POWERBAND SOLUTIONS INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Virtual meeting Guest Dial-in Number

Local – Toronto (+1) 416 764 8646

Toll Free – North America (+1) 888 396 8049

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting of the shareholders of Powerband Solutions Inc. (the "**Company**") will be held on Wednesday, September 14, 2022, at 11:00am EDT, virtually via the dial-in numbers provided above for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2021 and the auditor's report thereon;

2. to set the number of directors for the ensuring year at six;

3. to elect the directors for the ensuing year;

4. to appoint auditors for the ensuing year and to authorize the directors to fix the auditor's remuneration;

5. to pass an ordinary resolution of disinterested shareholders approving the Company's 2022 Incentive Stock Option Plan (20% Fixed Plan) as further described in the accompanying Information Circular;

6. to pass an ordinary resolution approving the Company's 2022 Restricted Share Unit plan as further described in the accompanying Information Circular; and

7. To pass an ordinary resolution to approve the creation of J. Bryan Hunt Jr., through his direct or indirect shareholdings, as a new "Control Person" of the Company, as defined by the policies of the TSX Venture Exchange, as further described in the accompanying Information Circular

8. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

The Board of Directors has fixed August 8, 2022 as the Record Date for the determination of shareholders entitled to notice of, and to vote at, this Annual Meeting and any adjournment thereof.

Accompanying this notice of meeting is the Management Information Circular.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Management Information Circular.

Dated at Toronto, Ontario this 16th day of August 2022

BY ORDER OF THE BOARD
/s/ "*Darrin Swenson*"
Darrin Swenson
Chief Executive Officer and Director

NOTES:

1. Shareholders registered on the books of the Company at the close of business on August 8, 2022 are entitled to notice of the Meeting and to vote at the Meeting.

2. The directors have fixed 48 hours before the Meeting or any adjournment thereof as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Company's transfer agent, Computershare Investor Services Inc., of 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting.

3. Shareholders can vote online by logging into Investor Vote (www.investorvote.com) using their control number at the bottom of their Proxy/VIF or by calling the number as shown on the proxy/VIF.

POWERBAND SOLUTIONS INC.

3385 Harvester Road, Suite 225
Burlington, ON L7N 3N2
Telephone: 1-866-768-7653

INFORMATION CIRCULAR
as of August 16, 2022 (unless otherwise noted)

PERSONS MAKING THIS SOLICITATION OF PROXIES

This Information Circular is furnished to you in connection with the solicitation of proxies by management of Powerband Solutions Inc. ("we", "us" or the "Company") for use at the Annual General and Special Meeting (the "Meeting") of shareholders of the Company to be held on Wednesday, September 14, 2022 and at any adjournment of the Meeting. The Company will conduct its solicitation by mail and our officers, directors and employees may, without receiving special compensation, contact shareholders by telephone, electronic means or other personal contact. We will not specifically engage employees or soliciting agents to solicit proxies. We do not reimburse shareholders, nominees or agents (including brokers holding shares on behalf of clients) for their costs of obtaining authorization from their principals to sign forms of proxy. We will pay the expenses of this solicitation.

APPOINTMENT OF PROXY HOLDER

The persons named as proxy holders in the enclosed form of proxy are the Company's directors or officers. As a shareholder, you have the right to appoint a person (who need not be a shareholder if you are a corporation or a duly appointed representative of a corporation) in place of the persons named in the form of proxy to attend and act on your behalf at the Meeting. To exercise this right, you must either insert the name of your representative in the blank space provided in the form of proxy and strike out the other names or complete and deliver another appropriate form of proxy.

A proxy will not be valid unless it is dated and signed by you or your attorney duly authorized in writing or, if you are a corporation, by an authorized director, officer, or attorney of the corporation.

COMPLETION AND VOTING OF PROXIES

Voting at the Meeting will be by a virtual tabulation maintained by Accutel, each shareholder having one vote, unless a poll is requested or required, in which case each shareholder is entitled to one vote for each share held. In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**ordinary resolution**") unless the motion requires a special resolution in which case a majority of two-thirds (2/3) of the votes cast will be required.

The persons named as proxyholders in the enclosed Proxy are directors or executive officers of the Company. **As a shareholder, you have the right to appoint a person (who need not be a shareholder) in place of the persons named in the Proxy to attend and act on your behalf at the Meeting. To exercise this right, you must either insert the name of your representative in the blank space provided in the Proxy and strike out the other names or complete and deliver another appropriate Proxy.**

A shareholder or intermediary acting on behalf of a shareholder may indicate the manner in which the persons named in the enclosed Proxy are to vote with respect to any matter by checking the appropriate space. On any poll required, those persons will vote or withhold from voting the shares in respect of which they are appointed in accordance with the directions, if any, given in the Proxy provided such directions are certain.

If you or an intermediary acting on your behalf wishes to confer a discretionary authority with respect to any matter, then the space should be left blank. **IN SUCH INSTANCE, THE PROXYHOLDER, IF ONE PROPOSED BY MANAGEMENT, INTENDS TO VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF THE MOTION.** The enclosed Proxy, when properly signed, also confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may be properly brought before the Meeting. At the time of printing this Information Circular, our management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. If, however, other matters which are not now known to management should properly come before the Meeting, the persons named in the Proxy intend to vote on such other business in accordance with their best judgment.

The Proxy must be dated and signed by you or by your attorney authorized in writing or by the intermediary acting on your behalf. In the case of a corporation, the Proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

COMPLETED PROXIES TOGETHER WITH THE POWER OF ATTORNEY OR OTHER AUTHORITY, IF ANY, UNDER WHICH IT WAS SIGNED OR A NOTARIALLY CERTIFIED COPY THEREOF MUST BE DEPOSITED WITH THE COMPANY'S TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., OF 100 UNIVERSITY AVENUE, 8TH FLOOR, TORONTO, ONTARIO M5J 2Y1, AT LEAST 48 HOURS (EXCLUDING SATURDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF. UNREGISTERED SHAREHOLDERS WHO RECEIVED THE PROXY THROUGH AN INTERMEDIARY MUST DELIVER THE PROXY IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN BY SUCH INTERMEDIARY. YOU MAY ALSO VOTE BY TELEPHONE AND INTERNET. PLEASE SEE THE PROXY FOR INSTRUCTIONS REGARDING TELEPHONE AND INTERNET VOTING.

REVOCATION OF PROXIES

You or an intermediary acting on your behalf who has been given a Proxy may revoke it at any time before it is exercised. Revocation can be effected by an instrument in writing signed by the intermediary or shareholder or his attorney authorized in writing, and, in the case of a corporation, executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation and either delivered to the registered office of the Company's registrar and transfer agent or to the Company's head office at 3385 Harvester Road, Suite 225 Burlington, ON L7N 3N2, at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment, or to the Chairman of the Meeting preceding the day of the Meeting or any adjournment thereof.

ADVICE TO NON-REGISTERED SHAREHOLDERS OF COMMON SHARES

Only shareholders whose names appear on our records or validly appointed proxy holders are permitted to vote at the Meeting. Most of our shareholders are "non-registered" shareholders because their shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Services Inc. (a "**Nominee**"). If you purchased your shares through a broker, you are likely a non-registered shareholder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as "NOBOs". Those non-registered shareholders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as "OBOs".

In accordance with the securities regulatory policy, we will have distributed copies of the Meeting Materials, being the Notice of Meeting, this Information Circular, and the form of proxy directly to NOBOs and to the Nominees for onward distribution to OBOs. **The Company does not intend to pay for a Nominee to deliver to OBOs, therefore an OBO will not receive the materials unless the OBO's Nominee assumes the costs of delivery.**

Nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting materials sent to non-registered holders who have not waived the right to receive Meeting materials are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered holder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIF's, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the shares which they beneficially own. **Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request a legal proxy as set forth in the VIF, which will grant the non-registered holder or his/her nominee the right to attend and vote at the Meeting**. Non-registered holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

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

Other than in respect of Mr. Hunt with respect to the shareholder resolution approving him as a new Control Person of the Company, none of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the adoption of the Company's stock option plan and restricted share unit plan, approval of which will be sought at the Meeting. Directors and executive officers of the Company may participate in the Company's stock option plan and restricted share unit plan, and accordingly have an interest in its approval. Shares held by Mr. Hunt, directly or indirectly, may not be voted for the shareholder resolution approving him as a new Control Person of the Company. See "**Particulars of Matters to be Acted On**".

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

Voting of Common Shares - General

The Company is authorized to issue an unlimited number of common shares without par value, of which 297,218,587 common shares were issued and outstanding as of August 8, 2022, with each common share carrying the right to one vote.

Persons who are registered shareholders at the close of business on August 8, 2022 will be entitled to receive notice of, attend, and vote at the Meeting. On a show of hands, every shareholder and proxy holder will have one vote and, on a poll, every shareholder present in person or represented by proxy will have one vote for each share. In order to approve a motion proposed at the Meeting, a majority of at least 50% plus one vote of the votes cast will be required to pass an ordinary resolution, and a majority of at least 2/3 of the votes cast will be required to pass a special resolution.

Principal Holders of Common Shares

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the voting rights, other than as disclosed below:

Name of Shareholder	Approximate Number of Common Shares Beneficially Owned, Controlled or Directed	Percentage of Outstanding Common Shares(2)
J. Bryan Hunt(1)(2)	52,646,800	17.71%
Joe Poulin(2)	31,873,001	10.72%

(1) Mr. Hunt is the Chairman of the Board of Directors of the Company.
(2) The information with respect to the number of common shares by the above persons is derived from such person disclosure on www.sedi.ca or confirmed by them.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. FINANCIAL STATEMENTS

The Company's board of directors ("Board") have approved the audited financial statements for the fiscal year ended December 31, 2021 together with the auditor's report thereon. Copies of these financial statements have been sent to those shareholders who had requested receipt of same. Copies of these materials are also available on the Company's website at www.newagemetals.com and under the Company's profile at SEDAR at www.sedar.com.

2. SET NUMBER OF DIRECTORS

The Board of Directors of the Company presently consists of six (6) directors. The term of office of each of the present directors expires at the Meeting. Shareholders will be asked at the Meeting to approve an ordinary resolution that the number of directors elected be set at six for the ensuing year, subject to such increase as may be permitted by the by-laws of the Company and the provisions of the Business Corporations Act (British Columbia). Management recommends that shareholders vote to set the number of directors for the ensuring year at six. **It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR this resolution.**

3. ELECTION OF DIRECTORS

Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a director. The shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at six for the next year, subject to any increases permitted by the Company's Articles.

Management proposes to nominate the persons named in the table below at the Meeting for election as Directors of the Company:

Name, Province or State and Country of Residence and Present Office Held	Periods Served as Director	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised (2)	Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years
J. Bryan Hunt Jr. Arkansas, United States Chairman of the Board of Directors	June 22, 2022 – Present	52,646,800	Member of the Board of Directors of J.B. Hunt Transport Services, Inc.
Darrin Swenson Arkansas, United States CEO and Director	April 24, 2019 – Present	3,362,726	CEO, Chief Operating Officer, Powerband Solutions Inc.,71B Auto Auctions, and Hunt Automotive Group
Joe Poulin Barbados	Nominee Director and Nominee Vice Chairman of the Board of Directors	31,873,001	Vice President of Airbnb's global luxury business from February 2017 to 2019. Chairman of the board of directors for Insurance Corporation of Barbados Limited. CEO and Chairman of SOAR Technology Acquisition Corp.. Founder and Chairman of JPK Capital Holdings (Barbados) Inc. Former CEO of Luxury Retreats International

			Holdings, Inc., until its sale to Airbnb Inc. in February 2017
Geoffrey Belsher (1) Ontario, Canada	Nominee Director	2,500,000	Board of the Investment Management Corporation of the Province of Ontario and on the Investment Review Board of Nicola Wealth Management
Jerome Letter (1) (3) New York, United States	Nominee Director	Nil	Partner, Chief Financial Officer and Chief Operating Officer of Corner Ventures. Previously. Director of Operations and Finance for Airbnb's global luxury business
Vassilis Stachtos (1) New York, United States	Nominee Director	Nil	Senior Partner, JPK Capital. Previously, Head of Private Investments at Dromeus Capital, and previously VP in Leveraged Finance at Bank of America

Notes:
(1) Denotes a member of the Audit Committee.
(2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
(3) Denotes a member and Chair of the Audit Committee.

Biographies of Directors

J. Bryan Hunt Jr. – Chairman of the Board of Directors

Mr. Hunt served as an employee of the J.B. Hunt Transport Inc. from 1983 through 1997. In 1997 Hunt Automotive Group was formed to own and operate new vehicle franchises in Arkansas, Oklahoma, Mississippi, and Missouri. Currently Bryan is a board member of JB Hunt Transport Services Inc. Bryan is also the Managing Member of Best Buy Here Pay Here of Arkansas, a private company with used-car operations in Arkansas, Missouri, and Oklahoma; Progressive Car Finance, a private company that provides subprime financing for automobile dealers; and 71B Auto Auction and 71B Mobile Auto Auction, both private companies engaged in the auction of automobiles, trucks, boats, and other motor vehicles to dealers and the general public in Arkansas and Kansas. A graduate of the University of Arkansas, he has degrees in marketing and transportation.

Darrin Swenson – CEO & Director

Mr. Swenson has over 25 years of automotive dealership ownership and management experience. Mr. Swenson's initial ownership experience culminated with his dealership receiving the Honda Excellence Award. Mr. Swenson's previous automotive management began with manufacturer relationships including Dodge, Chrysler, Jeep and then expanded to include GMC, Buick, Porsche, Audi, Jaguar, Land Rover, Volkswagen, and Mitsubishi. Mr. Swenson served as Chief Operating Officer for Hunt Automotive Group effectively managing four franchise dealerships in adjoining states. Mr. Swenson presently presides as COO for an independent auto auction company with locations in Springdale, Arkansas, and Wichita, Kansas consigning over 350,000 vehicles and contributing over USD$1 billion dollars in sales to the retail and wholesale automobile market.

Joe Poulin – Nominee Director and Nominee Vice Chairman of the Board of Directors

Mr. Poulin is a Canadian entrepreneur who was Vice President of Airbnb's global luxury business from February 2017 to 2019. Prior to that, he served as the President and Chief Executive Officer of Luxury Retreats International Holdings, Inc., which he founded in 1999, until its sale to Airbnb Inc. in February 2017. Mr. Poulin serves as Chairman of the board of directors for Insurance Corporation of Barbados Limited and is on the board of advisors of Wheels Up Experience Inc. Mr. Poulin has served as Chief Executive Officer and the Chairman of SOAR Technology Acquisition Corp. since February 2021. Mr. Poulin is the Founder and Chairman of JPK Capital Holdings (Barbados) Inc., his family office headquartered in Barbados.

Geoffrey Belsher – Nominee Director

Mr. Belsher has over 30 years of experience as a senior business executive, investment banker and corporate lawyer. He served as the Group Co-Head of Wholesale Banking at CIBC until late 2015. Since retiring from CIBC, Mr. Belsher has focused on providing strategic advice to public and private companies and investing alongside entrepreneurs in earlier stage businesses. Prior to his tenure at CIBC, Mr. Belsher had more than 12 years of investment banking experience with major Canadian and global investment banks and was a partner at a national law firm. Mr. Belsher currently serves on the Board of the Investment Management Corporation of the Province of Ontario and on the Investment Review Board of Nicola Wealth Management.

Jerome Letter – Nominee Director

Mr. Letter serves as a Partner, Chief Financial Officer and Chief Operating Officer of Corner Ventures. Prior to joining Corner Ventures, Mr. Letter served on the global leadership team at Airbnb as Director of Operations and Finance for the luxury business. Previously, he served as Partner, Chief Financial Officer and an Investment Professional at InterMedia Partners, L.P. Prior to that, he was a co-founding executive and Vice President of Finance at the Yankees Entertainment & Sports Network (YES Network), the sports network home of the New York Yankees. He began his career at Arthur Andersen and is a Certified Public Accountant (inactive). Mr. Letter received his MBA from Columbia Business School and a bachelor's degree from Indiana University.

Vassilis Stachtos – Nominee Director

Mr. Stachtos has over twenty years of investment banking, private equity, and operating experience. He serves as a Senior Partner at JPK Capital where he has played a leadership role across the firm's investment origination, deal execution and portfolio allocation. Prior to joining JPK Capital, Mr. Stachtos was Head of Private Investments at Dromeus Capital, and prior to that he served as Vice President at Bank of America Merrill Lynch's Leveraged Finance Group in New York and London. He began his career at Credit Suisse First Boston. Mr. Stachtos holds an MBA from the Wharton School at the University of Pennsylvania, an MS in Electrical Engineering from Columbia University and a BS in Electrical and Computer Engineering from the National Technical University of Athens.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company's management, no proposed director of the Company:

a) is, as at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director, CEO, CFO of any company (including the Company) that:

   (i) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or

(ii) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or

b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, 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; or

c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

d) 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

e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the election of the nominated Directors. If before the Meeting any vacancies occur in the slate of nominees listed above, the person named in the proxy will exercise his or her discretionary authority to vote the shares represented by the proxy for the election of any other person or persons as directors.

4. APPOINTMENT OF AUDITOR

MNP LLP was first appointed as auditor of the Company on April 24, 2018. Management recommends the re-election of MNP LLP of Vancouver, British Columbia, to serve as the Company's auditor to hold office until the Company's next annual general meeting of shareholders or until such earlier time as Management may effect a change of auditor. Management also recommends that the Board be authorized to fix the remuneration to be paid to the auditor. **It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the re-appointment of MNP LLP as auditor and to authorize the Board to fix their remuneration.**

5. APPROVAL OF INCENTIVE STOCK OPTION PLAN

The Company currently has in place the 2021 Incentive Stock Option Plan (20% Fixed Plan) (the "**2021 Plan**") which was previously approved by Company's shareholders on June 15, 2021. The 2021 Plan was established to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company. The Company is seeking shareholder approval to fix the number of shares that can be reserved for issuance under that Plan at 59,443,717, representing 20% of the number of shares outstanding on the Record Date (the "**2022 Plan**") in accordance with and subject to the rules and policies of the TSX Venture Exchange (the "**TSXV**"). In addition, 15,000,000 of the shares available under the 2022 Plan are allocated for use under the Restricted Share Unit Plan, described below. The intention of management in proposing the 2022 Plan is to increase the proprietary interest of such persons in the Company and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company. Other than for the increase in number of shares being reserved for issuance under the 2022 Plan, there are no other changes being made to the language of the 2021 Plan.

Terms of the 2022 Plan

A full copy of the 2022 Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the 2022 Plan from the Company prior to the Meeting on written request. Capitalized words used below have the meanings assigned to them in the TSXV policies or the 2022 Plan, as applicable. The following is a summary of the material terms of 2022 Plan:

1. the Stock Option plan shall reserve 20% of the Company's issued and outstanding share capital for issuance to directors, officers, employees and/or consultants upon the exercise of options granted under the Stock Option plan.

2. the Stock Option plan shall be administered by a committee of directors appointed from time to time by the Board, or, if no committee is appointed, by the President of the Company, in either case subject to approval by the Board pursuant to rules of procedure fixed by the Board;

3. during any 12-month period, the number of common shares reserved for issuance to any one person pursuant to options granted shall not exceed the maximum number of shares permitted by the TSXV (presently 5% of the issued and outstanding share capital of the Company, or in the case of a technical consultant whose expertise is required to evaluate a proposed Qualifying Transaction, 2%);

4. the administrator of the Stock Option plan may determine the time during which any options may vest and the method of vesting, or that no vesting restriction shall apply;

5. the exercise price of any options granted shall not be lower than the price permitted by the TSXV;

6. options granted under the stock option plan shall be exercisable for a maximum period of five years from the date of granting;

7. options granted under the stock option plan to any optionee who does not continue as a director, officer, technical consultant or employee have a maximum term of 90 days after the optionee ceases to be a director, officer, technical consultant or employee of the resulting issuer;

8. in the event of the death an optionee's death, options will only be exercisable within 12 months of such death;

9. disinterested Shareholder approval will be sought in the event that the Company wishes to amend the stock option plan to increase the number of common shares reserved for issuance, or in the event of any proposal to reduce the exercise price of options granted to insiders of the Company; and

10. all options shall be non-transferable.

At the Meeting, the Disinterested Shareholders will be asked to pass an ordinary resolution approving the 2022 Plan in the following form:

"BE IT RESOLVED that the Company's Incentive Stock Option Plan (20% Fixed Plan) pursuant to which directors may, from time to time reserve for issuance and issue up to 59,443,717 common shares of the Company pursuant to incentive stock options granted to directors, officers, employees and consultants of the Company and its subsidiaries, as more particularly described in the Company's Information Circular dated August 16, 2022, is approved, ratified and confirmed, subject to regulatory approval."

Pursuant to the policies of the TSXV, the 2022 Plan must be approved by a majority of the votes cast by shareholders present in person or represented by proxy at the Meeting excluding any of the proposed directors and officers of the Company who may be entitled to participate in the 2022 Plan.

Management recommends that shareholders vote in favour of the above resolution. **It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the 2022 Plan.**

6. APPROVAL OF RESTRICTED SHARE UNIT PLAN

The Company currently has in place the 2021 Restricted Share Unit Plan (the "**2021 RSU Plan**"), which was previously approved by Company's shareholders on June 15, 2021 The purpose of the 2021 RSU Plan was to assist and encourage Directors, Employees and Consultants of the Company and its Subsidiaries to work towards and participate in the growth and development of the Company and its Subsidiaries and provide such Persons with the opportunity to acquire an ownership interest in the Company. The Company is seeking shareholder approval for the 2022 Restricted Share Unit Plan (the "**2022 RSU Plan**") in accordance with and subject to the rules and policies of the TSXV.

Under the 2022 RSU Plan the maximum number of shares which may be reserved for issuance at any time is 15,000,000 shares, and for greater certainty, such Plan Limit, in combination with all Share Compensation Arrangements of the Company, shall not exceed 20% of the issued and outstanding shares, on a fixed basis on the Record Date, subject to shareholder approval.

Terms of the 2022 RSU Plan

The following is a summary of the material terms of 2022 RSU Plan (capitalized words used below have the meanings assigned to them in the TSXV policies or the 2022 RSU Plan, as applicable).

1. the maximum number of Shares which may be reserved for issuance at any time shall be 15,000,000 Shares;

2. the 2022 RSU Plan shall be administered by a committee of directors appointed from time to time by the Board, or, if no committee is appointed, by the President of the Company, in either case subject to approval by the Board pursuant to rules of procedure fixed by the Board;

3. Limitations of RSUs to any One Person and to Insiders

   Unless disinterested Shareholder Approval is obtained (or unless permitted otherwise by the rules of the Stock Exchange):

   a) the maximum number of Shares which may be reserved for issuance to Insiders under the 2022 RSU Plan, together with any other Share Compensation Arrangement, may not exceed 10% of the issued and outstanding Shares;

   b) the maximum number of RSUs that may be granted to Insiders under the 2022 RSU Plan, together with any other Share Compensation Arrangement, within a 12-month period, may not exceed 10% of the issued and outstanding Shares calculated on the Grant Date; and

   c) the maximum number of RSUs that may be granted to any one Eligible Person under the Plan, together with any other Share Compensation Arrangement, within a 12-month period, may not exceed 5% of the issued and outstanding Shares calculated on the Grant Date.

   d) The maximum number of RSUs that may be granted to a Consultant, together with any other Share Compensation Arrangement, within a 12-month period, may not exceed 2% of the issued and outstanding Shares calculated on the Grant Date.

4. Grant and Vesting of RSUs

a) The Board may in its own discretion, at any time, and from time to time, grant RSUs to Eligible Persons as it determines appropriate, subject to the limitations set out in this Plan. The Board may designate one or more Performance Periods under the Plan.

b) The Board shall make all other determinations with respect to the Performance Period as the Board considers in its sole discretion to be necessary or desirable under the Plan.

c) Notwithstanding any other provision of the Plan, the Board may in its sole and absolute discretion accelerate and/or waive any vesting or other conditions, including Performance Conditions, for all or any RSUs for any Participant at any time and from time to time.

d) In no circumstances will RSUs credited to a Participant's Account in respect of a Performance Period vest after three years following the end of the year of the Grant Date.

e) Any RSUs in respect of a Performance Period that are not vested within three years following the end of the year of the Grant Date shall be cancelled and no vesting, payment or issuance shall be made under the Plan in respect of such RSUs.

At the Meeting, shareholders will be asked to pass an ordinary resolution approving the 2022 RSU Plan in the following form:

"BE IT RESOLVED that the Company's 2022 Restricted Share Unit plan pursuant to which directors may, from time to time reserve for issuance a maximum number of 15,000,000 Shares of the Company granted to Directors, Employees and Consultants of the Company and its subsidiaries, as more particularly described in the Company's Information Circular dated August 16, 2022, is approved, ratified and confirmed, subject to regulatory approval."

Management recommends that shareholders vote in favour of the above resolution. **It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the 2022 RSU Plan.**

7. CREATION OF NEW CONTROL PERSON

On June 22, 2022, the Company completed the first tranche of a previously announced private placement financing (the "**Financing**") pursuant to which issued 62,037,560 units (the "**Units**") at a subscription price of $0.30 per unit for aggregate gross proceeds of $18,611,268, with each Unit consisting of one common share and one warrant of the Company (a "**Warrant**"), with each Warrant exercisable for one additional common share at an exercise price of $0.40 for a period of 60 months following the closing date of the Financing. On July 15, 2022, the Company completed the second tranche of the Financing, pursuant to which it issued an additional 17,316,801 Units for gross proceeds of $5,195,040.30.

Pursuant to the Financing, Hunt Investments Trust No. 2 (the "**Trust**"), an entity controlled by J. Bryan Hunt Jr., completed a $8,044,908 subscription for 26,816,360 Units. Concurrently with the Financing, the Trust completed a debt settlement (the "**Debt Settlement**") relating to a $4,534,092 loan advanced to the Company by D2D Auto Action LLC ("**D2D**"), a joint venture owned 50% by the Company and 50% by Mr. Hunt. Mr. Hunt also funded the loan made by D2D, and as a result directed that repayment be made by the issuance of Units to the Trust pursuant to the Debt Settlement. The obligations under the loan, being $4,534,092, were settled by the issuance of 15,113,640 Units, for an aggregate of 41,930,000 Units issued to the Trust.

Along with the 10,716,800 common shares of the Company held by Mr. Hunt, the issuances pursuant to the Financing and the Debt Settlement resulted in Mr. Hunt owning or controlling, directly or indirectly, 18.88% of the issued and outstanding common shares of the Company, and 29.4% of the common shares of the Company, assuming the exercise of the Warrants owned by the Trust. The exercise of all of the Warrants by the Trust would result in Mr. Hunt being a a new “Control Person” (as that term is defined by the polices of the TSX Venture Exchange). Mr. Hunt provided an undertaking to the TSXV that he would not exercise or convert any convertible securities which could result in beneficially owning or controlling, directly or indirectly, more than 19.99% or more of the issued and outstanding common shares of the Company, until such time as shareholder approval was obtained for the creation of a new Control Person..

Mr. Hunt has a long-term view of the investment and may acquire additional common shares of the Company either on the open market or through private acquisitions or sell the common shares on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors.

TSX Venture Exchange Requirements

Under the policies of the TSXV, a “Control Person” of the Company is any person that holds (or is one of a combination of persons that hold) (i) a sufficient number of any securities of the Company so as to affect materially the control of the Company or (ii) more than 20% of the outstanding voting shares of the Company, except where there is evidence showing that such person(s) does not materially affect the control of the Company.

The policies of the TSXV require that if a transaction will result in the creation of a new Control Person of the Company, the Company must obtain approval of its shareholders on a disinterested basis, meaning the approval of shareholders holding a majority of shares held excluding shares held by the proposed new Control Person and its associates and affiliates. Therefore, any votes cast by the common shares of the Company held by Mr. Hunt, either directly or indirectly, will not be counted with respect to this resolution.

At the Meeting, Management is requesting that shareholders pass an ordinary resolution to and approve the creation of J Bryan Hunt Jr., through his direct or indirect shareholdings, as a new Control Person of the Company:

“BE IT RESOLVED THAT:

1. subject to regulatory approval, and in accordance with the policies of the TSX Venture Exchange, the shareholders of the Company hereby approve J. Bryan Hunt Jr., through his direct or indirect shareholdings, as a new Control Person of the Company, as defined by the policies of the TSX Venture Exchange; and

2. any one director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute under the seal of the Company or otherwise, and to deliver, all such other deeds, documents, instruments and assurances and to do all such other acts may be deemed necessary to carry out the terms of the foregoing resolution.

Pursuant to the policies of the TSXV, any votes cast by the shares held by Mr. Hunt, either directly or indirectly, will not be counted with respect to this resolution.

Management recommends a vote “FOR” the approval of the foregoing resolution. **It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the creation of this new Control Person of the Company**.

8. OTHER MATTERS

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. HOWEVER, IF OTHER MATTERS WHICH ARE NOT NOW KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSONS VOTING THE PROXY.

DIRECTOR AND EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102

The following persons are considered the "Named Executive Officers" or "NEOs" for the purposes of the disclosure:

1. the Company's CEO, including an individual performing functions similar to a CEO;

2. the Company's CFO, including an individual performing functions similar to a CFO;

3. the most highly compensated executive officer of the Company and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-*102F6V Statement of Executive Compensation – Venture Issuers*, for the December 31, 2021 year end; and

4. each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was not an executive officer of the Company and was not acting in a similar capacity at December 31, 2020.

Base salaries for Named Executive Officers undergo an annual review by the Board. In establishing base salaries, the Board will seek to set a pay that recognizes role, responsibility, length of service, and anticipated contribution to performance of the executive. There is no mandatory framework that will determine which of the above-referenced factors may be more or less important, and the emphasis to be placed on any factors is at the discretion of the Board and may vary among the executive officers. The Company does not engage in benchmarking and does not focus on any particular performance metric.

Bonuses may be awarded annually at the discretion of the Board. The Board bases its decision on the performance of the company as a whole and the contribution of the executive. No specific weights are assigned to any criteria individually, rather, the performance of the Company is broadly considered as a whole, and the contribution of the executive to that performance, when determining the level of bonuses (if any) to be paid.

Stock option and other incentive grants are made on the basis of the number of grants currently held, position, overall individual performance, anticipated contribution to the Company's future success and the individual's ability to influence corporate and business performance. The purpose of granting such equity incentives is to assist the Company in compensating, attracting, retaining and motivating the officers of the Company and to closely align the personal interests of such persons to the interests of the shareholders. The Company has issued only a limited number of equity incentives to NEO's to date.

The Company does not utilize a set of formal objective measures to determine long-term incentive entitlements, rather, long-term incentive grants, such as stock options or other equity incentive grants, to executives are determined in a discretionary manner on a case by case basis, but having consideration to the number of options previously granted. There are no other specific quantitative or qualitative measures associated with option grants and no specific weights are assigned to any criteria individually, rather, the performance of the Company is broadly considered as a whole when determining the number of equity incentive or other long-term based compensation (if any) to be granted and the Company does not focus on any particular performance metric.

The Board oversees any potential risks in the Company's compensation policies and practices. There are no formal practices in place to identify and mitigate excessive risks other than through informal discussion at meetings of the Board. The Board has considered the risks of the current compensation program as set out herein and have determined that at this stage in the development of the Company the risks are not material.

Summary Compensation Table

The following table is a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any director who is not a Named Executive Officer for each of the Company's two most recently completed years.

Table of Compensation Excluding Compensation Securities							
Name and Position	**Year** (1)	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or Meeting Fees ($)**	**Value of Perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Kelly Jennings(1) Former CEO and Director	2021	196,970	0	0	0	0	$196,970
	2020	300,000	0	0	0	1,096,376(7)	$1,396,376
Darrin Swenson(2) CEO and Director	2021	539,031	0	0	0	0	$539,031
	2020	243,808	0	0	0	0	$243,808
Jon Lamb(3) Former CEO of Drivrz Holdings	2021	713,099	0	0	0	0	$713,099
	2020	0	0	0	0	0	$0
Shibu Abraham(4) CFO	2021	150,000	0	0	0	0	$150,000
	2020	0	0	0	0	0	$0
Jing Peng(5) Former CFO	2021	0	0	0	0	0	$0
	2020	32,340	0	0	0	0	$32,340
Jeff Morgan(6) Former CEO of Drivrz Holdings	2021	161,988	0	0	0	0	$161,988
	2020	585,571	0	0	7,956	0	$593,527

Notes:

(1) Mr. Jennings was appointed Chairman, Secretary, CEO and Director of the Company on February 8, 2018 and resigned on June 22, 2022.

(2) Mr. Swenson was appointed as CEO of the Company on June 22, 2022 and was previously COO of the Company. The compensation included for fiscal year 2020 and 2021 represents compensation paid to Mr. Swenson for the position of COO.

(3) Mr. Lamb was appointed as President, CEO of Drivrz Holdings Inc. a subsidiary of the Company on April 1, 2021 and resigned on June 17, 2022.

(4) Mr. Abraham was appointed as CFO of the Company on January 4, 2021.

(5) Through a Consulting Agreement with Marrelli Support Services Inc., Mr. Peng was CFO from March 10, 2017 through June 25, 2018, was re-appointed on May 14, 2019 and resigned on December 31, 2020.

(6) Mr. Morgan was appointed as CEO of Drivrz Holdings Inc. on July 17, 2019 and resigned on March 31, 2021.

(7) Other compensation represents the performance bonus accrued based on the consulting agreement.

Stock Options and Other Compensation Securities

The following table sets forth information in respect of all share-based awards and option-based awards granted or issued to each Directors and NEOs of the Company during the fiscal year ended December 31, 2021:

Compensation Securities							
Name and Position	**Type of Compensation Security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of issue or grant**	**Issue, conversion, or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Darrin Swenson[(1)] CEO & Director	Stock options	250,000	26-Oct-21	0.89	0.89	0.91	26-Oct-26
Bill Butler[(2)] Director	Stock options	250,000	26-Oct-21	0.89	0.89	0.91	26-Oct-26
	Restricted share units	100,000	26-Oct-21	0.89	0.89	0.91	26-Oct-24
Andrea Parliament[(3)] Director	Stock options	250,000	26-Oct-21	0.89	0.89	0.91	26-Oct-26
	Restricted share units	100,000	26-Oct-21	0.89	0.89	0.91	26-Oct-24
Shibu Abraham[(4)] CFO	Stock options	200,000	04-Jan-21	0.29	0.29	0.91	04-Jan-26
	Stock options	262,500	26-Oct-21	0.89	0.89	0.91	26-Oct-26
	Restricted share units	175,000	26-Oct-21	0.89	0.89	0.91	26-Oct-24

Notes:

(1) As of December 31, 2021, Mr. Swenson held an aggregate of 750,000 stock options.
(2) As of December 31, 2021, Mr. Butler held an aggregate of 250,000 stock options and 100,000 restricted share units.
(3) As of December 31, 2021, Ms. Parliament held an aggregate of 250,000 stock options and 100,000 restricted share units.
(4) As of December 31, 2021, Mr. Abraham held an aggregate of 394,500 stock options and 175,000 restricted share units.

The following table sets forth information in respect of the exercise of compensation securities during the fiscal year ended December 31, 2021:

Exercise of Compensation Securities by Directors and NEO's							
Name and Position	**Type of Compensation Security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of Exercise**	**Closing price per security or on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Shibu Abraham, CFO	Stock options	68,000	0.29	16-Dec-21	0.71	0.42	28,560

For information about the material terms of the Company's stock option plan, please refer to the heading "**Particulars of Matters to be Acted Upon –Approval of Incentive Stock Option Plan** and **–Approval of Restricted Share Unit Plan**.

Employment, Consulting and Management Agreements

The Company entered into a Consulting Agreement with Kelly Jennings, on October 1, 2019 in the capacity of CEO and Director. Mr. Jennings is entitled to an annual consulting fee of $300,000, plus a monthly payment of $1,000 for role as Director of the Company, automobile allowance of $1,000 and performance bonus based on a percentage of the market capitalization of the Company. Mr. Jennings resigned the positions of Chairman, CEO and Director on June 22, 2022.

The Company entered into a Consulting Agreement with Darrin Swenson on July 1, 2019 in the capacity of Chief Operating Officer and Director. Mr. Swenson is entitled to an annual consulting fee of USD $180,000. Mr. Swenson was issued 1,500,000 Restricted Share Units of the Company on November 8, 2019 at an issue price of $0.07.

The Company entered into a Consulting Agreement with Shibu Abraham, effective January 4, 2021 in the capacity of Chief Financial Officer. Mr. Abraham is entitled to an annual base salary of $150,000. Mr. Abraham had been granted 200,000 stock options.

Director Compensation

The board of directors (the "**Board**" or "**Board of Directors**") determines director compensation from time to time. Directors are not generally compensated in their capacities as such but the Company may, from time to time, grant to its directors equity incentives pursuant to its stock option plan and its RSU plan to purchase common shares in the capital of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has an incentive stock option plan under which stock options are granted. Stock options have been determined by the Company's directors and are only granted in compliance with applicable laws and regulatory policy. The TSXV policies limit the granting of stock options to employees, officers, directors and consultants of the Company and provide limits on the length of term, number and exercise price of such options. The Company will propose that its fixed stock option plan and restricted share unit plan be approved by shareholders at the Meeting. See below under "**Particulars of Matters to be Acted On – Incentive Stock Option Plan (20% Fixed Plan) and Restricted Share Unit Plan**".

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2021.

Plan Category	**Number of securities to be issued upon exercise of outstanding options, warrants and rights** **(a)**	**Weighted-average exercise price of outstanding options, warrants and rights** **(b)**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))** **(c)**
Equity compensation plans approved by securityholders	21,321,750	$0.52	4,050,343
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	21,321,750	$0.52	4,050,343

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company or our subsidiaries at any time since the beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of our last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of our subsidiaries, other than as disclosed under the heading "Particulars of Matters to be Acted On".

An "informed person" means:

a. a director or executive officer of the Company;

b. a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;

c. any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and

d. the Company if it has purchased, redeemed or otherwise acquired any of its securities, so long as it holds any of its securities.

AUDIT COMMITTEE

As at the date hereof, the Audit Committee is composed of Mr. Butler (Chair), and Ms. Parliament. Mr. Butler and Ms. Parliament are independent. A vacancy on the Audit Committee occurred on June 22, 2022, when the former CEO, and a member of the Audit Committee, resigned. The Board is seeking to fill the vacancy with a qualified member as soon as practicable. All of the members of the Audit Committee are "financially literate" as that term is defined in National Instrument 52-110 *Audit Committees* ("**NI 52-110**").

Name of Audit Committee Member	Independent(1)	Financially Literate(1)	Other Reporting Issuer Experience
Bill Butler (Chair)	Yes	Yes. Mr. Butler is a Chartered Professional Accountant, a Chartered Accountant, and a Licenced Public Accountant	N/A
Andrea Parliament	Yes	Yes. Ms. Parliament has a Doctorate of Law and MBA from Dalhousie University. A former Director, International Credit at Scotiabank	N/A

Note:
(1) As that term is defined in NI 52-110.

For details of the relevant education and experience of each Audit Committee member, see "Election of Directors".

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110. Section 2.4 (De Minimis Non-audit Services) provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 (Exemptions) permits a company to apply to a securities regulatory authority for an exemption from the requirements of National Instrument 52-110 in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter under the heading "External Auditors".

Audit Committee Charter

The full text of the Company's Audit Committee Charter is attached as Schedule "A" to this Information Circular.

Audit Fees

The aggregate unbilled/billed audit fees incurred by the Company's in respect of its external auditor for the financial years ended December 31, 2020 and 2021 are set out in the table below.

Financial Year Ended December 31	Audit Fees ($)	Audit Related Fees ($)	Tax Fees ($)	All Other Fees ($)
2020	96,835	Nil	Nil	Nil
2021	235,399	Nil	Nil	Nil
Total	332,234	Nil	Nil	**Nil**

Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations

Since the Company is a venture issuer, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in this Information Circular).

CORPORATE GOVERNANCE

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") prescribes certain disclosure by the Company of its corporate governance practices. The disclosure required by NI 58-101 is presented below.

1. Board of Directors

The Board of Directors facilitates its independent supervision over management through regular meetings of the Board. The non-management directors of the Board do not hold regularly scheduled meetings at which non-independent directors are not in attendance. However, the size of the Board and the nature of the Company's operations ensure that open and candid discussion among the independent directors is possible.

Pursuant to National Instrument 52-110 – *Audit Committees* ("NI 52-110"), which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. The "material relationship" is defined as a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgement. The Company will also consider potential conflicts of interest or other factors that may compromise a director's independence such as personal or business relationships with other directors and executive officers of the Company. The Board is currently comprised of five members, three of whom are considered "independent directors" within the meaning of NI 52-110.

As at August 16, 2022, Mr. Swenson, who also serves as an executive officer of the Company, and Mr. Hunt, who has an interest in a joint venture with the Company and, assuming the passage of the shareholder resolution permitting him to become a new Control Person, will be a greater than 20%

shareholder on a partially diluted basis, are not considered independent directors. Mr. Lee, Mr. Butler and Ms. Parliament are each considered independent directors since they are independent of management and free from any material relationship with the Company. The basis for this determination is that, since the beginning of the fiscal year ended December 31, 2021, none of Messrs. Lee, Butler nor Ms. Parliament has worked for the Company, received material remuneration from the Company or had material contracts with or material interests in the Company which could interfere with his/her ability to act with a view to the best interests of the Company. The Board believes that it functions independently of management.

The mandate of the Board, as prescribed by the *Business Corporations Act* (British Columbia), is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company's affairs directly and through its committees. The Company has adopted a mandate for the Board, and filed on SEDAR at www.sedar.com on August 12, 2022. A copy of the Board Mandate may be obtained from the Company's Registered Office located at 3385 Harvester Road, Suite 225 Burlington, ON L7N 3N2.

2. Directorships

The following table sets forth the names of each other reporting issuer for which each of the current directors of the Company and each of the individuals to be nominated for election as a director of the Company at the Meeting serve as a director or officer as at the date of this Information Circular.

Name	Other Reporting Issuers
J. Bryan Hunt	J. B. Hunt Transport Services Inc. (NASDAQ)
Joe Poulin	SOAR Technology Acquisition Corp (NYSE)

3. Orientation and Continuing Education

The Board is responsible for providing orientation for all new directors. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director. The Company provides continuing education for its directors as the need arises and encourages open discussion at all meetings, which format encourages learning by the directors.

4. Ethical Business Conduct

The Company has adopted an ethical business conduct policy, *Code of Business Conduct and Ethics,* and filed on SEDAR at www.sedar.com on August 12, 2022. A copy of the Board Mandate may be obtained from the Company's Registered Office located at 3385 Harvester Road, Suite 225 Burlington, ON L7N 3N2.

5. Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders. The Board takes into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee. The Board is responsible for recruiting new members to the Board and planning for the succession of Board members.

6. Compensation

The Board is responsible for determining all forms of compensation, including long-term incentive in the form of stock options and restricted share units, to be granted to the senior officers of the Company and the directors, and for reviewing the CEO's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; (iv) rewarding performance, both on an individual basis and with respect to operations in general; and (v) permitted compensation under TSXV policies. See earlier discussion under *"Director and Officer Compensation".*

7. Other Board Committees

As of the date of this Information Circular, the Board has appointed an Audit Committee, the members of which are Mr. Butler (Chair), and Ms. Parliament. A description of the function of the Audit Committee can be found in this Information Circular as Schedule "A". The Company does not have any other committees.

8. Assessments

The Board annually reviews its own performance and effectiveness as well as reviews the Audit Committee Charter and recommends revisions as necessary. Neither the Company nor the Board has adopted formal procedures to regularly assess the Board, the Audit Committee or the individual directors as to their effectiveness and contribution. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

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

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practice allows the Company to operate efficiently, with checks and balances that control and monitor management and corporate functions without excessive administrative burden.

MANAGEMENT CONTRACTS

The management functions of the Company are not to any substantial degree performed by any person other than the executive officers and directors of the Company.

ADDITIONAL INFORMATION

Additional information about the Company is located on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its financial year ended December 31, 2021. Shareholders may contact the Company to request copies of the financial statements and Management's Discussion and Analysis by writing to the CEO and Director, Mr. Swenson at the following address:

POWERBAND SOLUTIONS INC.
3385 Harvester Road, Suite 225
Burlington, ON L7N 3N2

OTHER MATERIAL FACTS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

DATED at Toronto, Ontario, on the 16th day of August, 2022.

BY ORDER OF THE BOARD

POWERBAND SOLUTIONS INC.

(signed) "Darrin Swenson"

Darrin Swenson
Chief Executive Officer and Director

Schedule “A”

Charter of the Audit Committee of the Board of Directors of Powerband Solutions Inc. (the “**Company**”)

National Instrument 52-110 of the Canadian Securities Administrators requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

The Audit Committee Charter

The Company adopted an audit committee charter on July 29, 2010.

Mandate

The primary function of the audit committee (the “**Committee**”) is to assist the Company’s Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;
- review and appraise the performance of the Company’s external auditors; and
- provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of a minimum of three directors as determined by the Board of Directors. If the Company ceases to be a “venture issuer” (as that term is defined in NI 52-110), then all of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a “venture issuer” (as that term is defined in NI 52-110), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company’s Audit Committee Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review

   (a) review and update this Audit Committee Charter annually; and

   (b) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

2. External Auditors

   (a) review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;

   (b) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;

   (c) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;

   (d) take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;

   (e) recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;

   (f) recommend to the Company's Board of Directors the compensation to be paid to the external auditors;

   (g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;

   (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;

   (i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and

   (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre- approval requirement is waived with respect to the provision of non-audit services if:

      (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,

      (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and

      (iii) such services are promptly brought to the attention of the Committee by the

Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

3. Financial Reporting Processes

(a) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;

(b) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;

(c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;

(d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;

(e) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;

(f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;

(g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;

(h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;

(i) review the certification process;

(j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

(k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Other

(a) review any related-party transactions;

(b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and

(c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.

THIS PAGE INTENTIONALLY LEFT BLANK