TRAIL BLAZER CAPITAL CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS AND
MANAGEMENT INFORMATION CIRCULAR

TO BE HELD ON
JULY 6, 2022

Dated as of May 30, 2022

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the shareholders of **TRAIL BLAZER CAPITAL CORP.** (the "**Company**") will be held at 918-1030 West Georgia Street, Vancouver, BC, V6E 2Y3, on **Wednesday, July 6, 2022**, at **10:00 a.m.** (Pacific Time), for the following purposes:

1. To receive and consider the financial statements of the Company for the financial year ended March 31, 2022;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect the directors for the ensuing year;
4. To re-appoint Dale Matheson Carr-Hilton LaBonte LLP as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. To consider and, if thought fit, to pass, an ordinary resolution to approve the Company's 10% Rolling Stock Option Plan, as more particularly set out in the accompanying information circular (the "**Circular**"); and
6. To transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular accompanying this notice.

This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.

Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The board of directors of the Company (the "**Board**") has by resolution fixed the close of business on May 30, 2022 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Odyssey Trust Company ("**Odyssey**") at 350-409 Granville Street, Vancouver, BC, V6C 1T2, by hand or mail or by visiting https://login.odysseytrust.com/pxlogin, by 10:00 a.m. (Vancouver time) on July 4, 2022.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia this the 30th day of May, 2022.

BY ORDER OF THE BOARD

/s/ Thomas O'Neill
Thomas O'Neill
Chief Executive Officer

TRAIL BLAZER CAPITAL CORP.
Suite 918, 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3

MANAGEMENT INFORMATION CIRCULAR

(containing information as at May 30, 2022 unless otherwise stated)

This Management Information Circular (the "**Circular**") is furnished in connection with the solicitation of proxies by the management (the "**Management**") of **Trail Blazer Capital Corp.** (the "**Company**"), for use at the annual general and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of the Company to be held at Suite 918 – 1030 West Georgia Street, Vancouver, British Columbia on Wednesday, July 6, 2022, at 10:00 a.m. (Vancouver time) for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

In light of the ongoing public health concerns related to COVID-19 and the challenges and uncertainties that it brings, and in order to comply with the measures imposed by the federal and provincial governments of Canada, the Company will be hosting the Meeting as a physical and virtual hybrid meeting. The Company encourages shareholders not to attend the Meeting in person but via teleconference using the following dial-in details:

DIAL-IN NUMBERS	CONFERENCE ID CODE
1-866-512-0904 (Toll Free North America)	***5283379***

In order to streamline the Meeting process, the Company encourages shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form mailed to them with the Meeting materials. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Beneficial shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are the persons appointed by the Board of Directors of the Company (the "**Board**") as proxyholders (the "**Appointed Proxyholders**").

A Shareholder has the right to appoint a person other than an Appointed Proxyholder, to represent the Shareholder at the Meeting by striking out the names of the Appointed Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.

VOTING BY PROXY

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Common shares of the Company ("**Shares**") represented by a properly executed proxy will be voted for or against or withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the Appointed Proxyholders as proxyholder, the Appointed Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by Management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, Management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Odyssey Trust Company at 350-409 Granville Street, Vancouver, BC, V6C 1T2, by hand or mail or by visiting https://login.odysseytrust.com/pxlogin not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chair of the Meeting elects to exercise their discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only registered Shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting. Registered Shareholders are holders of Shares whose names appear on the share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Shares. Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. The Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of their Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

There are two kinds of beneficial owners: those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners) and those who do not object (called "**NOBOs**" for Non-Objecting Beneficial Owners).

The Company is not sending the Meeting materials directly to NOBOs in connection with the Meeting but rather has distributed copies of the Meeting materials to the Intermediaries for distribution to NOBOs. With respect to OBOs, in accordance with applicable securities law requirements, the Company has distributed copies of the Meeting materials to the clearing agencies and Intermediaries for distribution to OBOs. **The Company does not intend to pay for Intermediaries to deliver the Meeting materials and Form 54-101F7 Request for Voting Instructions Made by Intermediary to OBOs.**

Intermediaries are required to forward the Meeting materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting materials will either:

(a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow; or

(b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Company, c/o. Odyssey Trust Company at 350-409 Granville Street, Vancouver, BC, V6C 1T2.**

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of their Shares which they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert their own name or such other person’s name in the blank space provided. **Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

NOTICE AND ACCESS

The Company is not sending the Meeting materials to Shareholders using "notice-and-access" as defined under NI 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a Shareholder, their attorney authorized in writing or, if the Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment(s) thereof, or with the chairman of the Meeting on the day of the Meeting. Only registered Shareholders have the right to revoke a proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value of which 15,000,000 Shares are issued and outstanding as of the record date of May 30, 2022. Persons who are registered shareholders at the close of business on May 30, 2022 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held. The Company has only one class of voting shares.

Under the Company's Articles, the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

To the knowledge of our directors and executive officers, there are no persons or companies that beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of all voting rights as of May 30, 2022.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended March 31, 2022 will be placed before the Meeting.

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of directors of the Company at five (5).

The Company has an audit committee. Members of this committee are set out below.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	First Appointed as Director	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly(1)
Thomas O'Neill Director & CEO *British Columbia, Canada*	President of O'Neill Group Global	January 6, 2021	960,000 Directly
Grace Marosits(2) Director & CFO *British Columbia, Canada*	Professional consulting services provided to private and public companies	January 6, 2021	900,000 Directly
Warwick Smith(2) Director *British Columbia, Canada*	President of Harbourside Consulting	January 6, 2021	60,000 Directly 400,000 Indirectly
David Stier(2) Director *Ontario, Canada*	Senior Financial Advisor to Solutions 2 GO Inc.	January 6, 2021	400,000 Directly
Marlis Yassin Director *British Columbia, Canada*	Senior financial professional providing strategic, financial and advisory services to various public and private companies	January 6, 2021	400,000 Directly

(1) This information, not being within the knowledge of the Company, has been furnished by the respective nominees. Information provided as at the Record Date.
(2) Member of the Audit Committee.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

To the knowledge of the Company, none of the directors of the Company:

(a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a director, chief executive officer ("**CEO**") or chief financial officer ("**CFO**") of any company (including the Company) that:

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

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

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

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

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

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

Compensation Discussion and Analysis

The Company is a capital pool company, or "CPC" in accordance with the policies of the TSX Venture Exchange (the "**TSXV**") and at present does not conduct any active business operations other than looking for acquisition opportunities.

The Company does not have any agreements in place with its named executive officers ("**NEOs**") or directors. As a CPC, the Company is prohibited from paying any kind of remuneration, including salaries, consulting fees, management fees or directors' fees, to non-arm's length parties until such time as it completes its qualifying transaction, except for the granting from time to time of stock options in accordance with the requirements of the TSXV and the Company's Stock Option Plan.

During the financial year ended March 31, 2022, the Company granted 1,000,000 stock options. Information with respect to outstanding stock options is provided under "Stock Options and Other Compensation Securities" below.

Compensation Governance

The Board has not adopted any specific policies or practices to determine the compensation for the Company's directors and officers, other than as disclosed above. Given that the Company is currently a CPC and, as such, is prohibited from paying remuneration other than the grant of stock options, as described above, the Board has not yet formed a compensation committee or a nominating committee. As such, all tasks related to developing the Company's approach with respect to compensation and to developing and monitoring the Company's approach to the nomination of directors to the Board were performed by the members of the Board during the last fiscal year. The Company has also not adopted any policies with respect to whether NEOs and directors are permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

External Management Companies

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Stock Options and Other Compensation Securities

The Company's current Stock Option Plan (the "**Current Plan**") was initially adopted by the Board on June 24, 2021. Pursuant to the Current Plan, the Board may grant options (the "**Options**") to purchase Shares of the Company to directors, officers, and employees of, and consultants to the Company or its subsidiaries (together the "**Participants,** each a "**Participant**").

Under the Current Plan, the maximum number of Shares allocated and made available to be granted, including Options currently outstanding, shall not exceed (10%) percent of the Shares issued and outstanding from time to time. Any issuance of Shares from treasury pursuant to the exercise of Options shall automatically replenish the number of Shares available for Option grants under the Current Plan. Shares in respect of which Options are cancelled or not exercised prior to expiry, for any reason, shall be available for subsequent Option grants under the Current Plan.

Pursuant to the Current Plan, unless disinterested Shareholder approval is obtained:

(i) the number of Shares which may be the subject of Options on a yearly basis to any one person, other than a consultant, cannot exceed five (5%) percent of the number of issued and outstanding Shares at the time of the grant;

(ii) the number of Shares which may be subject to Options granted to insiders may not exceed ten (10%) percent of the number of issued and outstanding Shares; and

(iii) the number of Shares which may be subject to Options on a yearly basis to insiders may not exceed ten (10%) percent of the number of issued and outstanding Shares.

In addition, the number of Shares which may be the subject of Options on a yearly basis to any one consultant or to those persons employed by the Company who perform investor relations services may not exceed two percent (2%) of the issued and outstanding Shares at the time of the grant.

Options may not be granted to any Participants of the Company exercisable at a price which is less than the Discounted Market Price (as defined in the policies of the TSXV) of the Shares on the date of the grant, subject to certain other restrictions set out in the Option Plan.

The directors of the Company may, by resolution, determine the time period during which any option may be exercised, provided that no Option granted under the Option Plan may have an expiry date exceeding ten (10) years from the date of grant.

Unless otherwise specified in any Option agreement, in the event of the Participant ceasing to be a Participant for any reason other than death, including the resignation or retirement of the Participant or the termination by the Company or a subsidiary of the employment of the Participant, the Participant's Option may be exercised at any time up to and including the earlier of: (a) the expiry time of the Option; and (b) a date that is ninety (90) days (or such other period as may be determined by the Board, provided that such period is not more than one year) following the effective date of such resignation or retirement or a date that is ninety (90) days (or such other period as may be determined by the Board, provided that such period is not more than one year) following the date notice of termination of employment is given by the Company or a subsidiary.

In the scenario of certain events such as a liquidation or dissolution of the Company or a re-organization, plan of arrangement, merger or consolidation of the Company with one or more corporations, as a result of which the Company is not the surviving corporation, or the sale by the Company of all or substantially all of the property and assets of the Company to another corporation, the Board may exercise its discretion to permit accelerated vesting of Options (subject to the prior approval of the TSXV, where required).

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and director of the Company, current and former, for the financial year ended March 31, 2022, for services provided or to be provided, directly or indirectly, to the Company.

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**[1]	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Thomas O'Neill *Director and CEO*	Stock Option	200,000 Options Underlying security: 200,000 common shares (1.33%)	November 12, 2021	$0.10	$0.10	$0.10	November 12, 2026
Grace Marosits *Director and CFO*	Stock Option	200,000 Options Underlying security: 200,000 common shares (1.33%)	November 12, 2021	$0.10	$0.10	$0.10	November 12, 2026
Warwick Smith *Director*	Stock Option	200,000 Options Underlying security: 200,000 common shares (1.33%)	November 12, 2021	$0.10	$0.10	$0.10	November 12, 2026
David Stier *Director*	Stock Option	200,000 Options Underlying security: 200,000 common shares (1.33%)	November 12, 2021	$0.10	$0.10	$0.10	November 12, 2026
Marlis Yassin *Director*	Stock Option	200,000 Options Underlying security: 200,000 common shares (1.33%)	November 12, 2021	$0.10	$0.10	$0.10	November 12, 2026

(1) Based on 15,000,000 Shares issued and outstanding as of the record date of May 30, 2022.

The following table provides a summary of each exercise of compensation securities by each NEO and director of the Company, current and former, for the financial year ended March 31, 2022:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Thomas O'Neill *Director and CEO*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grace Marosits *Director and CFO*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Warwick Smith *Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David Stier *Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Marlis Yassin *Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
William Macdonald *Former Director*(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) William Macdonald ceased to be a director of the Company on September 23, 2021.

Employment, Consulting and Management Agreements

The Company does not have any agreements in place with its NEOs or directors. As a CPC, the Company is prohibited from paying any kind of remuneration, including salaries, consulting fees, management fees or directors' fees, to non-arm's length parties until such time as it completes its qualifying transaction, except for the granting from time to time of stock options in accordance with the requirements of the TSXV and the Company's Stock Option Plan.

Director Compensation

The Company may grant Options to the directors of the Company from time to time at an exercise price determined in accordance with the prevailing Stock Option Plan, and vesting in accordance with the terms of the prevailing Stock Option Plan. The Company does not currently pay any other compensation to the Company's directors. Directors will be reimbursed for their out-of-pocket expenses incurred in connection with rendering services to the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth all compensation plans under which equity securities of the Company are authorized for issuance as of March 31, 2022.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights[(1)] (a)	Weighted-average exercise price of outstanding options, warrants and rights ($) (b)	Number of securities remaining available for future issuance under equity compensation plans [(2)] (c)
Equity compensation plans approved by securityholders	N/A	N/A	N/A
Equity compensation plans not approved by securityholders[(3)]	1,000,000	$0.10	500,000
Total	1,000,000	$0.10	500,000

(1) Represents the number of Shares available for issuance upon exercise of outstanding stock options as at March 31, 2022.

(2) Represents the number of Shares remaining available for future issuance under stock options available for grant as of March 31, 2022 under the Company's Stock Option Plan. The maximum number of Shares which may be issued pursuant to Options granted under the Current Plan is 10% of the issued and outstanding Shares at the time of grant.

(3) The Company's Shares commenced trading on the TSXV on November 12, 2021 and the Company was permitted to obtain shareholder approval for its Stock Option Plan at its first annual general meeting after being listed.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At the date of this Circular, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company which is owing to the Company, or, which is owing to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

(i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company; or

(ii) is indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company; or

(iii) is indebted in relation to a securities purchase program or any other related program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (as defined in National Instrument 51-102, *Continuous Disclosure*) or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITOR

Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants of Suite 1500, 1140 West Pender Street, Vancouver, BC, V6E 4G1 are the auditors of the Company, and have been the only auditor of the Company since it was incorporated.

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants as the auditors of the Company to hold office for the ensuing year at remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the directors or executive officers of the Company.

AUDIT COMMITTEE

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee (the "**Audit Committee**") and its relationship with its independent auditor, as set forth in the following.

The Audit Committees' Charter

The Company has adopted a Charter of the Audit Committee of the Board, a copy of which is attached as Appendix "A".

Composition of the Audit Committee

As of the date of this Circular, the following are the members of the Audit Committee:

Warwick Smith	Independent	Financially literate(2)
Grace Marosits(1)	Not Independent	Financially literate(2)
David Stier	Independent	Financially literate(2)

(1) Chair of the Audit Committee.

(2) As defined by National Instrument 52-110. For the purposes of NI 52-110, an individual is financially literate if they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Grace Marosits – Ms. Marosits is a Chartered Professional Accountant (CPA, CA) and holds a Bachelor of Commerce degree from the University of British Columbia. From 2014 to 2017, she was the Chief Financial Officer at NexGen Energy Ltd., a uranium exploration and development company. During that time, the company raised an aggregate of over $220 million and graduated from the TSXV to the TSX and NYSE. From 2017 to 2018, Ms. Marosits was Vice-President of Finance and Information Technology of NexGen and oversaw the transition of the company's internal controls to U.S. standards, managed the company's external financial reporting and day-to-day cash management and budgeting. Ms. Marosits previously worked in senior corporate accounting roles at Westcoast Energy Inc. (now Enbridge Inc.) and Ballard Power and prior to that was a Tax Manager at Deloitte, specializing in audit and taxation.

Warwick Smith - Mr. Smith is a venture capitalist specializing in corporate finance and development for publicly traded companies. Presently Mr. Smith is CEO and Director of American Pacific Mining Corp. (USGD: CSE); a company working with Rio Tinto on the Madison Copper Gold project in Montana. He has a background in marketing and finance, and formerly served as co-founder and Chief Executive Officer of Western Pacific Resources Corp. (TSXV: WRP). Previously to this, he provided corporate services for Fortuna Silver Mines Inc. (NYSE: FSM). He was also a founder of Riverside Resources Inc. (TSXV: RRI). Mr. Smith brings with him extensive media contacts and a strategic capital markets network built over two decades in the capital markets.

David Stier - Mr. Stier has 40 years of providing financial, tax and advisory services, which experience includes audit and advisory engagements for both private and public companies, in Canada and the U.S. including helping them manage assurance and compliance requirements. He also provided a range of mergers and acquisition related services, including business plan development, due diligence, purchase or sale negotiations and sourcing financing requirements. While a Partner in Public Practice over a period of 12 years he was a member of the Institute of Chartered Accountants of Ontario as a member of the Practice Inspection Committee, Professional Conduct Committee and lastly the Discipline Committee. His last position in public practice was as a Partner with Horwath Crowe LLP (subsequently merged with MNP LLP). He left public practice in 2008 and became a Director and Chief Financial Officer of Spot Mobile Inc. (NASDAQ) until October 2010. Since 2010 has been the Senior Financial Advisor to the Bock family and Solutions 2 GO Inc. assisting in acquisitions, financing and assisting in managing certain businesses. Mr. Stier has a degree from the University of Toronto in Commerce and Economics in 1978 and became a Chartered Accountant in 1981 and United States CPA in 2005.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Exemption for Venture Issuers

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption contained in Section 6.1 of NI 52-110, which exempts the Company from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures

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

External Auditors Service Fees (By Category)

The fees billed by the Company’s external auditors for the financial years ended March 31, 2022 and 2021 were as follows:

Financial Year Ending	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
March 31, 2022	$18,000	-	-	-
March 31, 2021	$15,000	-	-	-

(1) Audit fees consist of fees for the audit of the Company's annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.
(2) Audit-related fees are fees for assurance and related services related to the performance of the audit or review of the annual financial statements that are not reported under "Audit Fees". These include due diligence for business acquisitions, audit and accounting consultations regarding business acquisitions, and other attest services not required by statute.
(3) Tax fees, tax planning, tax advice and various taxation matters.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines.

National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Independence of Members of Board

For the purposes of NI 52-110, a director is considered "independent" if he or she has no direct or indirect material relationship with the issuer. A material relationship is one which could, in the view of the issuer's board, be reasonably expected to interfere with the exercise of a member's independent judgment.

Director	Independence
Thomas O'Neill	Not Independent, as he is the CEO of the Company
Grace Marosits	Not Independent, as she is the CFO of the Company
Warwick Smith	Independent
David Stier	Independent
Marlis Yassin	Independent

To safeguard independence, the independent directors are encouraged to have open and frank discussions at the regularly scheduled meetings and, if necessary, require that the non-independent directors leave the meeting while such discussions are undertaken.

Participation of Directors in Other Reporting Issuers

As of the date hereof, the following directors are also directors of other reporting issuers (or the equivalent in a foreign jurisdiction).

Name of Director	Other Issuer
Thomas O'Neill	Summa Silver Corp. (TSXV) Mich Resources Ltd. (CSE) Sherpa II Holdings Corp. (TSXV)
Grace Marosits	None
Warwick Smith	Jasper Commerce Inc. (TSXV) American Pacific Mining Corp. (CSE; OTCQX; FWB)
David Stier	None
Marlis Yassin	None

Board Mandate

The Board is responsible for managing the business and affairs of the Company and, in doing so, must act honestly and in good faith with a view to the best interests of the Company. The Board is responsible for approving long-term goals and objectives for the Company, ensuring the plans and strategies necessary to achieve those objectives are in place and supervising senior management who is responsible for the implementation of long-term strategies and day-to-day management of the Company. The Board retains a supervisory role and ultimate responsibility for all matters relating to the Company and its business. The Board discharges its responsibilities both directly and through its standing committee (the Audit Committee) and any ad hoc committee it may establish to address issues of a more short-term nature.

Orientation

The Company has not yet developed an official orientation or training program for directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and officers of the Company. As each director has a different skill set and professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director.

Ethical Business Conduct

As the Company is a CPC and, at present, does not conduct any active business operations, the Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The full Board will be involved in the nomination of new candidates for board positions. Board members will be asked for recommendations of people that they know of or have heard of that would contribute to the success of the Company if added to the board of directors.

Compensation

As the Company is a CPC, the Company is prohibited from paying any kind of remuneration to directors until such time as it completes its qualifying transaction. Upon completion of its qualifying transaction, the Company anticipates that its Board will conduct reviews with regard to the compensation of the directors and officers once a year, taking into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

Other Board Committees

The Company has no other committees other than the Audit Committee.

Assessments

Any committee of the directors and individual directors are assessed on an ongoing basis by the Board in their entirety. The Board has not yet, adopted formal procedures for assessing the effectiveness of the board, the Audit Committee or individual directors.

PARTICULARS OF MATTERS TO BE ACTED UPON

Adoption of New Stock Option Plan

The Company has in place the Current Plan, as described under "Statement of Executive Compensation". It is proposed to implement a new Stock Option Plan (the "**New Plan**"), subject to shareholder approval, to align with the requirements of the updated TSXV Policy 4.4 *Security Based Compensation*. The New Plan has been conditionally approved by the TSXV subject to the receipt of customary documentation, and is drafted in accordance with the latest TSXV policies. The New Plan is a "rolling up to 10%" compensation plan as defined in TSXV Policy 4.4, and such types of plans require annual shareholder approval under TSXV policies.

The New Plan provides that:

a) the maximum aggregate number of Shares that can be issued pursuant to the exercise of Options is 10% of the Company's current issued and outstanding share capital (on a non-diluted basis);

b) Options granted under the New Plan will have an expiry date not to exceed ten years from the date of grant;

c) any Options granted that expire or terminate for any reason without having been exercised will again be available under the New Plan;

d) Options will vest as required by the TSXV, or such other stock exchange which the Company's Shares may be listed, and as may be determined by the administrator of the New Plan, or in the absence of such body, the Board;

e) the minimum exercise price of any Options issued under the New Plan will be determined by the Board at the time of grant, subject to the requirements of the TSXV or such other stock exchange which the Company's Shares may be listed;

f) Options granted will expire within a reasonable period of time after an optionee ceases to be involved with the Company (not to exceed one year), or for any Options granted to an individual providing investor relations services, 30 days after the optionee ceases to be involved with the Company;

g) the Company cannot grant Options to any one consultant in any 12 month period which could, when exercised, result in the issuance of shares exceeding 2% of the issued and outstanding Shares of the Company;

h) the Company cannot grant Options in any 12 month period to persons employed or engaged by the Company to perform investor relations activities which could, when exercised, result in the issuance of Shares exceeding, in aggregate, 2% of the issued and outstanding shares of the Company and options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than 1/4 of the options vested in any three month period;

i) in connection with the exercise of an option, as a condition to such exercise the Company may require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such Option; and

j) if a change of control, as described in the New Plan, occurs, all unvested options shall immediately become vested (other than options held by persons performing investor relations activities) and may thereon be exercised in whole or in part by the Option holder, subject to any required approval by the TSXV, or such other stock exchange which the Company's Shares may be listed.

The above is subject to the full text of the New Plan which will be available for review at the Meeting. The New Plan also permits "Cashless Exercise" (as defined in TSXV Policy 4.4) whereby the Company may have an arrangement with a brokerage firm pursuant to which the brokerage firm will loan money to an option holder to purchase the common shares underlying the option holder's Options. The brokerage firm then sells a sufficient number of common shares to cover the exercise price of the Options in order to repay the loan made to the option holder.

All options to acquire Shares of the Company previously issued by the Company to directors, officers, employees and consultants of the Company under the Option Plan and currently outstanding are deemed to have been granted and issued under the New Plan and otherwise be governed by the terms and conditions of the New Plan, subject to the specific terms and conditions as to exercise price, vesting periods, if any, and expiry dates as are currently applicable to such options.

The New Plan must be approved by a majority of the votes cast by shareholders. At the Meeting, shareholders will be asked to pass the following resolution:

"**IT IS RESOLVED THAT**:

1. The Company adopt a Stock Option Plan, including the reserving for issuance under the Stock Option Plan at any time of a maximum of 10% of the issued common shares of the Company;

2. The Board of Directors be authorized on behalf of the Company to make any further amendments to the Stock Option Plan as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure adoption of the Stock Option Plan; and

4. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution."

Shareholders may vote FOR or AGAINST the above resolution. To be effective, the New Plan requires approval by an ordinary resolution passed by the shareholders of the Company at a general meeting. An ordinary resolution is a resolution passed by a simple majority of the votes cast in person or by proxy. If approved by the Company's shareholders, the New Plan will take effect immediately.

If the New Plan is not approved by shareholders, the Current Plan will continue.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Financial information is provided in the Company's annual audited financial statements and management's discussion and analysis ("**MD&A**") for its most recently completed financial year ended March 31, 2022. Shareholders may contact the Company to request copies of the financial statements and MD&A.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

DATED at Vancouver, British Columbia, the 30th day of May, 2022.

APPROVED BY THE BOARD OF DIRECTORS

/s/ *Thomas O'Neill*
Thomas O'Neill

APPENDIX "A"

AUDIT COMMITTEE CHARTER

I PURPOSE

The Audit Committee (the "**Committee**") will consist of a majority of independent directors and is appointed by the Board of Directors (the "**Board**") of Trail Blazer Capital Corp. (the "**Corporation**") to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee's primary duties and responsibilities are to:

- conduct such reviews and discussions with management and the independent auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;

- assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;

- ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel;

- review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;

- select and monitor the independence and performance of the Corporation's outside auditors (the "**Independent Auditors**"), including attending at private meetings with the Independent Auditors and reviewing and approving all renewals or dismissals of the Independent Auditors and their remuneration; and

- provide oversight to related party transactions entered into by the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the Independent Auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

II AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

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

(b) set and pay the compensation for advisors employed by the Committee; and

(c) communicate directly with the internal and external auditors.

III COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal and listing requirements, including, without limitation, those of the TSX Venture Exchange ("**TSXV**"), the *Business Corporations Act* (British Columbia) and all applicable securities regulatory authorities.

2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.

3. Each member of the Committee shall be “financially literate” (as defined by applicable securities laws and regulations).

4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two of the members of the Committee present either in person or by telephone shall constitute a quorum.

5. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.

6. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.

7. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by, the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

8. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

9. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

10. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.

11. The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

12. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Audit Committee shall require the approval of the Board prior to implementation.

IV RESPONSIBILITIES

A Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable Canadian accounting standards and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review and approve the interim financial statements. With respect to the annual and interim financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the Independent Auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.

2. The Committee shall review management's internal control report and the evaluation of such report by the Independent Auditors, together with management's response.

3. The Committee shall review the financial statements, management's discussion and analysis relating to annual and interim financial statements, annual and interim earnings press releases and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information.

4. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in subsection (3), and periodically assess the adequacy of these procedures.

5. The Committee shall meet no less frequently than annually with the Independent Auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, deems appropriate.

6. The Committee shall inquire of management and the Independent Auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.

7. The Committee shall review the post-audit or management letter containing the recommendations of the Independent Auditors and management's response and subsequent follow-up to any identified weaknesses.

8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.

9. The Committee shall establish procedures for:

(a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and

(b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

10. The Committee shall provide oversight to related party transactions entered into by the Corporation.

B Independent Auditors

1. The Committee shall be directly responsible for the selection, appointment, compensation and oversight of the Independent Auditors and the Independent Auditors shall report directly to the Committee.

2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.

3. The Committee shall pre-approve all audit and non-audit services (including, without limitation, the review of any interim financial statements of the Corporation by the Independent Auditors at the discretion of the Committee) not prohibited by law to be provided by the Independent Auditors.

4. The Committee shall monitor and assess the relationship between management and the Independent Auditors and monitor, confirm, support and assure the independence and objectivity of the Independent Auditors. The Committee shall establish procedures to receive and respond to complaints with respect to accounting, internal accounting controls and auditing matters.

5. The Committee shall review the Independent Auditor's audit plan, including scope, procedures and timing of the audit.

6. The Committee shall review the results of the annual audit with the Independent Auditors, including matters related to the conduct of the audit, and receive and review the auditor's interim review reports.

7. The Committee shall obtain timely reports from the Independent Auditors describing critical accounting policies and practices, alternative treatments of information within applicable Canadian accounting principles that were discussed with management, their ramifications, and the Independent Auditors' preferred treatment and material written communications between the Corporation and the Independent Auditors.

8. The Committee shall review fees paid by the Corporation to the Independent Auditors and other professionals in respect of audit and non-audit services on an annual basis.

9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.

10. The Committee shall monitor and assess the relationship between management and the external auditors, and monitor and support the independence and objectivity of the external auditors.

C Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.