ASTRON CONNECT INC.

2900 – 733 Seymour Street, Vancouver,
British Columbia BC V6B 0S6
Telephone: 604 688 5618

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Meeting**") of the shareholders of Astron Connect Inc. (the "**Company**") will be held in the boardroom at 2900 – 733 Seymour Street, Vancouver, British Columbia, at 10:00 a.m. on Monday, December 30, 2024, for the following purposes:

1. to receive the consolidated financial statements of the Company for the financial year ended September 30, 2023, together with the auditor's report thereon;

2. to fix the number of directors at four;

3. to elect directors for the ensuing year;

4. to appoint the auditor for the Company and to authorize the directors to fix the auditor's remuneration; and

5. to transact such other business as may properly come before the Meeting and any adjournments thereof.

Please read the notes to the accompanying instrument of proxy and then complete and return it within the time set out in the notes. The enclosed instrument of proxy is solicited by management but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED the 18th day of November, 2024.

BY ORDER OF THE BOARD

"Iris Duan"

Iris Duan
Interim Chief Financial Officer
& Corporate Secretary

ASTRON CONNECT INC.

INFORMATION CIRCULAR

This information is given as of November 18, 2024, unless otherwise stated.

This information circular is furnished in connection with the solicitation of proxies by the management of Astron Connect Inc. (the "**Company**") for use at the annual general meeting (the "**Meeting**") of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying notice of meeting and at any adjournment thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed instrument of proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by management as set forth in this information circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of proxy are directors or officers of the Company. **A shareholder has the right to appoint a person in place of the persons named in the enclosed instrument of proxy to attend and act for and on behalf of the shareholder at the Meeting. To exercise this right, a registered shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of their nominee in the blank space provided, or complete another instrument of proxy. The completed instrument of proxy should be deposited with the Company's registrar and transfer agent, TSX Trust Company, 301 -100 Adelaide Street West Toronto, Ontario, M5H 4H1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.**

The instrument of proxy must be dated and be signed by the registered shareholder or by their attorney in writing, or, if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

In addition to revocation in any other manner permitted by law, a registered shareholder may revoke a proxy either by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked.

Only registered shareholders have the right to revoke a proxy. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this information circular. The instrument of proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. The enclosed instrument of proxy does not confer authority to vote for the election of any person as a director of the Company other than for those persons named in this information circular. At the time of printing of this information circular, management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be voted on such matters in accordance with the best judgment of the named proxyholder.

NON-REGISTERED HOLDERS

The record date for determination of the holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting is November 18, 2024 (the "**Record Date**"). Only shareholders whose names have been entered in the register of common shareholders at the close of business on the Record Date ("**Registered Shareholders**") will be entitled to receive notice of, and to vote at, the Meeting.

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the common shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the common shares. More particularly, a person is not a Registered Shareholder in respect of common shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the common shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSAs and similar plans); or (b) in the name of a clearing agency of which the Intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration for the Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many United States brokerage firms and custodian banks).

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "**NOBOs**". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "**OBOs**". In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Company has elected to send the notice of meeting, this information circular and the instrument of proxy (collectively, the "**Meeting Materials**") directly to the NOBOs, and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. The Company does not intend to pay for an Intermediary to deliver Meeting Materials to OBOs. Accordingly, OBOs will not receive the Meeting Materials unless their Intermediary assumes the costs of delivery.

Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

(a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or

(b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of common shares beneficially owned by the Non-Registered Holder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the form of proxy and deposit it with **TSX Trust Company, 301 -100 Adelaide Street West Toronto, Ontario, M5H 4H1** not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of holding the Meeting or adjournment thereof.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the common shares they beneficially own. Should a Non-Registered Holder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the form of proxy and insert the name of the Non-Registered Holder (or other person) in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the voting instruction form or the proxy is to be delivered.**

The Meeting Materials are being sent to both Registered Shareholders and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holding of common shares of the Company have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the voting instruction form.

All references to shareholders in the Meeting Materials are to Registered Shareholders unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value. At the close of business on November 18, 2024, 30,271,236 common shares without par value of the Company were issued and outstanding, each share carrying the right to one vote. At a meeting of shareholders of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each common share held.

Only shareholders of record on the close of business on November 18, 2023 who either personally attend the Meeting, or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have their shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying 10% or more of the outstanding voting rights of the Company.

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

Other than as disclosed elsewhere in this information circular and other than in respect of the election of directors and the appointment of the Company's auditor, to the knowledge of management of the Company, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year 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.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

In this section "named executive officer" ("**NEO**") means:

(a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer ("**CEO**"), including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer ("**CFO**"), including an individual performing functions similar to a chief financial officer;

(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000 as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation - Venture Issuers* for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

During the Company's financial year ended September 30, 2023 ("**Fiscal 2023**"), the Company had two NEOs, namely S. Randall Smallbone, former CEO (now chairman and interim CEO) and Ian Mallmann, former CFO and corporate secretary.

All dollar amounts referenced herein are Canadian dollars unless otherwise specified.

Director and NEO compensation, excluding compensation securities

The following table sets forth all annual and long-term compensation for services paid to or earned by each of the NEOs and directors during the Company's two most recently completed financial years:

	Table of compensation excluding compensation securities						
Name and Principal Position(s) During Fiscal 2023	**Fiscal Year Ended Sept. 30**	**Salary and accrued salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of Perquisites ($)**	**Value of all other compensation ($)**	**Total compensation(1) ($)**
S. Randall Smallbone CEO and director	2023 2022	24,750(2) 42,000(2)	Nil Nil	Nil Nil	Nil Nil	Nil Nil	24,750 42,000
Ian Mallmann(5) CFO and corporate secretary in 2022	2023 2022	5,000 30,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	5,000 30,000
(Iris) Hong Duan Interim CFO and Director in 2023	2023 2022	41,250(3) 24,000(3)	Nil Nil	Nil Nil	Nil Nil	Nil Nil	41,250 24,000
Wei Kang Director	2023 2022	42,150(2) 49,400 (2)	Nil Nil	Nil Nil	Nil Nil	Nil Nil	42,150 49,400
Herrick Lau(8) Director	2023 2022	$11,500 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	11,500 Nil
Shixin Huang(6) Director	2023 2022	30,250(4) 4,000(4)	Nil Nil	Nil Nil	Nil Nil	Nil Nil	30,250 4,000
Fei Chu(7) Director	2023 2022	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

(1) The Company does not currently have a performance bonus plan, nor any pension or retirement plans.
(2) Includes a $12,000 annual fee paid to directors.
(3) Includes a $12,000 annual fee paid to directors and a $12,000 fee paid to the chair of the Company's board of directors (the "**Board**") in 2022 and a $12,000 annual fee paid to directors in 2023.
(4) Shixin Wang was appointed CEO and director on May 24, 2022 and was paid a director's fee of $4,000. He resigned as CEO and director on June 20, 2023.
(5) Ian Mallmann resigned as CFO and corporate secretary of the Company on October 15, 2022.
(6) Shixin Huang resigned as a director of the Company on June 20, 2023.
(7) Fei Chu resigned as a director of the Company on December 20, 2022.
(8) Herrick Lau was appointed as a director on October 15, 2022 and was paid a director's fee of $11,500.

Stock Options and Other Compensation Securities

No stock options or other compensation securities were granted to any director or NEO during the most recently completed financial year.

Exercise of Compensation Securities by NEOs and Directors

No stock options or other compensation securities were exercised by any director or NEO during the most recently completed financial year.

Stock Option Plans and Other Incentive Plans

On November 28, 2023, the Company's shareholders approved a "fixed 10%" stock option plan (the "**Plan**") under which a maximum of 1,693,790 may be reserved for issuance pursuant to the exercise of stock options.

The underlying purpose of the Plan is to attract and motivate the directors, officers, employees and consultants of the Company and to advance the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Plan.

The material terms of the Company's stock option plan are as follows:

1. The term of any options granted under the stock option plan will be fixed by the Board or applicable committee at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.

2. The exercise price of any options granted under the stock option plan will be determined by the Board or applicable committee, in its sole discretion, but shall not be less than the closing trading price of the Company's common shares preceding the grant of such options, less any discount permitted by the regulatory authorities.

3. Except as described in item 8 below or otherwise imposed by the Board or applicable committee, no vesting requirements will apply to options granted under the stock option plan. A four month hold period, commencing from the date of grant of an option, will apply to all shares:

   (a) if the exercise price of the stock options is based on less than market price; and

   (b) if the stock options were granted to directors and officer of the Company.

4. All options will be non-assignable and non-transferable except in the event of the death of the holder of the option.

5. The aggregate number of options which may be granted to any one option holder under the stock option plan within any 12-month period must not exceed 5% of the number of issued and outstanding common shares of the Company as at the date of grant (unless the Company has obtained disinterested shareholder approval).

6. If required by regulatory rules, disinterested shareholder approval is required to the grant to insiders (as a group), within a 12-month period, of an aggregate number of options which, when added to the number of outstanding incentive stock options granted to insiders within the previous 12 months (calculated at the date an option is granted to an insider), exceed 10% of the number of issued and outstanding common shares of the Company.

7. The aggregate number of options which may be granted to any one consultant within any 12-month period must not exceed 2% of the number of issued and outstanding common shares of the Company, calculated at the date an option is granted to a consultant.

8. The aggregate number of options which may be granted within any 12-month period to employees or consultants engaged in investor relations activities must not exceed 2% of the number of issued and outstanding common shares of the Company, calculated at the date an option is granted to any such employee or consultant, and such options must vest in stages over a period of not less than 12 months with no more than 25% of the options vesting no sooner than three months after the options were granted, no more than another 25% of the options vesting no sooner than six months after the options were granted, no more than another 25% of the options vesting no sooner than nine months after the options were granted, and no more than another 25% of the options vesting no sooner than twelve months after the options were granted.

9. Generally, an option will expire on the 30th day following the date on which an option holder ceases to be a director, officer, employee or consultant of the Company (other than by reason of death or disability) or such later date (up to one year) as may be determined by the Board or applicable committee.

The Company has no other form of compensation plan under which equity securities of the Company are authorized for issuance to employees or non-employees in exchange for consideration in the form of goods and services.

Employment, consulting and management agreements

Except as disclosed below, there were no agreements or arrangements in place under which compensation, other than compensation for acting as a member of the board of directors or of any board committee of the Company, the grant of options under the Plan, and the reimbursement of expenses any director or NEO may have incurred on behalf of the Company, was provided during the most recently completed financial year or is payable in respect of services provided to the Company that were:

(a) performed by a director or NEO; or

(b) performed by any other party but are services typically provided by a director or a NEO,

There were no agreements or arrangement containing provisions with respect to change of control, severance, termination or constructive dismissal.

The services of S. Randall Smallbone, the CEO and a director of the Company, are provided pursuant to an amended and restated consulting services agreement dated July 1, 2019 (the "**Smallbone Agreement**"). Pursuant to the Smallbone Agreement, Mr. Smallbone is paid a fee of $2,500 per month. Mr. Smallbone may terminate the Smallbone Agreement by giving the Company not less than 60 days' written notice and the Company may terminate the Smallbone Agreement without any advance notice provided that the Company makes immediate payout to Mr. Smallbone of the balance of his monthly fee, except in the case of an Event of Default (as defined in the Smallbone Agreement).

The services of Ian Mallmann, the former CFO and the Company's corporate secretary, were provided pursuant to an amended and restated consulting services agreement dated July 1, 2019 (the "**Mallmann Agreement**") between the Company and Chagford Square Capital Inc. (the "**Consultant**"), a private company of which Mr. Mallmann is a principal. Pursuant to the Mallmann Agreement, the Consultant was paid a fee of $2,500 per month. Mr. Mallmann resigned as CFO and corporate secretary on October 15, 2022.

The services of Iris Duan, interim CFO and director since Oct. 15, 2023, were provided pursuant to a consulting agreement dated Oct. 15, 2023 (the "Duan Agreement") between the Company and 0909921 B.C. Ltd. (the "Consultant"), a private company of which Ms. Duan is a principal. Pursuant to the Duan Agreement, the Consultant was paid a fee of #2500 per month in 2023.

The services of Wei Kang, the vice president finance and a director of the Company, are provided pursuant to an amended and restated consulting services agreement dated July 1, 2019, (the "**Kang Agreement**"). Pursuant to the Kang Agreement, Mr. Kang is paid a fee of $3,117 per month. Mr. Kang may terminate the Kang Agreement by giving the Company not less than 60 days' written notice and the Company may terminate the Kang Agreement without any advance notice provided that the Company makes immediate payout to Mr. Kang of the balance of his monthly fee, except in the case of an Event of Default (as defined in the Kang Agreement).

Oversight and Description of Director and NEO Compensation

Compensation Review Process

The Company's corporate governance and compensation committee (the "**Governance and Compensation Committee**") is responsible for the compensation policies and guidelines for the Company and for implementing and overseeing compensation policies. The Governance and Compensation Committee is comprised of three directors of the Company and it reports to the Board.

The Governance and Compensation Committee reviews on an annual basis the cash compensation, performance, and overall compensation package of the directors and each executive officer, including the NEOs. The Governance and Compensation Committee makes decisions with respect to basic salary and participation in stock option compensation arrangements for each director and executive officer. The Company does not have a formal compensation program with set benchmarks; however, the Company does have an informal compensation program which seeks to reward an executive officer's current and future expected performance, taking into account each NEO's achievement of corporate milestones and objectives. In considering executive officers other than the CEO, the Governance and Compensation Committee takes into account the recommendation of the CEO.

The Company pays an annual fee of $12,000 to each of the directors for acting in such capacity, and an additional annual fee of $12,000 to the chair of the Board. Directors are also eligible to receive stock option grants.

Elements of Executive Compensation Program

The Company's compensation program consists of the following elements:

(a) base salary or consulting fees;

(b) bonus payments; and

(c) equity participation through the Company's stock option plan.

Base Salary or Consulting Fees

In determining the base salary of a NEO, the Governance and Compensation Committee considers the following factors:

(a) the particular responsibilities related to the position;

(b) salaries paid by other companies which are of a size and at a stage of development similar to that of the Company;

(c) the experience level of the NEO;

(d) the amount of time and commitment which the NEO devotes to the Company; and

(e) the NEO's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Bonus Payments

The NEOs, as well as all other employees, are eligible for an annual bonus, payable in cash or through option-based compensation. The amount paid is based on the Governance and Compensation Committee's assessment of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash management and share price performance) and operational criteria (such as significant mineral property acquisitions, resource growth and the attainment of corporate milestones).

No bonus payments were made during Fiscal 2023.

Equity Participation

The Company offers equity participation in the Company through its stock option plan. The purpose of granting stock options is to assist the Company in compensating, attracting, retaining and motivating its executive officers and to closely align the personal interests of such persons to that of the shareholders. In determining the number of options to be granted to the executive officers, the Governance and Compensation Committee takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange (the "**TSXV**").

Pension Disclosure

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

During Fiscal 2023, the Company's stock option plan was the only equity compensation plan under which securities were authorized for issuance. The following table sets forth information with respect to the Company's stock option plan as at September 30, 2023.

Plan category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	Nil	N/A	Nil [(1)]
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil	N/A	Nil[(1)]

(1) This figure is based on the total number of shares authorized for issuance under the Company's stock option plan, less the number of stock options issued under such plan which were outstanding as at September 30, 2023. As at September 30, 2023, the Company was authorized to issue options for the purchase of a total of Nil (2022 - 1,693,790) common shares of the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the last completed financial year was any current director, executive officer or employee or any former director, executive officer or employee of the Company, or any proposed nominee for election as a director of the Company (i) indebted to the Company; or (ii) indebted to another entity where such indebtedness is 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

For the purposes of this information circular, "informed person" means:

(a) a director or executive officer of the Company;

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

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

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

No informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director has or has had any material interest, direct or indirect, in any transaction undertaken by the Company during its last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* ("**NP 58-201**") establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices and feels that the Company's corporate governance practices are appropriate and effective for the Company given its current size.

The following is the information required to be provided pursuant to Form 58-101F2 *Corporate Governance Disclosure (Venture Issuers)*.

Board of Directors

The Board is currently composed of Randall Smallbone, (Iris) Hong Duan, Wei Kang, and Herrick Lau. All of the proposed nominees for election as directors are currently directors of the Company.

NP 58-201 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NP 58-201 suggests that a board of directors should include a number of directors who do not have interests in either the company or a significant shareholder. Of the proposed director nominees, Herrick Lau and Wei Kang are considered by the Board to be "independent" within the meaning of NP 58-201. Randall Smallbone and (Iris) Hong Duan are executive officers of the Company and accordingly, are considered to be "non-independent".

The Board meets formally on an as needed basis to review and discuss the Company's business activities, and to consider and if thought fit, to approve matters presented to the Board for approval, and to provide guidance to management. In addition, management informally provides updates to the Board at least once per quarter between formal meetings. In general, management consults with the Board when deemed appropriate to keep it informed regarding the Company's affairs.

The Board facilitates the exercise of independent supervision over management through these various meetings. At present, the Board has two formal committees (discussed below under *Other Board Committees*) in addition to its audit committee (the "**Audit Committee**"). The composition of the Board is such that the independent directors have significant experience in business affairs and, as a result, these directors are able to provide significant and valuable independent supervision over management.

In the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with their fiduciary obligations as a director of the Company, disclose the nature and extent of their interest to the Board and abstain from voting on or against the approval of such participation.

Directorships

Other than as set out in the following table, none of the current directors of the Company are directors of other issuers that are reporting issuers in Canada or the equivalent in a foreign jurisdiction.

Name of Director	Name of other reporting issuer
S. Randall Smallbone	Marvel Bioscience Inc. (TSXV:MRVL) Peak Discovery Capital Ltd. (TSXV: PEC-H.)
Wei Kang	NIL
Iris Duan	Golden Star Capital Ventures Inc. (TSXV: GCV/P)
Herrick Lau	Penbar Capital Ltd. (TSXV: PEM.P) Pardus Ventures Inc. (TSXV: PDVN.P) Pluto Ventures Inc. (CSE: PLTO)

Orientation and Continuing Education

At present, the Company does not provide a formal orientation and education program for new directors. Prior to joining the Board, potential members are encouraged to meet with management and inform themselves regarding management and the Company's affairs. After joining the Board, management and the Board chair provide orientation both at the outset and on an ongoing basis. The Company currently has no specific policy regarding continuing education for directors, and requests for education are encouraged, and dealt with on an ad hoc basis.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and has a corporate governance policies and procedures manual and a whistleblower policy to encourage employees to raise concerns about business conduct.

Nomination of Directors

Once a decision has been made to add or replace a director, the task of identifying new candidates will fall on the Governance and Compensation Committee. If a candidate looks promising, the Board and management will conduct due diligence on the candidate and interview the candidate and if the results are satisfactory to the Board, the candidate is invited to join the Board.

Compensation

Details regarding the compensation of Named Executive Officers and directors are discussed under "Statement of Executive Compensation – Oversight and Description of Director and NEO Compensation".

Other Board Committees

The Board has three committees, the Audit Committee, the Governance and Compensation Committee, and a disclosure committee (the "**Disclosure Committee**").

The Governance and Compensation Committee assists the Board in fulfilling its oversight responsibility relating to compensation of the Company's executive officers and directors. The Governance and Compensation Committee is also responsible for assessing the composition and effectiveness of the Board. The members of the Governance and Compensation Committee are Wei Kang and Herrick Lau.

The Disclosure Committee assists in compliance with the requirements of the TSXV and under securities law relating to the timely disclosure of material facts and material changes. The members of the Disclosure Committee are S. Randall Smallbone, Herrick Lau.

Assessments

At present, the Board does not have a formal process for assessing the effectiveness of the Board, the Board committees and whether individual directors are performing effectively. These matters are dealt with by the Board on a case by case basis. The Board is of the view that the Company's shareholders are the most important assessors of Board performance and that they provide the most effective, objective assessment of the Board's performance.

AUDIT COMMITTEE DISCLOSURE

Pursuant to the *Business Corporations Act* (British Columbia), the Company is required to have an audit committee comprised of at least three directors, the majority of whom must not be officers or employees of the Company or an affiliate of the Company.

Audit Committee Charter

The Company must, pursuant to National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), have a written charter which sets out the duties and responsibilities of its Audit Committee. The Company's audit committee charter is attached as Appendix A to this information circular.

Composition of the Audit Committee

The following are the members of the Audit Committee:

Herrick Lau	Independent(1)	Financially literate(1)
Wei Kang	Independent(1)	Financially literate(1)
S. Randall Smallbone	Not Independent(1)(2)	Financially literate(1)

(1) Within the meaning of NI 52-110.
(2) S. Randall Smallbone and (Iris) Hong Duan are executive officers of the Company, and therefore are considered under NI 52-110 to be non-independent. The Company's audit committee does, however, meet the requirements applicable to a "venture issuer" (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*) and the requirements of the TSXV and the *Business Corporations Act* (British Columbia).

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of their responsibilities as a member is as follows:

Herrick Lau is currently managing director of Baron Global Financial Canada Ltd. ("Baron Canada"), a merchant banking firm based in Vancouver, BC, Canada. Baron Canada is a wholly owned subsidiary of VBG International Holdings Limited (The Hatcher Group), a member firm of the Hong Kong Stock Exchange. Mr. Lau is an experienced investment banking professional who has conducted transactions in initial public offerings, reverse takeovers, financings, mergers & acquisitions, divestitures, and various advisory services. Mr. Lau also has experience as a senior financial executive in public companies. Mr. Lau has acted as CFO and/or director for various public companies listed on the Toronto Stock Exchange, TSXV and Canadian Securities Exchange. He is currently a member of the Local Advisory Committee of the TSXV. Mr. Lau is a charter holder of the Chartered Financial Analyst (CFA) designation.

Wei Kang was a principal of Wei Kang & Company retired in 2023. Prior to starting a public practice accounting firm, Mr. Kang was, from 2007 to 2013, VP Finance at Centerpoint Resources Inc., a company focusing on the ownership of natural resource properties, mine exploration and development, and investment in select public and private companies in the same sector. Mr. Kang obtained his CPA designation from the Chartered Professional Accountants of British Columbia in 2003.

S. Randall Smallbone is a financial executive with more than 30 years' operational experience in global manufacturing of consumer goods, contract manufacturing, automotive and aerospace parts. Mr. Smallbone has significant experience in financial management, capital markets, acquisitions, and investor relations and holds a CPA/CGA designation. He is the chair of the audit committee of Peak Discovery Capital Ltd. (TSXV: PEC.H)

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is required to approve the engagement of the Company's external auditors in respect of non-audit services.

External Auditor Service Fees (by category)

The aggregate fees billed by the Company's external auditors in each of the last two financial years for audit fees are as follows:

Financial Year Ending	Audit Fees ($)	Audit Related Fees[(1)] ($)	Tax Fees[(2)] ($)	All Other Fees[(3)] ($)
2023	22,500	338	0	0
2022	28,000	0	0	0

(1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
(2) Fees charged for tax compliance, tax advice and tax planning services.
(3) Fees for services other than disclosed in any other column.

Venture Issuers Exemption

The Company is relying on the exemption in section 6.1 of NI 52-110 from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

PARTICULARS OF MATTERS TO BE ACTED UPON

The following are the matters to be acted upon at the Meeting.

Presentation of the Financial Statements

The financial statements of the Company for Fiscal 2023 and the report of the auditor thereon, will be placed before the Meeting. The Company's financial statements are available under the Company's profile on the SEDAR+ website, which can be accessed at www.sedarplus.ca.

Election of Directors

The persons named in the enclosed instrument of proxy intend to vote in favour of fixing the number of directors at four.

Each director of the Company is elected annually and holds office until the next annual meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary the shares represented by proxy will be voted for the nominees herein listed.

MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. IN THE EVENT THAT PRIOR TO THE MEETING ANY VACANCIES OCCUR IN THE SLATE OF NOMINEES HEREIN LISTED, IT IS INTENDED THAT DISCRETIONARY AUTHORITY SHALL BE EXERCISED BY THE PERSON NAMED IN THE PROXY AS NOMINEE TO VOTE THE SHARES REPRESENTED BY PROXY FOR THE ELECTION OF ANY OTHER PERSON OR PERSONS NOMINATED AS DIRECTORS.

Management proposes that the number of directors for the Company be set at four for the ensuing year subject to such increases as may be permitted by the articles of the Company. The table below lists the management nominees for election as directors and certain information concerning them, as furnished by each nominee.

Name, Jurisdiction of Residence and Position	**Principal Occupation or Employment (Past Five Years if Not Previously Elected by Shareholders)**	**Date Appointed As a Director**	**Holdings in Voting Securities of the Company and its Subsidiaries**
Herrick Lau(1) (3) British Columbia, Canada *Director*	Managing Director of Baron Global Financial Canada Ltd.	October 15, 2022	75,000 common shares
(Iris) Hong Duan (2) British Columbia, Canada *Director and interim CFO*	Former partner with MNP LLP	February 20, 2017	275,000 common shares
Wei Kang(2) British Columbia, Canada *VP Finance and Director*	Wei Kang, CPA	February 20, 2017	275,000 common shares
S. Randall Smallbone(1)(2) (3) Ontario, Canada *CEO and Director*	Director of several NFPs (not for profits) and 2 other reporting issuers, and advisor to various private companies	August 28, 2018	100,000 common shares

(1) Member of the Audit Committee
(2) Member of the Corporate Governance and Compensation Committee
(3) Member of the Disclosure Committee

Cease Trade Orders and Bankruptcy

No proposed director:

(a) is, or was within 10 years before the date of this information circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

  (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

  (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) is, as at the date of this information circular, or has been within the 10 years before the date of this information circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

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

S. Randall Smallbone was subject to a management cease trade order (the "**Order**") issued by the British Columbia Securities Commission (the "**BCSC**") on October 28, 2018 as the Company was not able to meet the filing deadline for the annual financial statements, management discussion and analysis and executive certificates for the financial year ended June 30, 2018. The Company completed the required filings on November 30, 2018 and the Order was revoked by the BCSC on December 4, 2018.

In addition, no proposed director has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

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

Appointment of Auditor

The persons named in the enclosed instrument of proxy will vote for the appointment of Mao & Ying LLP, Chartered Professional Accountants, of 1488 – 1188 West Georgia Street, Vancouver, British Columbia, V6E 4A2, as auditor of the Company for the ensuing year, until the close of the next annual meeting of the shareholders at a remuneration to be fixed by the Board. Mao & Ying, was first appointed to the position of auditor of the Company on December 6, 2023.

ADDITIONAL INFORMATION

Additional information concerning the Company is available under its profile on the SEDAR+ website at www.sedarplus.ca. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial period which are filed on SEDAR+.

Shareholders wishing to obtain a copy of the Company's financial statements and management's discussion and analysis may contact the Company as follows:

Astron Connect Inc.
2900 – 733 Seymour St.
Vancouver, B.C. V6B 0S6
Telephone: 604 688,5618

Management knows of no other matters to come before the Meeting other than those referred to in the notice of meeting. Should any other matters properly come before the Meeting, the shares represented by the instrument of proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy provided that such authority is granted to the proxyholder by the proxy.

The contents and sending of this information circular have been approved by the directors of the Company.

DATED at Vancouver, British Columbia, the 18th day of November, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

"Iris Duan"

Iris Duan
Interim Chief Financial Officer

APPENDIX A

CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

1. Mandate

1.1 The mandate of the Audit Committee established pursuant to this charter is to oversee the Company's accounting and financial processes and audits of the Company's financial statements, and reports thereon to the Board of Directors. Within this mandate, the Audit Committee's role is to:

a) support the Board of Directors in meeting its responsibilities to shareholders;

b) enhance the independence of the external auditor;

c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors; and

d) increase the credibility and objectivity of the Company's financial reports and public disclosure.

1.2 In addition, the Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2. Membership

2.1 Each member of the Audit Committee must be a director of the Company.

2.2 The Audit Committee will consist of at least three members. The composition of the Audit Committee will comply with the regulatory requirements to which the Company is subject from time to time.

2.3 The members of the Audit Committee and its chairperson will be appointed from time to time by and will serve at the discretion of the Board of Directors.

3. Authority

3.1 In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities;

b) communicate directly with management and any internal auditor and with the external auditor; and

c) approve interim financial statements and interim Management's Discussion and Analysis on behalf of the Board of Directors.

4. Duties and Responsibilities

4.1 The duties and responsibilities of the Audit Committee include:

a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;

b) recommending to the Board of Directors the compensation of the external auditor;

c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;

d) overseeing the work of the external auditor;

e) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;

f) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;

g) reviewing financial statements, Management's Discussion and Analysis and annual and interim earnings press releases prior to public disclosure of this information;

h) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to its dissemination to the public;

i) overseeing the adequacy of the Company's system of internal accounting controls and obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;

j) overseeing the effectiveness of the internal audit function;

k) resolving disputes between management and the external auditor regarding financial reporting;

l) establishing procedures to deal with complaints and concerns, from employees and others, regarding questionable accounting or auditing practices;

m) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or present external auditor;

n) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor; and

o) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2 In addition to the above responsibilities, the Audit Committee will undertake such other duties as the Board of Directors delegates to it.

4.3 The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. Meetings

5.1 The quorum for a meeting of the Audit Committee is a majority of the members of the Committee. Questions arising shall be determined by a majority of votes of the members of the Audit Committee present, and in the case of an equality of votes, the chairperson shall not have a second or casting vote.

5.2 The members of the Audit Committee may determine their own procedures.

5.3 The Audit Committee will meet at least once each year. The Audit Committee may establish its own meeting schedule.

5.4 The Audit Committee will meet with the President and with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company. The Audit Committee shall have unrestricted and unfettered access to all Company personnel and documents and shall be provided with the resources necessary to carry out its responsibilities.

5.5 The Audit Committee will meet with the external auditor of the Company at least once each year to review the external auditor's examination and report.

5.6 The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

6. Reports

6.1 The Audit Committee will record its recommendations to the Board in written form.

7. Minutes

7.1 The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

7.2 A resolution approved in writing by all of the members of the Audit Committee shall be valid and effective as if it had been passed at a duly called meeting.