



Suite 170 – 422 Richards Street, Vancouver, BC V6B 2Z4

## **MANAGEMENT INFORMATION CIRCULAR**

(as at November 9, 2023, except as otherwise indicated)

### **FOR THE ANNUAL GENERAL MEETING OF THE HOLDERS OF COMMON SHARES OF VERISANTE TECHNOLOGY, INC. TO BE HELD ON MONDAY DECEMBER 18, 2023 AT 2:00 PM**

THIS MANAGEMENT INFORMATION CIRCULAR (the “Circular”) IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY OR ON BEHALF OF THE MANAGEMENT OF Verisante Technology, Inc. (the “Company”) for use at the Annual General Meeting of the holders of Common Shares (the “Shareholders”) of the Company to be held at Suite 160 – 422 Richard’s Street, Room 1, Vancouver, British Columbia, Canada, on Monday, December 18, 2023 at 2:00 pm (Vancouver time) and any adjournment or adjournments thereof (the “Meeting”) for the purposes set forth in the accompanying Notice of Meeting. Information contained in this Circular is given as at November 9, 2023.

#### **SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by or on behalf of management of Verisante to be used at the Meeting of the Shareholders of the Company to be held on Monday, December 18, 2023 at the time and place set out in the accompanying notice of meeting (the “Notice of Meeting”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

#### **RECORD DATE**

The Shareholders of record on November 7, 2023 are entitled to notice of, and to vote at the Meeting. Only registered holders of Common Shares (the “Voting Shares”) at the close of business on the record date are entitled to notice of the Meeting and to vote thereat unless, after the record date, a registered holder transfers his Voting Shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he owns such shares, requests not later than 10 days before the Meeting that the transferee’s name be included in the list of Shareholders entitled to vote, in which case such transferee shall be entitled to vote such shares at the Meeting.

#### **NOTICE-AND-ACCESS PROCESS**

In accordance with the notice-and-access rules under National Instrument 54-101 Communications with Beneficial Owners of Securities of a Reporting Issuer, Verisante has sent its proxy-related materials to registered holders and non-objecting beneficial owners using

notice-and-access. Therefore, although Shareholders still receive a proxy or voting instruction form (as applicable) in paper copy, the Verisante Meeting materials are not physically delivered. Instead, Shareholders may access these materials under Verisante's profile on SEDAR at www.sedar.com or at www.verisante.com. Registered holders or beneficial owners of Verisante may request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the meeting materials are posted on the website referenced above. In order to receive a paper copy of the Meeting materials or if you have questions concerning notice-and-access, please call 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America). Requests for paper copies of the Meeting materials should be received by November 17, 2023 in order to receive the Meeting materials in advance of the Meeting.

### **APPOINTMENT AND REVOCATION OF PROXY**

Shareholders may vote in person at the Meeting or they may appoint another person, who does not have to be a Shareholder, as their proxy to attend and vote in their place. The person named in the enclosed form of proxy is the President & CEO or CFO of the Company.

**A SHAREHOLDER SUBMITTING A PROXY HAS THE RIGHT TO APPOINT A PERSON OR COMPANY TO REPRESENT HIM OR HER AT THE MEETING OTHER THAN THE PERSON OR PERSONS DESIGNATED IN THE FORM OF PROXY FURNISHED BY THE COMPANY. TO EXERCISE THIS RIGHT THE SHAREHOLDER SHOULD INSERT THE NAME OF THE DESIRED REPRESENTATIVE IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY OR SUBMIT ANOTHER APPROPRIATE PROXY.**

In order to be effective, the proxy must be mailed or faxed to 1-800-517-4553, so as to be deposited at Odyssey Trust Company at 409 Granville Street, Suite 350, Vancouver, British Columbia, V6C 1T2 **not less than 48 hours (excluding Saturday, Sundays and holidays) prior to the meeting.** No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution. The instrument appointing a proxy shall be in writing under the hand of the Shareholder or his attorney, or, if such Shareholder is a Company, under its corporate seal, and executed by a director, officer or attorney thereof duly authorized.

A Shareholder who has submitted a proxy may revoke it by instrument in writing executed by the Shareholder or his attorney authorized in writing, or, if the Shareholder is a Company, under its corporate seal and executed by a director, officer or attorney thereof duly authorized, and deposited either at the office of the Company's Transfer Agent, Odyssey Trust Company at 409 Granville Street, Suite 350, Vancouver, British Columbia, V6C 1T2 not less than 48 hours (excluding Saturday, Sundays and holidays) prior to the meeting, or with the chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting, and upon such deposit the previous proxy is revoked.

### **PROVISIONS RELATING TO VOTING OF PROXIES**

The shares represented by proxy will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing such designated holder.

If there is no direction by the registered shareholder, those shares will be voted FOR the proposals set out in the Proxy. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

### **NON-REGISTERED HOLDERS**

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. A person is not a registered shareholder (a “Non-Registered Holder”) in respect of shares which are held either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. (“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 National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send the Notice of Meeting, this Circular and the Proxy (collectively, the “Meeting Materials”) directly to the NOBOs, and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

Intermediaries will frequently use service companies to forward the Meeting Materials to the OBOs. Generally, an OBO who has not waived the right to receive Meeting 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 shares beneficially owned by the OBO and must be completed, but not signed, by the OBO and deposited with Computershare; 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.

These security holder materials are being sent to both registered shareholders and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent has sent these 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 instruction.

The Meeting Materials sent to NOBOs who have not waived the right to receive meeting materials are accompanied by a VIF, instead of a form of proxy. By returning the VIF in accordance with the instructions noted on it, a NOBO is able to instruct the voting of the shares owned by it.

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 shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder, or his or her nominee, the right to attend and vote at the Meeting.

**Please return your voting instructions as specified in the VIF. 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.**

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

As at the date of the accompanying Notice of Meeting, the Company is authorized to issue an unlimited number of Voting Shares and an unlimited number of Preferred Shares. The Voting Shares carry the right to vote, to receive dividends if, as and when declared and to receive the capital of the Company on a liquidation or dissolution of the Company, subject to the rights of other classes of securities of the Company. The Preferred Shares do not carry the right to vote. As of the record date of November 7, 2023, there were 38,338,004 Voting Shares and Nil (0) Preferred Shares issued and outstanding. Holders of Voting Shares are entitled to one vote for each share held.

Shareholders registered as at November 7, 2023, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, the following persons beneficially own, directly or indirectly, or exercise control or direction over, directly or indirectly, 10% or more of the issued and outstanding common shares of the Company:

<b>Name of Shareholder</b>	<b>Type of Ownership</b>	<b>Number of Voting Shares Owned</b>	<b>Percentage of Class</b>

CDS&Co.	Indirect	7,855,337 <sup>1</sup>	20.49%
Thomas Braun, CEO	Indirect & Direct	21,531,000 <sup>2</sup>	56.16%
Emmeline Braun, CFO	Direct	5,000,000	13.04%

1. The beneficial owners of common shares held by depositories are not known to the directors or executive officers of the Company.
2. 15,541,000 shares are held by a family trust controlled by Thomas Braun, the remainder 5,400,000 are owned directly.

As at November 7, 2023, the total number of common shares owned or controlled by management and the directors of the Company and their associates or affiliates was 27,581,000 common shares, representing 71.94% of the total issued and outstanding common shares of the Company.

### **QUORUM**

The by-laws of the Company provide that a quorum of shareholders for any meeting of shareholders shall be composed of at least one shareholder present in person or by proxy representing more than 5% (five percent) of the outstanding shares entitled to vote at the meeting.

### **APPROVAL REQUIREMENTS**

The matters to be considered at the Meeting that are considered ordinary resolutions shall require approval by more than 50% of the votes cast in respect of the resolution by or on behalf of Shareholders present in person or represented by proxy at the Meeting.

The matters to be considered at the Meeting that are considered special resolutions shall require approval by not less than 66 2/3 % of the votes cast in respect of the resolution by or on behalf of Shareholders present in person or represented by proxy at the Meeting.

### **REPORT AND FINANCIAL STATEMENTS**

The audited financial statements of the Company for the year ended December 31, 2022 and related management discussion and analysis will be placed before the Meeting and have been filed with the securities commission or similar regulatory authority in British Columbia, Alberta and Ontario.

The Board of Directors of the Company has approved all of the information in the audited financial statements of the Company for the year ended December 31, 2022, and the report of the auditor thereon, copies of which are available for viewing under the Company's profile at [www.sedar.com](http://www.sedar.com).

## PARTICULARS OF MATTERS TO BE ACTED UPON AT MEETING

The following are the matters to be acted upon at the Meeting:

### *Item 1 - Election of Directors*

Management of the Company is seeking shareholder approval of an ordinary resolution to set the number of directors of the Company at four (4) for the ensuing year. The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or with the provisions of the *Business Corporations Act* (British Columbia) ("Corporations Act").

The following table sets out the names of the nominees for election as directors, the country in which each is ordinarily resident, all offices of the Company now held by each of them, their principal occupations, the period of time for which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

<b>Nominee</b>	<b>Position Presently Held</b>	<b>Principal Occupation<sup>1</sup></b>	<b>Director Since</b>	<b>Voting Shares Beneficially Owned or Controlled<sup>2</sup></b>
Thomas Braun Vancouver, BC	President, CEO and Director	Verisante Technology, Inc. <i>President &amp; CEO</i> Braun & Co. <i>Barrister &amp; Solicitor</i>	7Mar06	21,531,000
Jake Thiessen, Unionville, ON	Director	Leslie Dan Faculty of Pharmacy University of Toronto <i>Professor Emeritus</i>	7Aug09	25,000
Emmeline Braun Vancouver, BC	CFO and Director	Verisante Technology, Inc. <i>CFO</i>	3Aug21	5,000,000
Vincent Trinh Pleasanton, CA	Director	Jove AI, Inc. <i>CTO</i>	6July22	1,025,000

1. Principal Occupation for the past five years, from 2018 - 2023
2. Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at November 7, 2023, based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such shares are held directly.

The following is a biography of each of the proposed directors:

***Thomas Braun***

Mr. Braun is the Founder, President, Chief Executive Officer and a Director of the Corporation. Mr. Braun holds a Bachelor of Arts from Western University (1988), a Juris Doctor degree from the University of British Columbia (1991) and a Master of Laws in International Business Transactions from the University of San Francisco (1997). Mr. Braun has been a Member of the State Bar of California since 1997 and a Member of the Law Society of British Columbia since 1999 and practiced corporate law from 1999 to present. He is also admitted to practice before the Federal Court for the Northern District of California and the U.S. Ninth Circuit Court of Appeals. His law practice consists mainly of advising high-tech start-up companies and junior mining exploration companies that are publicly traded or plan to go public.

***Jake Thiessen, PhD***

Dr. Jake Thiessen is a former Professor, Associate Dean, and current Professor Emeritus at the Leslie Dan Faculty of Pharmacy, University of Toronto (UofT). Following 31 years at the UofT, he spent 7 years at the University of Waterloo (UW). His UofT fiduciary leadership included membership in the Governing Council and Business Board. Furthermore, he was responsible for the cost-effective design and construction of the new \$75 million UofT Leslie Dan Pharmacy facility. Thereafter he was recruited by UW to plan and develop a new Health Sciences Campus and Canada's 10th School of Pharmacy. This included the cost-contained construction of a new \$35 million Health Sciences Campus in downtown Kitchener. His academic research has required meticulous budgeting of \$16.5 million in federally funded projects. His non-academic leadership has included value-centered management within the DQTC of the Ontario Ministry of Health, and Health Canada's Scientific Advisory Committee on Pharmaceutical Sciences and Clinical Pharmacology. Finally, he has been a member of the Company's Board of Directors and Audit Committee since 2009 with responsibility to oversee the preparation, auditing, analyzing and evaluation of the Company's quarterly and annual financial statements. Throughout his academic and non-academic career, Dr. Thiessen has exhibited an advanced understanding of internal controls and procedures for financial reporting and accounting principles.

***Emmeline Braun***

Ms. Braun has worked in administrative roles for the Company in the past and is currently the Company's CFO. Ms. Braun holds a BA degree from the University of British Columbia and a graduate Diploma in Accounting from the UBC Sauder School of Business. She has experience in bookkeeping, inventory management, and is financially literate. Ms. Braun also runs an investor relations consultancy assisting clients with building their social media profile and crowdfunding.

***Vincent Trinh***

Mr. Trinh is currently the Chief Technology Officer of JoveAI, Inc., which is a Fremont, California based start-up company specializing in Internet Protocol Television (IPTV) and

Digital Cinema solutions. Previously he was the Technical Lead at Sigma Designs Inc. and has over 20 years of experience in software and hardware engineering in Silicon Valley. Mr. Trinh holds a Bachelor of Applied Science degree in Electrical Engineering from the University of British Columbia.

### **Bankruptcies and Cease Trade Orders**

Thomas Braun and Jake Thiessen were directors of the Company when the BC Securities Commission issued a failure to file cease trade order (“FFCTO”) dated May 4, 2018, which lasted until April 6, 2022. Except for the Company’s May 4, 2018 FFCTO, no proposed nominee for election as a director of the Company was a director or executive officer of any company or acted in that capacity for a company that within the last 10 years before the date of this Management Proxy Circular was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has 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;
- (d) subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

**In order for the resolution appointing the aforementioned individuals to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting. Management does not contemplate that any of such nominees will be unable to serve as a director. However, if for any reason any of the proposed nominees does not stand for election or is unable to serve as such, the management designees, if named as proxy, reserve the right to vote for any other nominee in their sole discretion unless the Shareholder has specified in his proxy that his shares are to be withheld from voting on the election of directors.**



**UNLESS OTHERWISE DIRECTED, IT IS THE INTENTION OF THE MANAGEMENT DESIGNEES, IF NAMED AS PROXY, TO VOTE FOR THE ELECTION OF THE DIRECTORS AS SET FORTH ABOVE.**

***Item 2 - Appointment of Auditors***

Fernandez Young, LLP is the current auditor of the Company. Management of the Company proposes that Fernandez Young, LLP be re-appointed as auditor of the Company to hold office until the earlier of the next annual meeting of shareholders or their removal by the Company, at a remuneration to be fixed by the Audit Committee of the Board of Directors of the Company.

**Approval of the re-appointment of the auditor will require a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting.**

**UNLESS OTHERWISE DIRECTED, IT IS THE INTENTION OF THE MANAGEMENT DESIGNEES TO VOTE THE PROXIES IN FAVOUR OF AN ORDINARY RESOLUTION TO APPOINT THE FIRM FERNANDEZ YOUNG, LLP, AS THE AUDITOR OF THE COMPANY AND TO AUTHORIZE THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO FIX THE REMUNERATION OF FERNANDEZ YOUNG, LLP.**

***Item 3 - Other Business***

The directors and officers of the Company are not aware of any matters, other than those indicated above, which may be submitted to the Meeting for action. However, if any other matters should properly be brought before the Meeting, the enclosed proxy confers discretionary authority to vote on such other matters according to the best judgment of the person holding the proxy at the Meeting.

**EXECUTIVE COMPENSATION**

The following table (presented in accordance with the rules (“the Rules”) made under the Securities Act (British Columbia) sets forth all annual and long term compensation for services in all capacities to the Company and its subsidiaries for the three most recently completed financial years (to the extent required by the Rules) in respect of each of the individuals comprised of the Chief Executive Officer, Chief Financial Officer and the other three most highly compensated executive officers of the Company as at December 31, 2021, whose individual total compensation for the most recently completed financial year exceeded \$150,000 and any individual who would have satisfied these criteria but for the fact that individual was not serving as such an officer at the end of the most recently completed financial year (collectively “the Named Executive Officers”).

**Summary Compensation Table**

	Annual Compensation	Long Term Compensation	
		Awards	Payouts

Name and Principal Position	Year Ended	Salary <sup>1</sup> (\$)	Bonus Annual (\$)	Other (\$)	Securities Under Option /SAR granted (#)	Restricted Shares or Restricted granted (#)	LTIP Payouts (\$)	All Other Compensation (\$)
Thomas Braun President/CEO/ Director	Dec. 31, 2022	\$108,750	Nil	Nil	Nil	Nil	Nil	Nil
Emmeline Braun CFO/Director		\$24,000	Nil	Nil	Nil	Nil	Nil	Nil
Thomas Braun President/CEO/ Director	Dec. 31, 2021	\$125,000	Nil	Nil	Nil	Nil	Nil	Nil
Emmeline Braun CFO/Director		\$10,000	Nil	Nil	Nil	Nil	Nil	Nil
Thomas Braun President/CEO/ Director	Dec. 31, 2020	\$125,000	Nil	Nil	Nil	Nil	Nil	Nil
Emmeline Braun CFO/Director		Nil	Nil	Nil	Nil	Nil	Nil	Nil

1. Management fees were not paid in cash but were accrued and later settled in shares for debt transactions. Please refer to our annual audited financial statements for further details.

### **Long Term Incentive Plan (LTIP) Awards**

The Company does not have a LTIP, pursuant to which cash or non-cash compensation intended to serve as an incentive for performance (whereby performance is measured by reference to financial performance or the price of the Company's securities), was paid or distributed to the Named Executive Officers during the most recently completed financial year.

### **Option/Stock Appreciation Rights (“SAR”) Grants During the Most Recently Audited Financial Year**

No stock options were granted during the most recently audited financial year.

### **Aggregated Options/SAR Exercises in Last Financial Year and Financial Year-End Option/SAR Values**

The following table (presented in accordance with the Rules) sets forth details of all exercises of stock options during the most recently completed financial year by the Named Executive Officer, the number of unexercised options held by the Named Executive Officers and the financial year-end value of unexercised in-the-money options on an aggregated basis.

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options /SAR's At Fiscal Year-End (#) Exercisable/ Unexercisable	Value of Unexercised In-the-Money Options/SAR's at Fiscal Year-End (\$) Exercisable/ Unexercisable
n/a				

### **Compensation of Directors**

The Company issued 250,000 stock options with an exercise price of \$0.10 and a three year term to each of our four Directors on August 30, 2022, for a total of 1,000,000 share options.

### **INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICER AND SENIOR OFFICERS**

As of December 31, 2022, the Company was indebted to Thomas Braun, the CEO, in the amount of \$29,268 and Emmeline Braun, the Company's CFO in the amount of \$6,000 for accrued management fees.

### **INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS**

No insider or proposed nominee for election as a Director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year or in any proposed transaction which in either such case has materially affected or will materially affect the Company except the transactions indicated below.

### **AUDIT COMMITTEE**

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Corporation, as a venture issuer, to disclose annually in its Management Proxy Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor. Such disclosure is set forth below:

#### **Audit Committee Charter**

The Audit Committee has a charter. A copy of the Audit Committee charter is attached as Schedule "A" to this Information Circular for the December 18, 2023, annual meeting and is filed on [www.sedar.com](http://www.sedar.com).

#### **Independence and Composition of the Audit Committee**

Multilateral Instrument 52-110 *Audit Committees*, ("MI 52-110") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship

with the Company, which could, in the view of the Company's Board of Directors, reasonably interfere with the exercise of the member's independent judgment.

The members of the audit committee for the year ending December 31, 2022 were Thomas Braun, Jake Thiessen and Vincent Trinh. Mr. Thiessen and Mr. Trinh are independent, as that term is defined. Thomas Braun is not independent.

### **Financial Literacy**

MI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

All of the members of the Company's audit committee are financially literate as that term is defined.

### **Education**

Based on their business and educational experiences and access to independent accounting and financial experts, each audit committee member has: (i) a reasonable understanding of the accounting principles used by the Company; (ii) an ability to assess the general application of such principles in connection of the accounting for estimates, accruals and reserves; (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (iv) a reasonable understanding of internal controls and procedures for financial reporting.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the audit committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board of Directors of the Company.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of MI 52-110; or
- (b) an exemption from MI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

The Company is a "venture issuer" as defined in MI 52-110 and is relying on the exemption in section 6.1 of MI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

## Pre-Approval Policies and Procedures

The audit committee has not adopted any specific policies and procedures for the engagement of non-audit services.

### Audit Fees

The following table sets forth the fees paid by the Company to Fernandez Young, LLP, the Company's current Auditor, for services in the last two fiscal years.

#### *Fernandez Young LLP*

	<u>2022</u>	<u>2021</u>
Audit and related fees <sup>1</sup>	\$9,500.00	\$9,000.00
Tax fees <sup>2</sup>	\$1,000.00	\$2,100.00
<b>Total</b>	<b>\$10,500.00</b>	<b>\$11,100.00</b>

#### *Notes:*

*<sup>1</sup>“Audit and related fees” include fees necessary to perform the annual audit and services that are traditionally performed by the auditor. Audit Fees include 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. Audit-related services include due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.*

*<sup>2</sup>“Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.*

## MANAGEMENT CONTRACTS

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

## INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no Director or senior officer of the Company or any proposed nominee of management of the Company for election as a Director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting.

## **CORPORATE GOVERNANCE DISCLOSURE**

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “Guidelines”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Company’s approach to corporate governance is set out below.

### **Board of Directors**

Management of the Company is seeking shareholder approval of an ordinary resolution to set the number of directors of the Company at four (4) for the ensuing year. The term of office of each of the present directors expires at the Meeting. Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or with the provisions of the *Business Corporations Act* (British Columbia) (“Corporations Act”).

### **Directorships**

None of the directors of the Company are directors of other reporting issuers.

### **Orientation and Continuing Education**

The Board does not have any formal policies with respect to the orientation of new directors nor does it take any measures to provide continuing education for the directors. At this stage of the Company’s development the Board does not feel it necessary to have such policies or programs in place.

### **Ethical Business Conduct**

The Board adopted a formal written Code of Business Conduct and Ethics on February 16, 2010.

### **Nomination and Assessment**

The Board does not have a formal process in place with respect to the appointment of new directors. The Board expects that when the time comes to appoint new directors to the Board that the nominees would be recruited by the current Board members, and the recruitment process would involve both formal and informal discussions among Board members and the CEO. The Board monitors, but does not formally assess, the performance of individual Board members and their contributions.

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company’s size, its stage of

development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time.

## **COMPENSATION DISCUSSION AND ANALYSIS**

### **Compensation of Directors**

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the financial year ended December 31, 2022 or subsequently, up to and including the date of this Information Circular. The quantity and quality of the Board compensation is reviewed on an annual basis by the Company's Board. The number of options to be granted is determined by the Board as a whole, which allows the independent directors to have input into compensation decisions.

### **Compensation Committee**

As of December 31, 2022, the Compensation Committee of the Company was composed of Thomas Braun, Vincent Trinh and Jake Thiessen, two of whom are independent directors of the Company. The Compensation Committee provides, on behalf of the Board, detailed review, oversight and approval of the Company's policies, practices and procedures relating to human resources to ensure ongoing, long-term development and deployment of high caliber senior management resources. The Compensation Committee:

- reviews the performance of the CEO and succession planning for the CEO;
- reviews the Company's compensation program to ensure the relationship between senior management performance and compensation is appropriate and set with reference to competitive benchmarks and broader market data;
- reviews human resource matters with emphasis on overall strategy and programs relating to the recruitment, development and retention of personnel; and
- reviews overall compensation programs

### **Compensation Discussion and Analysis**

The Company's compensation objective is set to attract and retain the best available talent while efficiently utilizing available resources. The Committee has the authority to provide executive management with a compensation package designed to be competitive with comparable employers and to align management's compensation with the long-term interests of the Company's shareholders. In considering executive management's compensation, the Committee also takes into consideration the financial condition of the Company.

## **Other Board Committees**

At the present time, the only other standing committee in addition to the Compensation Committee is the Audit Committee. As the Company grows, and its operations and management structure became more complex, the Board expects it will constitute formal standing committees, such as a Corporate Governance Committee, and will ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

## **BOARD APPROVAL**

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, this 9th day of November, 2023.

**ON BEHALF OF THE BOARD OF VERISANTE TECHNOLOGY, INC.**

A handwritten signature in black ink, appearing to read "Tom Braun", written in a cursive style.

Thomas A. Braun  
President and CEO



## SCHEDULE “A”

### VERISANTE TECHNOLOGY INC.

#### AUDIT COMMITTEE CHARTER

The Company must, pursuant to NI 52-110 (as defined herein), have a written charter which sets out the duties and responsibilities of its Audit & Reserves Committee. The terms of reference of the Audit & Reserves Committee are substantially reproduced below.

##### I. Mandate and Authority

This Charter governs the operations of the audit committee. The committee shall provide assistance to the Board of Directors in fulfilling their oversight responsibility to the shareholders, potential shareholders, the investment community, and others relating to the Company’s financial statements and the financial reporting process, the systems of internal accounting and financial controls, the internal audit function, the annual independent audit of the Company’s financial statements, and the legal compliance and ethics programs as established by management and the board and as required by applicable law. In so doing, it is the responsibility of the committee to maintain free and open communication between the committee, the independent auditors, and management of the Company. In discharging its oversight role, the committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company. The committee shall have the authority to engage independent counsel and other advisors, as it determines necessary to carry out its duties. The Company shall provide appropriate funding for the committee as approved by the Board of Directors.

##### II. Organization

The committee shall be appointed by the Board of Directors and shall comprise at least two directors, one of whom is independent of management and the Company. Members of the committee shall be considered independent if they have no relationship that may interfere with the exercise of independence from management and the Company and if they meet all criteria required by applicable laws. No member of the committee may, other than in his capacity as a member of the committee, the Board of Directors or any other board committee, accept any consulting, advisory or other compensatory fee from the Company. All committee members shall be financially literate. The Board of Directors shall determine which members of the committee are independent and which members of the committee are “audit committee financial experts.” In making such determinations, the committee shall be entitled to seek and rely on the advice of counsel with respect to the applicable rules and laws. The Company is responsible for providing the committee with educational resources related to accounting principles and procedures, current accounting topics pertinent to the Company and other material as may be requested by the committee and as required by applicable law. The Company shall assist the committee in maintaining appropriate financial literacy.

### III. Responsibilities

The primary responsibility of the committee is to oversee the Company's financial reporting process on behalf of the board and report the results of their activities to the board. Management is responsible for preparing the Company's financial statements, and the independent auditors are responsible for auditing those financial statements. The committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The committee should take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behaviour. The following shall be the principal recurring processes of the committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the committee may supplement or amend them as appropriate.

(a) The committee shall have a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the board and the committee, as representatives of the Company's shareholders. The committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the accounting firm must report directly to the committee.

(b) The committee shall be directly responsible for the resolution of disagreements between management and the external auditor regarding financial reporting. The committee shall have the ultimate authority and responsibility to evaluate and, where appropriate, recommend the replacement of the independent auditors. The committee shall discuss with the auditors their independence from management and the Company, including matters in the written disclosures required by the Independence Standards Board, and shall consider the compatibility of non-audit services with the auditor's independence and in accordance with applicable laws. Annually, the committee shall review and recommend to the board the selection of the Company's independent auditors, subject to shareholders' approval.

(c) The committee shall discuss with the internal auditors and the independent auditors the overall scope and plans for their respective audits, including the adequacy of staffing and compensation. Also, the committee shall discuss with management, the internal auditors, and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's system to monitor and manage business risk, and legal and ethical compliance programs, including the Company's Employee Conduct Policy. Further, the committee shall meet separately with the independent auditors, with and without management present, to discuss the results of their examinations and will provide sufficient opportunity for the internal auditors and the independent auditors to meet privately with members of the committee.

(d) The committee shall pre-approve all services provided by the outside auditor. The committee may establish policies and procedures for pre-approval provided they are consistent with applicable laws, detailed as to the particular service, and designed to safeguard the continued independence of the outside auditor.

(e) The committee shall review the interim financial statements and the management discussion and analysis of those statements with management prior to the release of the statements. The committee shall review with management and the independent auditors the financial statements to be included in the Company's Annual Report, including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. Also, the committee shall discuss the results of the annual audit and any other matters required to be communicated to the committee by the independent auditors under generally accepted auditing standards. The committee shall review the earnings press releases and earnings guidance with management before the Company publicly discloses this information.

(f) The committee shall review the Annual Information Form and any other financial disclosure document required by applicable law.

(g) The committee shall establish procedures for the receipt, retention and treatment of complaints (including anonymous complaints) regarding accounting; internal accounting controls or auditing matters received through the complaints process established by the Company and shall have the power to investigate, seek advice on, and recommend appropriate responses to the Board of Directors.

(h) The committee shall establish procedures for the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

(i) The committee shall review and reassess this Charter and evaluate the committee's effectiveness in fulfilling its mandate on a regular basis and as required by applicable law and shall obtain the approval of the Board of Directors for any changes. The committee shall satisfy itself that adequate procedures are in place for the review of the issuer's public disclosure of financial information extracted or derived from the issuer's financial statements and shall periodically review the adequacy of those procedures.

(j) The committee shall review and approve the issuer's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

For greater certainty, the committee shall be responsible for the specific responsibilities set out in National Instrument 52-110 Audit Committees as such responsibilities may be amended from time to time.

#### IV. Meetings

The committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. Meetings of the committee may be called by any member of the committee, by the CEO, by the CFO, or by the Chairman of the Board of Directors. Notice of meetings may be given by any reasonable means including the scheduling of regular meetings at the preceding meeting of the committee or Board of Directors. Quorum for a meeting of the committee shall be a majority of the members. Meetings shall be chaired by the Chairman of the committee who shall be appointed by the Board of Directors. If the Chairman cannot attend a meeting, the members present shall elect a Chairman for the meeting.