

FIRST GROWTH FUNDS LIMITED

Notice of Annual General Meeting & Management Information Circular for the financial year ended 30 June 2023.

First Growth Funds Limited

ACN 006 648 835

Date of Meeting:

Thursday 30 November 2023

Time of Meeting:

11:00 am (ACST)

Place of Meeting:

60 O'Connell St, North Adelaide SA 5006

Management Information Circular of First Growth Funds Limited

FIRST GROWTH FUNDS LIMITED

311 Hay Street

Subiaco, Western Australia 6008 Australia

Tel: +61 8 6489 0600

Email: cosec@firstgrowthfunds.com

Notice is given that the Annual General Meeting of shareholders of First Growth Funds Limited ACN 006 648 835 (the "Company") for the financial year ended 30 June 2023 will be held as a physical meeting, on Thursday 30 November 2023 at 11 am (ACST) for the following purposes:

Financial Reports

To receive and consider the Company's Annual Financial Statements for the financial year ended 30 June 2023.

Resolution 1 – Election of Directors

- a) That Athan Lekkas, who retires in accordance with Rule 25.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.
- b) That Geoff Barnes, who retires in accordance with Rule 25.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.
- c) That Michael Clarke, who retires in accordance with Rule 25.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.

Resolution 2– Re-Appointment of Auditors

To re-appoint Pitcher Partners, Chartered Accountants as auditor of the Company for the ensuing year and to authorise the directors to fix their remuneration.

To consider any permitted amendment to or variation of any matter identified in this Notice, and to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting.

Record date

Only shareholders of record on 31 October 2023 ("Record Date") will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must have deposited his duly executed form of proxy not later than 11 am (ACST), on Tuesday 28 November 2022 or, if the Meeting is adjourned, not later than 48 hours (2 business days) preceding the time of such adjourned Meeting.

Dated 24th day of October 2023

BY ORDER OF THE BOARD

"Michael Clarke"

Chief Executive Officer

FIRST GROWTH FUNDS LIMITED

311 Hay Street
Subiaco, Western Australia 6008 Australia
Tel: (61) 8-6489-0600

INFORMATION CIRCULAR
(as at 24 October, 2023 unless indicated
otherwise)

PERSONS OR COMPANIES MAKING SOLICITATION

This management Information Circular is furnished in connection with the solicitation of proxies by the management of First Growth Funds Limited (the “Company” or “FGFL”) for use at the annual general meeting for the 2023 year (the “Meeting”) of its shareholders to be held as a physical meeting on 30 November 2023 for the purposes set forth in the accompanying notice of the Meeting.-

In this Information Circular, references to the “Company”, “we” and “our” refer to First Growth Funds Limited. The “board of directors” or the “Board” refers to the board of directors of the Company. “Ordinary Shares” means ordinary shares without par value in the capital of the Company. “FGFL shareholders”, “shareholders” and “shareholders of the Company” refer to the shareholders of the Company. “Beneficial Shareholders” means shareholders who do not hold Ordinary Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL VOTING INFORMATION

Additional general voting information is set out in Schedule “A”.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Record Date

The Board has fixed 31 October 2023 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either: (a) attend the Meeting personally; or (b) complete, sign and deliver a form of proxy in the manner and subject to the provisions described above, will be entitled to vote or to have their Ordinary Shares voted at the Meeting. As at the Record Date 77,798,218 Ordinary Shares were issued and outstanding as fully paid and non-assessable.

Subject to restrictions imposed on joint shareholders): (a) on a vote by a show of hands, every person present who is a shareholder or proxy holder and entitled to vote on the matter has one vote; and (b) on a poll, every shareholder entitled to vote on the matter has one vote in respect of each Common Share entitled to be voted on the matter and held by that shareholder and may exercise that vote either in person or by proxy. If there are joint shareholders registered in respect of any share: (a) any one of the joint shareholders may vote at any meeting of shareholders, personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it; or (b) if more than one of the joint shareholders is present at any meeting of shareholders, personally or by proxy, and more than one of them votes in respect of that share, then only the vote of the joint shareholder present whose name stands first on the central securities register in respect of the share will be counted. No group of shareholders of the Company has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Ordinary Shares.

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

VOTES NECESSARY TO PASS RESOLUTIONS

Except as otherwise disclosed herein, a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein.

CURRENCY

All currency amounts in this Information Circular are expressed in Australian dollars, unless otherwise indicated.

This Information Circular is provided to shareholders of **First Growth Funds Limited ACN 006 648 835 (Company)** to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held physically on Thursday 30 November 2023 commencing at 11:00 am (ACST).

The Directors recommend shareholders read the accompanying Notice of Meeting and Information Circular in full before making any decision in relation to the resolutions.

ORDINARY BUSINESS OF THE MEETING

Financial Reports

To receive and consider the Company's Financial Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial years ended 30 June 2023 The Company's Annual Report is attached as a schedule "A-1" to this Information Circular. It was also lodged with the Australian Securities and Investments Commission (**ASIC**) on 20 October 2023, Management's Discussion and Analysis (MD&A) for the financial year ended 30 June 2023 is attached as Schedule "A-2" to this Information Circular.

The Company's Financial Report will be presented to the shareholders for discussion. No voting is required for this item.

1. ELECTION OF DIRECTORS

Board Size: The Company's board of directors is currently set at four.

NOMINEES FOR ELECTION

Geoffrey Barnes (currently a director)
Michael Clarke (currently a director)
Athanasios Lekkas (currently a director)

The board of directors of the Company (the **Board** or the **Board of Directors**) currently consists of three (3) directors, all of whom are elected annually in accordance with the Company's Constitution. The term of office for each of the present directors of the Company expires at the Meeting. The three current directors of the Company will be standing for re-election.

Each director elected will hold office until the next annual general meeting of the Company or until his successor is duly elected or appointed pursuant to the Constitution of the Company unless his office is earlier vacated in accordance with the provisions of the *Corporations Act 2001* (Cth) (Australia) or the Constitution of the Company or unless he becomes disqualified to act as a director.

It is the intention of the Chairman and the proxyholders, if named as proxyholder, to vote for the election of the said persons to the Board of Directors, unless the Shareholder has directed the proxy otherwise. Management does not contemplate that any of the nominees will be unable to serve as a director.

The information set out below relating to the nominees for election to the Board of Directors is information received by the Company from the nominees.

Director Nominee Information and Biographies

Name, Position with Company and Province and Country of Residence	Date of Appointment to Office	Principal Occupation for Past Five Years	Ordinary Shares Held as of the Date of this Prospectus	Percentage of Ordinary Shares Currently Held
Geoffrey Barnes ⁽¹⁾⁽²⁾ Director Malabar, New South Wales Australia	Director since May 16, 2014	Director of the Company, Chairman of the Board; founder and director of Peloton Capital Pty. Ltd. ("Peloton") a boutique investment bank that is active.	2,072,779 held directly 6,400,000 held indirectly ⁽³⁾	10.89%
Athan Lekkas ⁽¹⁾⁽²⁾ Director Fitzroy, South Australia, Australia	Director since July 16, 2012	Director of the Company since July 2012; since February 24, 2020, director and CEO of SQID Technologies Limited, a provider of payment solutions, esports and gaming services that is active.	2,037,274 held indirectly ⁽⁴⁾	2.62%
Michael Raymond Clarke ^{(1) (2)} Director Auldana, South Australia, Australia	Director since May 19, 2014	Since August 6 2019, director of SQID Technologies Limited a payment processor company located in Wacol, Queensland, Australia; from February 2012, director of Malvern Corporation, an investment company located in Adelaide, South Australia, Australia. Both companies are currently active.	751,516 held indirectly ⁽⁵⁾	0.97%

⁽¹⁾ Member of Audit Committee.

⁽²⁾ Member of Remuneration Committee

⁽³⁾ Mr. Barnes's Ordinary Shares are held by GEBA Pty Ltd. ATF GEBA Family Trust as to 5,000,000 and GXB Pty Ltd. as to 1,400,000.

⁽⁴⁾ Mr. Lekkas's Ordinary Shares are held by Dalext Pty Ltd. ATF Dalext Unit A/C as to 1,723,637 and by Dalext Superannuation Fund as to 313,637.

⁽⁵⁾ Mr. Clarke's Ordinary Shares are held by Sparke Enterprises Pty Ltd. ATF Sparke Enterprises Family Trust A/C as to 651,516 and Sparke Family Super Pty Ltd. ATF Clarke Super Fund A/C as to 100,000.

Michael Clarke- (Chairman and Executive Director: Appointed 19 May 2014)

Mr. Clarke was appointed as the entity's Executive Chairman in May 2023. Previously Mr. Clarke held the role of Non-Executive Director. Mr. Clarke has over 18 years' experience in the IT industry and has worked across both public and private enterprise during his career. Mr. Clarke has broad experience in the development and management of enterprise and complex systems and worked at many senior levels during this time. He has consulted and provided services to a variety of industries including manufacturing, mining and resources, government, and education.

Other Current Listed Entity Directorships:

SQID Technologies Limited (CSE:SQID)

Former Listed Entity Directorships in last 3 years:

Nil.

Geoffrey Barnes – (Non-Executive Director: Appointed 16 May 2014)

Mr. Barnes is a Founder and Director of Peloton Capital Pty Ltd ("Peloton"), where he has responsibility for equity markets, stockbroking operations and corporate transactions. Prior to that he was employed for 9 years at Macquarie Private Wealth (Sydney) as an investment adviser and then Division Director, specialising in all commercial aspects of bringing projects to market, predominantly in the energy sector.

Other Current Listed Entity Directorships:

Nil

Former Listed Entity Directorships in last 3 years:

Nil

Athan Lekkas - (Non-Executive Director: Appointed 16 July 2012)

Mr. Lekkas has participated in a broad range of business and corporate advisory transactions, and is a former founding Director of Energio Limited, an Iron Ore company in West Africa. Mr. Lekkas has more recently focused and specialised on the restructure and recapitalisation of a wide range of ASX Listed companies with a specific interest in the resources sectors and is also a Member of the Australian Institute of Company Directors.

Other Current Listed Entity Directorships:

SQID Technologies Limited (CSE:SQID)

Magnum Mining and Resources Limited (ASX: MGU)

Former Listed Entity Directorships in last 3 years:

Nil.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the Company's knowledge and other than as disclosed herein, no existing director or executive officer or a shareholder holding a sufficient number of securities of the Company to materially affect the control of the Company is, or was within ten years prior to the date of this Information Circular, a director, Chief Executive Officer or Chief Financial Officer of any company including the Company that:

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

For the purposes herein "order" means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) 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.

None of the directors or executive officers of the Company, or a shareholder holds a sufficient number of securities of the Company to affect materially the control of the Company:

Bankruptcies

To the Company's knowledge and other than as disclosed herein, no existing director or executive officer:

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

Penalties or Sanctions

To the Company's knowledge and other than as disclosed herein, no existing director or executive officer or a shareholder holding a sufficient number of securities of the Company to materially affect the control of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial or territorial securities regulatory authority or has entered into a settlement agreement with a provincial or territorial 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 investor in making an investment decision.

2. APPOINTMENT OF THE AUDITOR

Shareholders will be asked at the Meeting to approve the re-appointment of Pitcher Partners, Chartered Accountants, located at Level 38, 345 Queen St Brisbane QLD 4000, GPO Box 1144 Brisbane QLD 4001, as the auditor of the Company for the ensuing year and to authorise the directors to fix their remuneration. Pitcher Partners was first appointed the auditor of the Company on February 22, 2019.

The resolutions to be presented at the Meeting are:

Resolution 1(a) - Re-election of Geoff Barnes as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That Geoff Barnes, who retires in accordance with Rule 25.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

The Directors (with Mr. Barnes abstaining) recommend that you vote in favour of this Ordinary Resolution.

Resolution 1(b) - Re-election of Michael Clarke as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That Michael Clarke, who retires in accordance with Rule 25.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

The Directors (with Mr. Clarke abstaining) recommend that you vote in favour of this Ordinary Resolution.

Resolution 1(b) - Election of Athan Lekkas as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That Athan Lekkas, who retires in accordance with Rule 25.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

The Directors (with Mr. Lekkas abstaining) recommend that you vote in favour of this Ordinary Resolution.

Resolution 2 – Re-Appointment of Auditor

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“To re-appoint Pitcher Partners, Chartered Accountants, as the auditor of the Company for the ensuing year and to authorise the directors to fix their remuneration”.

The Directors recommend that you vote in favour of this Ordinary Resolution.

Compensation Overview

Statement of Executive Compensation (for the financial year ended 30 June 2023)

During the year ended 30 June 2023, the Company had three Named Executive Officers: Anoosh Manzoori, (former CEO), Michael Clarke (current CEO) and Luke Martino, CFO.

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, for the year ended 30 June 2023 and prior years, the Company did not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board of Directors.

The Company's remuneration strategy is based on achieving the overall objective of growing net tangible assets and profitability. The core of FGF's remuneration philosophy seeks to focus on driving performance over and above shareholder and market expectations.

The Company does not currently have either a short term or long term incentive plan in place. Currently there are no outstanding stock options for Directors and NEOs.

As of the date of this Information Circular, the Company's directors have not established any benchmark or performance goals to be achieved or met by the NEO's, however, such NEO's are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Company.

Option Based Awards: No option based awards have been granted during the year ended 30 June 2022.

Payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers. At this time, there are compensation agreements with the CFO.

Compensation of Named Executive Officers of the Company

The following table sets forth the compensation of the Named Executive Officers and persons earning more than \$150,000 annually for the three most recently completed fiscal years. Prior to the appointment of Mr. Manzoori as Executive Chairman of the Board, the executive functions (excluding CFO) were carried out by the directors.

Compensation of Named Executive Officers of the Company

Name and principal position (a)	Year (b)	Salary (\$)(c)	Ordinary Share based awards (\$)(d)	Option based awards (\$)(e)	Non-equity plan (\$)(f)	incentive compensation	Pension value (\$)(g)	All other Compensation (\$)(h)	Total Compensation (\$)(i)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
Anoosh Manzoori ⁽¹⁾	2023	120,000	Nil	Nil	Nil	Nil	Nil	Nil	120,000
	2022	240,000	Nil	Nil	Nil	Nil	Nil	Nil	240,000
	2021	240,000	Nil	Nil	Nil	Nil	Nil	Nil	240,000
Luke Martino (CFO) appointed 15 Feb 2022	2023	Nil	Nil	Nil	Nil	Nil	Nil	67,500 ⁽²⁾	67,500
	2022	Nil	Nil	Nil	Nil	Nil	Nil	37,500 ⁽²⁾	37,500
	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mark Pryn (CFO) resigned 15 Feb 2022	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil	Nil ⁽¹⁾	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil	78,717 ⁽³⁾	78,717

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- (1) On December 6, 2018 Mr Manzoori was appointed executive director and his fees were set at \$240,000 annually. Mr Manzoori resigned effective 1 May 2023
- (2) On 21 December 2021, Indian Ocean Consulting Group Pty Ltd entered into an agreement with the Company to provide corporate secretary and CFO services. The fees were set at \$90,000 per annum (but were varied to \$5,000 per month from January 2023.)
- (3) On October 8, 2019, Baudin Consulting Pty Ltd. entered into an agreement with the Company dated October 8, 2019 to provide corporate secretary and CFO services. The base retainer is \$77,500 per annum with a target of 45 days annually by either Mr. Pryn (CFO) or the co-corporate secretary, Robert Kleine. In 2020 additional fees were charged in relation to the CSE listing application and prospectus.

Compensation of non- executive Directors

Name and principal position (a)	Year (b)	Salary (\$) (c)	Ordinary Share based awards (\$) (d)	Option based awards (\$) (e)	Non-equity plan (\$) (f) Annual incentive plans (f1)	incentive compensation Long-term incentive plans (f2)	Pension value (\$) (g)	All other Compensation (\$) (h)	Total Compensation (\$) (i)
Athanasios Lekkas	2023	Nil	Nil	Nil	Nil	Nil	Nil	105,000 ⁽¹⁾	105,000
	2022	210,000	Nil	Nil	Nil	Nil	Nil	210,000 ⁽¹⁾	210,000
	2021	40,000	Nil	Nil	Nil	Nil	Nil	130,000 ⁽¹⁾	170,000
Geoff Barnes	2023	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
	2022	60,000	Nil	Nil	Nil	Nil	Nil	Nil	60,000
	2021	60,000	Nil	Nil	Nil	Nil	Nil	Nil	60,000
Michael Clarke	2023	35,000	Nil	Nil	Nil	Nil	Nil	Nil	35,000
	2022	60,000	Nil	Nil	Nil	Nil	Nil	Nil	60,000
	2021	60,000	Nil	Nil	Nil	Nil	Nil	Nil	60,000

⁽¹⁾ An agreement was entered into on 6 December 2018 for additional consultancy services of \$90,000 per annum. Effective 1 March 2021, this agreement was amended to consolidate his Director related remuneration into a single consultancy fee of \$210,000 per annum. This represented an increase in total remuneration of \$60,000 per annum. Under the consultancy agreements a related entity of Mr. Lekkas (Dalex products Pty Ltd) was entitled to receive \$130,000 (2020: \$90,000). The agreement was terminated Feb 2023 as the board introduced cost saving measures.

Balances payable to directors at the end of the 2023 and 2022 fiscal years are set out below:

	Consolidated	
	30 June 2023	30 Jun 2022
	\$	\$
Current payables:		
Polygon Fund Limited – Anoosh Manzoori (Director fees)	-	20,000
Peloton Capital Pty Ltd – Geoff Barnes (Director fees)	-	20,000
Dalex Pty Ltd - Athan Lekkas (Consulting fees)	-	17,500
	-	57,500

These amounts represent fees outstanding for the month of June which the directors' invoice to the company monthly in arrears as a matter of course.

Incentive Plans Awards

None.

Pension Plans Benefits

The Company does not have a pension plan or provide any benefits following or in connection with retirement for the NEOs.

Termination and Change of Control Benefits

The Company does not have detailed written employment agreements with the NEO's, nor any plans or arrangements in place with any NEO that provide for payment following or in connection with any termination, resignation, retirement, a change of control of the Company or a change in a NEO's responsibilities.

Intended Changes to Compensation

None.

AUDIT COMMITTEE

Under NI52-110 the Company is required to provide certain disclosure with respect to their Finance, Audit and Risk Committee (“Audit Committee”) including the text of the Audit Committee’s charter, the composition of the Audit Committee and the fees paid to the external auditor. The Company’s “Audit Committee Charter is attached as Schedule “B” to this Information Circular.

The primary purpose of the Audit Committee is to assist the Board of Directors in discharging its oversight and evaluation responsibilities. In particular, the Audit Committee oversees the financial reporting process to ensure the balance, transparency and integrity of our published financial information. The Audit Committee also reviews and reports to the Board of Directors on the quality and integrity of the Financial Statements and other financial information; compliance with legal and regulatory requirements related to financial reporting; the effectiveness of the systems of control (including risk management) established by management to safeguard the assets (real and intangible) of the Company and its subsidiaries; the proper maintenance of accounting and other records; annual and quarterly interim financial information; the independent audit process, including recommending the appointment and compensation of the external auditor, and assessing the qualifications, performance and independence of the external auditor; the performance and objectivity of our internal audit function; all non-audit services; the development and maintenance of procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of the Company and its subsidiaries of concerns regarding questionable accounting or auditing matters; the review of environment, insurance and other liability exposure issues relevant to the affairs of the Company; and any additional matters delegated to the committee by the Board of Directors.

The Audit Committee has the right, for the purposes of performing its duties, to maintain direct communication with the Company’s external auditors and Board of Directors, to inspect all books and records of the Company and its affiliates, to seek any information it requires from any employee of the Company and its affiliates and to retain outside counsel or other experts.

The Audit Committee is required to meet at least once per quarter and is comprised of not less than three directors, a majority of whom are independent (as defined in NI 52-110) and all “financially literate” within the meaning of applicable Canadian securities laws. Michael Clarke, Geoff Barnes and Athan Lekkas are the members of the Audit Committee.

Composition of Audit Committee and 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 a company, which could, in the view of that company’s board of directors, reasonably interfere with the exercise of the member’s independent judgment. Two of the members of the Audit Committee, Geoff Barnes and Michael Clarke meet the definition of “independence” provided in NI 52- 110. Michael Clarke is also the chairman of the audit committee. Athan Lekkas is not independent as he receives a consulting fees. See “Executive Compensation” for details regarding consulting fees paid to Mr. Lekkas.

Relevant Education and Experience

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 Financial Statements. All of the members of the Audit Committee are financially literate. For details regarding the education, experience and financial literacy of the members of the Audit Committee.

It is intended that the Audit Committee will establish a practice of approving audit and non-audit services provided by the external auditor.

External Auditor Service Fee

The audit fees incurred to its external auditors, Pitcher Partners, Chartered Accountants, by the Company for the last two completed financial years are as follows:

Nature of Service	Fees Paid (or accrued) to Auditor in respect of the financial year ended 30 June 2022 (\$)	Fees Paid (or accrued) to Auditor in respect of the financial year ended 30 June 2022 (\$)
Audit Fees ⁽¹⁾	67,000	61,000
Audit-Related Fees ⁽²⁾	-	-
Tax fees ⁽³⁾	16,370	11,040
All other fees ⁽⁴⁾	-	-
Total	83,370	72,040

⁽¹⁾ "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include aggregate fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

⁽²⁾ "Audit-Related Fees" include fees for services that are traditionally performed by the auditor. These audit-related services may include aggregate fees for due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

⁽³⁾ "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes aggregate fees for tax compliance, tax planning and tax advice.

⁽⁴⁾ "All Other Fees" include all other non-audit services, in the aggregate. These services were for the review of prior prospectus and interim unaudited financial statements filed with the Commission.

Exemption

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

REPORT ON CORPORATE GOVERNANCE

General

The following provides information with respect to the Company's compliance with corporate governance requirements (the "Corporate Governance Guidelines") of the Canadian Securities Administrators set forth in National Instrument 58-101 - Disclosure of Corporate Governance Practices and Form 58-101F2. The Corporate Governance Policy is attached to this Information Circular as Schedule "C".

Board of Directors

Currently, the Board of Directors is comprised of three directors, namely Athan Lekkas, Michael Clarke and Geoff Barnes. Mr. Clarke is not considered independent, as he is the interim CEO of the Company. Athan Lekkas and Geoff Barnes are considered independent for the purposes of NP 58-201. The Board of Directors may meet independently of management as needed. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Other Directorships

See Director nominee information and biographies above.

Orientation and Continuing Education

Each new director of the Company is briefed about the nature of the Company's business, its corporate strategy and current issues within the Company. New directors will be encouraged to review the Company's public disclosure records filed on SEDAR at www.sedar.com. Directors are also provided with access to management to better understand the operations of the Company, and to the Company's legal counsel to discuss their legal obligations as directors of the Company.

Ethical Business Conduct

The Board of Directors is considering implementing a written code of ethical conduct for its directors, officers and future employees. The Board of Directors is also required to comply with the conflict of interest provisions of the *Corporations Act 2001* 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 Company's management is in contact with individuals involved in the technology and resources sectors. From these sources, management has made a number of contacts and in the event that the Company requires any new directors, such individuals will be brought to the attention of the Board of Directors. The Company will conduct reference and background checks on suitable candidates. New nominees generally must have a track record in business management, areas of strategic interest to the Company, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

Other Board Committees

Other than the Audit Committee there are no other committees of the Board of Directors.

Compensation

The Board is responsible for setting out the standards and terms for the compensation of the Company's Chief Executive Officer and Chief Financial Officer with reference to industry standards and the financial situation of the Company.

Assessments

Neither the Company nor the Board of Directors has developed a formal review system to assess the performance of the directors or the Board of Directors as a whole. The contributions of individual directors are monitored by other members of the Board of Directors on an informal basis through observation.

Indebtedness of Directors and Executive Officers

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associates or affiliates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company's last completed financial year.

Schedules

- A. Additional voting information**
- B. Finance, Audit and Risk Committee Rules**
- C. Corporate Governance**

Schedule A Additional voting information

APPOINTMENT OF PROXYHOLDERS

The individuals named in the accompanying form of proxy (the "Proxy") are officers and/or directors of the Company.

A shareholder of the Company has the right to appoint a person, other than the person designated in the accompanying form of proxy (who need not be a shareholder of the Company, or otherwise entitled to attend and vote at the Meeting) to attend and act for the shareholder and on the shareholder's behalf at the meeting. A shareholder desiring to appoint some other person may do so either by inserting the desired person's name in the blank space provided for that purpose in the accompanying form of proxy or by completing another proper form of proxy.

To be used at the Meeting, proxies must be received by First Growth Funds Limited 311 Hay Street Subiaco WA 6008 by 11:00 am (ACST) on 28 November 2023 or, if the Meeting is adjourned, not later than 48 hours (2 business days) preceding the time on which the Meeting is reconvened or may be accepted by the chair of the Meeting prior to the commencement of the Meeting.

REVOCAION OF PROXIES

A shareholder giving a proxy has the power to revoke it at any time to the extent that it has not been exercised. In addition to revocation in any other manner permitted by law, a shareholder giving a proxy has the power to revoke it by depositing an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation and delivered either to the registered office of the Company (311 Hay Street Subiaco 6008 Western Australia, Australia) at any time up to and including the last business day preceding the day of the Meeting, or any adjournment(s) thereof, at which the proxy is to be used, or to the Chair of the Meeting on the day of the Meeting or any adjournment(s) thereof at which the proxy is to be used.

VALIDITY OF INSTRUMENT OF PROXY

A proxy or an instrument appointing a duly authorized representative of a Company shall be in writing, under the hand of the appointor or his or her attorney duly authorized in writing, or, if such appointor is a Company, either under its seal or under the hand of an officer or attorney duly authorized for that purpose.

Voting by Proxyholder

At the time of printing this Information Circular, Management knows of no amendments, variations or other matters which may be presented for action at the Meeting other than the matters referred to in the accompanying Notice of Meeting.

The persons named in the Proxy will vote or withhold from voting the Ordinary Shares represented thereby in accordance with your instructions on any ballot that may be called for. The Ordinary Shares represented by the accompanying form of proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Ordinary Shares will be voted accordingly on such ballot. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

The accompanying form of proxy when duly completed and delivered and not revoked confers discretionary authority upon the persons named therein with respect to matters where no choice is specified. In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

NON-REGISTERED HOLDERS

Only registered holders of Ordinary Shares of the Company or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, Ordinary Shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- (a) in the name of an Intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Ordinary 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 (CDS)) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “**NOBOs**”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “**OBOs**”.

In accordance with the requirements of NI 54-101, the Company has elected to send the Notice and Access Notification in connection with the Meeting directly to the NOBOs, and indirectly through Intermediaries to the OBOs.

The Intermediaries (or their service companies) are responsible for forwarding the Notice and Access Notification to each OBO, unless the OBO has waived the right to receive proxy-related materials from the Company. Intermediaries will frequently use service companies to forward proxy-related materials to the OBOs. Generally, an OBO who has not waived the right to receive proxy-related materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Ordinary Shares beneficially owned by the OBO and must be completed, but not signed, by the OBO and deposited with Odyssey; or
- (b) more typically, be given a voting instruction form (“**VIF**”) which is not signed by the Intermediary, and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow.

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 proxy-related materials and related documents (including the Notice and Access Notification). Accordingly, an OBO will not receive copies of proxy-related materials and related documents unless the OBO’s Intermediary assumes the costs of delivery.

Applicable proxy related materials are being sent to both registered shareholders of the Company and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent has sent the applicable proxy-related materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Notice and Access Notification and any proxy-related materials sent to NOBOs who have not waived the right to receive proxy-related materials are accompanied by a VIF, instead of a proxy form. By returning the VIF in accordance with the instructions noted on it, a NOBO is able to instruct the voting of the Ordinary Shares of the Company owned by the NOBO.

VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in

accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Ordinary Shares of the Company which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on the Non-Registered Holder's behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder, or the Non-Registered Holder's nominee, the right to attend and vote at the Meeting.

Non-Registered Holders should return their voting instructions as specified in the VIF sent to them. Non-Registered Holders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

Although Non-Registered Holders may not be recognized directly at the Meeting for the purpose of voting Ordinary Shares of the Company registered in the name of their broker, agent or nominee, a Non-Registered Holder may attend the Meeting as a proxyholder for a registered shareholder and vote Ordinary Shares in that capacity. Non-Registered Holders who wish to attend the Meeting and indirectly vote their Ordinary Shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Ordinary Shares as a proxyholder.

Registered Shareholders

Registered shareholders (a shareholder whose name appears on the records of the Company as the registered holder of Ordinary Shares) may wish to vote by proxy whether or not they are able to attend the virtual Meeting. Registered shareholders who choose to submit a proxy may do so by:

- (a) completing, dating and signing the Proxy and returning it to the Company's transfer agent, Odyssey Trust Company ("Odyssey"), United Kingdom Building 323-409 Granville Street Vancouver, BC V6C 1T2; or
- (b) submit the proxy using secure online voting via <http://odysseytrust.com/Transfer-Agent/Login>

in all cases ensuring that the Proxy is received at least 48 hours before the Meeting or any adjournment or postponement thereof at which the Proxy is to be used.

Notice to Shareholders in the United States

This solicitation of proxies involves securities of an issuer located in Australia and is being effected in accordance with the corporate laws of Australia and the securities laws of applicable 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 applicable provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of applicable provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the Australian Corporations Act 2001 (Cth) (the "Act") and its directors and executive officers are residents of countries that, and a substantial portion of its assets and the assets of such persons, are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

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

To the best of the Board's knowledge, except as otherwise disclosed herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last completed financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors.



FirstGrowthFunds

**Finance, Audit and Risk
Committee Rules**

First Growth Funds Limited
ACN 006 648 835

1 Finance, Audit and Risk Committee Rules

The Finance, Audit and Risk Committee (**Committee**) is established under rule 29 of the Constitution of First Growth Funds Limited (**Company**).

2 Membership of the Committee

2.1 Composition

The Committee should comprise of:

- a minimum of 3 members of the Board;
- only Non-executive Directors;
- a majority of independent Directors; and
- an independent Director who is nominated by the Board as Chair, who is not Chair of the Board.

It is acknowledged that from time to time the composition of the board may not allow for the fulfillment of the committee composition guidelines set out above

2.2 Membership

The Board may appoint additional Non-executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board. Any Director not formally a Member of the Committee may attend Committee meetings however only nominated Directors may vote on matters before the Committee.

The Committee Chair may invite non-committee members, including members of management and the external auditor to attend meetings of the Committee.

It is intended that all members of the Committee should be financially literate and have familiarity with financial management and at least one member must be a qualified accountant or other financial professional with appropriate expertise in financial and accounting matters.

The Company Secretary must attend all Committee meetings.

3 Administrative matters

3.1 Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet at least twice per annum.

3.2 Quorum

The quorum is at least 2 members.

3.3 Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address for service of notice (or such other pre-notified interim address where relevant). However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

3.4 Rights of access and authority

The Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors. Whilst any internal audit function will report to senior management, it is acknowledged that the internal auditor will also report directly to the Committee.

The Committee may seek the advice of the Company's auditors, solicitors or such other independent advisers as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

3.5 Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, be included in the Board papers for the next Board meeting. All minutes of the Committee must be entered into a minute register maintained for that purpose and be open at all times for inspection by any Director.

3.6 Reporting

The Committee Chair will provide a brief oral report to the Board as to any material matters arising out of the Committee meeting. All Directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

4 Role & Responsibilities

4.1 Role

The Committee's primary roles are to:

- (a) oversee the Company's relationship with the external auditor, including the appointment, independence and remuneration of the external auditor;
- (b) oversee the preparation of the financial statements and reports;
- (c) ensure the appropriate application and amendment of accounting policies;
- (d) oversee the Company's financial controls and systems;
- (e) manage the process of identification and management of risk; and
- (f) provide a formal forum for communication between the external auditors, the Board and management of the Company.

4.2 Finance and Audit

The following are intended to form part of the normal procedures for the Committee's finance and audit responsibilities.

Finance

- (a) Engage in the pro-active oversight of the Company's financial reporting and disclosure processes and overseeing and reviewing the outputs of that process as a basis for recommendation to and adoption by the Board.
- (b) Assist the Board in determining the reliability and integrity of accounting policies and financial reporting and disclosure practices.
- (c) Review the appropriateness of the accounting policies adopted by management in the composition and presentation of financial reports (or any changes made or contemplated in relation to the Company's accounting policies) and assess the

management processes supporting external reporting.

- (d) Review financial statements for adherence to accounting standards and policies and other requirements relating to the preparation and presentation of financial results
- (e) Assess any significant estimates or judgments in the Company's financial reports.
- (f) Ensure that procedures are in place designed to verify the existence and effectiveness of accounting and financial systems and other systems of internal control which relate to financial risk management.
- (g) Ensure that appropriate processes are in place to form the basis upon which the Managing Director/CEO and CFO execute their certifications to the Board of Directors at year end under section 295A of the Corporations Act 2001 (Cth) in relation to the systems of internal controls, and that that system is operating effectively in all material respects in relation to financial reporting risks.

Audit

- (a) Approve the selection, appointment and termination of external auditors. Also approve the audit contract, terms of engagement and process for the rotation of external audit engagement partners.
- (b) Review the scope and effectiveness of the annual external audit.
- (c) Review the performance, independence and objectivity of the external auditors.
- (d) Review the results of the external audit of financial reports (including assessing whether external reporting is consistent with the Committee members' information and knowledge, and is adequate for shareholder needs).
- (e) Develop and oversee the implementation of the Company's policy on the engagement of the external auditor to supply non-audit services and ensure compliance with that policy.
- (f) Oversee the internal audit function and monitor the need for any specific internal audits.

4.3 Risk

The Committee's specific function with respect to risk management is to review and report to the Board that:

- (a) the Company's ongoing risk management program effectively identifies all areas of potential risk;
- (b) adequate policies and procedures have been designed and implemented to manage identified risks;
- (c) the effectiveness and compliance with policies and procedures are reviewed and reported annually;
- (d) proper remedial action is undertaken to redress areas of weakness.

The Committee procedures will include review and approval of:

- (a) management reporting and control systems used to monitor adherence to policies and guidelines and limits approved by the Board for management of balance sheet risks;
- (b) financial and operational risk management control systems (including reviewing risk registers and reports from management and external auditors);
- (c) the Company's business continuity plans;
- (d) the adequacy of the Company's own insurances;

- (e) the strategic direction, objectives and effectiveness of the Company's financial and operational risk management policies;
- (f) the establishment and maintenance of processes to ensure that there:
 - (i) are adequate systems of internal control, identification and management of business risks and safeguard of assets; and
 - (ii) is a review of internal control systems and the operational effectiveness of the policies and procedures related to risk and control.
- (g) the Group's exposure to fraud, including establishing processes for the prevention, detection and investigation of fraud or malfeasance;
- (h) compliance with regulations including Listing Rules, Corporations Act, AASB requirements, and other best practice corporate governance processes;
- (i) the Company's policies and culture with respect to the establishment and observance of appropriate ethical standards; and
- (j) reviewing and discussing with management and the external auditors the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs.

5 Relationship with the external auditor

The Committee provides a link between the external auditor and the Board and has the responsibility and authority for the appointment and removal of the external auditor and to review the terms of its engagement. Specific activities required in relation to the external auditor are set out in 4.2 above.

6 Authority

The Audit & Corporate Governance Committee shall have the authority to seek any information it requires from any officer or employee of the Company or its controlled entities and such officers or employees shall be instructed by the Board of the Company to respond to such enquiries. The Audit & Corporate Governance Committee is authorized to take such independent professional advice as it considers necessary.

The Audit & Corporate Governance Committee shall have no executive powers with regard to its findings and recommendations.

7 Reporting

The Chairman of the Committee will report the findings and make recommendations to the Board after each Committee meeting.

The minutes of all Committee meetings will be circulated to members of the Board.

8 Performance

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

Schedule C Corporate Governance Policy

Corporate Governance

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to and hereby disclose its corporate governance practices as follows.

The mandate of the Board is to supervise the management of the Company and to act in the best interests of the Company. The Board acts in accordance with:

- (a) the *Corporation Act 2001*;
- (b) the Company's Constitution; and
- (c) other applicable laws and Company policies.

Board of Directors

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board approves all significant decisions that affect the Company before they are implemented. The Board supervises their implementation and reviews the results. The Board is actively involved in the Company's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management.

The Board is responsible for reviewing and approving strategic plans. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan. The Board periodically reviews the Company's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Company's internal control and management information systems. The Board also monitors the Company's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board periodically discusses the systems of internal control with the Company's external auditor. The Board is responsible for choosing the Chief Executive Officer and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board approves all the Company's major communications, including annual and quarterly reports, financing documents and press releases. The Board approves the Company's communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its Audit Committee, examines the effectiveness of the Company's internal control processes and management information systems.

The Board is responsible for determining whether or not each director is an independent director. Directors who also act as officers of the Company are not considered independent. Directors who do not also act as officers of the Company, do not work in the day-to-day operations of the Company, are not party to any material contracts with the Company, or receive any fees from the Company except as disclosed in this Prospectus.

The Company's Board consists of three directors, one of whom is independent based upon the tests for independence set forth in NI 52-110. Geoff Barnes is independent. Michael Clarke is not independent as he is the Company's Chief Executive Officer. Athan Lekkas is not independent as he has a consulting arrangement with the company.

Orientation and Continuing Education

Each new director of the Company is briefed about the nature of the Company's business, its corporate strategy and current issues within the Company. New directors will be encouraged to review the Company's public disclosure records as filed on SEDAR at www.sedar.com after the Company becomes a Reporting Company. Directors are also provided with access to management to better understand the operations of the Company, and to the Company's legal counsel to discuss their legal obligations as directors of the Company.

Ethical Business Conduct

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the

director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board is responsible for setting out the standards and terms for the compensation of the Company's Chief Executive Officer and Chief Financial Officer with reference to industry standards and the financial situation of the Company.