



ADENTRA

Creating beautiful spaces where we live, work, and play

Management Information Circular

2025

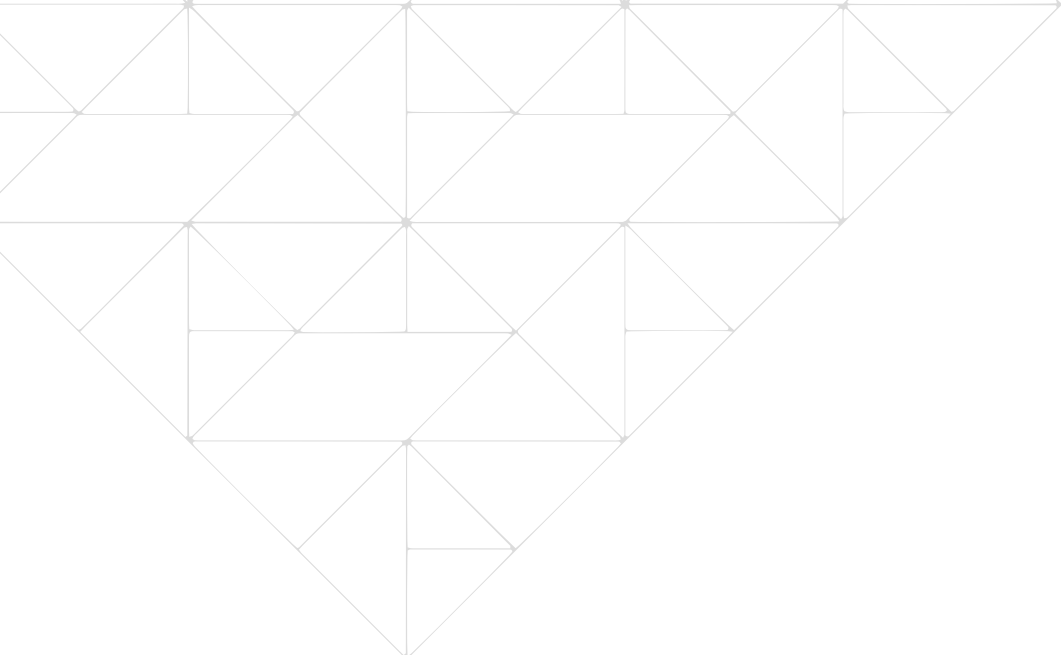


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Notice Of Annual General Meeting Of Shareholders

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of ADENTRA Inc. (the “**Company**”) will be held as a virtual-only meeting via live audio webcast online at www.virtualshareholdermeeting.com/ADEN2025, at 1:30 p.m. (Pacific time), on Tuesday, May 6, 2025, for the following purposes:

1. to receive the financial statements of the Company for the financial period ended December 31, 2024 and the report of the auditors thereon;
2. to elect directors for the ensuing year;
3. to appoint auditors for the ensuing year; And
4. to transact such further and other business as may properly come before the meeting or any adjournment thereof.

Specific details of the above items of business are contained in the Information Circular which accompanies and forms a part of this Notice of Meeting.

The meeting will be held in a virtual format to enable greater participation by shareholders. At the meeting, all shareholders, regardless of geographic location and equity ownership, will have an equal opportunity to participate.

Detailed information on how a shareholder can attend, participate in and vote at the meeting is described in the section of the Information Circular entitled “Questions and Answers on Voting”.

DATED at Vancouver, British Columbia, this 18th day of March, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

“Robert L. Taylor”

Director

General Information

This Information Circular is furnished in connection with the solicitation of proxies by management of the Company (as defined below) for use at the annual general meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Shares**”) of the Company to be held as a virtual-only meeting via live audio webcast online at www.virtualshareholdermeeting.com/ADEN2025, at 1:30 p.m. (Vancouver time), on Tuesday, May 6, 2025, or at any adjournments thereof, for the purposes set forth in the accompanying Notice of Meeting.

In this Information Circular, the “Company” refers to ADENTRA Inc., either alone or together with its subsidiaries, as applicable. This Information Circular contains information as at March 18, 2025 unless indicated otherwise.

Forward Looking Information

Certain statements in this Information Circular contain forward-looking information within the meaning of applicable securities laws in Canada (“**forward-looking information**”). The words “anticipates”, “believes”, “budgets”, “could”, “estimates”, “expects”, “forecasts”, “intends”, “may”, “might”, “plans”, “projects”, “schedule”, “should”, “will”, “would” and similar expressions are often intended to identify forward-looking information, although not all forward-looking information contains these identifying words.

The forward-looking information in this Information Circular includes, but is not limited to: the Company has not determined if it will be making any significant changes to its compensation policies and practices in the current financial year.

The forecasts and projections that make up the forward-looking information are based on assumptions which include, but are not limited to: the general state of the economy does not worsen; our products are not subjected to negative trade outcomes; no global instability or global supply chain disruptions; there are no decreases in the supply of, demand for, or market values of our products that harm our business; there is no new competition in our markets that leads to reduced revenues and profitability; we are able to sustain our level of sales and earnings margins; our information technology systems are not compromised by cyber-attacks; our management information systems upon which we are dependent are not impaired; we do not lose any key personnel; there is no labor shortage across multiple geographic locations; we do not incur material losses related to credit provided to our customers; we are able to grow our business long term and to manage our growth; we can comply with existing regulations and will not become subject to more stringent regulations; no public health crisis occurs; there are no natural or man-made disruptions to our operations and our customer service centers; environmental, social and governance risks do not adversely affect our reputation and shareholder, employee, customer and third party relationships; climate change does not adversely affect our business and damage our reputation; no material product liability claims; importation of components or other innovative products does not increase and replace products manufactured in North America; we are not adversely impacted by disruptive technologies; our insurance is sufficient to cover losses that may occur as a result of our operations; and, there are no material exchange rate fluctuations between the Canadian and US dollar that affect our performance.

The forward-looking information is subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical results or results anticipated by the forward-looking information. The factors which could cause results to differ from current expectations include, but are not limited to the following: our results are dependent upon the general state of the economy; our products may be subject to negative trade outcomes; geopolitical instability and global supply chain disruptions; decreases in the supply of, demand for, or market values of products could harm our business; competition in our markets may lead to reduced revenues and profitability,

we may not be able to sustain our level of sales or earnings margins; our technology systems are subject to cyber security risks; we are dependent upon our management information systems; we depend on key personnel, the loss of any of which could harm our business; labour shortages could harm our business; we may incur losses related to credit provided to our customers; we may be unable to grow our business or to manage growth; we may fail to comply with existing regulations or become subject to more stringent regulations; a public health crisis could have significant impacts on our business; we may be adversely affected by any natural or man-made disruptions to our operations and our customer service centers; environmental, social and governance risks could adversely affect our reputation and shareholder, employee, customer and third party relationships; climate change could adversely affect our business and damage our reputation; product liability claims could adversely affect our revenues, profitability and reputation; importation of components or other innovative products may replace products manufactured in North America; disruptive technologies could lead to reduced revenues or a change in our business model; our insurance may be insufficient to cover losses that may occur as a result of our operations; our credit facility affects our liquidity, contains restrictions on our ability to borrow funds, and imposes restrictions on distributions that can be made by us and certain of our subsidiaries; the market price of our Shares will fluctuate; there is a possibility of dilution of existing Shareholders; exchange rate fluctuations between the Canadian and US dollar could affect our performance; and, other risks described in the Company's Annual Information Form.

All forward-looking information in this Information Circular is qualified in its entirety by this cautionary statement and, except as may be required by law, the Company undertakes no obligation to revise or update any forward-looking information as a result of new information, future events or otherwise after the date hereof.

Questions and Answers on Voting

The following questions and answers provide guidance on how to vote your Shares.

Who can vote?

Only Shareholders at the close of business on March 18, 2025, the record date (the “**Record Date**”) for the Meeting established by the directors, are entitled to notice of and to vote at the Meeting.

What will I be voting on?

Shareholders will be voting: (i) to elect directors for the ensuing year; (ii) to appoint auditors for the ensuing year; and (iii) to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The financial statements of the Company for the financial period ended December 31, 2024 and the report of the auditors thereon to be placed before Shareholders at the Meeting are included in the Company's 2024 Annual Report and are available on SEDAR+ at www.sedarplus.ca.

How will these matters be decided at the meeting?

Unless otherwise specified, a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described above.

Who is soliciting my proxy?

This Information Circular is furnished in connection with the solicitation of proxies by management of the Company. It is expected that the solicitation of proxies for the Meeting will be primarily by mail, but proxies may be solicited personally, by telephone or by other means of communication by the directors, officers and regular employees of the Company, who will not be specifically remunerated therefore. All costs of such solicitation of proxies by or on behalf of management of the Company will be borne by the Company.

How do I vote?

If you are eligible to vote and you are a Shareholder of record as at the close of business on the Record Date, you can vote your Shares at the Meeting or by proxy, as explained below under “How do I vote in advance or by Proxy...if I am a Registered Shareholder”. If your Shares are held in the name of a depositary or a nominee such as a trustee, financial institution or securities broker, please see the instructions below under “How do I vote in advance or by proxy...if I am a Non-Registered Shareholder?”.

What is the format of the Meeting?

This year’s Meeting will be held virtually via a live online audio webcast to enable greater participation by Shareholders. At the Meeting, all Shareholders, regardless of geographic location and equity ownership, will have an equal opportunity to participate.

Registered shareholders and duly appointed proxyholders (including Non-Registered Shareholders (as defined below) who have appointed themselves as proxyholder) will be entitled to attend, participate and vote at the Meeting, all in real time. Non-registered shareholders who do not appoint themselves as proxyholder may still attend the Meeting and ask questions. Guests will be able to listen to the Meeting but will not be able to vote or ask questions at the Meeting.

If you are participating in the Meeting, you must remain connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting.

How do I access and vote at the Meeting...

You will be able to participate in the Meeting using an internet connected device such as a laptop, computer, tablet or mobile phone, and the Meeting platform will be supported across browsers and devices that are running the most updated version of the applicable software plugins and meeting the minimum system requirements.

The steps that you need to follow to access the Meeting will depend on whether you are a registered Shareholder or a Non-Registered Shareholder. You must follow the applicable instructions below carefully.

...if I am a Registered Shareholder?

If you are a registered Shareholder, Broadridge Investor Communications Corporation (“**Broadridge**”) will have sent you a form of proxy. This document will be required in order for you to complete the instructions below, but do not complete the form of proxy or return it to Broadridge since you will be accessing and voting at the Meeting during the live webcast.

Registered Shareholders can access and vote at the Meeting during the live webcast as follows:

1. Log into www.virtualshareholdermeeting.com/ADEN2025 at least 15 minutes before the Meeting starts. You should allow ample time to check into the Meeting and to complete the related procedures.
2. Enter your 16-digit control number into the Shareholder Login section (your control number is located on your form of proxy) and click on “Enter Here”.
3. Follow the instructions to access the Meeting and vote when prompted.

Even if you currently plan to participate in the Meeting, you should consider voting your Shares by proxy in advance so that your vote will be counted if you later decide not to attend the Meeting or in the event that you are unable to access the Meeting for any reason. If you access and vote on any matter at the Meeting during the live webcast, then you will revoke any previously submitted form of proxy.

...if I am a Non-Registered Shareholder?

Non-Registered Shareholders wishing to access and vote at the Meeting during the live webcast can do so as follows:

1. Appoint yourself as proxyholder as described below under the heading “How do I vote by proxy or in advance...if I am a Non-Registered Shareholder”, including by providing an “**Appointee Name**” and designating an 8 character “Appointee Identification Number” (together, this is the “Appointee Information”). Please note that these steps must be completed prior to the proxy deadline (defined below) or you will not be able to vote your Shares at the Meeting during the live webcast.
2. Follow the instructions below for proxyholders to log in and vote at the Meeting.

In the event that the proxy deadline is waived by the Company prior to the Meeting, all Non-Registered Shareholders will be able to access and vote at the Meeting in the same manner as for registered Shareholders described above except that your 16-digit control number will be located on your voting instruction form or form of proxy. In that case, if you have previously provided voting instructions or appointed another person to vote on your behalf and you choose to access and vote on any matter at the Meeting during the live webcast then you will revoke all prior voting instructions or appointments. If you do not wish to revoke your prior instructions or appointments, you will still be able to access the Meeting and you will be able to ask questions. You should not assume that the proxy deadline will be waived in whole or in part, and you should vote prior to the Meeting or appoint yourself or another person to vote on your behalf at the Meeting prior to the proxy deadline to ensure your vote is counted at the Meeting.

A Non-Registered Shareholder wishing to access the Meeting without voting during the live webcast – for example, because you have provided voting instructions prior to the Meeting or appointed another person to vote on your behalf at the Meeting – can access the Meeting in the same manner as for registered Shareholders described above using the 16-digit control number located on your voting instruction form or form of proxy. You will be able to ask questions if you access the Meeting in this manner.

...if I am a proxyholder?

If you have been appointed as proxyholder for a registered or Non-Registered Shareholder (or you are a Non-Registered Shareholder who has appointed themselves as proxyholder), you can access and vote at the Meeting during the live webcast as follows:

1. Log into www.virtualshareholdermeeting.com/ADEN2025 at least 15 minutes before the Meeting starts. You should allow ample time to check into the Meeting and to complete the related procedures.
2. Enter the Appointee Name and Appointee Identification Number exactly as it was provided to Broadridge by the Shareholder who appointed you as proxyholder and click on “Enter Here”. If this information is not provided to you by such Shareholder, or if you do not enter it exactly as that Shareholder provided it to Broadridge, you will not be able to access the Meeting or vote their Shares on their behalf during the live webcast.

If you have been appointed as proxyholder for more than one Shareholder, you will be asked to enter the Appointee Information for each separate Shareholder in order to vote the applicable Shares on their behalf at the Meeting.

3. Follow the instructions to access the Meeting and vote when prompted.

All Shareholders must provide the Appointee Information to their appointed proxyholder exactly as they provided it to Broadridge online at www.proxyvote.com or on their voting instruction form or form of proxy in order for their proxyholder to access and vote their shares at the Meeting during the live webcast. Proxyholders who have forgotten or misplaced the applicable Appointee Information should contact the Shareholder who appointed them as quickly as possible. If that Shareholder has forgotten or misplaced the applicable Appointee Information, they should follow the steps described under the heading “How do I access and vote at the Meeting... if I am a Non-Registered Shareholder” as quickly as possible.

...if I am a guest?

If you wish to access the Meeting as a guest, you can log into the Meeting as set out below. Note that guests will be able to listen to the Meeting, but will not be able to ask questions or vote. Please read and follow the instructions below carefully.

1. Log into www.virtualshareholdermeeting.com/ADEN2025 at least 15 minutes before the Meeting starts. You should allow ample time to check into the Meeting and to complete the related procedures.
2. Complete the GUEST LOGIN section and click on “Enter Here”.

Can I ask questions at the Meeting?

The Company believes that the ability to participate in the Meeting in a meaningful way, including asking questions is very important. It is anticipated that Shareholders and proxyholders will have substantially the same opportunity to ask questions on matters of business at the Meeting as if such Shareholders and proxyholders were participating in the Meeting in person.

Registered Shareholders, proxyholders and Non-Registered Shareholders will have an opportunity to ask questions at the Meeting in writing by sending a message to the chair of the Meeting online through the virtual meeting platform.

The Company is committed to addressing questions submitted by Shareholders during the Meeting as timing and circumstances permit. Any questions pertinent to the Meeting that cannot be answered during the Meeting due to time constraints will be answered and posted online at www.adentrugroup.com. Posted questions may be summarized or grouped together. Such questions and answers will be available as soon as practicable after the Meeting and will remain available for one week after posting.

Questions from Shareholders and proxyholders that do not relate to the formal business of the Meeting will be addressed during the question and answer period following the formal business of the Meeting. Questions directly related to a particular motion will be addressed once that motion has been introduced. The Company will only answer questions of interest to all Shareholders during the Meeting. Questions that are irrelevant to the business and affairs of the Company or the business of the Meeting; related to material non-public information of the Company; related to personal grievances or in furtherance of personal interests; derogatory or otherwise in bad taste; repetitive of those made by another Shareholders or proxyholders; or out of order or not otherwise appropriate, will not be accepted, all as determined by the chair of the Meeting.

What if I have difficulties in accessing the Meeting?

If you encounter any difficulties accessing the Meeting during the check-in or meeting time, please contact Broadridge's virtual shareholder meeting help line using the toll-free number provided on the Meeting Login page (www.virtualshareholdermeeting.com/ADEN2025).

If you are accessing the Meeting, you must remain connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting. Note that if you lose connectivity once the Meeting has commenced, there may be insufficient time to resolve your issue before ballot voting is completed. Therefore, even if you currently plan to access the Meeting and vote during the live webcast, you should consider voting your Shares in advance or by proxy so that your vote will be counted in the event you experience any technical difficulties or are otherwise unable to access the Meeting.

How do I vote by proxy or in advance...

Providing voting instructions online at www.proxyvote.com or by telephone or signing and returning the form of proxy or voting instruction form sent to you along with the notice, in each case in accordance with the instructions provided below and on your form of proxy or voting instruction form, authorizes the named directors or officers of the Company (the “**named proxyholders**”) to vote your Shares at the Meeting in accordance with your instructions. **Each Shareholder is entitled to appoint a person or company other than the individuals named in the form of proxy (who need not be a Shareholder) to represent such Shareholder at the Meeting.**

...if I am a Registered Shareholder?

If you do not intend to access and vote at the Meeting during the live webcast, you are encouraged to provide your voting instructions to the named proxyholders by internet at www.proxyvote.com or by telephone, or by returning the form of proxy to Broadridge, in each case in accordance with the instructions appearing on the form of proxy.

Alternatively, you are entitled to appoint some other person or company (who need not be a Shareholder) to represent you at the Meeting. Since the Meeting will take place virtually, the process for appointing another person as your proxyholder (other than the named proxyholders) to access the Meeting and vote on your behalf is different than it would be for an in person meeting. You must therefore follow the instructions on your form of proxy very carefully, including:

1. inserting an “Appointee Name” and designating an 8-character “Appointee Identification Number” online at www.proxyvote.com or in the spaces provided on your form of proxy; and
2. informing your appointed proxyholder of the exact Appointee Name and 8-character Appointee Identification Number prior to the Meeting. Your proxyholder will require both your Appointee Name and Appointee Identification Number in order to access the Meeting and vote on your behalf.

You are encouraged to appoint your proxyholder online at www.proxyvote.com in accordance with the instructions on the form of proxy as this will reduce the risk of any mail disruptions and will allow you to share the Appointee Information you have created with your appointed proxyholder more easily. You may also complete and return your form of proxy by following the instructions on your form of proxy.

Please note that if you wish to appoint a person as your proxyholder other than the named proxyholders and you do not designate the Appointee Information as required when completing your appointment online or on your form of proxy or if you do not provide the exact Appointee Name and Appointee Identification Number to that other person, that other person will not be able to access the Meeting and vote on your behalf.

What is the deadline for returning my proxy?

You are encouraged to provide your voting instructions or appoint your proxyholder online at www.proxyvote.com or by telephone, each in accordance with the instructions on the form of proxy, as this will reduce the risk of any mail disruptions. These instructions must be provided by no later than 48 hours, excluding weekends and holidays, preceding the Meeting or an adjournment thereof (the “**proxy deadline**”). If you prefer, you may also complete and return your form of proxy to Broadridge at: Data Processing Centre, P.O. Box 3700 STN Industrial Park, Markham, ON, L3R 9Z9, in which case Broadridge must receive your completed form of proxy prior to the proxy deadline.

Providing your voting instructions to the named proxyholder or appointing another person as your proxy will ensure your vote is counted at the Meeting even if you later decide not to attend the Meeting or are unable to access the Meeting in the event of technical difficulties. If you access and vote on any matter at the Meeting during the live webcast, any proxy you have previously submitted will be revoked.

If I change my mind, how can I revoke my proxy?

You may revoke any prior proxy by providing new voting instructions or Appointment Information at www.proxyvote.com at a later time or a new form of proxy with a later date. However, for your new voting instructions or appointment to be effective they must be received by Broadridge no later than 48 hours, excluding weekends and holidays, preceding the Meeting or an adjournment thereof.

You may also revoke any prior proxy: (i) by an instrument in writing executed by the Shareholder, or by the Shareholder’s agent or attorney and delivered to Broadridge at: Data Processing Centre, P.O. Box 3700 STN Industrial Park, Markham, ON, L3R 9Z9, together with evidence of the agent’s or attorney’s written authority, so as to arrive at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof; or (ii) in any other manner permitted by law. If you access the Meeting and vote on any matter during the live webcast, you will revoke any previously submitted proxy.

If you wish to provide new voting instructions and not simply revoke your proxy (unless the proxy deadline is waived), your new voting instructions must be received by Broadridge no later than 48 hours, excluding weekends and holidays, preceding the Meeting or an adjournment thereof.

.....if I am a Non-Registered Shareholder?

All of the Shares beneficially owned by a non-registered Shareholder (a “**Non-Registered Shareholder**”) are registered in the name of a depositary or a nominee such as a trustee, financial institution or securities broker (an “**intermediary**”). For example, Shares listed in an account statement provided by the broker of a Shareholder are not registered in the Shareholder’s name.

Applicable securities laws require Shareholders’ intermediaries to seek voting instructions from them in advance of the Meeting. Accordingly, you will receive or have already received from your intermediary a request for voting instructions for the number of Shares you beneficially own. This form will include instructions on how to provide voting instructions to your intermediary or to appoint yourself or another person to access and vote at the Meeting on your behalf during the live webcast.

How do I give voting instructions?

You may provide your voting instructions by following the instructions on the voting instruction form provided to you by your intermediary. You are encouraged to do so online at www.proxyvote.com or by telephone if your intermediary provides you with this option. You may also mark your voting instructions on the voting instruction form or form of proxy provided to you by your intermediary, sign it, and return it as instructed and within the timelines provided by your intermediary. Your voting instructions must be received by Broadridge by the proxy deadline.

How do I appoint myself (or another person) to vote at the Meeting?

If you wish to access the Meeting and vote during the live webcast (or appoint another person to do so, other than the named proxyholders), you are encouraged to make this appointment online at www.proxyvote.com using the instructions provided on your voting instruction form or form of proxy, if your intermediary provides you with this option. Alternatively, you may do so by inserting your name (or the name of such other person) in the space provided for the proxyholder appointment in your voting instruction form, and return it as instructed by your intermediary. Do not complete the voting section of the voting instruction form or form of proxy, since you or your designate will vote at the Meeting during the live webcast.

Since the Meeting will take place virtually, the process for any Non-Registered Shareholder to appoint themselves or another person (other than the named proxyholders) to access and vote at the Meeting during the live webcast is different than it would be for an in-person meeting. In addition to the steps above, you must follow the additional instructions on your voting instruction form or form of proxy very carefully, including:

1. inserting an “Appointee Name” and designating an 8-character “Appointee Identification Number” online at www.proxyvote.com or in the spaces provided on your form of proxy. You must complete this step regardless of whether you wish to appoint yourself or another person (other than the named proxyholders); and
2. if you have appointed someone other than yourself to access and vote at the Meeting on your behalf, informing your appointed proxyholder of the exact Appointee Name and 8-character Appointee Identification Number prior to the Meeting.

You are encouraged to appoint yourself or such other person (other than the named proxyholders) online at www.proxyvote.com as this will reduce the risk of any mail disruptions and will allow you to share the Appointee Information you have designated with any other person you have appointed to represent you at the Meeting more easily. If you do not designate the Appointee Information as required when completing your appointment online or on your voting instruction form or if you do not provide the exact Appointee Identification Number and Appointee

Name to any other person (other than the named proxyholders) who has been appointed to access and vote at the Meeting on your behalf, neither you nor that other person, as applicable, will be able to access the Meeting and vote.

What is the deadline for returning my voting instructions?

Your intermediary must receive your voting instructions or your appointment in sufficient time for your intermediary to act on them. You are encouraged to provide your voting instructions or appointment online at www.proxyvote.com in accordance with the instructions on your voting instruction form or form of proxy and you must do so by no later than 48 hours, excluding weekends and holidays, preceding the Meeting or an adjournment thereof. If you prefer, you may also complete and return your voting instruction form or form of proxy to Broadridge at: Data Processing Centre, P.O. Box 3700 STN Industrial Park, Markham, ON, L3R 9Z9, in which case Broadridge must receive your completed voting instruction form prior to the proxy deadline.

If I change my mind how do I revoke my prior voting instructions?

You can revoke your prior voting instructions by providing new instructions at a later time online at www.proxyvote.com, by telephone or on a voting instruction form or form of proxy with a later date, in each case in accordance with the instructions on your voting instruction form or form of proxy, provided that your new instructions are received by your intermediary in sufficient time for your intermediary to act on them. You can revoke your prior appointment by providing new Appointment Information at a later time online at www.proxyvote.com or on a voting instruction form or form of proxy with a later date, in each case in accordance with the instructions on your voting instruction form or form of proxy, provided that your new appointment is received by your intermediary in sufficient time for your intermediary to act on them. In order to be effective, your new voting instructions or appointment must be received by Broadridge no later than 48 hours, excluding weekends and holidays, preceding the Meeting or an adjournment thereof. Instructions received after such deadline but before the Meeting may only be effective to revoke any prior instructions or appointment. Otherwise, contact your intermediary if you want to revoke your prior voting instructions or appointment.

If you are eligible to access and vote at the Meeting during the live webcast and you have previously provided voting instructions or appointed another person to vote on your behalf you may access the Meeting and revoke your prior instructions or appointments, but you will not be able to vote on any matter at the Meeting during the live webcast unless the proxy deadline has been waived. If you do not wish to revoke your prior instructions or appointments, you will still be able to access the Meeting and you will be able to ask questions.

Proxies, voting instructions and appointments received after the proxy deadline may only be effective to revoke previously submitted proxies, voting instructions or appointments. The Company reserves the right to accept late proxies, voting instructions and appointments and to waive the proxy deadline with or without notice, but is under no obligation to accept or reject any particular late proxy, voting instructions or appointments.

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

The management representatives designated in the enclosed form of proxy will vote or withhold from voting the Shares in respect of which they are appointed proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the form of proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. Where no choice is specified in the form of proxy, such Shares will be voted "FOR" the matters described therein and in this Information Circular.

The enclosed form of proxy confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any other business is properly brought before the Meeting, it is the intention of the management representatives designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, management knows of no such amendment, variation or other matter which may be presented to the Meeting.

Delivery Of Proxy Materials

Proxy materials are being sent to registered Shareholders directly and will be sent to intermediaries to be forwarded to all Non-Registered Shareholders. The Company does not intend to pay for intermediaries/brokers to deliver meeting materials for the Meeting to Non-Registered Shareholders who have objected to their name being made known to the Company. Accordingly, an objecting Non-Registered Shareholder will not receive meeting materials unless such Shareholder's intermediary assumes the cost of delivery.

Notice and Access

The Company is sending meeting materials for the Meeting to Non-Registered Shareholders using the "notice and access" provisions of *National Instrument 54-101 – Communication with Beneficial Owners*. Pursuant to such provisions, the Company provides Non-Registered Shareholders with a notice on how they may access the Notice of Meeting and this Information Circular electronically instead of providing a paper copy. The Company has adopted the notice and access delivery process to further its commitment to environmental sustainability and to reduce its printing and mailing costs. Only Non-Registered Shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting materials.

The Company is not sending meeting materials for the Meeting to registered Shareholders using the "notice and access" provisions of *National Instrument 51-102 – Continuous Disclosure Obligations*.

Voting Shares and Principal Holders Thereof

As of March 18, 2025, there are 25,068,668 Shares of the Company issued and outstanding, each of which entitles the holder to one vote on a ballot. There are no other voting securities of the Company issued and outstanding. Each Share is entitled to one vote.

Only registered holders of Shares at the close of business on March 18, 2025, the record date for the Meeting established by the directors, are entitled to vote at the Meeting.

To the knowledge of the Company's directors and executive officers, no person beneficially owns, or controls or directs, directly or indirectly, Shares carrying more than 10% of the voting rights attached to any class of voting securities.

Election Of Directors

The number of directors to be elected at the Meeting is determined from time to time by resolution of the board of directors, such number being not more than ten and not less than three. The Company currently has nine directors. The Company's board of directors has fixed the number of directors to be elected at the Meeting at nine. The term of office of each of the present directors expires at the close of the Meeting. All directors elected at the Meeting will hold office for a term expiring at the close of the next annual meeting of Shareholders or until their successors are appointed, unless his or her office is vacated earlier in accordance with the bylaws of the Company or the Canada Business Corporations Act.

In the following table, for each person proposed to be nominated for election as a director, is stated his or her name, province or state, and country of residence, the period or periods during which he or she has served as a director, his or her principal occupation, and the number of Shares beneficially owned or controlled or directed by him or her, directly or indirectly. The table also indicates whether the nominee is independent (within the meaning ascribed thereto in *National Instrument 52-110 - Audit Committees* of the Canadian Securities Administrators), and the percentage of attendance at meetings held in the previous financial year.

	Name, Province or State, Country of Residence, Independence and Attendance ⁽¹⁾	Period of Service as a Director	Principal Occupation and, if not Previously Elected as a Director, Occupation During the Past 5 Years ⁽¹⁾	Number of Shares ⁽²⁾
	Mr. Robert J. Brown British Columbia, Canada Non Independent (Management) Attendance Board: 100%	Since January 2016	President and Chief Executive Officer of the Company Mr. Brown was appointed President and Chief Executive Officer of the Company in January, 2016.	310,666
	Ms. Charlotte F. Burke⁽³⁾ Ontario, Canada Independent Attendance Board: 100% CNCG Committee: 100%	Since September 2022	Corporate Director Ms. Burke has been Board Chair and Special Advisor to Horzn Inc., a private digital acceleration platform company, since 2011. She is also a director of Coast Capital Savings, a Canadian federal credit union and President of Burke and Stanhope Business Solutions, a private consulting company.	9,620
	Mr. George R. Judd⁽³⁾⁽⁶⁾ Georgia, USA Independent Attendance Board: 100%	Since November 2021	Strategic Advisor to Blue Wolf Capital Partners Mr. Judd is a Strategic Advisor to Blue Wolf Capital Partners, a private equity firm. Mr. Judd was previously Chief Executive Officer of Novo Building Products Holdings, LLC, a manufacturer and supplier of specialty building products company that the Company acquired, from 2019 to 2021.	7,494
	Ms. Michelle A. Lewis⁽³⁾ Texas, USA Independent Attendance Board: 100% CNCG Committee: 100%	Since May 2017	Corporate Director Ms. Lewis is a Corporate Director and was formerly a Principal with The CapStreet Group, a private equity firm from 2018 to 2023. Prior to that, she was Chief Strategy Officer for DistributionNOW (NYSE:DNOW), an industrial supplies distributor, from 2014 to 2018.	20,790
	Mr. Jim C. Macaulay⁽⁴⁾ Michigan, USA Independent Attendance Board: 100% Audit Committee: 100% CNCG Committee: 100%	Since August 2016	Chief Executive Officer of Duinick, Inc. Mr. Macaulay has been Chief Executive Officer of Duinick, Inc. since 2022. Duinick, Inc. is a privately held group of companies whose main lines of business are asphalt paving, concrete ready-mix manufacturing and golf course construction. Prior to that, he was Chief Financial Officer of the Marvin Companies, a door and window manufacturer, from 2013 to 2022.	42,936

Name, Province or State, Country of Residence, Position and Attendance ⁽¹⁾	Period of Service as a Director	Principal Occupation and, if not Previously Elected as a Director, Occupation During the Past 5 Years ⁽¹⁾	Number of Shares and RSUs ⁽²⁾
 Ms. C. Marie Robinson⁽³⁾⁽⁶⁾ Texas, USA	Since January 2025	Corporate Director Ms. Robinson serves on the Board of BJ's Wholesale Club Holdings Inc. (NYSE:BJ). She was Sysco Corporation's (NYSE:SY) executive vice president and chief supply chain officer from 2020 to 2023.	Nil
 Mr. Richard G. Roy⁽⁴⁾⁽⁶⁾ Quebec, Canada	Since January 2025	Corporate Director Mr. Roy is Chair of Toromont Industries Ltd. (TSX:TIH) and serves on the board of GDI Integrated Facility Services, Inc. (TSX:GDI).	Nil
 Ms. Qi Tang⁽⁴⁾⁽⁵⁾ Ontario, Canada Independent Attendance Board: 100% Audit Committee: 100%	Since May 2022	Chief Financial Officer of Skyservice Investments Inc. Ms. Tang has been Chief Financial Officer of Skyservice Investments Inc., a private company in business aviation operating in Canada and the U.S., since 2022. Ms. Tang is also a trustee of Dream Office Real Estate Investment Trust (TSX:D.UN) and Choice Properties Real Estate Investment Trust (TSX:CHP.UN).	7,618
 Mr. Robert L. Taylor Texas, USA Independent Attendance Board: 100% CNCG Committee: 100%⁽⁷⁾	Since July 2019	President, Sonepar Americas Mr. Taylor has been President of Sonepar Americas, a private company which distributes electric products, solutions, and related services since 2015.	22,720

(1) The information as to province or state, and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.

(2) The information as to the number of Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.

(3) Member of the Compensation, Nominating and Corporate Governance Committee (the "CNCG Committee").

(4) Member of the Audit Committee.

(5) Ms. Tang is an "audit financial expert", as defined by Glass Lewis' 2025 Benchmark Policy Guidelines.

(6) The Committees were reconstituted on February 7, 2025 and this is a new appointment for this director.

(7) Mr. Taylor was a member of the CNCG Committee in 2024 but was not re-appointed when the committees were reconstituted on February 7, 2025.

Unless such authority is withheld, the management representatives named in the accompanying form of proxy intend to vote for the election of the director nominees whose names are set forth herein.

Share Ownership Guidelines

The Company maintains Share ownership guidelines encouraging each non-executive director to own Shares and restricted share units at least equal in value to three times the current base annual retainer received by the director for serving as a member of the board of directors or chairing the board of directors. In determining whether a director has met the minimum shareholding requirement, the total number of Shares and restricted share units held by the director is valued at the greater of the: (i) actual cost; and (ii) market value, being the weighted average trading price of the Shares on the Toronto Stock Exchange for the five trading days preceding the applicable valuation date for such Shares and restricted share units. Directors are not granted performance share units and, accordingly, performance share units are not included in calculating compliance with Share ownership guidelines. In the event that a director does not meet the Share ownership guidelines, then that director is required to refrain from selling any Shares held by the director until such time as the director is in compliance with the Share ownership guidelines. The following table provides a summary of the number of Shares and restricted share units held by each director, who is not also a Named Executive Officer (as defined below), as at March 18, 2025, the value of such Shares and restricted share units, and the value of Shares and restricted share units required to be held pursuant to the Share ownership guidelines:

Name	Number of Shares ⁽¹⁾	Value of Shares Held ^{(\$)(2)}	Value of Shares Required to be Held ^(\$)
Charlotte F. Burke	9,620	277,729	600,000
George R. Judd	7,494	216,352	600,000
Michelle A. Lewis	20,790	600,207	600,000
Jim C. Macaulay	42,936	1,239,562	600,000
C. Marie Robinson ⁽³⁾	--	--	600,000
Richard G. Roy ⁽³⁾	--	--	600,000
Qi Tang	7,618	219,932	600,000
Robert L. Taylor	22,720	655,926	744,000

(1) The information as to the number of Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.

(2) Calculated by multiplying the total equity by the greater of (i) actual cost of the Shares and (ii) market value of the Shares, being the weighted average trading price of the Shares on the Toronto Stock Exchange five days prior to March 18, 2025, being \$28.87.

(3) Ms. Robinson and Mr. Roy were appointed directors on January 8, 2025 and have not yet been granted RSUs.

Orders, Bankruptcies and Penalties

To the knowledge of the Company, no proposed director is, at the date hereof, or has been, within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company that: (i) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

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

To the knowledge of the Company, no proposed director, or a holding company of such proposed director, has been subject to: (i) any penalties 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.

Advance Notice Requirements for Nominations

The Company's bylaws require that advance notice be provided to the Company in circumstances where nominations of persons for election to the board of directors are made by Shareholders of the Company other than pursuant to a requisition of a meeting of Shareholders made pursuant to the provisions of the Canada Business Corporations Act or a shareholder proposal made pursuant to the provisions of that Act. The bylaws fix a deadline by which Shareholders must submit nominations to the Company prior to any annual or special meeting of Shareholders and sets forth the minimum information that a Shareholder must include in the notice to the Company for the notice to be in proper written form. A copy of the bylaws has been filed under the Company's profile on SEDAR+ (www.sedarplus.ca) and on the Company's website (www.adentragroup.com).

Executive Compensation

Compensation Discussion and Analysis

Objectives

The Company is primarily engaged in the distribution of architectural building products. The Company is committed to strengthening its competitive position and to growing its business over the long term. Due to the competitive nature of the industry, executive talent have significant career mobility and, as a result, the competition for experienced executives is high. The existence of this competition and the need for talented and experienced executive officers to realize the Company's business objectives underlies the design and implementation of the Company's compensation programs.

The objectives of the Company's compensation program are to:

- attract and retain qualified executive officers;
- motivate executive officers to deliver strong business performance;
- maintain competitive compensation levels for executive officers;
- ensure a significant portion of executive compensation is dependent upon individual and overall business performance, aligning the interests of executive officers with the interests of Shareholders, to create Shareholder value; and

- ensure the executive compensation program is simple to communicate and administer.

The Company believes that compensation levels should reflect performance – both personal performance of the Named Executive Officers (as defined below) and the performance of the Company as a whole. The Company provides a base fixed cash compensation, as well as cash compensation that is variable, or “at risk” in nature. For 2024, the Named Executive Officers except for the Senior Vice President Acquisitions were eligible to receive cash bonuses under the annual incentive plan that range from 0% to 165% of their respective base salaries. The Senior Vice President Acquisitions was eligible to receive a bonus related strategic metrics on acquisitions. This approach helps link compensation to performance by making a significant portion of the Named Executive Officers' compensation in any given year variable and, consequently, subject to decrease or increase based on Company and individual performance during the year. This approach also aligns the interest of the Named Executive Officers with Shareholders. The annual incentive plan is complimented by the Company's Amended and Restated Long Term Incentive Plan (the “Long Term Incentive Plan”), the objective of which is to provide the Named Executive Officers with an incentive to maximize the long term performance of the Company and further align the interests of the Named Executive Officers with Shareholders. Fifty percent of the incentive awards granted to the Named Executive Officers under the Long Term Incentive Plan are performance based.

The Company also seeks to retain and motivate the Named Executive Officers, and attract new executives, by offering compensation programs and packages that are competitive with those offered by comparable companies in the Company's market comparator group. To support this principle, the Company periodically reviews comparative compensation data provided by compensation consultants to assess the competitiveness of the compensation provided to the Named Executive Officers. The Company uses this data as one factor in determining the appropriate levels of compensation to award the Named Executive Officers.

While the Company's objective is to pay for performance and remain competitive in the marketplace for executive talent, the Company considers the expense of compensation and benefits in relation to the Company's consolidated budget and financial strength as a significant factor in determining compensation levels. Consequently, the Company carefully considers information relating to the anticipated cost that will be incurred in making any determination with respect to proposed compensation decisions.

The Company keeps its compensation program simple to communicate and administer by focusing on base salary, an annual incentive plan, and the Long Term Incentive Plan.

Elements of Compensation

Base Salary

The Company provides a base salary so that the Named Executive Officers have regular income to cover day-to-day expenses. The Compensation, Nominating and Corporate Governance Committee believes that competitive base salaries are important in attracting and retaining talented executives.

In reviewing the base salary of each Named Executive Officer, the Company considers the responsibilities, performance and experience of the Named Executive Officer; the base salaries of comparable executives within the Company's market comparator group; historical compensation and contractual commitments; and, recommendations of the Chief Executive Officer related to each Named Executive Officer's base salary other than the Chief Executive Officer's base salary. In considering base salary levels, the Compensation, Nominating and Corporate Governance Committee does not utilize any specific weighting of the above factors. On average in 2024, base salary represented 24.4% of the Company's total compensation package for the Named Executive Officers.

Annual Incentive Awards

In addition to base salaries, the Company provides the Named Executive Officers with annual incentive awards that are paid as cash bonuses. The Compensation, Nominating and Corporate Governance Committee believes the annual incentive plan is important in attracting and retaining talented executives and motivating executive officers to deliver strong business performance.

Annual incentive awards for the Chief Executive Officer, the Senior Vice President, Corporate Development, and the Chief Financial Officer were based upon the following performance goals:

- adjusted EBITDA (earnings before interest, taxes, depreciation and amortization) achieved, excluding foreign exchange gains and losses and the impact of acquisitions; and
- achievement of strategic goals, for example the achievement of certain milestones related to the Company's technology strategy or related to the Company's working capital efficiency, as approved by the Compensation, Nominating and Corporate Governance Committee, in the case of the Chief Executive Officer, or by the Chief Executive Officer, in the case of the Senior Vice President, Corporate Development, and the Chief Financial Officer.
- the annual incentive award for the Chief Operating Officer was based upon the following performance goals:
 - adjusted EBITDA (earnings before interest, taxes, depreciation and amortization) achieved, excluding foreign exchange gains and losses and the impact of acquisitions;
 - profit achieved, for the US Industrial business excluding acquisitions, measured against targets approved by the Chief Executive Officer;
 - achievement of a working capital efficiency metric, measured against targets approved by the Chief Executive Officer; and
 - achievement of strategic goals relating to the Company's technology strategy.

The annual incentive award for the Senior Vice President Acquisitions was based upon the following performance goals:

- achievement of strategic goals relating to the Company's acquisitions program.

For the Chief Executive Officer, the target annual incentive awards are set as a percentage of his base salary. For 2024, the target annual incentive award was 100% of base salary, with a maximum of 165% and a minimum of 0%. In determining the applicable percentage of base salary to be awarded as an annual incentive award, a sliding scale is applied to the financial and the goals metric. The actual annual incentive award as a percentage of salary in 2024 earned by the Chief Executive Officer was 92%.

For the Chief Financial Officer, the target annual incentive awards are set as a percentage of his respective base salary. For 2024, the target annual incentive award was 80% of base salary, with a maximum of 132% and a minimum of 0%. In determining the applicable percentage of base salary to be awarded as an annual incentive award, a sliding scale is applied to the financial metric and the goals metric. The actual annual incentive award as a percentage of salary in 2024 earned by the Chief Financial Officer was 73%.

For the Senior Vice President, Corporate Development, the target annual incentive awards are set as a percentage of his base salary. For 2024, the target annual incentive award was 60% of base salary, with a maximum of 100% and a minimum of 0%. In determining the applicable percentage of base salary to be awarded as an annual incentive award, a sliding scale is applied to the financial metric and the goals metric. The actual annual incentive award as a percentage of salary in 2024 earned by the Senior Vice President, Corporate Development was 55%.

For the Chief Operating Officer, the target annual incentive awards are set as a percentage of his base salary. For 2024, the target annual incentive award was 80% of base salary, with a maximum of 120% and a minimum of 0%. In determining the applicable percentage of base salary to be awarded as an annual incentive award, a sliding scale is applied to the financial metrics. The actual annual incentive award as a percentage of salary in 2024 earned by the Chief Operating Officer in his role as President, US Industrials, was 72%.

For the Senior Vice President Acquisitions, the target annual incentive awards are set as a percentage of his base salary. For 2024, the target annual incentive award was based on a multiple of base salary, with a maximum of 550% and a minimum of 0%. In determining the applicable percentage of base salary to be awarded as an annual incentive award, a sliding scale is applied to the strategic metrics. The actual annual incentive award as a percentage of salary in 2024 earned by the Senior Vice President Acquisitions, was 250%.

The Compensation, Nominating and Corporate Governance Committee can exercise discretion to amend annual incentive awards absent attainment of the performance goals, or to reduce or increase the size of any amount or payout. Such discretion was not applied to any of the Named Executive Officers in respect of the previous financial year. The Compensation, Nominating and Corporate Governance Committee can also exercise discretion to grant additional annual incentive awards to the Named Executive Officers based on such factors that the committee determines relevant. Such discretion was not applied to any of the Named Executive Officers in respect of the previous financial year.

Long Term Incentive Plan

The Company provides the Named Executive Officers with awards pursuant to the Company's Long Term Incentive Plan. The Compensation, Nominating and Corporate Governance Committee believes that the Long Term Incentive Plan is important in attracting and retaining talented executives, motivating executive officers to deliver strong business performance over the long term, and to align the interests of executive officers with the interests of Shareholders.

The Long Term Incentive Plan authorizes the issuance of Shares pursuant to the grant of restricted share units and performance share units to directors, officers and employees of, and consultants to, the Company and its affiliates ("**Eligible Persons**"). Under the terms of the Long Term Incentive Plan, restricted share units and performance share units may only be granted to Eligible Persons.

As at December 31, 2024, there were 25,064,336 Shares issued and outstanding. As at December 31, 2024, the maximum number of Shares issuable under the Long Term Incentive Plan was 1,100,000 (representing approximately 4.4% of the outstanding Shares of the Company), there were awards outstanding under the Long Term Incentive Plan pursuant to which a maximum of 841,461 Shares (assuming the payout multiplier applicable at the time of settlement of the performance share units is two) may be issued (representing approximately 3.4% of the outstanding Shares of the Company), and there were 959,145 Shares available for future awards under the Long Term Incentive Plan (representing approximately 3.8% of the outstanding Shares of the Company). The actual number of Shares issued or available for future awards will depend upon the number of Long Term Incentive Plan units settled in cash, and the payout multiplier applicable at the time of settlement of performance share units, which is contingent upon whether pre-determined escalating performance criteria are achieved.

The following table sets forth the burn rate for the Long Term Incentive Plan for each of the fiscal years ended December 31, 2024, 2023 and 2022, expressed as the number of securities granted under the Long Term Incentive Plan for the applicable fiscal year divided by the weighted average number of securities outstanding for the applicable fiscal year:

	2024	2023	2022
Long Term Incentive Plan Burn Rate ⁽¹⁾	1.08%	0.70 %	1.20 %

(1) The table above assumes the payout multiplier applicable at the time of settlement of the performance share units is one.

The Long Term Incentive Plan provides that the number of Shares issued to insiders pursuant to the plan and other security based compensation arrangements of the Company within a one year period, or issuable at any one time, may not exceed 10% of the issued and outstanding Shares. The aggregate number of Shares issuable pursuant to the Long Term Incentive Plan to an Eligible Person who is a non-employee director shall not exceed one percent (1%) of the issued and outstanding Shares and awards issued under the Long Term Incentive Plan, together with all other security based compensation arrangements, to any one non-employee director may not have an aggregate value greater than \$150,000 per annum per Director.

Each restricted share unit will entitle the holder to be issued the number of Shares designated in the grant agreement for that restricted share unit. Shares issuable pursuant to restricted share units will vest and be issued on the date or dates determined by the Compensation, Nominating and Corporate Governance Committee and set out in the grant agreement, provided such date or dates are not later than December 31st following the third anniversary of the date the restricted share unit was granted. Each performance share unit will entitle the holder to be issued the number of Shares designated in the grant agreement for the performance share unit multiplied by a payout multiplier which may range from a minimum of zero to a maximum of two depending on the achievement of performance criteria (for example, a total shareholder return target as determined by the Compensation, Nominating and Corporate Governance Committee). Shares issuable pursuant to performance share units will be issued on the date set out in the grant agreement if the performance criteria are satisfied, provided such date is not later than March 31st following the third anniversary of the date the performance share unit was granted.

The Shares to which a grantee is entitled under a restricted share unit or performance share unit may, at the discretion of the board of directors, be settled by the Company in Shares issued from treasury, Shares purchased by the Company in the secondary market, in an amount of cash equal to the fair market value of such Shares, or any combination of the foregoing. The board of directors has adopted a policy of permitting employees to elect to receive between 50% and 100% of the fair market value of any settled awards in cash, subject to the employee holding a minimum threshold of shareholdings.

If any restricted share units or performance share units granted under the Long Term Incentive Plan expire, terminate or are cancelled for any reason without the Shares issuable under the restricted share unit or performance share unit having been issued in full, those Shares will become available for the purposes of granting further restricted share units or performance share units under the Long Term Incentive Plan. To the extent any Shares issuable pursuant to restricted share units or performance share units are settled in cash or with Shares purchased in the market, those Shares will become available for the purposes of granting further restricted share units or performance share units.

The Long Term Incentive Plan provides for cumulative adjustments to the number of Shares to be issued pursuant to restricted share units or performance share units on each date that dividends are paid on the Shares by an amount equal to a fraction having as its numerator the amount of the dividends per Share and having as its denominator the fair market value of the Shares on the trading day immediately preceding the distribution payment date. Fair market value, as of any date, is the closing market price of the Shares on the Toronto Stock Exchange on that date, or if that date is not a trading day, then the closing market price of the Shares on the Toronto Stock Exchange for the trading day immediately preceding that date.

In the event of a "Change of Control" (as defined in the Long Term Incentive Plan) of the Company, the vesting provisions attaching to the restricted share units or performance share units are accelerated and all Shares issuable under any outstanding restricted share units or performance share units will be issued immediately before the date upon which the Change of Control is completed and the adjustment ratio and payout multiplier applicable to any performance share units will be set by the board of directors based on its assessment of the performance criteria prior to the date of the Change of Control.

If a grantee's Termination Date (as defined in the Long Term Incentive Plan) occurs as a result of the termination of the grantee's employment or service for cause, effective as of the Termination Date, all outstanding grant agreements under which restricted share units or performance share units have been granted to such grantee will be immediately terminated, the grantee will forfeit all rights to receive Shares thereunder and the grantee will not be entitled to receive any damages or other amounts in respect of such forfeited restricted share units or performance share units. Unless otherwise provided in a grant agreement, if a grantee's Termination Date occurs as a result of the termination of the grantee's employment or service other than for cause, effective as of the date that is 60 days after the Termination Date, and notwithstanding any other severance entitlements or entitlement to notice of compensation in lieu thereof, all outstanding grant agreements under which performance share units or restricted share units have been granted to such grantee will be terminated, the grantee will forfeit all rights to receive Shares thereunder and the grantee will not be entitled to receive any damages or other amounts in respect of such forfeited restricted share units or performance share units. The grant agreements for the Named Executive Officers and any Vice President provide that if such person ceases to be an Eligible Person as a result of being terminated other than for cause, a pro rata portion of the Shares issuable to such person under any outstanding grant agreements will be issued. If a grantee's Termination Date occurs as a result of the termination of the grantee's employment or service by the grantee for any reason other than the grantee's death, disability or retirement, effective as of the date notice of resignation is given, all outstanding grant agreements under which restricted share units or performance share units have been granted to such grantee will be terminated, the grantee will forfeit all rights to receive Shares thereunder and the grantee will not be entitled to receive any damages or other amounts in respect of such forfeited restricted share units or performance share units. If a grantee's employment or service terminates as a result of such grantee's disability, retirement or death, a pro rata portion of the Shares issuable to such grantee under any outstanding grant agreements will be issued as of the Termination Date. A grantee's eligibility to receive further grants of restricted share units and performance share units under the Long Term Incentive Plan ceases on the Termination Date.

Other than if a grantee ceases to be an Eligible Person as a result of the grantee's death, the right to receive Shares pursuant to restricted share units or performance share units may only be exercised by the Eligible Person personally. Except as otherwise provided in the Long Term Incentive Plan, no transfer of a restricted share unit or performance share unit vests any interest in the restricted share units or performance share units whatsoever in any transferee and, immediately upon any transfer or attempt transfer, such restricted share units or performance share units will terminate and be of no further force or effect.

The board of directors reserves the right to amend, modify or terminate the Long Term Incentive Plan and any restricted share unit or performance share unit granted under it at any time without the consent of a grantee if and when it is advisable in the absolute discretion of the board of directors, provided that such amendment cannot

materially adversely alter or impair the rights of any grantee except as otherwise permitted under the Long Term Incentive Plan. In addition, the board of directors may, by resolution, amend the Long Term Incentive Plan and any restricted share unit or performance share unit granted under it without Shareholder approval, provided however, that the board of directors will not be entitled to amend the Long Term Incentive Plan and any restricted share unit or performance share unit granted under it without Toronto Stock Exchange and Shareholder approval: (i) to increase the maximum number of Shares issuable pursuant to the plan; (ii) to remove or increase the permitted level of insider participation in the plan; (iii) to remove or increase the permitted level of participation in the Long Term Incentive Plan by a grantee who is a non-employee director; (iv) to increase the permitted payout multiplier to greater than two; (v) to extend the term of any performance share unit or restricted share unit held by an insider; or (vi) amend the amendment provisions of the plan. No amendments were made to the Long Term Incentive Plan during the fiscal year ended December 31, 2024.

The Long Term Incentive Plan provides that the terms of the plan, restricted share units and performance share units are subject to the Company's executive compensation recovery policy, and a grantee will not be entitled to any damages or other compensation in respect of any restricted share units or performance share units subject to such policy.

In 2024, each Named Executive Officer except for the Senior Vice President Acquisitions was granted an equal amount of restricted share units and performance share units intended to have an annual value of approximately 88% to 148% of that Named Executive Officer's salary. The 2024 grants of restricted share units provided for the vesting of Shares on December 31, 2025 and December 31, 2026. The 2024 grants of performance share units provided for the vesting of Shares on March 31, 2026 and March 31, 2027 and have a payout multiple of between zero and two depending on whether the Company meets targets in respect of total shareholder returns as compared to the TSX small cap index, and growth in earnings per share. The value of restricted share units and performance share units that vested in 2024 ranged between 0% and 296% of the Named Executive Officer's salary.

Defined Contribution Plan

The Company offers defined contribution pension plans to the Named Executive Officers: a group registered retirement savings plan ("RRSP") in Canada and 401(k) plans in the United States. The Company offers separate 401(k) plans in the United States to employees at the Company's Paxton, Rugby, Novo, Mid-Am, Hardwoods and Woolf business units. The plans for the Named Executive Officers are identical to the plans offered to all of the Company's employees in the same jurisdiction and business unit. The Compensation, Nominating and Corporate Governance Committee does not believe that the defined contribution plans should represent a significant portion of the Compensation of the Named Executive Officers. In 2024, contributions by the Company to the Company's defined contribution plans represented 0.5% of total compensation for the Named Executive Officers.

The Chief Executive Officer, the Senior Vice President, Corporate Development, and the Chief Financial Officer participate in the defined contribution pension plan in Canada. The plan is a group RRSP administered by Sun Life Financial Trust Inc. The Company matches employee contributions up to the lesser of 5% of monthly earnings or the legislated government maximum, and the participating Named Executive Officers can make additional voluntary contributions, for total combined contributions up to the legislated government maximums. The group RRSP account is self-directed, with each participating Named Executive Officer able to choose from among the investment options offered by Sun Life Financial Trust Inc. and any interest and earnings on the investments held in the RRSP account vary in accordance with the terms and performance of the particular investments chosen. Participating Named Executive Officers are eligible to participate in the RRSP plan on the date of hire. Employer contributions to the RRSP plan are subject to a two-year vesting period.

The Chief Operating Officer participates in the Rugby 401(k) Plan. The plan is a qualified retirement 401(k) plan administered by Fidelity. The Company matches employee contributions up to 50% of monthly earnings on the first 4% and the Chief Operating Officer can make additional voluntary contributions, for total combined contributions up to the legislated government maximums. The 401(k) account is self-directed, with the Chief Operating Officer able to choose from among the investment options offered by Fidelity and any interest and earnings on the investments held in the 401(k) account vary in accordance with the terms and performance of the particular investments chosen. The Chief Operating Officer is eligible to participate in the 401(k) plan from 90 days after his date of hire. Employer contributions to the 401(k) plan are subject to a vesting schedule.

The Senior Vice President Acquisitions participates in the Rugby 401(k) Plan. The plan is a qualified 401(k) plan administered by Fidelity. The Company matches employee contributions up to 50% of monthly earnings on the first 4% and the Vice President Acquisitions can make additional voluntary contributions for total combined contributions up to the legislated government maximums. The 401(k) account is self-directed, with the Senior Vice President Acquisitions able to choose from among the investment options offered by Fidelity and any interest and earnings on the investments held in the 401(k) account vary in accordance with the terms and performance of the particular investments chosen. The Senior Vice President Acquisitions is eligible to participate in the 401(k) plan from six months after his date of hire. Employer contributions to the 401(k) plan are subject to immediate vesting.

Benefits and Perquisites

The Company offers only limited perquisites to the Named Executive Officers, and only where the Company believes such perquisites promote the retention of the Named Executive Officers or promote the efficient performance of the Named Executive Officers' duties. In addition to benefits that are made available to all employees, the Named Executive Officers are provided with either a leased vehicle and reimbursement for vehicle operating expenses, or a vehicle allowance. The Compensation, Nominating and Corporate Governance Committee does not believe that perquisites and benefits should represent a significant portion of the compensation package for Named Executive Officers, and in 2024 perquisites and benefits represented 0.50% of total compensation for the Named Executive Officers.

Severance and Change in Control Arrangements

The Compensation, Nominating and Corporate Governance Committee believes that severance and change of control benefits are necessary in order to attract and retain high calibre executive talent. Severance benefits are appropriate, particularly with respect to a termination without cause since in that scenario, both the Company and the Named Executive Officer have a mutually agreed upon severance package that is in place prior to any termination event which provides certainty and the flexibility to make a changes in executive management if such change is in the Company's best interests. Severance and change in control benefits were negotiated and set with regard to comparable benefits granted to executives with similar positions in the Company's market comparator group, the experience level of the individual, the complexity of the position and other relevant market factors. For more information on severance and change in control arrangements for the Named Executive Officers, see "Termination and Change of Control Benefits" below.

Setting Executive Compensation

Compensation, Nominating and Corporate Governance Committee

The Compensation, Nominating and Corporate Governance Committee presently consists of Charlotte F. Burke, George R. Judd, Michelle A. Lewis (Chair), and C. Marie Robinson. Each member of the committee is “independent”, as such term is defined in National Instrument 52-110 – Audit Committees.

The (i) direct experience of each Compensation, Nominating and Corporate Governance Committee member that is relevant to the performance of his or her responsibilities as a committee member and (ii) skills and experience the Compensation, Nominating and Corporate Governance Committee have to make decisions on the suitability of the Company’s compensation policies and practices, are described below:

Charlotte Burke

Ms. Burke is a Corporate Director with over 20 years of board experience on both publicly traded and private company boards where she has served on the Audit/Finance, Governance, Human Resources and Risk Committees. She is currently a Director and Chair of the Human Resources Committee of Coast Capital Savings, a federally regulated co-op. In these roles, Ms. Burke was responsible for designing compensation plans, policies and practices and was required to have an understanding of and assess, and supervise others who manage, compensation policies and practices.

George R. Judd

Mr. Judd is a Corporate Director with over 25 years of senior leadership and board experience. In his C-Suite Officer roles, he was responsible for designing compensation plans and was required to understand and assess, and supervise others who manage, compensation policies and practices.

Michelle A. Lewis

Ms. Lewis is a Corporate Director and experienced public company C-Suite Officer. Ms. Lewis was also formerly a Principal at Mercer Consulting, a human resource consulting and benefits firm where she managed the Human Resource Effectiveness Practice in the Southwest Market. Ms. Lewis’ prior experience also includes senior roles in consulting and corporate restructuring, where she served in interim senior management positions or advised clients on human resource matters. In such roles, Ms. Lewis was responsible for designing compensation plans and was required to have an understanding of and assess, and supervise others who manage, compensation policies and practices.

C. Marie Robinson

Ms. Robinson is a Corporate Director and experienced public company C-Suite Officer. She has held senior roles at Sysco Corporation, Capri Holdings, and Toys R Us. Ms. Robinson has significant executive compensation experience and currently serves on the Human Resources Committee of Dakota Supply Group, an ESOP company. In these roles she was responsible for designing compensation plans, policies and practices and was required to have an understanding and assess, and supervise others who manage, compensation policies and practices.

The responsibilities, powers and operation of the Compensation, Nominating and Corporate Governance Committee are set forth in the committee’s mandate which is attached to this Information Circular as Appendix C.

Roles and Responsibilities

The Compensation, Nominating and Corporate Governance Committee is responsible for the administration of the Company's compensation programs for the Named Executive Officers. Members of management, including the Chief Executive Officer, are invited to committee meetings from time to time, but excused from discussions and decisions with respect to their particular compensation decisions.

The Chief Executive Officer is actively engaged in the Company's compensation programs other than with respect to his own compensation package. The Chief Executive Officer conducts an annual evaluation of each of the Named Executive Officer's performance for the previous year, and recommends salary adjustments, annual incentive awards, and Long Term Incentive Plan awards to the Compensation, Nominating and Corporate Governance Committee. The recommendations are reviewed and approved by the committee after discussion and adjustment, if appropriate.

Process

Executive compensation, including any annual incentive cash bonus, is reviewed and set by the board of directors and the Compensation, Nominating and Corporate Governance Committee at meetings held typically in December of each year. At these meetings, the performance of the Named Executive Officers is also reviewed. The results of the Named Executive Officers' performance and compensation review by the Compensation, Nominating and Corporate Governance Committee is ordinarily communicated to the Named Executive Officers in February of each year. Long Term Incentive Plan awards are normally determined and granted by the Compensation, Nominating and Corporate Governance Committee at meetings in February or March of each year.

Compensation Consultant

The Company does not retain the services of a compensation consultant each year, but rather, on a periodic basis to evaluate the market competitiveness of the Company's compensation programs. The last engagement of a consultant was in May of 2024 when the Compensation, Nominating and Corporate Governance Committee retained Lane Caputo Compensation Consultants (the "Compensation Consultant"). The mandate of the Compensation Consultant was to conduct a review of the competitiveness of compensation levels provided to the Company's executives and independent board of directors. The Compensation Consultant was also engaged to assist the Company in the review, evaluation, and design of the Company's compensation plans. The Compensation Consultant has provided no other services to the Company or to its affiliated or subsidiary entities, or to any of its directors or members of management other than or in addition to those described above. Prior to the 2024 engagement of the Compensation Consultant, the Company last retained a compensation consultant in 2022.

The following table sets forth, by category, the fees billed to the Company by the Compensation Consultant for the financial years ended December 31, 2024 and December 31, 2023. No fees were billed to the Company by the Compensation Consultant in 2023:

Fee Category	2024	2023
Executive compensation-related fees	\$67,000	\$-
All other fees	-	-
Total	\$67,200	\$-

“Executive compensation-related fees” is the aggregate fees billed by each consultant or advisor, or any of its affiliates, for services related to determining compensation for any of the Company’s directors and executive officers.

“All other fees” is the aggregate fees billed for all other services provided by each consultant or advisor, or any of its affiliates, that are not reported in “Executive compensation-related fees”.

Except as described above for the financial years ended December 31, 2024 and December 31, 2023, no fees were billed by any consultant or advisor, or any of affiliates thereof, for services related to determining compensation for any of the Company’s directors and executive officers.

Benchmarking

The Company engaged the Compensation Consultant in 2024 to provide market benchmarking data for executive and non-executive director compensation which includes retainers and fees, base salaries, short term incentive awards, and long term equity awards. Working in conjunction with the Company, the Compensation Consultant updated the peer group of companies. The parameters for the peer group selection included similar industry, size, development stage, and geographic operation. The majority of the information compiled by the Compensation Consultant reflected compensation data derived from the most recent proxy circular statements, which represented the publicly available information available at the time the Compensation Consultant prepared its report. The companies comprising the Company’s peer group were: American Woodmark Corp., Beacon Roofing Supply Inc., Bluelinx Holdings Inc., Boise Cascade Company, Doman Building Materials Group Ltd., GMS Inc., Hillman Solutions Corp., JELD-WEN Holdings, LL Flooring Holdings Inc., Patrick Industries Inc., Richelieu Hardware Ltd., Russel Metals Inc., Stella-Jones Inc., Taiga Building Products Ltd., The AZEK Company Inc., Wajax Corporation, and Winpak Ltd.

Changes to Named Executive Officers’ Compensation

The Compensation, Nominating and Corporate Governance Committee has not determined if it will be making any significant change to the Company’s compensation policies and practices in the current financial year.

Recovery of Compensation

The Company has adopted an executive compensation recovery policy which provides that the board of directors may, in its sole discretion, to the full extent permitted by law and to the extent it determines that it is in the Company’s best interest to do so, require the reimbursement of all or a portion of any incentive compensation paid or awarded to a Named Executive Officer, if:

- a. the amount of a bonus or incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of or affected by a restatement of all or a portion of the Company’s financial statements;
- b. the Named Executive Officer engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and
- c. the amount of the bonus or incentive compensation that would have been awarded to or the profit realized by the Named Executive Officer had the financial results been properly reported would have been lower than the amount actually awarded or received.

Share Ownership Guidelines

The Company has adopted Share ownership guidelines to encourage key executives to own Shares and restricted share units at least equal in value to: (i) for the Chief Executive Officer, four times his base salary; (ii) for the Senior Vice Presidents, Corporate Development, Chief Operating Officer and Chief Financial Officer, three times their respective base salaries; and (iii) for the Senior Vice President Acquisitions, two times his base salary. In determining whether an executive has met the minimum shareholding requirement, the total number of Shares and restricted share units held by the executive is valued at the greater of the: (i) actual cost; and (ii) market value, being the weighted average trading price of the Shares on the Toronto Stock Exchange for the five trading days preceding the applicable valuation date for such Shares and restricted share units. Performance share units are not included in calculating compliance with Share ownership guidelines. In the event that an executive does not meet the Share ownership guidelines, then that executive is required to refrain from selling any Shares held by the executive and any additional Shares that vest to the executive under the Long Term Incentive Plan. Such trading restriction will remain in place until such time as the executive is in compliance with the Share ownership guidelines. The following table provides a summary of the number of Shares and restricted share units held by each Named Executive Officer as at March 18, 2025, the value of such Shares and restricted share units, and the value of Shares and restricted share units required to be held pursuant to the Share ownership guidelines:

Name	Number of Shares and RSUs ⁽¹⁾	Value of Shares and RSUs Held (\$) ⁽²⁾	Value of Shares and RSUs Required to be Held (\$) ⁽³⁾
Robert Brown	390,315	11,135,687	4,800,000
Lance Blanco	129,900	3,706,047	1,830,000
Faiz Karmally	127,638	2,643,618	2,034,000
Drew Dickinson	143,705	3,066,918	1,643,760
Dave Hughes	340,240	9,655,408	1,095,840

(1) The information as to the number of Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.

(2) Calculated by multiplying the total equity by the greater of (i) actual cost of the Shares and (ii) market value of the Shares, being the weighted average trading price of the Shares on the Toronto Stock Exchange five days prior to March 18, 2025, being \$28.87.

(3) The value of shares and RSUs required to be held is as of January 1, 2025.

Prohibition on Hedging

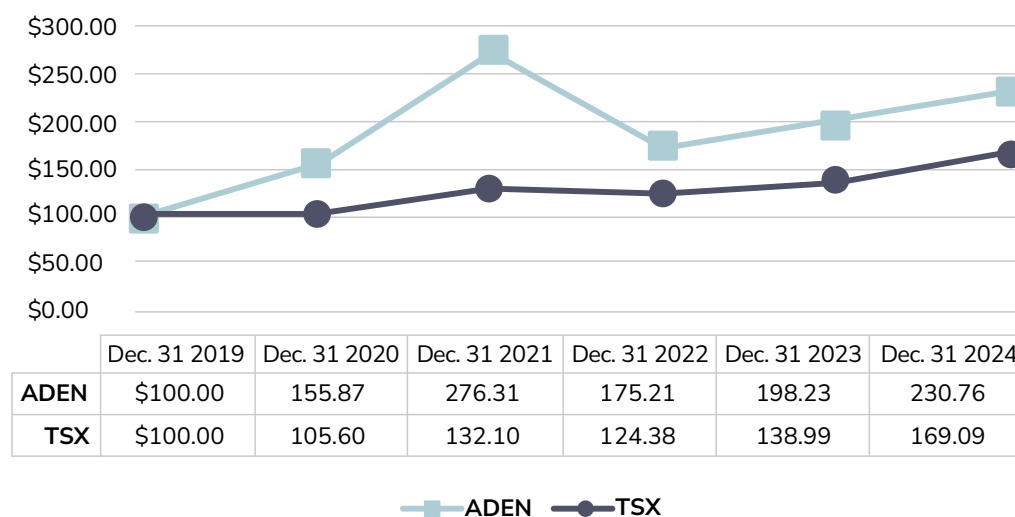
The Company has adopted a policy prohibiting Named Executive Officers from, at any time, purchasing financial instruments, including prepaid variable forward contracts, instruments for the short sale or purchase or sale of call or put options, equity swaps, collars, or units of exchangeable funds, that are designed to or that may reasonably be expected to have the effect of hedging or offsetting a decrease in the market value of any securities of the Company.

Compensation Related Risks

The Compensation, Nominating and Corporate Governance Committee considered the implications of the risks associated with the Company's compensation policies and practices. The Compensation, Nominating and Corporate Governance Committee is responsible for overseeing, and periodically considers, risks associated with the Company's compensation policies and practices. The practices the Company uses to identify and mitigate compensation policies and practices that could encourage a Named Executive Officer or individuals at a principal business unit or division to take inappropriate risks or excessive risks include regular monitoring of the business, regularly meeting with managers throughout the organization, and requiring board of directors' approval of all major corporate decisions. The Company has not identified any risks arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Performance Graph

The following chart compares the cumulative total Shareholder return, assuming the reinvestment of dividends, on the Shares with the cumulative total return from the S&P/TSX Composite Index for the period from December 31, 2019 to the most recently completed financial year end. The calculations assume an initial investment of \$100.



Actual Values

	Dec. 31, 2019	Dec. 31, 2020	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2023	Dec. 31, 2024
ADENTRA Inc. (Total Return)	\$18.81	\$29.84	\$53.41	\$34.29	\$31.97	\$37.13
S&P/TSX Composite Index	60,460.25	63,846.13	79,865.73	75,200.12	84,036.60	102,230.54

From December 31, 2019 to December 31, 2020, total compensation of the Named Executive Officers increased by 32%, while total return from an investment in the Shares increased 59%. From December 31, 2020 to December 31, 2021, total compensation of the Named Executive Officers increased by 38%, while the total return from an investment in the Shares increased 79%. From December 31, 2021 to December 31, 2022, total compensation of the Named Executive Officers increased by 51%, while the total return from an investment in the Shares decreased 36%. From December 31, 2022 to December 31, 2023, total compensation of the Named Executive Officers decreased by 17%, while the total return from an investment in the Shares decreased by 7%. From December 31, 2023 to December 31, 2024, total compensation of the Named Executive Officers increased by 32%, while the total return from an investment in the Shares increased by 16%.

Summary Compensation Table

The following table provides a summary of the compensation earned in respect of the last three financial years by (i) any individual who acted as Chief Executive Officer or Chief Financial Officer of the Company for any part of the most recently completed financial year, (ii) each, if any, of the three most highly compensated executive officers of the Company, including its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 for that financial year, and (iii) each, if any, individual who would have been an executive officer under (ii) but for the fact that the individual was not an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year (the “Named Executive Officers”):

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)			Pension Value (\$)	All Other Compensation (\$) ⁽³⁾	Total Compensation (\$)
				Option-Based Awards (\$)	Annual Incentive Plans ⁽²⁾	Long-Term Incentive Plans			
Robert J. Brown President and Chief Executive Officer	2024	968,000	2,864,000	-	887,125	-	-	33,780	4,752,905
	2023	968,000	1,936,000	-	1,086,076	-	-	33,390	4,023,466
	2022	968,000	2,904,000	-	1,147,843	-	-	32,605	5,052,448
Lance R. Blanco Senior Vice President, Corporate Development	2024	482,500	883,800	-	265,313	-	-	33,780	1,665,393
	2023	482,500	579,000	-	324,813	-	-	33,390	1,419,703
	2022	482,500	869,100	-	343,286	-	-	32,605	1,727,491
Faiz H. Karmally Vice President and Chief Financial Officer	2024	550,000	967,200	-	403,238	-	-	30,180	1,950,618
	2023	550,000	660,000	-	493,671	-	-	29,790	1,733,461
	2022	508,000	1,015,200	-	361,428	-	-	29,005	1,913,633
Drew H. Dickinson ⁽⁴⁾⁽⁵⁾ President, U.S. Industrial	2024	582,165	1,506,780	-	418,999	-	-	17,948	2,525,892
	2023	573,623	458,898	-	435,578	-	-	17,962	1,486,060
	2022	455,729	794,271	-	520,833	-	-	17,328	1,788,161
Dave Hughes ⁽⁴⁾ Senior Vice President Acquisitions	2024	547,920	-	-	1,369,800	-	-	10,443	1,928,163
	2023	539,880	892,671	-	221,351	-	-	14,184	1,668,086
	2022	325,000	473,133	-	260,000	-	-	11,712	1,069,845

(1) The grant date fair value of each restricted share unit and performance share unit granted under the Long Term Incentive Plan is equal to the weighted average trading price of the Shares on the Toronto Stock Exchange five days prior to the date of such grant, being \$27.93 to \$37.28, \$25.38, \$36.65 to \$40.91 for the grants in 2022, 2023, and 2024 respectively.

(2) Represents amounts earned under an annual incentive plan in the form of cash bonuses.

(3) Represents amounts paid for automobile lease payments, insurance and other automobile operating expenses as well as matching contributions to RRSPs or 401(k) plans.

(4) Mr. Dickinson and Mr. Hughes were paid in United States dollars. Amounts reported in the table have been translated from United States dollars to Canadian dollars based upon the Bank of Canada daily average exchange rate for that year (2022: US\$0.7684 = Cdn\$1, 2023: US\$0.7409 = Cdn\$1, 2024: US\$0.7298 = Cdn\$1).

(5) Mr. Dickinson was appointed Chief Operating Officer as of January 1, 2025.

The Company has entered into employment agreements with Mr. Brown for his services as Chief Executive Officer, with Mr. Blanco for his services as Senior Vice President, Corporate Development, with Mr. Karmally for his services as Chief Financial Officer, with Mr. Dickinson for his services as Chief Operating Officer and with Mr. Hughes for his services as Senior Vice President, Acquisitions. Each of the agreements is for an indefinite term. Pursuant to their respective employment agreements, Mr. Brown was entitled during the preceding financial year to an annual salary of \$968,000, Mr. Blanco was entitled during the preceding financial year to an annual salary of \$482,500, Mr. Karmally was entitled during the preceding financial year to an annual salary of \$550,000, Mr. Dickinson was entitled during the preceding financial year to an annual salary of \$582,165, and Mr. Hughes was entitled during the preceding financial year to an annual salary of \$547,920.

Incentive Plan Awards

The following table sets forth, for each Named Executive Officer, all option-based and share-based awards outstanding at the end of the most recently completed financial year. All awards have been transferred at fair market value.

Option-Based Awards					Share-Based Awards		
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$)	Number of Shares or Units of Shares that Have Not Vested ⁽¹⁾⁽²⁾ (#)	Market or Payout Value of Share-Based Awards that Have Not Vested ⁽²⁾⁽³⁾ (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Robert J. Brown	-	-	-	-	182,492	6,775,928	-
Lance R. Blanco	-	-	-	-	55,356	2,055,368	-
Faiz H. Karmally	-	-	-	-	62,064	2,304,436	-
Drew H. Dickinson	-	-	-	-	67,054	2,489,715	-
Dave Hughes	-	-	-	-	2,619	97,243	-

(1) The share-based awards are restricted share units and performance share units granted under the Long Term Incentive Plan. See "Long Term Incentive Plan" above for a description of the restricted share units and performance share units.

(2) Excludes share-based awards for which the entitlement criteria can no longer be met.

(3) Calculated by multiplying the number of share-based awards that may be earned by the closing market price of the Shares on the Toronto Stock Exchange on December 31, 2024, being \$37.13 and assuming the multiplier at the time of settlement for performance share units is equal to one (the actual multiplier will vary between nil and two and is contingent upon whether pre-determined escalating performance criteria are achieved).

The following table sets forth the value of option-based and share-based awards and non-equity incentive plan compensation vested or earned by the Named Executive Officers during the most recently completed financial year:

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year (\$) ⁽¹⁾	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Robert J. Brown	-	2,864,000	887,125
Lance R. Blanco	-	883,800	265,313
Faiz H. Karmally	-	967,200	403,238
Drew H. Dickinson ⁽²⁾	-	1,506,780	418,999
Dave Hughes ⁽²⁾	-	-	1,369,800

(1) The aggregate value of the share-based awards vested during the financial year is based on the closing price of the Shares on the Toronto Stock Exchange on the vesting date. In the case of restricted share units this is \$37.13. In the case of performance share units this is \$41.01.

(2) Amounts reported in the table have been converted from United States dollars to Canadian dollars based upon the Bank of Canada daily average exchange rate for that year, being US\$0.7300 = Cdn\$1.

Pension Plan Benefits

The Company does not have a defined benefit plan or a deferred compensation plan. The Company does have a defined contribution plan. See “Defined Contribution Plan” above. The following table sets forth information in respect of the Company’s defined contribution plan for the Named Executive Officers:

Name	Accumulated Value at Start of Year (\$)	Compensatory ⁽¹⁾ (\$)	Accumulated Value at Year End (\$)
Group RRSP - Canada			
Robert J. Brown ⁽²⁾	409,358	15,780	485,109
Lance R. Blanco	528,111	15,780	652,548
Faiz H. Karmally	334,394	15,780	430,839
401(k) Plan – United States			
Drew H. Dickinson ⁽³⁾	634,365	7,403	772,078
Dave Hughes ⁽³⁾	1,335,648	7,624	1,449,190

(1) The amounts in the column entitled “Compensatory” are comprised of employer contributions.

(2) Mr. Brown contributes to a spousal RRSP. The matching contributions by the Company are made to Mr. Brown’s RRSP.

(3) Compensatory amounts reported in the table have been converted from United States dollars to Canadian dollars based upon the Bank of Canada average rate for that year, being US\$0.7300 = Cdn\$1. The accumulated value at the start of the year and accumulated value at the end of the year have been converted from United States dollars to Canadian dollars based upon the year end Bank of Canada daily average exchange rate being US\$0.7510 = Cdn\$1 and US\$0.6937 = Cdn\$1 respectively.

Termination and Change of Control Benefits

The Company has entered into employment agreements with each of Mr. Brown, Mr. Blanco and Mr. Karmally for their services respectively as Chief Executive Officer, Senior Vice President, Corporate Development, and Chief Financial Officer. Each of the agreements provides that the employee may terminate the agreement upon three months' notice. The Company may terminate each of the agreements for cause without notice. In the event the Company terminates the employment of Messrs. Brown, Blanco or Karmally without cause, Messrs. Brown, Blanco and Karmally will, subject to compliance with certain non-competition, non-solicitation and confidentiality obligations, be entitled to an amount equal to 1.5 times "Total Remuneration", payable in 36 equal semi-monthly instalments. "Total Remuneration" means total gross salary and bonus earned by each of Messrs. Brown, Blanco and Karmally in respect of the calendar year immediately preceding the year in which the employment ends. Had Messrs. Brown, Blanco and Karmally been terminated on December 31, 2024, they would have received \$2,782,688, \$1,121,720 and \$1,429,857, respectively, pursuant to this obligation. In addition, if Messrs. Brown, Blanco, or Karmally are terminated without cause, they will be entitled to continue their employee benefits for a term of 12 months. If, within six months of a change of control, Messrs. Brown, Blanco or Karmally are terminated without cause, then they will be entitled to receive a payment of 2.0 times Total Remuneration, and no additional obligation will be owed to them under their employment agreement. Had Messrs. Brown, Blanco and Karmally been terminated on December 31, 2024, they would have received \$3,710,250, \$1,495,626 and \$1,906,476, respectively, pursuant to this obligation.

The Company has entered into an employment agreement with Mr. Dickinson for his services as Chief Operating Officer. The agreement provides that Mr. Dickinson may terminate the agreement upon three months' notice. The Company may terminate the agreement for cause without notice. In the event the Company terminates the employment of Mr. Dickinson without cause, Mr. Dickinson will, subject to the Company receiving a release of claims, and Mr. Dickinson's compliance with certain non-competition, non-solicitation and confidentiality obligations, be entitled to a pro-rated amount of his annual incentive compensation and to an amount equal to 12 months base salary, payable in 12 equal semi-monthly instalments. Had Mr. Dickinson been terminated on December 31, 2024, he would have received \$582,165, pursuant to this obligation.

The Company has entered into an employment agreement with Mr. Hughes for his services as Senior Vice President, Acquisition. The agreement provides that in the event the Company terminates the employment of Mr. Hughes without cause, Mr. Hughes will, subject to the Company receiving a release of claims, and Mr. Hughes' compliance with certain non-competition, non-solicitation and confidentiality obligations, be entitled to 12 months base salary, payable on regular company payrolls. Had Mr. Hughes been terminated on December 31, 2024, he would have received \$547,920, pursuant to this obligation.

Except as described above, there are no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or its subsidiaries or a change in the Named Executive Officer's responsibilities (excluding perquisites and other personal benefits if the aggregate of this compensation is less than \$50,000).

Compensation of Directors

During the most recently completed financial year, each director of the Company, who is not also a Named Executive Officer, was paid an annual retainer as follows:

Position	Annual Retainer Amount (\$)
Chair	\$248,000
Director (excluding the chair)	200,000
Audit Committee chair	10,000
Compensation, Nominating and Governance Committee chair	5,000

A minimum of 50% of the annual retainer relating to the chair and director position is required to be paid in restricted share units pursuant to the Long Term Incentive Plan and the balance in cash. Directors may elect to receive more than 50% of their retainer in restricted share units up to a maximum value of \$150,000.

The following table provides a summary of compensation provided to each director of the Company, who is not also a Named Executive Officer, for the most recently completed financial year:

Name	Fees Earned (\$)	Share-Based Awards (\$) ⁽¹⁾	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Peter M. Bull ⁽²⁾	20,833	62,500	-	-	-	-	83,333
Charlotte F. Burke	100,000	100,000	-	-	-	-	200,000
George R. Judd	50,000	150,000	-	-	-	-	200,000
Michelle A. Lewis	105,000	100,000	-	-	-	-	205,000
Jim C. Macaulay	60,000	150,000	-	-	-	-	210,000
Qi Tang	100,000	100,000	-	-	-	-	200,000
Robert L. Taylor	50,000	150,000	-	-	-	-	200,000
Graham M. Wilson ⁽³⁾	124,000	124,000	-	-	-	-	248,000

(1) Share based awards consist of restricted share units granted to directors in 2024. These restricted share units vested on December 31, 2024 and were converted to Shares on that date.

(2) Mr. Bull resigned on May 31, 2024, and his fees and share-based awards were pro-rated.

(3) Mr. Wilson resigned on January 8, 2025.

The following table sets forth the value of option-based and share-based awards and non-equity incentive plan compensation vested or earned by each director of the Company, who is not also a Named Executive Officer, during the most recently completed financial year:

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year (\$) ⁽¹⁾⁽²⁾	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Peter M. Bull ⁽³⁾	-	56,698	-
Charlotte F. Burke	-	91,266	-
George R. Judd	-	91,266	-
Michelle A. Lewis	-	91,266	-
Jim C. Macaulay	-	136,935	-
Qi Tang	-	91,266	-
Robert L. Taylor	-	136,750	-
Graham M. Wilson	-	112,541	-

(1) The share-based awards are restricted share units granted under the Long Term Incentive Plan and are received by the directors in lieu of all or part of their annual retainer. All restricted share units granted to directors during the most recently completed financial year fully vested and were paid out by December 31, 2024. The number of restricted share units received was equal to the amount of the annual retainer paid in restricted share units divided by the weighted average trading price of the Shares on the Toronto Stock Exchange five days prior to the grant date, being \$40.91.

(2) The aggregate value of the share-based awards vested during the financial year is based on closing price of the Shares on the Toronto Stock Exchange on the vesting date, December 31, 2024, being \$37.13.

(3) Mr. Bull resigned on May 31, 2025 and his share-based awards were prorated.

Directors' and Officers' Liability Insurance

The Company and certain of its subsidiaries maintain policies of insurance for their directors and officers. Under the policies, each entity has reimbursement coverage to the extent that it has indemnified the directors and officers in excess of a deductible of \$100,000. The policy includes securities claims coverage, insuring against any legal obligation to pay on account of any securities claims brought against the Company and its subsidiaries. The total limit of liability is shared among the insured entities and their respective directors and officers so that the limit of liability is not exclusive to any one of the entities or their respective trustees, directors and officers. The annual premium in the current financial year is Cdn \$252,209. The premiums for the policy are not allocated between the insured directors and officers as separate groups.

Securities Authorized For Issuance Under Share Compensation Plans

The following table sets forth the compensation plans under which Shares of the Company are authorized for issuance, as of December 31, 2024, the Company's most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding option, warrants and rights ⁽²⁾	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	841,461	Nil	1,013,279
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	841,461	Nil	1,013,279

(1) Includes restricted share units and performance share units issuable pursuant to the Long Term Incentive Plan, and assumes the payout multiplier applicable at the time of settlement of the performance share units is at two (the actual payout multiplier for performance share units will be between zero and two).

(2) Excludes restricted share units and performance share units issuable pursuant to the Long Term Incentive Plan.

Normal Course Issuer Bid

On December 30, 2024, the TSX accepted the Company's Notice of Intention to make a Normal Course Issuer Bid ("NCIB"). Under the NCIB, the Company may, during the 12-month period commencing on January 2, 2025 and ending on December 31, 2025, purchase, for cancellation up to an aggregate of 2,391,609 Shares, being approximately 10% of the public float of the Shares as of as of December 19, 2024. Under the NCIB, the Company may acquire, from time to time, up to 15,694 Shares per day on the TSX, being 25% of the average daily trading volume of the Shares for the period from June 1, 2024 to November 30, 2024. All Shares purchased by the Company under the NCIB will be canceled. In connection with the NCIB, the Company entered into an automatic share purchase plan (the "ASPP") with an independent broker to facilitate purchases of the Shares. Pursuant to the ASPP, the designated broker may purchase Shares until the expiry of the NCIB on December 31, 2025. Such purchases are to be determined by the broker at its sole discretion based on the purchasing parameters set out by the Company in accordance with the rules of the TSX, applicable securities laws and the terms of the ASPP. A copy of the NCIB notice may be obtained, free of charge, by contacting the Company's Corporate Secretary at CorporateContact@Adentragroup.com.

Indebtedness Of Directors And Executive Officers

No director, executive officer or employee of the Company, no former director, executive officer or employee of the Company, no proposed nominee for election as a director of the Company, and no associate of any such director, executive officer or proposed nominee is, or at any time during the Company's most recently completed financial year was, indebted to the Company or indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, other than routine indebtedness.

Interest Of Informed Persons In Material Transactions

To the knowledge of the Company, no informed person of the Company, nor any proposed director, nor any associate or affiliate of any informed person or proposed director, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries and that, directly or indirectly, involves remuneration for services.

Interest Of Certain Persons In Matters To Be Acted Upon

Except as described elsewhere in this information circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as director of the Company, and no associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

Management Contracts

There are no management functions of the Company or any of its subsidiaries which are to any substantial degree performed by a person other than the directors or executive officers of the Company or a subsidiary, other than management functions performed by a subsidiary for another subsidiary.

Statement Of Corporate Governance

A discussion of the Company's governance system within the context of National Instrument 58-101 - *Disclosure of Corporate Governance Practices* is attached to this Information Circular as Appendix "A". In addition, the Company's Governance system and metrics are presented in further detail in its Sustainability Report published on our website at www.adentragroup.com and are summarized in the table below.

Board and Governance Information

Size of Board	9
Number of independent directors	8
Women board members	4 or 44%
Average age of directors	60
Mandatory retirement age	None
Separate chair and CEO	Yes
Independent chair	Yes
Average board tenure	5 years
Annual election of directors	Yes
Code of Conduct for directors, officers and employees	Yes
Share ownership guidelines for directors and executive officers	Yes
Board meetings held in 2024	7
Board and committee meeting attendance in 2024	100%

Data Privacy and Security

In addition to the governance system described in Appendix “A”, the Company has implemented governance systems in connection with information security risk. Oversight of information security risk is within the mandate of the Audit Committee, all the members of which are “independent” within the meaning of National Instrument 52-110 - Audit Committees of the Canadian Securities Administrators. Management reports to the board of directors periodically on information security matters and most recently reported to the board of directors in August 2024. The Audit Committee regularly reviews the Company’s cyber security preparedness and performance.

To mitigate information security risks, the Company undertakes preventative measures, including controlling access to its network and applications using secure firewalls and limiting access to an “as-needed” basis. To identify information security risks, the Company uses various detection methods, including monitoring event logs for firewalls, server, mail systems, and applications. The Company’s cyber security program is modeled on the National Institute of Standards and Technology’s Framework for cyber security. The Company has also achieved level 3 compliance under the Cyber Maturity Model Certification guidelines, a globally recognized cyber security standard which requires a reporting process to the board of directors. The Company regularly provides security training to applicable employees. The Company has not experienced any information security breaches. In 2024, the Company conducted twelve internal cyber security audits and one third-party cyber security audit.

Environmental, Social and Governance (ESG)

The Company’s commitment to ESG is grounded in its core values of integrity, fairness, people and passion. The Company published its second Sustainability Report in November 2024 and developed a detailed approach to sustainability and a set of ambitions for the Company, organized into three major themes: Building Environmental and Material Stewardship, Cultivating Healthy Workplaces and Championing Privacy, Ethics and Transparency. To ensure the Company’s progress is trackable and scalable, the Company aligns its ESG reporting practices with the Global Reporting Initiative (GRI) and the Sustainability Reporting Standards Board (SASB) frameworks.

Oversight of ESG is within the mandate of the board of directors who collaborate with the Company’s leadership team and build on best practices and continually improve the Company’s governance and transparency. The board of directors receives regular updates from the Company’s leadership team on topics including safety, responsible sourcing, supply chain management, environmental compliance, employee engagement and inclusion, cyber security and data privacy, and ethics and compliance, to ensure the Company is applying best practices and meeting its ESG objectives and obligations.

Appointment Of Auditors

At the Meeting, the Shareholders will be called upon to appoint KPMG LLP, Chartered Professional Accountants, as auditors of the Company, to hold office until the next annual general meeting of the Company, at a remuneration to be fixed by the directors.

KPMG LLP has acted as the auditors of the Company and its predecessor, Hardwoods Distribution Income Fund, since January 30, 2004.

The board of directors recommend that the Shareholders vote for the appointment of KPMG LLP, Chartered Professional Accountants, as auditors of the Company, at a remuneration to be fixed by the directors.

Unless such authority is withheld, the management representatives named in the accompanying form of proxy intend to vote for the appointment of KPMG LLP, Chartered Professional Accountants, as auditors of the Company, to hold office until the next annual general meeting of the Company, at a remuneration to be fixed by the directors.

Particulars Of Other Matters To Be Acted Upon

Management knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of management representatives named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

Shareholder Proposals

Any Shareholder who intends to present a proposal at the Company's 2025 annual general meeting of Shareholders must send the proposal to the Secretary of the Company at #B340 - 20161 86th Avenue, Langley, British Columbia, V2Y 2C1. In order for the proposal to be included in the information circular that management of the Company sends to Shareholders for that meeting, the proposal:

- must be received by the Company between December 7, 2025 and February 5, 2026; and
- must comply with the requirements of the *Canada Business Corporations Act*.

Shareholders who wish to make a proposal are urged to seek legal advice to make sure their proposal complies in full with these requirements.

Additional Information

Additional information relating to the Company may be found on SEDAR+ at www.sedarplus.ca. Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the Company's most recently completed financial year. A copy of the Company's financial statements and management's discussion and analysis is available upon written request to the Secretary of the Company at #B340 - 20161 86th Avenue, Langley, British Columbia, V2Y 2C1.

Approval Of Circular

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

DATED at Vancouver, British Columbia, this 18th day of March, 2025.

By Order Of The Board Of Directors

"Robert L. Taylor"
Director

Appendix “A”

Statement Of Corporate Governance Practices

Corporate Governance Disclosure Requirement	Our Corporate Governance Practices								
1. Board									
(a) Disclose the identity of directors who are independent.	The Board has determined that each of Charlotte F. Burke, George R. Judd, Michelle A. Lewis, Jim C. Macaulay, C. Marie Robinson, Richard G. Roy, Qi Tang, and Robert L. Taylor are “independent”. In this Appendix “A”, references to “independent” have the meaning ascribed thereto in National Instrument 52-110 - Audit Committees of the Canadian Securities Administrators. There are no familial relationships among directors.								
(b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	The Board has determined that Robert J. Brown is not independent by virtue of being the President and Chief Executive Officer of the Company								
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors (the “Board”) does to facilitate its exercise of independent judgement in carrying out its responsibilities.	A majority of the directors are independent.								
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the trustee/director and the other issuer.	Directors who are presently a director of another reporting issuer are as follows: <table> <tr> <td>Director</td><td>Name of Reporting Issuer</td></tr> <tr> <td>Qi Tang (Trustee):</td><td>Dream Office Real Estate Investment Trust Choice Properties LP</td></tr> <tr> <td>C. Marine Robinson:</td><td>BJ's Wholesale Club Holdings Inc.</td></tr> <tr> <td>Richard G. Roy:</td><td>Toromont Industries Ltd. GDI Integrated Facility Services, Inc.</td></tr> </table>	Director	Name of Reporting Issuer	Qi Tang (Trustee):	Dream Office Real Estate Investment Trust Choice Properties LP	C. Marine Robinson:	BJ's Wholesale Club Holdings Inc.	Richard G. Roy:	Toromont Industries Ltd. GDI Integrated Facility Services, Inc.
Director	Name of Reporting Issuer								
Qi Tang (Trustee):	Dream Office Real Estate Investment Trust Choice Properties LP								
C. Marine Robinson:	BJ's Wholesale Club Holdings Inc.								
Richard G. Roy:	Toromont Industries Ltd. GDI Integrated Facility Services, Inc.								

Corporate Governance Disclosure Requirement

Our Corporate Governance Practices

(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.

Non-independent directors and members of management are excluded from a portion of each regularly scheduled meeting of the Board. The Board held a total of 7 meetings during the Company's most recently completed year, at which non independent directors and members of management were excluded from a portion of the meeting.

(f) Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead director that is independent, describe what the Board does to provide leadership for its independent directors.

Robert L. Taylor is the Chair of the Board and is an independent director.

(g) Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer's most recently completed financial year.

The Board held a total of 7 meetings during the Company's most recently completed financial year, which were attended by all directors.

The Audit Committee held a total of 4 meetings during the Company's most recently completed financial year, which were attended by all committee members.

The Compensation, Nominating and Corporate Governance Committee held a total of 6 meetings during the Company's most recently completed financial year, which were attended by all committee members.

2. Board Mandate

Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.

The text of the mandate of the Board (called "Terms of Reference for the Board of Directors") is attached to this Information Circular as Appendix "B".

3. Position Descriptions

(a) Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.

The Board has developed a written position description for the chair of the Board, and the mandate for each committee of the Board contains written position descriptions for the chair of each committee.

(b) Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.

The Board and the Chief Executive Officer have developed a written position description for the Chief Executive Officer.

4. Orientation and Continuing Education	
(a) Briefly describe what measures the Board takes to orient new directors regarding:	
(i) the role of the Board, its committees and its directors, and	The Board have adopted a Directors Information Manual which contains, among other things, the mandates of the Board and each of the committees of the Board. This manual has been reviewed by the directors, and a copy of the manual has been provided to each of the directors. In addition, new Board members receive a comprehensive information package, access to prior meeting materials and are paired with an existing Board member who serves as a mentor.
(ii) the nature and operation of the issuer's business.	The Chief Executive Officer reviews with the Board at each Board meeting the nature and operations of the business of the Company. The Board meets with other members of senior management of the Company periodically to review each of their specific operations.
(b) Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.	Members of the Board are encouraged to participate in seminars and other continuing education programs for directors. The auditors periodically review, at meetings of the Audit Committee of the Board, the emerging standards for corporate governance, and the Board meets with independent counsel to the Company to review the governance practices of the directors and the obligations of the Board.

5. Ethical Business Conduct

(a) Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:

(i) disclose how a person or company may obtain a copy of the code;

The Code of Corporate Ethics and Behavior (the "Code") is available at the Canadian Securities Administrator's SEDAR+ at www.sedarplus.ca. The Code is also available on the Company's website at www.adentragroup.com

(ii) describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and

A copy of the Code is provided to each of the directors, officers and employees of the Company, and each is requested to certify that he/she has read the Code and that, to the best of his or her knowledge, information or belief, no breach of the Code has occurred except those instances reported by him or her for remedial action. This certification is to be provided annually. A copy of the Code is provided to each new director, officer or employee.

(iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.

No material change reports have been filed by the Company since January 1, 2024, the beginning of the Company's most recently completed financial year, that pertain to any conduct of a director or executive officer that constitutes a departure from the Code.

(b) Describe any steps the Board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Each director and executive officer is required to disclose to the Board information regarding any transaction or agreement in respect of which that director or executive officer has a material interest and, in the case of a director, to abstain from voting on any matter in respect of such transaction or agreement. The Board may request the director to excuse himself or herself from the portion of any Board meeting at which such transaction or agreement is discussed.

(c) Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.

The Board encourages and promotes a culture of ethical business conduct through setting the "tone at the top" and requires the Chief Executive Officer to conduct himself in a manner that exemplifies ethical business conduct. Each director is entitled to engage outside advisors at the Company's expense in appropriate circumstances.

6. Nomination of Directors	
(a) Describe the process by which the Board identifies new candidates for Board nomination.	The Compensation, Nominating and Corporate Governance Committee of the Board is mandated to identify new candidates for Board nomination, should the need arise.
(b) Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.	The Compensation, Nominating and Corporate Governance Committee of the Board, which has the mandate of a nominating committee, is composed entirely of independent directors.
(c) If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	The mandate of the Compensation, Nominating and Corporate Governance Committee of the Board delineates the responsibilities, powers and operation of the committee when discharging its duties as nominating committee, and is attached to this Information Circular as Appendix “C”. The committee meets regularly.
7. Compensation	
(a) Describe the process by which the Board determines the compensation for the issuer’s directors and officers.	The written mandate of the Compensation, Nominating and Corporate Governance Committee of the Board includes responsibility to review and recommend adjustments for compensation to directors as warranted in the future. Compensation for officers is reviewed annually by the Compensation, Nominating and Corporate Governance Committee of the Board. See this Information Circular under the heading “Executive Compensation – Compensation Discussion and Analysis” for a discussion on the process by which the compensation for officers is determined.
(b) Disclose whether or not the Board has a compensation committee composed entirely of independent directors. If the Board does not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.	The Compensation, Nominating and Corporate Governance Committee of the Board is composed entirely of independent directors.

Corporate Governance Disclosure Requirement

Our Corporate Governance Practices

(c) If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee

The mandate of the Compensation, Nominating and Corporate Governance Committee of the Board delineates the responsibilities, powers and operation of the committee when discharging its duties as a compensation committee, and is attached to this Information Circular as Appendix "C".

8. Other Board Committees

If the Board has standing committees other than the audit, compensation and nominating committees identify the committees and describe their function.

The Compensation, Nominating and Corporate Governance Committee of the Board is also responsible for the corporate governance of the Company. The mandate of the Compensation, Nominating and Corporate Governance Committee delineates the responsibilities, powers and operation of the committee when discharging its duties as a corporate governance committee, and is attached to this Information Circular as Appendix "C".

9. Assessments

Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.

The Board conducts an annual written evaluation of the performance of (i) the Board as a whole, (ii) each committee as a whole, and (iii) the chair of the Board.

10. Director Term Limits and Other Mechanisms of Board Renewal

Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted those director term limits or other mechanisms of board renewal, disclose why it has not done so.

The Company has not adopted term limits for directors because the Board believes the imposition of arbitrary term limits may result in an effective director being disqualified and discounts the value of experience and continuity. The Compensation, Nominating and Corporate Governance Committee of the Board is responsible for assessing the effectiveness of the Board and board renewal is one of the factors the committee utilizes in its evaluation.

**11. Policies Regarding the Representation of
Designated Groups on the Board**

(a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women, indigenous peoples (First Nations, Inuit and Métis), persons with disabilities and members of visible minorities (collectively, the “Designated Groups”) as directors. If the issuer has not adopted such a policy, disclose why it has not done so.

The Company has adopted a written board policy (the “Diversity and Inclusion Policy”) relating to the identification and nomination of diverse directors and Designated Groups in particular. Under the Diversity and Inclusion Policy, diversity includes gender, sexual preference, disability, age, ethnicity, business experience, functional expertise, stakeholder expectations, culture and geography.

(b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy:

(i) a short summary of its objectives and key provisions,

The Company is committed to a merit based system for Board composition. The Diversity and Inclusion Policy provides that when identifying suitable candidates for appointment to the Board, the Company will consider candidates on merit against objective criteria having due regard to the benefits of diversity and the needs of the Board. The Diversity and Inclusion Policy also provides that any search firm engaged to assist the Board or the Compensation, Nominating and Corporate Governance Committee in identifying candidates for appointment to the Board will be directed to include diverse candidates generally, and Designated Groups in particular, and such candidates will be included in the Board’s evergreen list of potential Board nominees.

(ii) the measures taken to ensure that the policy has been effectively implemented,

The Compensation, Nominating and Corporate Governance Committee is responsible for monitoring compliance with the Diversity and Inclusion Policy. The Committee will measure the representation of the Designated Groups on the Board on an annual basis and report to the Board with respect to the annual and cumulative progress in achieving the key objectives of the Diversity and Inclusion Policy.

Corporate Governance Disclosure Requirement

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(iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and

The Diversity and Inclusion Policy was adopted by the Company in 2019 and was expanded from women to all members of the Designated Groups in 2020. The directors of the Company self identify as being members of the following Designated Groups: four (44%) women; one (11%) visible minority; and none identify as indigenous peoples (First Nations, Inuit and Métis), or persons with disabilities.

(iv) whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.

To measure the effectiveness of the Diversity and Inclusion Policy, the Compensation, Nominating and Corporate Governance Committee will review (i) the number of members of the Designated Groups considered or brought forward for board positions and (ii) the skills, knowledge, experience and background of any such Designated Group candidates to ensure that members of the Designated Groups are being fairly considered relative to other candidates.

12. Consideration of the Representation of the Designated Groups in the Director Identification and Selection Process

Disclose whether and, if so, how the board or nominating committee considers the level of representation of the Designated Groups on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of the Designated Groups on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so

In accordance with the Diversity and Inclusion Policy, the Compensation, Nominating and Corporate Governance Committee of the Board considers the diversity of the Board, including the level of representation of the Designated Groups, as one of the factors in identifying and nominating candidates for election or re election to the Board. The other factors that the Committee considers are: the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; the competencies and skills that the Board considers each existing director to possess; the competencies and skills each new nominee will bring to the Board; the time and energy of the proposed nominee to devote to the tasks; and, the understanding by the proposed nominee of the nature of the business and operations of the Company.

**13. Consideration Given to the Representation
of the Designated Groups in Executive Officer
Appointments**

Disclose whether and, if so, how the issuer considers the level of representation of the Designated Groups in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.

In accordance with the Diversity and Inclusion Policy, the Company considers diversity, including the level of representation of the Designated Groups, as one of the factors in making executive officer appointments. The Company also considers the skills and experience necessary for the position.

**14. Issuer's Targets Regarding the Representation
of the Designated Groups on the Board and in
Executive Officer Positions**

(a) For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer for each group referred to in the definition for Designated Groups on the issuer's board or in executive officer positions of the issuer by a specific date.

(b) Disclose whether the issuer has adopted a target regarding the Designated Groups on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.

In 2023, the Company amended its Diversity and Inclusion Policy to target a Board composition in which at least 30% of the directors are women. The Company has not adopted a target regarding members of the Designated Groups other than women. Diversity, including the level of representation by the Designated Groups, is one of the factors that the Compensation, Nominating and Corporate Governance Committee of the Board considers in identifying and nominating candidates for election or re-election to the Board. The other factors that the Committee considers are described in part 12 above. The Compensation, Nominating and Corporate Governance Committee of the Board believes all of these factors are relevant to ensure high functioning Board members and that establishing targets based upon only the Designated Groups may disqualify desirable director candidates.

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Our Corporate Governance Practices

(c) Disclose whether the issuer has adopted a target regarding the Designated Groups in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.

The Company has not adopted a target regarding the Designated Groups in executive officer positions of the Company. Diversity, including the level of representation by the Designated Groups, is one of the factors that the Company considers in identifying executive officers. The other factors that the Company considers are described in part 13 above. The Company believes all of these factors are relevant to ensure appropriate executive officers and that establishing targets based upon only the Designated Groups may disqualify desirable executive officer candidates.

(d) If the issuer has adopted a target referred to in either (b) or (c), disclose:

(i) the target, and

In 2023, the Company amended its Diversity and Inclusion Policy to target a Board composition in which at least 30% of the directors are women.

(ii) the annual and cumulative progress of the issuer in achieving the target.

The target has been achieved. As of the date of this Information Circular, women represent 44% of the directors.

15. Number of Members of the Designated Groups on the Board and in Executive Officer Positions

(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are members of the Designated Groups.

The directors of the Company self identify as being members of the following Designated Groups: three (44%) women; one (11%) visible minority; and none identify as indigenous peoples (First Nations, Inuit and Métis), or persons with disabilities.

The chair of the Compensation, Nominating and Corporate Governance Committee is a woman.

(b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are members of the Designated Groups

The Executive Officers of the Company, including all major subsidiaries, self identify as being members of the following Designated Groups: one person with disabilities (11%), one visible minority (11%); one woman (11%); and no Executive Officers identify as indigenous peoples (First Nations, Inuit and Métis).

Appendix “B”

Terms Of Reference Of The Board Of Directors

I. PURPOSE

These terms of reference are for the board of directors (the “Board”) of ADENTRA Inc. (“ADENTRA” or the “Company”).

The primary responsibility of the Board is to foster the long-term success of the business of the Company consistent with the Board’s fiduciary responsibilities to the Company.

The Board has the responsibility to oversee the conduct of the business of the Company, the indirect responsibility to oversee the conduct the business of the Company’s subsidiaries and to supervise management which is responsible for the day-to-day conduct of business. In addition to the Board’s fundamental objective to maximize dividends made to its shareholders while preserving long-term value, in performing its functions the Board also considers the legitimate interests that other stakeholders such as employees, suppliers, customers and communities may have in the Company. In supervising the conduct of the business, the Board through the President and CEO (“CEO”) shall set the standards of conduct for the Company.

II. PROCEDURES AND ORGANIZATION

The Board is to be composed of a majority of individuals who are “independent” within the meaning of National Instrument 52-110, as amended and referenced in Appendix D of the Directors’ Information Manual. A director is independent if he or she has no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director’s independent judgment.

The Board operates by delegating certain of its authorities, including spending authorizations, to management and by reserving certain powers to itself. The capital and maintenance authority levels are outlined in Administrative Guidelines for the Board.

The Board retains the responsibility for managing its own affairs including by:

- (a) selecting its Chair;
- (b) if the Chair is not independent, develop a procedure to provide leadership for its independent directors;
- (c) nominating candidates for election to the Board, after considering the recommendations of the Compensation, Nominating and Corporate Governance Committee;
- (d) constituting committees of the Board;
- (e) determining director compensation; and
- (f) holding regularly scheduled meetings at which members of management are not in attendance.

Subject to the by-laws of the Company and the Canada Business Corporations Act, the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

(1) A director is independent if he or she has no direct or indirect material relationship with the Corporation or any of its subsidiaries. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. The meaning of independence, as contained in National Instrument 52 – 110 as amended and referenced in Tab 11 of the Directors’ Information Manual.

III. DUTIES AND RESPONSIBILITIES

Selection of Management

The Board has the responsibility:

- (a) to appoint and replace the CEO;
- (b) to monitor the CEO's performance;
- (c) to approve the CEO's compensation;
- (d) to provide advice and counsel in the execution of the CEO's duties; and
- (e) to the extent feasible, to satisfy itself as to the integrity of the CEO and other executive officers in order to create a culture of integrity throughout the organization.

Acting upon the advice of the CEO, and the recommendation of the Compensation, Nominating and Corporate Governance Committee, the Board has the responsibility for approving the appointment and remuneration of all corporate officers.

The Board has the responsibility for ensuring that plans have been made for management succession for executive management, including appointing, training and monitoring senior management.

Orientation and Continuing Education

The Board shall ensure that all new directors receive a comprehensive orientation. All new directors should fully understand the role of the Board and its Committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and energy that the Board expects from its directors).

The Board shall provide continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the issuer's business remains current.

Compliance Reporting and Corporate Communications

The directors have the responsibility:

- (a) to ensure that the financial performance of the Company is adequately reported to its shareholders and regulators on a timely and regular basis;
- (b) to ensure that the financial results are reported fairly and in accordance with generally accepted accounting principles;
- (c) to ensure that the Company has appropriate disclosure controls and procedures that enable information to be recorded, processed, summarized and reported within the time periods required by law;
- (d) to approve and monitor compliance with all significant policies and procedures by which the Company is operated;

- (e) to direct management to implement systems which are designed to ensure that the Company operates at all times within applicable laws and regulations, and to the highest ethical and moral standards;
- (f) to ensure the timely reporting of any developments that are required to be disclosed by applicable law;
- (g) to report annually to its shareholders on the stewardship of the Board for the preceding year (the Annual Report);
- (h) to assist the Company to enable it to communicate effectively with its shareholders, stakeholders and the public generally;
- (i) to direct to management to ensure that legal requirements have been met, and that documents and records have been properly prepared, approved and maintained, including the following requirements identified in the Canada Business Corporations Act:
 - (i) to manage the affairs and business of the Company;
 - (ii) to act honestly and in good faith with a view to the best interests of the Company;
 - (iii) to exercise the care, diligence and skill of a reasonably prudent person; and
 - (iv) in particular, it should be noted that the following matters must be considered by the Board as a whole:
 - (A) to submit to the shareholders any question or matter requiring the approval of the shareholders;
 - (B) to fill a vacancy among the directors or in the office of the auditor;
 - (C) (to issue securities except in the manner and on the terms authorized by the directors;
 - (D) to declare dividends;
 - (E) to purchase, redeem or otherwise acquire shares issued by the Company;
 - (F) to pay a commission to any person in consideration of that person purchasing or agreeing to purchase shares of the Company from the Company or from any other person, or procuring or agreeing to procure purchasers for any such shares;
 - (G) to approve a management proxy circular;
 - (H) to approve a take-over bid circular or directors' circular;
 - (I) to approve any financial statements; and
 - (J) to adopt, amend or repeal by-laws of ADENTRA.

Environmental, Social and Governance (“ESG”) Strategy and Business Strategy

The Board has the responsibility:

- (a) to provide oversight and direction on the Company’s ESG Strategy;
- (b) review and monitor the effectiveness of corporate policies, procedures and practices with respect to ESG;
- (c) review annually the Company’s ESG performance and progress towards meeting ESG Strategy targets and other relevant ESG objectives;
- (d) monitor significant developments in regulations, trends and evolving industry best practices;
- (e) provide oversight of ESG disclosures, including annual sustainability report;
- (f) provide guidance to Senior Management on stakeholder engagement issues relating to ESG;

Internal Controls and Management Information Systems

The Board with the assistance of the Audit Committee, has the responsibility:

- (a) to assess and obtain assurance of the adequacy of the Company’s internal controls, including internal controls over financial reporting, information technology systems, disclosure controls and procedures.

IV. TERMS OF REFERENCE FOR A DIRECTOR

Goals and Objectives

As a member of the Board, each director shall:

- (a) fulfill the legal requirements and obligations of a director which includes a comprehensive understanding of the statutory and fiduciary roles;
- (b) represent the interests of all shareholders in the governance of the Company ensuring that the best interests of the Company are paramount; and
- (c) participate in the review and approval of Company policies and strategy and in monitoring their implementation.

Duties and Responsibilities

Board Activity

As a member of the Board, each director shall:

- (a) exercise good judgment and act with integrity;

- (b) use his abilities, experience and influence constructively;
- (c) be an available resource to management and the Board;
- (d) respect confidentiality;
- (e) advise the CEO and/or Chair when introducing significant and/or previously unknown information or material at a Board meeting;
- (f) understand the difference between governing and managing, and not encroach on management's area of responsibility;
- (g) identify potential conflict areas - real or perceived - and ensure they are appropriately identified and reviewed;
- (h) when appropriate, communicate with the Chair and CEO between meetings;
- (i) demonstrate a willingness and availability for one on one consultation with the Chair and CEO; and
- (j) evaluate the performance of the CEO and the Company.

Preparation and Attendance

To enhance the effectiveness of Board and committee meetings, each director shall:

- (a) prepare for Board and committee meetings by reading reports and background materials prepared for each meeting;
- (b) maintain an excellent Board and committee meeting attendance record ; and
- (c) have acquired adequate information necessary for decision making.

Communication

Communication is fundamental to Board effectiveness and therefore each director shall:

- (a) participate fully and frankly in the deliberations and discussions of the Board;
- (b) encourage free and open discussion of the affairs of the Company by the Board; and
- (c) ask probing questions, in an appropriate manner and at proper times.

Independence

Recognizing that the cohesiveness of the Board is an important element in its effectiveness, each director shall:

- (a) be a positive force with a demonstrated interest in the success of the Company;
- (b) establish an effective, independent and respected presence and a collegial relationship with other Board members; and

- (c) speak and act independently.

Committee Work

In order to assist Corporation committees in being effective and productive, each director shall:

- (a) participate on committees and become knowledgeable with the purpose and goals of the committee; and
- (b) understand the process of committee work, and the role of management and staff supporting the committee.

Business, Corporation and Industry Knowledge

Recognizing that decisions can only be made by well informed directors, each director shall:

- (a) become generally knowledgeable of the Company's products and industry;
- (b) develop an understanding of the unique role of the Company within its various communities;
- (c) maintain an understanding of the regulatory, legislative, business, social and political environments within which the Company operates;
- (d) become acquainted with the officers of the Company;
- (e) remain knowledgeable about the Company's facilities and visit them when appropriate; and
- (f) be an effective ambassador and representative of the Company.

V. ADMINISTRATIVE GUIDELINES FOR THE BOARD

1. The Board assumes the responsibility for the stewardship of the Company. While, in law, the Board is called upon to manage the business, this is done by proxy through the CEO who is charged with the day-to-day leadership and management of the Company.
2. The Board has the statutory authority and obligation to protect and enhance the assets of the Company in the interest of all stakeholders. Although directors are elected by the shareholders to bring special expertise or a point of view to Board deliberations, the best interest of the Company must be paramount at all times.
3. The capital and maintenance expenditure authority levels are outlined below.
4. Terms of reference for the Board, the Chair, committees and the CEO are annually reviewed by the Compensation, Nominating and Corporate Governance Committee and any changes are recommended to the Board for approval.
5. Every year the Board review and approve a long range strategic plan and one-year operating and capital plans for the Company.

(2) The target is 100% attendance. Anything less than 75% without extenuating circumstances, would create considerable concern for the Board.

6. The Board has concluded that the appropriate size for the Board is nine members.
7. All directors stand for election every year.
8. The Board does not believe that directors who retire from or otherwise change their current position responsibilities should necessarily retire from the Board. There should, however, be an opportunity for the Board, through the Compensation, Nominating and Corporate Governance Committee, to review the appropriateness of continued Board membership.
9. The Board believes there should be a majority of independent directors on each board and no more than two directors who are not independent on the Board.⁽²⁾
10. The Board currently supports the concept of the separation of the role of Chair from that of the CEO. The Board is able to function independently of management when necessary and the Chair's role is to effectively manage and provide leadership to the Board and to interface with the CEO.
11. The Board will evaluate the performance of the CEO at least annually. The evaluation will be based on criteria that include the performance of the business, the accomplishment of long-term strategic objectives and other non-quantitative objectives established at the beginning of each year.
12. The CEO has the special responsibility to manage and oversee the required interfaces between the Company and its subsidiaries and the public and to act as the principal spokesperson for the Company. This includes the responsibility for managing the equity and other financial market interfaces on behalf of the Company.
13. The Chair of the Board, with the assistance of the CEO, will establish the agenda for each Board Meeting. Each Board member is free to suggest the inclusion of items on the agenda.
14. The Board will meet at least four times per year and schedule meetings one year in advance.
15. Materials will be delivered at least three days in advance of meetings for items to be acted upon. Presentations on specific subjects at Board meetings will only briefly summarize the material sent to directors so that discussion can be focused on issues relevant to the material.
16. The Board encourages the CEO to bring employees into Board meetings who can provide additional insight into the items being discussed because of personal involvement in these areas, and/or employees who represent future potential who the CEO.
17. The Board is responsible, in fact as well as in procedure, for selecting candidates for Board membership. The Board delegates the screening process to the Compensation, Nominating and Corporate Governance Committee of the Company.
18. The Compensation, Nominating and Corporate Governance Committee will annually assess the effectiveness of the Board and their respective committees.

(2) A director is independent if he or she has no direct or indirect material relationship with the Corporation or any of its subsidiaries. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. The meaning of independence, as contained in National Instrument 52 – 110 as amended and referenced in Tab 11 of the Directors' Information Manual.

19. Committees established by the Board analyze in depth policies and strategies, usually developed by management, which are consistent with their terms of reference. They examine proposals and where appropriate make recommendations to the full Board. Committees do not take action or make decisions on behalf of the Board unless specifically mandated to do so.
20. The current committees of the Board are the Audit Committee and the Compensation, Nominating and Corporate Governance Committee. From time to time the Board may create ad hoc committees to examine specific issues on behalf of the Board.
21. Committee members and Committee Chairs are appointed by the directors and the Board respectively, and where possible, consideration is given to having directors rotate their committee assignments.
22. Committees annually review their terms of reference and changes are recommended to the Board through the Compensation, Nominating and Corporate Governance Committee for approval.
23. Succession and management development plans will be reviewed by the Compensation, Nominating and Corporate Governance Committee and reported annually by the CEO to the Board.
24. The Board ensures new directors are appropriately introduced to the Company and its industry and that those directors receive the necessary ongoing industry training and development.
25. The Board meets during each meeting on an “in camera” basis without management present.
26. The Board and committees may engage separate independent counsel and/or advisors at the expense of the Company. An individual director may engage separate independent counsel and/or advisors at the expense of the Company in appropriate circumstances with the approval of the Chair.
27. Attached to these Administrative Guidelines is the Forward Agenda for the Board of Directors.
28. These Guidelines are reviewed and approved annually by the Board.

Capital and Maintenance Expenditure Authority Levels

President and Chief Executive Officer
Authority Level in Excess of Amount in Approved Budget

\$250,000.00

Board Of Directors Forward Agenda

Meeting Timing	February	March	May	August	November	December
Agenda Item						
A. Governance						
Annual Meeting			✓			
Director/Board Performance Review	✓					
CEO Performance Review	✓					
Director Nominating Report	✓					
Appoint Officers			✓			
Appoint Committees			✓			
Set Record Date for AGM	✓					
Review Committee Terms of Reference	✓					
Review disclosure controls and procedures.					✓	
B. Financial						
Quarterly Results		✓	✓	✓	✓	
Year End Results		✓				
Audit Committee Report		✓	✓	✓	✓	
C. Plans and Strategies						
Strategic Plan						✓
Operating Plan, Capital Budgets						✓
Succession Plan					✓	
Compensation Plans	✓					
D. Operations						
CEO Report	✓	✓	✓	✓	✓	
Review of Key Corporate Policies	✓					
E. Other						
Director Consents/Disclosure Letters	✓					
Annual Statutory Disclosure Documents	✓					

Appendix “C”

Terms of Reference for the Compensation, Nominating and Corporate Governance Committee

I. PURPOSES

The purpose of ADENTRA Inc.’s (“**ADENTRA**” or the “**Company**”) Compensation, Nominating and Corporate Governance Committee (the “**Committee**”) is to provide a focus on board of directors (the “**Board**”) governance that will enhance performance, to assess and make recommendations regarding Board effectiveness, and to establish a process for identifying, recruiting and re-commending candidates for membership on the Board. Ultimately the full Board recommends the election of directors.

The purpose of the Committee is also to establish a plan of continuity for executives and other key employees, and to ensure a broad plan of executive compensation is established that is competitive and motivating in order to attract, hold and inspire the Executive Management and other key employees and to oversee compliance by Executive Management with the Company’s Code of Corporate Ethics and Behaviour.

For the purposes hereof, “Executive Management” means all members of the Executive of the Company and its subsidiaries (collectively, “ADENTRA” or the “**Company**”) and such other officers of subsidiaries of ADENTRA as may be designated by the Board.

II. COMPOSITION AND TERMS OF OFFICE

Following each annual meeting of shareholders of the Company, the Board shall appoint not less than three members to the Committee. Unless otherwise approved by the Board, each member of the Committee shall meet all applicable independence and other requirements of law.

The Committee Chair shall be appointed by the Board who, unless otherwise approved by the Board shall be an independent director.

If the Committee is not composed entirely of independent directors, develop procedures to ensure an objective process for determining compensation and nominee, and otherwise discharging the duties of the Committee.

Any Committee member may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director of the Company. Each member shall hold office until the close of the next annual meeting of shareholders of the Company or until the member resigns or is replaced, whichever first occurs.

The Committee shall meet at least annually per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any member.

(3) A director is independent if he or she has not direct or indirect material relationship with the Corporation or any of its subsidiaries. A “material relationship” is a relationship which could, in the view of the Board of Directors, be reasonable expected to interfere with the exercise of a director’s independent judgment. The meaning of independence, as contained in National Instrument 52 – 110 as amended and referenced in Tab 11 of the Directors’ Information Manual.

A quorum for the transaction of business at all meetings of the Committee shall be a majority of the authorized number of members. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chair shall have a second casting vote.

The Committee may invite such directors, officers and employees of the Company as it may see fit from time to time to attend meetings and assist in the discussion and consideration of the business of the Committee, but without voting rights.

A resolution approved in writing by all the members shall be as valid and effective as if it had been passed at a meeting duly called and constituted. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Committee and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

The Committee shall keep regular minutes of proceedings and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board at such times as the Board may, from time to time, require.

The Secretary of the Committee shall be such person as it deems appropriate.

The Committee shall have the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.

The Committee shall have the authority to delegate any of its duties and responsibilities to individual members or subcommittees.

III. CHAIR OF THE COMMITTEE

The Chair of the Committee shall:

- (a) call and conduct the meetings of the Committee;
- (b) be entitled to vote to resolve any ties;
- (c) prepare and forward to members of the Committee the agenda for each meeting of the Committee, and include, in the agenda, any items proposed for inclusion in the agenda by any member of the Committee;
- (d) review with the CEO the Company's policies and strategies in determining the compensation of its executive officers and employees;
- (e) engage, on behalf of the Committee and the Board, independent consultants to advise the Committee on the compensation strategies and policies of the Company;
- (f) appoint a secretary to take minutes of the meetings of the Committee; and
- (g) act in a manner that the Committee meetings are conducted in an efficient, effective and focused manner.

IV. DUTIES AND RESPONSIBILITIES

Nominations

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board.

The Committee shall:

- (a) annually develop and update a long term plan for the composition of the Board that takes into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of the Company;
- (b) prior to nominating or appointing individuals as directors, the Board should adopt a process involving the following steps:
 - (i) considering what competencies and skills the board, as a whole, should possess; and
 - (ii) assessing what competencies and skills each existing director possesses, by considering the Board as a group and paying attention to the personality and other qualities of each director.
- (c) in consultation with the Chair of the Board recommend to the Board nominees for election and re-election as members of the Board, considering the following:
 - (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - (ii) the competencies and skills that the Board considers each existing director to possess;
 - (iii) the competencies and skills each new nominee will bring to the Board; and
 - (iv) the time and energy of the proposed nominee to devote to the task and who understands the nature of the business and operation of the Company.
- (d) review, monitor and make recommendations regarding new director orientation and the ongoing development of existing members of the Board.

Corporate Governance

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board.

The Committee shall:

- (a) develop and monitor Companies' overall approach to corporate governance issues and, subject to approval by the Board, implement and administer the system;
- (b) advise the Board or any of the committees of the Board of any corporate governance issues, which the Committee determines ought to be considered by the Board or any such committees;

- (c) assess the independence and qualifications of the members of each of the Committees of the Board as required by applicable law and make recommendations to the Board regarding the composition of such committees;
- (d) review with the Board, on a regular basis, but not less than annually, the role of the Board, the terms of reference for each of the committees of the Board, the Chair and the CEO;
- (e) review with the Board, on a regular basis, the methods and processes by which the Board fulfils its duties and responsibilities, including without limitation:
 - (i) the size of the Board, with a view to facilitating effective decision making;
 - (ii) the number and content of meetings;
 - (iii) the annual schedule of issues to be presented to the Board at its meetings or those of its committees;
 - (iv) material which is to be provided to the directors generally and with respect to meetings of the Board or its committees;
 - (v) resources available to the directors; and
 - (vi) the communication process between the Board and management;
- (f) be responsible for the management and administration of a system, which enables a committee or an individual director to engage separate independent counsel and/or advisors at the expense of ADENTRA in appropriate circumstances;
- (g) make recommendations to the Board regarding changes or revisions to the Board Manual;
- (h) establish and administer a process (including a review by the full Board and discussion with management) for assessing the effectiveness of the Board as a whole and committees of the Board;
- (i) monitor compliance by Executive Management with ADENTRA'S Code of Corporate Ethics and Behaviour, including reviewing with legal counsel the adequacy and effectiveness of ADENTRA'S procedures to ensure proper compliance. The Committee shall also recommend amendments to the ADENTRA'S Code of Corporate Ethics Behaviour to the Board, as the Committee deems appropriate;
- (j) recommend to the Board an appropriate evaluation process for the Board as a whole and, at the appropriate time, directors individually;
- (k) recommend the directors' compensation plan to the Board;
- (l) when/if the Chair of the Board and the CEO are combined, function as a forum for concerns of individual directors about matters that are not readily or easily discussed at full meetings of the Board;
- (m) prepare recommendations for the Board regarding any reports required or recommended on corporate governance (e.g. public reports required to meet the TSX or securities commission guidelines);
- (n) annually review and set the Board Forward Agenda;

- (o) review and make recommendations to the Board with respect to practices relating to Board diversity, including the representation of designated groups on the Board and the identification of candidates with sufficiently diverse and independent backgrounds;
- (p) monitor the development of Environmental, Social and Governance ("ESG") best practices and emerging ESG topics and trends, and report and make recommendations to the Board on emerging ESG topics that affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders; and
- (q) have such other powers and duties as delegated to it by the Board.

Compensation/ Human Resources

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board.

The Committee shall:

- (a) review the organizational structure and report any significant organizational changes, along with the Committee's recommendations, to the Board;
- (b) review and approve corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of those corporate goals and objectives, and determining (or making recommendations to the Board with respect to) the CEO's compensation level based on this evaluation;
- (c) review management's succession plans for Executive Management, including specific development plans and career planning for potential successors prior to their presentation to the Board by the CEO;
- (d) review the compensation philosophy and guidelines for Executive Management, for recommendation to the Board for its consideration and approval;
- (e) review and recommend the compensation of each member of Executive Management, and report its broad conclusions to the Board for its consideration and approval;
- (f) recommend to the Board for consideration and approval any long term incentive plan, stock option plan, pension plan or employee benefit plan to be granted to Executive Management and guidelines with respect thereto;
- (g) with respect to long term incentive plans or the granting of stock options to Executive Management:
 - (i) in conjunction with management, administer such long term incentive plan, stock option plans or other benefit plans as determined and established by the Board to be granted to Executive Management;
 - (ii) review management's recommendations for and, subject to confirmation by the Board, approve the granting of stock options or awards under a long term incentive plan to Executive Management and other key employees of ADENTRA and its subsidiaries; and

- (iii) suggest and review any amendments which the Committee considers necessary to any employee stock option plan or long term incentive plan and make recommendations to the Board with respect to those amendments; provided however, that all amendments to such plans shall be subject to the consideration and approval of the Board;
- (h) within any guidelines established by the Board:
 - (i) in conjunction with management, administer the matching contribution plan;
 - (ii) suggest and review any amendments which the Committee considers for the matching contribution plan and make recommendations to the Board for the consideration and approval of the Board; provided however, that all amendments to such plans be subject to the consideration and approval of the Board;
- (i) subject to the approval of the Board, review and approve benefits other than those applicable to employees generally to be granted to Executive Management including levels and types of benefits;
- (j) approve and recommend to the Board any changes in the benefit provisions of any pension plan;
- (k) consider and make recommendations to the Board for its approval all matters concerning incentive awards, perquisites and other remuneration matters with respect to Executive Management;
- (l) oversee the selection of and terms of reference for outside consultants to review the Executive Management compensation program as appropriate;
- (m) with respect to boards of directors of unrelated corporations which operate for profit and which compensate members of their boards and/or significant commitments with respect to non-profit organizations:
 - (i) review a limit on the number of such boards on which individual members of senior management may participate;
 - (ii) receive notice of proposed membership by a member of senior management and upon consultation with the CEO have a right to object to such membership; and
 - (iii) confirm in writing, through the CEO, to such member of senior management that ADENTRA shall not indemnify the employee nor be exposed to liability with respect to the employee's participation on such board;
- (n) lead and implement the CEO's review process and report the results of the process to the Board;
- (o) review and approve the Compensation Committee Report for publication in the annual information circular and other applicable regulatory reports; and
- (p) have such other powers and duties as delegated to it by the Board.

IV. ACCOUNTABILITY

The Committee shall report to the Board at its next regular meeting all such action it has taken since the previous report.

The Committee is authorized to request the presence at any meeting, but without voting rights, of a representative from the external advisors, senior management, legal counsel or anyone else it considers to be able contribute substantively to the subject of the meeting and assist in the discussion and consideration of the business of the Committee, including directors, officers and employees of ADENTRA.

VI. REGULAR BOARD ASSESSMENTS

The Board, its Committees and each individual director should be assessed regarding his, her or its effectiveness and contribution. An assessment should consider:

- (a) in the case of the Board or a Committee, its mandate or charter, and
- (b) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each director is expected to bring to the Board.

VII. FORWARD AGENDA

A. The attached forward agenda pages outline the Committee's schedule of activities during the year.

Compensation, Corporate Governance and Nominating Committee Forward Agenda

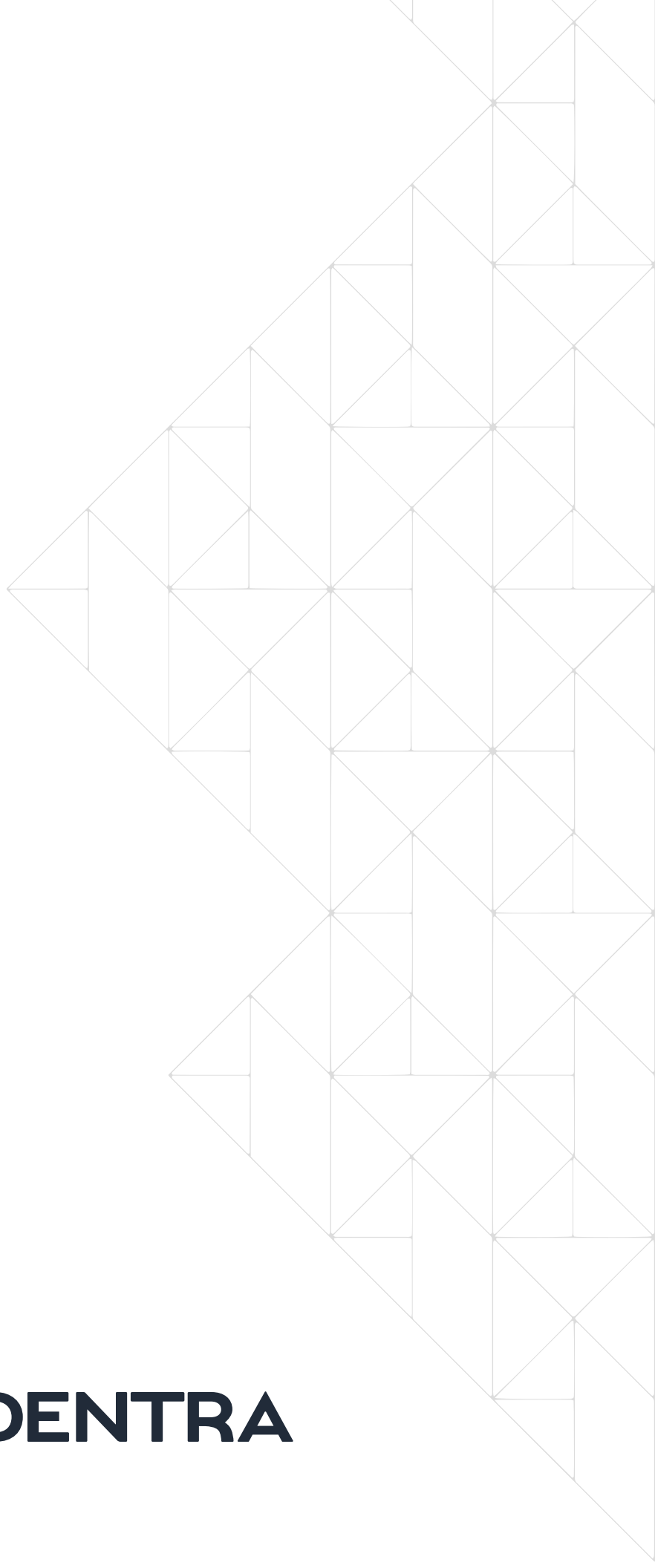
Governance Timetable:

Meeting Timing	Q1	Q2	Q3	Q4
Agenda Item				
1. Board Composition	✓			
(a) Review Board composition and succession	✓			
(b) Recommend nominees for election and re-election	✓			
2. Review independence and qualifications of Committee members	✓			
3. Review director orientation program	✓			
4. Review Board Manual	✓			
5. Set forward agendas for the Board	✓			
6. Review Committee Terms of Reference	✓			
7. Review Code of Corporate Ethics and Behaviour	✓			
8. Review Board, Chair and committee performance	✓			
9. Review Board compensation	✓			
10. Approve statutory disclosure re: governance	✓			

Compensation Timetable:

Meeting Timing	Q1	Q2	Q3	Q4
Agenda Item				
A. Human Resource Systems				✓
1. Review compensation philosophy				✓
2. Review organization structure				✓
3. Review succession and development plans				✓
4. Select and retain outside review of compensation				✓
5. Conduct CEO's review process	✓			

Meeting Timing	Q1	Q2	Q3	Q4
Agenda Item				
B. Reports				
1. Review and approve compensation report for annual information circular	✓			
C. Executive Compensation Policies				
1. Consider new long term incentive plan, stock option, pension or benefit plans for Executive Management				✓
2. Consider amendments to existing, pension or benefit plans for Executive Management				✓
3. Approve benefits other than those applicable to employees generally, to be granted to Executive Management				✓
D. Policy Administration				
1. Recommend compensation of each Member of Executive Management				✓
2. Administer Matching Contribution Plan				✓
3. Review key human resources policies				✓
E. Other				
1. Review limits for senior management participation on outside Board				✓
2. Receive notice of proposed memberships on outside Board				✓
3. Confirm in writing non-indemnification of senior management on outside Board				✓



ADENTRA