

MICROBIX BIOSYSTEMS INC.



**NOTICE OF ANNUAL AND SPECIAL MEETING OF
SHAREHOLDERS
TO BE HELD ON MARCH 26, 2025**

AND

MANAGEMENT INFORMATION CIRCULAR

February 7, 2025

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MICROBIX BIOSYSTEMS INC.

265 Watline Avenue, Mississauga, Ontario L4Z 1P3

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 26, 2025

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the “**Meeting**”) of shareholders (“**Shareholders**”) of **MICROBIX BIOSYSTEMS INC.** (the “**Company**”) will be held on March 26, 2025, at the hour of 1:00 p.m. (Toronto time) in a virtual-only format conducted through Zoom conferencing. Shareholders will not be able to physically attend the Meeting. Shareholders may participate in the Meeting by listen-only Zoom conference format. The Meeting will be held for the following purposes:

- (a) receiving the 2024 Annual Report containing the financial statements for the year ended September 30, 2024, and the report of the auditors thereon;
- (b) electing directors;
- (c) re-appointing Ernst & Young LLP as the auditors of the Company and authorizing the directors to fix their remuneration; and
- (d) transacting such further and other business as may properly come before the Meeting or any adjournment thereof.

The Company has adopted the notice-and-access method of delivering materials to both registered and non-registered Shareholders. As such, the Company has posted copies of this Management Information Circular and the Company’s 2024 Annual Report (which includes its audited consolidated financial statements for the fiscal year ended September 30, 2024 and related management’s discussion and analysis) on the Company’s website at www.microbix.com, in addition to on the Company’s page on SEDAR+ at www.sedarplus.ca. Paper copies of the Management Information Circular and the Company’s 2024 Annual Report may still be obtained upon request, or if you have any questions about the notice-and-access method, please contact TSX Trust Company at 1-888-433-6443 (toll-free Canada and U.S.) or 416-682-3801 outside of Canada and the U.S., or by e-mail at tsxt-fulfilment@tmx.com.

Shareholders of record on February 7, 2025 will be entitled to notice of, and to attend and vote at the Meeting. A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit a duly executed form of proxy with the Company’s registrar and transfer agent, TSX Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1 or using the envelope provided with the proxy, or by fax 416-595-9593, or by e-mail to proxyvote@tmx.com, or by Internet at www.tsxtrust.com/vote-proxy, or by Telephone at 1-800-387-0825, not later than 5:00 p.m. (Toronto time) on the 24th, day of March, 2025, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays, and holidays, preceding the time of such adjourned Meeting.

In order to access the Meeting, Shareholders will have two options: listen only teleconference or Zoom conferencing application:

To participate via Zoom:

Zoom registration link: https://us02web.zoom.us/webinar/register/WN_7BbjMuioTTaO8HZqLqJedw

Join from PC, Mac, iPad, or Android:

<https://us02web.zoom.us/j/83578246966?pwd=H6OaM96Yl3Ujgv2lUg5z2wSHW7YK.1>

Passcode:337434

To participate via Telephone:

Phone one-tap:

+16473744685, 83578246966# Canada

+16475580588, 83578246966# Canada

Join via audio:

Canada: +1 647 374 4685; +1 647 558 0588; +1 778 907 2071; +1 780 666 0144; +1 204 272 7920; 1 438 809 7799; or 1 587 328 1099

US: +1 360 209 5623; +1 386 347 5053; +1 507 473 4847; +1 564 217 2000; +1 646 558 8656 (New York); +1 646 931 3860; +1 669 444 9171; +1 669 900 9128 (San Jose); +1 689 278 1000 or +1 719 359 4580; +1 253 205 0468; +1 253 215 8782 (Tacoma); +1 301 715 8592 (Washington DC); +1 305 224 1968; +1 309 205 3325; +1 312 626 6799 (Chicago); or +1 346 248 7799 (Houston)

Webinar ID: 835 7824 6966

International numbers available: <https://us02web.zoom.us/j/83578246966>

In order to access the Meeting via Zoom conferencing, Shareholders will need to download the Zoom application onto their computer or smartphone.

DATED this 7th day of February, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

“Cameron Groome”

Cameron Groome,
President and Chief Executive Officer

MICROBIX BIOSYSTEMS INC.
265 Watline Avenue
Mississauga, ON
L4Z 1P3

**MANAGEMENT INFORMATION CIRCULAR
RELATING TO THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 26, 2025**

VOTING INFORMATION

THIS MANAGEMENT INFORMATION CIRCULAR (“CIRCULAR”) IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY AND ON BEHALF OF THE MANAGEMENT OF MICROBIX BIOSYSTEMS INC. (the “Company”) of proxies to be used at the Annual and Special Meeting of Shareholders (“Shareholders”) of the Company (the “Meeting”) to be held in a virtual and listen-only conference call format on Wednesday, the 26th day of March, 2025, at the hour of 1:00 p.m. (Toronto time) and at any adjournment thereof for the purposes set forth in the enclosed Notice of Meeting. Unless otherwise indicated, information contained in this Circular is given as at February 7, 2025. Unless otherwise indicated, all references to “dollars” or “\$” means Canadian dollar.

SOLICITATION OF PROXIES

Although, it is expected that management’s solicitation of proxies for the Meeting will be made primarily by mail, proxies may be solicited by directors, officers and employees of the Company personally or by telephone, fax, email or other similar means of communication. **This solicitation of proxies for the Meeting is being made by or on behalf of the directors and management of the Company and the Company will bear the costs of this solicitation of proxies for the Meeting.**

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with the transfer agent, investment dealers, intermediaries, custodians, depositories and depository participants and other nominees to forward solicitation materials to the beneficial owners of the common shares (the “Shares” or “Common Shares”) of the Company. The Company will provide, without any cost to such person, upon request to the Chief Executive Officer of the Company, additional copies of the foregoing documents for this purpose.

WE STRONGLY ENCOURAGE SHAREHOLDERS TO VOTE IN ADVANCE OF THE MEETING WITH THE INSTRUCTIONS PROVIDED IN THIS CIRCULAR, GIVEN THAT THE VIRTUAL FORMAT OF THE MEETING DOES NOT PERMIT SHAREHOLDERS TO ATTEND THE MEETING IN PERSON OR PERMIT THEM TO APPOINT AN ALTERNATE PROXYHOLDER TO ATTEND THE MEETING IN PERSON.

Shareholders who access the Meeting via Zoom conferencing will be able to listen to the Meeting and ask questions in an informal question and answer period. However, registered Shareholders and duly appointed proxyholders will not be able to vote via Zoom conferencing during the Meeting.

The Company may pay the reasonable costs incurred by persons who are the registered but not beneficial owners of common shares (“Shares”) of the Company (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of this Circular, the Notice of Meeting and form of proxy to the beneficial owners of such shares. The Company will provide, without cost to such persons, upon request to the Secretary of the Company, additional copies of the foregoing documents required for this purpose.

REGISTERED SHAREHOLDERS VOTING BY PROXY

Enclosed with this Circular is a form of proxy. The persons named in the enclosed form of proxy are officers and/or directors of the Company. **Every Shareholder of the Company has the right to appoint a person (who need not be a shareholder of the Company) other than the persons already named in the enclosed form of proxy to represent such shareholder of the Company at the Meeting by striking out the printed names of such persons and inserting the name of such other person.** In order to be valid, a proxy must be received by TSX Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1 or using the envelope provided with the proxy, or by fax 416-595-9593, or by e-mail to proxyvote@tmx.com, or by Internet at www.tsxtrust.com/vote-proxy, or by Telephone at 1-800-387-0825 by 5:00 p.m. on March 24, 2025, or in the event of an adjournment or postponement of the Meeting, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in Ontario) before the time for holding the adjourned or postponed Meeting.

Shareholders may also elect to vote electronically in respect of any matter to be acted upon at the Meeting. Votes cast electronically are in all respects equivalent to and will be treated in the exact same manner as, votes cast via a paper form of proxy. To vote electronically, registered Shareholders are asked to go to the website shown on the form of proxy and follow the instructions on the screen. Please note that each shareholder exercising the electronic voting option will need to refer to the control number indicated on their proxy form to identify themselves in the electronic voting system. Shareholders should also refer to the instructions on the proxy form for information regarding the deadline for voting shares electronically. If a Shareholder votes electronically he or she is asked not to return the paper form of proxy by mail.

In order to be effective, a form of proxy must be executed by a Shareholder exactly as his or her name appears on the register of shareholders of the Company. Additional execution instructions are set out in the notes to the form of proxy. The proxy must also be dated where indicated. If the date is not completed, the proxy will be deemed to be dated on the day on which it was mailed to Shareholders.

The management representatives designated in the enclosed form of proxy will vote the Shares in respect of which they are appointed proxy in accordance with the instructions of the Shareholder as indicated on the proxy and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **In the absence of such direction, such Shares will be voted by the management representatives named in such form of proxy in favour of each of the matters referred to in the Notice and will be voted by such representatives on all other matters which may come before the Meeting in their discretion.**

THE ENCLOSED FORM OF PROXY OR VOTER INSTRUCTION FORM, WHEN PROPERLY SIGNED, CONFERS DISCRETIONARY VOTING AUTHORITY ON THOSE PERSONS DESIGNATED THEREIN WITH RESPECT TO AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING.

At the time of printing of this Circular, management of the Company know of no such amendment, variation or other matters to come before the Meeting other than the matters referred to in the Notice and this Circular. **However, if any matters which are not now known to management of the Company should properly come before the Meeting, the Shares represented by proxies in favour of the Management Nominees will be voted on such matters in accordance with the best judgement of the Management Nominee.**

ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES ON VOTING COMMON SHARES

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name ("**Beneficial Shareholders**" or "**Non-Registered Shareholder**") 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 Canada, the vast majority of such shares are registered under the name of CDS & Co. (the nominee of The Canadian Depository for Securities Limited, which acts as depository for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries and brokers to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary and 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. Often, the voting instruction form or form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions, Canada ("**Broadridge**"). Broadridge typically prepares a Voting Instruction Form ("**VIF**") and mails the VIF to the Beneficial Shareholders and asks Beneficial Shareholders to return the VIF to Broadridge. Often Beneficial Shareholders are provided with a toll-free telephone number or a website address through either of which their Shares can be voted. 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 VIF from Broadridge cannot use that VIF to vote Shares directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted at the Meeting.** If you have any questions respecting the voting of Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Beneficial Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as non-objecting beneficial owners or "**NOBOs**". Those Beneficial Shareholders who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners or "**OBOs**".

Pursuant to NI 54-101, the Company has distributed copies of proxy-related materials in connection with this Meeting (including this Information Circular) indirectly to all Beneficial Shareholders. The Company is not relying on the notice-and-access delivery procedures outlined in NI 54-101 to distribute copies of the proxy related materials in connection with the Meeting.

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

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his or her broker (or an 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 the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the VIF 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.

REVOCATION OF PROXIES

A registered Shareholder of the Company who has submitted a proxy may revoke it by:

(a) depositing an instrument in writing signed by the registered Shareholder or by an attorney authorized in writing or, if the registered Shareholder is a Company, by a duly authorized officer or attorney, either:

- (i) at the office of TSX Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1 by 5:00 p.m. on March 24, 2025 or in the event of an adjournment or postponement of the Meeting, no later than 48 hours (excluding Saturday, Sunday and holidays in Ontario) before the time for holding the adjourned or postponed Meeting;
- (ii) at the registered office of the Company located at 265 Watline Avenue, Mississauga, Ontario L4Z 1P3 by 5:00 pm (Toronto time) on March 24, 2025 or in the event of an adjournment or postponement of the Meeting, no later than 98 hours (excluding Saturday, Sunday and holidays in Ontario) before the time for holding the adjourned or postponed Meeting; or
- (iii) by e-mail to microbix@microbix.com to the attention of the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting;

(b) transmitting, by telephonic or electronic means, a revocation that complies with (i) or (ii) above and that is signed by electronic signature provided that the means of electronic signature permit a reliable determination that the document was created or communicated by or on behalf of the registered Shareholder or the attorney, as the case may be; or

(c) in any other manner permitted by law. A Non-Registered Shareholder who has submitted voting instructions to an Intermediary should contact their Intermediary for information with respect to revoking their voting instructions.

NOTICE-AND-ACCESS

The Company is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

WEBSITE WHERE MEETING MATERIALS ARE POSTED

The Notice-and-Access Provisions are a set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of this Circular may be found on the Company's SEDAR+ profile at www.sedarplus.ca, and at the Company's website

<https://microbix.com>. The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

OBTAINING PAPER COPIES OF MATERIALS

The Company anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Company’s transfer agent TSX Trust Company at 1-888-433-6443 or 416-682-3801 outside Canada or US or by email at tsxt-fulfilment@tmx.com. Shareholders may also obtain paper copies of the Circular free of charge by contacting TSX Trust Company at the same toll-free number or upon request to the Company’s Corporate Secretary. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or TSX Trust Company, as applicable, by March 15, 2025 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “Proxy Deadline”).

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.

ATTENDING THE MEETING VIA ZOOM

In order to access the Meeting, Shareholders will have two options: listen only teleconference or Zoom conferencing application:

To participate via Zoom:

Zoom registration link: https://us02web.zoom.us/webinar/register/WN_7BbjMuioTTaO8HZqLqJedw

Join from PC, Mac, iPad, or Android:

<https://us02web.zoom.us/j/83578246966?pwd=H6OaM96Yl3Ujgv21uhUgsz2wSHW7YK.1>

Passcode:337434

To participate via Telephone:

Phone one-tap:

+16473744685, 83578246966# Canada

+16475580588, 83578246966# Canada

Join via audio:

Canada: +1 647 374 4685; +1 647 558 0588; +1 778 907 2071; +1 780 666 0144; +1 204 272 7920; 1 438 809 7799; or 1 587 328 1099

US: +1 360 209 5623; +1 386 347 5053; +1 507 473 4847; +1 564 217 2000; +1 646 558 8656 (New York); +1 646 931 3860; +1 669 444 9171; +1 669 900 9128 (San Jose); +1 689 278 1000 or +1 719 359 4580; +1 253 205 0468; +1 253 215 8782 (Tacoma); +1 301 715 8592 (Washington DC); +1 305 224 1968; +1 309

205 3325; +1 312 626 6799 (Chicago); or +1 346 248 7799 (Houston)

Webinar ID: 835 7824 6966

International numbers available: <https://us02web.zoom.us/j/kmtQqaJ8>

In order to access the Meeting via Zoom conferencing, Shareholders will need to download the Zoom application onto their computer or smartphone.

RECORD DATE

Persons registered on the books of the Company at the close of business on February 7, 2025 (the “**Record Date**”) and persons who are transferees of any shares acquired after such record date and who have produced properly endorsed certificates evidencing such shares or who otherwise establish ownership thereof and demand, not later than 10 days before the Meeting, that their names be included in the list of Shareholders, are entitled to vote at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

At the date hereof, the Company has 141,636,440 outstanding common shares, each of which carries one vote. To the knowledge of the directors and officers of the Company, there are no persons or corporations beneficially owning, directly or indirectly, or exercising control or direction over securities carrying in excess of 10% of the voting rights.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

PRESENTATION OF AUDITED FINANCIAL STATEMENTS

The annual report, the annual financial statements for the fiscal year ended September 30, 2024 and the report of the auditors thereon will be submitted to the Meeting of Shareholders. Receipt at such Meeting of the auditors’ report and the Company’s financial statements for its last completed fiscal period will not constitute approval or disapproval of any matters referred to therein.

Shareholders may request a copy of the Company’s annual financial statements, interim financial statements and the corresponding MD&A. Enclosed with this Circular is a Request Form which may be completed and delivered to the Company’s registrar and transfer agent, TSX Trust Company, Account Maintenance 301 - 100 Adelaide Street West, Toronto, ON M5H 4H1 or via hand delivery to 301 - 100 Adelaide Street West, Toronto, ON M5H 4H1.

ELECTION OF DIRECTORS

The board of directors (the “**Board**” or the “**Board of Directors**”) currently consists of seven (7) directors to be elected annually. The following table states the names of all the persons proposed to be nominated by management for election as directors, all other positions and offices with the Company now held by them, their principal occupations, businesses or employments, the period or periods of service as directors of the Company and the number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date hereof.

Name, Office and Principal Occupation	Position with the Company	Director/Officer Since	No. of Voting Securities Owned, Controlled or Directed⁽¹⁾ as at February 7, 2025
Peter Blecher Ontario, Canada Director Physician and Entrepreneur	Director	December 6, 2005	2,989,407
Mark A. Cochran ⁽³⁾ Virginia, USA Director and Chair of the Human Resources, Compensation and Governance Committee Executive Director (Retired) Johns Hopkins Healthcare Solutions	Director	October 1, 1990 to August 28, 2002 and since October 16, 2002	549,277
Vaughn Embro-Pantalony ⁽²⁾⁽³⁾ Ontario, Canada Director and Chair of the Audit Committee Pharmaceutical Executive	Director	February 6, 2007	1,841,704
Cameron Groome ⁽³⁾ Ontario Canada Director President and Chief Executive Officer Microbix Biosystems Inc.	President, Chief Executive Officer and Director	March 8, 2012	3,330,500
Martin Marino ⁽²⁾⁽³⁾ Ontario Canada Director and Chairman of the Board Pharmaceutical Executive	Director, Chairman	February 17, 2009	1,591,667
Joseph D. Renner ⁽²⁾⁽³⁾ New Jersey, USA Director Pharmaceutical Executive	Director	February 25, 2003	9,565,037
Jennifer Stewart ⁽³⁾ Kanata, Ontario Director Strategy Consultant and Entrepreneur	Director	March 30, 2022	26,345

Notes:

(1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.

(2) Member of the Audit Committee.

(3) Member of the Human Resources, Compensation and Governance Committee.

Majority Voting Policy

The Board has adopted a policy providing that in an uncontested election of directors, any nominee who receives a greater number of votes “Withheld” than votes “For” will submit his or her resignation to the board promptly following the Meeting. The Human Resources, Compensation and Governance Committee will consider the offer of resignation and, except in extraordinary circumstances, will be expected to recommend that the Board accept the resignation, if applicable. The Board may: (1) leave a vacancy on the Board until the Company’s next annual meeting; (2) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the Shareholders; or (3) call a special meeting of Shareholders to consider new Board nominee(s) to fill the vacant position(s).

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED SEPERATELY FOR THE ELECTION OF EACH OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Management has no reason to believe that any of the nominees will be unable to serve as a director but, **IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED SEPARATELY IN FAVOUR OF EACH OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

Bankruptcies, Sanctions and Cease Trade Orders

To the knowledge of the Company and based on information provided to the Company by each Director nominee, no proposed director of the Company has, within 10 years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

To the knowledge of the Company and based on information provided to the Company by each Director nominee, no proposed director of the Company has, within the 10 years prior to the date hereof, been a director, chief executive officer or chief financial officer of a company (including the Corporation) that, while that person was acting in that capacity:

was the subject of a cease trade or similar order, or an order that denied the relevant company access to any exemptions under applicable securities legislation while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

was the subject of a cease trade or similar order, or an order that denied the relevant company access to any exemptions under applicable securities legislation that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

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.

APPOINTMENT OF AUDITORS

It is proposed that Ernst & Young LLP be re-appointed as the auditors of the Company to hold office until the next annual meeting of Shareholders or until their successor is appointed, at remuneration to be fixed by the Board of Directors.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE RE-APPOINTMENT OF ERNST & YOUNG LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSOR IS APPOINTED, AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

Auditors Fees

The following table summarizes the fees billed to the Company for services provided by its external auditors, for the fiscal years ended September 30, 2024 and 2023, respectively:

Fiscal Year	Audit Fees	Audit Related Fees	Tax Fees	Other Fees
2024	\$ 258,500	\$ -	\$ 4,290	NIL
2023	\$ 260,000	\$ 65,000	\$ 4,500	NIL

STATEMENT OF EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

This section of the Circular explains how the Company's executive compensation program is designed and operated with respect to the individuals who were, at September 30, 2024, the Chief Executive Officer, the Chief Financial Officer and the next three most highly compensated executive officers whose total compensation was, individually, more than \$150,000, and such other individuals as required by applicable legislation (collectively, the **"Named Executive Officers"**) of the Company.

The Human Resources, Compensation and Governance Committee (the **"Compensation Committee"**) of the Board of Directors reviews and makes recommendations to the Board of Directors with respect to all matters pertaining to the appointment, compensation and benefits of senior management of the Company.

The Compensation Committee of the Board of Directors, as of the date of this circular, is composed of Mr. Joseph Renner, Mr. Martin Marino, Mr. Cameron Groome, Mr. Vaughn Embro-Pantalony, Ms. Jennifer Stewart and Mr. Mark Cochran. Mr. Renner, Mr. Cochran, Mr. Embro-Pantalony, Ms. Stewart and Mr. Marino are independent directors. Mr. Cochran is the Chair of the Human Resources, Compensation and Governance Committee.

The philosophy of the Compensation Committee is to determine compensation of the Company's Named Executive Officers relative to the performance of the Company in executing on its objectives. The Company uses remuneration to encourage, compensate and reward all employees on the basis of the achievement of daily and long-term corporate and personal goals. Compensation is directly tied to both

corporate and individual performance. The base level of compensation is used to attract and retain key individuals with skills and experience required in the Company. Awarding of options to acquire Common Shares is designed to maximize Shareholder value in the longer term. The Compensation Committee makes recommendations to the Board of Directors with respect to compensation of Named Executive Officers and other management level personnel.

The Compensation Committee meets, at a minimum, on an annual basis to plan the total compensation changes for the new fiscal year. The Compensation Committee takes into account the business projections and the actual business result with respect to compensation planning for the Company in the next year. There are two main areas of consideration: executive management and the employees. Changes are designed to encourage and reward accomplishments on individual and Company goals, in both the short and long term.

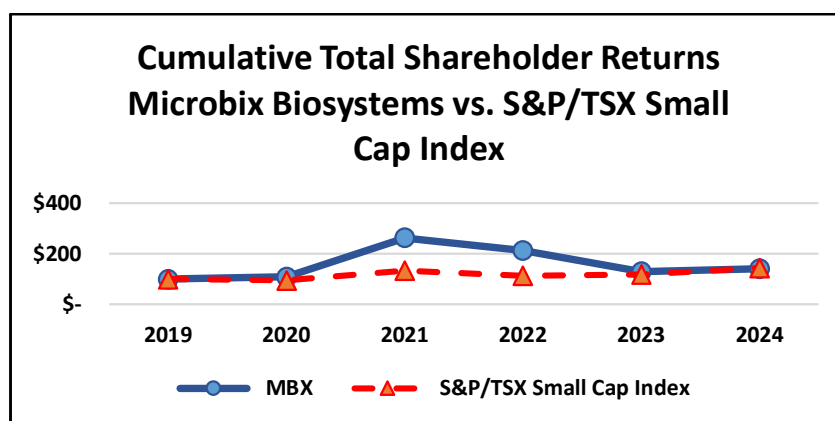
The level of base salary for each employee is determined by the level of responsibility and relative importance of the position in the Company, together with comparative industrial norms. Options are granted to employees as incentive to preserve and maximize Shareholder value in the longer term, as a reward for individual success and as a way of encouraging future performance. The Compensation Committee recommends aggregate amounts for both compensation increases and any option grants, and management is responsible for the allocation and distribution among the staff.

The Board of Directors has delegated the authority to grant options to the President and CEO through recommendations from the Compensation Committee and the senior management of the Company. Stock options for employees, consultants and directors are granted periodically as part of the compensation incentive and additionally as required by business circumstances.

The compensation for the executive management, including the CEO and President, CFO, COO and Vice President positions, is based on the achievement of business goals. The Company periodically uses independent third party analysis to ensure that compensation is competitive and in the range of market value.

SHARE PERFORMANCE GRAPH

The following graph compares the yearly percentage in the cumulative total Shareholder return of the common shares of the Company for the period from September 30, 2019 to September 30, 2024, with the cumulative total return of the S&P/TSX Small Cap Index for the same period. ⁽¹⁾



Shareholder Return	2019	2020	2021	2022	2023	2024
MBX	\$ 100.00	\$ 108.33	\$ 262.50	\$ 212.50	\$ 129.17	\$ 141.67
S&P/TSX Small Cap Index	\$ 100.00	\$ 94.51	\$ 133.71	\$ 113.06	\$ 118.16	\$ 144.12

Notes:

(1) Assumes \$100 invested in the Company's common shares on September 30, 2019 and in the S&P/TSX SmallCap Index, which assumes dividend reinvestment.

COMPENSATION SUMMARY

The following table sets out all compensation paid, payable, awarded, granted or otherwise provided, directly or indirectly, by the Company, in Canadian dollars, to the Named Executive Officers, who were at September 30, 2024, the Chief Executive Officer, Chief Financial Officer, and the next three most highly compensated executive officers whose total compensation was, individually, more than \$150,000, for the three most recently completed fiscal years of the Company.

Summary Compensation Table

Name and Principal Position	Year	Salary \$	Share-based awards \$	Option-based awards (1) \$	Non-equity incentive plan compensation \$		All other (2) compensation \$	Total Compensation \$
					Annual Incentive plans	Long-term incentive plans		
Cameron Groome President & CEO	2024	419,659	-	62,720	168,000	-	9,763	660,142
	2023	406,406	-	59,920	-	-	10,249	476,575
	2022	387,866	-	95,480	45,000	-	8,616	536,962
James S. Currie Chief Financial Officer	2024	258,873	-	48,160	77,000	-	14,406	398,439
	2023	250,725	-	46,010	-	-	15,786	312,521
	2022	239,287	-	73,315	30,000	-	15,311	357,914
Kenneth Hughes Chief Operating Officer	2024	264,684	-	48,160	88,000	-	9,763	410,607
	2023	256,322	-	46,010	-	-	10,249	312,581
	2022	244,628	-	73,315	30,000	-	9,311	357,254
Phillip Casselli Senior Vice President, Sales and Business Development	2024	256,965	-	24,640	44,000	-	15,763	341,368
	2023	248,848	-	27,820	-	-	16,249	292,917
	2022	237,495	-	44,330	20,000	-	15,162	316,987
Mark Luscher Senior Vice President, Scientific Affairs	2024	246,731	-	29,120	44,000	-	9,866	329,717
	2023	238,937	-	27,820	-	-	10,357	277,114
	2022	228,036	-	44,330	20,000	-	9,452	301,818

Notes:

- (1) Fair value of stock options awarded during the year, based upon the Black Scholes option model. The options awarded each year vest three (3) years after the date they are awarded.
- (2) Automobile allowance , health benefits costs, or company GRRSP contributions

INCENTIVE PLAN AWARDS

Outstanding option-based awards and share-based awards as at September 30, 2024

Name	Option-based Awards				Share-based Awards (1)	
	Number of securities underlying unexercised options (2)	Option Exercise Price (3)	Option Expiration Date	Value of unexercised options in-the-money options (4)	All other (2) compensation \$	Total Compensation \$
Cameron Groome	220,000	\$ 0.22	25-Feb-25	\$ 27,500	-	-
	224,000	\$ 0.62	17-Feb-26	\$ -	-	-
	280,000	\$ 0.60	22-Feb-27	\$ -	-	-
	280,000	\$ 0.37	24-Feb-28	\$ -	-	-
	280,000	\$ 0.40	22-Feb-29	\$ -	-	-
James S. Currie	175,000	\$ 0.22	25-Feb-25	\$ 21,875	-	-
	175,000	\$ 0.62	17-Feb-26	\$ -	-	-
	215,000	\$ 0.60	22-Feb-27	\$ -	-	-
	215,000	\$ 0.37	24-Feb-28	\$ -	-	-
	215,000	\$ 0.40	22-Feb-29	\$ -	-	-
Kenneth Hughes	175,000	\$ 0.22	25-Feb-25	\$ 21,875	-	-
	175,000	\$ 0.62	17-Feb-26	\$ -	-	-
	215,000	\$ 0.60	22-Feb-27	\$ -	-	-
	215,000	\$ 0.37	24-Feb-28	\$ -	-	-
	215,000	\$ 0.40	22-Feb-29	\$ -	-	-
Phil Casselli	100,000	\$ 0.22	25-Feb-25	\$ 12,500	-	-
	100,000	\$ 0.62	17-Feb-26	\$ -	-	-
	130,000	\$ 0.60	22-Feb-27	\$ -	-	-
	130,000	\$ 0.37	24-Feb-28	\$ -	-	-
	110,000	\$ 0.40	22-Feb-29	\$ -	-	-
Mark Luscher	100,000	\$ 0.22	25-Feb-25	\$ 12,500	-	-
	100,000	\$ 0.62	17-Feb-26	\$ -	-	-
	130,000	\$ 0.60	22-Feb-27	\$ -	-	-
	130,000	\$ 0.37	24-Feb-28	\$ -	-	-
	130,000	\$ 0.40	22-Feb-29	\$ -	-	-

Notes:

- (1) The Company does not have a share-based awards plan.
- (2) The securities underlying the stock options of the Company are Common Shares. The issuer of the stock options is the Company. For further details concerning the terms of the Plan and options granted thereunder, reference is made to the section below entitled "Stock Option Plan".
- (3) The exercise price of an option granted under the Plan is generally the closing sale price of the Common Shares on the TSX on the trading day immediately preceding the date of grant.
- (4) The value of unexercised in-the-money options is calculated as the difference between the closing price of the Company's Common Shares on the TSX on September 30, 2024 of \$.34 and the underlying option exercise price, multiplied by the number of options outstanding. This value has not been, and may never be, realized by the NEO. The actual gains, if any, on exercise will depend on the value of the Common Shares on the TSX on the date of the option exercise.

PENSION PLAN BENEFITS

The Company does not have any pension plans that provide for payments or benefits at, following, or in connection with retirement or provide for retirement or deferred compensation plans. The Company does have a GRRSP plan for which all employees can earn up to \$3,000 per annum in matching funds from the Company, based upon their years of service.

COMPENSATION OF DIRECTORS

Material Factors Necessary to Understand Director Compensation

The Board reviews and approves changes to the Company's director compensation arrangements from time to time to ensure they remain competitive in light of the time commitments required from directors and align directors' interests with those of the Company's Shareholders.

The Company has adopted a compensation scheme for non-executive directors that pays each non-executive director a fee of \$1,000 per meeting and an additional \$1,000 per meeting for the board or committee chair.

Directors are also eligible to participate in the Company's Stock Option Plan and are awarded stock options under the Plan from time to time as compensation for their services as directors. For further details concerning the terms of the Plan, please see the section of this Information Circular below entitled "*Equity Compensation Plan Information*".

Directors are also reimbursed for travel and other expenses incurred in attending meetings and the performance of their duties.

During the financial year ended September 30, 2024, the directors (excluding executive officers who are directors and are not entitled to any additional compensation for their service as directors) received compensation set out in this Information Circular.

Director Option-based Awards

Outstanding option-based awards and share-based awards as at September 30, 2024

Name (5)	Option-based Awards				Share-based Awards (1)	
	Number of securities underlying unexercised options (2)	Option Exercise Price (3)	Option Expiration Date	Value of unexercised options in-the-money options (4)	All other (2) compensation \$	Total Compensation \$
Peter M. Blecher	125,000	\$ 0.22	25-Feb-25	\$ 15,625	-	-
	125,000	\$ 0.62	17-Feb-26	\$ -	-	-
	130,000	\$ 0.60	22-Feb-27	\$ -	-	-
	130,000	\$ 0.37	24-Feb-28	\$ -	-	-
	130,000	\$ 0.40	22-Feb-29	\$ -	-	-
Mark A. Cochran	125,000	\$ 0.22	25-Feb-25	\$ 15,625	-	-
	125,000	\$ 0.62	17-Feb-26	\$ -	-	-
	130,000	\$ 0.60	22-Feb-27	\$ -	-	-
	150,000	\$ 0.37	24-Feb-28	\$ -	-	-
	150,000	\$ 0.40	22-Feb-29	\$ -	-	-
Vaughn Embro-Pantalony	125,000	\$ 0.22	25-Feb-25	\$ 15,625	-	-
	125,000	\$ 0.62	17-Feb-26	\$ -	-	-
	160,000	\$ 0.60	22-Feb-27	\$ -	-	-
	160,000	\$ 0.37	24-Feb-28	\$ -	-	-
	160,000	\$ 0.40	22-Feb-29	\$ -	-	-
Martin Marino	125,000	\$ 0.22	25-Feb-25	\$ 15,625	-	-
	125,000	\$ 0.62	17-Feb-26	\$ -	-	-
	200,000	\$ 0.60	22-Feb-27	\$ -	-	-
	200,000	\$ 0.37	24-Feb-28	\$ -	-	-
	200,000	\$ 0.40	22-Feb-29	\$ -	-	-
Joseph D. Renner	125,000	\$ 0.22	25-Feb-25	\$ 15,625	-	-
	125,000	\$ 0.62	17-Feb-26	\$ -	-	-
	130,000	\$ 0.60	22-Feb-27	\$ -	-	-
	130,000	\$ 0.37	24-Feb-28	\$ -	-	-
	130,000	\$ 0.40	22-Feb-29	\$ -	-	-
Jennifer Stewart	130,000	\$ 0.60	22-Feb-27	\$ -	-	-
	130,000	\$ 0.37	24-Feb-28	\$ -	-	-
	130,000	\$ 0.40	22-Feb-29	\$ -	-	-

Notes:

- (1) The Company does not have a share-based awards plan.
- (2) The securities underlying the stock options of the Company are Common Shares. The issuer of the stock options is the Company. For further details concerning the terms of the Plan and options granted thereunder, reference is made to the section below entitled "Stock Option Plan".
- (3) The exercise price of an option granted under the Plan is generally the closing sale price of the Common Shares on the TSX on the trading day immediately preceding the date of grant.
- (4) The value of unexercised in-the-money options is calculated as the difference between the closing price of the Company's Common Shares on the TSX on September 30, 2024 of \$.34 and the underlying option exercise price, multiplied by the number of options outstanding. This value has not been, and may never be realized. The actual gains, if any, on exercise will depend on the value of the Common Shares on the TSX on the date of the option exercise.
- (5) Includes all directors not shown in the NEO (Named Executive Officer) Summary Compensation Table above.

The Board considers option grants to directors at the time a director joins the Board and annually thereafter. Option grants to directors are intended as a long term incentive and each such award vests at the end of three (3) years.

The Company annually renews and purchases, at its expense, insurance coverage in the aggregate amount of \$10,000,000 USD for protection of its directors and officers against liability incurred by them in their capacities as directors and officers of the Company. The premium paid by the Company for the insurance for the current year is \$54,125 USD.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out information as of September 30, 2024, the year end of the Company's most recently completed financial year, with respect to compensation plans under which equity securities of the Company are authorized for issuance. The only compensation plan under which equity securities of the Company are authorized for issuance is the Company's Stock Option Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	12,884,000	\$0.45	683,414
Equity compensation plans not approved by security holders	None	N/A	N/A
Total	12,884,000	\$0.45	683,414

Burn Rate of the Company's Stock Option Plan

The following table shows the number of options granted as a percentage of average Common Shares outstanding (the "**Burn Rate**") for the past three years. The Burn Rate is defined as the number of options granted in a fiscal year, less any cancellations or forfeitures, divided by the weighted average number of Common Shares in that year:

	2022	2023	2024
Net Shares Granted under 2018 Stock Options Plan	2,930,000	2,815,000	2,795,000
Weighted Average Outstanding Shares	135,376,255	137,911,884	136,697,660
Burn Rate	2%	2%	2%

Summary of the Stock Option Plan

The Company has a rolling 10% stock option plan (the "**Stock Option Plan**" or the "**Plan**"). The Stock Option Plan was re-approved by Shareholders at the Company's Annual and Special Meeting held on March 27, 2024. A copy of the Stock Option Plan is attached to this Circular as Schedule "C" and a summary thereof is included below. The summary, however, is qualified in its entirety by the terms of the Stock Option Plan.

The purpose of the Stock Option Plan is to provide a means whereby the Company may, through the grant of options to purchase common shares of the Company to officers, directors, employees and service providers of the Company, and of any affiliate or subsidiary of the Company, motivate officers, directors, manager and higher-level employees and other service providers (including officers and directors who are not employees) to exert their best efforts on behalf of the Company, and any affiliate or subsidiary, and closely align the personal interest of such officers, directors and employees and service providers with those of the Shareholders. Options may be granted by the Company from time to time to officers, directors, key employees and service providers or to a personal holding company controlled by such optionees or to registered retirement savings plans established by such optionees of the Company, or of any affiliate or subsidiary of the Company. The Stock Option Plan is administered under the supervision of the Board of Directors of the Company or the Human Resources, Compensation and Governance Committee.

Pursuant to the Stock Option Plan, options granted under the plan are evidenced by an agreement in a form approved by the Board. In addition, the option price per common share shall be determined by the Board at the time any option is granted but in no event shall such price be lower than the closing sale price of the common shares on the TSX on the business day immediately prior to the day on which the option is granted.

Each option agreement specifies the period for which the option thereunder is exercisable (which in no event shall exceed 10 years from the date of the grant) and provides that the options shall expire at the end of such period (the “**Expiry Date**”). If the Expiry Date of any vested option falls on, or within nine (9) trading days, immediately following, the date upon which the optionee is prohibited from exercising such option due to a black out period or other trading restriction imposed by the Company (“**Black Out Period**”), then the Expiry Date of such option shall be automatically extended to the tenth (10th) trading day following the date the relevant Black Out Period is lifted, terminated or removed.

The number of Shares that may be issued as a result of the grant of Options under the Plan, when combined with all other Shares subject to grants made under the Company’s other share compensation arrangements, shall be equal to 10% of the issued and outstanding Shares from time to time. Any increase in the issued and outstanding Shares will result in an increase in the available number of Shares issuable under the Plan, and any exercises, forfeitures or expiry of options will make new grants available under the Plan effectively resulting in a re-loading of the number of options available to grant under the Plan. In addition, the number of Common Shares which may be issuable, at any time, under the Plan and under any other employee stock option plans or other share compensation arrangements of the Company to insiders of the Company, and of any affiliate or subsidiary of the Company, shall not exceed 10% of the Company’s total issued and outstanding securities. The number of Common Shares which may be issued within a one-year period pursuant to the Stock Option Plan and under any other employee stock option plans or other share compensation arrangements of the Company, to insiders of the Company and of any affiliate or subsidiary of the Company, shall not exceed 10% of the outstanding issue. The aggregate number of Common Shares that any one individual may receive under the Plan shall not exceed 5% of the issued and outstanding Common Shares of the Company on the date of the grant of such option. Options granted under the Stock Option Plan will be subject to such vesting schedule as the Board may determine.

The terms and conditions of each option granted under the Stock Option Plan are set forth in an option agreement entered into between the Company and each optionee (the “**Option Agreement**”). Each Option Agreement, among other things, sets out the number of options granted, their exercise price, vesting schedule and term. Pursuant to the terms of the Stock Option Plan, if any optionee who is a director (other than a non-executive director), officer, employee or consultant of the Company or an affiliate shall cease to act in that capacity for any reason other than death or permanent disability, the optionee may exercise the optionee’s option:

- (i) to the extent the optionee may be entitled to at the date of termination of the optionee's employment, office, directorship or services, at any time, or from time to time, within 90 days of the date of termination of the optionee's employment, office, directorship or services subject to such amended exercise period as the Board of Directors may in its sole discretion determine, but in no event later than the expiration date specified in the Option Agreement; and
- (ii) to the extent any options are unvested at the date of termination of the optionee's employment, office, directorship or services, subject to such amended vesting provisions and exercise period as the Board of Directors may in its sole discretion determine, but in no event later than the expiration date specified in the Option Agreement. In the case of non-executive director, the optionee may exercise the optionee's option, from time to time in accordance with the vesting schedule set out in the Option Agreement, but in no event later than the expiration date specified in the Option Agreement.

The Company does not provide any financial assistance to participants under the Stock Option Plan to facilitate the purchase of securities under the Stock Option Plan.

The Stock Option Plan also provides that if a change of control occurs, all options of the optionee which have not vested shall be deemed to be fully vested and exercisable solely for purposes of permitting the optionee to exercise such options in order to participate in the change of control transaction in respect of the Common Shares thereby acquired.

No option under the Plan shall be transferable or assignable other than by will or by the laws of descent and distribution. During the lifetime of the optionee, an option shall be exercisable only by such optionee. The Plan also provides that options may be granted only within 10 years from the date the Plan has been adopted by the Board. The Plan also provides that in no event shall the Board, without prior approval of the Shareholders of the Company, make any amendment to the Plan in respect of: (i) a reduction in the exercise price for options held by insiders; (ii) any extension of the term of options held by insiders; (iii) any amendment to remove or to exceed the insider participation limit; (iv) an increase to the maximum number of shares of the Company which are reserved for issuance under the Plan (and under any other share compensation agreement of the Company; or (v) any amendments to an amending provision of the Plan.

Subject to applicable regulatory requirements, the Board may from time to time, and without having to obtain Shareholder approval, amend, suspend or discontinue the Plan, provided, including, without limitation, amendments relate to: (i) the vesting provisions of the Plan or any option granted under the Plan; (ii) the early termination provisions of the Plan or any option issued under it; (iii) the addition or modification of a provision relating to financial assistance; (iv) the addition or modification of a cashless exercise feature, payable in cash or shares, which provides for a full deduction of the number of underlying shares from the reserve; (v) the suspension or termination of the Plan; or (vi) any other amendment, whether fundamental or otherwise, not requiring Shareholder approval under applicable law (including, without limitation, the rules, regulations and policies of the TSX).

As at the date of this Circular, the Company had 141,636,440 Common Shares issued and outstanding and 11,039,000 options issued and outstanding under the Plan representing approximately 8% of the issued and outstanding shares of the Company as of the date hereof. There are 3,124,644 options still available for issuance under the Plan, representing approximately 2% of the issued and outstanding shares of the Company available for grant pursuant to the Stock Option Plan.

Under the TSX policies, a rolling stock option plan must be approved and ratified by Shareholders every three years after institution.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

As at the date hereof, none of the executive officers, directors, employees and former executive officers, directors and employees of the Company are indebted to the Company.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Company has developed under the stewardship of the Board of Directors which works closely with management, making decisions as a whole rather than through a system of committees. The Company has two (2) formal committees: the Audit Committee; and the Human Resources, Compensation and Governance Committee. The Board holds formal meetings once per fiscal quarter to consider the Company's business and financial performance, the appointment of officers and approval of Shareholder communications. Additional meetings are held as needed to consider specific issues that arise from time to time. During the fiscal year ended September 30, 2024, the Board met five (5) times.

Working groups of directors as ad hoc committees may be formed as required to investigate business developments or other operational matters. Historically, the Chairman and Chief Executive Officer has consulted with individual directors on an informal basis. Members of the Board of Directors often provide direct assistance and participate closely in operational and strategic decisions before they are submitted to the Board as a whole. In this regard, the Board is very much a "working board" in the sense that Board members are often directly involved in management issues. Management also prepares reports to the Board in respect of operations and matters which require pre-approval by the Board. All material items of a capital nature, as well as material expenditures, borrowings, annual financial statements and some Shareholder communications, require Board pre-approval. The Audit Committee reviews all disclosure of financial information such as annual and interim financial statements and related press releases prior to dissemination.

The Chief Executive Officer reports to the Board on the Company's progress by comparing actual results to annual budgets and forecasts. Management is responsible for risk identification, risk management, succession planning, human resource management and public communication, under the overall direction of the Chief Executive Officer who reports to and accepts direction in these areas from the Board. The Board of Directors reviews the performance of the Chief Executive Officer informally on an ongoing basis. The Board, directly and through its Audit Committee, assesses the integrity of the Company's internal control and management information systems.

The Company does not have a significant Shareholder with the ability to exercise a majority of the votes for the election of directors. Six of the seven members of the Board of Directors are independent, being free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests or relationships arising from shareholdings. For the fiscal year ended September 30, 2024, the non-independent director is Mr. Groome by virtue of his position as President and Chief Executive Officer of the Company. Mr. Martin Marino, the Chairman of the Board of Directors, is independent.

The Board has not appointed a nominating committee to appoint and assess directors, nor has it implemented a formal process for assessing directors. Appointments to the Board of Directors are discussed by the Board as a whole with a view to reflecting the interest of Shareholders and the needs of the Company. Assessments of directors are conducted in the same way. New directors are provided with an orientation program consisting of informal meetings with other Board members, management, the Company's legal counsel and/or auditors, depending upon the new directors' appointments and wishes. The Board considers that the current size of the Board is appropriate for the Company's size, complexity

and stage of development.

The Board has not adopted a written policy relating to the identification and nomination of women directors. Potential nominees for the Board are evaluated on the basis of experience, skill and ability and determining if the candidates' qualifications will meaningfully contribute to the effective functioning of the Board taking into consideration current Board composition and the skills and knowledge required to make the Board most effective.

The Board believes that having written policies governing the selection of Board nominees could unduly restrict the Board's ability to select the most capable nominees that are free from conflicts of interest or other considerations that may impede the ability of a candidate to serve as a director of the Company.

The Board and management of the Company consist of a diverse set of individuals with a broad range of skill sets. The Board has not adopted a specific target regarding women on the Board or in executive positions, as candidates are selected based on their qualifications, character and experience, regardless of gender. The Company is an equal opportunity employer.

As at the date hereof, and to the best of the Company's knowledge one (1) director is a woman, none (0) of the five (5) Named Executive Officers of the Company (as defined earlier herein) are women. As at the date hereof and to the best of the Company's knowledge, two (2) members of the 12-member senior management team are women.

The Board has considered the compensation of directors in light of risks and responsibilities. Non-Executive Directors are granted stock options, as well they receive cash remuneration. See "*Compensation of Directors*" above.

As at September 30, 2024, the Audit Committee was composed of Vaughan Embro-Pantalony as Chairman and Directors, Joseph Renner, and Martin Marino. Messrs. Embro-Pantalony, Marino, and Renner are considered independent directors. The Audit Committee is responsible for the Company's financial and other internal control systems and reporting, has direct access to external auditors, and is in close contact with the financial management of the Company. The Company has adopted an Audit Committee Charter, a copy of which is annexed to this information circular as Schedule "A".

As at September 30, 2024, the Human Resources, Compensation and Governance Committee was composed of Messrs. Renner, Marino, Embro-Pantalony, Cochran, Groome and Ms. Stewart. Mr. Cochran is the chair of the Human Resources, Compensation and Governance Committee. The Compensation Committee is responsible for overseeing compensation, promotions and appointments of senior management of the Company and of the Board of Directors.

Annexed to this Circular as Schedule "B", is disclosure of the Company's approach to corporate governance in the form required by National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year or any associate of any such director or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors, except as disclosed in this Information Circular.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

The management knows of no matters to come before the Meeting of Shareholders other than as set forth in the Notice of Meeting. **HOWEVER, IF OTHER MATTERS WHICH ARE NOT KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE PROXY.**

NORMAL COURSE ISSUER BID

During the year ended September 30, 2024, the Company continued to acquire its own Common Shares in the market under the Normal Course Issuer Bid (the “**2023 NCIB**”) that it launched on December 8, 2023. Under TSX policies, during the one year term of the 2023 NCIB, the Company was entitled to purchase a maximum of 6,827,518 Common Shares, being 5% of the Company’s issued and outstanding shares on launch date. During the 2023 NCIB which terminated on December 7, 2024, the Company repurchased a total of 4,013,317 Common Shares under the 2023 NCIB. A copy of the Notice filed with the TSX which contains full details of the 2023 NCIB may be obtained by any securityholder of the Company free of charge by contacting the Company CFO by email at: jim.currie@microbix.com

Subsequent to the Company’s fiscal year end, on December 9, 2024, the Company initiated a new Normal Course Issuer Bid program (the “**2024 NCIB**”) for the repurchase and cancellation of outstanding common shares. In accordance with the rules of the Toronto Stock Exchange and as detailed in the Company’s news release of December 5, 2024, the Normal Course Issuer Bid enables the Company to repurchase up to 6,726,560 or 5% of its issued and outstanding common shares over a 12-month period. As of January 31, 2025, a further 982,063 common shares have been repurchased under this new program. A copy of the Notice filed with the TSX which contains full details of the NCIB may be obtained by any security holder of the Company free of charge by contacting the Company CFO by email at: jim.currie@microbix.com

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Security holders may contact the Company to request copies of the Company’s financial statements and Management’s Discussion and Analysis (“**MDA**”) by completing the Request Form sent to Shareholders with this information circular and mailing it to TSX Trust Company, Account Maintenance 301 - 100 Adelaide Street West, Toronto, ON M5H 4H1 or via hand delivery to 301 - 100 Adelaide Street West, Toronto, ON M5H 4H1. Financial information is provided in the Company’s comparative financial statements and MD&A for its most recently completed financial year ended September 30, 2024.

GENERAL

Except where otherwise indicated, information contained herein is given as of February 7, 2025.

DATED this 7th day of February, 2025

**By Order of the Board of Directors of
Microbix Biosystems Inc.**

By: (signed) “*Cameron Groome*”
Cameron Groome,
President and Chief Executive Officer

SCHEDULE “A”

AUDIT COMMITTEE CHARTER

Role

The purpose of the Audit Committee of the Board of Directors (the “Board”) of Microbix Biosystems Inc. (the “Company”) is to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and reporting practices of the Company, and such other duties as directed by the Board. The Audit Committee’s role includes a particular focus on the qualitative aspects of financial reporting to Shareholders, on the Company’s processes to manage business and financial risk, and on compliance with applicable legal, ethical and regulatory requirements.

Membership

The membership of the Audit Committee shall consist of at least three directors who are (or within a reasonable period of time become) financially literate and generally knowledgeable in financial and auditing matters, including at least one member with accounting or related financial management expertise. Each member of the Audit Committee must be financially literate, that is having 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. Each member shall be independent, meaning that the member shall be free of any direct or indirect material relationship with the Company. A material relationship means a relationship that, in the view of the Board, could reasonably interfere with the exercise of the member’s independent judgment. The provisions and requirements of Multilateral Instrument 52-110 “Audit Committee” related to determining the independence of individuals shall apply to members of the Audit Committee. In addition, each member of the Audit Committee shall be an “unrelated director” within the meaning of the rules of the Toronto Stock Exchange (the “TSX”).

The Chair of the Audit Committee shall be appointed by the full Board.

Communications and Reporting

The Committee is expected to maintain free and open communication with the external auditors, the internal accounting staff, and the Company’s management. This communication shall include private executive sessions, at least annually, with each of these parties. The Committee chairperson shall report on Audit Committee activities to the full Board.

Authority

In discharging its oversight role, the Audit Committee is empowered to investigate any matter brought to its attention, with full power to retain outside counsel or other advisors and experts for this purpose. The Audit Committee shall be empowered to set and pay the compensation for any such advisors employed by the Audit Committee. The Audit Committee shall have the authority to communicate directly with the internal and external auditors of the Company.

Responsibilities

Oversight

The Audit Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management of the Company and the external auditor regarding financial reporting.

Recommend Auditor

The Audit Committee must recommend to the Board the external auditor to be nominated (subject to shareholder approval) for the purpose of preparing and issuing an auditor's report or performing other audit, review or attest services for the Company and the compensation of the external auditor.

Pre-Approve Non-Audit Services

The Audit Committee must pre-approve all non-audit services to be provided to the Company (or any of its subsidiary entities) by the Company's external auditor.

Review Financial Disclosure

The Audit Committee must review the Company's financial statements, management's discussion and analysis (MD&A) and annual and interim financial press releases before the Company publicly discloses this information.

The Audit Committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and must periodically assess the adequacy of those procedures.

Whistle Blower Procedures

The Audit Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Reliance on Management and Auditors

The Audit Committee relies on the expertise and knowledge of management, the internal auditors, and the external auditor in carrying out its oversight responsibilities. Management of the Company is responsible for determining the Company's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. The external auditor is responsible for auditing the Company's financial statements. The Audit Committee should assure itself that the Company's internal policies, procedures and controls are adequate and are being implemented and followed.

Relationship with Auditors

The Audit Committee is also responsible for ensuring that the Company's external auditors submit on a periodic basis to the Committee a formal written statement delineating all relationships between the external auditors and the Company and actively engaging in a dialogue with the external auditors with respect to any disclosure relationships or services that may impact the objectivity and independence of the external auditors and for taking appropriate action to ensure the independence of the external auditors within the meaning of applicable Canadian law.

The Audit Committee must review and approve the Company's hiring policy regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

Guidelines for Audit Committee

With respect to the exercise of its duties and responsibilities, the Audit Committee should, among other things:

- (1) report regularly to the Board on its activities, as appropriate;
- (2) exercise reasonable diligence in gathering and considering all material information;
- (3) remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions;
- (4) understand and weigh alternative courses of conduct that may be available;
- (5) focus on weighing the benefit versus harm to the Company and its Shareholders when considering alternative recommendations or courses of action;
- (6) if the Audit Committee deems it appropriate, secure independent expert advice and understand the expert's findings and the basis for such findings, including retaining independent counsel, accountants or others to assist the Audit Committee in fulfilling its duties and responsibilities; and
- (7) provide management and the Company's independent auditors with appropriate opportunities to meet privately with the Audit Committee.

Meetings

The Audit Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. As part of its purpose to foster open communications, the Audit Committee shall meet at least annually with management and the Company's external auditors in separate executive sessions to discuss any matters that the Audit Committee or each of these groups or persons believe should be discussed privately. In addition, the Audit Committee should meet or confer with the external auditors and management to review the Company's interim consolidated financial statements and related filings prior to their filing with the Ontario Securities Commission, or any other regulatory body. The Chairman should work with the Chief Financial Officer and management to establish the agendas for Audit Committee meetings. The Audit Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Audit Committee shall maintain minutes of its meetings and records relating to those meetings and the Audit Committee's activities and provide copies of such minutes to the Board to be included in the minute books of the Company.

Disclosure and Review of Charter

This Charter shall be published in the Company's annual report, information circular or annual information form of the Company as required by law. The Audit Committee should review and assess annually the adequacy of this Charter as required by the applicable rules of the TSX or applicable Canadian securities regulators.

SCHEDULE “B”

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

As at September 30, 2024, six of the seven members of the Board were independent directors. These independent directors are Dr. Peter Blecher, Dr. Mark Cochran, Vaughn Embro-Pantalony, Jennifer Stewart, Martin Marino, and Joseph D. Renner. Cameron Groome is not independent as he is the President and Chief Executive Officer of the Company.

Mr. Martin Marino is the Chairman of the Board of Directors of the Company. Mr. Marino is considered an independent director. Mr. Marino is responsible for chairing meetings of the Board and calls meetings of the Board as required between the regularly scheduled quarterly meetings, as issues of substance arise. Mr. Marino is responsible for the management, development and effective performance of the Board and provides leadership to the Board for all aspects of the Board’s work.

Mr. Vaughan Embro-Pantalony is the Chairman of the Audit Committee.

In fiscal 2024, the full Board met five (5) times with attendance as noted below. Regular Board meetings are called on a quarterly basis. Special Board Meetings are called for specific strategic business reasons. The Board is consulted on a frequent and informal basis by management which is done extraordinarily to regular meetings. The full Board and NEOs also attend an annual strategic and budgeting offsite meeting.

Date	Committee	Peter Blecher	Mark Cochran	Vaughn Embro-Pantalony	Jennifer Stewart	Cameron Groome	Martin Marino	Joe Renner
November 2, 2023	Strategic Offsite Meeting *	+	+	+	+	+	+	+
December 14, 2023	Audit Committee			+		+	+	
December 19, 2023	BoD Meeting	+	+	+	+	+	+	+
February 6, 2024	Audit Committee	+	+	+	+	+	+	
February 13, 2024	BoD Meeting	+	+	+	+	+	+	+
May 8, 2024	Audit Committee			+		+	+	+
May 14, 2024	BoD Meeting	+	+	+	+	+	+	+
July 12, 2024	HRGC Meeting		+	+	+	+	+	+
August 7, 2024	Audit Committee			+		+	+	+
August 12, 2024	BoD Meeting	+	+	+	+	+	+	+

During the fiscal year ended September 30, 2024, the Audit Committee met four (4) times; the Human Resources, Compensation and Governance Committee met once.

The Board functions independently as a majority of the members of the Board are not involved in management. Also, when appropriate, the Board excuses management from meetings and conducts business and makes decisions exclusive of management.

Directorships

The following directors of the Company are directors of other reporting issuers or was a director of other reporting issuers during the most recently completed financial year:

Name	Name of Reporting Issuer
Vaughn Embro-Pantalony	BriaCell Therapeutics Corp. (TSX - BCT, NASDAQ - BCTX)
Mark Cochran	iFabric Corp. (TSX: IFA)
Cameron Groome	iFabric Corp. (TSX: IFA)

Mandate for the Board of Directors of Microbix Biosystems Inc.

Overview

The “Mandate for the Board” (the “**Board Mandate**”) is intended to be consistent with the responsibility of a Board of a company the size of Microbix. The Board has the responsibility to oversee the conduct of the business of the Company and to oversee the activities of management who are responsible for the day-to-day conduct of the business of the Company. The Board has formerly operated informally by delegating certain of its authorities to management and by reserving certain powers to itself. The Board inherently retains the responsibility of managing its own affairs including reviewing candidates for election to the Board, constituting committees of the full Board and determining compensation for the directors. The Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

Objectives

The Board’s fundamental objectives are to enhance and preserve long-term shareholder value, to ensure the Company meets its obligations on an ongoing basis and that the Company operates in a reliable and safe manner and meet all regulatory requirements. In performing its functions, the Board should also consider the legitimate interests its other stakeholders such as employees, and customers may have in the Company. In broad terms, the stewardship of the Company involves the Board in strategic planning, financial reporting, risk management and mitigation, senior management determination, communication planning and internal control integrity.

The Board may also perform any other activities consistent with this Board Mandate, the *Business Corporation Act* (Ontario), the Company’s constating documents and any other governing laws as the Board determines necessary or appropriate.

Committees

The Board, as a whole, receives advice and the results of the review of matters referred to committees by the Board, from the three Committees of the Board. Terms of reference are provided by the Board when Committees are appointed annually. The Board selects Directors for Committees, who in its judgment, have the qualifications for appointment and are willing to serve. The terms of reference for each committee Chairman are provided upon appointment unless they are assumed by virtue of his qualifications and performance in the position held previously. Reporting responsibilities are understood to be the Board and the function of the Chairman and his key responsibilities are reviewed annually. Appointment to committees is for indefinite terms.

The Board has not developed a formal position description for the Chief Executive Officer. His position is reviewed annually by the Compensation Committee and considered by the Board as a whole, annually.

The Board reviews a strategic plan which takes into account the opportunities and risks of the business annually in consultation with the Chief Executive Officer.

The Board has appointed a Chair. The role and responsibilities of the Chairman is to oversee the administration of Board matters including but not limited to scheduling meetings, preparing documentation for Board review, consulting with legal counsel, setting meeting dates and communicating with Directors regularly to ensure all issues of concern to the Board are addressed in meetings.

In the event the Chairman is also an officer or executive of the Company, the Board shall appoint a Lead Director who shall not be an officer or executive of the Company. The Lead Director shall act in an advisory

capacity to Chairman and Chief Executive Officer and to the Board of Directors and shall be independent of management.

Orientation and Continuing Education

The Company shall have a process of orientation and education for new members of the Board. When a new member joins the Board, the member shall have a meeting with the management of the Company. This meeting shall include an orientation of the business, strategy, financials and history of the Company as well as a question and answer period. The new member shall also meet with the Board and with each Committee, to which the new Board member is appointed, to discuss with the Board/Committee its mandates, policies and procedures. New Board members shall also be given a copy of the Company's Governance Policies. Any further orientation and/or education shall be determined on an ad hoc basis dependent on the needs of the new member.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics (the “**Code**”), which applies to all directors, officers and employees of the Company, including but not limited to, the chief executive officer, chief financial officer, controller and persons performing similar functions. A copy of the Code is available from the Company upon request and is available at www.sedarplus.ca.

The Company will circulate the Code to all officers, directors and employees of the Company. Management of the Company will certify to the Board quarterly on compliance with the Code.

Conflicts of interest and potential conflicts of interest which the directors and officers of the Company may be subject in connection with the operations of the Company, if any, are subject to the procedures provided under the *Business Corporations Act* (Ontario).

Nomination of Directors

The Board as a whole determines who shall be nominated for election to the Board.

Nominations are reviewed in respect of the governance of the Company; qualifications are assessed on an individual basis. Directors are generally selected from professionals with expertise that the Board believes would strengthen the expertise needed in the course of the business of the Company. The Board reviews its size on an on-going basis, and at least annually, with a view to determining the impact of the number of directors upon effectiveness. As the Company has traditionally had Directors who are not residents or citizens of Canada, the category of foreign Directors is considered when appointing new Board Members.

Compensation

The Compensation Committee reviews the adequacy and form of compensation of directors and officers at least on an annual basis. The Compensation Committee reports its findings to the full Board and recommends compensation which is appropriate for the responsibilities and risks assumed by the directors.

The Compensation Committee's primary duties and responsibilities are to review and make recommendations to the Board in respect of: (a) human resource policies, practices and structures (to monitor consistency with the Company's goals and near and long term strategies, support of operational effectiveness and efficiency, and maximization of human resources potential); (b) compensation policies and guidelines; (c) management incentive and perquisite plans and any non-standard remuneration plans; (d) senior management, executive officer appointments and their compensation; (e) management succession plans, management training and development plans, termination policies and termination arrangements; (f) the Company's senior human resource (organizational) structure; and (g) Board compensation matters. The

Compensation Committee makes recommendations with respect to the compensation of the executive officers and the Board to the Board, which gives final approval with respect to any executive compensation and directors' compensation matters and issues.

Assessments

The Board shall assess the effectiveness of the Board as a whole, committees of the Board, and the contribution of individual directors on an informal basis. The Lead Director considers the assessment reported to him by individual directors on an annual basis or more frequently from time to time as the need arises. The Lead Director takes appropriate action as required based on discussion with other directors.

Board of Directors

A majority of the Board shall be independent directors.

The Board shall hold regular meetings called on a quarterly basis. The Board shall be consulted on a frequent and informal basis by management which shall occur in addition to regular meetings.

SCHEDULE “C”
2018 STOCK OPTION PLAN
(as amended June, 2021)

WHEREAS the Corporation desires to terminate any and all of its previous stock option plans (the “**Old Plan**”);

AND WHEREAS the Corporation wishes to replace the Old Plan with a new incentive stock option plan which will comply with the requirements of the Toronto Stock Exchange.

A. Purpose

The Purpose of the 2018 Stock Option Plan (the “**Plan**”) of Microbix Biosystems Inc. (the “**Corporation**”) is to provide a means whereby the Corporation may, through the grant of options to purchase common shares of the Corporation (“**Common Shares**”) to officers, directors, employees and service providers of the Corporation, and of any affiliate or subsidiary of the Corporation, motivate officers, directors, employees and other service providers (including officers and directors who are not employees) to exert their best efforts on behalf of the Corporation, and any affiliate or subsidiary, and closely align the personal interest of such officers, directors and employees and service providers with those of the Shareholders. Options may be granted by the Corporation from time to time to officers, directors, key employees and service providers or to personal holding corporation controlled by such optionees or to registered retirement savings plan established by such optionees of the Corporation, or of any affiliate or subsidiary of the Corporation, to purchase Common Shares (such persons, corporations and plans shall be considered to be the class of the eligible optionees hereunder).

B. Number of Shares Available Under Plan

Common Shares to be issued upon exercise of an option granted under the Plan shall be reserved on the date of an option for the issuance upon exercise of such option.

(1) **Maximum Number.** The number of Common Shares that may be issued as a result of the grant of options under the Plan, when combined with all other Common Shares subject to grants made under the Company’s other share compensation arrangements, shall be equal to 10% of the issued and outstanding Common Shares from time to time. Any increase in the issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable under the Plan, and any exercises, forfeiture or expiry of options will make new grants available under the Plan effectively resulting in a re-loading of the number of options available to grant under the Plan.

(2) **Insiders.** Notwithstanding anything else herein contained:

- (a) the number of Common Shares which may be issuable, at any time, under the Plan and under any other employee stock option plans or other share compensation arrangements of the Corporation to insiders (as defined in the TSX Company Manual) of the Corporation, and of any affiliate or subsidiary of the Corporation, shall not exceed 10% of the Corporation’s total issued and outstanding securities;
- (b) the number of Common Shares which may be issued within a one-year period pursuant to the Plan and under any other employee stock option plans or other share compensation arrangements of the Corporation to insiders of the Corporation, and of any affiliate or subsidiary of the Corporation, shall not exceed 10% of the outstanding issue; and
- (c) the number of Common Shares which may be issued within a one-year period

pursuant to the Plan and under any other employee stock option plans or other share compensation arrangements of the Corporation, to any one insider of the Corporation or of any affiliate or subsidiary of the Corporation, and such insider's associates shall not exceed 5% of the outstanding issue.

(3) **Individual.** The aggregate number of Common Shares that any one individual may receive under the plan or any other arrangement of the Corporation shall not exceed 5% of the issued and outstanding common shares of the Corporation.

(4) **Termination, Expiry, etc.** If any option granted under the Plan shall terminate, expire or, with the consent of the optionee, be cancelled as to any Common Shares, new options may thereafter be granted covering such Common Shares, subject to applicable regulatory requirements.

C. Administration

(1) **Supervision by Board.** The Plan shall be administered under the supervision of the board of directors of the Corporation or the compensation committee of the board of directors (both of which are referred to hereinafter as the “**Board**”).

(2) **Powers of the Board.** Subject to the provisions of the Plan, the Board shall have the power to:

- (a) determine and designate from time to time those officers, directors employees and service providers of the Corporation, or of any affiliate or subsidiary of the Corporation, to whom options are to be granted and the number of Common Shares to be optioned to each such officer director, employee or service provider; and
- (b) determine the vesting period, which for greater certainty shall mean the time or times when, and the manner in which, each option shall be exercisable and the duration of the exercise period.

(3) **Other Options and Purchase Plans.** An officer, director, employee or service provider who has been granted an option may, if the person is otherwise eligible, be granted an additional option under this Plan or any other option or purchase plans of the Corporation if the Board shall so determine.

(4) **Interpretation: Rules and Regulations.** The Board may interpret the Plan, prescribe and amend and rescind any rules and regulations necessary or appropriate for the administration of the Plan, and make such other determinations and take such other actions as it deems necessary or advisable. Without limiting the generality of the foregoing, the Board may, in its discretion, treat any portion of any period during which an optionee is on an approved leave of absence from the Corporation, or an affiliate or subsidiary of the Corporation, as a period of employment of such optionee by the Corporation, or such affiliate or subsidiary, as the case may be, for the purpose of accrual of the optionee's rights under the optionee's option. Any interpretation, determination or other action made or taken by the Board shall be final, biding and conclusive.

D. Terms and Conditions

Each option granted under the Plan shall be evidenced by an agreement, in a form approved by the Board, which shall be subject to the following express terms and conditions as the Board may deem appropriate:

(1) **Option Period.**

(a) Each option agreement shall specify the period for which the option thereunder is exercisable (which in no event shall exceed 10 years from the date of the grant) and shall provide that the option shall expire at the end of such period (the “**Expiry Date**”).

(b) If the Expiry Date of any vested option falls on, or within nine (9) trading days, immediately following, the date upon which the optionee is prohibited from exercising such option due to a black out period or other trading restriction imposed by the Corporation (“**Black Out Period**”), then the Expiry Date of such option shall be automatically extended to the tenth (10th) trading day following the date the relevant Black Out Period is lifted, terminated or removed.

(2) **Option Price.** The option price per Common Share shall be determined by the Board at the time any option is granted but in no event shall such price be lower than the Market Price, (as hereinafter defined) at the time of the grant.

“**Market Price**” means:

(a) at any time during which the Common Shares are listed and posted for the trading on the Toronto Stock Exchange (the “**TSX**”), the closing sale price of the Common Shares on the TSX on the business day immediately prior to the day on which the Market Price is to be determined, or if there is no sale of board lots of Common Shares on such day, then the average of the bid and asked prices on the TSX for the business day immediately prior to the day on which the Market Price is to be determined, or if there are no bid and asked price on the TSX on such day, then the five-day weighted average of the closing prices for board lots of Common Shares on the TSX based on the five business days immediately prior to the day on which the Market Price is to be determined;

(b) at any time during which the Common Shares are not listed and posted for trading on the TSX, but are quoted on any other stock exchange, the closing sale price for board lots of Common Shares on such exchange on the business day immediately prior to the day on which the Market Price is to be determined, or if there is no sale of board lots of Common Shares on such day, the average of the bid and asked prices on such exchange on such day, then the five-day weighted average for board lots of Common Shares on such exchange based on the five business days immediately prior to the day on which the Market Price is to be determined; and

(c) at any other time, the fair market value of the Common Shares, as determined by the Board, with due regard being had to any over-the-counter sale prices, asked and bid prices, volume quotations, value of assets and liabilities of the Corporation, and income and prospects of the Corporation, as the Board shall in its sole discretion determine to be relevant.

(3) **Exercise of Option.** Subject to the provisions of Paragraph H below, no part of any option may be exercised until the optionee shall have remained in the employ or as an officer or director of or provided services to the Corporation, or of an affiliate or subsidiary of the Corporation, for such period after the date on which the option is granted as the board may specify in the option agreement, provided that such period shall in any event be no less than three months.

(4) **Payment of Purchase Price Upon Exercise.** The purchase price of the shares for which an option shall be exercised shall be paid in cash, cheque or bank transfer to the Corporation at the time of

exercise.

(5) **Exercise in the Event of Death or Termination of Employment.**

- (a) If an optionee shall die (i) while an employee, officer or director of or providing services to the Corporation, or any affiliate or subsidiary of the Corporation, or (ii) after the termination of the optionee's employment, office, directorship with or service to the Corporation, or any affiliate or subsidiary of the Corporation, the optionee's option shall vest immediately and may be exercised, by the person or persons to whom the optionee's rights under the option pass by will or applicable law, or if no such person has a right, by the optionee's executors or administrators at any time, but in no event later than the expiration date specified in accordance with Paragraph D(1) above.
- (b) If an optionee's (or, if the optionee is a personal holding company controlled by, or registered retirement savings plan established by, an officer, director, employee or service provider, then if such person's) employment, office or directorship with or service to the Corporation, or an affiliate or subsidiary of the Corporation, shall terminate because of the optionee's disability, the optionee may exercise the optionee's option from time to time in accordance with the vesting schedule set out in the option grant agreement, but in no event later than the expiration date specified in accordance with Paragraph D(1) above.
- (c) Other than non-executive directors, if the optionee's (or, if the optionee is a personal holding company controlled by, or registered retirement savings plan established by, an officer, director, employee or service provider, then if such person's) employment, office or directorship with or service to the Corporation, or an affiliate or subsidiary of the Corporation, shall terminate for any other reason than the optionee's death or permanent disability, the optionee may exercise the optionee's option option (i) to the extent the optionee may be entitled to at the date of termination of the optionee's employment, office, directorship or services, at any time, or from time to time, within 90 days of the date of termination of the optionee's employment, office, directorship or services subject to such amended exercise period as the Board may in its sole discretion determine, but in no event later than the expiration date specified in accordance with Paragraph D(1) above and (ii) to the extent any options are unvested at the date of termination of the optionee's employment, office, directorship or services, subject to such amended vesting provisions and exercise period as the Board may in its sole discretion determine, but in no event later than the expiration date specified in accordance with Paragraph D(1) above.
- (d) If a non-executive director optionee's (or, if the optionee is a personal holding company controlled by, or registered retirement savings plan established by, the non-executive director then if such optionee's) directorship with the Corporation shall terminate for any other reason than the optionee's death or permanent disability, the optionee may exercise the optionee's option, from time to time in accordance with the vesting schedule set out in the option grant agreement, but in no event later than the expiration date specified in accordance with Paragraph D(1) above.

(6) **Non-transferability.** No option under the Plan shall be transferable or assignable other than by will or by the laws of descent and distribution. During the lifetime of the optionee, an option shall be exercisable only by such optionee.

(7) **Investment Representation, Listing and Regulation.**

- (a) No option shall be granted and no Common Shares shall be issued under the plan and until the Plan shall have been approved by the TSX, if such approval is required under the by-laws and rules of the TSX.
- (b) Each option shall be subject to the requirements that if at any time the Board shall determine, in its discretion, that the registration, qualification or other approval of or in connection with the Plan or the Common Shares covered thereby is necessary or desirable under any provincial or federal law, then such option may not be exercised, in whole or in part, unless and until such registration, qualification or approval shall have been obtained free of any condition not acceptable to the Board. The optionee shall, to the extent applicable, cooperate with the Corporation in relation thereto and shall have no claim or cause of action against the Corporation or any of its officers, directors or Shareholders as the result of any failure by the Corporation to take any steps to obtain any such registration, qualification or approval.
- (c) The granting of options and the issuance of Common Shares under the Plan shall be carried out in accordance with applicable statutes and with regulations of governmental authorities and applicable stock exchanges.

(8) **Adjustments in Event of Change of Common Shares.** Subject to any required approvals of applicable regulatory authorities and stock exchanges, in the event of any change in Common Shares by reason of any stock dividend, recapitalization, merger, consolidation, split-up, combination or exchange of shares, or rights offering to purchase Common Shares at a price substantially below fair market value, or of any similar change affecting the Common Shares, the number and kind of shares which thereafter may be optioned and sold under the Plan and the number and kind of shares subject to option in outstanding option agreement and the purchase price per share thereof shall be appropriately adjusted consistent with such change in such manner as the Board may deem equitable to prevent substantial dilution or enlargement of the rights granted to, or available for, participants in the Plan.

(9) **Change of Control.** In this section,

- (a) **“Change of Control”** means:
 - (i) the acquisition, directly or indirectly, by any person or group of persons acting jointly or in concert, as such terms are defined in the *Securities Act* (Ontario), of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting jointly or in concert, constitutes for the first time in the aggregate 20% or more of the outstanding Common Shares;
 - (ii) the removal, by resolution of the Shareholders of the Corporation, of more than 51% of the then incumbent Board of Directors of the Corporation, or the election (or other reconstitution) of a majority of the members of the Corporation’s Board of Directors who were not members of the Corporation’s incumbent board at the time immediately preceding such election (or other reconstitution);
 - (iii) the consummation of a sale of all or substantially all of the assets of the Corporation; or

- (iv) the consummation of a reorganization, amalgamation, plan of arrangement, merger or other form of transaction which has substantially the same effect as any of Sections (a)(i) to (a)(iii) above;

(b) Effect of a Change of Control Transaction

- (i) Upon the announcement of any form of transaction (a “**Change of Control Transaction**”) which, if completed, would constitute a Change of Control and under which Common Shares of the Corporation are to be exchanged, acquired or otherwise disposed of, including a take-over bid, or tender offer made for all or any of the issued and outstanding Common Shares, the Corporation shall, as soon as practicable following the announcement of such Change of Control Transaction, notify each Optionee currently holding an option of the Change of Control Transaction, and all options of the Optionee which have not vested shall be deemed to be fully vested and exercisable solely for purposes of permitting the Participant to exercise such options in order to participate in the Change of Control Transaction in respect of the Common Shares (the “**Optioned Shares**”) thereby acquired.
- (ii) Upon the completion of any other form of Change of Control not covered by Section (b)(i) above, all options of an Optionee which have not vested shall be deemed to be fully vested and exercisable.
- (iii) If:
 - (a) a Change of Control Transaction is not completed (or a Change of Control does not occur); or
 - (b) an Optionee does not cause his or her Optioned Shares to be exchanged or disposed of in a Change of Control Transaction of the nature described in Section (b)(i) above;

then the Optioned Shares shall be returned by the Optionee to the Corporation and reinstated as authorized but unissued Common Shares and the terms of the Option set forth in the Plan shall again apply to the Option. If any Optioned Shares are returned to the Corporation under this section, the Corporation shall refund the exercise price to the Optionee for such Optioned Shares. Other than in circumstances contemplated in Section (b)(ii), in no event shall the Optionee be entitled to dispose of the Option Shares otherwise than pursuant to a Change of Control Transaction.

(10) **Liquidation.** In the event the Board shall adopt a plan of complete liquidation, all options shall become immediately exercisable in full, notwithstanding that they may have been initially granted on an instalment basis.

(11) **No Rights as Shareholder.** No optionee shall have any rights as a Shareholder with respect to any Common Shares subject to the optionee’s option prior to the date of issuance to such optionee of a certificate or certificates for such shares.

(12) **No rights to Continued Employment.** The Plan and any option granted under the Plan shall not confer upon any optionee any right with respect to continuance of employment or an officer or director with or service provider to the Corporation, or any affiliate or subsidiary of the Corporation, nor shall they interfere in any way with the right of the Corporation, or any affiliate or subsidiary of the Corporation, by which an optionee is employed, or of which the optionee is a director or service provider to terminate the optionee's employment or directorship or services at any time in accordance with applicable law.

E. Amendment and Discontinuance

Subject to applicable regulatory requirements, the Board may from time to time, and without having to obtain shareholder approval, amend, suspend or discontinue the Plan provided, including, without limitation, amendments related to:

- (1) the vesting provisions of the Plan or any option granted under the Plan;
- (2) the early termination provisions of the Plan or any option issued under it;
- (3) the addition or modification of a provision relating to financial assistance;
- (4) the addition or modification of a cashless exercise feature, payable in cash or shares, which provides for a full deduction of the number of underlying shares from the reserve;
- (5) the suspension or termination of the Plan; or
- (6) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law (including, without limitation, the rules, regulations and policies of the TSX).

Provided, however, that in no event shall the Board, without the prior approval of the shareholders of the Corporation, make any amendment to the Plan in respect of:

- (1) a reduction in the exercise price for options held by insiders;
- (2) any extension of the term of options held by insiders;
- (3) any amendment to remove or to exceed the insider participation limit;
- (4) an increase to the maximum number of shares of the Corporation which are reserved for issuance under the Plan (and under any other share compensation agreement of the Corporation; or
- (5) any amendments to an amending provision of the Plan.

F. Proceeds from Sales of Shares

Any cash proceeds from the sale of shares issued upon exercise of the options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

G. Term of Plan

Options may be granted only within 10 years from the date the Plan has been adopted by the Board.

H. Shareholder Approval

The Plan shall be presented to the Corporation's shareholders within 12 months of its adoption by the Board for approval by such shareholders. Options may be granted prior to such approval, but such options shall be contingent upon such approval being obtained and may not be exercised prior to such approval.

I. Pre-Existing Plan Terminated

The pre-existing stock option plan of the Corporation is terminated and options may no longer be issued thereunder.