

NOTICE OF ANNUAL AND SPECIAL MEETING

AND

INFORMATION CIRCULAR

To be held on December 21, 2026

Dated: November 13, 2026

JASPERX TECHNOLOGIES INC.
Suite 170 - 422 Richards Street
Vancouver, British Columbia, Canada V6B 2Z4

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 21, 2026

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of the common shares (the "**Common Shares**") in the capital of JasperX Technologies Inc. (*formerly,* Venzee Technologies Inc.) (the "**Company**") will be held at Suite 1100 – 1111 Melville Street, Vancouver, British Columbia, on December 21, 2026, at 11:00 a.m. (PT) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended March 31, 2026, together with the auditor's report thereon;

2. to fix number of directors at five (5) and elect directors for the ensuing year;

3. to re-appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;

4. to consider and, if thought fit, to pass an ordinary resolution of disinterested Shareholders approving the continuation of the Company's Omnibus Long Term Incentive Plan, as more particularly described in the attached management information circular in "***Section 3 - The Business of the Meeting***"; and

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

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice of the Meeting (the "**Notice**"). Also accompanying this Notice are (i) a form of proxy ("**Form of Proxy**") or voting instruction form ("**VIF**"), and (ii) a financial statement request form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Each Common Share is entitled to one vote. Only Shareholders of record at the close of business on November 13, 2026, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, date and sign the enclosed Form of Proxy, or another suitable Form of Proxy and deliver it in accordance with the instructions set out in the Form of Proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the Form of Proxy or VIF to ensure that their Common Shares will be voted at the Meeting. Any Shareholder that holds his, her, or its Common Shares in a brokerage account is not a registered Shareholder.

ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE BY SUBMITTING THEIR COMPLETED FORM OF PROXY (OR VIF) PRIOR TO THE MEETING BY ONE OF THE MEANS DESCRIBED IN THE INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE.

The Company encourages Shareholders to vote their Common Shares in advance of the Meeting via mail, or online.

DATED at Vancouver, British Columbia, this 13th day of November, 2026.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: "***Peter Montross***"
Peter Montross
Chief Executive Officer, President and Director

MANAGEMENT INFORMATION CIRCULAR

The information contained in this management information circular (this "**Information Circular**"), unless otherwise indicated, is as of November 13, 2026.

This Information Circular is being mailed by the management of JasperX Technologies Inc. (*formerly,* Venzee Technologies Inc.) (the "Company" or "JasperX") to holders ("Shareholders") of the common shares in the capital of the Company (the "Common Shares") of record at the close of business on November 13, 2026, which is the date that has been fixed by the directors of the Company as the record date (the "Record Date") to determine the Shareholders who are entitled to receive notice of the Company's annual and special meeting of the Shareholders that is to be held on December 21, 2026, at 11:00 a.m. (PT) at Suite 1100 – 1111 Melville Street, Vancouver, British Columbia, V6E 3V6 (the "Meeting"). The Company is mailing this Information Circular in connection with the solicitation of proxies by and on behalf of the Company for use at the Meeting. The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone or in person. The cost of solicitation will be borne by the Company.

The Company is not relying on the notice-and-access delivery procedures outlined in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (**"NI 54-101**") to distribute copies of proxy-related materials in connection with the Meeting by posting them on a website.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Information Circular constitute forward-looking information within the meaning of applicable securities laws. Forward-looking information may relate to the Company's future outlook and anticipated events or results and may include statements regarding the financial position, business strategy, budgets, projected costs, capital expenditures, financial results and taxes involving the Company. In some cases, forward-looking information can be identified by such terms such as "may", "might", "will", "could", "should", "would", "occur", "be achieved", "will be taken", "expects", "plans", "anticipates", "believes", "intends", "estimates", "predicts", "potential", "continue", "likely", "forecasts", "schedule", or variations or the negative thereof or other similar expressions concerning matters that are not historical facts.

When relying on forward-looking statements to make decisions, Shareholders and others should carefully consider the foregoing factors and other uncertainties and potential events. Readers are cautioned that the foregoing list of factors is not exhaustive. Additional information about assumptions and risks and uncertainties is contained under "Risk Factors and Uncertainties" in the Company's management's discussion and analysis for the financial year ended March 31, 2026, which are available at the website for the System for Electronic Document Analysis and Retrieval ("**SEDAR+**") at www.sedarplus.ca under the Company's profile, and in other filings that the Company has made and may make with applicable securities authorities in the future.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained in this Information Circular relate only to events or information as of the date on which the statements are made, and is expressly qualified in its entirety by this cautionary statement. The Company does not undertake to update any forward-looking information, except as required by applicable securities laws.

QUORUM

Under JasperX's articles (the "**Articles**"), the quorum for the transaction of business at a Meeting of Shareholders is at least one person who is, or who represents by proxy, one or more Shareholders who, in the aggregate, hold at least 5% of the issued Common Shares entitled to be voted at the Meeting.

SECTION 1 – VOTING

WHO CAN VOTE?

If you are a registered shareholder of the Company as at the Record Date (a "**Registered Shareholder**"), you are entitled to notice of and to attend at the Meeting and cast a vote for each Common Share registered in your name on all resolutions put before the Meeting. If the Common Shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf, but documentation indicating such officer's authority should be presented at the Meeting. If you are a Registered Shareholder but do not wish to, or cannot, attend the Meeting in person you can appoint someone who will attend the Meeting and act as your proxyholder to vote in accordance with your instructions (see "**Voting By Proxy**" below). If your Common Shares are registered in the name of a "**nominee**" (usually a bank, trust company, securities dealer, financial institution or other intermediary) you should refer to the section entitled "**Non-Registered Shareholders**" set out below.

It is important that your Common Shares be represented at the Meeting regardless of the number of Common Shares you hold. If you will not be attending the Meeting in person, we invite you to complete, date, sign and return your form of proxy as soon as possible so that your Common Shares will be represented.

VOTING BY PROXY

If you do not come to the Meeting, you can still make your votes count by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

In order to be valid, you must return the completed form of proxy to the office of the Company's transfer agent, Odyssey Trust Company ("**Odyssey**"), located at Suite 1100 – 67 Yonge Street, Toronto, ON M5E 1J8, or by email at shareholders@odysseytrust.com not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time fixed for the Meeting or any adjournments thereof.

What Is A Proxy?

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. We have enclosed a form of proxy with this Information Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

Appointing A Proxyholder

You can choose any individual to be your proxyholder. It is not necessary for the person whom you choose to be a Shareholder. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your Common Shares, your proxyholder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy are appointed to act as your proxyholder (the "**Management Proxyholders**"). Those persons are directors, officers or other authorized representatives of the Company.

Instructing Your Proxy

You may indicate on your form of proxy how you wish your proxyholder to vote your Common Shares. To do this, simply mark the appropriate boxes on the form of proxy. Your proxyholder must vote your Common Shares or withhold voting your Common Shares in accordance with the instructions you have given.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your Common Shares as he or she thinks fit. If you have appointed the persons designated in the form of proxy as your proxyholder they will, unless you give contrary instructions, vote your Common

Shares IN FAVOUR OF each of the items of business being considered at the Meeting. For more information about these matters, see "***Section 3 - The Business of the Meeting***".

The enclosed form of proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified in the Notice of Meeting. At the time of printing this Information Circular, the management of the Company is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

Changing Your Mind

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by (a) attending the Meeting and voting in person; (b) signing a proxy bearing a later date; (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the Company at Suite 170 - 422 Richards Street, Vancouver, British Columbia, V6B 2Z4 or (d) in any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 11:00 a.m. (PT) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your Common Shares but to do so you must attend the Meeting in person. **Only Registered Shareholders may revoke a proxy. If your Common Shares are not registered in your own name and you wish to change your vote, you must arrange for your nominee to revoke your proxy on your behalf (see below under "Non-Registered Shareholders").**

REGISTERED SHAREHOLDERS

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it by mail to Odyssey at the Trader's Bank Building, 1100 – 67 Yonge Street, Toronto, ON M5E 1J8, or by email at shareholders@odysseytrust.com.

In all cases, the Proxy must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

NON-REGISTERED SHAREHOLDERS

Only Registered Shareholders or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, Common Shares beneficially owned by a Shareholder (a "**Non-Registered Shareholder**") are registered either:

(a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; OR

(b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as non-objecting beneficial owners ("**NOBOs**"). Those NonRegistered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners ("**OBOs**").

Pursuant to NI 54-101 of the Canadian Securities Administrators, the Company has distributed copies of proxy-related materials in connection with this Meeting (including this Information Circular) indirectly or directly to the NOBOs and to the Intermediaries for onward distribution to Non-Registered Shareholders. Intermediaries that receive the proxy-related materials are required to forward the proxy-related 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 proxy-related materials to Non-Registered Shareholders.

The Company will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Accordingly, an OBO will not receive copies of the proxy-related materials and related documents unless the OBO's Intermediary assumes the costs of delivery.

Generally, Non-Registered Shareholders who have not waived the right to receive proxy-related materials (including OBOs who have made the necessary arrangements with their Intermediary for the payment of delivery and receipt of such proxy-related materials) will be sent a voting instruction form which must be completed, signed and returned by the Non-Registered Shareholder in accordance with the Intermediary's directions on the voting instruction form. In some cases, such Non-Registered Holders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Shareholder, but, to be used at the Meeting, needs to be properly completed and deposited with Odyssey as described under "**Voting By Proxy**" above.

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares that they beneficially own. Should a Non-Registered Shareholder wish to attend and 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 insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including instructions regarding when and where the voting instruction form or form of proxy is to be delivered.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act* of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

SECTION 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Common Shares without par value. As at the close of business on the Record Date, being November 13, 2026, 121,367,980 Common Shares were issued and outstanding. Each shareholder entitled to receive notice of and to vote at the Meeting is entitled to one vote for each Common Share registered in his or her name at the close of business on the Record Date.

The Common Shares of the Company are listed for trading on the TSXV under the symbol "**JSPX**".

On a show of hands, every individual who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders will have one vote, and on a poll every Shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate Shareholders, will have one vote for each

Common Share registered in that Shareholder's name on the list of Shareholders as at the Record Date, which is available for inspection during normal business hours at Odyssey and will be available at the Meeting.

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

SECTION 3 - THE BUSINESS OF THE MEETING

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

1. FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended March 31, 2026, together with the auditor's reports thereon will be presented to Shareholders at the Meeting.

Copies of the documents have been mailed to the Shareholders who have requested they receive a copy of same together with the notice of the Meeting and this Information Circular. These documents will also be available on SEDAR+ at www.sedarplus.ca under the Company's profile.

No approval or other action needs to be taken at the Meeting in respect of these documents.

2. ELECTION OF DIRECTORS

Number of Directors

Under the Articles and pursuant to the *Business Corporations Act* (British Columbia), the number of directors may be set by ordinary resolution and shall not be fewer than three (3). The Company currently has five (5) directors and all five directors are being put forward by management of the Company for election at the Meeting.

The Company's management recommends that the Shareholders vote in favour of the resolution setting the number of directors at five (5). Unless you give other instructions, the Management Proxyholders intend to vote FOR the resolution setting the number of directors at five (5).

Nominees for Election

Pursuant to the Articles and, specifically, the advance notice provisions (the "**Provisions**") therein, as approved by the Shareholders on June 14, 2013, any additional director nominations for the Meeting must be received by the Company in accordance with the Provisions. As no such nominations were received by the Company, management's nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

Directors of the Company are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next annual general meeting, unless he or she resigns or otherwise vacates office before that time.

The following table sets out the names of management's nominees for election as directors of the Company; all offices in the Company each nominee now holds; each nominee's principal occupation, business or employment; the period of time during which each nominee has been a director of the Company; and the number of Common Shares that are

beneficially owned, directly or indirectly, or over which control or direction is exercised, by each nominee as at Record Date.

Each of the nominees has agreed to stand for election and management of the Company is not aware of any intention of any of them not to do so. Management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

The following table details the principal occupation of each nominee during the last five (5) years. In addition, the table details the nominees' current equity ownership consisting of Common Shares beneficially owned, directly or indirectly, or controlled or directed, credited to each nominee as at the Record Date.

Name and place of residence[1]	Principal occupation for the past five years[1]	Director since	Number of Common Shares held[2]
PETER MONTROSS[3] *President, Chief Executive Officer & Chairman* Oregon, USA	President and Chief Executive Officer of the Company (previously, Chief Operating Officer of the Company)	October 25, 2019	1,329,967
SEAN COPELAND[3] *Director* British Columbia, Canada	Businessperson, entrepreneur	October 25, 2019	NIL
JEFFREY J. SMITH[3] *Director* Alberta, Canada	Chief Executive Officer of Digital Commerce Payments Inc. ("DCP")	September 30, 2023	88,471,484[4]
PAMELA DRAPER *Director* Alberta, Canada	President of DCP	September 30, 2023	NIL
DARREN BATTERSBY *Director* British Columbia, Canada	Owner of Finance Matters, Interim CFO of Network Media Group Inc.; CFO of JZR Gold Inc.	August 8, 2024	667,700

Notes:

(1) Information as to the residency and principal occupation has been provided by the respective directors.

(2) Information has been obtained from insider reports filed by respective person and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (www.sedi.ca) or has been obtained from early warning report and alternative monthly reports filed by the respective person and available on SEDAR+ (www.sedarplus.ca).

(3) Member of the audit committee (the "**Audit Committee**") (see "***Section 5 – Audit Committee***"). This is the only committee of the Company's board of directors (the "**Board**").

(4) 73,324,787 of the Common Shares controlled by Mr. Smith are registered in the name of Digital Commerce Payments Inc. ("DCP"). Additionally, Mr. Smith controls 13,990,743 of the shares through Pateno Payments Inc.

The following are brief profiles of the nominees.

Peter Montross – *President, Chief Executive Officer, and Chairman*

Mr. Montross brings over 25 years of experience in the retail technology industry, delivering strong revenue performance and growth. He has extensive leadership experience and success with SaaS content exchange solutions, business intelligence products, and Product Information Management software products and services. His Product Information Distribution space (PIDS) experience includes leadership positions at Edgenet and Shotfarm, both acquired by Syndigo in 2019.

Sean Copeland - *Director*

Mr. Copeland brings over 20 years of experience as an operations and technology executive for international commercial operations, focusing on applying technology and communications to the financial challenges of businesses. Mr. Copeland has been involved in global payments and has held roles in Fintech, start-up enterprises, providing innovative technology-based financial solutions to customers, including payment processing, invoicing, transacting electronic bills of sale and other solutions. Presently, Mr. Copeland is Director at BOEX Ltd, the originator of a proprietary end-to-end solution for global supply chains which affords supply chain participants and sovereign nations unprecedented financial and logistics control and visibility. Involved in internet governance for more than a decade, Mr. Copeland recently was elected as a councillor to the Country Code Name Services Organisation (ccNSO). The ccNOSO is responsible for developing and recommending global policies to the Internet Corporation for Assigned Names and Numbers (ICANN) related to country code top-level domains. Mr. Copeland also serves as technical lead for the domain name registry for the United States Virgin Islands.

Jeffrey J. Smith – *Director*

Mr. Smith is a co-founder of DCBank and is the President and Chief Executive Officer. Mr. Smith is an entrepreneur with more than 30 years of experience in operating, financing, growing and managing large scale international financial services businesses. Mr. Smith was the President, Chief Executive Officer, Director and co-founder of DirectCash Payments Inc., a publicly traded financial services company with operations in Canada, Australia, the United Kingdom, New Zealand and Mexico. Mr. Smith has extensive experience in business valuation, the public equity and debt capital markets. Mr. Smith has sourced, negotiated, financed and integrated numerous acquisitions in Canada and internationally. In 2013, Mr. Smith was honoured as Industry Person of the Year – Prepaid & Payments by Payments eXchange, and in 2005, he was the recipient of the Ernst & Young Entrepreneur of the Year (Prairies Region).

Pamela Draper – *Director*

Pamela Draper is the president and CEO of Pateno and President of DCP. Prior to joining Pateno and DCP, Pamela spent approximately 14 years with top tier Canadian banks, in the areas of corporate and investment banking. Most recently Pamela held the position of Director in BMO Capital Markets' Equity Capital Markets group in Toronto where she was responsible for assisting North American corporate clients raising capital in public and private markets. Pamela obtained an Honours Business Administration degree from the Richard Ivey School of Business at the University of Western Ontario. Current voluntary positions include acting as a Director for the Canadian Blockchain Association for Women and for the Calgary Public Library Foundation. Pamela also serves as an Advisory Committee Member to Rallie, a financial technology company on a mission to get more women investing.

Darren Battersby – *Director*

Mr. Battersby has extensive experience financing, structuring, and operating start-up and growth companies across a variety of industries, including the software development, film and entertainment, bio-tech, and high tech industries, both in the public and private sectors. Operating through his consulting company, Finance Matters Inc., Mr. Battersby has acted as Chief Financial Officer for public companies such as Network Media Group Inc. (TSXV: NTE), Rainmaker Entertainment Inc., a division of WOW! Unlimited Media Inc. (TSXV: WOW), and JZR Gold Inc. (TSXV: JZR), as well as a number of other private companies over his 28 years of being a Chartered Public Accountant. He qualified as a

Chartered Professional Accountant in 1997 through the British Columbia Institute, articling at the accounting firm of Ellis Foster (now Ernst Young) and graduated from the Burnaby, British Columbia campus of Simon Fraser University in 1994 with a Bachelors of Business Administration.

The Company's management recommends that the Shareholders vote in favour of the election of the proposed nominees as directors of the Company for the ensuing year. Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the nominees named in this Information Circular.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

As at the date of this Information Circular, to the knowledge of the Company, no proposed nominee for election as a director of the Company (nor any of his or her personal holding companies) has been subject to:

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

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

No proposed nominee for election as a director of the Company is, or has been, within 10 years before the date of this Information Circular:

1. a director, chief executive officer or chief financial officer of any company (including the Company and any personal holding company of the proposed director) that, while that person was acting in that capacity:

   (a) was subject to a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order) or an order similar to a cease trade 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 (an "**Order**"); or

   (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

2. a director or executive officer of any company (including the Company) and any personal holding company of the proposed director) 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.

No proposed nominee for election as a director of the Company has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

3. APPOINTMENT OF THE AUDITOR

At the Meeting, Davidson & Company LLP, Chartered Professional Accountants, located at Suite 1200 – 609 Granville Street, Vancouver, British Columbia V7Y 1G6, will be recommended by management and the Board of Directors for re-appointment as auditor of the Company at a remuneration to be fixed by the directors. See *"**Section 5 – Audit Committee – External Service Fees**"*.

The Company's management recommends that the Shareholders vote in favour of the appointment of Davidson & Company LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year and grant the Board of Directors the authority to determine the remuneration to be paid to the auditor. Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, to act as the Company's auditor until the close of its next annual general meeting and also intend to vote FOR the proposed resolution to authorize the Board of Directors to fix the remuneration to be paid to the auditor.

4. APPROVAL OF OMNIBUS LONG TERM INCENTIVE PLAN

The purpose of the Omnibus Long Term Incentive Plan (the "**LTIP**") is to provide the Company with a mechanism to attract, retain and motivate qualified employees, consultants, directors and management whose present and potential contributions are important to the success of the Company and its subsidiaries, by offering them an opportunity to participate in the Company's future performance through share-based awards.

At the Meeting, disinterested Shareholders will be asked to approve an ordinary resolution to approve the continuation of the LTIP. The following is a summary of the LTIP. The summary is qualified in its entirety by the full text of the LTIP as attached Schedule "B" of the Information Circular dated October 27, 2020 and filed on SEDAR+ on November 12, 2020.

The LTIP is a "rolling and fixed" option plan. Pursuant to the requirements of the TSXV for "rolling and fixed" option plans, the Company must obtain Shareholder approval for the LTIP on an annual basis, as described in Policy 4.4 of the TSXV. The LTIP remains subject to approval of the TSXV.

Description of the LTIP

All employees, consultants, consultant companies, officers, management company employees and directors (each a "**Participant**") are eligible to participate in the LTIP. Eligibility to participate does not confer upon any participant any right to receive any grant of an Award pursuant to the LTIP.

The LTIP allows the Board to grant an Award to eligible employees, directors, management and consultants for their contribution to the Company. An Award means any Option (including incentive stock option), Share Appreciation Right, Restricted Share Unit, Performance Share Unit, Deferred Share Unit, Restricted Share or Other Share Based Award (as these terms are defined in the LTIP).

The LTIP will be administered by the Board who has sole and complete authority, in its discretion, among other things, to: determine individuals eligible for Awards; make grants of Awards under the LTIP, including the time of Award grant, number of Common Shares covered by an Award, the price, if any, to be paid by a Participant in connection with the purchase of Common Shares covered by Awards, establish the form(s) of Award Agreements and cancel, amend, adjust or otherwise change any Award under such circumstances as the Board may consider appropriate in accordance with the LTIP.

Subject to adjustment and any subsequent amendment to the LTIP, the aggregate number of Common Shares reserved for issuance pursuant to Awards that are Options granted under the LTIP, together with any other Security Based Compensation Arrangement, shall not exceed 10% of the Common Shares issued and outstanding, from time to time. As well, all Awards, other than Options, granted under the LTIP shall not exceed 5,024,981 Awards, provided however, that in no event shall the aggregate number of Awards granted under the Plan, exceed the aggregate number of Common Shares reserved for issuance pursuant to Awards that may be granted by the Company under the LTIP and any other Security Based Compensation Arrangement. There are currently 121,367,980 shares issued and outstanding of the Company.

The aggregate number of Common Shares issuable to Participants who are non-Employee Directors shall not exceed one percent (1%) of the issued and outstanding Common Shares and Awards to non-Employee Directors shall not have an aggregate value greater than $150,000 (and the annual aggregate value of Options shall not exceed $100,000).

The aggregate number of Common Shares issuable to Insiders at any time, under all of the Company's Security Based Compensation Arrangements, shall not exceed ten percent (10%) of the issued and outstanding Common Shares; and the aggregate number of Common Shares issued to Insiders within any one year period, under all of the Company's Security Based Compensation Arrangements, shall not exceed ten percent (10%) of the issued and outstanding Common Shares.

If the Common Shares are listed on the TSXV, the aggregate number of Common Shares:

- issued to any one Person (and any companies wholly owned by that Person) in a one year period must not exceed five percent (5%) of the issued and outstanding Common Shares, calculated on the Date of Grant;

- issued to any one Consultant (and any companies wholly owned by that Person, including Consultant Companies) in a one year period must not exceed two percent (2%) of the issued and outstanding Common Shares, calculated on the Date of Grant; and

- issued to any one Person conducting Investor Relations Activities in a one year period must not exceed two percent (2%) of the issued and outstanding Common Shares, calculated on the Date of Grant. For greater certainty, a Person conducting Investor Relations Activities shall only be entitled to receive Options as a form of Award under the Plan (including any other Security Based Compensation Arrangement).

Each Award under the LTIP will be evidenced by an Award Agreement and the Awards are non-transferable.

Upon a change of control, the Board may, without the consent of any Participant, take such steps as it deems necessary or desirable, including to cause; (i) the conversion or exchange of any Award; (ii) outstanding Awards to vest and become exercisable; (iii) terminate an Award in exchange for an amount of cash and/or property; (iv) replacement of an Award with other rights or property; or (v) any combination of the foregoing.

The LTIP does not allow consultants performing investor relations services, to receive Awards other than regular stock options.

The Board will establish the exercise price of each Option at the time each Option is granted, which exercise price must be not less than the market price of the Common Shares on the date of grant. The Award Agreement may specify the expiry date of the Award, which shall not be later than the tenth anniversary of the date of grant – if not so specified, the expiry date of each Award shall be the tenth anniversary of the date of grant.

Each Option will vest and be exercisable in the manner set out in the applicable Award Agreement. Once a portion of an Option becomes vested, it shall remain vested and shall be exercisable, in whole or in part, until expiration or termination of the Option, unless otherwise provided in this Plan or approved by the Board. The Board has the right to accelerate the date upon which any portion of any Option becomes exercisable, save that the accelerated vesting of any Options held by Persons conducting investor relations activities shall not be permitted.

Unless otherwise determined by the Board and set forth in the particular Award Agreement, RSUs, PSUs and DSUs shall be credited with dividend equivalents in the form of additional RSUs, PSUs and DSUs, respectively, as of each dividend payment date in respect of which normal cash dividends are paid on Common Shares. Such dividend equivalents shall be computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Shares by the number of RSUs, PSUs and DSUs, as applicable, held by the Participant on the record date for the payment of such dividend, by (b) the Market Price at the close of the first Business Day immediately following the dividend record date, with fractions computed to three decimal places. Dividend equivalents credited to a Participant's accounts shall vest in proportion to the RSUs, PSUs and DSUs to which they relate.

If a Participant's employment or services are terminated due to death or disability or if the Participant resigns, all Awards shall immediately vest or cease to be restricted. If a Participant's employment or engagement is terminated without case, then each Award held by that Participant that has vested as of the Termination Date continues to be exercisable for up to 90 days after Termination Date. If a Participant is terminated with cause, then any Option or Award held, whether vested or not, is immediately forfeited and cancelled as of the Termination Date.

Accordingly, management of the Company is asking disinterested Shareholders to approve the following resolutions pursuant to the policies of the TSXV:

"**BE IT RESOLVED, with all insiders and their associates abstaining from voting, THAT:**

1. **the Omnibus Long Term Incentive Plan of the Company dated October 30, 2020 (the "LTIP") is hereby ratified, affirmed and approved;**

2. **the form of the LTIP may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of Shareholders, if applicable;**

3. **any director or officer of the Company be and is hereby authorized and directed to do such things and to execute and deliver all such instruments, deeds and documents, and any amendments thereto, as may be necessary or advisable in order to give effect to the foregoing resolutions, and to complete all transactions in connection therewith."**

To be effective, the resolution must be passed by a majority of votes cast by disinterested Shareholders present or represented by proxy at the Meeting, and be accepted for filing by the TSXV.

Management and the Board of Directors of the Company believe the Omnibus Long Term Incentive Plan is in the best interests of the Company and is fair to the Company and its Shareholders. The Company's management and the Board of Directors recommend that Shareholders vote FOR the resolution approving the Omnibus Long Term Incentive Plan. Unless you provide instructions to the contrary, the Management Proxyholders intend to vote FOR the resolution to approve the Omnibus Long Term Incentive Plan.

OTHER BUSINESS

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof. Management of the Company knows of no other matters to come before the Meeting other than those referred to in the notice of the Meeting. Should any other matters properly come before the Meeting, the Common Shares represented by the proxies solicited hereby will be voted on such matter in accordance with the best judgement of the persons voting by proxy.

SECTION 4 – EXECUTIVE COMPENSATION

GENERAL

Unless otherwise specified, all currency amounts are expressed in USD. For the purpose of this Statement of Executive Compensation:

"**Board**" means the board of directors of the Company;

"**CEO**" means Chief Executive Officer;

"**CFO**" means Chief Financial Officer;

"**Company**" means JasperX Technologies Inc. (*formerly,* Venzee Technologies Inc.);

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"**external management company**" includes a subsidiary, affiliate or associate of the external management company;

"**NEO**" or "**named executive officer**" means each of the following individuals:

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

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

(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year ended March 31, 2026, whose total compensation was more than $150,000 for that financial year; and

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

"**plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.

During the financial year ended March 31, 2026, the NEOs of the Company were as follows: Peter Montross – President and CEO; Darren Battersby – CFO (resigned on January 31, 2026); and Hebe Chen – CFO (appointed on February 1, 2026).

The members of the Board who were not NEOs during the financial year ended March 31, 2026, were Sean Copeland, Jeffrey J. Smith, and Pamela Draper.

DIRECTOR AND NEO COMPENSATION

Director and NEO compensation, excluding options and compensation securities

The following table of compensation, excluding options and compensation securities, provides a summary of compensation paid by the Company to each NEO and director of the Company for the two (2) most recently completed financial years of the Company ended March 31, 2026, and March 31, 2025.

Options and compensation securities are disclosed under the heading "**Stock Options and Other Compensation Securities**" below.

Table of compensation excluding compensation securities							
Name and position	**Year Ended**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Peter Montross *President, CEO, Chairman, Director*	2026	42,193	NIL	NIL	NIL	27,344	69,537
	2025	127,270	NIL	NIL	NIL	21,322	148,592

Table of compensation excluding compensation securities							
Name and position	**Year Ended**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Hebe Chen *CFO*	2026	NIL	NIL	NIL	NIL	NIL	NIL
	2025	N/A	N/A	N/A	N/A	N/A	N/A
Sean Copeland *Director*	2026	NIL	NIL	NIL	NIL	NIL	NIL
	2025	NIL	NIL	NIL	NIL	3,016	3,016
Jeffrey J. Smith *Director*	2026	315,000	NIL	NIL	NIL	NIL	315,000
	2025	360,000	NIL	NIL	NIL	NIL	360,000
Pamela Draper *Director*	2026	NIL	NIL	NIL	NIL	NIL	NIL
	2025	NIL	NIL	NIL	NIL	NIL	NIL
Darren Battersby *Director, Former CFO*	2026	75,000	NIL	NIL	NIL	NIL	75,000
	2025	90,000	NIL	NIL	NIL	NIL	90,000

NOTES:

(1) Year ended March 31, 2026.

(2) Mr. Montross was appointed to the Board of Directors on October 25, 2019 and as Chairman on October 25, 2019. Mr. Montross was appointed as the President and CEO of the Company on September 30, 2023.

(3) Mr. Battersby was appointed as Chief Financial Officer effective August 1, 2019. Mr. Battersby was paid in Canadian dollars, therefore each element of his compensation paid in Canadian dollars was converted to U.S. dollars using an average exchange rate for the period associated with the payments of 1.3478.

(4) Mr. Copeland was appointed to the Board of Directors on October 25, 2019. Mr. Copeland was paid in Canadian dollars, therefore each element of his compensation paid in Canadian dollars was converted to U.S. dollars using an average exchange rate for the period associated with the payments of 1.3478.

(5) Mr. Smith was appointed to the Board of Directors on September 30, 2023, and receives his compensation by way of the Consulting Agreement, as more particularly described in "**Section 3 – The Business of the Meeting**". Mr. Smith was paid in Canadian dollars, therefore each element of his compensation paid in Canadian dollars was converted to U.S. dollars using an average exchange rate for the period associated with the payments of 1.3478.

(6) Ms. Draper was appointed to the Board of Directors on September 30, 2023.

External Management Companies

The management functions of the Company are performed by persons who are independent contractors of the Company. The particulars of such external management contracts are as follows:

- Ms. Chen, who resides in Alberta, Canada, is engaged in the role of Chief Financial Officer ("**CFO**") and provides services expected of a CFO and is paid through a consulting agreement between DCP and JasperX.

- Mr. Smith, who resides in Alberta, Canada, provides consulting services to the Company through DCP, of which Mr. Smith is a director, pursuant to a consulting agreement (the "**Consulting Agreement**") dated effective January 1 2026. The Company may terminate the Consulting Agreement at any time by providing six months' written notice to DCP. DCP may terminate the Consulting Agreement at any time. In accordance with the terms of the Consulting Agreement, DCP receives $15,000 per month in consulting fees.

Stock Options and Other Compensation Securities

The Company did not grant any compensation securities to the directors nor NEOs during the financial year ended March 31, 2026. No compensation security had been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the Company's financial year ended March 31, 2026.

The following table provides a summary of all option-based awards outstanding for each director and Named Executive Officer in the most recently completed financial year of the Company ending on March 31, 2026. The table also includes the total amount of compensation securities and underlying securities held by each Named Executive Officer and director as at the financial year end of March 31, 2026. The Company does not have any other equity incentive plans other than its Omnibus Long Term Incentive Plan (the "LTIP").

Name and position	Type of compensation security	# of compensation securities, # of underlying securities and % 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
Peter Montross *President, CEO, Chairman, Director*	stock options	125,000 options	Dec 1, 2021	0.12	0.95	0.15	Dec 1, 2026
Sean Copeland *Director*	stock options	25,000 options	Dec 1, 2021	0.12	0.95	0.15	Dec 1, 2026
Darren Battersby [(2)] *Director, Former CFO*	stock options	25,000 options	Dec 1, 2021	0.12	0.95	0.15	Dec ,1 2026

NOTE:

1) No compensation security has been re-priced, cancelled and replaced, had the term extended, or otherwise been materially modified, in the Company's financial year ended March 31, 2026.
2) Darren Battersby was CFO from August 1, 2019, until his resignation on January 31, 2026. Mr. Battersby was appointed to the board of directors on August 8, 2024.

Exercise of Compensation Securities by Directors and NEOs

There were no compensation securities exercised by a director or NEO during the financial year ended March 31, 2026.

STOCK OPTION PLANS AND OTHER INCENTIVE PLANS

LTIP Plan

The purpose of the Company's omnibus long term incentive plan (the "**LTIP**") is to provide the Company with a mechanism to attract, retain and motivate qualified employees, consultants, directors and management whose present and potential contributions are important to the success of the Company and its subsidiaries, by offering them an opportunity to participate in the Company's future performance through share-based awards.

The following is a summary of the LTIP. The summary is qualified in its entirety by the full text of the LTIP as attached as Schedule "B" to the management information circular dated October 27, 2020, and filed under the Company's SEDAR+ profile at www.sedarplus.com. Any capitalized term not otherwise defined herein has the meaning ascribed to such term in the LTIP.

Securities Authorized For Issuance Under Equity Compensation Plans

No equity securities are authorized for issuance during the financial year ended March 31, 2026.

Employment, consulting and management agreements

Management functions of the Company and its subsidiaries are substantially performed by the Company's directors and executive officers. The Company has entered into consulting agreements with external management companies as described under the heading "***Director and NEO Compensation – External Management Companies*****"** above.

Additionally, pursuant to an agreement dated December 31, 2022, (the "**Montross Consulting Agreement**"), Mr. Montross' fee from April – October 2023 was USD $6,000 per month. Following an amendment of the Montross Consulting Agreement, Mr. Montross' fee from November 2023 – January 2025 was USD $8,500 per month, and then subsequently amended to USD$2,500 per month from February 2025.

Oversight and description of director and named executive officer compensation
Compensation of Directors

The Company does not have a compensation policy for remuneration payable to the board of directors as compensation for providing services and discharging their duties as required and appropriate.

Hedging by Named Executive Officers or Directors

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Pension disclosure

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans currently in place or proposed at this time.

SECTION 5 - 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 and its relationship with its independent auditor, as set forth in the following:

AUDIT COMMITTEE CHARTER

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

COMPOSITION OF AUDIT COMMITTEE

The current members of the Audit Committee are Peter Montross (Chair), Sean Copeland, and Jeffrey J. Smith.

Financial Literacy

NI 52-110 provides that an individual is "financially literate" if he or she has 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.

All members of the Audit Committee are considered to be financially literate within the meaning of NI 52-110.

Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment.

Neither Mr. Copeland nor Mr. Smith are executive officers of the Company. Mr. Montross is the President, Chief Executive Officer, and Chairman, and is non-independent. Mr. Smith is a principal of DCP, an existing consultant of the Company, and is non-independent.

RELEVANT EDUCATION AND EXPERIENCE

All of the Audit Committee members are senior-level businesspeople with experience in financial matters; each has an understanding of accounting principles used by the Company to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour.

In addition, each of the members of the Audit Committee have knowledge of the role of an audit committee in the realm of reporting companies from their years of experience as directors or officers of public companies other than the Company. See Section 6 - Corporate Governance – Directorships in Other Public Companies.

Peter Montross – Chair

Mr. Montross has, throughout his career in sales, sales management, and operational management, created, overseen, and managed significant operating budgets, along with designing and executing on effective budget, forecast, and financial models for departments and entire companies.

Sean Copeland

Mr. Copeland successfully completed two years of accounting courses in university. As part of the Strategic and Operational Planning Standing Committee, he is part of the ccNSO working group that asks and helps make suggestions to the ICANN finance department.

Jeffrey J. Smith

Mr. Smith is an entrepreneur with more than 30 years of experience in operating, financing, growing and managing large scale international financial services businesses. Mr. Smith has extensive experience in business valuation, the public equity and debt capital markets. Mr. Smith has sourced, negotiated, financed and integrated numerous acquisitions in Canada and internationally.

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 of directors.

RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Company's most recently completed financial year ended March 31, 2026, 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.

As the Company is considered a "venture issuer" pursuant to relevant securities legislation, the Company is relying on the exemption in Section 6.1 of NI 52-110, from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110.

PRE-APPROVAL POLICIES AND PROCEDURES FOR NON-AUDIT SERVICES

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Company's Audit Committee Charter attached as Schedule "A" to this Information Circular.

EXTERNAL AUDITOR SERVICE FEES

In the following table, "Audit Fees" are fees billed by the Company's external auditors for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related Fees" are fees not included in audit fees that are billed by the auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax Fees" are billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning. "All Other Fees" are fees billed by the auditors for products and services not included in the foregoing categories.

The fees paid by the Company to its auditors in each of the last two financial years, by category, are as follows:

Auditor	*Financial Year*	*Audit Fees*	*Audit-related Fees*(4)	*Tax Fees*(4)	*All Other Fees*(5)
Davidson & Company LLP(6)	2026	$105,000	NIL	NIL	NIL
	2025	$52,500	NIL	NIL	NIL

NOTES:
(1) Financial year ended March 31.
(2) The aggregate audit fees billed.
(3) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements that are not included under the heading "**Audit Fees**".
(4) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.
(5) The aggregate fees billed for products and services other than as set out under the headings "**Audit Fees**", "**Audit Related Fees**" and "**Tax Fees**".
(6) Davidson & Company LLP, Chartered Professional Accountants, has been the Company's auditor since December 21, 2017.

SECTION 6 - CORPORATE GOVERNANCE

GENERAL

National Instrument 58-101 - Disclosure of Corporate Governance Practices ("**NI 58-101**") provides guidelines on corporate governance disclosure for venture issuers as set out in Form 58-101F2 and requires full and complete annual disclosure of a listed company's systems of corporate governance with reference to National Policy 58-201 – *Corporate Governance Guidelines* (the "**Guidelines**"). Where a company's corporate governance system differs from the Guidelines, each difference and the reason for the difference is required to be disclosed. The Company's approach to corporate governance is provided below.

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 that are both in the interest of its Shareholders and contribute to effective and efficient decision making. The Guidelines establish corporate governance guidelines that apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. NI 58-101 mandates disclosure of corporate governance practices for venture issuers in Form 58-101F2, which disclosure is set out below.

COMPOSITION OF THE BOARD OF DIRECTORS

All of the proposed nominees for election as a director at the Meeting are current directors of the Company. Form 58-101F1 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. "Material relationship" is defined as a relationship that

could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Management was delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management through frequent meetings of the Board and by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company's internal control processes and management information systems.

MANDATE OF THE BOARD

The Board is elected by and accountable to the Shareholders. The mandate of the Board is to continually govern the Company and to protect and enhance the assets of the Company in the long-term best interests of the Shareholders. The Board will annually assess and approve a strategic plan which takes into account, among other things, the opportunities and the identification of the principal risks of the issuer's business, and ensuring the implementation of appropriate systems to manage these risks.

DIRECTORSHIPS IN OTHER PUBLIC COMPANIES

None of the current directors of the Company are directors or officers of other reporting issuers. Darren Battersby is a director of Network Media Group Inc.

ORIENTATION AND CONTINUING EDUCATION

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current level of operations. However, if the growth of the Company's operations warrants it, it is likely that a formal orientation process will be implemented.

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records. Reference is made to the table under the heading "Election of Directors" for a description of the current principal occupations of the members of the Board.

ETHICAL BUSINESS CONDUCT

The Board has determined that the fiduciary duties placed on individual directors by the Company's governing corporate legislation, 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 are sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Furthermore, the Board promotes fair dealing with all its stakeholders and requires compliance with the laws of each jurisdiction in which the Company operates.

The Board of Directors is also required to comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia) and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest.

NOMINATION OF DIRECTORS

The Board as a whole determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the individual Board members, including both formal and informal discussions among Board members and the President and Chief Executive Officer. The current size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing current directors. Proposed directors' credentials are reviewed and discussed amongst the members of the Board prior to the proposed director's nomination.

The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

COMPENSATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

The Company does not currently pay its directors any remuneration for acting as directors and the only compensation for acting as directors received by non-management directors is through the grant of incentive stock options or Awards under the LTIP. The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current Board compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director of the Company. The number of options or Awards to be granted to any director or officer is determined by the Board as a whole, thereby providing the independent directors with significant input into compensation decisions. Stock options and/or Awards to be granted to "management" directors are required, as a matter of board practice, to be reviewed and approved by the "non-management" directors. Given the current size and limited scope of operations of the Company, the Board does not believe that a formal compensation committee is required. At such time as, in the opinion of the Board, the size and activities of the Company and the number of management employees warrants it, the Board will consider it necessary to appoint a formal compensation committee.
See *"**Section 4 – Statement of Executive Compensation – Director and NEO Compensation**"*.

COMMITTEES OF THE BOARD OF DIRECTORS

The Company has no other committee other than an Audit Committee.

ASSESSMENTS

The Board has not, as yet, established procedures to formally review the contributions of individual directors. At this point, the directors believe that the Board's current size facilitates informal discussion and evaluation of members' contributions within that framework.

SECTION 7 - OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the most recently completed financial year ended March 31, 2026, and as at the date of this Information Circular, no director, executive officer or employee or former director, executive officer or employee of the Company, nor any nominee for election as a director of the Company, nor any associate of any such person, was indebted to the Company for other than "**routine indebtedness**", as that term is defined by applicable securities legislation; nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON AND INFORMED PERSONS IN MATERIAL TRANSACTIONS

Applicable securities legislation defines "**informed person**" to mean any of the following: (a) a director or executive officer of a reporting issuer; (b) a director or officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; (c) any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as otherwise disclosed herein, no informed persons had (or has) any interest in any transaction with the Company since the commencement of our most recently completed financial year ended March 31, 2026, or in any proposed transaction, that has materially affected the Company or is likely to do so. Other than as set forth herein, no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, ended March 31, 2026, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors.

MANAGEMENT CONTRACTS

The Company has no management agreements or arrangements under which the management functions of the Company are performed other than by the Company's directors and executive officers.

ADDITIONAL INFORMATION

Financial information about the Company is included in the Company's financial statements and management's discussion and analysis for the financial year ended March 31, 2026, which have been electronically filed with regulators and are publicly available on SEDAR+ at www.sedarplus.ca.

DIRECTOR APPROVAL

The contents of this Information Circular and the sending thereof to the Shareholders have been approved by the Board.

Dated at Vancouver, British Columbia, this 13th day of November, 2026.

BY ORDER OF THE BOARD

Signed: "***Peter Montross***"
Peter Montross
Chief Executive Officer, President and Chairman

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

See attached.

I. INTRODUCTION

The Audit Committee (the "**Committee**") is a standing committee appointed by the board of directors (the "**Board**") of Venzee Technologies Inc. (the "Corporation"). The Committee is established to fulfill applicable securities law obligations respecting audit committees and to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting, including to:

(a) oversee the integrity of the Corporation's financial statements and financial reporting process, including the audit process and the Corporation's internal accounting controls and procedures and compliance with related legal and regulatory requirements;

(b) oversee the qualifications and independence of the external auditors;

(c) oversee the work of the Corporation's financial management and external auditors in these areas; and

(d) provide an open avenue of communication between the external auditors, the Board and management of the Corporation.

The function of the Committee is oversight. It is not the duty or responsibility of the Committee or its members: (i) to plan or conduct audits, (ii) to determine that the Corporation's financial statements are complete and accurate and are in accordance with International Financial Reporting Standards, or (iii) to conduct other types of auditing or accounting reviews or similar procedures or investigations. The Committee, its chair and its audit committee financial expert members are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Corporation, and are specifically not accountable or responsible for the day to day operation or performance of such activities. In particular, the member or members identified as audit committee financial experts shall not be accountable for giving professional opinions on the internal or external audit of the Corporation's financial information.

Management is responsible for the preparation, presentation and integrity of the Corporation's financial statements. Management is also responsible for maintaining appropriate accounting and financial reporting principles and policies and systems of risk assessment and internal controls and procedures designed to provide reasonable assurance that assets are safeguarded and transactions are properly authorized, recorded and reported and to assure the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with accounting standards and applicable laws and regulations. The chief financial officer is responsible for monitoring and reporting on the adequacy and effectiveness of the system of internal controls. The external auditors are responsible for planning and carrying out an audit of the Corporation's annual financial statements in accordance with generally accepted auditing standards to provide reasonable assurance that, among other things, such financial statements are in accordance with International Financial Reporting Standards.

II. PROCEDURES, POWERS AND DUTIES

The Committee shall have the following procedures, powers and duties:

1. *Composition* — The Committee shall consist of at least three members, all of whom shall be independent within the meaning of National Instrument 52-110 —Audit Committees. All members of the Committee must be or, within a reasonable period following appointment, become financially literate, meaning that each has 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 Corporation's financial statements.

Should at any time the Committee not meet the composition requirements because of death, resignation, bankruptcy, adjudicated incompetence, removal or change in circumstances of one or more of the members who were on the Committee, these requirements shall not be applicable for a period of 180 days during

which time the remaining members shall appoint additional members, as necessary, who qualify to sit on the Committee and whose appointment(s) will result in the Committee meeting the composition requirements.

2. *Meetings* — The Committee shall meet regularly and as often as it deems necessary to perform the duties and discharge its responsibilities described herein in a timely manner, but not less than four (4) times a year and any time the Corporation proposes to issue a press release with its quarterly or annual earnings information. At each Committee meeting, the Committee shall meet with the chief financial officer and the external auditors to discuss any matters that the Committee or each of these groups believes should be discussed privately and such persons shall have access to the Committee to bring forward matters requiring its attention. At each Committee meeting, the Committee shall have an in camera session without management. The Committee shall maintain written minutes of its meetings.

3. *Professional Assistance* — The Committee may require the external auditors to perform such supplemental reviews or audits as the Committee may deem desirable. In addition, the Committee may retain such special legal, accounting, financial or other consultants as the Committee may determine to be necessary to carry out the Committee's duties at the Corporation's expense.

4. *Reliance* — Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Committee shall be entitled to rely on: (i) the integrity of those persons or organizations within and outside the Corporation from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations, and (iii) representations made by management and the external auditors as to any information technology, internal audit and other non-audit services provided by the external auditors to the Corporation and its subsidiaries.

5. *Reporting to the Board* — The Committee will report through the chair of the Committee to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

6. *Procedure* — The Committee meetings shall be conducted as follows: (i) questions arising at any meeting shall be decided by a majority of the votes cast, (ii) decisions may be taken by written consent signed by all members of the Committee, and (iii) meetings may be called by the external auditors of the Corporation or any member of the Committee upon not less than 48 hours notice, unless such notice requirement is waived by the Committee members. The external auditors of the Corporation are entitled to receive notice of every meeting of the Committee and, at the expense of the Corporation, to attend and be heard thereat and, if so requested by a member of the Committee, shall attend any meeting of the Committee held during the term of office of the external auditors.

7. *Access* — The Committee is entitled to full access to all books, records, facilities and personnel of the Corporation and its subsidiaries. The Committee may require such officers, directors and employees of the Corporation and its subsidiaries and others as it may see fit from time to time to provide any information about the Corporation and its subsidiaries it may deem appropriate and to attend and assist at meetings of the Committee.

III. AUDIT RESPONSIBILITIES OF THE COMMITTEE

A. Selection and Oversight of the External Auditors

1. The external auditors are ultimately accountable to the Committee and the Board as the representatives of the shareholders of the Corporation and shall report to the Committee and the Committee shall so instruct the external auditors. The Committee shall evaluate the performance of the external auditors and make recommendations to the Board on the reappointment or appointment of the external auditors of the Corporation to be proposed in the Corporation's management information circular for approval of the shareholders of the Corporation and the compensation to be paid by the Corporation to the external auditors. If a change in external auditors is proposed, the Committee shall review the reasons for the change and any

other significant issues related to the change, including the response of the incumbent auditors, and enquire on the qualifications of the proposed auditors before making its recommendation to the Board.

2. The Committee shall approve in advance the terms of engagement of the external auditors with respect to the conduct of the annual audit. The Committee may approve policies and procedures for the pre-approval of services to be rendered by the external auditors, including de minimis exceptions, which policies and procedures shall include reasonable detail with respect to the services covered. All non-audit services to be provided to the Corporation or any of its subsidiaries by the external auditors or any of their affiliates which are not covered by pre-approval policies and procedures approved by the Committee shall be subject to preapproval by the Committee. The Committee will review disclosure respecting fees paid to the external auditors for audit and non-audit services. Any services under pre-approval will be reported at the following meeting.

3. The Committee shall review the independence of the external auditors and shall make recommendations to the Board on appropriate actions to be taken which the Committee deems necessary to protect and enhance the independence of the external auditors. In connection with such review, the Committee shall:

(a) actively engage in a dialogue with the external auditors about all relationships or services that may impact the objectivity and independence of the external auditors;

(b) require that the external auditors submit to it on a periodic basis, and at least annually, a formal
written statement delineating all relationships between the Corporation and its subsidiaries, on the one hand, and the external auditors and their affiliates on the other hand;

(c) consider the auditor independence standards promulgated by applicable auditing regulatory and professional bodies; and

(d) ensure periodic rotation of lead audit partner.

4. The Committee shall establish and monitor clear policies for the hiring by the Corporation of employees or former employees of the external auditors.

5. The Committee shall require the external auditors to provide to the Committee, and the Committee shall review and discuss with the external auditors, all reports which the external auditors are required to provide to the Committee or the Board under rules, policies or practices of professional or regulatory bodies applicable to the external auditors, and any other reports which the Committee may require.

6. The Committee is responsible for resolving disagreements between management and the external auditors regarding financial reporting and the application of any accounting principles or practices. The Committee shall discuss with the external auditors any difficulties that arose with management during the course of the audit and the adequacy of management's responses in correcting audit-related deficiencies.

B. Oversight and Monitoring of Audits

1. The Committee shall review with the external auditors and management the audit function generally, the objectives, staffing, locations, co-ordination, reliance upon management and internal audit and general audit approach and scope of proposed audits of the financial statements of the Corporation and its subsidiaries, the overall audit plans, the responsibilities of management and the external auditors, the audit procedures to be used and the timing and estimated budgets of the audits.

2. The Committee shall meet periodically with management (including meetings with the Board in absence of management) to discuss the progress of their activities and any significant findings stemming

from internal audits and any difficulties or disputes that arise with management and the adequacy of management's responses in correcting audit-related deficiencies.

3. The Committee shall review with management the results of internal and external audits.

4. The Committee shall take such other reasonable steps as it may deem necessary to satisfy itself that the audit was conducted in a manner consistent with all applicable legal requirements and auditing standards of applicable professional or regulatory bodies.

C. Oversight and Review of Accounting Principles and Practices

1. The Committee shall, as it deems necessary, oversee, review and discuss with management and the external auditors:

(a) the quality, appropriateness and acceptability of the Corporation's accounting principles and practices used in its financial reporting, changes in the Corporation's accounting principles or practices and the application of particular accounting principles and disclosure practices by management to new transactions or events;

(b) all significant financial reporting issues and judgments made in connection with the financial statements, including the effect of any alternative treatment within International Financial Reporting Standards;

(c) any material change to the Corporation's auditing and accounting principles and practices as
recommended by management or the external auditors or which may result from proposed changes to applicable International Financial Reporting Standards;

(d) the effect of regulatory or accounting limitations on the Corporation's financial reporting;

(e) any reserves, accruals, provisions, estimates or Corporation programs and policies, including factors that affect asset and liability carrying values and the timing of revenue and expense recognition, that may have a material effect upon the financial statements of the Corporation;

(f) any legal matter, claim or contingency that could have a significant impact on the financial statements and any material reports, inquiries or correspondence from regulators or governmental authorities regarding compliance with applicable requirements and any analysis respecting disclosure with regard to any such legal matter, claim or contingency in the financial statements;

(g) the treatment for financial reporting purposes of any significant transactions which are not a normal part of the Corporation's operations;

(h) the use of any “pro-forma” or “adjusted” information not in accordance with International Financial Reporting Standards; and

(i) management's determination of goodwill impairment, if any, as required by applicable accounting standards.

D. Oversight and Monitoring of Internal Controls

1. The Committee shall, as it deems necessary, exercise oversight of, review and discuss with management and the external auditors:

(a) the adequacy and effectiveness of the Corporation's internal accounting and financial controls and the recommendations of management and the external auditors for the improvement of accounting practices and internal controls;

(b) any material weaknesses in the internal control environment, including with respect to computerized information system controls and security; and

(c) management's compliance with the Corporation's processes, procedures and internal controls.

E. Communications with Others

2. The Committee shall establish and monitor procedures for the receipt and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or audit matters and the anonymous submission by employees of concerns regarding questionable accounting or auditing matters and review periodically with management these procedures and any significant complaints received. **F. Oversight and Monitoring of the Corporation's Financial Disclosures**

1. The Committee shall:

(a) review with the external auditors and management and recommend to the Board for approval the audited annual financial statements and the notes and management's discussion and analysis accompanying such financial statements, and the Corporation's annual report;

(b) review with the external auditors and management each set of interim financial statements and the notes and management's discussion and analysis accompanying such financial statements; and

(c) review with the external auditors and management any financial statements included or to be included in a prospectus, any financial information of the Corporation contained in any management information circular of the Corporation, and any other disclosure documents or regulatory filings of the Corporation containing or accompanying financial information of the Corporation.

2. Such reviews shall be conducted prior to the release of any summary of the financial results or the filing of such reports with applicable regulators.

3. Prior to their distribution, the Committee shall discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies, it being understood that such discussions may, in the discretion of the Committee, be done generally (i.e., by discussing the types of information to be disclosed and the type of presentation to be made) and that the Committee need not discuss in advance each earnings release or each instance in which the Corporation gives earning guidance.

4. The Committee shall review with management the assessment of the Corporation's disclosure controls and procedures and material changes in their design.

G. Oversight of Finance Matters

1. Appointments of the key financial executives involved in the financial reporting process of the Corporation, including the chief financial officer, shall require the prior review of the Committee.

2. The Committee shall receive and review:

(a) periodic reports on compliance with requirements regarding statutory deductions and remittances, the nature and extent of any non-compliance together with the reasons therefor and the management's plan and timetable to correct any deficiencies;

(b) material policies and practices of the Corporation respecting cash management and material financing strategies or policies or proposed financing arrangements and objectives of the Corporation; and

(c) material tax policies and tax planning initiatives, tax payments and reporting and any pending tax audits or assessments.

3. The Committee shall meet periodically with management to review and discuss the Corporation's major financial risk exposures and the policy steps management has taken to monitor and control such exposures, including the use of financial derivatives and hedging activities.

4. The Committee shall meet with management to review the process and systems in place for ensuring the reliability of public disclosure documents that contain audited and unaudited financial information and their effectiveness.

H. Business and Ethical Conduct

1. The Committee shall:

(a) periodically review and approve any changes to the “Code of Business Conduct and Ethics” for any directors, officers and employees of the Corporation and its subsidiaries and be responsible for granting any waivers from the application of such code; and

(b) review management's monitoring of compliance with such code.

I. Additional Responsibilities

1. The Committee shall review any significant or material transactions outside the Corporation's ordinary activities.

2. The Committee shall review and make recommendations to the Board concerning the financial condition of the Corporation and its subsidiaries, including with respect to annual budgets, corporate borrowings, investments, capital expenditures, long term commitments and the issuance and/or repurchase of securities.

3. The Committee shall review and/or approve any other matter specifically delegated to the Committee by the Board and undertake on behalf of the Board such other activities as may be necessary or desirable to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting.

IV. AUDIT COMMITTEE CHARTER

1. The Committee shall review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board. The performance of the Committee shall be evaluated with reference to this Charter annually.

2. The Committee shall ensure that this Charter or a summary of it which has been approved by the Committee is disclosed in accordance with all applicable securities laws or regulatory requirements in the annual management information circular or annual information form of the Corporation.

Last updated: January 25, 2018.