APPULSE CORPORATION
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
JUNE 25, 2025

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

The information contained in this circular is furnished in connection with the solicitation by management of APPULSE CORPORATION (the "**Corporation**") of proxies to be used at the Annual and Special Meeting of the Shareholders of the Corporation (the "**Meeting**") to be held on Wednesday, the 25th day of June, 2025 at 10:00 o'clock in the forenoon (Calgary time) at the place and for the purposes set forth in the accompanying Notice of Annual and Special Meeting ("**Notice of Meeting**") and at any adjournment thereof.

The information contained in this Management Information Circular is given as at May 9, 2025, unless otherwise stated.

The solicitation of proxies is made on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the form of proxy, Notice of Meeting and this Management Information Circular will be borne by the Corporation. In addition to the use of mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation, who will not be remunerated therefor. The cost of the solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

A Shareholder has the right to appoint a person or company (who need not be a shareholder) to represent him at the Meeting other than the persons designated in the enclosed proxy form and may do so either by inserting the name of his chosen nominee in the space provided for that purpose on the form and striking out the other names on the form, or by completing another proper form of proxy. In any case, the form of proxy should be dated and executed by the shareholder or his attorney authorized in writing, or if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

To be effective, the proxy must be mailed so as to reach or be deposited with Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or sent by fax to Computershare Trust Company of Canada, Proxy Department at 1-866-249-7775 within North America or (416) 263-9524 outside North America, or voted by telephone or the Internet pursuant to instructions provided with the form of proxy accompanying this Management Information Circular, in each case by not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time set for the holding of the Meeting or any adjournment thereof.

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the shareholder or by his attorney authorized in writing and deposited either at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of such meeting on the day of the Meeting, or any adjournment thereof.

VOTING OF PROXIES

All of the persons named in the enclosed form of proxy, who are officers and directors of the Corporation, have indicated their willingness to represent as proxy the shareholder who appoints them. Each shareholder may instruct his proxy how to vote his shares by completing the blanks on the proxy form.

Unless otherwise instructed in the proxy form, the proxy will be voted in favour of the resolution fixing the number of directors to be elected at the Meeting, in respect of the election of directors and the appointment of auditors, and in favour of any other proposed resolution as set forth under "Particulars of Matters to Be Acted Upon."

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. Management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO BENEFICIAL SHAREHOLDERS

The Corporation is not using "notice-and-access" (as defined in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**")) to send their proxy-related materials to the shareholders of the Corporation.

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting; however, in many cases, Common Shares of the Corporation beneficially owned by a person are registered either: (i) in the name of an intermediary (an "**Intermediary**") (which may include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of registered retirement savings plans, registered retirement income funds, registered education savings plans and similar plans); or (ii) in the name of a clearing agency, which in Canada, in the vast majority of cases, is CDS & Co. (the registration name for The Canadian Depository for Securities).

Shareholders who hold their Common Shares of the Corporation through an Intermediary are referred to herein as **Beneficial Owners**.

Included in the Meeting materials is a voting instruction form ("**VIF**") sent on behalf of the Intermediary holding the Common Shares on behalf of the Beneficial Owner. The VIF requests instructions from the Beneficial Owner regarding voting of Common Shares to be voted at the

Meeting. Beneficial Owners are requested to complete and return the VIF at the address set forth in the VIF. Alternatively, Beneficial Owners can vote on the Internet or by toll free telephone, by following the instructions in the VIF.

The Corporation intends to pay for Intermediaries to forward the proxy-related materials to Beneficial Owners who are objecting beneficial owners as defined in NI 54-101.

If the Beneficial Owner wishes to attend the Meeting and vote in person, or if the Beneficial Owner wishes to appoint another person to attend the Meeting and vote on behalf of the Beneficial Owner, the Beneficial Owner must insert the name of the Beneficial Owner or other person in the space provided in the VIF, sign and date same, and mail same at the address set forth in the VIF. Alternatively, the Beneficial Owner or other person may be designated on the Internet by following the instructions in the VIF. Unless prohibited by law, the Beneficial Owner or other person whose name is written in the space provided in the VIF will have full authority to present matters to the Meeting and, provided that the voting section of the VIF is not filled in, vote on all matters that are presented at the Meeting, even if those matters are not set out in the VIF or this Management Information Circular. The Beneficial Owner should consult a legal advisor if the Beneficial Owner wishes to modify the authority of that person in any way.

All references to shareholders in this Management Information Circular and the accompanying form of proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be shown upon request to registered shareholders who produce proof of their identity.

VOTING SHARES

The Corporation’s issued and outstanding voting shares consist of 14,772,304 Common Shares. Holders of Common Shares are entitled to one vote at the Meeting for each Common Share held.

The directors have fixed the close of business on May 9, 2025 as the record date for the Meeting. Only shareholders of record as at the close of business on May 9, 2025 are entitled to receive notice of and to attend and vote at the Meeting except that a transferee of shares acquired after that date shall be entitled to vote at the Meeting if such transferee produces properly endorsed certificates for such shares or otherwise establishes ownership of such shares and has demanded not later than 10 days before the Meeting that the name of such transferee be included in the list of shareholders entitled to vote at the Meeting.

QUORUM

The holder or holders of fifteen (15%) percent of the shares entitled to vote at the Meeting, present in person or represented by proxy, constitute a quorum, irrespective of the number of persons actually present at the Meeting.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of the Corporation, the following are the only persons or companies who beneficially own, or control or direct, directly or indirectly voting securities carrying 10% or more of the voting rights attached to all outstanding voting securities of the Corporation:

Name of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares
Robert D. Richards	Direct	4,150,200	28.1%
Evelyn A. Richards	Direct	2,050,000	13.9%

EXECUTIVE COMPENSATION

The following disclosure of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation, or a subsidiary of the Corporation, to each Named Executive Officer and director is made in accordance with the requirements of National Instrument 51-102. Disclosure is required to be made in relation to each Named Executive Officer, being individuals who served as the Corporation's Chief Executive Officer, Chief Financial Officer, and each of the three most highly compensated executive officers of the Corporation, including any of its Subsidiaries, other than the Chief Executive Officer and the Chief Financial Officer whose compensation at the end of the most recently completed financial year was more than $150,000. Douglas A. Baird, Chief Executive Officer, Dennis R. Schmidt, Chief Financial Officer, are the Corporation's only Named Executive Officers.

The Corporation has a Compensation Committee. The members of the Compensation Committee are Franklin T. Bailey, James A. Maldaner and Michael Forgo, all of whom are independent based upon the tests for independence set forth in National Instrument 52-110. The Compensation Committee has responsibility for determining compensation for the directors and senior management and for making related recommendations to the board of directors of the Corporation (the "Board"). In addition, all changes to the compensation of directors and senior officers are subject to approval of the independent directors.

The skills and experience of each Compensation Committee member that are relevant to his responsibilities and the making of decisions on the suitability of the Corporation's compensation policies and practices are as follows:

Franklin T. Bailey: Mr. Bailey has significant experience as a director and senior officer of other public corporations including direct involvement in corporate compensation matters. In such capacity, Mr. Bailey has had direct experience and responsibility for making decisions regarding executive compensation matters and the suitability of the Corporation's compensation policies and practices.

James A. Maldaner: Mr. Maldaner has extensive experience in compensation matters through senior management positions held in other private and public companies and through consulting relationships with other corporations.

Michael Forgo: Mr. Forgo has extensive experience in compensation matters, through various senior management positions held in the Oil & Gas industry in Western Canada.

To determine compensation for the Chief Executive Officer, directors and corporate officers, the Compensation Committee reviews compensation paid for directors, Chief Executive Officers and corporate officers of companies of similar size, financial position and stage of development in similar industries and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Corporation. In setting compensation, the Compensation Committee reviews the performance of the Chief Executive Officer and corporate officers in light of the Corporation's objectives and considers other factors that may have impacted the success of the Corporation in achieving its objectives. The Board has adopted a written mandate that sets forth the responsibilities of the Compensation Committee.

The Corporation maintains a stock option plan (See "*Narrative Description of Option-based and Share-based Plans*"). The Compensation Committee periodically reviews outstanding and potential new allocations to individual employees and directors of the Corporation including the Named Executive Officers and makes recommendations to the Board for approval of option grants.

Mr. Douglas A. Baird served as Chief Executive Officer during 2024. His compensation comprised an hourly fee-for-service. Mr. Baird is also involved in the Corporation's stock option plan as detailed under the following section and received Director's fees during the 2024 fiscal year.

Mr. Dennis R. Schmidt served as Chief Financial Officer during 2024. Compensation related to his services during 2024 comprised an hourly fee-for-service payable to Balisardo Enterprises Ltd., a company wholly-owned by the spouse of Mr. Schmidt. Mr. Schmidt is also involved in the Corporation's stock option plan as detailed under the following section and received Director's fees during the 2024 fiscal year.

The Compensation Committee has considered the implications of the risks associated with the Corporation's compensation policies and practices and has determined that there are no significant areas of risk due to the structure of such policies and practices.

The Corporation does not prohibit any Named Executive Officer or director from purchasing financial instruments including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation, or a subsidiary of the Corporation, to each Named Executive Officer for the financial years ended December 31, 2022, 2023 and 2024.

Name and principal position	Year	Salary ($)	Share-based ($)	Option-based awards ($) (iii)	Non-equity incentive plan compensation: Annual incentive plans ($)	Non-equity incentive plan compensation: Long-term incentive plans ($)	Pension value ($)	All other compensation ($) (iv)	Total compensation ($)
Douglas A. Baird Chief Executive Officer	2024 2023 2022	60,600 (ii) 136,100 135,700	n/a n/a n/a	9,200 Nil 5,700	50,000 35,000 23,600	n/a n/a n/a	n/a n/a n/a	n/a n/a n/a	119,800 171,100 165,000
Dennis R. Schmidt Chief Financial Officer	2024 2023 2022	70,528 (i)(ii) 43,600 7,700	n/a n/a n/a	9,200 Nil 5,700	15,000 n/a n/a	n/a n/a n/a	n/a n/a n/a	n/a n/a n/a	94,728 43,600 13,400
Robert D. Richards Vice-President Business Development	2024 2023 2022	n/a 124,200 146,400	n/a n/a n/a	n/a Nil 5,700	n/a 35,000 23,600	n/a n/a n/a	n/a n/a n/a	n/a n/a n/a	n/a 159,200 175,700

Notes:

(i) These amounts were paid to Balisardo Enterprises Ltd., a company wholly-owned by the spouse of Dennis R. Schmidt.

(ii) These amounts include fees for services as a director of the Corporation for Dennis R. Schmidt in the amount of $7,000 for 2024, and $3,500 for each of 2023, and 2022, and for Douglas A. Baird in the amount of $4,200 for 2024.

(iii) The fair value of each option granted on the grant date was determined using the Black-Scholes option pricing model. For the purpose of the calculations, assumptions were made related to discount rates and expected volatility in addition to an expected life of 5 years; expected dividend yield of nil; and estimated forfeiture rate of nil. The Corporation chose this methodology because it is recognized as the most common methodology used for valuing options.

(iv) Perquisites, including property or other personal benefits in the aggregate are not worth $50,000 or more, nor are worth 10% or more of the Named Executive Officer's total salary for the financial year.

INCENTIVE PLAN AWARDS

Outstanding share-based awards and option-based awards

The following table sets forth all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, for each Named Executive Officer and director of the Corporation.

	Option-based Awards				Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date (m/d/y)	Value of unexercised in-the-money options (1) ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Douglas A. Baird Chief Executive Officer	45,000 125,000	0.32 0.20	01/25/27 09/26/29	- 2,500	n/a	n/a	n/a
Dennis R. Schmidt Chief Financial Officer	45,000 125,000	0.32 0.20	01/25/27 09/26/29	- 2,500	n/a	n/a	n/a
Robert D. Richards Director	45,000 125,000	0.32 0.20	01/25/27 09/26/29	- 2,500	n/a	n/a	n/a
Franklin T. Bailey Director	65,000 150,000	0.32 0.20	01/25/27 09/26/29	- 3,000	n/a	n/a	n/a
James A. Maldaner Director	45,000 125,000	0.32 0.20	01/25/27 09/26/29	- 2,500	n/a	n/a	n/a
Michael Forgo Director	125,000	0.20	09/26/29	2,500			

Note: (1) Calculated by multiplying the number of Common Shares purchasable on exercise of the options by the difference between the market price of the Common Shares at December 31, 2024 and the exercise price of the options. The closing price of the Corporation's Common Shares on the TSX Venture Exchange on December 31, 2024, was $0.22.

Incentive plan awards – value vested or earned during the year

The following table sets forth the incentive plan awards, value vested or earned during the most recently completed financial year for each Named Executive Officer and director of the Corporation.

Name	Option-based awards – Value vested during the year ($) (1)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Douglas A. Baird Chief Executive Officer	Nil	n/a	50,000
Dennis R. Schmidt Chief Financial Officer	Nil	n/a	15,000
Robert D. Richards Director	Nil	n/a	n/a
Franklin T. Bailey Director	Nil	n/a	n/a
James A. Maldaner Director	Nil	n/a	n/a
Michael Forgo Director	Nil	n/a	n/a

(1) The dollar value is the amount that would have been realized if the options under the option-based award had been exercised on the vesting date. Options issued during the year were issued at market price and vested upon issuance.

Narrative Description of Option-based and Share-based plans

The Corporation maintains a stock option plan (the "**Stock Option Plan**").

The Board may allocate non-transferable options to purchase Common Shares of the Corporation to Employees, Directors and Consultants, as defined in the policies of the TSX Venture Exchange (the "Exchange Policies") of the Corporation and its subsidiaries. Under the Stock Option Plan, the aggregate number of Common Shares to be delivered upon the exercise of all options granted under the Stock Option Plan shall not exceed 10% of the issued Common Shares of the Corporation at the time of granting the options; unless the Corporation has obtained disinterested shareholder approval as provided for in Exchange Policies, no individual shall, during any 12 month period, be granted an option which exceeds 5% of the issued and outstanding Common Shares of the Corporation at the time of granting of the option; no consultant to the Corporation shall, during any 12 month period, be granted an option which exceeds 2% of the issued and outstanding Common Shares of the Corporation at the time of granting of the option; no employee conducting investor relations activities for the Corporation shall, during any 12 month period, be granted an option which exceeds 2% of the issued and outstanding Common Shares of the Corporation at the time of granting of the option; and the exercise price can only be at such price permitted by Exchange Policies. Options under the Stock Option Plan are non-assignable (except in the event of death) and may be exercisable for a term of up to ten years. If the expiry date of the option falls within a blackout period, the expiry date of the option is automatically extended to the tenth business day after the end of the blackout period. If an optionee ceases to be an Employee, Director or Consultant of the Corporation or its subsidiaries for any reason (other than for cause or other than for death), the option shall terminate within a reasonable period not to exceed 12 months (as fixed in the agreement evidencing the option) next succeeding the optionee ceasing to be in at least one of the foregoing categories. The option shall terminate immediately if the optionee's position is terminated for cause or if the optionee is removed as a director. The option shall terminate within one year after the death of the optionee. The Board may, at its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.

TERMINATION AND CHANGE OF CONTROL BENEFITS

There is no contract, agreement, plan or arrangement between the Corporation and any Named Executive Officer of the Corporation that provides for payments to a Named Executive Officer at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in the Named Executive Officer's responsibilities.

DIRECTOR COMPENSATION

Director compensation table

The following table sets forth all amounts of compensation provided to the directors of the Corporation for the most recently completed financial year.

Name	Fees earned ($) (i)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Franklin T. Bailey	12,000	n/a	11,000	n/a	n/a	n/a	23,000
James A. Maldaner	7,000	n/a	9,200	n/a	n/a	n/a	16,200
Robert D. Richards	4,200	n/a	9,200	n/a	n/a	n/a	13,400
Michael Forgo	6,500	n/a	9,200	n/a	n/a	n/a	15,700

Notes:

(i) Includes all fees awarded, earned, paid, or payable in cash for services as a director, including annual retainer fees, committee, chair and meeting fees. Disclosure related to Douglas A. Baird and Dennis R. Schmidt, who are directors and Named Executive Officers of the Corporation, is included under "Executive Compensation – Summary Compensation Table".

Outstanding share-based awards and option-based awards

See the table under "Incentive Plan Awards".

Incentive plan awards – value vested or earned during the year

See the table under "Incentive Plan Awards".

SECURITIES AUTHORIZED FOR ISSUANCE
UNDER EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information with respect to securities to be issued upon the exercise of outstanding options, warrants and rights granted pursuant to equity compensation plans of the Corporation as at the financial year ended December 31, 2024:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	1,020,000	$0.23	457,230
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total	1,020,000		457,230

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Corporation or its subsidiaries, or any proposed nominee for election as a Director of the Corporation, nor any associate of any such director, executive officer or proposed nominee, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation or its subsidiaries, nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation or any of its subsidiaries.

MANAGEMENT CONTRACTS

The Corporation has not entered into an agreement or arrangement under which management functions of the Corporation or any of its subsidiaries are to any substantial degree to be performed by a person or company other than by the directors or senior officers of the Corporation or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management of the Corporation is not aware of any material interests, direct or indirect, of any "informed person" (as defined in National Instrument 51-102) of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director of the Corporation in any transaction since the commencement of the last completed financial year of the Corporation, or in any proposed transaction, which has materially affected or will materially affect the Corporation or any of its subsidiaries.

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

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer since the beginning of the Corporation's last financial year, of any proposed nominee for election as a director, or of any associate or affiliate of such director, executive officer or proposed nominee in any matter to be acted upon, other than the approval of the Stock Option Plan.

CORPORATE GOVERNANCE

National Policy 58-201 – *Corporate Governance Guidelines* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, sets out a series of guidelines for effective corporate governance. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which is set out below.

Board of Directors

The Board consists of six directors, three of whom are independent based upon the tests for independence set forth in National Instrument 52-110. Franklin T. Bailey, James A. Maldaner and Michael Forgo are independent. Douglas A. Baird is not independent as he is the President and Chief Executive Officer of the Corporation; Dennis R. Schmidt is not independent as he is the Secretary and Chief Financial Officer of the Corporation; and Robert D. Richards is not independent as he is an officer of the Corporation.

The independent directors have full access to management. The independent directors are able to meet at any time without any members of management including the non-independent directors being present. Franklin T. Bailey and James A. Maldaner serve on the Audit Committee and are able to meet with the Corporation's auditors without management being in attendance.

Board Mandate and Management Supervision by Board

The Board participates in and assumes responsibility for corporate stewardship, directing management and overseeing the operation of the business. The Board directly assesses corporate performance. The Board has adopted a strategic planning process, approves annual operating budgets and business plans, has adopted policies including a disclosure policy and delegates and controls various functions through its committees, comprising the Corporate Governance and Nomination Committee, the Compensation Committee and the Audit Committee. The Board reviews and approves significant transactions and oversees the Corporation's systems of internal control. The written mandate of the Board is attached hereto as Exhibit "1".

The Board has developed a written position description for the Chief Executive Officer. While the Chairman of the Board and chairs of committees do not have written position descriptions, written mandates for the Board and each committee have been adopted by the Board. In addition, the Board has reviewed and discussed roles and responsibilities of the Chairman of the Board and the Chairman of each committee and is satisfied that the individuals understand the respective roles for each such position.

The size of the Corporation is such that the Corporation's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Corporation and have regular and full access to management. The independent directors are able to meet at any time without any members of management including the non-independent directors being present. As a matter of policy, the non-management directors meet without members of management following each scheduled meeting of the Board. During the last twelve months, the Board convened five scheduled meetings. Further supervision is performed through the Audit Committee, the composition of which includes two independent directors who meet with the Corporation's auditors, without management being in attendance. The independent directors also exercise their responsibilities for independent oversight of management through having an independent Chairman of the Board. The current Chairman of the Board is Franklin T. Bailey.

Meetings Held and Attendance of Directors

Director	Board of Directors (5 Meetings)	Audit Committee (4 Meetings)	Compensation Committee (2 Meetings)	Corporate Governance and Nomination Committee (2 Meetings)
Douglas A. Baird	5	n/a	n/a	2
Dennis R. Schmidt	5	4	n/a	n/a
Franklin T. Bailey	5	4	2	2
James A. Maldaner	5	4	2	2
Robert D. Richards	5	n/a	n/a	n/a
Michael Forgo	5	n/a	2	n/a
Total Attendance Rate	**100%**	**100%**	**100%**	**100%**

Orientation and Continuing Education

While the Corporation does not have formal orientation and training programs, new Board members are provided with:

1. detailed information respecting the functioning of the Board, the directors, and committees;
2. copies of committee mandates and the Corporation's policies with respect to corporate governance;

3. access to recent, publicly filed documents of the Corporation, technical reports and the Corporation's internal financial information;
4. free access to management; and
5. full access to the Corporation's records.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Corporation's operations.

Code of Business Conduct

The Board views good corporate governance as an integral component to the success of the Corporation and to meet responsibilities to shareholders. The Board has adopted a formal written code of business conduct.

The Corporation has also adopted a formal disclosure policy and has instituted a "whistle-blower" policy enabling employees direct access to independent members of the Corporate Governance and Nomination Committee.

Nomination of Directors

The Corporate Governance and Nomination Committee (the "**Nomination Committee**") has responsibility for identifying potential Board candidates. The independent members of the Nomination Committee are Franklin T. Bailey and James A. Maldaner. Douglas A. Baird, who also serves on the Nomination Committee, is not an independent director. The Nomination Committee assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of industry are consulted for possible candidates. The Board has adopted a written mandate that sets forth the responsibilities of the Nomination Committee and gives the Committee the authority to engage outside experts to assist in identifying potential candidates if considered advisable. A copy of this mandate is attached hereto as Exhibit "2".

Board Committees

The Board has three standing committees comprising the Audit Committee, the Compensation Committee, and the Corporate Governance and Nomination Committee. The Board has adopted written mandates for all committees of the Board.

Assessments

The Board conducts regular assessments of the effectiveness of the Board, the individual directors and each of its committees. To assist in its review, the Board conducts informal surveys of its directors. As part of the assessments, the Board or the individual committees may review their respective mandates and conduct reviews of applicable corporate policies.

AUDIT COMMITTEE

Audit Committee Mandate

The Board has adopted a Mandate for the Audit Committee which sets out the Committee's mandate, organization, powers and responsibilities. A copy of the Mandate is attached as Exhibit "3" to this Management Information Circular.

Composition of Audit Committee

The Audit Committee is composed of three directors, Franklin T. Bailey, James A. Maldaner and Dennis R. Schmidt. All of the members of the Audit Committee are "financially literate" within the meaning of National Instrument 52-110. Franklin T. Bailey is financially literate by virtue of his formal training, business background and past experience as an executive officer of other reporting issuers. James A. Maldaner and Dennis R. Schmidt are financially literate by virtue of their training and experience as chartered accountants. Franklin T. Bailey and James A. Maldaner are "independent" within the meaning of National Instrument 52-110.

COMPENSATION OF AUDITORS

MNP LLP ("MNP") was appointed auditor of the Corporation on November 15, 2019.

Audit Fees

The aggregate fees billed by MNP, the Corporation's auditor, for audit fees was $20,000 for the fiscal year ended December 31 2024 and was $78,500 for the fiscal year ended December 31, 2023.

Audit Related Fees

The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under "Audit Fees" above by MNP, the Corporation's auditor, was $Nil for the fiscal year ended December 31, 2024 and was $Nil for the fiscal year ended December 31 2023.

Tax Fees

The aggregate fees billed for professional services rendered by MNP, the Corporation's auditor, for tax compliance, tax advice and tax planning was $Nil for the fiscal year ended December 31, 2024 and $7,850 for the fiscal year ended December 31, 2023.

All Other Fees

The aggregate fees billed for products and services provided, other than the services reported in "Audit Fees", "Audit Related Fees", and "Tax Fees", referred to above, by MNP, the Corporation's auditor, was $Nil for the fiscal year ended December 31, 2024 and was $Nil for the fiscal year ended December 31, 2023.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Corporation's directors, the only matters to be placed before the Meeting are those matters set forth in the accompanying Notice of Meeting, more particularly described as follows:

Financial Statements

At the Meeting, shareholders will receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2024, along with the auditors' report thereon. No vote by the shareholders with respect thereto is required or proposed to be taken.

National Instrument 51-102, Continuous Disclosure Obligations, (the "**Instrument**") provides that the Corporation is not required to send annual or interim financial statements to its registered shareholders, unless they request copies of same. However, the *Business Corporations Act* (Alberta) requires that annual financial statements be sent to each registered shareholder, unless waived in writing by the shareholder. The Instrument provides that shareholders will not receive interim financial statements and the management discussion and analysis for the interim financial statements unless requested.

With respect to beneficial shareholders, the Instrument provides that the Corporation is only required to send annual or interim financial statements and the related management discussion and analysis to its beneficial shareholders if they request copies of same.

Shareholders are encouraged to review and, if action is desired, send the enclosed return card to the Corporation at #603, 734 – 7 Ave. S.W.., Calgary, Alberta, T2P 3P8.

Fix Number of Directors to be Elected

The affairs of the Corporation are managed by a board of directors who are elected annually to hold office until the next annual meeting or until the director's successor is elected or appointed.

The Articles of the Corporation provide that the board of directors shall consist of a minimum of one and a maximum of nine directors. The Corporation is a "distributing corporation" as defined in the *Business Corporations Act* (Alberta) and accordingly, must have a minimum of three directors. The Board currently consists of six members.

The shareholders of the Corporation will be asked to consider and, if thought appropriate, to approve and adopt a resolution fixing the number of directors to be elected at the Meeting at six. In order to be effective, the resolution requires the approval of a majority of votes cast by shareholders who vote in respect of the resolution.

Election of Directors

Hereinafter set forth are the names of the persons for whom it is intended that votes will be cast for their election as directors pursuant to the proxy solicited hereby unless the shareholder directs that his shares be withheld from voting in the election of directors. Management has been informed that each of the proposed nominees listed below is willing to serve as a director, if elected.

In the following table and notes thereto is stated the name of each person proposed by management for election as a director, the person's province or state and country of residence, the person's positions and offices with the Corporation, if any, the person's principal occupation or employment, the person's period or periods of service as a director of the Corporation and the number of Common Shares of the Corporation beneficially owned, or controlled or directed, directly or indirectly, by the person as of the date hereof:

Name, Residence And Office	**Director Since**	**Principal Occupation**	**Number of Common Shares as at the date hereof**
Douglas A. Baird (3) Alberta, Canada President and Chief Executive Officer	Apr. 24, 2001	President of the Corporation	742,291
Dennis R. Schmidt (1) Alberta, Canada Secretary and Chief Financial Officer	Apr. 24, 2001	President of Balisardo Enterprises Ltd.	1,087,200
Franklin T. Bailey (1)(2)(3) Alberta, Canada Chairman of the Board	Aug. 27, 2003	President of Great West Farms Ltd. .	1,368,203 (4)
James A. Maldaner(1)(2)(3) Alberta, Canada	Dec. 6, 2004	Chartered Accountant	728,053
Robert D. Richards Alberta, Canada Vice-President of Business Development	Aug. 27, 2003	Consultant	4,150,200 (5)
Michael Forgo(2) Alberta, Canada	Dec. 15, 2022	Retired; previously Senior Manager – Production Engineering & Operations, Ovintiv Canada.	Nil

Notes:

(1) Member of Audit Committee
(2) Member of Compensation Committee
(3) Member of Corporate Governance and Nomination Committee
(4) Of these shares, 1,217,703 are held directly, and 150,500 are controlled by Franklin T. Bailey
(5) Evelyn A. Richards, the spouse of Robert D. Richards, owns 2,050,000 Common Shares of the Corporation.

The directors will hold office until the close of the next annual general meeting of shareholders, unless such office is earlier vacated by the death or resignation of the director or by removal or disqualification in accordance with the *Business Corporations Act* (Alberta).

The information as to principal occupation and shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective nominee.

To the knowledge of management of the Corporation, no proposed director 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 Corporation) that: (i) while that person was acting in that capacity was the subject of a cease trade order or an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under Canadian securities legislation (any such order referred to as an "Order"), for a period of more than 30 consecutive days; or (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.

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

To the knowledge of management of the Corporation, no proposed director, during the ten years prior to the date hereof, has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold assets of the proposed director.

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

Appointment and Remuneration of Auditors

It is intended to vote the proxy solicited hereby (unless the shareholder directs therein that his shares be withheld from voting in the appointment of auditors) to appoint the firm of MNP LLP, Calgary, Alberta, as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the directors to fix their remuneration.

Approval of Stock Option Plan

Pursuant to the Exchange Policies, the Corporation's Stock Option Plan must receive shareholder approval annually.

Set forth below is the resolution to be submitted to the shareholders in relation to approving the Stock Option Plan. The resolution must be passed by a majority of the votes cast by holders of Common Shares who vote in respect of the resolution. The resolution is as follows:

> **"BE IT RESOLVED that the Stock Option Plan of the Corporation, pursuant to which the Board of Directors of the Corporation may allocate non-transferable options to purchase Common Shares of the Corporation to Employees, Directors and Consultants, as defined in the policies of the TSX Venture Exchange, be and the same is hereby ratified and approved."**

Other Matters

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If other matters come before the Meeting it is the intention of the individuals named in the form of proxy to vote the same in accordance with their best judgment in such matters.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available through the System for Electronic Document Analysis and Retrieval ("**SEDAR+**) through the Internet at https://www.sedarplus.ca/landingpage/.

To obtain copies of the Corporation's financial statements and management discussion and analysis, shareholders, other than registered shareholders with regard to the annual financial statements, are required to send the return card referred to under "Particulars of Matters to Be Acted Upon" – "Financial Statements".

Financial information relating to the Corporation is provided in the Corporation's comparative financial statements and management discussion and analysis for its most recently completed financial year. See "Particulars of Matters to Be Acted Upon" – "Financial Statements".

Dated: May 9, 2025

Exhibit “1”

BOARD OF DIRECTORS MANDATE

A. PURPOSE AND ROLE

The Board of Directors (the “Board”) of Appulse Corporation (the “Corporation”) has the duty to supervise the management of the business and affairs of the Corporation. Each member of the Board is required to act honestly and in good faith with a view to the best interests of the Corporation and each member of the Board must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The officers and employees of the Corporation are responsible for the day-to-day management and conduct of the business of the Corporation and the implementation of the strategic plan approved by the Board. Any responsibility not delegated to management or a Committee of the Board remains with the Board. The Board, under this mandate, explicitly assumes the responsibility for the stewardship of the Corporation. The role of the Board is one of supervision, stewardship and oversight.

This guideline is intended to be broad and flexible and to provide parameters and direction to the Board regarding its duties and responsibilities.

B. RESPONSIBILITIES

The Board’s responsibilities shall include:

(a) to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer and other executive officers and the creation of a culture of integrity throughout the organization;

(b) the adoption of a strategic planning process, the review and approval of a strategic plan which takes into account, among other things, the nature of the Corporation and the opportunities and risks associated with the businesses of the Corporation, and the periodic monitoring, review, and updating of the strategic plan;

(c) the identification and understanding of the principal business risks of the Corporation’s businesses and confirmation that management has implemented appropriate systems to manage these risks;

(d) the oversight of succession planning, including the appointing, development and monitoring of senior executives;

(e) the nomination for appointment or re-appointment of the external auditors of the Corporation;

(f) the designation of nominees for election to the Board;

(g) the adoption and periodic review of the communications and disclosure policy of the Corporation which, among other matters focuses on the promotion of consistent disclosure practices aimed at informative, timely and broadly disseminated material information;

(h) the review of the integrity of the Corporation's internal control and management information systems;

(i) the development of the Corporation's approach to corporate governance, including:

i) developing a set of corporate governance principles and guidelines applicable to the Corporation;

ii) ensuring all new directors receive a comprehensive orientation, understand the role of the Board and its committees as well as the contribution individual directors are expected to make, and understand the nature and operation of the Corporation's business; and

iii) provide continuing education opportunities for all directors focused on the business of the Corporation.

(j) the development of measures for receiving shareholder feedback;

(k) the final approval with regard to:

i) capital expenditures in excess of approved budgetary amounts as stipulated in the Corporation's annual Business Plans and Operating Budgets, as are approved by the Board;

ii) debt or equity financings, and the payment of any commissions and fees in connection thereto;

iii) dividends and amendments to the distribution policy of the Corporation;

ii) appointment of officers of the Corporation;

iii) submitting to the shareholders of the Corporation, as applicable, any question or matter requiring their respective approval;

iv) subject to the terms thereof, purchasing, redeeming or otherwise acquiring securities issued by the Corporation;

v) approving the annual notice and proxy circular and annual management information circular of the Corporation; and

viii) approving the annual financial statements of the Corporation, and approval and/or delegation of approval of interim financial statements of the Corporation to the Audit Committee.

C. COMPOSITION OF THE BOARD

The Board shall consist of a minimum of one and maximum of nine directors. The Board shall be responsible for determining whether any particular director is independent in accordance with applicable laws and regulations.

Nominees for directors are initially considered and recommended by the Corporate Governance and Nomination Committee of the Board, approved by the entire Board and elected annually by the shareholders of the Corporation.

D. BOARD COMMITTEES

The board shall have the following standing committees:

(a) Audit Committee;
(b) Compensation Committee; and
(c) Corporate Governance and Nomination Committee.

The composition and responsibilities of these committees shall be as set forth in written mandates for these committees as prescribed from time to time by the Board. The Board may constitute additional standing committees or special committees with special mandates as may be required or appropriate from time to time.

At each meeting of the Board, committees of the Board shall report any recent developments or activities undertaken by the respective committees.

Appointment of members to standing committees shall be the responsibility of the Board, having received the recommendation of the Corporate Governance and Nomination Committee.

In discharging his or her obligations an individual director may engage outside advisors, at the expense of the Corporation, in appropriate circumstances and subject to the approval of the Corporate Governance and Nomination Committee. In addition, any committee of the Board has the authority to engage outside advisors without prior approval of the Corporate Governance and Nomination Committee.

E. CHAIRMAN OF THE BOARD

The Board shall be responsible for the selection of a Chairman of the Board.

F. BOARD MEETINGS

The Board shall meet at least four times per year at pre-scheduled meetings and will meet at other times as may be required. All Board members are expected to attend pre-scheduled meetings in person and to attend other meetings in person or by telephone if possible.

Information and data that is important to the Board's understanding of the business of the Corporation should be distributed to the Board on a timely basis in advance of the meetings. Board members are expected to have reviewed meeting materials before the meeting. Management should make every attempt to ensure that this material is as concise as possible while still providing the information relevant to proposed Board discussion. Care should be taken to ensure that the Board is not called upon too late in the decision making process.

Senior management should be invited to attend the Board meetings as appropriate to expose the directors and key members of management to each other and to provide additional insight into the items being considered by the Board.

At every regularly scheduled meeting, the Board shall hold a separate session of the directors, without management present.

G. MANAGEMENT APPROVAL LIMITS

Management is authorized to incur costs and expenses within the approved budget. Where it is proposed to reallocate capital expenditures within the overall limit of the approved capital budget to a capital expenditure not contemplated in the approved budget, the Chief Executive officer shall determine whether Board approval need be sought for any such reallocation of capital provided that Board approval shall be obtained for any such reallocation in excess of $200,000. In addition, Board approval is required prior to the acquisition of the shares of the business and assets of an ongoing business where the purchase price is in excess of $200,000; where the purchase price for any such acquisition is less that $200,000, Board approval is required, if;

(a) the acquisition cannot be financed through existing lines of credit; or
(b) the cumulative amount of all such acquisitions in a fiscal year exceeds $200,000.

H. GENERAL LEGAL OBLIGATIONS OF THE BOARD

(a) The Board is responsible for:

i) directing management to comply in all material respects with legal requirements, and to properly prepare, approve and maintain documents and records; and

ii) approving changes in the By-laws and Articles of Incorporation, matters requiring shareholder approval, and agendas for shareholder meetings.

(b) Alberta law identifies the following as legal requirements for the Board:

i) to manage the business and affairs for the Corporation;

ii) to act honestly and in good faith with a view to the best interests of the Corporation;

iii) to exercise the care, diligence and skill that reasonably prudent people would exercise in comparable circumstances;

iv) to act in accordance with its obligations contained in the Business Corporations Act (Alberta), the Securities Act of each province and Territory of Canada, where applicable, other relevant legislation, regulations and policies, and the Corporation's Articles and By-law's;

v) in particular, it should be noted that the following matters must be considered by the Board as a whole:

(a) submit to the shareholders any question or matter requiring the approval of the shareholders;
(b) fill a vacancy among the Directors or in the office of auditor;
(c) issue securities except in the manner and on the terms authorized by the Board;
(d) declare dividends;

(e) purchase, redeem or otherwise acquire shares issued by the Corporation, except in the manner and on the terms authorized by the Board;
(f) the payment of a material commission;
(g) approve a management information circular;
(h) approve any public financial statements; or
(i) adopt, amend or repeal By-laws of the Corporation.

Exhibit “2”

CORPORATE GOVERNANCE AND NOMINATION COMMITTEE MANDATE

Role and Objectives

The Corporate Governance and Nomination Committee (the "Committee") is a committee of the Board of directors (the “Board”) which has been constituted to assist the Board in respect of the development and monitoring of the Corporation's approach to corporate governance and the effective identification and recommendation of potential candidates for Board membership.

Membership of Corporate Governance and Nomination Committee

1. The Committee shall be comprised of at least 3 directors of the Corporation, the majority of whom are independent directors. The Board shall appoint members of the Committee at least annually.

2. The Committee shall have the power to appoint its chairman, who shall be an independent director.

Meetings

1. At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

2. A quorum for meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board.

3. Meetings of the Committee shall be scheduled to take place at least twice per year. Minutes of all meetings of the Committee shall be taken.

4. The Committee shall forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board.

Mandate and Responsibility of Corporate Governance and Nomination Committee

The Mandate and responsibilities of the Corporate Governance and Nomination Committee shall be as set forth below:

1. Develop for approval by the Board and periodically review the Corporation's approach to corporate governance matters.

2. Review and recommend to the Board for approval reports concerning the Corporation's corporate governance practices as required by the TSX Venture Exchange and any other applicable regulatory authority. Make recommendations to the Board as to which directors should be classified as independent directors pursuant to any such report.

The Committee is also responsible to oversee the appointment of directors to Committees of the Board.

3. Act as a forum for concerns of individual directors in respect of matters that are not readily or easily discussed in a full Board meeting, including the performance of management or individual members of management or the performance of the Board or individual members of the Board. The chairman of the Committee shall be responsible to develop a response to any such concerns.

4. Develop and recommend to the Board for approval and periodically review structures and procedures designed to ensure that the Board can function independently of management.

5. Consider and from time to time make recommendations to the full Board as to the appropriate size and composition of the Board.

6. Periodically review and recommend to the Board for approval the remuneration of the directors (including remuneration for serving on a committee of the Board) and any other arrangements pursuant to which monies are payable to a director or a party related to a director.

7. Develop for approval by the Board and periodically review orientation and education programs for new directors. Assure that new directors receive adequate orientation to the Corporation's philosophies and business.

8. Develop for approval by the Board and periodically review procedures for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual director.

9. Annually review and recommend to the Board the appointments to each committee of the Board and any changes to the terms of reference of the committees.

10. Review, in consultation with the Chairman and Chief Executive Officer, and report to the full Board on matters relating to the nomination of directors and in so doing:

    a) Develop criteria for selection of directors and procedures to identify possible nominees;
    b) Review and assess qualifications of Board nominees;
    c) Submit to the Board for consideration and decision names of the nominees to be brought forward to the next annual shareholders meeting or to be appointed to fill vacancies in between annual meetings;
    d) Through the chairman of the Committee, approach nominees;
    e) Consider and recommend to the full Board appropriate retirement ages of directors; and
    f) Determine if any Board members' qualifications or credentials since his or her appointment have changed or other circumstances arisen so as to warrant a recommendation that such member resign.

11. Periodically review and monitor the Corporation's written disclosure policy with a view to determining whether the Corporation is communicating fairly and effectively with shareholders, other stakeholders, the investment community, and the public generally.

12. Review and, if considered appropriate, approve the engagement, at the expense of the Corporation, of professional and other advisors to an individual director(s) when so requested by such director(s).

13. Review such other matters of a corporate governance nature as may be directed by the Board from time to time.

14. Engage or instruct management to engage on behalf of the Corporation such professional and other advisors as the Committee considers appropriate in performing its obligations hereunder.

15. Delegate, as the Committee deems appropriate, to individual members of the Committee or to subcommittees.

Exhibit “3”

AUDIT COMMITTEE MANDATE

Role and Objectives

The Audit Committee is a committee of the Board of Directors to which the Board has delegated its responsibility for oversight of the financial reporting process and related matters. The objectives of the Audit Committee are as follows:

1. To help directors meet their responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of the Corporation and related matters.

2. To provide better communication between directors and external auditors.

3. To enhance the external auditor's independence.

4. To increase the credibility and objectivity of financial reports.

5. To strengthen the role of the outside directors by facilitating in-depth discussions between directors on the committee, management and external auditors.

Membership of the Audit Committee

1. The Committee shall be comprised of at least 3 directors, the majority of whom shall be independent.

2. The Committee shall have the power to appoint its chairman, who shall be an independent director.

Meetings

1. At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

2. A quorum for meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the board.

3. Meetings of the Committee should be scheduled to take place at least twice per year. The Chief Financial Officer shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chairman.

4. The Committee shall meet with the external auditor at least once per year (in connection with the preparation of the year-end financial statements) and at such other times as the external auditor and the Committee consider appropriate.

5. Minutes of all meetings of the Committee shall be taken.

6. The Committee shall forthwith report the results of the meetings and review undertaken and any associated recommendations to the Board.

Mandate and Responsibilities of the Audit Committee

The mandate and responsibilities of the Audit Committee shall be as set forth below:

Audit Committee practices intended to preserve the independence of the external auditor:

1. Review management's recommendations for the appointment of an external auditor and make a recommendation to the Board in respect of the nomination of the external auditor for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation.

2. Review the terms of the external auditor's engagement, the appropriateness and reasonableness of the proposed audit fees and recommend to the Board of Directors the compensation of the external auditor.

3. When there is to be a change of auditor, review all issues related to the change, including the information to be included in the notice of change of auditor called for under policy of the Canadian Securities Administrators (or any similar law or policy), and the planned steps for an orderly transition.

4. Review with the auditor and management all reportable events, including disagreements, unresolved issues and consultations, as defined by policy of the Canadian Securities Administrators, on a routine basis, whether or not there is to be a change of auditor.

5. Pre-approve all non-audit services to be provided by the external auditor's firm or its affiliates, together with estimated fees, and consider the impact on the independence of the external auditor.

Audit Committee practices relating to audits, financial reporting and risk:

1. Review the audit plan with the external auditor and with management. Assume direct responsibility for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;

2. Review with management and with the external auditor the accounting policies followed by the Corporation and any proposed changes in significant accounting policies, compliance with financial covenants, the presentation and impact of material risks, contingencies and uncertainties (including any material pending or threatened litigation, tax assessments and insurance claims), and key estimates and judgments of management that may be material to financial reporting, including fair value estimates and impairments.

3. Review with management and the external auditor management's report for the fiscal period on significant financial reporting issues and the method of resolution of such issues.

4. Review the Corporation’s financial statements, Management Discussion & Analysis and annual and interim earnings press releases before the Corporation publicly discloses this information and make recommendations to the Board in respect of such items. Consider the adequacy of the level of disclosure to fairly reflect the Corporation’s financial and operating positions. Review procedures in place for the review of the Corporation’s public disclosure of financial information extracted or derived from the Corporation’s financial statements, other than the above noted disclosure, and periodically assess the adequacy of those procedures.

5. Continue to review the impact to the Corporation of ongoing changes in IFRS.

6. Review the summary post-audit or management letter containing the recommendations of the external auditor in respect of internal controls over accounting and financial reporting, and managements' response and subsequent follow-up to identified weakness (es). Review periodically the need for an internal auditor.

7. Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

8. Monitor the Corporation’s approach to risk management and security and the potential impact of external factors including those of a national and global nature.

9. Monitor the Corporation’s tax position and risks and review management’s approach to managing tax risk.

10. Review and approve the Corporation’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.

11. Review such other matters of a financial nature as may be directed by the Board from time to time.