ Ontario, Canada	Chairman, Director	June 6, 2023	- Chairman of the Board since May 2024. - Interim President and Chief Executive Officer of Apotex Inc. (a global pharmaceutical company and manufacturer of generic medicines) from November 2025 to present. President and Chief Executive Officer of Apotex Inc. from December 2018 to April 2023. - Director of TruLeaf Sustainable Agriculture, Apotex Inc. (SK Capital) and Woodstock Sterile Solutions (SK Capital).	80,365
Kevin Dalton ⁽³⁾ Ontario, Canada	Director	March 30, 2017	- Chairman of the Board June 2018 to May 2024. - Corporate Director.	29,972
Raffaele (Ralph) Desando ⁽⁴⁾ Ontario, Canada	Director	November 26, 2019	- Deputy CEO, Alternative Investments at Yorkville Asset Management Inc. - Board member of Southbridge Health Care GP since November 2022. - Trustee of Yorkville Health Care Fund since 2016. - Board member of Proactive Investors since June 2021.	136,598
Puneet Khanna Ontario, Canada	President and Chief Executive Officer, Director	June 6, 2023	- President and Chief Executive Officer of the Company since May 2023. - Chief Operating Officer of the Company from October 2022 to May 2023. - Chief Commercial Officer of the Company from May 2021 to October 2022.	239,715
Jason Maguire Ontario, Canada	Director	June 5, 2025	- Owner of JM Advisory Group Inc. since 2018. - Director of Reclaim Ltd. and Yorkville Asset Management Inc.	2,274
Bruce Moody ⁽⁵⁾ Ontario, Canada	Director	May 7, 2020	- Chairman of Sotera Investigative Group since 2020. - Founder and Chairman of HumanisRx since 2019. - Founder and CEO of Moody Holdings Inc. since 2005.	6,065,023 ⁽⁶⁾
Maria Perrella ⁽⁷⁾ Ontario, Canada	Director	April 1, 2022	- Chief Financial Officer at Samuel, Son & Co. since October 2023. - Board Chair, Audit Chair and director of Argo Blockchain PLC (NASDAQ:ARBK)	38,396

Notes:

- (1) The information as to voting securities beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been furnished by the respective nominees individually.
- (2) Mr. Watson is currently a member of the Audit Committee.
- (3) Mr. Dalton is currently Chair of the Compensation, Governance and Nominating Committee (the “CGN Committee”) and a member of the Audit Committee.
- (4) Mr. Desando is currently a member of the CGN Committee.
- (5) Mr. Moody is currently a member of the CGN Committee.
- (6) Mr. Moody holds Shares directly and indirectly through Riaghail Capital Corporation.
- (7) Ms. Perrella is currently Chair of the Audit Committee and a member of the CGN Committee.

No proposed director of the Company is, or within the ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including the Company) that (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days (an “**order**”) that was issued while that person was acting in that capacity; or (ii) was subject to an order that was issued after the proposed director ceased to act in that capacity which resulted from an event that occurred while that person was acting in that capacity.

No proposed director of the Company is, or within the ten years prior to the date hereof has been, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Company has, within the ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his/her assets.

No proposed director of the Company, 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 been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Management has no reason to believe that any of the nominees will be unable to serve as a director but, if a nominee is for any reason unavailable to serve as a director, proxies in favour of management will be voted in favour of the remaining nominees and may be voted for a substitute nominee unless the shareholder has specified in the proxy that his or her Shares are to be voted against the election of the remaining nominees.

With respect to each nominee listed above, unless a shareholder has specified in the enclosed form of proxy that the Shares represented by such proxy are to be voted against the election of that nominee, the persons named in the enclosed form of proxy intend to vote FOR the election of that nominee. Where no choice is specified by a shareholder in respect of a nominee, the proxy will confer discretionary authority and will be voted FOR the election of that nominee.

3. Appointment of Auditors and Authorizing the Directors to Fix Remuneration

Management of the Company proposes that the re-appointment of Ernst & Young LLP, Chartered Professional Accountants, as auditors of the Company be approved and the directors be authorized to fix the remuneration of the auditors. Ernst & Young LLP, Chartered Professional Accountants were first appointed as auditors on August 16, 2022.

Unless a shareholder has specified in the enclosed form of proxy that the Shares represented by such proxy are to be withheld from voting in the appointment of auditors, the persons named in the enclosed form of proxy intend to vote FOR the re-appointment of Ernst & Young LLP, Chartered Professional Accountants as auditors of the Company and to authorize the directors to fix the remuneration of the auditors. Where no choice is specified by a shareholder, the proxy will confer discretionary authority and will be voted FOR the re-appointment of Ernst & Young LLP, Chartered Professional Accountants as auditors of the Company and to authorize the directors to fix the remuneration of the auditors.

Other Matters Which May Come Before the Meeting

As of the date of this Circular, the Board and management know of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if other matters which are

not known to management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

Interest of Certain Persons or Companies in Matters to be Acted Upon

As of the date of this Circular, the Board and management are not aware of any material interest, direct or indirect, by way of beneficial ownership of Shares or otherwise, of any director or executive officer of the Company at any time since the beginning of the Company's last financial year, of any proposed nominee for election as a director of the Company, or of any associate or affiliate of any such person, in any matter to be acted upon at the Meeting (other than the election of directors).

PART III -STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this section of the Circular is to disclose all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company to each Named Executive Officer ("NEO"), in accordance with Form 51 – 102F6 *Statement of Executive Compensation*.

For the purposes of the disclosure, NEO means the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company, regardless of the amount of compensation of such individuals, and each of the Company's three most highly-compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation amounted to more than \$150,000 for such year and individuals who would satisfy such criteria but for the fact that they were neither an executive officer at the end of the most recently completed financial year.

The Company's compensation policies and programs are designed to be competitive with similar companies competing in the healthcare sector and other companies of similar market size and to recognize and reward executive performance consistent with the success of the Company's business. The significant objectives and elements for compensation awarded to, paid to, or payable to NEOs for the year ended December 31, 2025, were to: (i) attract and retain experienced and talented executive officers; (ii) inspire excellence in the performance of executive officers; and (iii) align shareholder and executive officer interests.

The CGN Committee is responsible for establishing and monitoring the Company's long-term plans and programs for attracting, retaining, developing and motivating employees. The CGN Committee reviews recommendations for the appointment of persons to senior executive positions, considers terms of employment and matters of compensation and recommends awards under the Omnibus Long-Term Incentive Plan (the "LTIP") for senior executives and board members.

Specifically, the CGN Committee has been empowered: (i) to evaluate the performance of the President and CEO of the Company and recommend to the Board the compensation level of the President and CEO; (ii) to review the compensation levels of the executive officers of the Company and to report to the Board; (iii) to conduct such surveys and studies as the Committee deems appropriate to determine competitive salary levels; and (iv) to review management's succession planning and to consider any other matters which, in the Committee's judgment, should be taken into account in reaching the recommendation to the Board concerning the compensation levels of the Company's executive officers.

The CGN Committee ensures that risk is appropriately considered in reviewing and approving incentive programs and executive compensation, in order that the Company's incentive programs do not encourage undue risk-taking on the part of executives and that risks are accounted and adjusted for in the incentive compensation payouts. The Company's policies prohibit purchasing financial instruments designed to hedge or offset a decrease in the market value of the Company's securities. In addition, the LTIP includes clawback provisions (as further described in the section "LTIP" below) which give the Board the discretion to, among other things, cancel awards or require participants in the LTIP to reimburse the Company, in the event that participants have engaged in gross negligence, willful misconduct or

fraud in respect of their duties which result in material financial or reputational harm to the Company, or which require restatement of the Company's financial statements.

Elements of Compensation

The CGN Committee reviews the Company's executive compensation program, including compensation of the President and CEO, to ensure that the program continues to meet its stated objectives. The CGN Committee believes that this review process provides an effective, ongoing evaluation of the program relative to current industry practice and facilitates appropriate and timely adjustments to the program.

The CGN Committee and management meet throughout the year to discuss progress of performance against the various target measures. At the discretion of the Board, adjustments to performance targets and ranges may be made during the year in the event that unanticipated events dramatically affect performance expectations. Final performance ratings are determined at the discretion of the Board at the end of each fiscal year, based on actual versus target performance for each performance measure.

The elements of the compensation program for the NEOs are: (i) base salary; (ii) short-term, equity and non-equity based incentives in the form of annual cash bonuses, shares and healthcare spending accounts; and (iii) long-term, equity based incentives pursuant to the LTIP.

In 2023, the CGN Committee retained the services of Willis Towers Watson ("WTW") to conduct a market review of the core compensation elements for NEOs, as well as other executives of the Company. WTW reviewed several elements of compensation, including salary, target bonus, target annual compensation, long-term incentives and target total direct compensation. Primary compensation data was collected from a group of 12 companies in healthcare or healthcare adjacent industries for comparison purposes.

Base Salary

The base salary component of compensation reflects the level of responsibility within the Company and is compared to similar positions in comparable companies in the healthcare industry and other companies of similar market size, although no specific benchmark group is used. Salaries are reviewed annually and adjustments are made periodically to maintain salary levels that are consistent with the foregoing. Salary increases are based on several factors including: specific conditions relating to the Company, including the Company's overall performance, the individual's experience and past performance, general market conditions, as well as reference to the competitive marketplace for management for similar size companies.

Annual Incentive Bonuses

The CGN Committee establishes performance targets with the objective of rewarding senior management with a short-term incentive award proportionate to the success of the Company in achieving these targets. The non-equity and equity-based incentive plans pay a bonus in cash or shares that is intended to reward each executive for his or her yearly individual contribution and performance of personal objectives in the context of overall annual corporate performance.

To facilitate a direct link between pay and performance, different emphasis is placed on performance in overall corporate and personal measures reflective of their relevance in the individual's role and responsibilities. Target annual incentive bonuses are 50% - 100% of the annual base salary, although the Board may use its discretion to provide for larger bonuses under special circumstances. The objectives and weights are set out from time to time and any payout is ultimately approved by the Board.

The annual bonus is designed to motivate executives annually to achieve stated individual business objectives, to be accountable for their relative contribution to the Company's performance, as well as to attract and retain executives.

At the Board's discretion, the Company may elect to pay all or a portion of the annual incentive bonuses in cash, through share-based awards such as Awards (as defined below) under the LTIP, including Awards with shorter vesting

provisions than the default vesting provisions provided for under the LTIP, or a combination of cash and share-based awards.

Long-Term Incentives

Awards under the LTIP are granted to reward individuals for current performance, expected future performance and to align the long-term interests of the NEOs with those of the Company's shareholders. Awards are generally granted at the commencement of employment and during the first quarter of each fiscal year. The LTIP is administered by the CGN Committee.

The Board, in its discretion and on the recommendation of the CGN Committee, approves grants of Awards to the executive officers. The CEO provides recommendations to the CGN Committee in respect of the other executive officers. Previous grants of Awards are taken into account when considering new grants because the LTIP is subject to certain limits. The CGN Committee is also responsible for reviewing the LTIP and making recommendations to the Board with respect to any amendments thereto.

The NEOs and Board members are not formally prohibited from purchasing financial instruments designed to hedge or offset a decrease in the market value of Shares, including Shares granted as compensation or otherwise held directly or indirectly by an NEO or a member of the Board. In the view of the CGN Committee, the structure and nature of executive compensation, including the manner in which Share-based awards are granted, vested and paid-out under the LTIP, is designed to reduce the need to hedge or offset any potential decrease in the price of Shares and is sufficient to ensure that the interests of the members of the Board and NEOs are adequately aligned with those of the Company generally.

Chief Executive Officer Salary

The CGN Committee annually reviews and approves the corporate objectives relevant to the compensation of the President and CEO and evaluates his performance in light of these objectives. The CGN Committee makes recommendations to the Board respecting the approval of the President and CEO's compensation package and, in particular, considers the performance of the President and CEO, which is a factor in determining changes to his compensation.

LTIP

As part of the ongoing review of the Company's compensation strategy, on May 29, 2024, shareholders of the Company approved the adoption of the LTIP. Since the LTIP is an "evergreen" plan that provides for the replenishment of Shares that are reserved when Awards are exercised, the LTIP is required to be approved by shareholders of the Company every three years.

The Company's annual burn rate under the LTIP, as described in Section 613(p) of the Toronto Stock Exchange ("TSX") Manual, was 1.42% for the year ended December 31, 2025, 1.87% for the year ended December 31, 2024, and 2.22% for the year ended December 31, 2023. The burn rate is subject to change from time to time, based on the number of Awards and the total number of Shares issued and outstanding. For the purposes of the foregoing, "burn rate" is calculated by dividing the number of Awards granted during the applicable fiscal year by the weighted average number of issued and outstanding Shares for that year.

The LTIP allows for a variety of equity-based awards that provide different types of incentives to be granted to certain of the Company's executive officers, employees and consultants, including stock options ("**Options**"), deferred share units ("**DSUs**"), restricted share units ("**RSUs**"), performance share units ("**PSUs**") and restricted shares ("**Restricted Shares**") (collectively, "**Awards**"). Each Award represents the right to receive Shares, or in the case of DSUs, RSU and PSUs, Shares or cash, in accordance with the terms of the LTIP.

The following discussion is a summary of the LTIP, is not comprehensive, and is qualified in its entirety by the text of the LTIP, a copy of which is available as Exhibit I of the Company's management information circular dated April 8, 2024 under the Company's profile on SEDAR+ at www.sedarplus.ca.

Under the terms of the LTIP, the Board, or if authorized by the Board, the CGN Committee, may grant Awards to eligible participants, as applicable. Participation in the LTIP is voluntary and, if an eligible participant agrees to participate, the grant of Awards will be evidenced by a grant agreement with each such participant. The interest of any participant in any Award is not assignable or transferable.

The LTIP contains provisions for certain adjustments to Awards in the event of a stock dividend or split, recapitalization, consolidation, combination or exchange of shares or other fundamental or similar corporate change.

The maximum number of Shares reserved for issuance, in the aggregate, under the LTIP and any other securities-based compensation arrangements will be 10% of the aggregate number of Shares issued and outstanding from time to time, which represents 6,330,202 Shares as of Record Date. As of the date of this Circular, a total of 438,805 Options, 1,455,761 RSUs and 121,803 DSUs are issued and outstanding under the LTIP, representing approximately 3.2% of the issued and outstanding Shares. For the purposes of calculating the maximum number of Shares reserved for issuance under the LTIP, any issuance from treasury by the Company that is issued in reliance upon an exemption under applicable stock exchange rules applicable to equity based compensation arrangements used as an inducement to person(s) not previously employed by and not previously an insider of the Company shall not be included. All of the Shares covered by the exercised, cancelled or terminated Awards will automatically become available Shares for the purposes of Awards that may be subsequently granted under the LTIP. As a result, the LTIP is considered an “evergreen” plan.

The maximum number of Shares that may be: (i) issued to insiders of the Company within any one-year period; or (ii) issuable to insiders of the Company at any time, in each case, under the LTIP alone, or when combined with all of the Company’s other security-based compensation arrangements, cannot exceed 10% of the aggregate number of Shares issued and outstanding from time to time determined on a non-diluted basis. The total annual grant to any one non-employee director under all security-based compensation arrangements cannot exceed a grant value of \$100,000 of Options and \$150,000 in total equity.

An Option shall be exercisable during a period established by our Board which shall commence on the date of the grant and shall terminate no later than ten years after the date of the granting of the Option or such shorter period as the Board may determine. The exercise price of an Option will be fixed by the Board, but may not be less than the volume weighted average price of the Shares on the TSX on the five trading days before the date such Option is granted. The LTIP provides that the exercise period in respect of Options shall automatically be extended if the date on which an Option is scheduled to terminate shall fall during a black-out period. In such cases, the extended exercise period shall terminate 10 business days after the last day of the black-out period. In order to facilitate the payment of the exercise price of the Options, the LTIP has a feature pursuant to which a participant may elect to undertake a broker assisted “cashless exercise” subject to the procedures set out in the LTIP, including the consent of the Board, where required. The LTIP also allows a participant to surrender Options in lieu of tendering the cash exercise price.

The terms and conditions of grants of RSUs, PSUs and DSUs, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these Awards, is set out in the participant’s grant agreement. RSUs, PSUs and DSUs may be settled, at the option of the Company, for (i) treasury Shares, (ii) a cash equivalent based on the market price of the Shares at the time of settlement, or (iii) a combination of treasury Shares and cash. The Company is also permitted to grant restricted Shares under the LTIP, with restrictions on transfer of up to three years as determined by the Board.

Awards are subject to the following treatment upon a termination of employment of a Participant:

Reason for Termination	Treatment
Termination for cause	All Awards, whether vested or unvested, terminate upon cessation of employment.

Termination without cause, retirement and resignation	All unvested Awards terminate upon cessation of employment. Vested Options must be exercised by the earlier of (i) 30 days after termination and (ii) the remaining term of the Options. Vested RSUs, PSU or other Awards will be settled by the Company as soon as practicable.
Death or disability	Any unvested Awards (other than Options) will vest on a proportionate basis based on the number of Awards available to vest in the vesting period based on the pro rated time elapsed between previous vesting date (or grant date) to the next vesting date. Any unvested Options will automatically vest and the expiry date of the Options will be up to one year following the termination date. Any vested RSUs, PSUs or other Awards will be settled by the Company as soon as practicable.

In connection with a change of control of the Company, where the Board is not satisfied that the person acquiring control intends to assume and honour the outstanding Awards or to substitute Awards for alternate awards with underlying securities that are listed on a stock exchange and provide participants with the same or better rights and entitlements, the Board may terminate the LTIP and accelerate vesting of Awards and all Awards (and in the case of PSUs and other Awards with performance criteria the number to vest to be determined by the Board in its discretion) are deemed to have vested and have an exercise date or settlement date, as applicable, immediately before the termination of the Plan. The Board also has power to modify the terms of the LTIP and/or the Awards to assist the participants in conditionally tendering to a take-over bid or other transaction leading to a change of control.

The Board may, in its sole discretion, suspend or terminate the LTIP at any time, or from time to time, and/or amend or revise the terms and conditions of the LTIP or of any Awards granted under the LTIP and any grant agreement relating thereto, provided that such suspension, termination, amendment or revision shall: (i) not materially adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP; and (ii) be in compliance with applicable law and subject to any required shareholder or regulatory approvals including, where required, the approval of the TSX. Subject to the terms of the LTIP, the Board may, in its discretion and without shareholder approval, make changes to the LTIP or any award, including but not limited to:

- a change to the provisions governing the effect of termination of a participant's employment, contract or office;
- amendments to, or waivers of, the vesting provisions or other conditions of the LTIP or any Award;
- amendments to the termination or early termination provisions of any Award (including any Award held by an insider) that does not entail an extension beyond the original expiry date of that Award;
- an amendment of the LTIP or an Award as necessary to comply with applicable law or the requirements of any stock exchange or any other regulatory authority, the LTIP, the participants or the shareholders of the Company;
- any amendment of a "housekeeping" nature;
- any amendment regarding the administration of the Plan; or
- any other amendment, fundamental or otherwise, not requiring shareholder approval under the LTIP, applicable laws or the applicable rules of the TSX.

Shareholder approval is required for the following amendments to the LTIP:

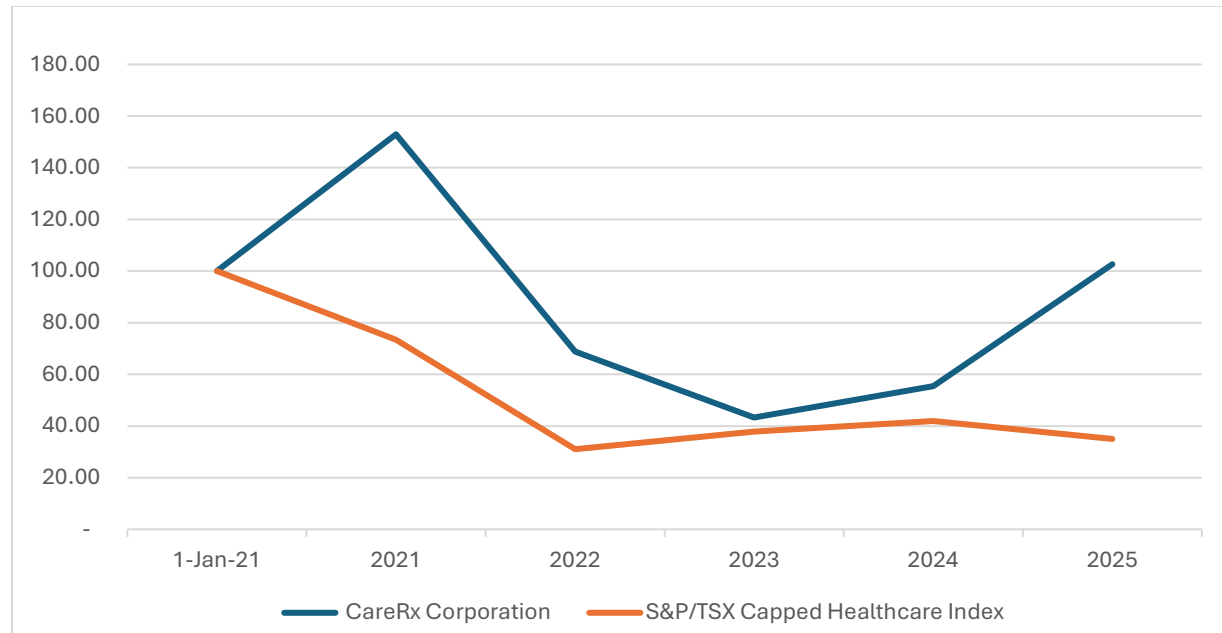
- to increase the maximum number of Shares issuable under the LTIP, other than an adjustment pursuant to a change in capitalization;
- to reduce the exercise price of Awards, except in the case of an adjustment pursuant to a change in capitalization;
- to extend the expiration date of an Award, except in the case of an extension due to a black-out period;
- to remove or exceed the insider participation limits or participation limits of non-executive directors;
- to amend the non-transferability of Awards; or
- to amend certain amendment provisions of the LTIP.

In the event the Board determines that a participant engaged in gross negligence, willful misconduct or fraud in respect of the performance of the participant's duties to or for the Company, which resulted in material financial or reputational harm to the Company, or there is a material restatement of the financial statements of the Company, the LTIP provides the Board with discretion to require the participant to reimburse the Company amounts paid to the

participant in respect of Awards and/or to reduce the number or value of, or cancel and terminate, any vested or unvested Awards.

Performance Graph

The following graph compares the cumulative total shareholder return on the Shares from January 1, 2021 to December 31, 2025, with the cumulative total return of the S&P/TSX Capped Healthcare Index, assuming a \$100 initial investment (and the reinvestment of any dividends).



The trend shown in the above performance graph shows an increase in shareholders' return over the five-year period. Since January 1, 2021, the total shareholder return increased by approximately 3% to the end of 2025.

Summary Compensation Table

The following table contains information about the compensation paid to, or earned by, the Company's NEOs in each of the three most recently completed financial years:

Name and principal position	Year	Salary (\$)	Share-based awards (\$) ⁽¹⁾	Option-based awards (\$) ⁽²⁾	Non-equity incentive plan compensation		All other compensation (\$) ⁽⁵⁾	Total compensation (\$)
					Annual incentive plan (\$) ⁽³⁾	Long-term incentive plan (\$) ⁽⁴⁾		
Puneet Khanna⁽⁶⁾ President and Chief Executive Officer	2025	446,600	561,000	Nil	336,600	Nil	33,932	1,378,132
	2024	436,250	550,000	Nil	352,000	Nil	33,725	1,371,975
	2023	370,897	451,563	131,000	318,750	Nil	30,104	1,302,314
Suzanne Brand Chief Financial Officer	2025	304,500	229,500	Nil	114,750	Nil	19,400	668,150
	2024	75,000	225,000	Nil	110,000 ⁽⁷⁾	Nil	4,850	414,850
	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2025	285,251	143,328	Nil	91,372	Nil	25,105	545,056

Adrienne Sullivan-Campeau⁽⁸⁾ Chief Employee and Customer Experience Officer	2024	279,658	140,518	Nil	140,518	Nil	24,993	585,687
	2023	273,519	117,098	32,750	103,322	Nil	24,722	551,411
Travis Featherstone⁽⁹⁾ Chief Clinical Officer	2025	247,041	125,000	Nil	89,063	Nil	24,341	485,444
	2024	239,940	96,449	Nil	96,449	Nil	24,199	457,036
	2023	235,235	80,374	32,750	88,648	Nil	24,105	461,112
Alpinder Grewal⁽¹⁰⁾ Chief Operating Officer	2025	241,697	125,000	Nil	89,063	Nil	24,234	479,993
	2024	221,067	90,036	Nil	90,036	Nil	15,001	416,140
	2023	206,949	71,059	Nil	78,374	Nil	12,319	368,700

Notes:

- (1) Includes the dollar value of share-based awards earned in the year ended December 31, 2025. Fair value assigned to RSUs and DSUs was calculated with reference to the price of the Shares on the Toronto Stock Exchange (the “TSX”) at the time of grant.
- (2) The values indicated in the table reflect the estimated fair value of the options on May 19, 2023, being the date of grant for all NEOs. These values do not represent cash received by the NEOs, and the actual value realized (if any) upon the future vesting and exercise of such options may be less or greater than the grant date fair values indicated in the table above. The Black-Scholes method has been used in estimating the grant date fair value of the option-based awards because it is a commonly used option-based award pricing model and is considered a reasonable estimate of fair value. The assumptions used to measure the fair value of options granted during the year ended December 31, 2023 were as follows:

Grant date	May 19, 2023
Expected dividend yield	Nil
Expected volatility	65.58%
Risk-free interest rate	3.29%
Expected life in years	5.0
Strike price	\$2.25
Share price at valuation date	\$2.27
Forfeiture rate	Nil

The grant date fair value of the awards is the same as the fair value determined for accounting purposes.

- (3) Includes annual cash bonuses earned in the year ended December 31, 2025.
- (4) Includes bonuses paid in the way of RSUs in lieu of cash bonuses.
- (5) Includes car allowances, parking allowances, RRSPs and healthcare spending accounts.
- (6) Mr. Khanna commenced his role as President and Chief Executive Officer of the Company on May 1, 2023. Prior to that, Mr. Khanna was the Chief Operating Officer from October 2022 to May 2023. All of the compensation paid to Mr. Khanna is paid to him in his capacity as President and Chief Executive Officer of the Company; Mr. Khanna does not receive compensation for serving as a director of the Company.
- (7) Ms. Brand commenced her role as Chief Financial Officer on October 1, 2024.
- (8) Ms. Sullivan-Campeau was promoted to Chief Employee and Customer Experience Officer effective April 1, 2025, prior to which she served as Chief People and Culture Officer of the Company.
- (9) Mr. Featherstone was promoted to Chief Clinical Officer effective June 1, 2025, prior to which he served as SVP, Western Operations and System Integration of the Company.
- (10) Mr. Grewal was promoted to Chief Operating Officer effective June 1, 2025, prior to which he served as SVP, Operations East and Business Transformation of the Company.

Incentive Plan Awards – NEOs

Outstanding Option-Based and Share-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth for each NEO all awards outstanding at the end of the most recently completed financial year ended December 31, 2025, including awards granted before the most recently completed financial year.

Name	Option-based Awards				Share-based Awards ⁽¹⁾		
	Number of securities underlying unexercised options (#) ⁽²⁾	Option exercise price (\$)	Option Expiration date	Value of unexercised in-the-money options (\$) ⁽³⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$) ⁽⁴⁾	Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽⁵⁾
Puneet Khanna	50,000	2.25	May 18, 2028	78,500	395,271	1,509,935	Nil
	22,500	2.78	November 14, 2027	23,400			
	26,250	5.18	March 30, 2027	N/A			
Suzanne Brand	Nil	N/A	N/A	N/A	88,588	338,406	Nil
Adrianne Sullivan-Campeau	12,500	2.25	May 18, 2028	19,625	112,463	429,609	Nil
	26,250	5.18	March 30, 2027	N/A			
Travis Featherstone	12,500	2.25	May 18, 2028	19,625	77,292	295,255	Nil
	26,250	5.18	March 30, 2027	N/A			
Alpinder Grewal	Nil	N/A	N/A	N/A	66,761	255,027	Nil

Notes:

- (1) Unless otherwise determined by the Board in its sole discretion at the time of grant or any time following the date that a particular RSU or DSU is granted, RSUs and DSUs generally vest over three (3) years with one third of such RSUs or DSUs vesting on each anniversary date following the date of grant.
- (2) Represents the number of Shares underlying vested, unexercised options.
- (3) The value of unexercised in-the-money options is calculated as the difference between the closing price of the Shares on December 31, 2025, being \$3.82, and the exercise price of the applicable options, multiplied by the number of vested, unexercised options.
- (4) The value of share-based awards, which include RSUs and DSUs that have not vested, has been determined based on the closing price of the Shares on December 31, 2025, being \$3.82.
- (5) The value of share-based awards, which include RSUs and DSUs that have vested but not paid out or distributed, has been determined based on the closing price of the Shares on December 31, 2025, being \$3.82.

Value Vested or Earned During the Year

The following table (presented in accordance with Form 51-102F6) sets forth details of the value vested or earned during the most recently completed financial year ended December 31, 2025 for each incentive plan award.

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$) ⁽²⁾	Non-equity incentive plan compensation – Value earned during the year (\$) ⁽³⁾
Puneet Khanna	18,625	321,596	336,600
Suzanne Brand	Nil	Nil	114,750
Adrianne Sullivan-Campeau	3,438	120,905	91,372
Travis Featherstone	3,438	83,099	89,063
Alpinder Grewal	Nil	59,111	89,063

Notes:

- (1) The value of option-based awards which vested during the year reflects the value that would have been realized if the vested options had been exercised on the applicable vesting date. The value was calculated by multiplying the number options which vested on a given vesting date by the difference between the closing price of the Shares on the vesting date and the exercise price of such options.
- (2) The value of share-based awards which vested during the year was calculated by multiplying the number of vested RSUs by the closing price of the Shares on the vesting date, as reported by the TSX.
- (3) Includes annual cash bonuses earned in the year ended December 31, 2025.

Deferred Profit Sharing Plan

The Company maintains a deferred profit sharing plan (the “**DPSP**”) for employees including the Company’s NEOs. Pursuant to the DPSP, the Company matches employee contributions to a maximum of 2% of the employee’s base salary. DPSP contributions made by the Company vest after the employee has been a member of the DPSP for two years.

Employment Agreements with NEOs

Employment contracts are currently in place for each of the NEOs. The contracts set out the principal terms of the employment relationship with the Company or an affiliate of the Company, as applicable, including the individual’s overall role, the expectations of the Company with respect to business practices (including confidentiality, ethical behavior and conflict of interest) and financial terms.

Termination and Change of Control Benefits

The employment agreement with Mr. Khanna is for an indefinite term, subject to the termination provisions of the agreement. The agreement provides for a base salary of \$457,756 per annum for his role as President and Chief Executive Officer of the Company. If Mr. Khanna’s employment is terminated without cause he will be entitled to (i) 18 months’ annual salary, to be paid by way of a salary continuance, (ii) any outstanding unpaid installment of his performance bonus, (iii) a pro-rated amount of his performance bonus in the year in which termination occurs based on the average performance bonus received by the President and Chief Executive Officer of the Company in the past three fiscal years, (iv) continuation of health and dental benefits for a 12-month period or until alternative employment is secured, continued vesting of equity incentive awards in accordance with their original vesting terms, and (vi) any outstanding earned, but unpaid, installment of his base salary and accrued vacation pay, if any. Mr. Khanna is also subject to a 12-month post-termination non-compete and non-solicit period.

The employment agreement with Ms. Brand is for an indefinite term, subject to the termination provisions of the agreement. The agreement provides for a base salary of \$312,120 per annum for her role as Chief Financial Officer. If Ms. Brand’s employment is terminated without cause she will be entitled to (i) nine (9) months’ annual salary, plus one (1) additional month per completed year of to be paid by way of a salary continuance, (ii) any outstanding unpaid installment of her performance bonus, (iii) continuation of health and dental benefits for the severance period or until alternative employment is secured, and (iv) any outstanding earned, but unpaid, installment of her base salary and accrued vacation pay, if any. Ms. Brand is also subject to a 12-month post-termination non-compete and non-solicit period.

The employment agreement with Ms. Sullivan-Campeau is for an indefinite term, subject to the termination provisions of the agreement. The agreement provides for a base salary of \$292,389 per annum for her role as Chief Employee and Customer Experience Officer of the Company. If Ms. Sullivan-Campeau’s employment is terminated without cause she will be entitled to (i) nine (9) months’ annual salary, plus one (1) additional month per completed year of to be paid by way of a salary continuance, (ii) any outstanding unpaid installment of her performance bonus, (iii) continuation of health and dental benefits for the notice period or until alternative employment is secured, and (iv) any outstanding earned, but unpaid, installment of her base salary and accrued vacation pay, if any. Ms. Sullivan-Campeau is also subject to a 12-month post-termination non-compete and non-solicit period.

The employment agreement with Mr. Featherstone is for an indefinite term, subject to the termination provisions of the agreement. The agreement provides for a base salary of \$255,000 per annum for his role as Chief Clinical Officer. If Mr. Featherstone’s employment is terminated without cause he will be entitled to 12 months of severance, (ii) any outstanding unpaid installment of his performance bonus, (iii) continuation of health and dental benefits for the severance period or until alternative employment is secured, (iv) any outstanding earned, but unpaid, installment of his base salary and accrued vacation pay, if any and (v) immediate vesting of his equity incentive awards. Mr. Featherstone is also subject to a 12-month post-termination non-compete and 12 month non-solicit period.

The employment agreement with Mr. Grewal is for an indefinite term, subject to the termination provisions of the agreement. The agreement provides for a base salary of \$255,000 per annum for his role as Chief Operating Officer. If Mr. Grewal’s employment is terminated without cause he will be entitled to 12 months of severance, (ii) any

outstanding unpaid installment of his performance bonus, (iii) continuation of health and dental benefits for the severance period or until alternative employment is secured, and (iv) any outstanding earned, but unpaid, installment of his base salary and accrued vacation pay, if any. Mr. Grewal is also subject to a 12-month post-termination non-compete and 12 month non-solicit period.

Compensation of Directors

The following table sets forth information concerning the annual and long-term compensation in respect of the directors of the Company, other than the NEOs, during the financial year ended December 31, 2025.

Name ⁽¹⁾	Fees Earned (\$) ⁽²⁾	Share-based awards (\$) ⁽³⁾⁽⁴⁾	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Kevin Dalton	65,531	49,500	Nil	Nil	Nil	Nil	115,031
Ralph Desando	52,847	49,500	Nil	Nil	Nil	Nil	102,347
Keith McIntosh	19,375	Nil	Nil	Nil	Nil	Nil	19,375
Bruce Moody	52,847	49,500	Nil	Nil	Nil	Nil	102,347
Maria Perrella	73,986	49,500	Nil	Nil	Nil	Nil	123,486
Jeff Watson	107,808	104,500	Nil	Nil	Nil	Nil	212,308
Jason Maguire	28,188	49,500	Nil	Nil	Nil	Nil	77,688

Notes:

- (1) Mr. Khanna serves as President, Chief Executive Officer and as a director of the Company. All compensation paid to Mr. Khanna was paid in his capacity as President and Chief Executive Officer of the Company. See the Summary Compensation Table for further information.
- (2) Includes the value of cash fees earned by directors for serving on the Board and all committees of the Board prior to any elections to receive such fees in RSUs or DSUs under the Election Policy.
- (3) Fair value assigned to the RSUs or DSUs were calculated by multiplying the number of RSUs by the Share price on the TSX at closing on the grant date.
- (4) Excludes RSUs and DSUs which certain directors elected to receive in lieu of cash fees under the Election Policy.

The CGN Committee reviews director compensation policies on an annual basis in light of market conditions, industry practices and risks, and the responsibilities involved in being an effective director.

As of the date of this Circular, the annual retainer for Board members (excluding Jeff Watson, who receives a retainer as Chairman) and Mr. Khanna (who receives no retainer) is \$99,000. Mr. Watson receives an annual retainer of \$209,000 as Chairman of the Board. 50% of the directors' and the Chairman's annual retainer is issued in the form of Awards under the LTIP, which Awards generally vest over three (3) years, with one third of such Awards vesting on each anniversary date following the date of grant. The remainder of the directors' and the Chairman's retainer is payable in cash, subject to each director's option to receive any or all of such remaining portion of the retainer in the form of RSUs and/or DSUs under the Election Policy, as described below.

As of the date of this Circular, the annual retainer of the Chair of the Audit Committee is \$22,000 and the annual retainer of the Chair of the CGN Committee is \$11,000. Members of the Audit Committee and CGN Committee receive annual fees of \$7,700 and \$5,500, respectively.

The Board has adopted a policy (the "**Election Policy**") that permits directors of the Company, other than the Chief Executive Officer, to elect to take all or a portion of the cash portion of their retainer and/or committee fees in the form of RSUs and/or DSUs. The purpose of the Election Policy is to help better align the interests of the directors of the Company with those of shareholders and preserve cash. Any election under the Election Policy (an "**Election**") must be delivered by a director to the Company by the end of the calendar quarter preceding the calendar quarter to which such Election is to apply. The number of RSUs or DSUs that a director is entitled to receive pursuant to an Election in lieu of such cash retainer and/or fees is calculated with reference to the ten-day volume weighted average price of the Shares on the TSX as of the last day of the calendar quarter in which the Election was made. Absent any determination by the Board, RSUs and/or DSUs awarded pursuant to an Election will vest immediately on the grant

date. RSUs and/or DSUs awarded pursuant to the Election Policy are granted on the last calendar day of the quarter following the quarter in which the Election is made.

Directors are reimbursed for reasonable travel and other out-of-pocket expenses incurred in connection with the attendance at meetings of the Board.

Incentive Plan Awards – Directors

Outstanding Share-Based and Option-Based Awards

The following table sets forth information concerning outstanding option-based awards and share-based awards, held by directors, other than directors who are NEOs, as at December 31, 2025, whether granted during the current financial year or prior thereto.

Name	Option-based Awards				Share-based Awards ⁽¹⁾		
	Number of securities underlying unexercised options (#) ⁽²⁾	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽³⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$) ⁽⁴⁾	Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽⁵⁾
Kevin Dalton	3,334	2.27	June 5, 2028	5,168	44,723	170,842	214,073
Ralph Desando	30,348	2.27	June 5, 2028	47,039	31,446	120,124	26,889
Keith McIntosh	45,522	2.27	June 5, 2028	70,559	Nil	Nil	Nil
Bruce Moody	Nil	Nil	Nil	Nil	38,080	145,466	Nil
Maria Perrella	15,174	2.27	June 5, 2028	23,520	34,762	132,791	Nil
Jeff Watson	Nil	Nil	Nil	Nil	73,018	278,929	4,622
Jason Maguire	Nil	Nil	Nil	Nil	17,079	65,242	Nil

Notes:

- (1) Unless otherwise determined by the Board in its sole discretion at the time of grant or any time following the date that a particular RSU or DSUs is granted, RSUs and DSUs generally vest over three (3) years with one third of such RSUs or DSUs vesting on each anniversary date following the date of grant.
- (2) Represents the number of Shares underlying vested, unexercised options.
- (3) The value of unexercised in-the-money options is calculated as the difference between the closing price of the Shares on December 31, 2025, being \$3.82, and the exercise price of the applicable options, multiplied by the number of vested, unexercised options.
- (4) The value of share-based awards, which include RSUs and DSUs, that have not vested has been determined based on the closing price of the Shares on December 31, 2025, being \$3.82.
- (5) The value of share-based awards, which include RSUs and DSUs that have vested but not paid out or distributed, have been determined based on the closing price of the Shares on December 31, 2025, being \$3.82.

Value Vested or Earned During the Year

The following table sets out, for each director, other than a director who is also an NEO, the value of share-based awards and option-based awards that vested and other non-equity incentives received by such individuals, in each case during the year ended December 31, 2025.

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$) ⁽²⁾⁽³⁾	Non-equity incentive plan compensation – Value earned during the year (\$)
Kevin Dalton	934	77,019	Nil

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$) ⁽²⁾⁽³⁾	Non-equity incentive plan compensation – Value earned during the year (\$)
Ralph Desando	8,497	29,311	Nil
Keith McIntosh	17,602	70,098	Nil
Bruce Moody	Nil	47,981	Nil
Maria Perrella	4,249	38,647	Nil
Jeff Watson	Nil	60,899	Nil
Jason Maguire	Nil	Nil	Nil

Notes:

- (1) The value of option-based awards which vested during the year reflects the value that would have been realized if the vested options had been exercised on the applicable vesting date. The value was calculated by multiplying the number options which vested on a given vesting date by the difference between the closing price of the Shares on the vesting date and the exercise price of such options.
- (2) Fair value assigned to the RSUs or DSUs that vested during the year was calculated by multiplying the number of RSUs or DSUs by the closing price of the Shares on the day of vesting, as reported by the TSX.
- (3) Excludes the value of any RSUs or DSUs pursuant to any elections under the Election Policy.

SHARE OWNERSHIP POLICY

The Board believes that share ownership by members of the Board is a key element of strong corporate governance. The Board also believes that long-term equity ownership further aligns the interest of directors with those of shareholders and enables them to share in the long-term growth and success of the Company. In November 2015, the Board approved a share ownership policy (the “**Share Ownership Policy**”) to require directors to hold Shares or vested Awards with a market value at least equal to the value of the director’s annual retainer fee (excluding any Board or committee chair and meeting fees). This minimum ownership requirement must be attained within three years of the date an individual is appointed or elected as a director, and must be maintained after attainment throughout an individual’s tenure as a director. Once a director has achieved the minimum ownership, if his or her Share ownership falls below the minimum market value for any reason other than such director’s sale of Shares, including, but not limited to, when a decrease in the price of the Shares occurs, the director will have two years to again become compliant with the Share Ownership Policy. The Share Ownership Policy was recently reviewed and confirmed in July 2025.

The compliance of each director with the Share Ownership Policy as of December 31, 2025 is set forth below:

Director	% of Target ⁽¹⁾
Kevin Dalton	>100%
Ralph Desando	>100%
Puneet Khanna	N/A ⁽²⁾
Bruce Moody	>100%
Maria Perrella	>100%
Jeff Watson	>100%
Jason Maguire	7% ⁽³⁾

Notes:

- (1) The target is based on the directors’ annual \$99,000 retainer.
- (2) Mr. Khanna does not receive an annual retainer and, as such, is not required to own Shares under the Share Ownership Policy.
- (3) Mr. Maguire will become subject to the requirements of the Share Ownership Policy on June 5, 2028, being the third anniversary of his election to the Board.

Securities Authorized for Issuance under Equity Compensation Plans

The following table (presented in accordance with Form 51 -102F5) sets forth all compensation plans under which equity securities of the Company are authorized for issuance as of December 31, 2025.

Plan Category	Number of securities to be issued upon exercise of outstanding options and other rights	Weighted-average exercise price of outstanding options, warrants and rights⁽¹⁾	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders			
Options	438,805	\$3.23	
RSUs	1,485,594	N/A	
DSUs	121,186	N/A	
Sub Total	2,045,585	N/A	4,232,565
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	2,045,585	N/A	4,232,565

Notes:

(1) RSUs and DSUs are not subject to an exercise price.

Management Contracts

The management functions of the Company and its subsidiaries are performed by directors, executive officers or senior officers of the Company and its subsidiaries, as applicable, and not, to any substantial degree, by any other person.

Indebtedness of Directors and Officers

During the most recently completed financial year and as at the date hereof, no director, proposed nominee for election as a director, executive officer, employee or associate of any such persons has been or is indebted to the Company, nor has the Company guaranteed any loans on behalf of any of these persons.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

During the most recently completed financial year and as at the date hereof, no director, proposed nominee for election as a director, executive officer, employee or associate of any such persons has been or is indebted to the Company under any securities purchase or other programs.

Interest of Informed Persons in Material Transactions

No “informed person” (within the meaning of National Instrument 51-102) or proposed nominee for election as a director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries.

PART IV - CORPORATE GOVERNANCE DISCLOSURE

The Board views corporate governance as an effective mechanism to improve the function and operations of the Company for the benefit of the shareholders. Set out below is a description of the Company’s approach to corporate governance, in compliance with the requirements prescribed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”).

Board of Directors

Independent Directors

The Board is responsible for the overall stewardship of the business and affairs of the Company, including overseeing the Company's financial and strategic planning and direction, as well as management's implementation of the Company's plans. The Board discharges its responsibilities directly and through committees. In fulfilling its responsibilities, the Board delegates day-to-day authority to management of the Company, while reserving the ability to review management decisions and exercise final judgment on any matter. The Board reviews and approves on an annual basis the corporate objectives developed and adopted by the President and CEO and the senior management team.

As of the date hereof, the Board is currently comprised of seven directors: Jeff Watson (Chairman of the Board), Kevin Dalton, Ralph Desando, Puneet Khanna, Bruce Moody, Maria Perrella and Jason Maguire. Four of the directors (Mr. Watson, Mr. Dalton, Mr. Moody and Ms. Perrella) are independent directors within the meaning of "independence" under NI 58-101. Under NI 58-101, a director is independent if he/she does not have a direct or indirect material relationship with the Company, which could, in the view of the Board, be reasonably expected to interfere with the exercise of his/her independent judgment. In determining whether a director is independent, the Board also considers whether the director has a relationship, which could, or could be perceived to, interfere with the director's ability to objectively assess the performance of management. All of the current Board members served on the Board in 2025.

The CGN Committee has determined that Puneet Khanna does not meet the definition of "independence" under NI 58-101 as he is the President and Chief Executive Officer of the Company.

The CGN Committee has determined that each of Ralph Desando and Jason Maguire do not meet the definition of "independence" under NI 58-101 as they have been nominated to the Board pursuant to contractual Board appointment rights held by Yorkville and Yorkville is also a "control person" of the Company as defined under applicable securities laws. As a result, Mr. Desando and Mr. Maguire, as Yorkville's Board nominees, may have a "material relationship" with the Company as defined in *National Instrument 52-110 – Audit Committees* ("NI 52-110").

The Board continues to consider additional independent directors for nomination and appointment and the independence of its current Board members and other activities that foster discussion among the independent directors. The Company has always endeavored to ensure that individuals elected to the Board act with integrity in exercising their judgment in the best interests of the Company and its stakeholders and the Company believes that the judgement of members of the Board has been so exercised.

The Board takes steps to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director of the Company has a material interest. As part of its mandate, the Board, with input from the CGN Committee, reviews on an annual basis the functioning of the Board and its committees and considers whether the composition of the Board and its committees promotes effectiveness and efficiency in its decision-making.

Mr. Watson, the Chairman of the Board, is responsible for the management, development and efficient operation of the Board. He is considered "independent" under NI 58-101. Mr. Watson helps set the agenda for Board meetings, ensures that the Board adequately assumes its mandate and that the Board's responsibilities and boundaries with management are well understood by Board members. In addition, the Audit Committee is composed entirely of independent directors.

To help ensure that the Board functions independently of management, the independent directors regularly hold meetings at which members of management and other non-independent directors are not present and, as necessary, establishes special purpose committees led by independent directors to consider and assess transactions or activities. In addition, the compensation of the officers of the Company is considered in the absence of management by the CGN Committee of the Board at least once a year.

Given the size and tenure of the current Board, the Company does not have an informal orientation and education program for Board members. The Board regularly reviews the size and composition of the Board to ensure that it allows for a diversity of experience and knowledge and is the appropriate size and composition to foster and promote effective decision-making and oversight as a Board. As well, the CGN Committee conducts an annual assessment on the effectiveness and performance of the Company's Board as a whole, the committees of the Board and the contribution and qualification of individual directors.

New Board members are introduced to the business of the Company through meetings with senior employees and directors and exposure to business operations. In addition, new directors receive relevant historical materials to facilitate their orientation and to assist them in learning about the Company. The Board also receives relevant reports regarding the health care industry in general and the Company's particular business, strategy and governance (including relating to compensation practices) from management and other advisors on an ongoing basis.

Board Charter

The Board is responsible for overseeing the business activities and affairs of the Company in relation to the execution of its stated objectives. The responsibility of members of the Board is to exercise their business judgment to act in what each director reasonably believes to be in the best interests of the Company, shareholders and other stakeholders. The Board approves the selection of the Company's executive officers who are responsible for the day-to-day conduct of the Company's business affairs.

The Board discharges its responsibilities directly or through committees of the Board. The Board regularly receives and considers reports and recommendations from its committees. Any responsibility that is not delegated to senior management or a committee of the Board remains with the Board.

The Board has a formal written charter that was last renewed by the Board in October 2025 and is available on the Company's website at www.carerx.ca. Pursuant to the charter, the Board provides stewardship of the Company and its affairs, including by overseeing and monitoring the performance of the Company in the context of the long-term interests of its stakeholders. It promotes a culture of integrity and responsibility and, together with management of the Company, develops a process for the timely and accurate public disclosure of material information. Although the Board has delegated the day-to-day management of the business and affairs of the Company to its senior management, it is actively involved in strategic planning and takes responsibility for monitoring the implementation of such plans. In addition, the Board takes responsibility for corporate governance and has financial accountability. The Board also monitors and assesses the integrity of internal controls, management information systems and risk management strategies developed and implemented by management.

In order to carry out its responsibilities, the Board meets on a regular basis consistent with the need to approve the financial results of each fiscal quarter. Additionally, the Board meets from time-to-time to engage in a detailed review of the Company's strategic plans or activities. Other meetings of the Board are held as required.

The Board has responsibility for approving the appointment of the CEO and setting his annual compensation and for reviewing with the CEO all other senior management appointments. The Board also oversees the implementation of succession planning programs, including programs to appoint, train and monitor senior management.

The Board satisfies itself as to effective performance by informal discussion both by the full Board at Board meetings and by the independent directors at meetings of the independent directors.

Board Meetings

The Board holds scheduled meetings at which the members of management are not in attendance, as well as any other time when appropriate and needed.

The attendance record of each director standing for re-election for all Board and committee meetings held during the financial year 2025 is as follows:

Name	Board/Committee Meeting Attendance⁽¹⁾
Kevin Dalton	15 of 15 meetings
Ralph Desando	11 of 11 meetings
Puneet Khanna	7 of 7 meetings
Bruce Moody	11 of 11 meetings
Maria Perrella	14 of 15 meetings
Jeff Watson	11 of 11 meetings
Jason Maguire ⁽²⁾	4 of 4 meetings

Notes:

(1) Excludes ad-hoc meetings.

(2) Mr. Maguire was elected to the Board on June 5, 2025. His meeting attendance reflects meetings occurring on or following such date.

The Board and the Company have developed written position descriptions for the Chair of the Board, the Chairs of each Committee of the Board and the CEO that delineate the expectations and responsibilities of each role and which are regularly reviewed by the CGN Committee.

Other Directorships

In addition to serving as a director of the Company, Maria Perrella serves as a director, Board Chair and Audit Chair of Argo Blockchain PLC (NASDAQ:ARBK). Mr. Maguire also serves as a director of Reclaim Ltd. (TSXV: MYID). Otherwise, none of the proposed directors are directors of other reporting issuers.

Ethical Business Conduct

One of the functions of the Board is to monitor the conduct of the Company, its management and employees to ensure compliance with applicable legal and regulatory requirements, the integrity of the Company's management, and that a culture of integrity and ethical business conduct is reflected in all of the Company's dealings.

The Board takes steps to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director of the Company has a material interest. Directors and officers are required to notify management of the Company in writing of the existence of any personal or professional relationships which may create a conflict of interest with the Company or with a customer, supplier or other outside party. In addition, directors and officers are required to disclose to the Board any material interest in any proposed transaction or agreement to be entered into by the Company, whether or not subject to Board approval. In cases where Board approval is required, as required by law or at the request of the non-conflicted Board members, any director with a conflict of interest will not attend any part of the Board meeting during which the proposed transaction or agreement is discussed and will not vote on the resolution to approve same. To facilitate the above and to ensure good corporate governance, the Board and, as necessary, the independent Board members, regularly seek and obtain guidance from the Company's internal and external counsel.

In addition, in accordance with NI 52-110, the Audit Committee Charter requires that the Audit Committee ensure that there are procedures in place for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

The Company has adopted a Code of Business Conduct and Ethics (the “Code”) for the directors, officers and employees of the Company, which was last reviewed by the Board in October 2025, a copy of which is available on the Company's website at www.carerx.ca. The Board, through the Audit Committee and the CGN Committee, helps ensure that the Code is properly administered. The Audit Committee is responsible for monitoring compliance from a financial point of view and the CGN Committee is responsible for monitoring compliance from a regulatory health care and human resources perspective. The Audit Committee and the CGN Committee are responsible for the annual

review of the compliance procedures in place to implement the Code and recommend clarifications or necessary changes to the Code to the Board for approval.

Nomination of Directors

The Company has a CGN Committee that is comprised of four members from the Board, three of whom are independent within the meaning of NI 58-101. The CGN Committee provides recommendations to the Board with respect to nominees for election to the Board. The Board is responsible for the nomination, appointment and assessment of directors.

The CGN Committee considers factors such as independence, integrity, skills, expertise, breadth of experience, knowledge about the Company's business and a willingness to devote adequate time and effort to the Board's responsibilities.

The CGN Committee actively seeks individuals qualified to become members of the Board and recommends such individuals for nomination for election to the Board by the shareholders or for appointment by the Board to fill a vacancy.

Director and Executive Diversity

The Company recognizes the importance and benefit of having a Board comprised of highly talented and experienced individuals who reflect the diversity of the Company's stakeholders, including its customers and employees and the changing demographics of the communities in which the Company operates. In support of this goal, the Board and CGN Committee, as applicable, when identifying candidates to nominate for election to the Board, considers individuals who are highly qualified, based on their talents, experience, functional expertise and personal skills, character and qualities, having regard to the Company's current and future plans and objectives, as well as anticipated regulatory and market developments. Consideration is given to the total size of the Board, as well as certain Board nomination rights held by certain of the Company's shareholders. Given the nature and size of the Company's business and its industry, adopting a prescribed policy or targets with respect to the nomination of members of designated groups to the Company's Board may present challenges in attracting and retaining qualified directors with the skills and experience needed to support the functioning of the Board. While the Company has not adopted either a written policy or targets relating to the identification and nomination of members of designated groups as directors of the Company, a nominee's status as a member of a designated group, as well as their age, experience and other attributes have and will be considered favorably in the assessment of director nominees.

Following the Meeting, upon the due election of all directors indicated in this Circular, the Board is expected to be comprised of one female director (14%) and six male directors (86%); one out of seven directors (14%) is expected to be a member of a visible minority group. The Board and the CGN Committee are receptive to increasing the representation of women and other designated groups on the Board as turnover occurs or appropriate candidates come forward, taking into account the skills, background, experience and knowledge desired at that particular time by the Board and its Committees.

As of the date of this Circular, two woman (representing 29%) and five men (representing 71%) held executive officer positions with the Company; two of the Company's seven executive officers (representing 29%) were members of visible minority groups. The Company continues to consider the level of representation of designated groups, along with other markers of diversity, when making executive appointments and, in general, with regard to succession planning; however, the Company has not adopted targets with respect to the appointment of members of designated groups to the Company's senior management team.

Director Term Limits and Targets

Industry and institutional knowledge along with commitment and expertise are vital to the successful functioning of the Board. Given the nature and size of the Company's business and its industry, the Board has determined that while it is committed to fostering diversity among board members and regular turnover in the Board, it would be unduly restrictive and not in the best interests of the Company to adopt specific director term limits. Diversity and Board

renewal will be supported through the other mechanisms designed to address the needs of the Company and not through the imposition of arbitrary term limits. Further, given the nature and size of the Company's business and its industry, it may be challenging for the Company to identify a qualified pool of candidates that adequately reflects the various diverse characteristics, experience and expertise that the Company seeks to promote. The Company has therefore not adopted any specific targets.

Board Committees

The Board currently has two standing committees: the Audit Committee and the CGN Committee.

Although certain responsibilities are delegated to each of the committees, the Board retains its oversight function and ultimate responsibility for all matters delegated to its committees. For additional information regarding the Audit Committee see the Company's current Annual Information Form ("AIF") dated March 4, 2026.

Audit Committee

The Audit Committee is currently comprised of: Maria Perrella (Chair), Kevin Dalton and Jeff Watson. Each of the members of the Audit Committee is considered "financially literate" and "independent" within the meaning of NI 52-110. The members of the Audit Committee meet without management present immediately following each quarterly meeting of the Audit Committee and also meet with the external auditors without management present, at least quarterly. The Audit Committee held four such meetings in 2025.

A discussion of the Audit Committee charter and a copy of the charter is included in the AIF, under the Audit Committee section on pages 18 to 19 and in Appendix A. The AIF is available on SEDAR+ at www.sedarplus.ca.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last three financial years.

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees⁽⁴⁾
December 31, 2025	\$736,920	-	\$15,000	-
December 31, 2024	\$712,000	-	\$29,597	-
December 31, 2023	\$838,981	-	\$24,403	-

Notes:

- (1) The aggregate fees billed for audit services.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column.
- (3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.
- (4) The aggregate fees billed for all other services.

Compensation, Governance and Nominating Committee

The CGN Committee is comprised of: Kevin Dalton (Chair), Ralph Desando, Bruce Moody and Maria Perrella. Kevin Dalton, Bruce Moody and Maria Perrella are considered independent. The CGN Committee held four formal meetings in 2025 and, when required, without management present.

The CGN Committee is responsible for (i) providing oversight with respect to the Company's compensation and human resources policies and practices, all with the objective of enhancing the Company's performance and shareholder value, (ii) developing and overseeing governance process and structures to supervise the business and affairs of the Company to define the allocation of authority between the Board and management so as to achieve

accountability to the Company's shareholders, (iii) identifying nominees to act as directors of the Company, and (iv) overseeing enterprise risk identification and mitigation .

The purposes of the CGN Committee with respect to its compensation and human resources functions are to, on behalf of the Board, (i) review and approve compensation levels for senior management, (ii) review and approve equity compensation programs for the Company's employees and exercise discretion in administration of such programs, and (iii) oversee certain aspects of the Company's retirement plans to the extent established from time to time.

The purposes of the CGN Committee with respect to its functions relating to governance processes and structures are to, on behalf of the Board, (i) identify individuals qualified to become members of the Board consistent with criteria approved by the Board, (ii) recommend to the Board nominees for election to the Board at each annual meeting of shareholders or to fill vacancies on the Board and to address related matters and (iii) develop and recommend to the Board corporate governance principles applicable to the Company and be responsible for leading the annual review of the performance of the Board.

The purposes of the CGN Committee with respect to its functions relating risk are to, on behalf of the Board, monitor and mitigate enterprise risks.

The CGN Committee reviews its charter at least annually and recommends changes to the Board with respect to its charter, as necessary.

PART V -ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. Financial information is provided in the Company's comparative annual financial statements and MD&A for the year ended December 31, 2025.

The Company will provide to any person, upon request to the Company at 320 Bay Street, Suite 1200, Toronto, Ontario, M5H 4A6, a copy of the Company's most recently filed annual financial statements, together with the related MD&A, and any interim financial statements of the Company that have been filed for any period after the end of the Company's most recently completed financial year, together with the related MD&A, provided that the Company will require the payment of a reasonable charge if the request is made by a person who is not a security holder of the Company.

PART VI -GENERAL

Except where otherwise indicated, information contained herein is given as of April 8, 2026.

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

DATED this 13th day of April, 2026.

(Signed) "Jeff Watson"

Chairman of the Board

