



**KING GLOBAL
VENTURES**

KING GLOBAL VENTURES INC.

MANAGEMENT INFORMATION CIRCULAR

AND

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

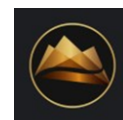
MEETING DATE: *Friday, December 5, 2025 at 9:00 a.m. (PST)*



MEETING LOCATION: *Zoom Meeting Platform*



YOUR VOTE AND PARTICIPATION AS A SHAREHOLDER IS IMPORTANT. PLEASE READ THE ACCOMPANYING NOTICE OF MEETING, MANAGEMENT INFORMATION CIRCULAR, AND VOTE YOUR SHARES.



Notice is hereby given that the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of Common shares (“**Common Shares**”) of King Global Ventures Inc. (the “**Corporation**”) will be held virtually via the Zoom meeting platform on Friday, December 5, 2025 at 9:00 a.m. (PST) and any adjournment(s) or postponement(s) thereof for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2024, together with the auditors’ reports thereon;
2. to fix the number of directors to be elected at the Meeting at five (5) members;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration as such; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Additional information concerning the matters proposed to be put before the Meeting is set forth in the Information Circular, which accompanies and forms part of this Notice of Meeting. If you are a registered Shareholder (“**Registered Shareholder**”), a form of proxy (“**Instrument of Proxy**”) is enclosed, and if you are a non-registered Shareholder (“**Beneficial Shareholder**”), a voting instruction form (“**VIF**”) is also enclosed.

Registered Shareholders

A Registered Shareholder may attend the Meeting virtually or may be represented at the Meeting by a proxyholder. Registered Shareholders who are unable to attend the Meeting virtually are requested to date and sign the enclosed Instrument of Proxy and mail or deposit it with Endeavor Trust Corporation (“**Endeavor**”), our registrar and transfer agent. To be valid, the Instrument of Proxy must be dated, completed, signed and deposited with Endeavor by: (i) mail to 777 Hornby Street, Suite 702, Vancouver, BC, V6Z 1S4 Attn: Proxy Dept; (ii) facsimile at (604) 559-8908; (iii) email at proxy@endeavortrust.com; or (iv) online at www.eproxy.ca, entering the 12-digit control number and password found on your Instrument of Proxy, or as otherwise indicated in the instructions contained in the Instrument of Proxy. In order to be valid and acted upon at the Meeting, Instruments of Proxy must be received not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the time set for the holding of the Meeting or any adjournment thereof. Registered Shareholders are cautioned that using mail to transmit Instruments of Proxy is at their own risk.

Non-Registered Shareholders

Beneficial Shareholders are those who beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary, rather than their own name. Without specific instructions, intermediaries are prohibited from voting Common Shares for their clients. For Beneficial Shareholders, it is vital to return the VIF provided to such Beneficial Shareholder according to the instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on such Beneficial Shareholder’s behalf.

You can find more information about these terms under the heading “*Voting of Common Shares*” in the accompanying Information Circular.

Record Date

The board of directors of the Corporation (the “**Board**”) has fixed the record date for the Meeting at the close of business on October 21, 2025 (the “**Record Date**”). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date.

In the event of an adjournment or postponement of the Meeting, the adjourned or postponed Meeting will be held at a time and place to be specified either by the Corporation before the Meeting or by the chair of the Meeting, as applicable.

Notice-and-Access

The Corporation has elected to deliver the Information Circular, management’s discussion and analysis, consolidated financial statements of the Corporation and the auditor’s report for the year ended December 31, 2024, and other related materials of the Meeting (together, the “**Meeting Materials**”) using the Notice-and-Access provisions outlined in Section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* for delivery to Registered Shareholders, and Section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for delivery to Beneficial Shareholders (together, the “**Notice-and-Access Provisions**”).

The Notice-and-Access Provisions allow the Corporation to deliver Meeting Materials to Shareholders by posting them on SEDAR+ and one non-SEDAR+ website rather than by printing and mailing the documents. The Corporation adopted this alternative means of delivery to reduce the cost and environmental impact of producing and distributing paper copies of documents in very large quantities while providing Shareholders with faster access to information about the Corporation.

Pursuant to the Notice-and-Access Provisions, the Corporation will send a notice to all Shareholders confirming internet availability, indicating that the Meeting Materials have been posted on SEDAR+ and the Corporation’s website, together with an Instrument of Proxy or VIF and explaining how a Shareholder can access the Meeting Materials or obtain paper copies thereof. We remind you to access and review the Meeting Materials before voting.

Shareholders can view and download the Meeting Materials online at www.kindgold.gold or on the Corporation’s SEDAR+ profile at www.sedarplus.ca. You may also obtain paper copies of the Meeting Materials at no cost.



If you are a Registered Shareholder and have any questions on the Notice-and-Access Provisions or voting, please contact Endeavor by: (i) telephone at +1 (888) 787-0888 (Toll-Free Canada & US) or +1 (604) 559-8880 (Outside of Canada & US); or (ii) email at proxy@endeavortrust.com.



If you are a Beneficial Shareholder and have questions on the Notice-and-Access Provisions or voting, you should contact your Intermediary.

For participation and convenience, the Meeting will be held in a virtual-only format using the Zoom meeting platform, allowing Shareholders to listen, ask questions, and vote all in real-time. The Board and management believe that enabling Shareholders to participate virtually through the Zoom meeting platform will facilitate greater Shareholder attendance and participation.

To attend the Meeting, please use the details below:

Join via Direct Meeting Link:

<https://us02web.zoom.us/j/83714158652?pwd=D6EwvbWbNU69adaAg8caygeSRUEVi5.1>



Meeting ID: 837 1415 8652



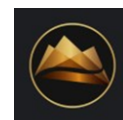
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DATED this 21st day of October, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Robert Dzisiak*”

Robert Dzisiak
Director, President & Chief Executive Officer



This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by management of King Global Ventures Inc. (the “**Corporation**” or “**King**”) for use at the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of Common shares (“**Common Shares**”) of the Corporation to be held virtually via the Zoom meeting platform on Friday, December 5, 2025 at 9:00 a.m. (PST) and any adjournment(s) or postponement(s) thereof for the purposes set forth in the notice of meeting (the “**Notice of Meeting**”) accompanying this Information Circular.

The Corporation presents its consolidated financial statements in Canadian dollars. In this Information Circular, all references to dollar amounts, including the symbol “\$”, are to Canadian dollars. Unless otherwise indicated, the information set out in this Information Circular is provided as of October 21, 2025.

For participation and convenience, the Meeting will be held in a virtual-only format using the Zoom meeting platform, allowing Shareholders to listen, ask questions, and vote all in real-time. The Board and management believe that enabling Shareholders to participate virtually through the Zoom meeting platform will facilitate greater Shareholder attendance and participation.

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➞ Meeting ID: 837 1415 8652

➞ Passcode: 047124

GENERAL PROXY INFORMATION

Record Date

The board of directors of the Corporation (the “**Board**”) has fixed the record date for the Meeting at the close of business on October 21, 2025 (the “**Record Date**”). Only Shareholders of record as at the Record Date will be entitled to vote at the Meeting.

Notice-and-Access

The Corporation has elected to deliver the Notice of Meeting, Information Circular, management’s discussion and analysis, consolidated financial statements of the Corporation and the auditor’s report for the year ended December 31, 2024, and other related materials of the Meeting (together, the “**Meeting Materials**”) using the Notice-and-Access provisions outlined in Section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) for delivery to Registered Shareholders, and Section 2.7.1 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for delivery to Beneficial Shareholders (together, the “**Notice-and-Access Provisions**”).

Notice-and-Access Provisions allow the Corporation to deliver Meeting Materials to Shareholders by posting them on SEDAR+ and on a non-SEDAR+ website, provided that the conditions of NI 51-102 and NI 54-101 are met, rather than by printing and mailing the documents. The Corporation adopted this alternative means of delivery to reduce the cost and environmental impact of producing and distributing paper copies of documents in very large quantities while providing Shareholders with faster access to information about the Corporation. The Corporation will not use the Notice-and-Access Provisions for Shareholders

with existing instructions on their accounts to receive printed materials or those Shareholders that request printed Meeting Materials.

Pursuant to the Notice-and-Access Provisions, the Corporation will send a notice to all Shareholders confirming internet availability, indicating that the Meeting Materials have been posted on SEDAR+ and the Corporation’s website, together with an instrument of proxy (“**Instrument of Proxy**”) or voting instruction form (“**VIF**”) and explaining how a Shareholder can access the Meeting Materials or obtain paper copies thereof. We remind you to access and review the Meeting Materials before voting.

Shareholders can view and download the Meeting Materials online at www.kindgold.gold or on the Corporation’s SEDAR+ profile at www.sedarplus.ca. Shareholders may request paper copies of the Meeting Materials by mail at no cost for up to one year from the date the Meeting Materials were filed on SEDAR+. In order to be delivered in advance of the Meeting, requests for paper copies must be received by November 26, 2025.

Voting of Common Shares

Shareholders have two options, and the voting process is different for each choice. Shareholders can attend the Meeting virtually and vote your Common Shares directly at the Meeting or Shareholders can vote by proxy.

Registered and Beneficial Shareholders

The voting process depends on whether you are a registered Shareholder (or a proxyholder duly appointed thereby) (a “**Registered Shareholder**”) or a non-registered Shareholder (a “**Beneficial Shareholder**”).

Registered Shareholders	You are a Registered Shareholder if you hold Common Shares in your own name, as recorded in the Shareholders’ register maintained by Endeavor Trust Corporation (“ Endeavor ”), the Corporation’s registrar and transfer agent.
Beneficial Shareholders	You are a Beneficial Shareholder if your Common Shares are not registered in your own name, but are instead registered in the name of a bank, trust company, securities dealer or broker, a trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan, or a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the intermediary is a participant (“ Intermediary ”). Most Shareholders are Beneficial Shareholders because the Common Shares they own are not registered in their names.

Voting at the Meeting

A Registered Shareholder or a Beneficial Shareholder who has appointed themselves as proxyholder to represent them at the Meeting will appear on a list of Shareholders prepared by Endeavor. Registered Shareholders and duly appointed proxyholders (including Beneficial Shareholders who have duly appointed themselves as proxyholder) will be able to attend the Meeting, submit or ask questions, and vote at the Meeting. To vote directly at the Meeting, such Shareholder or appointee will be required to register for the Meeting by identifying themselves thereat.

If you are a Beneficial Shareholder who wishes to attend the Meeting, submit or ask questions and vote virtually at the Meeting, you have to appoint yourself as proxyholder first and then also register with Endeavor. Beneficial Shareholders who fail to appoint themselves as proxyholder can still attend the Meeting as guests; however, they will not be able to vote at the Meeting, submit or ask questions.

Voting by Proxy

Registered Shareholders and Beneficial Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting. A proxy is a document that authorizes someone else to attend the Meeting and cast votes for you. If you are a Registered Shareholder, an Instrument of Proxy is enclosed, and if you are a Beneficial Shareholder, a VIF is enclosed.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting. The Instrument of Proxy shall be in writing and shall be executed by the Registered Shareholder, or their attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

Registered Shareholders may submit the Instrument of Proxy by:

	Mail or Hand Delivery
	Endeavor Trust Corporation 777 Hornby Street, Suite 702, Vancouver, BC, V6Z 1S4 Attn: Proxy Dept
	Email
	proxy@endeavortrust.com You will need to provide your completed Instrument of Proxy accompanying this Information Circular
	Fax
	(604) 559-8908
	Internet
	www.eproxy.ca You will need to provide your 12-digit control number and password (located on the Instrument of Proxy accompanying this Information Circular)

Beneficial Shareholders

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. If you are a Beneficial Shareholder who receives a proxy form or VIF, you should follow your Intermediary's instructions for completing the same. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting.

There are two kinds of Beneficial Shareholders; namely, those who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation (referred to as non-objecting beneficial owners or "**NOBOs**") and those who have objected to their Intermediary disclosing ownership information about themselves to the Corporation (referred to as objecting beneficial owners or "**OBOs**").

Pursuant to NI 54-101, issuers can request and obtain a list of NOBOs through their transfer agent for distribution of proxy-related materials directly to NOBOs. The Corporation is not sending the Meeting Materials directly to NOBOs, but rather has distributed copies of the Meeting Materials to the Intermediaries for distribution to NOBOs. The Corporation is not paying for Intermediaries to deliver copies of the Meeting Materials and related documents to OBOs. Accordingly, OBOs will not receive copies of the Meeting Materials and related documents unless the OBO or its Intermediary assumes the cost of delivery.

Intermediaries are required to forward the Meeting Materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. Typically, Intermediaries will use a service company (such as Broadridge Financial Solutions Inc.) to forward the Meeting Materials to Beneficial Shareholders. Generally, Beneficial Shareholders who have not waived the right to receive the Meeting Materials will have received as part of the Meeting Materials a VIF, which must be completed, signed and delivered by the Beneficial Shareholder in accordance with the directions on the VIF.

The purpose of these procedures is to permit Beneficial Shareholders to direct the voting of the Common Shares they beneficially own. Should a Beneficial Shareholder wish to attend and vote at the Meeting virtually (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should strike out the names of the persons named in the VIF and insert the Beneficial Shareholder's (or such other person's) name in the blank space provided or, in the case of a VIF, follow the corresponding instructions on the form.

Proxy Deadline

If you are a Registered Shareholder, you must submit your Instrument of Proxy not later than 9:00 a.m. (PST) on December 3, 2025, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the holding of the Meeting or any adjournment(s) or postponement(s) thereof. The proxy deadline may be waived or extended by the chair of the Meeting. Beneficial Shareholders may be subject to earlier deadlines as specified in their VIF or voting instructions.

Appointment of Proxyholder

Your proxyholder is the person you appoint to cast your votes at the Meeting on your behalf. The person(s) named in the enclosed Instrument of Proxy or VIF are directors and officers of the Corporation or legal counsel of the Corporation. If you have not specified how to vote on a particular matter, your proxyholder can vote your Common Shares as they see fit. If you have appointed our directors or officers named on the Instrument of Proxy or VIF as your proxyholder, and you have not specified how you want your Common Shares to be voted, such Common Shares will be voted FOR each of the items of business described in this Information Circular.

Shareholders wishing to appoint someone other than the individuals designated in the enclosed Instrument of Proxy or VIF to vote their Common Shares must write the name of this person, who need not be a Shareholder, in the blank space provided in the Instrument of Proxy or VIF. For each item of business described in this Information Circular, your proxyholder must vote your Common Shares on each according to your instructions if you have properly completed and returned an Instrument of Proxy or VIF. It is important to ensure that any other person you appoint as proxyholder is attending the Meeting and is aware of their appointment to vote your Common Shares.

Revocability of Proxy

A Registered Shareholder who has submitted an Instrument of Proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends the Meeting at which such proxy is to be voted personally, such person may revoke the proxy prior to the exercise thereof and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Registered Shareholder or their attorney authorized in writing deposited either at the registered office of the Corporation at any time up to and including the last business day preceding the Meeting date, or any adjournment thereof, at which the proxy is to be used, or with the chair of the Meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deposits, the proxy is revoked.

Only Registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and, if necessary, revoke their proxy in accordance with the revocation procedures set forth above.

Persons Making the Solicitation

The solicitation is made on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the Meeting Materials will be borne by the Corporation. In addition to solicitation by mail, proxies may be solicited through personal interviews, telephone or other means of communication and by directors, officers and employees of the Corporation, who will not be specifically remunerated therefor.

Exercise of Discretion by Proxy

The Common Shares represented by proxy will be voted or withheld from voting in accordance with your instructions on the Instrument of Proxy or VIF. The Instrument of Proxy or VIF, as applicable, also confers discretionary authority upon the person(s) named therein. If any amendments are proposed to any matter, or if other matters are properly brought before the Meeting, then, in each case, your proxyholder can vote your Common Shares as they see fit. As of the date of this Information Circular, management of the Corporation knows of no such amendment, variation or other matter.

➤ If you are a Registered Shareholder and have any questions on the Notice-and-Access Provisions or voting, please contact Endeavor by: (i) telephone at +1 (888) 787-0888 (Toll-Free Canada & US) or +1 (604) 559-8880 (Outside of Canada & US); or (ii) email at proxy@endeavortrust.com.

① If you are a Beneficial Shareholder and have questions on the Notice-and-Access Provisions or voting, you should contact your Intermediary.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the close of business on October 21, 2025, there were 43,929,515 Common Shares issued and outstanding, each of which carries the right to one vote at the Meeting and any postponement(s) or adjournment(s) thereof.

As of the date of this Information Circular, to the knowledge of the Corporation's directors or executive officers, no persons or companies beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the outstanding Common Shares.

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

At the Meeting, the Corporation's audited consolidated financial statements for the fiscal year ended December 31, 2024, together with the auditor's report thereon, will be placed before the Meeting. No formal action is required or proposed to be taken at the Meeting with respect to the financial statements.

Fixing the Number of Directors

At the Meeting, it is proposed that the number of directors to be elected at the Meeting to hold office until the next annual general meeting of the Corporation or until their successors are elected or appointed, subject to the articles of the Corporation, be set at five (5) members.

➤ Unless otherwise directed, the person(s) named in the accompanying Instrument of Proxy or VIF intend to vote FOR fixing the number of directors to be elected at the Meeting at five (5) members.

Election of Directors

At the Meeting, Shareholders will be asked to elect each of the proposed directors set forth below to hold office until the next annual meeting or until their successors are elected or appointed. There are presently five (5) directors of the Corporation who were elected at the Corporation's 2024 annual meeting of shareholders and whose term on the Board expires at the Meeting.

Director Nominees

The following provides information regarding the persons nominated for election as directors, including the names and places of residence, period served as director, offices held by each director nominee, present principal occupation, business or employment, and the number of voting securities of the Corporation beneficially owned or controlled or directed, directly or indirectly.

Name and Place of Residence	Director Since	Current Position(s) with Corporation	Present Principal Occupation	Common Share Ownership
Robert Dzisiak	Jan. 2023	Director, President and CEO	CEO of the Corporation and Encanto Potash Corp.	948,911 ⁽¹⁾
Winnipeg, MB				
Ben Hudye	Jul. 2024	Director, Executive Chairman	Business Executive and CEO, Hudye Group of Companies	3,653,333 ⁽²⁾
Scottsdale, AZ				
George Mendez	Jul. 2024	Director	Legal Advisor, Consultant	--
Cabo San Lucas, MX				
Jason Campbell	Oct. 2024	Director	Businessman, Professional Musician	2,341,665 ⁽³⁾
Phoenix, AZ				
Joe Polish	Oct. 2024	Director	CEO, Genius Network®	3,208,888 ⁽⁴⁾
Tempe, AZ				

Notes:

- (1) Mr. Dzisiak holds 640,000 Common Shares personally and 308,911 Common Shares through a spouse.
- (2) Mr. Hudye holds 1,031,111 Common Shares personally, 400,000 Common Shares through the Ben & Greg Hudye Family Trust, and 2,222,222 Common Shares through Hudye Inc., both of which are controlled by Mr. Hudye.
- (3) Mr. Campbell holds 2,128,888 Common Shares personally and 212,777 Common Shares through JKR Trust, a trust controlled by Mr. Campbell.
- (4) Mr. Polish holds all of his Common Shares through the Breath Trust, a trust controlled by Mr. Polish.

In the director nominee profiles, "Common Share Ownership" includes Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each director nominee as of the date of this Information Circular and is based upon the information furnished to the Corporation by the respective director nominees. As at the date of this Information Circular, the directors and officers of the Corporation, and their associates and affiliates, as a group own or control, directly or indirectly, 10,152,797 Common Shares or 23.23% of the issued and outstanding Common Shares.

> Unless otherwise directed, the person(s) named in the accompanying Instrument of Proxy or VIF intend to vote FOR the election of the director nominees identified above.

Management does not believe that any of the nominees will be unable to serve as a director but, if this should occur for any reason prior to the Meeting, the persons named in the enclosed Instrument of Proxy or VIF may vote for another nominee at their discretion.

Director Nominee Profiles

Robert Dzisiak | Director, President & CEO

Mr. Dzisiak is an experienced executive who has been involved with both small start-ups and management of large organizations. He has been the CEO of several IIROC member firms and founded CFG Futures. He managed 120 retail brokers and the FX division at Refco Canada as well as RJ O'Brien & Associates. Mr. Dzisiak worked in strategic planning and marketing for United Grain Growers and was the Canadian V.P. of the US grain company, Benson-Quinn. He is a former Chairman of the Winnipeg Commodity Exchange and served as a director of the Exchange and Clearing House for over 10 years. Mr. Dzisiak has significant public market experience and has served in the roles of CEO/Chairman/Director of multiple publicly listed companies in Canada. He is currently the CEO of King and Encanto Potash Corp. Mr. Dzisiak was also the past Chairman of Next Green Wave.

2024 Committee Memberships	Yes/No	Attendance
<i>Board of Directors</i>	✓	4/4
<i>Audit Committee</i>	✓	4/4

Ben Hudye | Director & Executive Chair

Mr. Hudye is a professional with over 30 years of experience in primary agriculture production. His family and he owned and operated large acreages, managing 20,000 acres in Saskatchewan and 18,500 acres across Colorado and Kansas. Mr. Hudye co-founded Hudye Soil Services Inc., which earned the distinction of being voted the top Canadian agriculture input company in 2011. In addition to his experience in agriculture and real estate, he is also a founding member of Zenith Bank & Trust, established in 2023.

2024 Committee Memberships	Yes/No	Attendance
<i>Board of Directors</i>	✓	4/4
<i>Audit Committee</i>	✓	4/4

George Mendez | Independent Director

Mr. Mendez is a graduate from the law school in Mexico City, then was awarded the Chevening Scholarship to complete his master's degree at the London School of Economics and Political Science (LSE) in London, England. As a corporate lawyer, Mr. Mendez has over 20 years of business consulting and public sector administration in the US, Europe and South America. In 2021, he moved to Cabo San Lucas, Mexico, to take the position of Port Manager / Harbour Master, which he currently holds. Mr. Mendez is currently a director of Avila Energy Corporation and TGX Energy & Resources Inc.

2024 Committee Memberships	Yes/No	Attendance
<i>Board of Directors</i>	✓	4/4
<i>Audit Committee</i>	✓	4/4

Jason Campbell | Independent Director

Mr. Campbell holds a Bachelor of Music Degree from Berklee College of Music and has a number of produced albums. Jason is the co-author of "Journey Around the Sun", a book based on Traditional Chinese Medicine (TCM) theory that uses qigong to manage one's progression through life, and harmonize the mind, body and emotions with the seasons of life. Mr. Campbell is also a co-owner of Zen Wellness, offering wellness training and retreats in meditation, breathwork, qigong and Eastern Medicine.

2024 Committee Memberships	Yes/No	Attendance
<i>Board of Directors</i>	✓	4/4

<i>Audit Committee</i>	...	...
Joe Polish Independent Director		
Mr. Polish is the Founder of Genius Network®, one of the highest-level groups in the world for entrepreneurs. He also curates the Annual Genius Network Event and the 100k Group (“ 100 Group ”). Genius Network and 100 Group are home to some of the most successful entrepreneurs alive. Mr. Polish has also been featured in INC, Fortune, Forbes, Success, US News & World Report.		
2024 Committee Memberships	Yes/No	Attendance
<i>Board of Directors</i>	✓	4/4
<i>Audit Committee</i>	...	...

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as described below, to the best of the Corporation’s knowledge, after having made due inquiry, none of our directors or executive officers or, to our knowledge, Shareholders holding a sufficient number of our securities to materially affect the control of the Corporation, if any:

- (a) is, as at the date hereof, or has been, within the 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company, including the Corporation, that while that person was acting in that capacity:
 - (i) was subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - (ii) was subject to an event that resulted, after the proposed director ceased to be a director, chief executive officer or chief financial officer, in the company being the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) is, as at the date hereof, or has been, within the 10 years before the date hereof, a director or executive officer of any company, including the Corporation, 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;
- (c) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, nor has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed director.

Mr. Dzisiak was a director of each of 1040426 BC Ltd., 1040433 BC Ltd., 1040440 BC Ltd., and 1040442 BC Ltd., when they became subject to a cease trade order of the British Columbia Securities Commission (“**BCSC**”) on December 2, 2016 for failure to file financial statements. The BCSC revoked the respective cease trade orders on May 23, 2017. Mr. Dzisiak subsequently resigned from the board of 1040442 BC Ltd. on March 17, 2017, 1040440 BC Ltd. on May 26, 2017, and 1040426 BC Ltd. and 1040433 BC Ltd. on June 21, 2017.

Mr. Dzisiak was a director of Genix Pharmaceutical Corp. (“**Genix**”) from October 29, 2015 to February 28, 2018. On December 2, 2016, the BCSC issued a cease trade order against Genix for failure to file financial statements, which order was revoked on May 23, 2017.

Mr. Dzisiak was a director of Tanzania Minerals Corp. (“**Tanzania**”), during which time, on September 1, 2016, the BCSC and the Alberta Securities Commission (“**ASC**”) issued cease trade orders against Tanzania for failure to file financial statements. The BCSC and ASC revoked the cease trade orders relating to Tanzania Minerals’ securities effective January 9, 2018.

Mr. Dzisiak was a director of Hapbee Technologies Inc. (“**Hapbee**”), and on December 6, 2022, the BCSC and IIROC issued a cease trade order against Hapbee for failure to file financial statements. The BCSC and IIROC revoked the cease trade order related to Hapbee effective December 19, 2022.

Mr. Dzisiak was a director of Canada Energy Partners Inc. (“**CEP**”), and on September 4, 2024, the BCSC issued a cease trade order against CEP for failure to file financial statements. On February 5, 2025, CEP received a partial revocation order from the BCSC, and on April 10, 2025, CEP received a variation regarding the partial revocation order.

Appointment of Auditors

At the Meeting, Shareholders will be asked to pass an ordinary resolution approving the appointment of Davidson & Company LLP (“**Davidson**”), Chartered Professional Accountants, as auditors of the Corporation to hold office until the next annual meeting of the shareholders and to authorize the directors to fix their remuneration as such. The Corporation’s former auditor, Saturna Group Chartered Accountants, LLP (“**Saturna**”), had previously served as King’s auditor since December 19, 2017 until its resignation on September 29, 2025. The appointment of Davidson was approved by the Board and King’s audit committee (the “**Audit Committee**”) effective October 2, 2025.

Saturna’s reports with respect to King’s financial statements for the financial years ended December 31, 2024 and December 31, 2023 did not contain any reservations, modified opinions, or reportable events as such terms are defined in NI 51-102.

The Corporation’s reporting package, including the notice of change of auditor, together with the required letters from Saturna and Davidson, each prepared in accordance with Section 4.11 of NI 51-102, are attached as Schedule “A” hereto and available on the Corporation’s SEDAR+ profile at www.sedarplus.ca.

In order to be passed, this resolution must be approved by a majority of the votes cast by Shareholders present at the Meeting in person or by proxy.

- Unless otherwise directed, the person(s) named in the accompanying Instrument of Proxy or VIF intend to vote FOR the appointment of Davidson as auditors of the Corporation to hold office until the next annual meeting of the shareholders and to authorize the directors to fix their remuneration as such.

OTHER MATTERS COMING BEFORE THE MEETING

As at the date hereof, management of the Corporation does not know of any business, other than as set out in this Information Circular, that will be presented at the Meeting. However, if any other matters properly come before the Meeting, the person(s) named in the accompanying Instrument of Proxy or VIF will vote in accordance with their judgment on any such matters.

STATEMENT OF EXECUTIVE COMPENSATION

Pursuant to NI 51-102, the Corporation is required to disclose certain information with respect to its compensation of Named Executive Officers (“NEOs”) and the directors, as summarized below. The Corporation is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*.

For the purpose of this Statement of Executive Compensation, a NEO of the Corporation means each of the following individuals:

- (a) each individual who, in respect of the Corporation, 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 Corporation, 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 Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000; 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 Corporation, and was not acting in a similar capacity, at the end of that financial year.

For the period ending December 31, 2024, the Corporation had the following NEOs:

- ➡ Robert Dzisiak | President & CEO; and
- ➡ Jimmy Yeon | CFO.

Director and NEO Compensation

Director and NEO Compensation, Excluding Compensation Securities

The following table provides information regarding the annual compensation paid to or earned by the Corporation’s NEOs and directors for the financial years ended December 31, 2024 and 2023.

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission	Bonus	Committee or Meeting Fees	Value of Perquisites ⁽¹⁾	Value of all Other Compensation	Total Compensation
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Robert Dzisiak ⁽²⁾	2024	186,000	--	--	--	18,000	204,000
CEO and Director	2023	92,500	--	--	--	--	92,500
Jimmy Jeon ⁽³⁾	2024	3,160	--	--	--	--	3,160
CFO	2023	4,333	--	--	--	--	4,333
Ben Hudye	2024	7,500	--	--	--	--	7,500
Director	2023	--	--	--	--	--	--

George Mendez	2024	7,500	--	--	--	--	7,500
<i>Director</i>	2023	--	--	--	--	--	--
Jason Campbell	2024	7,500	--	--	--	--	7,500
<i>Director</i>	2023	--	--	--	--	--	--
Joe Polish	2024	7,500	--	--	--	--	7,500
<i>Director</i>	2023	--	--	--	--	--	--
<i>Shaffina Hirji</i> ⁽⁴⁾	2024	--	--	--	--	--	--
<i>Former Director</i>	2023	--	--	--	--	--	--
<i>Vladimir Bondarenko</i> ⁽⁵⁾	2024	--	--	--	--	--	--
<i>Former Director</i>	2023	--	--	--	--	--	--
<i>Bilal Bhamji</i> ⁽⁶⁾	2024	--	--	--	--	--	--
<i>Former Director</i>	2023	--	--	--	--	--	--
<i>Ken Ralfs</i> ⁽⁷⁾	2024	--	--	--	--	--	--
<i>Former Director</i>	2023	--	--	--	--	--	--

Notes:

- (1) “Value of perquisites” means perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are greater than (a) \$15,000, if the NEO or director’s total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director’s salary for the financial year, if the NEO or director’s total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000, if the NEO or director’s total salary for the financial year is \$500,000 or greater.
- (2) Mr. Dzisiak received his compensation to Madison Capital Corp., a company owned and controlled by Mr. Dzisiak.
- (3) Reflect compensation payable to Marelli Support Services Inc. for the provision of Mr. Jeon as CFO.
- (4) Ms. Hirji resigned as a director of the Corporation on July 18, 2024.
- (5) Mr. Bondarenko resigned as a director of the Corporation on July 18, 2024.
- (6) Mr. Bhamji did not stand for re-election at the annual general and special meeting held on October 21, 2024.
- (7) Mr. Ralfs did not stand for re-election at the annual general and special meeting held on October 21, 2024.

External Management Companies

The Corporation retains Mr. Jeon through an external management company, Marelli Support Services Inc. (“MSSI”), and as such, he is not an employee of the Corporation. All the Corporation’s other NEOs are employees of King.

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each NEO and director in the financial year ended December 31, 2024.

Name	Type of Compensation Security	Date of Issue or Grant	No. of Compensation Securities, No. of Underlying Securities, and % of Class	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
			(#)	(\$)	(\$)	(\$)	
Ben Hudye ⁽¹⁾	RSUs	Jul. 22, 2024	200,000	0.60	--	0.31	Jul. 22, 2026
George Mendez ⁽²⁾	RSUs	Jul. 22, 2024	100,000	0.60	--	0.31	Jul. 22, 2026
Robert Dzisiak ⁽³⁾	RSUs	Jul. 22, 2024	200,000	0.60	--	0.31	Jul. 22, 2026

Shaffina Hirji ⁽⁴⁾	Options	Aug. 9, 2024	50,000	0.60	0.51	0.31	Aug. 9, 2026
Vladimir Bondarenko ⁽⁵⁾	Options	Aug. 9, 2024	50,000	0.60	0.51	0.31	Aug. 9, 2026
Bilal Bhamji ⁽⁶⁾	Options	Aug. 9, 2024	50,000	0.60	0.51	0.31	Aug. 9, 2026
Ken Ralfs ⁽⁷⁾	Options	Aug. 9, 2024	100,000	0.60	0.51	0.31	Aug. 9, 2026

Notes:

- (1) As of December 31, 2024, Mr. Hudye held an aggregate of 200,000 RSUs, Nil Options and Nil DSUs.
- (2) As of December 31, 2024, Mr. Mendez held an aggregate of 100,000 RSUs, Nil Options and Nil DSUs.
- (3) As of December 31, 2024, Mr. Dzisiak (through Madison Capital Corp.) held an aggregate of 200,000 RSUs, Nil Options and Nil DSUs.
- (4) Ms. Hirji resigned as a director of the Corporation on July 18, 2024.
- (5) Mr. Bondarenko resigned as a director of the Corporation on July 18, 2024.
- (6) Mr. Bhamji did not stand for re-election at the annual general and special meeting held on October 21, 2024.
- (7) Mr. Ralfs did not stand for re-election at the annual general and special meeting held on October 21, 2024.
- (8) As of December 31, 2024, Mr. Campbell, Mr. Polish, and Mr. Jeon held Nil Options, RSUs, or DSUs.

Exercise of Compensation Securities

There were no exercises of compensation securities for any NEO or director of the Corporation during the financial year ended December 31, 2024. Two consultants exercised an aggregate of 300,000 RSUs during the financial year ended December 31, 2024.

Stock Options and Other Incentive Plans

Option Plan

The Corporation currently has a stock option plan (the “**Option Plan**”), which provides for the rolling grant of stock options (“**Options**”) equal to up to ten percent (10%) of the issued and outstanding Common Shares. The Shareholders of the Corporation previously approved the Option Plan during the annual general and special meeting held on October 21, 2024.

The following information is intended as a brief description of the Option Plan and its material terms, which is qualified in its entirety by the full text of the Option Plan, which can be found on the Corporation’s SEDAR+ profile at www.sedarplus.ca.

Administration

The Option Plan is administered by the Board in its sole discretion, and provides that the Board may, from time to time, in its discretion, and in accordance with Canadian Securities Exchange (“**CSE**”) requirements, grant to eligible Participants, non-transferable Options.

Participation

By its terms, the Board may grant Options to directors, officers, or employees of the Corporation or its subsidiaries (for the purposes of this section, “**Participants**”), and participation in the Option Plan is voluntary. If a Participant agrees to participate, the grant of Options will be evidenced by a written agreement (each, an “**Option Agreement**”) with each such Participant. The interest of any Participant in any Option is not assignable or transferable, whether voluntary, involuntary, by operation of law or otherwise, other than by will or the laws of descent and distribution.

Common Shares Subject to the Option Plan

Under the Option Plan, the total number of Common Shares issuable pursuant to Options outstanding at any time and all other Security Based Compensation Arrangements (as such term is defined in the policies of the CSE) shall not exceed ten percent (10%) of the aggregate number of Common Shares which are outstanding from time to time.

In addition, any grant of Options shall be subject to the following restrictions (subject to applicable Shareholder approval in accordance with the policies of the CSE):

- The number of Common Shares reserved for issuance to any individual director or senior officer may not exceed five percent (5%) of the Common Shares of the Corporation as at the date of grant of any Option;
- The number of Common Shares reserved for issuance to all technical consultants may not exceed two percent (2%) of the Common Shares of the Corporation outstanding as at the date of grant of any Option;
- The number of Common Shares reserved for issuance to all eligible charitable organizations may not exceed one percent (1%) of the Common Shares of the Corporation outstanding as at the date of grant of any Option;
- The Corporation is prohibited from granting Options to any person providing investor relations activities, promotional or market-making services;
- The exercise price per Common Share under any Option granted by the Corporation prior to the closing of the IPO cannot be less than the lowest price at which seed shares were issued by the Corporation; and
- The term of an Option must expire not later than twelve (12) months after the Participant ceases to be an eligible Participant of the Corporation, or of the resulting issuer, as the case may be, subject to any earlier expiry date of such Option.

Term & Vesting

Unless otherwise specified by the Board, either before or at the time of granting an Option, and except as otherwise provided in the Plan, or accelerated by the Board at any time or from time to time, each Option shall vest and become exercisable in the following instalments: one-fifth (1/5) shall vest on the first business day following the end of each successive one (1) year period after the date of grant such that all Common Shares subject to issuance pursuant to the Option shall be vested at the end of the day which is five (5) years after the date of grant.

Subject to accelerated termination as provided for in the Plan, each Option shall, unless otherwise specified by the Board with respect to any Option, expire on the seventh (7th) anniversary of the date of grant, provided, however, that no Option may be exercised after the tenth (10th) anniversary of the date of grant unless otherwise approved by the Board prior to such expiration date.

Cessation of Employment or Services

Unless otherwise determined by the Board, the following describes the impact of certain events on a Participant's rights under the Option Plan, subject to the terms of a Participant's employment agreement and Option Agreement.

Death

If a Participant dies while an eligible Participant, any Options held by the Participant that are exercisable on the date of death shall continue to be exercisable by the executor or the administrator of the Participant's estate until the earlier of: (a) the date which is ninety (90) days after the date of the Participant's death; and (b) the date on which the particular Option otherwise expires. Any Options held by the Participant that were not exercisable at the date of the Participant's death shall immediately expire and be cancelled on such date.

Termination Without Cause, Voluntary Resignation or Retirement

Where, in the case of a Participant who is an officer (including a director who is also an officer) or an employee (including a director who is an employee), the Participant's employment or term of office terminates by reason of: (a) termination by the Corporation or a subsidiary without cause (whether such termination occurs with or without any or adequate reasonable notice,

or with or without any or adequate compensation in lieu of such reasonable notice); or (b) voluntary resignation or retirement by the Participant with the prior written approval of the Board, then any Options held by the Participant that are exercisable at the applicable termination date shall continue to be exercisable by the Participant until the earlier of: (i) the date which is ninety (90) days after such termination date; and (ii) the date on which the particular Option otherwise expires. Any Options held by the Participant that are not exercisable at such termination date shall immediately expire and be cancelled on such termination date.

Termination by Breach

Where, in the case of a Participant who is a director (other than a director who is also an officer or employee), the director's term of office terminates by reason of: (a) termination by the Corporation or a subsidiary other than for breach of fiduciary duty (including as a result of being removed by Shareholders); or (b) voluntary resignation by the Participant with the prior written approval of the Board, then any Options held by the Participant that are exercisable at the applicable termination date continue to be exercisable by the Participant until the earlier of: (i) the date which is ninety (90) days after such termination date; and (ii) the date on which the particular Option otherwise expires. Any Options held by the Participant that are not exercisable at such termination date shall immediately expire and be cancelled on such termination date.

Where a Participant's service to the Corporation or a subsidiary as an eligible Participant: (a) is terminated by the Corporation or a subsidiary for cause or for breach of fiduciary duty; or (b) terminates by reason of voluntary resignation or retirement by the Participant without the prior written approval of the Board, then any Options held by the Participant, whether or not exercisable on the date of such termination, immediately expire and are cancelled on such date at a time determined by the Board, in its sole discretion.

Other Termination of Service

If the Participant's service terminates for any reason not referred to above (including disability), any Options held by the Participant that are exercisable at the applicable termination date continue to be exercisable by the Participant until the earlier of: (a) the date which is ninety (90) days after such termination date; and (b) the date on which the particular Option otherwise expires. Any Options held by the Participant that are not exercisable at such termination date shall immediately expire and be cancelled on such termination date.

RSU/DSU Plan

The Corporation currently has an RSU/DSU Plan (the "**Award Plan**") that permits the granting of restricted share units ("**RSUs**"), and deferred share units ("**DSUs**", and together with RSUs, the "**Awards**") to eligible participants (for the purposes of this section, "**Participants**") of the Corporation and its subsidiaries. The Shareholders of the Corporation previously approved the Award Plan during the annual general and special meeting held on October 21, 2024.

The following information is intended as a brief description of the Award Plan and its material terms, which is qualified in its entirety by the full text of the Award Plan, which can be found on the Corporation's SEDAR+ profile at www.sedarplus.ca.

Administration

The Award Plan is administered by the Board, or, from time to time, a committee thereof, and provides that the Board may, from time to time, in its discretion, and in accordance with CSE requirements, grant to eligible Participants, non-transferable Awards.

Participation

By its terms, the Board may grant Awards to eligible Participants, and participation in the Award Plan is voluntary. If a Participant agrees to participate, the grant of Awards will be evidenced by a written agreement (each, an "**Award Agreement**")

with each such Participant. The interest of any Participant in any Award is not assignable or transferable, whether voluntary, involuntary, by operation of law or otherwise, other than by will or the laws of descent and distribution.

Common Shares Subject to the Award Plan

Under the Award Plan, the total number of Common Shares issuable pursuant to Awards outstanding at any time and all other Security Based Compensation Arrangements (as such term is defined in the policies of the CSE) shall not exceed ten percent (10%) of the aggregate number of Common Shares which are outstanding from time to time.

In addition, any grant of Awards shall be subject to the following restrictions (subject to applicable Shareholder approval in accordance with the policies of the CSE):

- The number of Common Shares which may be reserved for issuance pursuant to the Award Plan and pursuant to any other Security Based Compensation Arrangements to any one Person in any twelve (12) month period shall not exceed in the aggregate five percent (5%) of the number of Common Shares issued and outstanding on a non-diluted basis on the grant date;
- The number of Common Shares which may be reserved for issuance pursuant to the Award Plan and pursuant to any other Security Based Compensation Arrangements to all related persons (as a group) shall not exceed ten percent (10%) of the number of Common Shares issued and outstanding on a non-diluted basis at any point in time; and
- The number of Common Shares which may be reserved for issue pursuant to this RSU/DSU Plan and pursuant to any other Security Based Compensation Arrangements together to any one consultant in any twelve (12) month period shall not exceed two percent (2%) of the number of Common Shares issued and outstanding on a non-diluted basis on the grant date.

Restricted Share Units

RSUs are time-based Awards that function to reward Participants for enhancing Shareholder value. An RSU is a right to receive a Common Share issued from treasury upon settlement, subject to the terms of the Award Plan and the applicable Award Agreement, which generally becomes vested, if at all, following a period of continuous employment or engagement. The Board has the authority to determine the vesting terms applicable to grants of RSUs, except that, at all times when the Corporation is listed on the CSE, no RSU may vest before the date that is one (1) year following the date it is granted or issued, subject to the terms of the Award Plan and the applicable Award Agreement.

Deferred Share Units

DSUs are Awards attributable to a Participant's duties as a non-management director that, upon settlement, entitle the Participant to receive such number of Common Shares as determined by the Board, or to receive the cash equivalent or a combination thereof and are payable after termination of the Participant's service with the Corporation. Subject to any requirements of the CSE, the Board may determine the expiry date of each DSU, provided that if a DSU would otherwise settle or expire during a blackout period, the Board may extend such date. The Board has the authority to determine the vesting terms applicable to grants of DSUs, except that, at all times when the Corporation is listed on the CSE, no DSU may vest before the date that is one (1) year following the date it is granted or issued, subject to the terms of the Award Plan and the applicable Award Agreement.

Settlement of Awards

The vesting period and settlement terms for any RSUs and DSUs granted will be determined by the Board or a committee thereof, at the time of the grant, subject to the CSE requirement that no PSUs or RSUs may vest before the date that is one (1) year following the date it is granted or issued, provided, however, that such vesting may be accelerated for a Participant who

dies or who ceases to be an eligible Participant under the Award Plan in connection with a Change of Control (as such term is defined in the Award Plan), takeover bid, reverse takeover or other similar transaction.

RSUs shall be settled as soon as reasonably practicable following the vesting thereof, and, in any event, no later than thirty (30) days from a written request from the Participant. DSUs shall be settled as soon as reasonably practicable following the eligible retirement of the Participant, the death of the Participant, or the time the Participant otherwise ceases to hold any position as employee or director of the Corporation, and in any event, within thirty (30) days thereof. The settlement of Awards shall be subject to payment or other satisfaction of all related withholding obligations in accordance with the provisions of the Award Plan.

Cessation of Employment or Services

Unless otherwise determined by the Board, the following describes the impact of certain events on a Participant's rights under the Award Plan, subject to the terms of a Participant's employment agreement and Award Agreement.

Death, Disability, Eligible Retirement

If a Participant is terminated for any reason whatsoever other than death, total disability, eligible retirement, or termination without cause by the Corporation, any non-vested Award granted pursuant to the Award Plan outstanding at the time of such termination and all rights thereunder shall wholly and completely terminate and no further vesting shall occur.

Termination for Cause, Ineligible Retirement

If employment of a Participant is terminated for cause or retirement which is not eligible retirement or is otherwise voluntarily terminated by the Participant, any non-vested Award granted pursuant to the Award Plan outstanding at the time of such termination and all rights thereunder shall wholly and completely terminate and no further vesting shall occur.

Amendments and Approvals

The Board may, at any time, suspend or terminate the Award Plan, subject to compliance with any applicable law (including, without limitation, the rules, regulations and policies of the CSE), or any governmental or regulatory body. Without limiting the generality of the foregoing, the Board may make the following types of amendments to the Award Plan or any Awards without seeking Shareholder approval, provided, however, that all amendments to the Award Plan or Awards granted thereunder will require approval of the CSE:

- Amendments of a technical, clerical, administrative, or "housekeeping" nature including, without limiting, for the purpose of curing any ambiguity, error or omission in the Award Plan;
- Amendments necessary to comply with the provisions of applicable law and the applicable rules of the CSE;
- Amendments necessary in order for Awards to qualify for favourable treatment under the ITA or under the United States Internal Revenue Code; and
- Any other amendment, whether fundamental or otherwise, not requiring Shareholder approval under applicable law or the rules of the CSE.

Under the Award Plan, Shareholder approval is required for the following types of amendments:

- Any amendment extending the term of an Award beyond its original expiry date except as otherwise permitted by the Award Plan;
- Any amendment extending eligibility to participate in the Award Plan to persons other than Eligible Persons;

- Any amendment permitting the transfer of Awards, other than for normal estate settlement purposes or to a trust governed by a registered retirement savings plan, registered retirement income fund, tax free savings account, or similar plan;
- Any amendment increasing the maximum aggregate number of Common Shares that may be subject to issue at any given time in connection with Awards granted under the Award Plan;
- Any amendment to these amendment provisions;
- Any amendments to the vesting provision of the Award Plan or any Award; and
- Any other amendment required to be approved by Shareholders under applicable law or rules of the CSE.

Employment, Consulting, and Management Agreements

CEO Consulting Agreement

The Corporation is party to a consulting agreement with Robert Dzisiak effective November 1, 2024 (the “**CEO Consulting Agreement**”), pursuant to which Mr. Dzisiak provides services as CEO. The CEO Consulting Agreement renews on an annual basis and does not contain a bonus provision. In the event the CEO Consulting Agreement is cancelled, Mr. Dzisiak is entitled to receive two (2) months base salary. The CEO Consulting Agreement does not contain any change of control provisions.

CFO Consulting Agreement

The Corporation is party to a consulting agreement with Jimmy Jeon, through MSSSI, effective September 1, 2024 (the “**CFO Consulting Agreement**”), pursuant to which Mr. Jeon provides services as CFO. The CFO Consulting Agreement is for a fixed term and does not contain any bonus or change of control provisions.

Oversight and Description of Director and NEO Compensation

Compensation Governance

The compensation payable to the Corporation’s directors and NEOs is currently determined by the Board as a whole, who monitor our compensation plans and practices and ensure their congruence with the Corporation’s informal compensation goals. King does not maintain a separate compensation committee.

Compensation of NEOs

The Corporation’s compensation practices are designed to retain, motivate and reward its executive officers for their performance and contribution to the Corporation’s long-term success and are overseen by the Board.

King’s executive compensation is not determined by reference to any formulas, set performance goals, or similar conditions, as the Board believes that fixed formulas can lead to an unwanted result that does not reflect real performance. Accordingly, an overall review of the NEO’s performance and contributions is preferred.

The Corporation’s executive compensation program consists primarily of two elements:

Base Salary	Attracts highly skilled executives and compensates them fairly for performing role-specific responsibilities.
Long-Term Incentive Awards	Increases the proprietary interests of such executives, aligns executive interests with the interests of the Shareholders generally, and furnishes executives with additional incentive in their efforts.

Base Salary

Base salary is typically determined annually by reference to each NEO's performance and experience and our financial performance, along with competitive considerations, including salaries prevailing in the relevant market and market comparators, and the Corporation's financial condition.

Incentive Awards

The Corporation believes that equity-based Awards allow King to reward executive officers for their sustained contributions to the Corporation and continued employment, creating an associated benefit to the Corporation of employee continuity and retention. The Board believes that Options and Awards provide management with a strong link to long-term corporate performance and the creation of Shareholder value.

The Option Plan and Award Plan allow the Corporation to grant Options and Awards considering the individual's position, scope of responsibility, ability to affect profits, historic and recent performance, and the value of the Awards in relation to other elements of the executive's total compensation.

Compensation of Directors

The Corporation compensates its directors commensurate with current industry standards and their ability to contribute to the sustained performance of the Corporation. King reimburses directors for out-of-pocket expenses. NEOs who also act as directors of the Corporation do not receive any additional compensation for services rendered in such capacity, other than as paid by the Corporation to such executive officers in their capacity as executive officers.

Pension Disclosure

The Corporation does not have in place any pension plan or similar benefit program that provides for payments or benefits at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following sets forth information in respect of securities authorized for issuance under the equity compensation plans as at December 31, 2024.

Plan Category	No. of securities to be issued upon exercise of outstanding Options, warrants and rights	Weighted average exercise price of outstanding Options, warrants and rights	No. of securities remaining available for future issuance under equity compensation plans
<i>Equity compensation plans approved by securityholders⁽¹⁾⁽²⁾</i>	2,390,000	\$0.57	479,688
<i>Equity compensation plans not approved by securityholders</i>	N/A	N/A	N/A
Total:	2,390,000	\$0.57	479,688

Notes:

- (1) The Option Plan and Award Plan authorize the issuance of Options and Awards, respectively, entitling the holders thereof to acquire, in the aggregate, up to 10% of the Common Shares from time to time. See "*Stock Options and Other Compensation Securities*".
- (2) Based on the number of outstanding Common Shares as at December 31, 2024.

AUDIT COMMITTEE

The following sets forth the disclosure required by Form 52-110F2 – *Disclosure by Venture Issuers* (“**52-110F2**”) under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

Audit Committee Charter

The Board adopted a written charter for the Audit Committee (the “**Committee Charter**”), guiding its responsibility for, among other things, assisting the Board in its oversight of the Corporation’s financial statements, public disclosures, legal and regulatory compliance relating to financial reporting, the external auditor’s qualifications and independence, and the performance of the internal audit function and the external auditors. The Audit Committee is responsible for selecting, evaluating, and recommending for nomination the independent auditor to be proposed for appointment or re-appointment. The Committee Charter is attached hereto as Schedule “B”.

Composition of the Audit Committee

The Corporation is required by applicable corporate and securities legislation to have an Audit Committee comprised of three directors that are considered “financially literate” and a majority of whom are considered “independent”, as such terms are defined in NI 52-110.

Name of Director	“Independence” ⁽¹⁾	“Financial Literacy” ⁽²⁾
Ben Hudye (Chair)	✓	✓
George Mendez	✓	✓
Robert Dzisiak	***	✓

Notes:

(1) As defined in section 1.4 of NI 52-110.

(2) As defined in section 1.6 of NI 52-110.

Relevant Education and Experience

The following is a brief description of the education and experience of each member of our Audit Committee that is relevant to the performance of their responsibilities outlined in the Committee Charter:

Ben Hudye Chair
Mr. Hudye is a professional with over 30 years of experience in primary agriculture production. He co-founded Hudye Soil Services Inc., which earned the distinction of being voted the top Canadian agriculture input company in 2011. In addition to his experience in agriculture and real estate, Mr. Hudye is also a founding member of Zenith Bank & Trust, established in 2023.
George Mendez Committee Member
Mr. Mendez holds a master’s degree from the London School of Economics and Political Science (LSE) in London, England. As a corporate lawyer, Mr. Mendez has over 20 years of business consulting and public sector administration in the US, Europe and South America.
Robert Dzisiak Committee Member
Mr. Dzisiak is an experienced executive who has been involved with both small start-ups and management of large organizations. He has been the CEO of several IIROC member firms and founded CFG Futures. He managed 120 retail

brokers and the FX division at Refco Canada as well as RJ O'Brien & Associates. Mr. Dzisiak worked in strategic planning and marketing for United Grain Growers and was the Canadian V.P. of the US grain company, Benson-Quinn. He is a former Chairman of the Winnipeg Commodity Exchange and served as a director of the Exchange and Clearing House for over 10 years. Mr. Dzisiak has significant public market experience and has served in the roles of CEO/Chairman/Director of multiple publicly listed companies in Canada.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, each recommendation of the Audit Committee to nominate or compensate the external auditors has been adopted by the Board.

Reliance on Certain Exemptions

The Corporation does not rely on any of the exemptions set forth in Section 5 of 52-110F2.

Pre-Approval Policies and Procedures

Aside from requiring the Audit Committee to approve all non-audit services provided by the Corporation's auditors, the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Corporation's auditors did not provide any material non-audit services to the Corporation for the years ending December 31, 2024 and 2023.

External Auditor Service Fees

The following is a summary of the fees paid to the Corporation's former auditor, Saturna, for external audit and other services during the periods indicated.

Financial Year	Audit Fees ⁽¹⁾	Audit-Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
	(\$)	(\$)	(\$)	(\$)
2024	28,000	--	1,800	--
2023	21,169	--	2,520	--

Notes:

- (1) "Audit Fees" include the aggregate fees billed by the Corporation's external auditor in each of the last two fiscal years for audit fees. Audit Fees include fees billed for the audit or review of the Corporation's annual and quarterly financial statements that are provided in connection with statutory and regulatory filings or engagements.
- (2) "Audit-Related Fees" are the aggregate fees billed for assurance and related services by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under "Audit Fees" for which the Corporation had none in the two most recently completed financial years.
- (3) "Tax Fees" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Corporation's external auditor for tax compliance, tax advice, and tax planning. Specifically, Tax Fees include fees for tax compliance, tax planning and tax advice, including assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Corporation's external auditor, other than the services reported under "Audit Fees", "Audit-Related Fees" and "Tax Fees" for which the Corporation has none.

CORPORATE GOVERNANCE PRACTICES

The following sets forth the disclosure required by Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* ("58-101F2") under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"). Our Board is committed to high standards of corporate governance and believes that sound corporate governance practices are essential to the well-being of our company and for the promotion and protection of our Shareholders' interests. We believe that sustainable value creation for all Shareholders is fostered through a Board that is informed and engaged and that functions independently of management.

Board of Directors

Independent

The Board has determined that Mr. Hudye, Mr. Mendez, Mr. Campbell, and Mr. Polish are all independent within the meaning of Section 1.2 of NI 58-101.

Non-Independent

Pursuant to Subsection 1.4(3)(a) of NI 52-110, Mr. Dzisiak, the Corporation's CEO, is not considered independent.

As four of five Board members are considered independent, the Board believes it can function independently of management. If determined necessary or appropriate, at the end of or during each meeting of the Board or the committees thereof, the members of management of the Corporation and the non-independent directors of the Corporation who are present at such meeting may be asked to leave the meeting in order for the independent directors to meet. In addition, other meetings of the independent directors may be held from time to time if required.

Directorships

The following directors on the Board are presently directors of other issuers that are reporting issuers (or the equivalent) in a Canadian or foreign jurisdiction:

Director	Reporting Issuer	Exchange
Robert Dzisiak	Encanto Potash Corp.	TSXV
George Mendez	Avila Energy Corporation	CSE
	TGX Energy & Resources Inc.	TSXV

Orientation and Continuing Education

The Corporation has not established a formal education program for the orientation of new directors and existing directors. Although King does not maintain a formal orientation program for new directors, new directors are provided with access to all background documents in respect of the Corporation, including all corporate records, prior Board materials and a presentation is made by management to new directors respecting the nature and operations of the Corporation's business. Existing directors are also expected to provide orientation and education to new members on an informal and ad hoc basis. Each director of the Corporation has the responsibility for ensuring that he maintains the skill and knowledge necessary to meet his obligations as a director.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

The current limited size of the Corporation's operations, and the small number of officers and employees, allow the Board to monitor, on an ongoing basis, the activities of management and to ensure that the highest standard of ethical conduct is maintained.

Nomination of Directors

The Board as a whole is responsible for recommending suitable candidates for nominees for election or appointment as director and recommending the criteria governing the overall composition of the Board and governing the desirable characteristics for directors. In making such recommendations, the Board is to consider: (i) the competence and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competence and skills that the Board considers each existing director

to possess; (iii) the competencies and skills that each new nominee will bring to the boardroom; and (iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board.

Periodically, the Board reviews composition of the Board to ensure that an appropriate number of independent directors sit on the Board and analyze the needs of the Board and recommend nominees who meet such needs.

Compensation

See “*Statement of Executive Compensation*” for a summary of the steps that are taken to determine compensation for the directors and NEOs of the Corporation.

Other Board Committees

Aside from the Audit Committee, the Corporation does not maintain any other Board committees.

Assessments

The Board does not have a formal process or steps established to satisfy itself that the Board, its committees, and its individual directors are performing effectively. Rather, the Board discusses these issues from time to time amongst itself and management and implements such changes and makes such modifications as are determined to be necessary or desirable.

ADDITIONAL INFORMATION

Financial information about the Corporation is provided in our financial statements and MD&A, which are available on SEDAR+ at www.sedarplus.ca and on the Corporation’s website at www.kingglobal.gold. Shareholders may access other information about the Corporation, including our continuous disclosure materials, reports, statements, and other information filed with the Canadian securities regulatory authorities through SEDAR+.

You may also obtain a copy of the above-mentioned documents by contacting the Corporation as follows:

- King Global Ventures Inc.
- 12950 E. Crown King Road
- Cleator, Arizona 86333
- ir@kingcse.com

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

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or nominee for director, or executive officer of the Corporation or anyone who has held office as such since the beginning of the Corporation’s last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, there were no material interests, direct or indirect, of directors or executive officers of the Corporation, of any Shareholder who beneficially owns or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares, or any other Informed Person (as defined in NI 51-102) or any known associate or affiliate of

such persons, in any transaction since the commencement of the most recently completed financial year of the Corporation or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former executive officer, director or employee of the Corporation or any of its subsidiaries, or any associate of any such director, officer or employee is, or has been at any time since the beginning of the most recently completed financial year of the Corporation, indebted to the Corporation or any of its subsidiaries in respect of any indebtedness that is still outstanding, nor, at any time since the beginning of the most recently completed financial year of the Corporation has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

SCHEDULE “A”

CHANGE OF AUDITOR REPORTING PACKAGE

(See Attached)

NOTICE OF CHANGE OF AUDITOR

TO: Canadian Securities Exchange
Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

AND TO: Saturna Group Chartered Professional Accountants LLP

AND TO: Davidson & Company LLP

RE: **Notice of Change of Auditor pursuant to Section 4.11 of National Instrument 51-102
– *Continuous Disclosure Obligations***

Dear Sirs/Mesdames:

In accordance with Section 4.11 of National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51102**"), King Global Ventures Inc. (the "**Corporation**") hereby gives notice and confirms that:

1. Effective as of September 29, 2025, Saturna Group Chartered Professional Accountants LLP (the "**Predecessor Auditor**"), has resigned as the Corporation's auditor.
2. Effective as of September 29, 2025, the board of directors of the Corporation (the "**Board**") appointed Davidson & Company LLP as successor (the "**Successor Auditor**") to hold such position until the next annual meeting of shareholders of the Corporation.
3. The resignation of the Predecessor Auditor as the Corporation's auditor and the appointment of the Successor Auditor as the Corporation's auditor have been approved by the Board and the audit committee of the Corporation, and the Corporation will ask that shareholders of the Corporation ratify the appointment of the Successor Auditor at the next annual meeting of shareholders.
4. The Corporation confirms that there are no reservations or modified opinions in the Predecessor Auditor's audit report for the fiscal years ended December 31, 2023 and December 31, 2024.
5. To the knowledge of the directors of the Corporation, no "reportable event" as such term is defined in NI 51-102 has occurred in connection with the audits for the period commencing at the beginning of the Corporation's fiscal years ended December 31, 2023 and December 31, 2024 and ending at the date of this notice.
6. The Corporation requests that the Predecessor Auditor and Successor Auditor review this Notice of Change of Auditor and furnish letters addressed to the applicable securities regulatory authorities stating whether or not they agree with the information contained herein. A copy of such letters will be filed with this Notice of Change of Auditor.

[Signature Page Follows]

DATED this 29th day of September, 2025.

KING GLOBAL VENTURES INC.

Per: _____

Name: Robert Dzisiak

Title: Chief Executive Officer

October 3, 2025

Canadian Securities Exchange
British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: King Global Ventures Inc. (the "Company")

We are writing in accordance with Section 4.11(7) of National Instrument 51-102, *Continuous Disclosure Obligations*. We wish to confirm that we have read the Notice of Change of Auditor (the "Notice") of the Company dated September 29, 2025 and that based on our current knowledge, we are in agreement with the information contained in the Notice.

Yours truly,

SATURNA GROUP CHARTERED PROFESSIONAL ACCOUNTANTS LLP



Chartered Professional Accountants

Vancouver, Canada

October 2, 2025

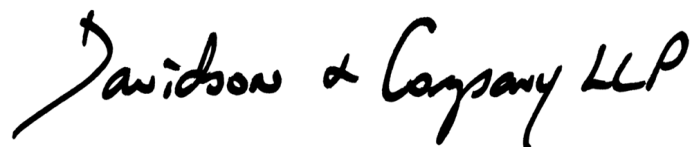
**Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission**

Dear Sirs / Mesdames:

**Re: King Global Ventures Inc. (the "Company")
Notice Pursuant to NI 51-102 - Change of Auditor**

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated September 29, 2025 (the "Notice"), and, based on our knowledge of such information at this time, we agree with the information contained in the Notice pertaining to our firm.

Yours very truly,



DAVIDSON & COMPANY LLP
Chartered Professional Accountants

cc: Canadian Securities Exchange



SCHEDULE “B”

AUDIT COMMITTEE CHARTER

Purpose of the Committee

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of King Global Ventures Inc. (the “**Corporation**”) is to provide an open avenue of communication between management, the Corporation’s independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Corporation’s financial reporting and disclosure practices;
- the Corporation’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Corporation’s independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Corporation’s charter documents and governing laws as the Committee or Board deems necessary or appropriate.

Composition

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Corporation or of an affiliate of the Corporation. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Corporation or of an affiliate of the Corporation. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

Committee Role

The Committee’s role is one of oversight. Management is responsible for preparing the Corporation’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles (“**IFRS**”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor’s responsibility is to audit the Corporation’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Corporation in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Corporation’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

Authority and Responsibility

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

- Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

- Review the appointments of the Corporation's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
- Review with management and the independent auditor the adequacy and effectiveness of the Corporation's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
- Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
- Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
- Review the Corporation's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
- Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Corporation, including consideration of the independent auditor's judgment about the quality and appropriateness of the Corporation's accounting policies. This review may include discussions with the independent auditor without the presence of management.
- Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
- Pre-approve all non-audit services to be provided to the Corporation by the independent auditor.
- Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Corporation and all non-audit work performed for the Corporation by the independent auditor.

Establish and review the Corporation's procedures for the:

- Receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
- Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Corporation.
- Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting corporation in National Instrument 52-110 of the Canadian Securities Administrators, the Business Corporations Act and the charter documents of the Corporation.