

**Cannabix Technologies Inc.**

501-3292 Production Way  
Burnaby, British Columbia  
V5A 4R4

**NOTICE OF ANNUAL GENERAL MEETING  
OF SHAREHOLDERS  
TO BE HELD ON JULY 27, 2026**

**AND**

**INFORMATION CIRCULAR**

*DATED: June 12, 2026*



## CANNABIX TECHNOLOGIES INC.

501-3292 Production Way  
Burnaby, British Columbia  
V5A 4R4  
Telephone: 604-551-7831  
Facsimile: 604-676-2767

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 27, 2026

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**Meeting**”) of shareholders of Cannabix Technologies Inc. (the “**Company**”) will be held at Suite 2501, 550 Burrard Street, Vancouver, British Columbia V6C 2B5 on July 27, 2026, at the hour of 10:00 a.m. (PST) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended April 30, 2025, and the accompanying report of the auditors;
2. to set the number of directors of the Company at five (5);
3. to elect Rajpaul Attariwala, Ravinder Mlait, Bryan Loree, Phillip Olla and William Corl as the directors of the Company;
4. to appoint SHIM and Associates LLP as the auditors of the Company for the fiscal year ending April 30, 2026 and to authorize the board of directors (the “**Board**”) of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending April 30, 2026; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of Meeting (the “**Notice of Meeting**”).

The Company will utilize the notice-and-access model provided for under National Instrument 54-101 (“**Notice and Access**”) for the delivery of its Circular, the Company’s audited financial statements and the Management’s Discussion & Analysis for the financial year ended April 30, 2025 (collectively, the “**Meeting Materials**”), to its Shareholders in respect of the Meeting.

Under Notice and Access, instead of receiving paper copies of the Meeting Materials, Shareholders will be receiving a notice with information on how they may access the Meeting Materials electronically. However, Shareholders will receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly, as it will help reduce paper use and it will also reduce the Company’s printing and mailing costs.

The Company will mail paper copies of the Meeting Materials to those registered and beneficial Shareholders who have previously elected to receive paper copies of the Company’s Meeting Materials. All other Shareholders will receive a Notice and Access notification, which will contain information on how they may access the Meeting Materials electronically in advance of the Meeting.

The Board has fixed June 15, 2026 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Burnaby, British Columbia, June 12, 2026.

By Order of the Board of

**CANNABIX TECHNOLOGIES INC.**

*“Ravinder Mlait”*

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Ravinder Mlait  
Chief Executive Officer and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED OR VOTE ONLINE AS PER THE INSTRUCTIONS PROVIDED.**

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### INFORMATION CIRCULAR

June 12, 2026

### INTRODUCTION

This information circular (the “**Circular**”) accompanies the Notice of Annual General Meeting of Shareholders (the “**Notice**”) and is furnished to the shareholders (the “**Shareholders**”) holding common shares (the “**Common Shares**”) in the capital of Cannabix Technologies Inc. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the annual general and special meeting (the “**Meeting**”) of the Shareholders to be held at 10:00 a.m. (Vancouver time) on Thursday, July 27, 2026 at the offices of Cozen O'Connor LLP, Suite 2501, 550 Burrard Street, Vancouver, British Columbia V6C 2B5 or at any adjournment or postponement thereof.

#### **Date and Currency**

The date of this Circular is June 12, 2026. Unless otherwise indicated, all dollar amounts referred to herein are in Canadian dollars.

### NOTICE AND ACCESS PROCESS

The Company will utilize the notice and access mode (“**Notice and Access**”) provided for under amendments to National Instrument 54-101 for the delivery of the Circular, audited financial statements and management’s discussion and analysis for the financial year ended April 30, 2025 (collectively, the “**Circular and Financials**”) to Shareholders for the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Under Notice and Access, instead of receiving printed copies of the Circular and Financials, Shareholders receive a notice (“**Notice and Access Notice**”) with information on the Meeting date, location and purpose, as well as information on how they may access the Circular and Financials electronically.

Shareholders with existing instructions on their account to receive printed materials and those Shareholders with addresses outside of Canada and the United States will receive a printed copy of the Circular and Financials with the Notice and Access Notice.

### PROXIES AND VOTING RIGHTS

#### **Management Solicitation**

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact and such solicitation will be made without special compensation granted to the directors, regular officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining, from the principals of such persons, authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this Circular and related proxy materials to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket

expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

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

### **Appointment of Proxy**

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Common Share that such Shareholder holds on June 15, 2026 (the “**Record Date**”) on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

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

**A Shareholder has the right to appoint a person or corporation (who need not be a Shareholder) to attend and act for or on behalf of that Shareholder at the Meeting, other than the Designated Persons named in the enclosed form of proxy.**

**To exercise this right, the Shareholder may do so by striking out the printed names and inserting the name of such other person and, if desired, an alternate to such person, in the blank space provided in the form of proxy. Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxy and should provide instruction to the nominee on how the Shareholder’s Shares should be voted. The nominee should bring personal identification to the Meeting.**

In order to be voted, the completed form of proxy must be received by the Company’s registrar and transfer agent, TSX Trust Company (the “**Transfer Agent**”), at its offices located at 301-100 Adelaide Street West, Toronto, ON M5H 4H1, or by the Company at the address set forth above, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Alternatively, the completed form of proxy may be deposited with the Chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof.

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

### **Revocation of Proxies**

A Shareholder who has given a proxy may revoke it at anytime before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder’s attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, (ii)

to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

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

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

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space on the proxy. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.**

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

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

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

### **ADVICE TO BENEFICIAL SHAREHOLDERS**

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

brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.**

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

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

Alternatively, a Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend the Meeting and vote his, her or its Common Shares.

Beneficial Shareholders consist of non-objecting beneficial owners and objecting beneficial owners. A non-objecting beneficial owner is a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner does not object, for that account, to the intermediary disclosing ownership information about the beneficial owner under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") of the Canadian Securities Administrators. An objecting beneficial owner means a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner objects, for that account, to the intermediary disclosing ownership information about the beneficial owner under NI 54-101.

The Company is sending proxy-related materials indirectly to non-objecting beneficial owners of the Common Shares. The Company will not pay for the delivery of proxy-related materials to objecting beneficial owners of the Common Shares under NI 54-101 and Form 54-107F1 – *Request for Voting Instructions Made by Intermediary*. The objecting beneficial owners of the Common Shares will not receive the materials unless their intermediary assumes the costs of delivery.

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

The Company is sending proxy-related materials indirectly to non-objecting beneficial owners of the Common Shares using Notice and Access.

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

The Company is authorized to issue an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. As of the Record Date, determined by the Board to be the close of business on June 15, 2026, a total of 122,842,766 Common Shares were issued and outstanding and no preferred shares were issued and outstanding. Each Common Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the Company's directors and executive officers, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Company.

### **FINANCIAL STATEMENTS**

The audited financial statements of the Company for the fiscal year ended April 30, 2025, together with the auditor's report thereon, will be presented to the Shareholders at the Meeting. The Company's financial statements and management discussion and analysis are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca)

### **NUMBER OF DIRECTORS**

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at five (5). An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

**Management of the Company recommends the approval of setting the number of directors of the Company at five (5).**

### **ELECTION OF DIRECTORS**

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal. The Company's current Board consists of Rajpaul Attariwala, Ravinder Mlait, Phillip Olla, Bryan Loree and William Corl.

Management of the Company proposes to nominate all of the current directors, as further described in the table below, for election by the Shareholders as directors of the Company to hold office until the next annual meeting. Information concerning such persons, as furnished by the individual directors, is as follows:

<b>Name Province/State Country of Residence and Position(s) with the Company<sup>(1)</sup></b>	<b>Principal Occupation Business or Employment for Last Five Years<sup>(1)</sup></b>	<b>Periods during which Nominee has Served as a Director</b>	<b>Number of Common Shares Owned<sup>(1)</sup></b>
Ravinder Mlait, MBA <sup>(2)</sup> B.C., Canada  <i>Chief Executive Officer and Director</i>	Chief Executive Officer of Cannabix Technologies Inc. from April 5, 2011, to present, Chief Executive Officer of Max Power Mining Corp (CSE), from March 8, 2021, to November 6, 2024, Director of Galloper Gold Corp (CSE) from October 2021 to December 2024.	April 5, 2011 to present	2,169,500 <sup>(4)</sup>
Bryan Loree, BA, CPA <sup>(2)</sup> B.C., Canada  <i>Chief Financial Officer, Secretary and Director</i>	Chief Financial Officer of Cannabix Technologies Inc. from April 5, 2011 to present, Chief Financial Officer of Galloper Gold Corp. (CSE) from October 6, 2021 to present, Chief Financial Officer of Max Power Mining Corp. (CSE), from March 8, 2021 to June 5, 2025.	April 5, 2011 to present	4,022,000 <sup>(5)</sup>
Phillip Olla, PhD. <sup>(2) (3) (9)</sup> Ontario, Canada  <i>Director</i>	Associate professor at University of Detroit Mercy from 2022 to present. CEO of Audacia Bioscience (Private) from 2017 to 2022.	March 22, 2024 to present	Nil <sup>(6)</sup>
Rajpaul Attariwala, PhD. B.C., Canada  <i>Director</i>	January 2016- present, Director of Grey Matters Health Inc. listed on CSE; Principal at AIM Medical Imaging, a private medical services company.	February 17, 2015 to present	2,140,703 <sup>(7)</sup>
William R. Corl, MBA Ohio, USA  <i>Director</i>	CEO and Director of Omega Laboratories Inc., a private laboratory services company.	June 4, 2025 to Present	6,000,000 <sup>(8) (10)</sup>

(1) Information has been furnished by the respective nominees individually or retrieved from SEDI.

(2) Denotes a member of the Audit Committee of the Company.

(3) Denotes an independent director.

(4) Does not include the stock options held by Mr. Mlait. Mr. Mlait holds the following options to purchase common shares of the Company: (a) 500,000 common shares of the Company at \$0.55 per share expiring on December 30, 2026 (b) 675,000 common shares of the Company at \$0.35 per share expiring on October 3, 2028 (c) 625,000 common shares of the Company at \$0.25 per share expiring on April 2, 2029 (d) 825,000 common shares of the Company at \$0.54 per share expiring on March 14, 2030.

(5) Does not include the stock options held by Mr. Loree. Mr. Loree holds the following options to purchase common shares of the Company: (a) 500,000 common shares of the Company at \$0.55 per share expiring on December 30, 2026 (b) 675,000 common shares of the Company at \$0.35 per share expiring on October 3, 2028 (c) 625,000 common shares of the Company at \$0.25 per share expiring on April 2, 2029 (d) 825,000 common shares of the Company at \$0.54 per share expiring on March 14, 2030.

(6) Does not include the stock options held by Mr. Olla. Mr. Olla holds the following options to purchase common shares of the Company: (a) 250,000 common shares of the Company at \$0.25 per share expiring on April 2, 2029 (b) 250,000 common shares of the Company at \$0.54 per share expiring on March 14, 2030.

(7) Does not include the stock options held by Mr. Attariwala. Mr. Attariwala holds the following options to purchase common shares of the Company: (a) 500,000 common shares of the Company at \$0.55 per share expiring on December 30, 2026 (b) 500,000 common shares of the Company at \$0.35 per share expiring on October 3, 2028 (c) 625,000 common shares of the Company at \$0.25 per share expiring on April 2, 2029 (d) 825,000 common shares of the Company at \$0.54 per share expiring on March 14, 2030.

(8) Mr. William Corl is CEO of Omega Laboratories Inc. and Omega Laboratories Inc. holds 6,000,000 common shares of the Company.

(9) Denotes a member of the Compensation Committee of the Company.

(10) Does not include the stock options held by Mr. Corl. Mr. Corl holds the following options to purchase common shares of the Company: (a) 500,000 common shares of the Company at \$0.55 per share expiring on October 26, 2030.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Common Shares represented by proxy for the election of any other persons as directors.

The Company operates with a standing Audit Committee, consisting of Phillip Olla, Bryan Loree and Ravinder Mlait.

**Management recommends the election of each of the nominees listed above for election as a director of the Company.**

### **Corporate Cease Trade Orders**

Except as set forth below, no proposed director of the Company is, or within the ten (10) years before the date of this Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty (30) consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty (30) consecutive days 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.

On November 3, 2021, TGS Esports Inc., of which Bryan Loree acted as the CFO and a director and Ravinder Mlait acted as a director until November 2, 2021, was issued a cease trade order as a result of TGS Esports Inc.'s failure to file its audited financial statements for its year ended June 30, 2021 and related management discussion and analysis by October 28, 2021. On December 21, 2021, TGS Esports Inc. filed its required annual filings and the cease trade order was rescinded on December 21, 2021.

### **Bankruptcies**

To the best of management's knowledge, no proposed director of the Company is, or within ten (10) years before the date of this Information Circular, has been, a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency.

### **Penalties and Sanctions**

To the best of management's knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## Conflicts of Interest

William Corl is the CEO of Omega Laboratories Inc (“Omega”). The Company and Omega have entered into a strategic partnership and development agreement whereby among other things, are working together to complete research and development, refine and expand the use of Cannabix’s technology to meet existing and emerging needs of Omega’s clients, contemplate manufacturing and distribution. In certain circumstances, negotiations between the parties may arise and Mr. Corl may have a conflict with the Company as he represents the interests of both Omega and Cannabix. In those circumstances Mr. Corl will abstain from voting on such corporate resolutions. The board will carefully take into consideration all aspects of corporate resolutions to determine the possibility of conflicts of interest and will take proactive measures. To the best of our knowledge, there are no known additional existing or potential conflicts of interest among the Company and its directors or officers.

## STATEMENT OF EXECUTIVE COMPENSATION

### General

For the purpose of this Statement of Executive Compensation:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

“**NEO**” or “**named executive officer**” means:

- (a) each individual who served as chief executive officer (“CEO”) of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (“CFO”) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year, and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

## Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof for each of the two most recently completed financial years, other than stock options and other compensation securities:

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites <sup>(1)</sup> (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Ravinder Mlait Chief Executive Officer and Director <sup>(2)</sup>	2025	168,000	Nil	Nil	Nil	Nil	168,000
	2024	168,000	Nil	Nil	Nil	Nil	168,000
Bryan Loree Chief Financial Officer and Director <sup>(3)</sup>	2025	150,000	Nil	Nil	Nil	Nil	150,000
	2024	150,000	Nil	Nil	Nil	Nil	150,000
Kulwant Malhi Former President and Former Director <sup>(4)</sup>	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	82,500	Nil	Nil	Nil	Nil	82,500
Phillip Olla Director <sup>(5)</sup>	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Rajpaul Attariwala Director <sup>(6)</sup>	2025	\$150,000	Nil	Nil	Nil	Nil	\$150,000
	2024	\$150,000	Nil	Nil	Nil	Nil	\$150,000
William Corl, Director	2025	Nil	Nil	Nil	Nil	Nil	Nil

(1) “Perquisites” include perquisites provided to a NEO or director that are not generally available to all employees and that, in aggregate, are: (a) \$15,000, if the NEO or director’s total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director’s salary for the financial year if the NEO or director’s total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000 if the NEO or director’s total salary for the financial year is \$500,000 or greater.

(2) Ravinder Mlait was appointed as CEO and director of the Company on April 5, 2011.

(3) Bryan Loree was appointed as CFO and director of the Company on April 5, 2011.

(4) Kulwant Malhi was appointed a director and President of the Company on June 30, 2014, and resigned as director and President on March 18, 2024.

(5) Phillip Olla was appointed a director on March 22, 2024.

(6) Rajpaul Attariwala was appointed a director on February 17, 2015.

(7) Mr. Corl was appointed to the board of directors on June 4, 2025, subsequent to the year ending April 30, 2025.

## Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each director and NEO by the Company in the most recently completed financial year for services provided or to be provided, directly or indirectly to the Company:

Name and Position	Type of compensation security	No. of compensation securities, number of underlying securities, and percentage of class <sup>(1)</sup>	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Ravinder Mlait Chief Executive Officer and Director	Options	825,000 / 0.7%	March 14, 2025	\$0.54	\$0.54	\$0.60	March 14, 2030
Bryan Loree Chief Financial Officer and Director	Options	825,000 / 0.7%	March 14, 2025	\$0.54	\$0.54	\$0.60	March 14, 2030
Phillip Olla Director	Options	250,000 / 0.21%	March 14, 2025	\$0.54	\$0.54	\$0.60	March 14, 2030
Rajpaul Attariwala Director	Options	825,000 / 0.7%	March 14, 2025	\$0.54	\$0.54	\$0.60	March 14, 2030
William Corl, Director <sup>(2) (3)</sup>	Options	500,000 / 0.4%	October 22, 2025	\$0.54	\$0.54	\$0.60	March 14, 2030

(1) Calculated on a partially diluted basis, based on 115,399,104 Shares outstanding as of April 30, 2025.

(2) Mr. Corl was appointed to the board of directors on June 4, 2025, subsequent to the year ending April 30, 2025.

(3) Calculated on a partially diluted basis, based on 119,074,104 Shares outstanding as of June 4, 2025.

## Exercise of Stock Options

No compensation securities were exercised by a director or NEO during the Company's most recently completed financial year ended April 30, 2025.

## Equity Incentive Plans

On May 1, 2024, the Board adopted the 2024 Restricted Share Unit Plan (the "**RSU Plan**") and the 2024 Stock Option Plan (the "**Stock Option Plan**", and together, the "**Plans**"), both of which were approved by shareholders on June 18, 2024.

The purpose of the Plans is to attract, retain and motivate key individuals. Awards (as defined in the Plans) may be granted under the Plans to directors, officers, key employees and consultants of the Company, as determined by the Board. The maximum number of Common Shares available for issuance under the RSU Plan in respect of restricted share units ("**RSUs**") shall not exceed 5% of the issued and outstanding number of Common Shares, from time to time. The maximum number of Common Shares available for issuance under the Stock Option Plan in respect of Stock Options ("**Options**") shall not exceed 15% of the issued and outstanding number of Common Shares, from time to time.

## **External Management Companies**

The Company has not engaged the services of an external management company to provide executive management services to the Company, directly or indirectly.

## **Employment, Consulting and Management Agreements**

### *Agreement with Ravinder Mlait*

Ravinder Mlait is the CEO and a director of the Company since 2014. Pursuant to a consulting agreement dated July 16, 2025, Mr. Mlait provides management services in consideration for annual compensation of \$168,000, payable monthly. In the event that the Company terminates the agreement without cause and or if Mr. Mlait's position changes from CEO, the Company, in addition to any consulting compensation payable, will pay Mr. Mlait the equivalent to the consulting fee multiplied by thirty as a lump sum. In the event of a change of control of the Company, resulting in the termination of consulting agreement, the Company shall pay to the consultant, a lump sum equivalent to the consulting fee multiplied by forty.

### *Agreement with Bryan Loree*

Bryan Loree is the CFO and a director of the Company since 2014. Pursuant to a consulting agreement dated July 16, 2025, Mr. Loree provides management services in consideration for annual compensation of \$150,000, payable monthly. In the event that the Company terminates the agreement for without cause Mr. Loree's position changes from CFO, the Company, in addition to any consulting compensation payable, will pay Mr. Loree the equivalent to the consulting fee multiplied by thirty as a lump sum. In the event of a change of control of the Company, resulting in the termination of consulting agreement, the Company shall pay to the consultant, a lump sum equivalent to the consulting fee multiplied by forty.

## **Oversight and Description of Director and NEO Compensation**

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of improving overall corporate performance and creating long-term value for the Company's shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Company. The Company's current compensation program is comprised of base salary or fees, short term incentives such as discretionary bonuses and long-term incentives such as Awards.

The Board established a compensation committee ("the Committee") on March 18, 2024, with the stated purpose of assisting the Board in fulfilling its oversight responsibilities with respect to:

- appointment, performance, evaluation and compensation of senior executives of the Company,
- recruitment, development and retention of senior executives of the Company,
- talent management and succession planning systems and processes relating to senior executives of the Company,
- compensation structure for senior executives of the Company including salaries, annual and long-term incentive plans including plans involving equity issuances and other equity-based awards,
- the establishment of policies and procedures designed to identify and mitigate risks associated with the Company's compensation policies and practices,
- compensation of directors of the Board,
- adoption of benefit retirement and savings plans, and
- administration of the Company's equity incentive plans.

The Committee shall consist of as many directors of the Board as the Board may determine (the “Members”), but in any event, not less than 3 (three) Members, each of whom shall meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which the Company’s securities are listed, including section 3.15 of National Policy 58-201 – Corporate Governance Guidelines and section 1.4 of National Instrument 52-110 — Audit Committees.

Members shall be appointed by the Board, taking into account any recommendation that may be made by the Committee. Any Member may be removed and replaced at any time by the Board and will automatically cease to be a Member if he or she ceases to meet the qualifications required of Members. The Committee currently has two vacancies. Until such time the vacancies are filled, the Board as a whole is responsible for reviewing the adequacy and form of compensation paid to the Company’s executives and key employees. The Board will fill vacancies on the Committee by appointment from among qualified directors, taking into account any recommendation that may be made by the Committee. If a vacancy exists on the Committee, the remaining Members may exercise all of its powers so long as there is a quorum.

### **Compensation Discussion and Analysis**

The Company’s compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company’s business objectives of improving overall corporate performance and creating long-term value for the Company’s shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Company. The Company’s current compensation program is comprised of base salary or fees, short term incentives such as discretionary bonuses and long-term incentives such as stock options.

In making compensation decisions, the Committee and Board strive to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance, and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. The NEOs’ performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant.

Under the Company’s compensation policies and practices, NEOs and directors are not prevented from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

### **Pension Plan Benefits**

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets out details of the Plans as of April 30, 2025:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)<sup>(1)(2)</sup></b>
Equity compensation plans approved by securityholders	12,325,000	\$0.44	4,984,865
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
<b>Total</b>	<b>12,325,000</b>	<b>\$0.44</b>	<b>4,984,865</b>

(1) Based on 15% rolling stock option plan of 17,309,865 Options available for grant (15% of 115,399,104 issued and outstanding common shares as at April 30, 2025), minus the number of Options granted of 12,325,000.

(2) For more information, please see “*Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans*”.

### **APPOINTMENT OF AUDITOR**

At the Meeting, Shareholders will be asked to vote for the appointment of SHIM and Associates LLP to serve as auditor of the Company for the fiscal year ending April 30, 2026, at a remuneration to be fixed by the Board.

**Management of the Company recommends that Shareholders vote for the appointment of SHIM and Associates LLP, to serve as auditor of the Company for the fiscal year ending April 30, 2026, and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending April 30, 2026.**

### **AUDIT COMMITTEE DISCLOSURE**

Under National Instrument 52-110 Audit Committees (“**NI 52-110**”), a reporting issuer is required to provide disclosure annually with respect to its audit committee, including the text of its audit committee charter, information regarding the composition of the audit committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to its audit committee (the “**Audit Committee**”):

#### **The Audit Committee Charter**

The full text of the Company’s audit committee charter (the “**Audit Committee Charter**”) is attached as Schedule “A” to this Information Circular.

#### **Composition of the Audit Committee**

The Company’s Audit Committee is comprised of three directors consisting of Ravinder Mlait, Phillip Olla and Bryan Loree. As defined in NI 52-110, Mr. Mlait, the Company’s CEO, and Mr. Loree, the Company’s CFO, are not “independent”, as Messrs. Mlait and Loree are executive officers of the Company. Mr. Olla is independent. All of the Audit Committee members are “financially literate”, as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

### **Relevant Education and Experience**

The following sets out the education and experience of each Audit Committee member that is relevant to the performance of their responsibilities as an Audit Committee member and that provides each member with: (i) an understanding of the accounting principles used by the Company to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting:

**Ravinder Mlait** – Mr. Mlait serves as CEO of the Company. Mr. Mlait holds a Master of Business Administration from Royal Roads University in British Columbia with a specialization in Executive Management and his BA (Economics) from Simon Fraser University and has served as a Senior executive and CEO for over 24 years with companies listed on the Canadian Securities Exchange (“CSE”) and TSX Venture Exchange. Mr. Mlait has led several public and private technology and mineral exploration companies. Mr. Mlait has completed the Canadian Securities Course.

**Dr. Phillip Olla** – Dr. Olla serves as a Director of the Company and holds a Ph.D. in Management Information Systems (MIS) from Brunel University, United Kingdom. Dr. Olla is an associate professor at University of Detroit Mercy in Michigan and is the Vice Chair of the MedHealth Consortium. Mr. Olla's private company experience as CEO of Audacia Bioscience, an Ontario based clinical research, bio-tech and health informatics company along with courses taken on finance during university education provides him relevant knowledge to understand financial statements.

**Bryan Loree** – Mr. Loree has held senior accounting roles for public and private companies in various industries including, renewable energy, exploration, and construction. Mr. Loree holds a Chartered Professional Accountant designation, a Financial Management Diploma from the British Columbia Institute of Technology, and a BA from Simon Fraser University.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions in Sections 2.4, 6.1.1(4), 6.1.1(5), or 6.1.1(6) or Part 8 of NI 52-110. Section 2.4 (*De Minimis Non-Audit Services*) which provide an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Sections 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*) and 6.1.1(6) (*Death, Incapacity or Resignation*) provide exemptions from the requirement that a majority

of the members of the Company's Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company. Part 8 (*Exemptions*) permits a company to apply to a securities regulatory authority or regulator for an exemption from the requirements of NI 52-110 in whole or in part.

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

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board and the Audit Committee, on a case-by-case basis, as applicable.

### **External Auditor Service Fees**

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company’s external auditor in the last two fiscal years by category, are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
April 30, 2024	\$18,785	Nil	\$Nil	Nil
April 30, 2025	\$21,000	Nil	\$3,000	Nil

### **Exemption**

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No current or former director, executive officer, proposed nominee for election to the Board, or associate of such persons is, or at any time since the beginning of the Company’s most recently completed financial year has been, indebted to the Company or any of its subsidiaries.

No indebtedness of current or former director, executive officer, proposed nominee for election to the Board, or associate of such person is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both, carrying more than ten percent of the voting rights attached to the Shares outstanding (each, an “**Insider**”); (c) director or executive officer of an Insider; or

(d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Shares where such person or company will receive no extra or special benefit or advantage not shared on a *pro rata* basis by all holders of the same class of Shares.

## MANAGEMENT CONTRACTS

No management functions of the Company are to any substantial degree performed other than by the directors or executive officers of the Company.

## CORPORATE GOVERNANCE

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

### Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings or unanimous consent resolutions of the Board.

The Board is currently comprised of five directors, consisting of Ravinder Mlait, Bryan Loree, Rajpaul Attariwala, Phillip Olla and William Corl. Phillip Olla is considered "independent" in that he is independent and 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 the best interests of the Company, other than the interests and relationships arising from being Shareholders. Ravinder Mlait and Bryan Loree are not considered independent as they are executive officers of the Company. Mr. William Corl is not considered independent as Omega Laboratories, Inc (of which he is an Officer) has a commercial relationship with the Company.

### Directorships

Certain directors of the Company are also currently directors of other reporting issuers, as described in the table below:

<u>Name</u>	<u>Reporting Issuer</u>
<u>Bryan Loree</u>	<u>Cupani Metals Corp. (CSE)</u>
<u>Rajpaul Attariwala</u>	<u>Grey Matters Health Inc. (CSE)</u>

### Orientation and Continuing Education

The Company has not formalized an orientation program. If a new director was appointed or elected, however, he or she would be provided with orientation and education about the Company which would include information about the duties and obligations of directors, the business and operations of the Company, documents from recent board meetings and opportunities for meetings and discussion with senior management and other directors. Specific details of the orientation of each new director would be tailored to that director's individual needs and areas of interest.

The Company does provide continuing education opportunities to directors so that they may maintain or enhance their skills and abilities as directors and ensure that their knowledge and understanding of the Company's business remains current.

### **Ethical Business Conduct**

The Board has not adopted a written ethical business code of conduct for directors, officers and employees. However, the Board found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

### **Nomination of Directors**

The Company does not have a stand-alone nomination committee. The Board as a whole is responsible for identifying and evaluating qualified candidates for nomination to the Board. In identifying candidates, the Board considers the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess, the competencies and skills that the Board considers each existing director to possess, the competencies and skills each new nominee will bring to the Board and the ability of each new nominee to devote sufficient time and resources to his or her duties as a director.

### **Compensation**

The Compensation Committee or the Board as a whole is responsible for reviewing the adequacy and form of compensation paid to the Company's executives and key employees and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling these responsibilities, the Compensation Committee and Board evaluates the performance of the Company's chief executive officer and other senior management in light of corporate goals and objectives, and makes recommendations with respect to compensation levels based on such evaluations.

### **Other Board Committees**

The Board has no other committees, other than the Audit and Compensation Committee.

### **Assessments**

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.

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

Except as otherwise disclosed herein, no director or executive officer of the Company, who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, executive officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Common Shares or other securities of the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and the eligibility for Awards granted under the Plans.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Appointment of Auditor

Shareholders will be asked to vote for the appointment of SHIM, to serve as auditor of the Company to hold office until the next annual general meeting of the shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board of the Company to fix the remuneration to be paid to the auditor.

**Management recommends that Shareholders vote FOR the appointment of SHIM & Associates LLP, Chartered Professional Accountants, as the Company’s auditors for the Company’s fiscal year ending April 30, 2026 and the authorization of the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending April 30, 2026.**

### ADDITIONAL INFORMATION

Additional information about the Company can be obtained free of charge through the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders may also contact Ravinder Mlait, Chief Executive Officer at 501-3292, Production Way, Burnaby, British Columbia, V5A 4R4, Telephone: 604-551-7831, Facsimile: 604-676-2767, to request copies of the Company’s financial statements and the related Management’s Discussion and Analysis (the “**MD&A**”). Financial information is provided in the Company’s comparative financial statements and MD&A for its financial period ended April 30, 2025.

### APPROVAL OF THE BOARD OF DIRECTORS

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

Dated at Burnaby, British Columbia, the 12th day of June 2026.

### ON BEHALF OF THE BOARD

### CANNABIX TECHNOLOGIES INC.

*“Ravinder Mlait”*

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Ravinder Mlait  
Chief Executive Officer and Director

Schedule A – Audit Committee Charter

**CANNABIX TECHNOLOGIES INC.**  
(the “Company”)  
AUDIT COMMITTEE CHARTER

**1. PURPOSE OF THE AUDIT COMMITTEE**

The Audit Committee (the "**Committee**") is a standing committee of the Board of Directors (the "**Board**") of the Company. The role of the Committee is to:

- a. assist the Board in its oversight responsibilities by reviewing: (i) the Company's financial statements, the financial and internal controls and the accounting, audit and reporting activities, (ii) the Company's compliance with legal and regulatory requirements, (iii) the external auditors' qualifications and independence, and (iv) the scope, results and findings of the Company's external auditors' audit and non-audit services;
- b. prepare any report of the Committee required to be included in the Company's annual report or proxy material;
- c. report to the Board in respect of the Company's financial statements prior to the Board approving such statements; and
- d. take such other actions within the scope of this Charter as the Board may assign to the Committee from time to time or as the Committee deems necessary or appropriate.

**2. COMPOSITION, OPERATIONS AND AUTHORITY**

*Composition*

The Committee shall be composed of a minimum of three members of the Board. Unless exempted by applicable securities laws and applicable stock exchange policies, all members of the Committee shall be independent as determined by the Board in accordance with the applicable requirements of the laws governing the Company, the applicable stock exchanges on which the Company's securities are listed and applicable securities regulatory authorities (collectively, the "**Applicable Law**"). Each member of the Committee shall be "financially literate" as such term is defined by the Applicable Law.

Members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified or until their earlier death, retirement, resignation or removal. Any member of the Committee may be removed by the Board in its discretion. However, a member of the Committee shall automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or, if applicable, ceasing to be independent as required in this Section 2 of this Charter. Vacancies on the Committee will be filled by the Board.

*Authority*

The authority of the Committee is subject to the provisions of this Charter, the constating documents of the Company, such limitations as may be imposed by the Board from time to time and Applicable Law.

The Committee shall have the authority to: (i) retain (at the Company's expense) its own legal counsel and other advisors and experts that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities; (ii) conduct investigations that it believes, in its sole discretion, are necessary to carry out its responsibilities; and (iii) take whatever actions that it deems appropriate to foster an internal culture that is committed to maintaining quality financial reporting, sound business risk practices and ethical behavior within the Company. In addition, the Committee shall have the authority to request any officer, director or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, such as members of the Company's management or the Company's outside legal counsel and external auditors, to meet with the Committee or any of its advisors and

to respond to their inquiries. The Committee shall have full access to the books, records and facilities of the Company in carrying out its responsibilities.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Charter.

### *Operations*

The Board may appoint one member of the Committee to serve as chair of the Committee (the "**Chair**"), but if it fails to do so, the members of the Committee shall designate a Chair by majority vote of the full Committee to serve at the pleasure of the majority of the full Committee. If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present. In the case of a deadlock on any matter or vote, the Chair shall refer the matter to the Board. The Committee may appoint a secretary who need not be a member of the Board or Committee. A secretary who is not a member of the Committee shall not have the rights of a member of the Committee.

The Chair shall preside at each meeting of the Committee and set the agendas for the Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings as long as they are not inconsistent with any provisions of the Company's constating documents or this Charter.

The Committee shall meet (in person or by telephonic meeting) at least quarterly or more frequently as circumstances dictate. As a part of each meeting of the Committee at which the Committee recommends that the Board approve the annual audited financial statements, the Committee shall meet in a separate session with the external auditors and, if desired, with management and/or the internal auditor. In addition, the Committee or the Chair shall meet with management quarterly to review the Company's financial statements and the Committee or a designated member of the Committee shall meet with the external auditors to review the Company's financial statements on a regular basis as the Committee may deem appropriate. The Committee shall maintain written minutes or other records of its meetings and activities, which shall be duly filed in the Company's records.

Except as otherwise required by the Company's constating documents, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Board.

## **3. RESPONSIBILITIES AND DUTIES**

The Committee's primary responsibilities are to:

### *General*

- a. review and assess the adequacy of this Charter on an annual basis and, where necessary or desirable, recommend changes to the Board;
- b. report to the Board regularly at such times as the Chair may determine to be appropriate but not less frequently than four times per year;
- c. follow the process established for all committees of the Board for assessing the Committee's performance;

### *Review of Financial Statements, MD&A and other Documents*

- d. review the Company's financial statements and related management's discussion and analysis and any other annual reports or other financial information to be submitted to any governmental body or the public, including any certification, report, opinion or review rendered by the external auditors before they are approved by the Board and publicly disclosed;

- e. report to the Board in respect of the Company's financial statements prior to the Board approving such statements;
- f. review with the Company's management and, if applicable, the external auditors, the Company's quarterly financial statements and related management's discussion and analysis, before they are released;
- g. ensure that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements other than the disclosure referred to in the two immediately preceding paragraphs and periodically assess the adequacy of such procedures;
- h. review the effects of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;
- i. review with the Company's management any press release of the Company which contains financial information;
- j. review analyses prepared by management and/or the external auditors setting forth significant reporting issues and judgments made in connection with the preparation of the Company's financial statements;

*External Auditors*

- k. recommend external auditors' nominations to the Board to be put before the shareholders for appointment and, as necessary, the removal of any external auditors in office from time to time;
- l. approve the fees and other compensation to be paid to the external auditors;
- m. pre-approve all significant non-audit engagements to be provided to the Company with the external auditors;
- n. require the external auditors to submit to the Committee, on a regular basis (at least annually), a formal written statement delineating all relationships between the external auditors and the Company and discuss with the external auditors any relationships that might affect the external auditors' objectivity and independence;
- o. recommend to the Board any action required to ensure the independence of the external auditors;
- p. advise the external auditors of their ultimate accountability to the Board and the Committee;
- q. oversee the work of the external auditors engaged for the purpose of preparing an audit report or performing other audit, review and attest services for the Company;
- r. evaluate the qualifications, performance and independence of the external auditors which are to report directly to the Committee, including (i) reviewing and evaluating the lead partner on the external auditors' engagement with the Company, (ii) considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence, (iii) determine the rotation of the lead audit partner and the audit firm, and (iv) take into account the opinions of management and the internal audit function in assessing the external auditors' qualifications, independence and performance;
- s. present the Committee's conclusions with respect to its evaluation of external auditors to the Board and take such additional action to satisfy itself of the qualifications, performance and independence of external auditors and make further recommendations to the Board as it considers necessary;
- t. obtain and review a report from the external auditors at least annually regarding the external auditors' internal quality-control procedures; material issues raised by the most recent internal quality-control

review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more external audits carried out by the firm; any steps taken to deal with any such issues; and all relationships between the external auditors and the Company;

- u. establish policies for the Company's hiring of employees or former employees of the external auditors;
- v. monitor the relationship between management and the external auditors including reviewing any management letters or other reports of the external auditors and discussing any material differences of opinion between management and the external auditors;

#### *Financial Reporting Process*

- w. periodically discuss the integrity, completeness and accuracy of the Company's internal controls and the financial statements with the external auditors in the absence of the Company's management;
- x. in consultation with the external auditors, review the integrity of the Company's financial internal and external reporting processes;
- y. consider the external auditors' assessment of the appropriateness of the Company's auditing and accounting principles as applied in its financial reporting;
- z. review and discuss with management and the external auditors at least annually and approve, if appropriate, any material changes to the Company's auditing and accounting principles and practices suggested by the external auditors, internal audit personnel or management;
- aa. review and discuss with the Chief Executive Officer ("CEO") and the Chief Financial Officer (the "CFO") the procedures undertaken in connection with the Chief Executive Officer and Chief Financial Officer certifications for the interim and annual filings with applicable securities regulatory authorities;
- bb. review disclosures made by the CEO and CFO during their certification process for the annual and interim filings with applicable securities regulatory authorities about any significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or any material weaknesses in the internal controls, and any fraud involving management or other employees who have a significant role in the Company's internal controls;
- cc. establish regular and separate systems of reporting to the Committee by management and the external auditors of any significant decision made in management's preparation of the financial statements, including the reporting of the view of management and the external auditors as to the appropriateness of such decisions;
- dd. discuss during the annual audit, and review separately with each of management and the external auditors, any significant matters arising from the course of any audit, including any restrictions on the scope of work or access to required information; whether raised by management, the head of internal audit or the external auditors;
- ee. resolve any disagreements between management and the external auditors regarding financial reporting;
- ff. review with the external auditors and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented at an appropriate time subsequent to the implementation of such changes or improvements;

- gg. retain and determine the compensation of any independent counsel, accountants or other advisors to assist in its oversight responsibilities (the Committee shall not be required to obtain the approval of the Board for such purposes);
- hh. discuss any management or internal control letters or proposals to be issued by the external auditors of the Company;

#### *Corporate Controls and Procedures*

- ii. receive confirmation from the CEO and CFO that reports to be filed with Canadian Securities commissions and any other applicable regulatory agency: (a) have been prepared in accordance with the Company's disclosure controls and procedures; and (b) contain no material misrepresentations or omissions and fairly presents, in all material respects, the financial condition, results of operations and cash flow as of and for the period covered by such reports;
- jj. receive confirmation from the CEO and CFO that they have concluded that the disclosure controls and procedures are effective as of the end of the period covered by such reports;
- kk. discuss with the CEO and CFO any reasons for which any of the confirmations referred to in the two preceding paragraphs cannot be given by the CEO and CFO;

#### *Code of Conduct and Ethics*

- ll. review and discuss the Company's Code of Business Conduct and Ethics and the actions taken to monitor and enforce compliance with the Code;
- mm. establish procedures for: i) the receipt, retention and treatment of complaints regarding accounting, internal controls or auditing matters; and ii) the confidential, anonymous submission of concerns regarding questionable accounting, internal control and auditing matters;

#### *Legal Compliance*

- nn. confirm that the Company's management has the proper review system in place to ensure that the Company's financial statements, reports, press releases and other financial information satisfy Applicable Law;
- oo. review legal compliance matters with the Company's legal counsel;
- pp. review with the Company's legal counsel any legal matter that the Committee understands could have a significant impact on the Company's financial statements;
- qq. conduct or authorize investigations into matters within the Committee's scope of responsibilities;
- rr. perform any other activities in accordance with the Charter, the Company's constituting documents and Applicable Law the Committee or the Board deems necessary or appropriate;
- ss. maintain minutes and other records of meetings and activities of the Committee;

#### *Related Party Transactions*

- tt. review the financial reporting of any transaction between the Company and any officer, director or other "related party" (including any shareholder holding an interest greater than 5% in the Company) or any entity in which any such person has a financial interest;
- uu. review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, including their use of corporate assets and expenditures;

*Reporting and Powers*

- vv. report to the Board following each meeting of the Committee and at such other times as the Board may consider appropriate; and
- ww. exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

**4. LIMITATION OF RESPONSIBILITY**

While the Committee has the responsibilities and powers provided by this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management (with respect to whom the Committee performs an oversight function) and the external auditors.