



**ELEMENT LIFESTYLE RETIREMENT INC.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON JUNE 2, 2022**

**AND**

**INFORMATION CIRCULAR**

*April 28, 2022*

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.*

**ELEMENT LIFESTYLE RETIREMENT INC.**  
438 West King Edward Avenue  
Vancouver, British Columbia, V5Y 0M5

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TO THE SHAREHOLDERS:

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Element Lifestyle Retirement Inc. (the “**Company**” or “**Element**”) will be held via audio conferencing on Thursday, June 2, 2022, at the hour of 10:00 a.m. (Pacific Time) for the following purposes:

1. To receive the audited financial statements of the Company, for the fiscal year ended May 31, 2021, together with the auditor’s report thereon;
2. To elect as directors for the forthcoming year the nominees proposed by management of the Company in the enclosed management information circular (the “**Information Circular**”);
3. To fix the number of Directors at five (5) and to elect the Board of Directors for the ensuing year;
4. To appoint MNP LLP, Chartered Accountants as the auditors of the Company for the ensuing financial year at a remuneration to be fixed by the Directors;
5. To approve the Company’s 10% rolling Stock Option Plan; and
6. To transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice, which is supplemental to and expressly made a part of the Notice. Shareholders of record as of the close of business on April 28, 2022 (the “**Record Date**”) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

In light of COVID-19 and social distancing best practices, shareholders are encouraged to vote in advance of the Meeting by proxy (“**Proxy**”) or voting instruction form, as applicable, since the Meeting will not be held in person. Shareholders can participate in the Meeting by phone using the following dial-in information (however, voting in advance by Proxy or voting instruction form is advised):

Dial-in Primary (Toll-free in North America): 1-888-402-9166

Conference ID: 4462468#

**Important Notice Regarding Social Distancing**

We are continuously monitoring the current COVID-19 pandemic, and we reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak including, if we consider necessary or advisable, hosting the Meeting solely by means of remote communication. As of the date of this Notice, we are NOT intending to hold the Meeting in physical face to face format, and the Meeting will be held by phone using the dial-in information provided above. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor our press releases under the Corporation’s profile on SEDAR ([www.sedar.com](http://www.sedar.com)) for updated information.

In order to ensure as many common shares of the Company as possible are represented at the Meeting, the Company strongly encourages registered shareholders to complete the enclosed Proxy and return it as soon as possible in accordance with the instructions set out in the accompanying Information Circular. Shareholders who do not hold their common shares in their own name are strongly encouraged to complete the voting instruction forms received from the Company or their broker as soon as possible and to follow the instructions set out in the accompanying Information Circular. In addition, only registered shareholders or their duly appointed proxy holders will be permitted to attend the Meeting by using the dial-in information provided above.

Please review the enclosed Information Circular and date, sign and return the enclosed Proxy to the Company's transfer agent, ComputerShare Investor Services Inc ("**ComputerShare**"). To be effective, the Proxy must be delivered by mailing so as to reach or be deposited, to ComputerShare at their office located on the 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, no later than 10:00 a.m. (Pacific time) on May 31, 2022, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia), prior to the time set for the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

The persons named in the enclosed Proxy are directors or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to act for such Shareholder and on such Shareholders behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

DATED at Vancouver, British Columbia, this 28<sup>th</sup> day of April 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Michael Diao"*

Michael Diao  
Chief Executive Officer and Director



**ELEMENT LIFESTYLE RETIREMENT INC.**

438 West King Edward Avenue  
Vancouver, British Columbia, V5Y 0M5  
Telephone 604.676.1418  
[www.elementliving.com](http://www.elementliving.com)

(all information is as of April 28, 2022, unless otherwise noted)

**INFORMATION CIRCULAR**

This Information Circular accompanies the Notice of an Annual General meeting of shareholders (the “**Notice**”) and is furnished to shareholders holding common shares (the “**Shares**”) in the capital of **Element Lifestyle Retirement Inc.** (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the Annual General Meeting of shareholders (the “**Meeting**”) to be held by virtual meeting at **10:00 a.m. (Vancouver time) on Thursday, June 2, 2022**, or at any adjournment or postponement thereof.

All amounts herein are in Canadian dollars, unless otherwise stated.

**PROXIES**

**Management Solicitation**

The solicitation of proxies by the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals’ authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. The cost of this solicitation will be borne by the Company. No solicitation will be made by specifically engaged employees or soliciting agents.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

**Appointment of Proxy**

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each Share that such shareholder holds on the record date of April 28, 2022 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and officers of the Company.

**A shareholder has the right to appoint a person or company (who need not be a shareholder) to act for or on behalf of that shareholder at the Meeting or any adjournment or postponement thereof, other than the Designated Persons named in the enclosed form of proxy. To exercise the right, the shareholder may do so by inserting the name of such other person in the space provided in the form of proxy.**

In order to be voted, a proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc. (the "**Transfer Agent**"), at their offices located at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, no later than 10:00 a.m. (Pacific time) on May 31, 2022, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia), prior to the time set for the Meeting or any adjournment thereof.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

#### **Revocation of Proxies**

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at 438 West King Edward Avenue, Vancouver, British Columbia V5Y 0M5, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

#### **Voting of Shares and Proxies and Exercise of Discretion by Designated Persons**

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. **The Shares represented by a 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 Shares will be voted accordingly.**

**If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the Designated Persons named in the form of proxy. It is intended that the Designated Persons will vote the Shares represented by the proxy in favour of each matter identified in the proxy.**

The enclosed form of proxy confers discretionary authority upon the persons named therein in respect of amendments or variations to matters identified in the Notice or other matters that may properly come before the Meeting or any adjournment or postponement thereof. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

## NOTICE TO BENEFICIAL SHAREHOLDERS

**The information set out in this section is of significant importance to those shareholders who do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as “Beneficial Shareholders”) should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting.** If Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Shares will not be registered in the shareholder’s name on the records of the Company. Such Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) on how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting. Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her Shares.

These shareholder materials are being sent to both registered and non-registered owners of the Shares. If you are a non-registered owner, and the Company or its agent has sent these materials directly 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 this Information Circular to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering the Information Circular to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Management of the Company does not intend to pay for intermediaries to forward to those who object to their name being made known to the issuers of securities which they own (called “**OBOs**” for Objecting Beneficial Owners) under National Instrument 54-101 — *Communications with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators the Meeting materials, and that in the case of an OBO, the OBO will not receive the Meeting materials unless the OBO’s intermediary assumes the cost of delivery.

**United States Beneficial Owners:** To attend and vote at the virtual meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting.

Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to Computershare Investor Services Inc. at the following e-mail address: uslegalproxy@computershare.com.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

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

The Company is authorized to issue an unlimited number of Shares without par value. As of the record date, determined by the Company's board of directors (the "Board") to be the close of business on April 28, 2022, a total of 70,478,299 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the best of the knowledge of the directors or executive officers of the Company, no person or company beneficially owns, or controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to the outstanding Shares of the Company, other than as set forth below:

Name of Shareholder	Number of Shares Owned	Percentage of Outstanding Shares <sup>(1)</sup>
Grand Vision Development Ltd. <sup>(2)</sup>	17,200,000	24.40%
Ke Fei Deng <sup>(3)</sup>	8,000,000	11.35%

<sup>(1)</sup> Based on 70,478,299 Shares issued and outstanding as of April 28, 2022. Unless otherwise indicated, the Company believes that all persons hold legal title and the Company has no knowledge of actual Share ownership.

<sup>(2)</sup> A private company controlled by Hua Min Chen.

<sup>(3)</sup> Of these shares, 2,000,000 are controlled or held directly and 6,000,000 shares are held in the name of Kefei Investments Ltd., a private company controlled by Ke Fei Deng.

#### PARTICULARS OF MATTERS TO BE ACTED UPON

##### A. Receipt of the Financial Statements and Auditors' Report

At the Meeting, Shareholders will receive and consider the financial statements of the Company for the year ended May 31, 2021, and the auditors' report thereon. No formal action is required or proposed to be taken at the Meeting with respect to the financial statements.

##### B. FIXING NUMBER OF DIRECTORS

It is proposed that the number of directors to be elected at the Meeting to hold office until the next annual meeting or until their successors are elected or appointed, subject to the Articles and Notice of Articles of the Company be fixed at five. **Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form of proxy in favour of setting the number of directors to be elected at the Meeting at five (5).**

##### C. ELECTION OF DIRECTORS

Management of the Company proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Province and Country of Ordinary Residence and Position(s) with the Company <sup>(1)</sup>	Principal Occupation Business or Employment for Last Five Years	Periods which Nominee has Served as a Director of the Company	Number of Voting Securities of the Company Beneficially Owned or Controlled or Directed, Directly or Indirectly <sup>(2)</sup>
<b>Don H.C. Ho</b> British Columbia, Canada  <i>Director &amp; President</i>	President of the Company since January 1, 2015; President and CEO, from June 2008 to date, of Trans City Consulting Inc., which provides consulting services to real estate investors, developers and builders; President and CEO from January 1995 to date, of City Group Holdings Ltd. a real estate investment company.	Since March 31, 2016 and from August 6, 2015 to December 2, 2015	4,800,000 <sup>(3)</sup>
<b>Bo Jun (Michael) Diao</b> <sup>(4) (6)</sup> British Columbia, Canada  <i>Director &amp; Chief Executive Officer</i>	Chief Executive Officer and Director of the Company since June 12, 2013; Director from June 12, 2013 to date, of Care Pacific Holdings Inc., an investment holding company; Director and President from June 12, 2013 to date, of Care Pacific (the Gardens at Villa Royale) Inc., a real estate and senior home development company; Director and President from May 6, 2014 to date, of Care Pacific (Maple Gardens) Inc., a real estate and senior home development company; Founder, Chief Executive Officer and Director from July 2006 to date, of Royal West Pacific Holdings Inc., a provider of consulting services.	Since June 12, 2013	5,238,000 <sup>(5)</sup>
<b>John H.V. Gilbert</b> <sup>(4) (6)</sup> British Columbia, Canada  <i>Director</i>	Retired; previously Founding Principal and Professor Emeritus, College of Health Disciplines, University of British Columbia, August 1966 to July 2005.	Since August 6, 2015	10,000
<b>Ernie Hee</b> British Columbia, Canada  <i>Director</i>	Ernie had 45 years of experience as a practicing lawyer with a major focus on real estate for over thirty-five years. He is a retired licensed lawyer in Alberta and B.C. and most recently a former partner in the Vancouver office of a leading business law firm serving clients across key industries in Canada the United States and internationally. Ernie acted as counsel for Element Lifestyle Retirement Inc. for over 4 years and was appointed as an Executive Vice President in December 2019.	Since February 11, 2021	Nil

Name, Province and Country of Ordinary Residence and Position(s) with the Company <sup>(1)</sup>	Principal Occupation Business or Employment for Last Five Years	Periods which Nominee has Served as a Director of the Company	Number of Voting Securities of the Company Beneficially Owned or Controlled or Directed, Directly or Indirectly <sup>(2)</sup>
<b>Scott Young<sup>(4)</sup></b> British Columbia, Canada <i>Director</i>	Mr. Young was an investment advisor holding both his Canadian and U.S. securities licenses up until 2000. He has worked as a corporate governance and communications consultant since 2000 in the technology, mining and pharmaceutical industries, with clients trading on both Canadian and American stock exchanges. During the 2020 Winter Olympics he was an in-house consultant with Alda Pharmaceuticals which was the infection control sponsor for the games. The Company was also named in the TSXV Top 50 listed companies the same year. Recently he was the Managing Director of Sonoma Resources which completed a Reverse Takeover of Element Lifestyle Retirement in December 2015. Over the last five years, Scott has been a consultant to Element along with holding directorships with other TSXV and CSE public companies.	Since February 11, 2021	42,000

<sup>(1)</sup> The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.

<sup>(2)</sup> The information as to Shares beneficially owned directly or indirectly or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.

<sup>(3)</sup> Disclosed holdings of Mr. Don H. C. Ho includes 2,700,000 Shares held in the name of City Group Holdings Ltd., a private company controlled by Mr. Ho. Mr. Ho personally holds 2,100,000 Shares.

<sup>(4)</sup> Member of the Finance and Audit Committee.

<sup>(5)</sup> Disclosed holdings of Mr. Bo Jun (Michael) Diao includes 4,100,000 Shares held in the name of Royal West Pacific Holdings Inc, a private company controlled by Mr. Diao. Mr. Diao personally holds 1,138,000 Shares.

<sup>(6)</sup> Member of the Human Resources and Compensation Committee.

### **Cease Trade Orders**

To the best of management's knowledge, no proposed director of the Company is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company (including the Company) that:

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

For the purpose of subsection (a) above, "**order**" means:

- (i) a cease trade order;
- (ii) an order similar to a cease trade order; or
- (iii) an order that denied the relevant company access to any exemption under securities legislation;

that was in effect for more than 30 consecutive days.

Scott Young was a director of Sonoma Resources Inc. when it received a cease trade order from the British Columbia Securities Commission on August 6, 2014 (the “**BC Order**”) and from the Alberta Securities Commission on November 5, 2014 (the “**AB Order**”) for failure to file the required financial information. The BC Order was partially revoked on June 12, 2015 and fully revoked on July 24, 2015. The AB Order was fully revoked on July 27, 2015.

#### ***Bankruptcies***

To the best of management’s knowledge, no proposed director of the Company is, or within ten (10) years before the date of this Information Circular, has been a director or an executive officer of any company (including the Company) that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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.

To the best of management’s knowledge, no proposed director of the Company has, within ten (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 proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

#### ***Penalties and Sanctions***

To the best of management’s knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with 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 securityholder in deciding whether to vote for a proposed director.

**Management of the Company recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year. In the absence of contrary instructions, the Designated Persons intend to vote the Shares represented thereby in favour of the election to the Board of those persons hereinafter designated as nominees for election as directors. The Board 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 do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion unless the Shareholder has specified in his proxy that his/her/its Shares are to be withheld from voting on the election of directors.**

#### **D. Appointment and Remuneration of Auditors**

Shareholders will be asked to vote for the re-appointment of MNP LLP, Chartered Accountants (“MNP”), as the auditors of the Company to hold office until the next annual meeting of the Shareholders at a remuneration to be fixed by the board of directors. MNP has served as auditor since 2009.

#### **E. Ratification of Stock Option Plan**

At the Annual Meeting of Shareholders of the Company held on February 11, 2021, the shareholders ratified, confirmed and approved a stock option plan (the “Option Plan”) which reserves for issuance upon the grant of stock options a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant. The Option Plan authorizes the Board to issue options to directors, officers, key employees and others who are in a position to contribute to the future success and growth of the Company. A copy of the Option Plan is attached to this Information Circular as Schedule “B” and a summary setting out the terms of the Option Plan are included herein. See “Director and Named Executive Officer Compensation - Stock Option Plan”.

The TSX Venture Exchange (the “TSXV”) requires all TSXV-listed companies who have adopted a stock option plan which reserves a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant, to obtain shareholder ratification to the stock option plan on an annual basis. As at the date of this Information Circular, the Company had 70,478,299 shares issued and outstanding so that a maximum of 7,047,830 common shares would be available for issuance pursuant to the stock options granted under the Plan. Currently there are 400,000 stock options outstanding under the Option Plan, leaving 6,647,830 common shares available for grant of further options. Accordingly, the Company requests that the shareholders ratify, confirm and approve the Option Plan.

The rules of the TSXV require that the annual shareholder ratification of the Option Plan be approved by the affirmative vote of a majority of the votes cast by shareholders represented in person or by proxy at the Meeting. Accordingly, at the Meeting, the shareholders will be asked to approve the following ordinary resolution (the “**Option Plan Resolution**”):

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS OF THE COMPANY, THAT:

1. the stock option plan (the “Option Plan”) of Element Lifestyle Retirement Inc. (the “Company”) ratified, confirmed and approved by the shareholders of the Company at the Annual General Meeting held on October 25, 2018 is hereby ratified, confirmed and approved;
2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Option Plan entitling all of the option holders in aggregate to purchase up to such number of common shares of the Company as is equal to 10% of the number of common shares of the Company issued and outstanding on the applicable grant date;
3. the board of directors of the Company (the “Board”) or any committee created pursuant to the Option Plan is authorized to administer the Option Plan and to make such amendments to the Option Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Option Plan, the shareholders; and
4. any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Option Plan required by the TSX Venture Exchange or applicable securities regulatory authorities and to complete all transactions in connection with the administration of the Option Plan.”

The form of the Option Plan Resolution set forth above is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the Option Plan Resolution.

**Management of the Company recommends that shareholders vote in favour of the Option Plan Resolution at the Meeting. It is the intention of the Designated Persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the Option Plan Resolution.**

#### **EXECUTIVE COMPENSATION**

Unless otherwise noted, the following information is for the Company’s last completed financial year ended May 31, 2021.

In this section, “**Named Executive Officer**” or “**NEO**” means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

### **Oversight and Description of Director and Named Executive Officer Compensation**

The Company has a Human Resources and Compensation Committee; the functions of the committee are to review and recommend the compensation of the Named Executive Officers to the Board of Directors. The final decision on the compensation of the Named Executive Officers is made by the Board of Directors in its entirety.

The compensation program of the Company is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Company's corporate objectives and increase shareholder value. The main objective of the compensation program is to recognize the contribution of the Named Executive Officers to the overall success and strategic growth of the Company. The compensation program is designed to reward management performance by aligning a component of the compensation with the Company's business performance and share value. The philosophy of the Company is to pay management a total compensation amount that is competitive with other similar companies and is consistent with the experience and responsibility level of the management. The purpose of executive compensation is to reward the executives for their contributions to the achievements of the Company on both an annual and long-term basis.

The Board determines Named Executive Officer compensation based on the recommendation of the Human Resources and Compensation Committee at the time of engagement of the Named Executive Officer and subsequently reviews compensation payable to a Named Executive Officer from time to time. For the Company's fiscal year ended May 31, 2021, the significant elements of compensation paid and awarded to each Named Executive Officer were base salaries/management fees paid indirectly to Messrs. Ho, and Diao. See "*Statement of Executive Compensation – Table of Compensation Excluding Compensation Securities*" and "*Statement of Executive Compensation – Employment, Management and Consulting Agreements*". The Company relied solely on discussions with and the recommendations of the Human Resources and Compensation Committee to determine the total compensation paid to the NEOs for the Company's fiscal year ended May 31, 2021. Total compensation was not based on a comparison of compensation paid to executive officers in a peer group, or on any performance criteria or goals.

#### **Option-Based Awards**

The incentive stock option portion of the compensation is designed to provide the NEOs of the Company with a long-term incentive in developing the Company's business. Options granted under the Stock Option Plan are approved by the Board after consideration of the Company's overall performance.

#### **Use of Financial Instruments**

The Company does not have in place policies which restrict the ability of directors or Named Executives to purchase financial instruments, such as prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by a director or Named Executive. Any such purchases would be subject to applicable insider reporting requirements.

### **DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION**

During the Company's financial year ended May 31, 2021, the Company had two NEO's as described in National Instrument 51-102 – *Continuous Disclosure* Obligations as follows:

- Don C. Ho, President
- Bo Jun (Michael) Diao, Chief Executive Officer

The following table contains a summary of the compensation paid to the NEOs and Directors during the two most recently completed financial years.

**Table of Compensation excluding Compensation Securities**

Name and position	Year Ended May 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of prerequisites (\$)	Value of all other compensation (\$) <sup>(1)</sup>	Total compensation (\$)
<b>Don H.C. Ho</b> <sup>(2)</sup> <i>President and Director (NEO)</i>	2021	91,800	Nil	Nil	N/A	4,590	96,390
	2020	176,715	Nil	Nil	N/A	5,588	182,303
<b>Bo Jun (Michael) Diao</b> <sup>(3)</sup> <i>Chief Executive Officer and Director (NEO)</i>	2021	173,400	Nil	Nil	N/A	9,164	182,564
	2020	173,400	Nil	Nil	N/A	17,793	191,193
<b>Stanley Kwok</b> <sup>(5)</sup> <i>Former Director</i>	2021	Nil	Nil	Nil	N/A	Nil	Nil
	2020	Nil	Nil	18,000 <sup>(4)</sup>	N/A	Nil	18,000
<b>John H.V. Gilbert</b> <i>Director</i>	2021	Nil	Nil	18,000 <sup>(4)</sup>	N/A	Nil	18,000
	2020	Nil	Nil	18,000	N/A	Nil	18,000
<b>Ernie Hee</b> <sup>(6)</sup> <i>Director</i>	2021	75,000	Nil	Nil	N/A	Nil	75,000
<b>Scott Young</b> <i>Director</i>	2021	Nil	Nil	5,000 <sup>(4)</sup>	N/A	Nil	5,000

(1) Other Compensation includes MSP, RRSP and Life Insurance payments.

(2) By an employment agreement dated March 7, 2014, as amended November 10, 2015 and as amended March 27, 2017, (the "Ho Agreement") between the Company and Don Ho, the Company retained Mr. Ho to serve as its President for an annual salary of \$91,800. See "Employment Agreements, Termination and Change of Control Benefits".

(3) By an employment agreement dated March 5, 2014 as amended November 10, 2015 and further amended March 27, 2017 (the "Diao Agreement") between the Company and Bo Jun (Michael) Diao, the Company retained Mr. Diao to serve as its Chief Executive Officer for an annual salary of \$173,400. See "Employment Agreements, Termination and Change of Control Benefits".

(4) Paid yearly director fees of \$12,000 plus \$6,000 (John Gilbert), and \$5,000 (Scott Young) respectively, for serving as members of committees and attendance of Board meetings during the year.

(5) Mr. Stanley Kwok resigned from the Board of Directors on October 23, 2020. Compensation reported from June 2020 to October 2020.

(6) By a consulting agreement dated effective January 1, 2019, between the Company and Jasper Place Finance Inc., the Company retained Mr. Ernie Hee to provide counsel consulting, for an annual salary of \$75,000. See "Employment Agreements, Termination and Change of Control Benefits".

**Stock Options and Other Compensation Securities**

There were no compensation securities granted or issued to the Company's NEOs or directors of the Company in the most recently completed financial year for services provided to the Company.

During the financial year ended May 31, 2021:

- Mr. Michael Diao held 200,000 stock options exercisable at \$0.25 expired on May 26, 2021.
- Mr. Don Ho held 200,000 stock options exercisable at \$0.25 expired on May 26, 2021.
- Mr. John Gilbert held 100,000 stock options exercisable at \$0.25 expired on May 26, 2021.

### **Employment Agreements/Consulting Contracts**

#### *Employment Agreement with Don Ho*

By an employment agreement dated March 7, 2014, as amended November 10, 2015, and further amended March 27, 2017 (the "Ho Agreement") between the Company and Don Ho, the Company retained Mr. Ho to serve as its President for an annual salary of \$190,000. Mr. Ho's annual base salary was subsequently reduced to \$170,000 effective April 1, 2017 and increased to \$183,600 effective January 1, 2018. Pursuant to the Ho Agreement, Mr. Ho participates in the Company's group insurance plan and receives a matched RRSP contribution of 5% of his salary. Furthermore, Mr. Ho is entitled to an annual incentive bonus based on performance-driven criteria in an amount of not less than 50% of his annual base salary.

#### *Employment Agreement with Bo Jun (Michael) Diao*

By an employment agreement dated March 5, 2014, as amended November 10, 2015 and as amended March 27, 2017 (the "Diao Agreement") between the Company and Bo Jun (Michael) Diao, the Company retained Mr. Diao to serve as its Chief Executive Officer for an annual salary of \$140,000. Mr. Diao's annual salary was subsequently increased to \$160,000 effective April 1, 2017 and increased to \$173,400 effective January 1, 2018. Pursuant to the Diao Agreement, Mr. Diao participates in the Company's group insurance plan and receives a matched RRSP contribution of 5% of his salary. Furthermore, Mr. Diao is entitled to an annual incentive bonus based on performance-driven criteria in an amount of not less than 50% of the annual base salary.

#### *Consulting Agreement with Jasper Place Finance Inc.*

By a consulting agreement effective January 1, 2019 between the Company and Jasper Place Finance Inc., the Company retained Mr. Ernie Hee to provide counsel consulting.

### **Termination and Change of Control Benefits**

In accordance with the Ho Agreement, if the Company terminates Mr. Ho's employment without cause, sums are payable in the amount that is equal to six months of Mr. Ho's base annual salary by way of a lump sum payment, such payment to increase upon completion of two years of service by one month for every year of service.

As per the Diao Agreement, if the Company terminates Mr. Diao's employment without cause, sums are payable in the amount that is equal to six months of Mr. Diao's base annual salary by way of a lump sum payment, such payment to increase upon completion of two years of service by one month for every year of service.

### **Compensation of Directors**

The Board determines director compensation for the Company from time to time. The independent Directors, John Gilbert and Scott Young were each paid yearly director fees of \$12,000 plus \$6,000 (John Gilbert), and \$5,000 (Scott Young) respectively, for serving as a member of committees and attendance of Board meetings during the financial year ended May 31, 2021. In addition, the independent directors participate in the Company's Stock Option Plan. See "Stock Options and Other Compensation Securities" below for further details with respect to the grant of stock options to Directors during the most recently completed financial year.

Other than disclosed herein, the Company has no standard arrangement pursuant to which Directors are compensated by the Company, for their services in their capacity as directors other than the unissued treasury shares that may be issued upon the exercise of the Directors' incentive stock options. There has been no other arrangement pursuant to which Directors are compensated by the Company in their capacity as directors.

### **Exercise of Compensation Securities by Named Executive Officers and Directors**

No compensation securities have been exercised by the NEOs or Directors of the Company during the fiscal year ended May 31, 2021.

### **Stock Option Plans or Other Incentive Plans**

The Company's current stock option plan (the "**Option Plan**") provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase Shares. The Option Plan is a "rolling" stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. As at the date hereof, there are 400,000 options outstanding under the Option Plan.

The TSXV requires all TSXV-listed companies who have adopted a stock option plan which reserves a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant, to obtain shareholder ratification to the stock option plan on an annual basis. At the Meeting, shareholders will be asked to ratify, confirm and approve the Option Plan. See “Particulars of Matters to be Acted Upon – Ratification of Stock Option Plan”.

The following information is intended as a brief description of the Option Plan and is qualified in its entirety by the full text of the Option Plan. A copy of the Stock Option Plan is available for review by shareholders on request.

1. The Board shall establish the exercise price at the time each Option is granted, subject to the following conditions:
  - (a) if the Shares are listed on the TSXV, the exercise price will not be less than the minimum prevailing price permitted by TSXV policies;
  - (b) if the Shares are not listed, posted and trading on any stock exchange or bulletin board, then the exercise price will be determined by the Board at the time of granting;
  - (c) if an option is granted within 90 days of a distribution by a prospectus by the Company, the exercise price will not be less than the price that is the greater of the minimum prevailing price permitted by TSXV policies and the per share price paid by public investors for Shares acquired under the distribution by the prospectus, with the 90 day period beginning on the date a final receipt is issued for the prospectus; and
  - (d) in all other cases, the exercise price shall be determined in accordance with the rules and Regulations of any applicable regulatory bodies.
2. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, without having been exercised in full, the number of Shares in respect of the expired or terminated option shall again be available for a grant under the Option Plan.
3. No option granted under the Option Plan may have an expiry date exceeding ten years from the date on which the option is granted (unless automatically extended as a result of a blackout period as described below).
4. The expiry date of each option will be automatically extended if the expiry date falls within a period during which the Company prohibits optionees from exercising their options, provided that:
  - (a) the blackout period has been formally imposed by the Company pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information (as defined in the policies of the TSXV). For greater certainty, in the absence of the Company formally imposing a blackout period, the expiry date of any options will not be automatically extended in any circumstances;
  - (b) the blackout period expires upon the general disclosure of the undisclosed Material Information and the expiry date of the affected options is extended to no later than ten (10) business days after the expiry of the blackout period; and
  - (c) the automatic extension will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under applicable securities laws) in respect of the Company's securities.
5. Options granted to any one individual in any 12 month period cannot exceed more than 5% of the issued Shares, unless the Company has obtained disinterested shareholder approval.
6. Options granted to any one consultant in any 12 month period cannot exceed more than 2% of the issued Shares, without the prior consent of the TSXV.
7. Options granted to all persons, in aggregate, conducting investor relations activities in any 12 month period cannot exceed more than 2% of the issued Shares, without the prior consent of the TSXV.
8. Options issued to optionees performing investor relations activities will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.
9. If a director, employee or consultant of the Company is terminated for cause, then any option granted to the option holder will terminate immediately upon the option holder ceasing to be a director, employee, or consultant of the Company by reason of termination for cause.

10. If an option holder ceases to be a director, employee or consultant of the Company (other than by reason of death, disability or termination of services for cause), or if an optionee resigns, as the case may be, then any option granted to the holder that had vested and was exercisable on the date of termination will expire on the earlier of the expiry date and the date that is 90 days following the date that the holder ceases to be a director, employee or service provider of the Company.

11. If the engagement of an option holder engaged in investor relations activities as a consultant is terminated for any reason other than cause, disability or death, any option granted to such holder that was exercisable and had vested on the date of termination will be exercisable until the earlier of the expiry date and the date that is 30 days after the effective date of the holder ceasing to be a consultant.

12. If an option holder dies, the holder's lawful personal representatives, heirs or executors may exercise any option granted to the holder that had vested and was exercisable on the date of death until the earlier of the expiry date and one year after the date of death of the holder.

13. If an option holder ceases to be a director, employee or consultant of the Company as a result of a disability, the holder may exercise any option granted to the holder that had vested and was exercisable on the date of disability until the earlier of the expiry date and one year after the date of disability.

14. Options granted to directors, employees or consultants will vest when granted unless determined by the Board on a case-by-case basis, other than options granted to consultants performing investor relations activities, which will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.

15. The Option Plan will be administered by the Board who will have the full authority and sole discretion to grant options under the Option Plan to any eligible party, including themselves.

16. Options granted under the Option Plan shall not be assignable or transferable by an option holder.

17. The Board may from time to time, subject to regulatory or shareholder approval, amend or revise the terms of the Option Plan.

The Option Plan provides that other terms and conditions may be attached to a particular option at the discretion of the Board.

#### **Pension Plans Benefits**

The Company contributes to a registered retirement plan for each of the NEOs. See "Table of compensation excluding compensation securities" herein. In the most recently completed financial year, the Company did not maintain any defined benefit plans, defined contribution plans or deferred compensation plans for the NEOs or the other Directors.

#### **STATEMENT OF CORPORATE GOVERNANCE DISCLOSURE**

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

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Board will continue to review and implement corporate governance guidelines as the business of the Company progresses and the Company becomes more active in operations. National Instrument 58-101 *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices in Form 58-101F2, which disclosure is set out below.

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 *Business Corporations Act* (British Columbia);
- (b) the Company's articles of incorporation; and

- (c) other applicable laws and company policies.

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 and is responsible for reviewing and approving the strategic plan. 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 annually discusses the systems of internal control with the Company's auditor.

The Board is responsible for choosing the Executive Officers 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 interim reports and financing documents.

The Board, through its Finance and Audit Committee, examines the effectiveness of the Company's internal control processes and management information systems. The Board consults with the Company's auditor and management of the Company to ensure the integrity of these systems. The Company's auditor submits a report to the Finance and Audit Committee each year on the quality 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, are considered independent. Don Ho, Michael Diao and Candy Ho are not independent directors by virtue of their positions as President, Chief Executive Officer and Vice-President and Marketing & Corporate Relations of the Company, respectively. See "Named Executive Officer and Director Compensation" herein.

#### 1. *Independence*

Section 1.4 of National Instrument 52-110 – *Audit Committees ("NI 52-110")* sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Company.

Applying the definition set out in section 1.4 of NI 52-110, two of the five members of the current Board are independent. The members who are independent are John Gilbert and Scott Young, as they have no direct or indirect material relationship with the Company.

Don Ho, Michael Diao, and Ernie Hee are not independent by virtue of the fact that they hold the positions of President, Chief Executive Officer and Executive Vice President of the Company respectively.

## 2. Directorships

The following table sets forth information for each director of the Company who is, or within the five years prior to the date of this Information Circular, has been a director or officer of any other reporting issuer:

Name of Director	Name and Jurisdiction of Reporting Issuer	Name of Trading Market	Position From and To
Don Ho	Bullman Minerals Inc. British Columbia, Canada	TSXV	Director, November 2010 to December 31, 2015
Ernie Hee	NAIOP Commercial Real Estate Development Association, Vancouver Chapter BC Senior Living Association	N/A	November 2011 – November 2017  May 2020 - present
Scott Young	San Angelo Oil Ltd. Green Valley Mines Ltd. Skychain Technologies Inc. International Battery Minerals Ltd. Pinedale Energy Ltd. 1111 Exploration Corp.	TSXV TSXV TSXV TSXV CSE CSE	September 2015 to February 2016 November 2016 to August 2018 August 2018 to April 2019 August 2018 to April 2019 March 2020 to present August 2021 to present

## 3. Orientation and Continuing Education

The Company's Board of Directors will brief new directors with the policies of the Board of Directors, and other relevant corporate and business information. New directors will be provided with copies of previous board minutes and key documents. New directors will be encouraged to ask questions to clarify any issues that they may have with respect to their roles and responsibilities as a director.

Directors are kept informed as to matters impacting, or which may impact, the Company's operations through reports and presentations at the Board meetings. Directors are also provided the opportunity to meet with senior management and other employees, advisors and directors, who can answer any questions that may arise.

## 4. 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 applicable corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and to 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 his 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.

## 5. *Nomination of Directors*

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board director nominees for the next annual meeting of shareholders. There currently is not a formal procedure with respect to the nomination of directors. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members.

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.

## 6. *Compensation*

The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies and aligns the interests of directors with the return to shareholders.

The Board decides the compensation of the Company's officers, based on industry standards and the Company's financial situation.

## 7. *Committees*

### **Human Resources and Compensation Committee**

#### *Composition of the Human Resources and Compensation Committee*

During the financial year ended May 31, 2021, the Company's Human Resources and Compensation Committee (the "HR&C Committee") was comprised of two directors: John Gilbert and Bo Jun (Michael) Diao. None of the members of the HR&C Committee are officers or employees of the Company, except for Bo Jun (Michael) Diao.

The HR&C Committee has not yet adopted a formal written charter to provide its members with guidelines to fulfill its responsibilities. The main duties of the HR&C Committee include:

- reviewing the compensation and benefits of the directors and executive officers;
- reviewing and recommending the compensation of the CEO, and other senior management;
- reviewing and recommending, subject to Board approval, stock option allocations to employees and management;
- reviewing and authorizing public disclosure of executive compensation;
- approving any special compensation arrangements;
- reviewing compensation practices annually or as required; and
- reviewing the Human Resources and Compensation Committee charter on an annual basis.

### **Finance and Audit Committee**

Pursuant to the provisions of NI 52-110, the Company is required to have an Audit Committee comprised of at least three directors, the majority of whom must be independent. The Company must also have a written Audit Committee Charter which sets out the duties and responsibilities of its Finance and Audit Committee. A copy of the Company's Finance and Audit Committee Charter is attached as Schedule "A" herein.

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

A member of the Finance and Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

During the fiscal year ended May 31, 2021, the members of the Finance and Audit Committee were John Gilbert, Scott Young and Bo Jun (Michael) Diao. Messrs. Gilbert and Young are independent members of the Finance and Audit Committee. Mr. Diao is not independent by virtue of his position as the Chief Executive Officer of the Company. All members of the current Finance and Audit Committee are "financially literate", as that term is defined in NI 52-110, have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

### *Relevant Education and Experience*

#### **Professor Emeritus John H.V. Gilbert, C.M., Ph.D., FCAHS**

Dr. John Gilbert is a Professor Emeritus, College of Health Disciplines, at the University of British Columbia where he was a founding Director of the School of Audiology and Speech Sciences, and a Director of the School of Rehabilitation Sciences.

At Dalhousie University, he is Senior Scholar, World Health Organization Collaborating Centre on Health Workforce Planning and Research, and Adjunct Professor, Faculty of Graduate Studies. He has served as a visiting Adjunct Professor at the National University of Malaysia; as an advisor to the International Institute for Leadership in Interprofessional Education at Manipal University, India; was Co-Chair of the WHO Study Group on Interprofessional Education and Collaborative Practice, and currently serves on the Advisory Committee on social determinants of health at the WHO.

He was elected a Fellow, Canadian Academy of Health Sciences, in 2008. He was awarded the Queen's Diamond Jubilee Medal in April 2012, and in October 2013 received the Outstanding Lifetime Contribution to International Allied Health Development Award from the International Chief Health Professions Officers Organization.

Dr. Gilbert was appointed a Member of the Order of Canada in July 2011 for his leadership in the development of inter-professional education as a central tenet in team-based collaborative patient-centered practice and care. At the Convocation of Dalhousie University, Halifax, Nova Scotia in May 2016 he received the honorary Degree, Doctor of Laws, honoris causa in recognition of his work.

#### **Scott Young**

Mr. Scott Young was an investment advisor holding both his Canadian and U.S. securities licenses up until 2000. He has worked as a corporate governance and communications consultant since 2000 in the technology, mining and pharmaceutical industries, with clients trading on both Canadian and American stock exchanges. During the 2020 Winter Olympics he was an in-house consultant with Alda Pharmaceuticals which was the infection control sponsor for the games. The Company was also named in the TSXV Top 50 listed companies the same year. He was the Managing Director of Sonoma Resources which completed a Reverse Takeover of Element Lifestyle Retirement in December 2015. Over the last five years, Scott has been a consultant to Element along with holding directorships with other TSXV and CSE public companies.

#### **Bo Jun (Michael) Diao - Chief Executive Officer and Director**

Bo Jun (Michael) Diao is an entrepreneur with ten years of experience running Royal West Pacific Holdings Inc., a media and business consulting company, as President, CEO and founding director. Mr. Diao is experienced with multicultural management and communication. His educational background is in business administration and business management, with a bachelor degree from Beijing Union University.

### *Finance and Audit Committee Oversight*

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Finance and Audit Committee made to nominate or compensate an external auditor not adopted by the board of directors.

### *Reliance on Certain Exemptions*

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemptions in Subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), Subsection 6.1.1(5) (*Events Outside Control of Member*), Subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

### *Pre-Approval of Policies and Procedures*

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

### External Auditor Service Fees

The Finance and Audit Committee has reviewed the nature and amount of the non-audited services provided by MNP of Vancouver, British Columbia to the Company to ensure auditor independence. Fees incurred with MNP for audit and non-audit services in the last fiscal year as well as for the fiscal year ended May 31, 2021, are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Fiscal Year Ended May 31, 2021	Fees Paid to Auditor in the Year Ended May 31, 2020
Audit Fees <sup>(1)</sup>	\$35,000	\$35,000
Audit-Related Fees <sup>(2)</sup>	\$0	\$0
Tax Fees <sup>(3)</sup>	\$11,500	8,000
All Other Fees <sup>(4)</sup>	\$0	\$0
<b>Total</b>	<b>\$46,500</b>	<b>\$43,000</b>

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated 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 include aggregate fees for employee benefit audits, 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. 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.

(4) "All Other Fees" include all other non-audit services, in the aggregate.

### 8. Other Board Committees

The Board has no committees other than the Finance and Audit Committee and the Human Resources and Compensation Committee.

### 9. Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and Committees.

### Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Finance and Audit Committee and in respect of its reporting obligations under NI 52-110.

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the last completed financial year, no current or former Director, executive officer, proposed nominee for election as a Director or associate of the foregoing has been indebted to the Company or to any of its subsidiaries, nor have any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or understanding provided by the Company or any of its subsidiaries.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who, generally speaking, is a director or executive officer or is a 10% shareholder of the Company. To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company or 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 or any of its subsidiaries, except as set out herein.

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

Except as disclosed herein, no Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting. For the purpose of this paragraph, "Person" shall include each person: (a) who has been a director, senior officer or insider of the Company at any time since the commencement of the Company's last financial year; (b) who is a proposed nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person included in subparagraphs (a) or (b).

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at its head office at 438 West King Edward Avenue, Vancouver, British Columbia V5Y 0M5, telephone 604.676-1418 or by email to [syoung@freeform.com](mailto:syoung@freeform.com) to request copies of the Company's financial statements and related management's discussion and analysis. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year.

**APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Vancouver, British Columbia this 28<sup>th</sup> day of April, 2022.

**By Order of the Board of Directors**

*"Michael Diao"*

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Michael Diao, CEO & Director

**Schedule "A"**  
**Finance and Audit Committee Charter**

The mandate and charter of the Finance and Audit Committee can be described as follows:

1. Each member of the Finance and Audit Committee shall be a member of the Board of Directors, in good standing, and the majority of the members of the Audit Committee shall be independent in order to serve on this Committee.
2. At least one of the members of the Finance and Audit Committee shall be financially literate.
3. Review the Finance and Audit Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board of Directors. Consider changes that are necessary as a result of new laws or regulations.
4. The Finance and Audit Committee shall meet at least four times per year, and each time the Company proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Finance and Audit Committee may ask members of the management or others to attend the meetings and provide pertinent information as necessary.
5. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the Committee.
6. The Finance and Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).
7. Approve any non-audit services provided by the independent auditors, including tax services. Review the performance of the independent auditors and review with the full Board any proposed discharge of the independent auditors.
8. Review with the management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.
9. Consider, with the management, the rationale for employing accounting firms rather than the principal independent auditors.
10. Inquire of the management and the independent auditors about significant risks or exposures facing the Company; assess the steps that management has taken or proposes to take to minimize such risks to the Company; and periodically review compliance with such steps.
11. Review with the independent auditor, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
12. Inquire regarding the "quality of earnings" of the Company from a subjective as well as an objective standpoint.
13. Review with the independent accountants: (a) the adequacy of the Company's internal controls including computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with Management's responses thereto.
14. Review with Management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.
15. Review with Management the interim annual financial report before it is filed with the regulatory authorities.
16. Review with the independent auditor that performs an audit: (a) all critical accounting policies and practices used by the Company; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Company, the ramifications of each alternative and the treatment preferred by the Company.
17. Review all material written communications between the independent auditors and Management.

18. Review with Management and the independent auditors: (a) the Company's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with the management encountered during the audit.
19. Periodically review the Company's code of conduct to ensure that it is adequate and up-to-date.
20. Review the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.
21. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.
22. The Finance and Audit Committee will perform such other functions as assigned by law, the Company's articles or the Board of Director.