



**NOTICE OF SPECIAL MEETING OF CLASS A RESTRICTED VOTING
SHAREHOLDERS SCHEDULED TO BE HELD ON NOVEMBER 28, 2022**

AND

**MANAGEMENT INFORMATION CIRCULAR
dated October 28, 2022**

with respect to the

**PROPOSED EXTENSION OF THE PERMITTED TIMELINE TO CONSUMMATE A
QUALIFYING ACQUISITION (“EXTENSION”)**

for

VM HOTEL ACQUISITION CORP.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT VM HOTEL
ACQUISITION CORP. CLASS A RESTRICTED VOTING SHAREHOLDERS VOTE
FOR THE EXTENSION**

This notice of special meeting, management information circular and accompanying materials are important and require your immediate attention. They require holders of Class A Restricted Voting Shares (“**Shareholders**”) to make important decisions. If you are in doubt as to how to make such decisions, please contact your financial, legal, tax or other professional advisors.

We will be holding the Meeting in a virtual-only format, which will be conducted via live audio webcast online at:

<https://us02web.zoom.us/j/85105648161?pwd=MnBqbEdDMWtrV09yTDJwbjJBclVqQT09>

During the audio webcast, Shareholders will be able to hear the Meeting live, and registered Shareholders and duly appointed and registered proxyholders will be able to submit questions and vote while the Meeting is being held. We hope that hosting a virtual meeting helps enable greater participation by our shareholders by allowing shareholders that might not otherwise be able to travel to a physical meeting to attend online, while minimizing the health risk that may be associated with large gatherings. The accompanying management information circular provides important and detailed instructions about how to attend and participate and vote at the virtual Meeting.



October 28, 2022

Dear Class A Restricted Voting Shareholder:

On behalf of the board of directors (the “**Board**”) of VM Hotel Acquisition Corp. (the “**Corporation**”), the Corporation is calling a special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of Class A Restricted Voting Shares of the Corporation (the “**Class A Restricted Voting Shares**”) to vote on a resolution (the “**Extension Resolution**”) to extend the date by which the Corporation has to consummate a qualifying acquisition (the “**Permitted Timeline**”) from November 30, 2022 to March 31, 2023 (the “**Extension**”), and to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

As disclosed in its news release dated September 22, 2022, the Corporation has entered into a business combination agreement with The Pyure Company Inc. (“**Pyure**”), HGI Industries, Inc., a predecessor and majority shareholder of Pyure, and TCPI Mergersub, Inc., a wholly owned subsidiary of the Corporation, pursuant to which the Corporation intends to acquire, through a series of transactions, all of the issued and outstanding shares of Pyure (the “**Business Combination**”). The Business Combination is subject to a number of conditions including, among other things, regulatory and Toronto Stock Exchange approval. The Corporation’s current Permitted Timeline expires on November 30, 2022. The Permitted Timeline was previously automatically extended as a result of the Corporation’s execution of a letter of intent in connection with the Business Combination.

The Board is seeking approval of the Extension Resolution by Shareholders, in accordance with the Corporation’s articles. By approving the Extension Resolution, Shareholders will provide the Corporation until March 31, 2023 to consummate its qualifying acquisition, which may include the closing of the Business Combination. There can be no assurance that a qualifying acquisition will be completed.

In connection with the Meeting, the Corporation will provide Shareholders with the opportunity to deposit for redemption all or a portion of their Class A Restricted Voting Shares, irrespective of whether such Shareholders voted for or against, or did not vote on, the Extension Resolution, provided that they deposit (and do not subsequently validly withdraw) their shares for redemption prior to 5:00 p.m. (Toronto time) on November 24, 2022, the second business day before the date of the Meeting. As of the date hereof, the Corporation estimates that, each Class A Restricted Voting Share will be redeemed for US\$10.03 per Class A Restricted Voting Share. The closing price of the Class A Restricted Voting Shares on October 12, 2022, the last trading day prior to the Record Date (as defined below), was US\$9.61. Accordingly, if the market price were to remain the same until the date of the Meeting, exercising redemption rights would result in a Shareholders receiving US\$0.42 more than if he, she or it sold his, her or its Class A Restricted Voting Shares in the open market (without taking taxes into account). **It should also be noted that, if the Extension is made effective, Shareholders will have another redemption opportunity in**

connection with the consummation of a qualifying acquisition by the Corporation prior to the applicable deadline. Depending on a Shareholder's individual circumstances, the Canadian income tax consequences to a Shareholder who redeems shares could be worse than the Canadian income tax consequences to a Shareholder who sells shares in the open market, since redeeming shares will result in a deemed dividend to the Shareholder. **Shareholders who are not resident in Canada and whose shares are redeemed will be subject to Canadian withholding tax on the deemed dividend.** See "*Certain Canadian Federal Income Tax Considerations*" in the Circular. Such non-resident Shareholders should also seek their own tax advice as to the non-Canadian tax consequences of redeeming their Class A Restricted Voting Shares. The Corporation cannot assure Shareholders that they will be able to sell their Class A Restricted Voting Shares in the open market, even if the market price per share is higher than the redemption price stated above, as there may not be sufficient liquidity in its securities when such Shareholders wish to sell their Class A Restricted Voting Shares.

If the Extension Resolution is approved and the Extension is made effective, the Corporation shall (a) redeem those Class A Restricted Voting Shares that are deposited (and not validly withdrawn) for redemption, and (b) deliver to each such holder its pro rata portion of the escrow funds available in the Corporation's escrow account less certain specified costs and taxes. The remainder of the escrow funds shall remain in the escrow account and be available for use by the Corporation to complete a qualifying acquisition on or before March 31, 2023. Holders of Class A Restricted Voting Shares who do not redeem their shares will retain their redemption rights in connection with the Corporation's qualifying acquisition through to March 31, 2023, if the Extension Resolution is approved.

The Corporation cannot predict the amount that will remain in the escrow account if the Extension Resolution is approved and the Extension is implemented, and the amount remaining in the escrow account may be materially less than the approximately US\$100,943,571 that was in the escrow account as of October 12, 2022.

If the Extension Resolution is not approved then, subject to applicable laws, each Class A Restricted Voting Share will be redeemed for its pro rata portion of the escrow funds available in the Escrow Account less certain specified costs and taxes, as the Corporation would be unable to close its qualifying acquisition within the current Permitted Timeline.

The Board may revoke the Extension Resolution without further approval of Shareholders of the Corporation at any time prior to the Extension becoming effective in the event that the Corporation determines not to proceed with the Extension.

This is an important matter affecting the future of the Corporation and your vote is important regardless of the number of Class A Restricted Voting Shares you own.

ZOOM MEETING DETAILS:

The Meeting will be held in a virtual-only format, which will be conducted via live webcast over the internet. Shareholders will have an equal opportunity to participate in the Meeting regardless of their geographic location.

Shareholders who choose to attend the Meeting will do so by accessing a live webcast of the Meeting via the internet by visiting:

<https://us02web.zoom.us/j/85105648161?pwd=MnBqbEdDMWtrV09yTDJwbjIBclVqQT09>

Shareholders should log in at least 15 minutes prior to the start of the Meeting. In order to log in, Shareholders will be required to provide the meeting ID 851-0564-8161 and password 567308. To assist the Scrutineer with attendance, Shareholders are asked to log into the Meeting with their First and Last Names.

Shareholders will be able to listen to the Meeting live and submit questions while the Meeting is being held. Shareholders who are unable to attend the virtual Meeting are requested to sign, date and return the form of proxy or voting instruction form received in accordance with the instructions provided. The information circular provides additional information relating to the matters to be dealt with at the Meeting.

The Corporation's board of directors (the "**Board**") has fixed October 13, 2022 as the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Circular.

If you are a registered Shareholder of the Corporation, please complete, date and sign the accompanying form of proxy and choose one of the following options to submit your proxy:

- (a) completed, date and sign the Proxy and return it to the Corporation's transfer agent by 9:00 a.m. (Toronto time) November 24, 2022 by regular mail at TSX Trust Company, 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1, or via facsimile to 416-595-9593 ; or
- (b) use the internet through the website of the Corporation's transfer agent at www.voteproxyonline.com. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the control number.

If you are a non-registered Shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your Class A Restricted Voting Shares not being eligible to be voted by proxy at the Meeting.

The management information circular (the "**Circular**") included herewith contains a detailed description of the Extension and other information relating to the Corporation. We urge you to consider carefully all of the information in the Circular. Shareholders who have any questions or

need additional information with respect to the voting of their Class A Restricted Voting Shares should consult their financial, legal, tax or other professional advisors.

On behalf of the Corporation, I would like to thank all of our Shareholders for their ongoing support.

Yours very truly,

(Signed) *“Ian McAuley”*

Ian McAuley
President and Chief Executive Officer,
VM Hotel Acquisition Corp.

Shareholders may exercise their rights by virtually attending the Meeting online or by completing a form of proxy or voting instruction form. If you are unable to virtually attend the Meeting, please complete, date and sign the enclosed form of proxy or voting instruction form and deal with it as directed. A Shareholder who wishes to appoint a person other than the management nominees identified in the form of proxy or voting instruction form (the “**Proxyholders**”) to represent such shareholder at the Meeting may do so by inserting such person’s name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the Proxyholders virtually attend and participate in the Meeting as your proxy and vote your Class A Restricted Voting Shares, including if you are a non-registered Shareholder and wish to appoint yourself as your proxy to virtually attend, participate and vote at the Meeting, you **MUST** register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not being able to virtually attend, participate or vote at the Meeting. To register a proxyholder, Shareholders **MUST** send an email to tsxtrustproxyvoting@tmx.com and provide TSX Trust Company (“**TSX Trust**”), the transfer agent and registrar of the Corporation, with their proxyholder’s contact information, amount of Class A Restricted Voting Shares appointed, name in which the Class A Restricted Voting Shares are registered if they are a registered Shareholder, or name of broker where the Class A Restricted Voting Shares are held if a beneficial Shareholder, so that TSX Trust can facilitate the proxyholder’s participation in the Meeting.

A proxy will not be valid for use at the Meeting unless the completed form of proxy is deposited at TSX Trust’s office at 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1, by facsimile at 416-595-9593 or by internet at www.voteproxyonline.com by 9:00 a.m. (Toronto time) on November 24, 2022 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the reconvening of the Meeting.

If you are a registered Shareholder, contact TSX Trust at 416-361-0930 or by email tsxtis@tmx.com for any voting questions you may have.



**NOTICE OF SPECIAL MEETING OF CLASS A RESTRICTED VOTING
SHAREHOLDERS SCHEDULED TO BE HELD ON NOVEMBER 28, 2022**

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of Class A Restricted Voting Shares (the “**Class A Restricted Voting Shares**”) in the capital of VM Hotel Acquisition Corp. (the “**Corporation**”) is scheduled to be held virtually at 9:00 a.m. (Toronto time) on November 28, 2022.

The Corporation is holding its meeting in a virtual-only format. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location. Only registered shareholders and duly appointed proxyholders will be entitled to attend, ask questions and vote at the Meeting. Shareholders will not be able to physically attend the Meeting. The cost of this solicitation will be borne by the Corporation.

Shareholders can submit any questions they may have in advance of the Meeting to tsxtis@tmx.com.

The Meeting is being held for the following purposes:

1. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution (the “**Extension Resolution**”), the full text of which is set forth in Appendix A to the accompanying management information circular (the “**Circular**”), to extend the date by which the Corporation has to consummate a qualifying acquisition from November 30, 2022 to March 31, 2023 (the “**Extension**”); and
2. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is the close of business on October 13, 2022 (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof.

As a Shareholder, it is very important that you read the Meeting Materials carefully. They contain important information with respect to voting your Class A Restricted Voting Shares and attending and participating at the Meeting.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting, may do so by inserting such person’s name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. A beneficial Shareholder who wishes to participate in and vote at the Meeting, should appoint themselves as proxyholder. If you wish that a person other than management nominees identified on the form of proxy or voting instruction form

attend and participate at the Meeting as your proxy and vote your Class A Restricted Voting Shares, including if you are a non-registered Shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not being able to virtually attend, participate or vote at the Meeting. To register a proxyholder, Shareholders MUST send an email to tsxtrustproxyvoting@tmx.com and provide TSX Trust Company (“TSX Trust”) with their proxyholder’s contact information, amount of Class A Restricted Voting Shares appointed, name in which the Class A Restricted Voting Shares are registered if they are a registered Shareholder, or name of broker where the Class A Restricted Voting Shares are held if a beneficial Shareholder, so that TSX Trust can facilitate the proxyholder’s participation in the Meeting.

A registered Shareholder may attend the Meeting or may be represented by proxy. If you are a registered Shareholder and you are unable to attend the Meeting, we encourage you to vote by completing the enclosed form of proxy and submitting it over the internet in accordance with the enclosed instructions. Voting by proxy will not prevent you from voting if you attend the Meeting and will ensure that your vote will be counted if you are unable to attend.

If you are not a registered Shareholder and receive these materials through your broker or other intermediary, please complete the form of proxy or voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein.

A proxy will not be valid for use at the Meeting unless the completed form of proxy is deposited at TSX Trust’s office at 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1, by facsimile at 416-595-9593 or by internet at www.voteproxyonline.com by 9:00 a.m. (Toronto time) on November 24, 2022 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the reconvening of the Meeting. A person appointed as a proxyholder need not be a Shareholder, subject to the registration requirements outlined above. The time limit for the deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice. If you are a registered Shareholder, please contact TSX Trust at 416-361-0930 or by email tsxtis@tmx.com for any voting questions you may have.

In connection with the Meeting, the Corporation will provide Shareholder with the opportunity to deposit for redemption all or a portion of their Class A Restricted Voting Shares, irrespective of whether such Shareholders voted for or against, or did not vote on, the Extension Resolution, provided that they deposit (and do not subsequently validly withdraw) their Class A Restricted Voting Shares for redemption prior to 5:00 p.m. (Toronto time) on November 24, 2022, the second business day before the date of the Meeting. Upon the requisite approval of the Extension Resolution (which requires approval by both the Shareholders and the Board) and subject to applicable law, the Corporation will be required to redeem such Class A Restricted Voting Shares so deposited for redemption at an amount per Class A Restricted Voting Share (the “**Class A Extension Redemption Price**”), payable in cash, equal to the pro-rata portion (per Class A Restricted Voting Share) of: (a) the escrowed funds available in the escrow account at the time of the Meeting, including any interest and other amounts earned thereon, less (b) an amount equal to the total of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the escrow account, (ii) any taxes of the Corporation (including under Part VI.1 of the *Income Tax Act* (Canada)) arising in connection with the redemption of the Class A Restricted

Voting Shares, and (iii) actual and expected expenses directly related to the redemption, each as reasonably determined by the Corporation. For greater certainty, such amount will not be reduced by the deferred underwriting commission per Class A Restricted Voting Share held in the escrow account. For illustrative purposes, as of the date hereof, the estimated Class A Extension Redemption Price is US\$10.03 per Class A Restricted Voting Share. The closing price of the Class A Restricted Voting Shares on October 12, 2022 the last trading day prior to the Record Date, was US\$9.61. Accordingly, if the market price were to remain the same until the date of the Meeting, exercising redemption rights would result in a Shareholder receiving US\$0.42 more than if he, she or it sold his, her or its Class A Restricted Voting Shares in the open market (without taking taxes into account). **It should also be noted that, if the Extension is made effective, Shareholders will have another redemption opportunity in connection with the consummation of a qualifying acquisition by the Corporation prior to the applicable deadline. Depending on a Shareholder's individual circumstances, the Canadian income tax consequences to a Shareholder who redeems Class A Restricted Voting Shares could be worse than the Canadian income tax consequences to a Shareholder who sells Class A Restricted Voting Shares in the open market, since redeeming Class A Restricted Voting Shares will result in a deemed dividend to the Shareholder. Shareholders who are not resident in Canada and whose Class A Restricted Voting Shares are redeemed will be subject to Canadian withholding tax on the deemed dividend.** See "*Certain Canadian Federal Income Tax Considerations*" in the Circular. The Corporation cannot assure Shareholders that they will be able to sell their Class A Restricted Voting Shares in the open market, even if the market price per share is higher than the Class A Extension Redemption Price, as there may not be sufficient liquidity in its securities when such Shareholders wish to sell their Class A Restricted Voting Shares.

If the Extension Resolution is approved and the Extension is made effective, the Corporation shall (a) redeem those Class A Restricted Voting Shares that are deposited (and not validly withdrawn) for redemption, and (b) deliver to each such Shareholder its pro rata portion of the escrow funds available in the Corporation's escrow account less certain specified costs and taxes. The remainder of the escrow funds shall remain in the escrow account and be available for use by the Corporation to close its qualifying acquisition on or before March 31, 2023. Shareholders who do not redeem their Class A Restricted Voting Shares will retain their redemption rights in connection with the Corporation's qualifying acquisition through to March 31, 2023 if the Extension Resolution is approved.

The Corporation cannot predict the amount that will remain in the escrow account if the Extension Resolution is approved and the Extension is implemented, and the amount remaining in the escrow account may be materially less than the approximately US\$ 100,943,571 that was in the escrow account as of October 12, 2022.

As disclosed in its news release dated September 22, 2022, the Corporation has entered into a business combination agreement with The Pyure Company Inc. ("**Pyure**"), HGI Industries, Inc., a predecessor and majority shareholder of Pyure, and TCPI Mergersub, Inc., a wholly owned subsidiary of the Corporation, pursuant to which the Corporation intends to acquire, through a series of transactions, all of the issued and outstanding shares of Pyure (the "**Business Combination**"). The Business Combination is subject to a number of conditions including, among other things, regulatory and Toronto Stock Exchange approval. The Corporation's current Permitted Timeline expires on November 30, 2022. The Permitted Timeline was previously

automatically extended as a result of the Corporation's execution of a letter of intent in connection with the Business Combination. The Board is seeking approval of the Extension Resolution by Shareholders, in accordance with the Corporation's articles. By approving the Extension Resolution, Shareholders will provide the Corporation until March 31, 2023 to consummate its qualifying acquisition, which may include the closing of the Business Combination. There can be no assurance that a qualifying acquisition will be completed.

The Board may revoke the Extension Resolution without further approval of Shareholders at any time prior to the Extension becoming effective in the event that they determine not to proceed with the Extension.

Shareholders whose Class A Restricted Voting Shares are held through an intermediary may have earlier deadlines for depositing their Class A Restricted Voting Shares pursuant to the redemption right. If the deadline for depositing such Class A Restricted Voting Shares held through an intermediary is not met by a holder of Class A Restricted Voting Shares, such Shareholder's Class A Restricted Voting Shares may not be eligible for redemption.

Shareholders that have any questions or need additional information with respect to the voting of their Class A Restricted Voting Shares should consult their financial, legal, tax or other professional advisors.

ZOOM MEETING DETAILS:

The Meeting will be held in a virtual-only format, which will be conducted via live webcast over the internet. Shareholders will have an equal opportunity to participate in the Meeting regardless of their geographic location.

Shareholders who choose to attend the Meeting will do so by accessing a live webcast of the Meeting via the internet by visiting:

<https://us02web.zoom.us/j/85105648161?pwd=MnBqbEdDMWtrV09yTDJwbjIBclVqQT09>

Shareholders should log in at least 15 minutes prior to the start of the Meeting. In order to log in, Shareholders will be required to provide the Meeting ID 851-0564-8161 and password 567308. To assist the Scrutineer with attendance, Shareholders are asked to log into the Meeting with their First and Last Names.

Shareholders will be able to listen to the Meeting live and submit questions while the Meeting is being held. Shareholders who are unable to attend the virtual Meeting are requested to sign, date and return the form of proxy or voting instruction form received in accordance with the instructions provided. The information circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

The Corporation's board of directors (the "**Board**") has fixed November 28, 2022 as the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Circular.

If you are a registered Shareholder of the Corporation, please complete, date and sign the accompanying form of proxy and choose one of the following options to submit your proxy:

- (a) completed, date and sign the Proxy and return it to the Corporation's transfer agent by 9:00 a.m. (Toronto time) November 24, 2022 by regular mail at TSX Trust Company, 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1, or via facsimile to 416-595-9593; or
- (b) use the internet through the website of the Corporation's transfer agent at www.voteproxyonline.com. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the control number.

If you are a non-registered Shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your Class A Restricted Voting Shares not being eligible to be voted by proxy at the Meeting.

DATED this 28th day of October, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "**Ian McAuley**"

Ian McAuley
President and Chief Executive Officer
VM Hotel Acquisition Corp.

MANAGEMENT INFORMATION CIRCULAR

OCTOBER 28, 2022

INTRODUCTION

This management information circular (this “**Circular**”) is furnished in connection with the solicitation of proxies by management of VM Hotel Acquisition Corp. (the “**Corporation**”) for use at the special meeting of holders (“**Shareholders**”) of Class A Restricted Voting Shares of the Corporation (the “**Meeting**”) scheduled to be held at 9:00 a.m. (Toronto time) on November 28, 2022, and at any adjournment or postponement thereof, for the purposes set forth in the accompanying notice of meeting (the “**Notice of Meeting**”).

Any capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the “**Glossary of Terms**” included herein. Except to the extent otherwise stated herein, all information set forth herein is given as of October 12, 2022.

No person has been authorized to give any information or to make any representation in connection with the matters being considered herein other than those contained in this Circular and, if given or made, such information or representation should not be considered or relied upon as having been authorized. This Circular does not constitute an offer to sell, or a solicitation of an offer to acquire, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or proxy solicitation. The delivery of this Circular shall not, under any circumstances, create any implication that there has been no change in the information set forth herein since the date of this Circular.

Information contained in this Circular should not be construed as legal, tax or financial advice to any particular Shareholder and Shareholders are urged to consult their own professional advisors in connection with the matters considered in this Circular.

FORWARD-LOOKING INFORMATION

Certain of the statements contained within this document are forward-looking and reflect management’s expectations regarding the prospects, results of operations, performance and business of the Corporation based on information currently available to the Corporation. Forward-looking statements are provided for the purpose of presenting information about management’s current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. These statements use forward-looking words, such as “anticipate”, “continue”, “could”, “expect”, “may”, “will”, “intend”, “estimate”, “plan”, “believe” or other similar words but the absence of these words does not mean that a statement is not forward-looking. Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond the Corporation’s control that could cause actual results and events to differ materially from those that are disclosed in or implied by such forward- looking information. Such risks and uncertainties include, but are not limited to, the factors discussed under “Risk Factors” in the Corporation’s final prospectus for its initial public offering dated February 23, 2021 (the “**IPO Prospectus**”).

The forward-looking statements within this document are based on information currently available and what the Corporation currently believes are reasonable assumptions, including the material assumptions set out in the Corporation's most recent management's discussion and analysis of the results of operations and the financial condition, which is available under the Corporation's SEDAR profile at www.sedar.com.

The assumptions, risks and uncertainties described above are not exhaustive and other events and risk factors could cause actual results to differ materially from the results and events discussed in the forward- looking statements. The forward-looking statements within this document reflect current expectations of the Corporation as at the date of this document and speak only as at the date of this document. Except as may be required by applicable law, the Corporation does not undertake any obligation to publicly update or revise any forward-looking statements.

Currency

All references to "\$" are to United States dollars unless otherwise stated.

GLOSSARY OF TERMS

“**AIF**” means the Corporation’s annual information form dated March 31, 2022;

“**allowable capital loss**” has the meaning assigned to it under the heading “*Certain Canadian Federal Income Tax Considerations*”;

“**BCBCA**” means the Business Corporations Act (British Columbia), as it may be amended from time to time;

“**Board**” means the board of directors of the Corporation;

“**Broadridge**” means Broadridge Financial Solutions Inc.;

“**Business Combination**” has the meaning assigned to it under the heading “*Purpose of the Meeting*”;

“**Business Combination Agreement**” has the meaning assigned to it under the heading “*Purpose of the Meeting*” ;

“**CDS**” means CDS Clearing and Depositary Services Inc.;

“**CDS Participant**” has the meaning assigned to it under the heading “*Redemption Rights*”;

“**Class A Extension Redemption Price**” means an amount per Class A Restricted Voting Share, payable in cash, equal to the pro-rata portion (per Class A Restricted Voting Share) of: (a) the escrowed funds available in the Escrow Account at the time of the Meeting, including any interest and other amounts earned thereon, less (b) an amount equal to the total of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, (ii) any taxes of the Corporation (including under Part VI.1 of the Tax Act) arising in connection with the redemption of the Class A Restricted Voting Shares, and (iii) actual and expected expenses directly related to the redemption, each as reasonably determined by the Corporation. For greater certainty, such amount will not be reduced by the deferred underwriting commission per Class A Restricted Voting Share held in the Escrow Account;

“**Class A Restricted Voting Shares**” means the Class A Restricted Voting Shares in the capital of the Corporation, which may be “**restricted securities**” within the meaning of such term under applicable Canadian securities laws, and each a “**Class A Restricted Voting Share**”;

“**Class A Restricted Voting Units**” means the 10,000,000 Class A Restricted Voting Units in the capital of the Corporation issued pursuant to the IPO, with each such Class A Restricted Voting Unit consisting of one Class A Restricted Voting Share and one-half of a Warrant;

“**Class B Shares**” means the Class B Shares in the capital of the Corporation, and each a “**Class B Share**”;

“**Corporation**” means VM Hotel Acquisition Corp., a corporation incorporated under the laws of the Province of British Columbia pursuant to the BCBCA;

“**CRA**” means the Canada Revenue Agency;

“Escrow Account” means the Corporation’s escrow account containing the gross proceeds of the sale of the Class A Restricted Voting Units from the IPO established with the Escrow Agent pursuant to the Escrow Agreement;

“Escrow Agent” or **“TSX Trust”** means TSX Trust Company;

“Escrow Agreement” means the escrow agreement dated March 1, 2021 among the Corporation, TSX Trust Company, as escrow agent, Echelon Wealth Partners Inc. and Stifel Nicolaus Canada Inc, as underwriters;

“Extension” means the extension of the end of the Permitted Timeline from November 30, 2022 to March 31, 2023 pursuant to the approval of the Extension Resolution by the Shareholders at the Meeting;

“Extension Resolution” means the resolution of Shareholders approving, among other things, the Extension as set out in Appendix A to this Circular;

“Extraordinary Dividend” means any dividend, together with all other dividends payable in the same calendar year, that has an aggregate absolute dollar value which is greater than \$0.25 per share, with the adjustment to the applicable price (as the context may require) being a reduction equal to the amount of the excess;

“Founders” means collectively, the Sponsors, John Andrew, Tracy Sherren and Charles Suddaby as holders of Founders’ Shares;

“Founders’ Shares” means the 2,587,500 Class B Shares held by the Founders and certain third parties;.

“Holder” has the meaning assigned to it under the heading *“Certain Canadian Federal Income Tax Considerations”*;

“IPO” or **“Offering”** means the Corporation’s initial public offering of Class A Restricted Voting Units offered to the public under the Corporation’s IPO Prospectus;

“IPO Closing Date” means the date of the closing of the IPO, which occurred on March 1, 2021;

“IPO Prospectus” means the final long form prospectus of the Corporation dated February 23, 2021 filed in connection with the Offering;

“Make Whole Agreement and Undertaking” means the make whole agreement and undertaking dated March 1, 2021 entered into by the Sponsors in favour of the Corporation;

“Meeting” means the special meeting of Shareholders of the Corporation scheduled to be held at 9:00 a.m. (Toronto time) on November 28, 2022, and at any adjournment or postponement thereof;

“Meeting Materials” has the meaning assigned to it under the heading *“Solicitation of Proxies”*;

“MI 61-101” means Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*;

“NI 54-101” means National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*;

“Non-Resident Shareholder” has the meaning assigned to it under the heading *“Certain Canadian Federal Income Tax Considerations”*;

“Permitted Timeline” means the allowable time period within which the Corporation must consummate its qualifying acquisition, being 18 months from the IPO Closing Date (or 21 months from the IPO Closing Date if the Corporation has executed a letter of intent, agreement in principle or definitive agreement for a qualifying acquisition within 18 months from the Closing but have not completed the qualifying acquisition within such 18-month period), unless extended or shortened;

“Proposed Amendments” has the meaning assigned to it under the heading *“Certain Canadian Federal Income Tax Considerations”*;

“Proxy” means the form of proxy accompanying the circular;

“Pyure” means The Pyure Company Inc.

“qualifying acquisition” means the acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation, which is intended to be consummated by the Corporation within the Permitted Timeline and in accordance with applicable law and the TSX rules and as more fully described in the IPO Prospectus;

“Record Date” means the close of business on October 13, 2022;

“Redeemed Shares” has the meaning assigned to it under the heading *“Certain Canadian Federal Income Tax Considerations”*;

“Redemption Notice” has the meaning assigned to it under the heading *“Redemption Rights”*;

“Related Party Transaction” has the meaning under the heading *“Interest of Informed Persons in Material Transactions”*

“Resident Shareholder” has the meaning assigned to it under the heading *“Certain Canadian Federal Income Tax Considerations”*;

“Securities” has the meaning assigned to it under the heading *“Certain Canadian Federal Income Tax Considerations”*;

“SEDAR” means the System for Electronic Document Retrieval and Analysis located at www.sedar.com;

“Shareholders” means the holders of the Class A Restricted Voting Shares;

“Sponsors” means, together, VM HA Sponsor Corp. and VM HA Sponsor LP, and **“Sponsor”** means either one of them;

“Tax Act” means the *Income Tax Act* (Canada) and the regulations thereunder, as amended;

“taxable capital gain” has the meaning assigned to it under the heading “*Certain Canadian Federal Income Tax Considerations*”;

“Third-Party Proxyholder” means appoint a person other than the management nominees set forth in the form of proxy or voting instruction form as proxyholder, including beneficial Shareholders who wish to appoint themselves as proxyholders to attend, participate or vote at the Meeting;

“Transfer Agent” means TSX Trust Company;

“TSX Trust” means TSX Trust Company;

“Underwriters” means Echelon Wealth Partners Inc. and Sigel Nicolaus Canada Inc.;

“Warrant Agent” means TSX Trust Company;

“Warrant Agreement” means the warrant agency agreement between the Corporation and TSX Trust Company, as warrant agent, dated March 1, 2021, as it may be amended from time to time;

“Warrants” means the share purchase warrants of the Corporation, of which 5,175,000 are currently issued and outstanding;

“Winding-Up” means the liquidation and cessation of the business of the Corporation, upon which the Corporation shall be permitted to use up to a maximum of \$50,000 of any interest and other amounts earned from the proceeds in the Escrow Account to pay actual and expected costs and expenses in connection with applications to cease to be a reporting issuer and winding-up and dissolution expenses, as determined by the Corporation; and

“Withdrawal Right” has the meaning assigned to it under the heading “*Redemption Rights*”.

GENERAL INFORMATION RESPECTING THE MEETING

The Meeting

The Meeting is scheduled be held virtually at 9:00 a.m. (Toronto time) on November 28, 2022. A registered Shareholder may attend the Meeting or may be represented by proxy. If you are a registered Shareholder and you are unable to attend the Meeting, we encourage you to vote by completing the enclosed form of proxy and submitting it over the internet in accordance with the enclosed instructions. Voting by proxy will not prevent you from voting if you attend the Meeting and will ensure that your vote will be counted if you are unable to attend.

Shareholders can submit any questions they may have in advance of the Meeting to tsxtis@tmx.com.

The Board has passed a resolution to fix the close of business (Toronto time) on October 13, 2022 as the Record Date for the determination of the registered Shareholders that will be entitled to notice of the Meeting, and any adjournment or postponement of the Meeting, and that will be entitled to vote at the Meeting.

Purpose of the Meeting

The Meeting is a special meeting of Shareholders only. At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve, with or without variation, the Extension Resolution, the full text of which is set forth in Appendix A. See “*The Business of the Meeting*” for further information regarding the purpose of the Meeting.

Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by or on behalf of the management of the Corporation for use at the Meeting, including any adjournment(s) thereof, for the purposes set forth in the accompanying Notice of Meeting.

It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers, employees and agents of the Corporation, the Sponsors and their respective affiliates without special compensation.

The Corporation may reimburse brokers and other persons holding Class A Restricted Voting Shares in their name or in the name of nominees for their costs incurred in sending Meeting Materials to their principals in order to obtain their proxies. The cost of solicitation will be borne by the Corporation.

The Corporation has arranged for intermediaries to forward the Meeting Materials to “objecting beneficial owners” whose Class A Restricted Voting Shares are held by those intermediaries and the Corporation may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

These securityholder materials are being sent to both registered and non-registered Shareholders. If you are a non-registered Shareholder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of Class A Restricted

Voting Shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Non-registered or beneficial Shareholders who have not objected to their intermediary disclosing certain information about them to the Corporation are referred to as “NOBOs”, whereas non-registered or beneficial Shareholders who have objected to their intermediary disclosing ownership information about them to the Corporation are referred to as “OBOs”. In accordance with NI 54-101, the Corporation has elected to send the Notice of Meeting, this Circular and the related form of proxy or voting instruction form (collectively, the “**Meeting Materials**”) directly to the NOBOs, and indirectly to the OBOs through their intermediaries. By choosing to send the Meeting Materials directly to NOBOs, the Corporation (and not the intermediary holding Shares on behalf of the NOBOs), has assumed responsibility for (i) delivering the Meeting Materials to the NOBOs, and (ii) executing their proper voting instructions.

Registered Shareholders

Voting of Proxies

The individuals named in the accompanying form of proxy (the “Proxy”) are Ian McAuley, President and Chief Executive Officer of the Corporation, and Tom Wenner, the Chief Financial Officer. If you are a registered Shareholder entitled to vote at the Meeting, you have the right to appoint a person other than either of the individuals designated in the Proxy, who need not be a Shareholder, to act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy (and striking out the names now designated) or by completing and delivering another suitable form of proxy. See “Appointment of a Third Party as Proxy” below.

The individuals named in the Proxy given to the Corporation’s management will vote the Class A Restricted Voting Shares represented thereby for or against the Extension Resolution in accordance with your instructions on any matter that may be called for a vote.

In order to be effective, a Proxy must be received by the Transfer Agent, TSX Trust, at 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1, by facsimile at 416-595-9593 or by internet at www.voteproxyonline.com no later than 9:00 a.m. (Toronto time) on November 24, 2022 or, if the Meeting is adjourned or postponed, 48 hours (not including Saturdays, Sundays and holidays) prior to the commencement of such adjourned or postponed Meeting. Notwithstanding the foregoing, the chair of the Meeting has the sole discretion to accept proxies received after such deadline but is under no obligation to do so.

If a choice is NOT clearly specified in the Proxy, the persons named in the Proxy will vote the Class A Restricted Voting Shares represented by the Proxy FOR the approval of the Extension Resolution.

The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (b) any amendment to or variation of any matter identified therein; and

- (c) any other matter that properly comes before the Meeting.

Revocation of Proxy

In addition to revocation in any other manner permitted by law, a Shareholder who has given a Proxy may revoke it by executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered Shareholder or the registered Shareholder's authorized attorney in writing, or, if the Shareholder is a corporation, by an officer or attorney duly authorized, and by delivering the proxy bearing a later date or the notice of revocation to the Transfer Agent at 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1, by facsimile at 416-595-9593, or by internet at www.voteproxyonline.com, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law. Participation by a Shareholder in a vote at the Meeting will automatically revoke any proxy that has been previously granted by the Shareholder in respect of business covered by that vote.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Beneficial Shareholders or Non-Registered Shareholders

The following information is of significant importance to Shareholders who do not hold their Class A Restricted Voting Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered Shareholders (i.e., those whose names appear on the records of the Corporation as the registered holders of Class A Restricted Voting Shares).

If Class A Restricted Voting Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Class A Restricted Voting Shares will not be registered in the Shareholder's name on the Corporation's records. Such Class A Restricted Voting Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker.

Intermediaries are required to seek voting instructions from OBOs in advance of the Meeting. Every intermediary has its own mailing procedures and provides its own return instructions to clients. **If you are a beneficial Shareholder, you should carefully follow the instructions of your broker or other intermediary in order to ensure that your Class A Restricted Voting Shares are voted at the Meeting.**

The form of proxy or voting instruction form supplied to you by your intermediary will be similar to the Proxy provided to registered Shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge mails a voting instruction form in lieu of a Proxy provided by the Corporation. The voting instruction form will name the same individuals as the Corporation's Proxy to represent you at the Meeting. **You have the right to appoint a person (who need not be a Shareholder), other than the individuals designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should follow the instructions on the voting instruction form.** The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions.

Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Class A Restricted Voting Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Class A Restricted Voting Shares directly at the Meeting - the voting instruction form must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Class A Restricted Voting Shares voted.** Proxy-related materials will be sent by the Corporation directly to NOBOs under NI 54-101. The Corporation intends to pay for intermediaries to deliver proxy-related materials to “objecting beneficial owners” and Form 54-101F7 (the request for voting instructions), in accordance with NI 54-101.

Although as a beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting the Class A Restricted Voting Shares registered in the name of your intermediary, you, or a person designated by you, may attend the Meeting as proxyholder for your intermediary and vote your Class A Restricted Voting Shares in that capacity. **If you wish to attend at the Meeting and indirectly vote your Class A Restricted Voting Shares as proxyholder for your intermediary, or have a person designated by you to do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the form of proxy or voting instruction form provided to you by your intermediary and return the same to your intermediary in accordance with the instructions provided by such intermediary, well in advance of the Meeting.** See “*Appointment of a Third Party as Proxy*” below.

How Do I Vote at the Meeting?

Voting at the Meeting

Registered Shareholders may vote the Class A Restricted Voting Shares held in their name as the Shareholder of record online at the Meeting or by proxy. To vote Class A Restricted Voting Shares personally, registered Shareholders must submit the form of proxy appointing themselves as proxyholder. However, even if you plan to attend the Meeting, the Corporation recommends that you vote your Class A Restricted Voting Shares in advance, so that your vote will be counted if you later decide not to attend the Meeting. See “*How Do I Attend and Participate at the Meeting?*”

Beneficial Shareholders who have not duly appointed themselves as proxyholder will not be able to participate or vote at the Meeting. This is because the Corporation and the Transfer Agent do not have a record of the beneficial Shareholders of the Corporation, and, as a result, will have no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as proxyholder. If you are a beneficial Shareholder and wish to vote at the Meeting, you have to appoint yourself as proxyholder, by inserting your own name in the space provided on the voting instruction form sent to you and must follow all of the applicable instructions provided by your intermediary. See “*Appointment of a Third Party as Proxy*” and “*How Do I Attend and Participate at the Meeting?*”.

Appointment of a Third Party as Proxy

The following applies to Shareholders who wish to appoint a person (a “**Third-Party Proxyholder**”) other than the management nominees set forth in the form of proxy or voting

instruction form as proxyholder, including beneficial Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

Shareholders who wish to appoint a Third-Party Proxyholder to attend, participate and/or vote at the Meeting as their proxy and vote their shares **MUST** submit their proxy or voting instruction form (as applicable) appointing such Third-Party Proxyholder **AND** register the Third-Party Proxyholder, as described below. Registering your Third-Party Proxyholder is an additional step to be completed **AFTER** you have submitted your proxy or voting instruction form. **Failure to register the Third-Party Proxyholder will result in such proxyholder not being able to attend, participate or vote at the Meeting.**

Step 1: Submit your proxy or voting instruction form: To appoint a Third Party Proxyholder, insert such person's name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you are a beneficial Shareholder located in the United States, you must also provide TSX Trust with a duly completed legal proxy if you wish to attend, participate or vote at the Meeting or, if permitted, appoint a Third-Party Proxyholder. See below under this section for additional details.

Step 2: Register your proxyholder: To register a proxyholder, Shareholders **MUST** send an email to tsxtrustproxyvoting@tmx.com by 9:00 am (Toronto time) on November 24, 2022 and provide TSX Trust with the required proxyholder contact information, amount of Class A Restricted Voting Shares appointed, name in which the Class A Restricted Voting Shares are registered, if they are a registered Shareholder, or name or broker where the Class A Restricted Voting Shares are held if a beneficial Shareholder, so that TSX Trust can facilitate such proxyholder's attendance, participation and voting at the Meeting.

If you are a beneficial Shareholder and wish to attend, participate and/or vote at the Meeting, you have to insert your own name in the space provided on the voting instruction form sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary. Please also see further instructions below under the heading *"How Do I Attend and Participate at the Meeting?"*

If you are a beneficial Shareholder and plan to attend the Meeting, the Corporation recommends that you vote your Class A Restricted Voting Shares in advance, so that your vote will be counted if you decide later not to attend the Meeting.

Legal Proxy - US Beneficial Shareholders

If you are a beneficial Shareholder located in the United States and wish to attend, participate and/or vote at the Meeting or, if permitted, appoint a Third Party Proxyholder, in addition to the steps described above and below under *"How Do I Attend and Participate at the Meeting?"*, you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting information form sent to you or contact your intermediary to request a legal proxy form or a legal proxy if you have not received

one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to TSX Trust in accordance with the instructions provided by your intermediary prior to 1:00 p.m (Toronto time) on November 24, 2022.

How Do I Attend and Participate at the Meeting?

The Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live audio webcast. Shareholders will not be able to attend the Meeting in person. In order to attend, participate or vote at the Meeting (including for voting and asking questions at the Meeting), beneficial Shareholders must have registered by followed the instructions under “*Appointment of a Third Party as Proxy*”. Guests are welcome to attend and view the webcast, but will be unable to participate or vote at the Meeting. To join as a guest please visit the Meeting online at <https://us02web.zoom.us/j/85105648161?pwd=MnBqbEdDMWtrV09yTDJwbjdBclVqQT09> and select “Join as a Guest” when prompted.

If you attend the Meeting online, it is important that you are connected to the internet at all times during the Meeting. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedure.

Shareholders can submit any questions they may have in advance of the Meeting to tsxtis@tmx.com.

Quorum

The quorum for the transaction of business at the Meeting is two persons who are, or who represent by proxy, Shareholders who, in the aggregate, hold at least 25% of the issued Class A Restricted Voting Shares entitled to be voted at the Meeting. No business, other than the election of a chair of the Meeting and the adjournment of the Meeting, may be transacted at the Meeting unless a quorum of Shareholders entitled to vote is present at the commencement of the Meeting, but such quorum need not be present throughout the Meeting. If, within one-half hour from the time set for the holding of the Meeting, a quorum is not present, the Meeting stands adjourned to the same day in the next week at the same time and place (unless otherwise determined by the chair). If, at the meeting to which the Meeting was adjourned, a quorum is not present within one-half hour from the time set for the holding of the meeting, the person or persons present and being, or representing by proxy, one or more Shareholders entitled to attend and vote at the Meeting constitute a quorum.

THE BUSINESS OF THE MEETING

Background

The Corporation is a special purpose acquisition corporation incorporated under the laws of the Province of British Columbia. The Corporation was organized for the purpose of effecting an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation that will qualify as its “**qualifying acquisition**” in accordance with section 1028 of the TSX Company Manual.

The Corporation issued 10,000,000 Class A Restricted Voting Units and received \$100 million of proceeds from its IPO which was completed on March 1, 2021. The gross proceeds of the Offering were placed in the Escrow Account with TSX Trust immediately following the IPO and will be released in accordance with the terms and conditions of the Escrow Agreement.

The Corporation's Class A Restricted Voting Shares and Warrants trade on the TSX under the symbols "VMH.U" and "VMH.WT.U", respectively.

The head office of the Corporation is located at Brookfield Place, 161 Bay Street Suite 2420, Toronto, ON, M5J 2S1.

Purpose of the Meeting

As disclosed in its news release dated September 22, 2022, the Corporation has entered into a business combination agreement (the "**Business Combination Agreement**") with Pyure, HGI Industries, Inc., a predecessor and majority shareholder of Pyure, and TCPI Mergersub, Inc., a wholly owned subsidiary of the Corporation, pursuant to which the Corporation intends to acquire, through a series of transactions, all of the issued and outstanding shares of Pyure (the "**Business Combination**"). The Business Combination is subject to a number of conditions including, among other things, regulatory and Toronto Stock Exchange approval. The Corporation's current Permitted Timeline expires on November 30, 2022. The Permitted Timeline was previously automatically extended as a result of the Corporation's execution of a letter of intent in connection with the Business Combination.

The Board is seeking approval of the Extension Resolution by Shareholders, in accordance with the Corporation's articles. By approving the Extension Resolution, Shareholders will provide the Corporation until March 31, 2023 to consummate its qualifying acquisition, which may include the closing of the Business Combination. There can be no assurance that a qualifying acquisition will be completed.

In connection with the Meeting, the Corporation will provide Shareholders with the opportunity to deposit for redemption all or a portion of their Class A Restricted Voting Shares, irrespective of whether such holders voted for or against, or did not vote on, the Extension Resolution, provided that they deposit (and do not subsequently validly withdraw) their Class A Restricted Voting Shares for redemption prior to 5:00 p.m. (Toronto time) on November 24, 2022, the second business day before the date of the Meeting. Upon the requisite approval of the Extension Resolution (which requires approval by both the Shareholders and the Board) and, subject to applicable law, the Corporation will be required to redeem such Class A Restricted Voting Shares so deposited for the Class A Extension Redemption Price. See "*Redemption Rights*" below. For illustrative purposes, as of the date hereof, the estimated Class A Extension Redemption Price is \$10.03 per Class A Restricted Voting Share. The closing price of the Class A Restricted Voting Shares on October 12, 2022, the last trading day prior to the Record Date, was \$9.61. Accordingly, if the market price were to remain the same until the date of the Meeting, exercising redemption rights would result in a Shareholder receiving US\$0.42 more than if he, she or it sold his, her or its Class A Restricted Voting Shares in the open market (without taking taxes into account). **It should also be noted that, if the Extension is made effective, Shareholders will have another redemption opportunity in connection with the consummation of a qualifying acquisition by the Corporation prior to the applicable deadline. Depending on a Shareholder's individual circumstances, the Canadian income tax consequences to a Shareholder who redeems Class**

A Restricted Voting Shares could be worse than the Canadian income tax consequences to a Shareholder who sells Class A Restricted Voting Shares in the open market, since redeeming Class A Restricted Voting Shares will result in a deemed dividend to the Shareholder. Shareholders who are not resident in Canada and whose Class A Restricted Voting Shares are redeemed will be subject to Canadian withholding tax on the deemed dividend. See “Certain Canadian Federal Income Tax Considerations”. The Corporation cannot assure Shareholders that they will be able to sell their Class A Restricted Voting Shares in the open market, even if the market price per Class A Restricted Voting Share is higher than the redemption price stated above, as there may not be sufficient liquidity in its securities when such Shareholders wish to sell their Class A Restricted Voting Shares.

At the Meeting, Shareholders will be asked to vote FOR the Extension Resolution to approve the Extension.

Only Shareholders of the Corporation are permitted to vote on the Extension Resolution. The Extension Resolution must be passed by a majority of the votes cast by Shareholders attending or represented by proxy at the Meeting.

If the Extension Resolution is approved and the Extension is made effective, the Corporation shall (a) redeem those Class A Restricted Voting Shares that are deposited for redemption, and (b) deliver to each such holder its pro rata portion of the escrow funds available in the Escrow Account less certain specified costs. The remainder of the escrow funds shall remain in the Escrow Account and be available for use by the Corporation to complete its qualifying acquisition on or before March 31, 2023. Holders of Class A Restricted Voting Shares who do not redeem their shares will retain their redemption rights through to March 31, 2023 if the Extension Resolution is approved.

The Corporation cannot predict the amount that will remain in the escrow account if the Extension Resolution is approved and the Extension is implemented, and the amount remaining in the escrow account may be materially less than the approximately US\$100,943,571 that was in the escrow account as of October 12, 2022.

If the Extension Resolution is not approved then, subject to applicable laws, as the Corporation would be unable to complete its qualifying acquisition within its Permitted Timeline, each Class A Restricted Voting Share will be redeemed for its pro rata portion of the escrow funds available in the Escrow Account less certain specified costs and taxes. See “Automatic Redemption if no Qualifying Acquisition or Approval of Extension by end of Permitted Timeline” below.

The Board may revoke the Extension Resolution without further approval of Shareholders at any time prior to the Extension becoming effective in the event that the Corporation determines not to proceed with the Extension.

YOU ARE NOT BEING ASKED TO VOTE ON THE QUALIFYING ACQUISITION AT THIS TIME. IF THE EXTENSION IS IMPLEMENTED AND YOU DO NOT ELECT TO REDEEM YOUR CLASS A RESTRICTED VOTING SHARES NOW, YOU WILL RETAIN THE RIGHT TO REDEEM YOUR CLASS A RESTRICTED VOTING SHARES FOR A PRO RATA PORTION OF THE ESCROW ACCOUNT IN THE EVENT A QUALIFYING ACQUISITION IS COMPLETED OR IF THE CORPORATION HAS NOT CONSUMMATED ITS QUALIFYING ACQUISITION BY THE EXTENDED DATE.

EVEN IF THE EXTENSION RESOLUTION IS PASSED BY SHAREHOLDERS AT THE MEETING, THERE CAN BE NO ASSURANCE THAT THE CORPORATION WILL COMPLETE ITS QUALIFYING ACQUISITION PRIOR TO THE EXTENDED DATE.

Recommendation of the Board

The Board, based upon careful consideration of the alternatives available to the Corporation has determined that the Extension is in the best interests of the Corporation. **Accordingly, the Board recommends that the Shareholders vote FOR the Extension Resolution.**

Reasons for the Recommendation

Before reaching its decision, the Board considered, among other things, the following:

- current market and economic conditions and trends affecting the Corporation and Pyure;
- the opportunity of Shareholders to participate in the future potential growth of the Corporation and Pyure following the successful consummation of a qualifying acquisition;
- that the Extension Resolution must be passed by a majority of the votes cast only by Shareholders that attend the Meeting or that are represented by proxy at the Meeting; and
- that Shareholders have the right to deposit their shares for redemption and to receive their pro rata share of the amount then held in the Escrow Account.

The Board also considered a number of potential risks and other factors resulting from the Extension, including:

- the risk to the Corporation of a qualifying acquisition, which may include the Business Combination, not being consummated, including the cost of pursuing a qualifying acquisition and ongoing corporate expenses; and
- the impact of various rates of redemptions of Class A Restricted Voting Shares on the Escrow Account and the Corporation's ability consummate a qualifying acquisition.

REDEMPTION RIGHTS

In connection with the Meeting, the Corporation will provide Shareholders with the opportunity to deposit for redemption all or a portion of their Class A Restricted Voting Shares, irrespective of whether such Shareholders voted for or against, or did not vote on, the Extension Resolution, provided that they deposit (and do not subsequently validly withdraw) their Class A Restricted Voting Shares for redemption prior to 5:00 p.m. (Toronto time) on November 24, 2022, the second business day before the date of the Meeting. Upon the requisite approval of the Extension Resolution (which requires approval by both the Shareholders and the Board) and, subject to applicable law, the Corporation will be required to redeem such Class A Restricted Voting Shares

so deposited for redemption at the Class A Extension Redemption Price. For illustrative purposes, as of the date hereof, the estimated Class A Extension Redemption Price is \$10.03 per Class A Restricted Voting Share. The closing price of the Class A Restricted Voting Shares on October 12, 2022, the last trading day prior to the Record Date, was \$9.61. Accordingly, if the market price were to remain the same until the date of the Meeting, exercising redemption rights would result in a Shareholder receiving US\$0.42 more than if he, she or it sold his, her or its Class A Restricted Voting Shares in the open market (without taking taxes into account). **It should also be noted that, if the Extension is made effective, Shareholders will have another redemption opportunity in connection with the consummation of a qualifying acquisition by the Corporation prior to the applicable deadline. Depending on a Shareholder's individual circumstances, the Canadian income tax consequences to a Shareholder who redeems shares could be worse than the Canadian income tax consequences to a Shareholder who sells Class A Restricted Voting Shares in the open market, since redeeming Class A Restricted Voting Shares will result in a deemed dividend to the Shareholder. Shareholders who are not resident in Canada and whose Class A Restricted Voting Shares are redeemed will be subject to Canadian withholding tax on the deemed dividend.** See "*Certain Canadian Federal Income Tax Considerations*". The Corporation cannot assure Shareholders that they will be able to sell their Class A Restricted Voting Shares in the open market, even if the market price per Class A Restricted Voting Share is higher than the redemption price stated above, as there may not be sufficient liquidity in its securities when such Shareholders wish to sell their Class A Restricted Voting Shares.

Shareholders whose Class A Restricted Voting Shares are held through an intermediary may have earlier deadlines for depositing their Class A Restricted Voting Shares pursuant to the redemption right. If the deadline for depositing such Class A Restricted Voting Shares held through an intermediary is not met by a Shareholder, such holder's Class A Restricted Voting Shares may not be eligible for redemption.

In the event that the taxes payable pursuant to Part VI.1 of the Tax Act would cause the amounts paid per share from the Escrow Account to redeeming Shareholders to be less than the initial \$10.00 invested (as adjusted for stock splits or combinations, stock dividends, Extraordinary Dividends, reorganizations and recapitalizations), the Sponsors will, pursuant to the Make Whole Agreement and Undertaking, be liable to the Corporation for an amount required in order for the Corporation to be able to pay \$10.00 (as adjusted for stock splits or combinations, stock dividends, Extraordinary Dividends, reorganizations and recapitalizations) per Class A Restricted Voting Share to redeeming Shareholders (but in no event more than the Part VI.1 taxes that would be owing by the Corporation where the amount paid to redeem each applicable Class A Restricted Voting Share would be \$10.00 (as adjusted for stock splits or combinations, stock dividends, Extraordinary Dividends, reorganizations and recapitalizations) per Class A Restricted Voting Share). Other than as described in the IPO Prospectus and the Make Whole Agreement and Undertaking, the Sponsors will not be liable to the Corporation for any other reductions to the Escrow Account that would cause the Corporation to pay less than \$10.00 per Class A Restricted Voting Share to redeeming Shareholders, including any amount on account of non-resident withholding tax applicable to any deemed dividends that arise on any redemptions.

The Sponsors are permitted to make direct payments or contributions to the Escrow Account in the manner they determine, for indemnity purposes or otherwise.

Following the completion of such redemption, Shareholders that elect to redeem their Class A Restricted Voting Shares will cease to have any rights as Shareholders other than the right to be paid the redemption amount for their Class A Restricted Voting Shares so redeemed.

Shareholders that deposit their Class A Restricted Voting Shares for redemption are still entitled to vote their Class A Restricted Voting Shares at the Meeting.

Shareholders who have deposited their Class A Restricted Voting Shares for redemption may by written notice (to the Corporation or the applicable CDS Participant, as applicable) withdraw (the **“Withdrawal Right”**) all or a portion of such Class A Restricted Voting Shares at any time prior to 1:00 pm (Toronto time) on November 25, 2022. Previously deposited Class A Restricted Voting Shares in respect of which the Withdrawal Rights has been exercised will be returned to the Shareholder (or re-deposited with CDS, as applicable) and the rights of such Shareholder will continue in accordance with the provisions of the Corporation’s constating documents.

Process for Redemption by Non-Registered Shareholders

A non-registered Shareholder who desires to exercise its redemption rights in connection with the Extension must do so by causing a participant (a **“CDS Participant”**) in the depository, trading, clearing and settlement systems administered by CDS to deliver to CDS (at its office in the City of Toronto) on behalf of the Shareholder, a written notice (the **“Redemption Notice”**) of the Shareholder’s intention to redeem Class A Restricted Voting Shares in connection with the Extension. Such Shareholder should ensure that the CDS Participant is provided with notice of his, her or its intention to exercise his, her or its redemption privilege sufficiently in advance of the notice date described above so as to permit the CDS Participant to deliver notice to CDS and so as to permit CDS to deliver notice to the Transfer Agent in advance of the required time. The form of Redemption Notice will be available from a CDS Participant or the Transfer Agent.

By causing a CDS Participant to deliver to CDS a notice of a Shareholder’s intention to redeem Class A Restricted Voting Shares, such Shareholder shall be deemed to have irrevocably surrendered, subject to the Withdrawal Right, his, her or its Class A Restricted Voting Shares for redemption and appointed such CDS Participant to act as his, her or its exclusive settlement agent with respect to the exercise of the redemption right and the receipt of payment in connection with the settlement of obligations arising from such exercise.

Any Redemption Notice delivered by a CDS Participant regarding a Shareholder’s intent to redeem which CDS determines to be incomplete, not in proper form or not duly executed shall for all purposes be void and of no effect and the redemption right to which it relates shall be considered for all purposes not to have been exercised. A failure by a CDS Participant to exercise redemption rights or to give effect to the settlement thereof in accordance with the Shareholder’s instructions will not give rise to any obligations or liability on the part of the Corporation to the CDS Participant or to the Shareholder.

If the deadline for depositing Class A Restricted Voting Shares held through an intermediary is not met by a Shareholder, such Shareholder’s Class A Restricted Voting Shares may not be eligible for redemption.

If the redemption by the Corporation of all of the Class A Restricted Voting Shares to be redeemed as part of the Class A Restricted Voting Shares would be contrary to any provisions of the BCBCA

or any other applicable law, the Corporation shall be obligated to redeem only the maximum number of Class A Restricted Voting Shares which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class A Restricted Voting Shares required by each such Shareholder to be redeemed by the Corporation, and the Corporation shall either issue new certificates or direct registration statements representing the Class A Restricted Voting Shares not redeemed by the Corporation, or shall otherwise confirm such shares as issued and deposited in book- entry form.

AUTOMATIC REDEMPTION IF NO QUALIFYING ACQUISITION OR APPROVAL OF EXTENSION BY END OF PERMITTED TIMELINE

In the event that the Corporation has not consummated its qualifying acquisition on or before November 30, 2022 and has not otherwise obtained approval for the Extension, it will be required to redeem as promptly as reasonably possible, on an automatic redemption date specified by the Corporation (such date to be within 10 days following the last day of the Permitted Timeline being November 30, 2022), each of the outstanding Class A Restricted Voting Shares, for an amount per share, payable in cash, equal to the pro-rata portion (per Class A Restricted Voting Share) of: (A) the escrow funds available in the Escrow Account including any interest and other amounts earned thereon, less (B) an amount equal to the total of: (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, (ii) any taxes of the Corporation (including under Part VI.1 of the *Tax Act*) arising in connection with the redemption of the Class A Restricted Voting Shares, and (iii) up to a maximum of \$50,000 of interest and other amounts earned from the proceeds in the Escrow Account to pay actual and expected Winding-Up expenses and certain other related costs, each as reasonably determined by the Corporation. The Underwriters will have no right to the deferred underwriting commission held in the Escrow Account in such circumstances.

Such redemption will completely extinguish the rights of Shareholders as shareholders (including the right to receive further liquidation distributions, if any), subject to applicable law.

The Founders and other holders of Class B Shares will not be entitled to redeem the Founders' Shares or the Class B Shares, in connection with the qualifying acquisition or an extension to the Permitted Timeline or entitled to access the Escrow Account upon a Winding-Up. The Founders will, however, be entitled to redeem any Class A Restricted Voting Shares they may have acquired pursuant to the IPO, in privately negotiated transactions or in the open market.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of the principal Canadian federal income tax considerations under the Tax Act, as of the date hereof, generally applicable to a beneficial Shareholder who (i) deposits all or a portion of such Class A Restricted Voting Shares for redemption upon the approval of the Extension Resolution becoming effective (the "**Redeemed Shares**") and (ii) at all relevant times, for purposes of the Tax Act, holds the Class A Restricted Voting Shares as capital property, deals at arm's length with the Corporation and is not affiliated with the Corporation (a "**Holder**"). This summary does not apply to (i) any of the Founders, (ii) a Shareholder who has entered or will enter into a "derivative forward agreement" or "synthetic disposition arrangement" as those terms are defined in the Tax Act with respect to any of its Class A Restricted Voting Shares, or (iii) a Shareholder that receives dividends on the Class A Restricted Voting Shares under or as part of a "dividend rental arrangement" as defined in the Tax Act.

A Class A Restricted Voting Share will generally be considered to be capital property to a Holder unless either (i) the Holder holds the Class A Restricted Voting Share in the course of carrying on a business of buying and selling securities or (ii) the Holder has acquired the Class A Restricted Voting Share in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary is based on the facts set out in the IPO Prospectus and this Circular, the current provisions of the Tax Act in force as of the date hereof, counsel's understanding of the current administrative policies and assessing practices of the CRA made publicly available prior to the date hereof, and all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**"). No assurances can be given that the Proposed Amendments will be enacted or will be enacted as proposed. Other than the Proposed Amendments, this summary does not take into account or anticipate any changes in law or the administrative policies or assessing practices of the CRA, whether by judicial, legislative, governmental or administrative decision or action, nor does it take into account provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Shareholder and no representations with respect to the income tax consequences to any particular Shareholder are made. This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, Shareholders should consult their own tax advisors with respect to their own particular circumstances.

Currency Conversion

For purposes of the Tax Act, all amounts relating to the ownership or disposition of Class A Restricted Voting Shares must be converted into Canadian dollars based on the applicable exchange rate quoted by the Bank of Canada for the relevant day or such other rate of exchange that is acceptable to the Minister of National Revenue (Canada).

Shareholders Resident in Canada

This section of the summary applies to a Holder who, at all relevant times, is, or is deemed to be, resident in Canada for the purposes of the Tax Act and any applicable income tax treaty or convention (a "**Resident Shareholder**"). This summary is not applicable to a Resident Shareholder (i) that is a "financial institution" for purposes of the mark-to-market rules in the Tax Act, (ii) that is a "specified financial institution" as defined in the Tax Act, (iii) that reports its "Canadian tax results" within the meaning of the Tax Act in a currency other than Canadian currency, (iv) an interest in which is a "tax shelter investment" for the purposes of the Tax Act or (v) that is exempt from tax under Part I of the Tax Act. Such Resident Shareholders should consult their own tax advisors.

A Resident Shareholder whose Class A Restricted Voting Shares might not otherwise qualify as capital property may be entitled to make the irrevocable election provided by subsection 39(4) of the Tax Act to have the Class A Restricted Voting Shares and every other "Canadian security" (as defined in the Tax Act) owned by such Resident Shareholder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Resident Shareholders should

consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available and/or advisable in their particular circumstances.

Redemptions

Upon the redemption of a Resident Shareholder's Redeemed Shares, the Resident Shareholder will be deemed to have received a dividend equal to the amount, if any, by which the Class A Extension Redemption Price for each such share received by the Shareholder exceeds the paid-up capital (as determined for purposes of the Tax Act) of such share immediately before such time. See "*Certain Canadian Federal Income Tax Considerations - Shareholders Resident in Canada - Dividends*" below.

The Resident Shareholder will also realize a capital gain (or capital loss) in the taxation year of the redemption equal to the amount by which the Resident Shareholder's proceeds of disposition for the Redeemed Share, net of any reasonable costs of disposition in respect thereof, exceed (or are exceeded by) the adjusted cost base to the Resident Shareholder of such Redeemed Share immediately before the disposition. See "*Certain Canadian Federal Income Tax Considerations - Shareholders Resident in Canada - Capital Gains and Losses*" below. The amount of any deemed dividend arising on the redemption of the Redeemed Shares will not be included in computing the Resident Shareholder's proceeds of disposition for purposes of computing the capital gain or capital loss arising on the redemption of such shares.

Dividends

A Resident Shareholder will be required to include in computing its income for a taxation year dividends deemed to be received as a result of the redemption of such Shareholder's Redeemed Shares. In the case of a Resident Shareholder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received from taxable Canadian corporations. Taxable dividends received from a taxable Canadian corporation which are designated by such corporation as "eligible dividends" will be subject to an enhanced gross-up and dividend tax credit regime in accordance with the rules in the Tax Act. There may be limitations on the ability of the Corporation to designate dividends as eligible dividends.

In the case of a Resident Shareholder that is a corporation, the amount of any such taxable dividend that is included in its income for a taxation year will generally be deductible in computing its taxable income for that taxation year. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Shareholder that is a corporation as proceeds of disposition or a capital gain. Resident Shareholders that are corporations are urged to consult their own tax advisors having regard to their own circumstances.

The Class A Restricted Voting Shares are "short-term preferred shares" and "taxable preferred shares", each as defined in the Tax Act. As a result, Resident Shareholders will not be subject to tax under Part IV.1 of the Tax Act on dividends deemed to be received on the Redeemed Shares as a result of the redemption of such shares.

A Resident Shareholder that is a "private corporation" or a "subject corporation", each as defined in the Tax Act, will generally be liable to pay a refundable tax under Part IV of the Tax Act on dividends deemed to be received as a result of the redemption of such Shareholder's Redeemed

Shares to the extent such dividends are deductible in computing the Resident Shareholder's taxable income for the year. A "subject corporation" is generally a corporation (other than a private corporation) controlled, whether because of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts).

Capital Gains and Losses

A Resident Shareholder will be required to include in computing its income for the taxation year of disposition one-half of the amount of any capital gain (a "**taxable capital gain**") realized in such taxation year. Subject to and in accordance with the provisions of the Tax Act, a Resident Shareholder will be required to deduct one-half of the amount of any capital loss realized in a particular taxation year (an "**allowable capital loss**") against taxable capital gains realized in the taxation year. Allowable capital losses in excess of taxable capital gains for a taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such taxation years, to the extent and under the circumstances specified in the Tax Act.

The amount of any capital loss realized as a result of the redemption of Redeemed Shares by a Resident Shareholder that is a corporation may, in certain circumstances, be reduced by the amount of dividends received or deemed to have been received by it on the Class A Restricted Voting Shares to the extent and under the circumstances specified in the Tax Act. Analogous rules apply to a partnership or trust of which a corporation, partnership or trust is a member or beneficiary.

A Resident Shareholder that is throughout the relevant taxation year a "Canadian-controlled private corporation" or a "substantive CCPC" (as defined in the Tax Act) may be liable to pay a refundable tax on its "aggregate investment income" (as defined in the Tax Act) for the year, including taxable capital gains.

Alternative Minimum Tax

In general terms, a Resident Shareholder who is an individual (other than certain trusts) that is deemed to have received taxable dividends or realizes a capital gain as a result of the redemption of such Shareholder's Redeemed Shares may be liable for alternative minimum tax under the Tax Act. Resident Shareholders that are individuals should consult their own tax advisors in this regard.

Shareholders Not Resident in Canada

This portion of the summary is generally applicable to a Holder who, at all relevant times, for purposes of the Tax Act (i) is not, and is not deemed to be, resident in Canada for the purposes of the Tax Act or any applicable income tax treaty or convention, and (ii) does not and will not use or hold, and is not and will not be deemed to use or hold, any of its Class A Restricted Voting Shares in connection with carrying on a business in Canada (a "**Non-Resident Shareholder**"). This summary does not apply to a Non-Resident Shareholder that carries on, or is deemed to carry on, an insurance business in Canada and elsewhere or that is an "authorized foreign bank". Such Shareholders should consult their own tax advisors.

Redemptions

Upon the redemption of a Non-Resident Shareholder's Redeemed Shares, the Non-Resident Shareholder will be deemed to have received a dividend equal to the amount, if any, by which the Class A Extension Redemption Price for each such share received by the Shareholder exceeds the paid-up capital (as determined for purposes of the Tax Act) of such share immediately before such time. See "*Certain Canadian Federal Income Tax Considerations - Shareholders Not Resident in Canada - Dividends*" below.

The Non-Resident Shareholder will also realize a capital gain (or capital loss) in the taxation year of the redemption equal to the amount by which the Non-Resident Shareholder's proceeds of disposition for the Redeemed Share, net of any reasonable costs of disposition in respect thereof, exceed (or are exceeded by) the adjusted cost base to the Non-Resident Shareholder of such Redeemed Share immediately before the disposition. See "*Certain Canadian Federal Income Tax Considerations - Shareholders Not Resident in Canada - Capital Gains and Losses*" below. The amount of any deemed dividend arising on the redemption of the Redeemed Shares will not be included in computing the Non-Resident Shareholder's proceeds of disposition for purposes of computing the capital gain (or capital loss) arising on the redemption of such shares.

Dividends

Under the Tax Act, dividends deemed to be paid or credited to a Non-Resident Shareholder as a result of the redemption of such Shareholder's Redeemed Shares will be subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividends, subject to any reduction in the rate of withholding to which the Non-Resident Shareholder is entitled under any applicable income tax treaty or convention between Canada and the country in which the Non-Resident Shareholder is resident. For example, where a Non-Resident Shareholder is a resident of the United States, is fully entitled to the benefits under the Canada-United States Income Tax Convention (1980), as amended, and is the beneficial owner of the dividend, the applicable rate of Canadian withholding tax is generally reduced to 15% of the amount of such dividend.

Capital Gains and Losses

A Non-Resident Shareholder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Shareholder as a result of the redemption of a Redeemed Share, unless the Redeemed Share constitutes "taxable Canadian property" (as defined in the Tax Act) of the Non-Resident Shareholder at the time of disposition and the Non-Resident Shareholder is not entitled to relief under an applicable income tax treaty or convention.

Provided that the Class A Restricted Voting Shares are listed on a designated stock exchange for purposes of the Tax Act (which currently includes the TSX) at the time of the disposition as a result of the redemption of such Shareholder's Redeemed Shares, the Redeemed Shares generally will not constitute taxable Canadian property of a Non-Resident Shareholder, unless: (a) at any time during the 60-month period immediately preceding the disposition of the Redeemed Shares: (i) 25% or more of the issued shares of any class or series of the share capital of the Corporation were owned by, or belonged to, one or any combination of (x) the Non-Resident Shareholder, (y) persons with whom the Non-Resident Shareholder did not deal at arm's length (within the meaning of the Tax Act), and (z) partnerships in which the Non-Resident Shareholder or a person referred to in (y) holds a membership interest directly or indirectly through one or more

partnerships; and (ii) more than 50% of the fair market value of the Class A Restricted Voting Share was derived directly or indirectly from one or any combination of (A) real or immovable property situated in Canada, (B) Canadian resource property (as defined in the Tax Act), (C) timber resource property (as defined in the Tax Act), and (D) options in respect of, or interests in, or for civil law rights in, property described in any of (A) through (C) above, whether or not such property exists; or (b) the Redeemed Share is deemed under the Tax Act to be taxable Canadian property.

If a Redeemed Share is taxable Canadian property to a Non-Resident Shareholder, any capital gain realized on the disposition of such Redeemed Share may not be subject to Canadian federal income tax pursuant to the terms of an applicable income tax treaty or convention between Canada and the country of residence of the Non-Resident Shareholder. Non-Resident Shareholders whose Redeemed Shares are taxable Canadian property should consult their own tax advisors.

INTERESTS OF DIRECTORS AND EXECUTIVE OFFICERS IN MATTER TO BE ACTED ON

In considering the recommendation of the Board with respect to the Extension Resolution, Shareholders should be aware that certain members of the Board and of the Corporation's management have interests in connection with the Extension Resolution that may differ from those of holders of Class A Restricted Voting Shares generally. These interests include, among other things:

- If the Extension Resolution is not approved and the Corporation does not otherwise consummate a qualifying acquisition on or prior to November 30, 2022, the Class B Shares (including the Founders' Shares) and the Warrants are expected to be worthless, the Sponsors may have indemnification obligations in connection with any taxes payable under Part VI.1 of the Tax Act pursuant to the Make Whole Agreement and Undertaking, and all outstanding amounts owed to the Corporation's Sponsor may not be repaid.
- The Founders and the Corporation's officers, or their respective affiliates, are entitled to reimbursement of out-of-pocket expenses incurred by them in connection with certain activities on the Corporation's behalf, such as identifying and investigating possible qualifying acquisition. If the Corporation fails to obtain the Extension and is forced to wind-up, they will not have any claim against the Escrow Account for reimbursement. Accordingly, the Corporation may not be able to reimburse these expenses.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Each registered Class A Restricted Voting Share at the close of business on the Record Date is entitled to one vote at the Meeting or at any adjournment thereof. As of the Record Date, the Corporation had 10,000,000 Class A Restricted Voting Shares issued and outstanding.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, or controls or directs, directly or indirectly, 10% or more of the voting rights attached to the Class A Restricted Voting Shares, on a non-diluted basis.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Circular, no informed person of the Corporation, nor any associate or affiliate of any informed person, has had any material interest, direct or indirect, in any transaction since the Corporation's incorporation on November 16, 2020, or any proposed transaction which has materially affected or would materially affect the Corporation. An "informed person" means (i) any of the Corporation's directors or executive officers, (ii) any director or executive officer of a person or company that is itself an informed person or a subsidiary of the Corporation, or (iii) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all of the Corporation's outstanding voting securities.

Tom Vukota, a senior officer of the Corporation, holds 145,000 stock options of Pyure, and 1001 Investment Holdings Ltd., an "affiliated entity" (as defined under MI 61-101) of Tom Vukota owns 3,200,000 series 2 preferred shares in the capital of Pyure, which represents approximately 6.36% of the issued and outstanding shares of Pyure (on a non-diluted basis). Upon the closing of the Business Combination, Tom Vukota and its "affiliated entity" are expected to receive a fair market value of approximately 12% of the Corporation's market capitalization, calculated on the basis of the outstanding Class A Restricted Voting Shares (the "**Related Party Transaction**"). In this context, the Corporation applied for exemptive relief from the Ontario Securities Commission, as principal regulator, pursuant to National Policy 11-203 – *Process for Exemptive Relief Applications in Multiple Jurisdictions* to exempt the Business Combination from the MI 61-101 requirements relating to minority approval and formal valuation provided that the fair market value of the consideration for the Related Party Transaction does not exceed 25% of the Corporation's market capitalization, calculated on the basis of the outstanding Class A Restricted Voting Shares and excluding the Class B Shares. The exemptive relief has not yet been granted, and there is no assurance that the exemptive relief will be granted.

AUDITORS, TRANSFER AGENT, WARRANT AGENT AND ESCROW AGENT

The auditor of the Corporation is KPMG LLP, having an address of Bay Adelaide Centre, 333 Bay Street, Suite 4600, Toronto, ON M5H 2S5. KPMG LLP. Such firm is independent of the Corporation within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario (registered name of The Institute of Chartered Accountants of Ontario).

TSX Trust, at its principal offices in Toronto, Ontario, is the transfer agent and registrar for our Class A Restricted Voting Shares and is the Warrant Agent for our Warrants under the Warrant Agreement.

TSX Trust, at its principal offices in Toronto, Ontario, is the Escrow Agent.

OTHER BUSINESS

Management knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters shall properly come before the Meeting, it is the intention of the persons named in the form of proxy to vote on such matters in accordance with their best judgment.

EXPERTS AND INTERESTS OF EXPERTS

Certain Canadian legal and tax matters will be passed upon at the date of this Circular by Goodmans LLP on the Corporation's behalf.

As at the date hereof, the partners and associates of Goodmans LLP, as a group, beneficially own, directly or indirectly, less than one percent of the Corporation's securities.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found under the Corporation's profile on SEDAR at www.sedar.com. Financial information is provided in the Corporation's audited financial statements as of and for the year ended December 31, 2021 and for the period from the Corporation's incorporation on November 16, 2020 to December 31, 2020 and management discussion and analysis related thereto, which can be found on SEDAR. Copies of the AIF, IPO Prospectus, the Business Combination Agreement, and the Corporation's financial statements and management discussion and analysis are available under the Corporation's SEDAR profile at www.sedar.com.

APPROVAL OF DIRECTORS

The contents and the sending of this Circular have been approved by the directors of the Corporation.

DATED this 28th day of October, 2022

(Signed) ***“Ian McAuley”***

Name: Ian McAuley

Title: President and Chief Executive
Officer, VM Hotel Acquisition
Corp.

APPENDIX A
EXTENSION RESOLUTION

BE IT RESOLVED THAT:

1. Subject to the approval of the board of directors of VM Hotel Acquisition Corp. (the “**Corporation**”), the permitted timeline for the Corporation to consummate a qualifying acquisition is hereby extended to March 31, 2023 (the “**Extension**”).
2. Any one officer or any one director of the Corporation is hereby authorized and directed to take all such further actions, to execute and deliver such further agreements, instruments, and documents in writing, and to do all such other acts and things as in his or her opinion may be necessary and/or desirable in the name and on behalf of the Corporation and under its corporate seal or otherwise to give effect to the foregoing resolutions, which opinion shall be conclusively evidenced by the taking of such further actions, the execution and delivery of such further agreements, instruments, and documents and the doing of such other acts and things.
3. The board of directors of the Corporation may revoke these resolutions without further approval of the shareholders of the Corporation at any time prior to the Extension becoming effective in the event that they determine not to proceed with the Extension.

7313097

