



**NOTICE OF ANNUAL GENERAL MEETING AND
MANAGEMENT INFORMATION CIRCULAR OF
AGEREH TECHNOLOGIES INC.**

*To be held at 10:00 a.m. (Mountain Daylight Time) on Friday, November 6, 2026 to be held virtually
via Zoom webcast*

October 8, 2026

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Notice of Annual General Meeting of Shareholders or this Management Information Circular, you should immediately contact your advisor.

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF AGEREH TECHNOLOGIES INC. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AGEREH TECHNOLOGIES INC. TO BE HELD ON NOVEMBER 6, 2026.



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON NOVEMBER 6, 2026

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Agereh Technologies Inc. (the "**Corporation**") will be held by Zoom webcast, rather than in person, at 10:00 a.m. (Mountain Daylight Time), on November 6, 2026, for the following purposes:

1. to receive the audited financial statements of the Corporation, together with the auditor's report thereon, for the fiscal year ended December 31, 2025;
2. to set the number of directors of the Corporation for the ensuing year at three (3) persons;
3. to elect Michael Plotnikoff, Tim Maddigan, and John McMullen as directors of the Corporation for the ensuing year;
4. to appoint MNP LLP, Chartered Professional Accountants, as the auditors of the Corporation until the next annual general meeting of the Corporation and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution ratifying and confirming the Corporation's incentive stock option plan (the "Stock Option Plan"), as more particularly described in the accompanying Management Information Circular dated October 8, 2026 (the "Information Circular"); and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made part of, this Notice of Annual General Meeting of Shareholders.

Only shareholders of record at the close of business on September 9, 2026, (the "**Record Date**") are entitled to receive notice of the Meeting, to act at the Meeting and express their voting rights. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

The Corporation is conducting a virtual meeting of the Shareholders of the Corporation. Shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined in the accompanying Information Circular) and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online by accessing the following link:

Link:	https://us02web.zoom.us/join/9tJNMH1-SzahnvyNh2pNvQ
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To ensure a smooth process, the Corporation is asking registered participants to log in by 9:45 a.m. (Mountain Daylight Time) on November 6, 2026.

Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Information Circular. Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy in accordance with the instructions provided therein and in the Information Circular and return it in accordance with the instructions and timelines set forth in the Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as “guests”, but will not be able to participate, submit questions or vote at the virtual Meeting.

The Corporation has chosen not to use the “Notice-and-Access” provisions provided under National Instrument 54-101 for the delivery of meeting materials for this Meeting. Accordingly, this Management Information Circular, the accompanying form of proxy, and the annual financial statements (the “**Meeting Materials**”) are being sent directly to all registered and beneficial shareholders via standard mail delivery.

Please review the Information Circular carefully and in full prior to voting as the Information Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Information Circular is also available on the Corporation’s website at: www.agereh.com and under the Corporation’s profile on SEDAR+ at www.sedarplus.ca.

Shareholders as of the Record Date are entitled to vote their Common Shares except to the extent that they have transferred the ownership of any of their Common Shares after the Record Date. The transferee of those Common Shares must produce properly endorsed share certificates or otherwise establish that he or she owns the Common Shares and request, not later than 10 days before the date of the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, in which case such transferee will be entitled to vote those Common Shares at the Meeting.

DATED at Vancouver, British Columbia, this 8th day of October, 2026.

**BY ORDER OF THE BOARD OF AGEREH
TECHNOLOGIES INC.**

"Mike Plotnikoff"

**Mike Plotnikoff
Chief Executive Officer**

A registered Shareholder may attend the Meeting or may be represented by proxy. All Shareholders are encouraged to vote in advance of the Meeting by mail, in the manner set out in the Meeting Materials that have been sent to Shareholders. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with, Olympia Trust Company ("**Olympia**"), located at Suite 4500, 520 – 3rd Ave. SW, Calgary, Alberta T2P 0R3, Attention: Proxy Department, no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof.

The persons named in the enclosed form of proxy (the "**Management Designees**") are members of the Corporation's board or management. **Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for him or her and on his or her behalf at the Meeting.** To exercise such right, the names of the Management Designees should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

The instrument appointing the proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

In order to ensure that a paper copy of the Information Circular can be delivered to a requesting Beneficial Shareholder or Registered Shareholder in time for such shareholder to review the Information Circular and return a voting instruction form or proxy prior to the Proxy Deadline, it is strongly suggested that a shareholder ensure their request is received no later than November 4, 2026.



MANAGEMENT INFORMATION CIRCULAR

FOR

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 6, 2026

This Management Information Circular (this "Information Circular") contains information as at October 8, 2026, unless otherwise stated.

GENERAL PROXY INFORMATION

This management information circular ("**Circular**") is furnished in connection with the solicitation of proxies by the management ("**Management**") of Agereh Technologies Inc. (the "**Corporation**") for use at the annual general meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of the Corporation to be held virtually by Zoom webcast at 10:00 a.m. (Mountain Daylight Time), on November 6, 2026, or at any adjournment for the purposes set out in the accompanying notice of meeting (the "**Notice**"). The Zoom webcast is accessible by the following link:

Link:	https://us02web.zoom.us/meeting/register/lsYQMHI-SzahvvyNh2pNvQ
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The solicitation of proxies will be conducted primarily by mail and the cost of the solicitation will be borne by the Corporation. **The Corporation may retain other persons, entities or companies to solicit proxies on its behalf which may be by phone, email, fax or in person.**

PROXIES AND VOTING INFORMATION

Management Solicitation

The solicitation of proxies by Management 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, officers and employees of the Corporation. The Corporation does not reimburse Shareholders, nominees or agents for costs incurred in obtaining, from the principals of such persons, authorization to execute a proxy, except that the Corporation has requested brokers and nominees who hold shares in their respective names to furnish this Circular and related proxy materials to their customers. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of the solicitation will be borne by the Corporation.

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 Corporation. 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.

Voting by Proxy Before the Meeting

The person indicated in the accompanying proxy shall vote the shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them. **In the absence of such direction, the Management Designees named in the accompanying proxy will vote such shares in favour of the matters on which the Shareholder is entitled to vote as specified in the Notice, and more specifically in favour of:**

1. to receive the audited financial statements of the Corporation, together with the auditor's report thereon, for the fiscal year ended December 31, 2025;
2. to set the number of directors of the Corporation for the ensuing year at three (3) persons;
3. to elect Michael Plotnikoff, Tim Maddigan and John McMullen as directors of the Corporation for the ensuing year;
4. to appoint MNP LLP, Chartered Professional Accountants, as the auditors of the Corporation until the next annual general meeting of the Corporation and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution ratifying and confirming the Corporation's incentive stock option plan (the "Stock Option Plan"), as more particularly described in the accompanying Management Information Circular dated October 8, 2026 (the "Information Circular"); and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

all as more specifically described in this Circular.

THE ENCLOSED FORM OF PROXY, WHEN PROPERLY COMPLETED AND SIGNED CONFERS DISCRETIONARY AUTHORITY UPON THE PERSON INDICATED IN THE PROXY WITH RESPECT TO AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING. At the time of printing of the Circular, the Management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice and the Circular. If any matters which are not now known to the directors and senior officers of the Corporation should properly come before the Meeting, the persons named in the accompanying form of proxy will vote on such matters in accordance with their best judgment.

If you are a registered Shareholder, you may wish to vote by proxy whether or not you attend the Meeting. If you submit a proxy, you must complete, date and sign the proxy, and return it to the Corporation's registrar and transfer agent, Olympia Trust Company ("**Olympia**"), located at Suite 4500, 520 – 3rd Ave. SW, Calgary, Alberta T2P 0R3, Attention: Proxy Department, not less than 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(s) or postponement(s) thereof. The persons named in the accompanying form of proxy are directors and/or officers of the Corporation. **A Shareholder has the right to appoint a person or company (who need not be a Shareholder) other than the persons whose names appear in such form of proxy, to attend and act for and on behalf of such Shareholder at the Meeting and any adjournment(s) or postponement(s) thereof.**

The following voting options are available for registered Shareholders:

By Mail:	Olympia Trust Company PO Box 128, STN M, Calgary, AB T2P 2H6 Attention: Proxy Department
Hand Delivery:	Olympia Trust Company 4500, 520 – 3rd Ave. SW, Calgary, Alberta T2P 0R3 Attention: Proxy Department
By Facsimile:	(403) 668-8307
By Internet:	https://css.olympiatrust.com/pxlogin

Registered Shareholders will need to provide the 12-digit control number located on the proxy accompanying this Circular.

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation and have indicated their willingness to represent as proxy the shareholder who appoints them. Each shareholder may instruct his proxy how to vote his shares by completing the proxy form.

NOTICE AND ACCESS NOT USED

The Corporation has chosen not to use the "Notice-and-Access" provisions provided under National Instrument 54-101 for the delivery of meeting materials for this Meeting. Accordingly, this Management Information Circular, the accompanying form of proxy, and the annual financial statements (the "**Meeting Materials**") are being sent directly to all registered and beneficial shareholders via standard mail delivery.

Non-Registered Shareholders

Only registered Shareholders or duly appointed proxyholders are entitled to vote at the Meeting. A substantial number of Shareholders are non-registered Shareholders ("**Non-Registered Shareholders**") because the Common Shares they own are not registered in their names but are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRI's, RESP's and similar plans); or (b) in the name of a clearing agency, such as The Canadian Depository for Securities Limited, of which the Intermediary is a participant.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless the Non-Registered Shareholders have waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) Be given a proxy which has already been signed by an Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. This form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should otherwise properly complete the form of proxy and return it in accordance with the instructions provided in the proxy; or
- (b) More typically, be given a voting instruction form which is not signed by the Intermediary and which, when

properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "**Voting Instruction Form**" or "**VIF**"), which the Intermediary must follow.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. However, without specific voting instructions, Intermediaries and their agents and nominees are prohibited from voting shares for their clients. **Accordingly, each Non-Registered Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

Should a Non-Registered Shareholder who receives either a proxy or a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the Non-Registered Shareholder should strike out the names of the persons named in the Proxy or VIF and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided or, in the cases of a VIF, follow the corresponding instructions on the form. In addition, such Non-Registered Shareholders should register such proxyholder to allow such proxyholder to attend and participate in the Meeting.

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from intermediaries for the distribution of proxy-related materials directly to NOBOs.

These Meeting Materials are being sent to both registered and non-registered owners of the Common Shares. If you are a Non-Registered Shareholder, and the Corporation or its agent has sent these Meeting Materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. The Corporation intends to pay for Intermediaries to forward the Meeting Materials to OBOs.

Revocation of Proxy

If you are a registered Shareholder, you may change a vote you made by proxy by voting again by any of the means, and by the deadlines, described in the section above entitled "*Voting by proxy before the Meeting*". Your new instructions will revoke your earlier instructions.

If you are a registered Shareholder and you voted by proxy, you can revoke your voting instructions at any time up to and including the last business day preceding the day of the Meeting or any adjournment by (i) sending a notice in writing (from you or a person authorized to sign on your behalf) to Olympia Trust Company, Suite 4500, 520 – 3rd Avenue SW, Calgary, Alberta T2P 0R3; or (ii) any other manner permitted by law.

If you intend on attending and voting at the Meeting, voting at the Meeting will revoke your previous proxy.

If you are a Non-Registered Shareholder, contact your Intermediary to find out how to change or revoke your voting instructions and the timing requirements, or for other voting questions. Intermediaries may set deadlines for the receipt of revocation notices that are farther in advance of the Meeting than those set out above and, accordingly, any such revocation should be completed well in advance of the deadline prescribed in the proxy card or voting instruction form to ensure it is given effect at the Meeting.

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

Other than as set forth in this Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, directly or

indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of Common Shares without par value. As of the record date, being the close of business on September 9, 2026 (the "**Record Date**"), a total of 115,341,541 Common Shares were issued and outstanding. Each Common Share entitles the Shareholder of record to one vote at the Meeting.

The by-laws of the Corporation provide that a quorum for the transaction of business at any meeting of shareholders shall be two (2) or more shareholders present in person or represented by a duly appointed proxy 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(s) or postponement(s) thereof.

To the knowledge of the board of directors (the "**Board**") and executive officers of the Corporation, as at the Record Date, no person beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of the voting rights attached to the issued and outstanding Common Shares, except as detailed below.

Name	Number of Common Shares beneficially owned, controlled or directed, directly or indirectly	Percentage of Outstanding Common Shares
Sandro Antoni Torrieri	15,658,330 Common Shares	13.58%
David Feraco	11,787,830 Common Shares	10.22%

RECOMMENDATION OF THE BOARD

The Board unanimously recommends that each holder of Common Shares vote FOR all resolutions described in this Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. Financial Statements

The Board has approved the audited financial statements of the Corporation for the fiscal year ended December 31, 2025, together with the auditor's report thereon. Copies of these financial statements were mailed to all registered and beneficial shareholders via standard mail delivery are also available on the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR+**") at www.sedarplus.ca.

2. Set Number of Directors to be Elected

The Board currently consists of three (3) directors. The term of office for each of the present directors of the Corporation expires at the Meeting. It is proposed that the number of directors to be elected at the Meeting for the ensuing year be set at three (3) directors. At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, approve an ordinary resolution to fix the number of directors of the Corporation at three (3). **In the absence of contrary instructions, the persons named in the enclosed form of proxy will vote FOR fixing the number of directors to be elected at three (3).**

3. Election of Directors

At the Meeting, Management proposes to nominate the three (3) persons named below for election as directors of the Corporation.

The term of office of each of the present directors, being Michael Plotnikoff, Tim Maddigan and John McMullen will expire at the Meeting.

Management does not contemplate that any of these nominees will be unable to serve as a director, but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion. Each director elected will hold office until the next annual meeting of the Corporation or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Corporation or the *Business Corporations Act* (Alberta) ("**ABCA**").

The following table sets forth information concerning the three (3) Management nominees, as furnished by the individual nominees, as at the Record Date.

Name, Jurisdiction of Residence and Position with the Corporation	Principal occupation or employment and, if not a previously elected director, occupation during the past 5 years	Served as a Director Continuously Since	Number of Common Shares Beneficially Owned, Directly or Indirectly or Over Which Control or Discretion is Exercised ⁽¹⁾
Michael Plotnikoff ⁽²⁾ <i>Chief Executive Officer and Director</i> British Columbia, Canada	Former Chief Technology Officer and Chief Executive Officer of Lite Access Technologies Inc.	March 17, 2025	Nil
Tim Maddigan ⁽²⁾ <i>Director</i> Alberta, Canada	Corporate consultant.	March 7, 2025	Nil
John McMullen ⁽²⁾ <i>Director</i> Ontario, Canada	Consultant for private and public companies.	September 17, 2026	Nil

Notes:

(1) The information as to Common Shares beneficially owned, controlled or directed, directly or indirectly, is as of September 9, 2026.

(2) Member of the Audit Committee.

Advance Notice Provisions

The By-laws of the Corporation include advance notice provisions (the "**Advance Notice Provisions**"), which include, among other things, a provision that requires that advance notice be given to the Corporation in circumstances where nomination of persons for election to the Board are made by Shareholders. The Advance Notice Provisions set a deadline and the proper written form by which Shareholders must submit nominations (a "**Notice**") for the election of directors to the principal office of the Corporation prior to any annual or special meeting of Shareholders. In the case of an annual meeting of Shareholders, the Notice to the Corporation must be made not less than thirty (30) days prior to the date of the annual meeting of Shareholders; provided, however, that in the event that the annual meeting of Shareholders is to be held on a date that is less than fifty (50) days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the nominating Shareholder may be given not later than the close of business on the tenth (10th) day following the Notice Date. In the case of a special meeting of the Shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date

of the special meeting of Shareholders was made.

Corporate Cease Trade Orders

To the knowledge of the Corporation, no proposed director of the Corporation is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company that:

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

Bankruptcy and Insolvency

To the knowledge of the Corporation, no proposed director of the Corporation:

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

Penalties and Sanctions

To the knowledge of the Corporation, no proposed director of the Corporation 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.

Holders of Common Shares can vote for all of the proposed nominees for directors of the Corporation, vote for some of the proposed nominees and withhold for others, or withhold from voting for all or any of the proposed nominees. **Unless a Shareholder directs that his, her or its Common Shares be otherwise voted or withheld from voting in connection with the election of directors, the management designees named in the enclosed form of proxy intend to vote such proxies FOR the election of the three nominees whose names are set forth above.**

4. Re-Appointment and Remuneration of Auditor

At the Meeting, Shareholders will be asked to vote for the re-appointment of MNP LLP, Chartered Professional Accountants, as the auditors of the Corporation until the next annual general meeting of Shareholders, based on the recommendation of the Audit Committee and the Board, and to authorize the Board to fix the remuneration of the auditor.

MNP LLP has been the auditor of the Corporation since June 29, 2021.

Unless a Shareholder directs that his, her or its Common Shares be withheld from voting in connection

with the re-appointment of MNP LLP, the management designees named in the enclosed form of proxy intend to vote such proxies FOR the re-appointment of MNP LLP as the auditor of the Corporation and to authorize the directors to fix the remuneration of the auditor.

5. Approval of Incentive Stock Option Plan

At the Meeting, the Corporation wishes to have Shareholders ratify and confirm the existing incentive stock option plan (the "**Stock Option Plan**"). A summary of the material provisions of the Stock Option Plan is set forth below. The Board believes that the Stock Option Plan is in the Corporation's best interests and recommends that the Shareholders approve the Stock Option Plan.

Stock Option Plan Summary

The purposes of the Stock Option Plan, among other things, are to (i) enable the Corporation and any of its successors or affiliates to attract and retain the types of employees, consultants, officers, and directors who will contribute to the Corporation's long-term success; (ii) provide incentives that align the interests of employees, consultants, officers and directors with those of the security holders of the Corporation; and (iii) promote the success of the Corporation's business.

Under the rules of the Exchange, the Stock Option Plan must be approved on an annual basis.

Administration

The Stock Option Plan shall be administered by the Board, or a committee of the Board, who shall, subject to applicable law, the policies of the TSX-V and provisions of the plan, have the authority, among other things, to interpret and administer the plan, determine when awards are to be granted under the plan and the number of Common Shares subject to each award, to determine the terms and conditions of such awards, and to make certain decisions with respect to outstanding awards in the event of a change of control or other event triggering the adjustment provisions under the plan.

Shares Subject to the Stock Option Plan

The Stock Option Plan is a "rolling up to 10%" plan, which, subject to the adjustment provisions provided for therein, provides that the aggregate maximum number of Common Shares that may be issued upon the exercise or settlement of Options granted under the Stock Option Plan ("**Options**") shall not exceed ten percent (10%) of the Corporation's total issued and outstanding Common Shares as at the time of the applicable Option grant.

The Stock Option Plan will be considered an "evergreen" plan, and the Common Shares covered by Options which have been exercised shall be available again for subsequent grants under the Stock Option Plan; and any awards that have been cancelled, terminated, surrendered, forfeited or expired without being exercised, and pursuant to which no securities have been issued, may continue to be issuable under the Stock Option Plan.

Eligibility and Limits and Restrictions on Awards

The Stock Option Plan allows the Corporation to grant Options to directors, officers, employees, consultants to the Corporation or any subsidiary of the Corporation and to any individual employed by a company providing management services to the Corporation, or subsidiary, which services are required for the ongoing successful operation of the business enterprise of the Corporation or subsidiary.

In accordance with the insider participation limits and restrictions of TSX-V Policy 4.4, the Stock Option Plan provides that:

- The maximum aggregate number of Common Shares that are issuable pursuant to Options, and all other security-based compensation, granted or issued to insiders (as a group) must not exceed 10% of the issued and outstanding Common Shares at any point in time, unless "disinterested" shareholder approval is obtained.
- The maximum aggregate number of Common Shares that are issuable pursuant to Options, and all other

security based compensation, granted or issued in any 12-month period to Insiders (as a group) must not exceed 10% of the issued and outstanding Common Shares, calculated as at the date any Option or other security based compensation is granted or issued to any Insider, unless "disinterested" shareholder approval is obtained.

Furthermore, in accordance with TSX-V Policy 4.4, the Stock Option Plan provides that:

- The maximum aggregate number of Common Shares issuable pursuant to Options, and all other security based compensation, grants to any one Person in any 12-month period must not exceed 5% of the issued and outstanding Common Shares, calculated on the date the Option or other security based compensation is granted or issued to the Person, unless "disinterested" shareholder approval is obtained.
- The maximum aggregate number of Common Shares issuable pursuant to Options, and all other security-based compensation, granted to any one Consultant in any 12-month period must not exceed 2% of the issued and outstanding Common Shares, calculated on the date of grant or issuance.
- The aggregate number of Options granted to all persons employed to provide investor relations activities must not exceed 2% of the issued and outstanding Common Shares of the Corporation in any 12-month period.

Option Provisions

Each Option granted under the Stock Option Plan shall be evidenced by an award agreement, which shall include provisions, in substance, as follows:

- No Option shall be exercisable after the expiration of 10 years from the grant date or such shorter period as set out in the applicable award agreement, unless the Option was set to expire during, or within ten business days immediately following, a blackout period, in which case they shall expire on the tenth business day after the immediately following the end of the blackout period.
- The exercise price each Option shall be fixed by Board (or committee thereof) and shall not be less than (i) 100% of the fair market value of the Common Shares as of the grant date; or (ii) if the Common Shares are listed on the TSX-V, the discounted market price, subject to all applicable regulatory requirements.
- A vested Option or any portion thereof may be exercised by the holder by delivering to the Corporation a notice of exercise, signed by the holder or, their legal personal representative, accompanied by payment in full of the aggregate Exercise Price and any applicable withholding taxes.
- Subject to applicable laws, the policies of the TSX-V, and the provisions of the plan, the Board (or committee thereof) may determine the vesting provisions of each award. Options may vest in instalments and the vesting provisions of individual Options may vary. No Option may be exercised for a fraction of a Common Share. Acceleration of the vesting of Options may, but need not, be accelerated on the occurrence of certain event specified under the plan.

The following summarizes the impact of certain events upon the rights of holders of Options under the Stock Option Plan:

- *Termination for Cause* – unless otherwise determined, all vested and unvested Options shall expire and terminate immediately.
- *Disability or Leave of Absence* – unless otherwise provided in an award agreement, Options shall continue to vest in accordance with their terms and may be exercised at any time until the expiry date.
- *Death* – unless otherwise provided in an award agreement, Options shall continue to vest in accordance with their terms and may be exercised at any time prior to the earlier of the expiry date and the one-year

anniversary of the holder's death.

- *Retirement* – unless otherwise provided in an award agreement, Options shall continue to vest in accordance with their terms and may be exercised at any time prior to the earlier of (i) the expiry date of the Option and (ii) the third anniversary of the holder's retirement.
- *Resignation* – unless otherwise provided in an award agreement, all unvested Options shall expire immediately and the vested portion of any Option may be exercised at any time prior to the earlier of (i) the expiry date of the Option and (ii) the 60th day following the holder's resignation.
- *Termination without Cause* – unless otherwise provided in an award agreement, Options shall continue to vest in accordance with their terms and may be exercised at any time prior to the earlier of (i) the expiry date of the Option and (ii) the 60th day after the holder's termination.
- *Termination following Change of Control* – unless otherwise provided in an award agreement, if a change of control occurs and (i) the holder's employment is terminated within 180 days of, and in connection with, the change of control, other than for cause or (ii) the holder is constructively dismissed due to an event arising within the 180 days of the change of control, the Options shall become fully vested and may be exercised prior to the earlier of (A) the expiry date of the Option and (B) 90 days after the termination or dismissal.
- Any Options issued to a person providing investor relations activities must vest in stages over 12-months with no more than 25% vesting in any three-month period.

Net Exercise

The Stock Option Plan provides for the Net Exercise (as defined below) of Options in accordance with certain requirements of TSX-V Policy 4.4. A participant may elect to exercise an Option, in whole or in part, on a "net exercise" ("**Net Exercise**") basis. In connection with a Net Exercise of Options, a participant would receive Common Shares equal in value to the difference between the Option price and the fair market value of the Common Shares on the date of exercise, computed in accordance with the Stock Option Plan.

Acceleration and Amendment Provisions

Pursuant to the Stock Option Plan, any Options issued to a person providing investor relations activities must vest in stages over 12 months with no more than 25% vesting in any three-month period.

Under the Stock Option Plan, the following amendments will require shareholder approval:

- (a) any amendment to increase the maximum number of Common Shares, except as for adjustments in changes in capital as set out in Section 9 of the Stock Option Plan;
- (b) any amendment that extends the expiry date, redemption date or settlement date, as applicable, of any award to later than ten (10) business days after the expiry of the blackout period;
- (c) any amendment that would result in the Exercise Price for any Option granted under the plan being lower than:
 - (i) the fair market value at the grant date of the Option; or
 - (ii) if the Common Shares are listing on the TSX-V, the discounted market price;
- (d) any amendment to remove or to exceed the insider participation limits;
- (e) any amendment that reduces the Exercise Price of an Option or permits the cancellation and reissuance of an Option or other entitlement, in each case, except as permitted under the plan;
- (f) any amendment extending the term of an Option beyond the original expiry date, except as otherwise

provided;

- (g) any amendment to the amendment provisions;
- (h) any amendment that would allow for the transfer or assignment of awards, other than for normal estate settlement purposes; and
- (i) amendments required to be approved by security holders under applicable law (including the rules, regulations and policies of the TSX-V).

At all times when the Corporation is listed on the TSX-V, the shareholder approval referred to above must be obtained on a "disinterested" basis in compliance with the applicable policies of the TSX-V.

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, pass, with or without variation, the following ordinary resolution to renew, approve, and confirm the Stock Option Plan (the "**Option Plan Resolution**"):

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The incentive stock option plan (the "**Stock Option Plan**") of Agereh Technologies Inc. (the "**Corporation**") as described in the management information circular of the Corporation dated October 8, 2026, is hereby ratified and confirmed, subject to acceptance by the TSX Venture Exchange (the "**TSX-V**").
2. All unallocated options to acquire common shares of the Corporation, rights or other entitlements available under the Stock Option Plan are hereby approved and authorized.
3. The board of directors of the Corporation on behalf of the Corporation is authorized and directed to make any changes to the Stock Option Plan as may be required by regulatory authorities, including the TSX-V, without further approval of the shareholders of the Corporation, in order to ensure the adoption of the Stock Option Plan.
4. Any one director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to execute and deliver all documents and instruments and take such other actions as such director or officer may determine to be necessary or desirable to implement this ordinary resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions."

In order to be adopted, the Option Plan Resolution must be passed by the affirmative vote of a majority of the votes cast by Shareholders at the Meeting.

In order to be passed, the above ordinary resolution must be approved by a majority of the aggregate votes cast by the holders of Common Shares at the Meeting. Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form FOR the approval of the Option Plan Resolution. The directors of the Corporation recommend that Shareholders vote FOR the approval of the Option Plan Resolution.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate

governance practices for reporting issuers.

Additionally, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**") and Policy 3.1 *Directors, Officers, Other Insiders & Personnel and Corporate Governance* of the TSX Venture Exchange Manual set out a series of guidelines to address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted.

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders and has reviewed the Corporation's corporate governance practices in light of these guidelines. A description of the Corporation's corporate governance practices is set out below.

Board of Directors

The Board is currently comprised of three directors and it is proposed that three directors will be nominated at the Meeting.

NI 58-201 recommends that the board of directors of every listed company should consist of a majority of individuals who qualify as "independent" directors under National Instrument 52-110 – Audit Committees ("**NI 52-110**"), which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

If the proposed directors are elected at the Meeting, the Board will consist of Michael Plotnikoff, Tim Maddigan and John McMullen, two of whom are considered "independent", within the meaning of NI 52-110, being Tim Maddigan and John McMullen. Mr. Plotnikoff is not independent as he is the President and Chief Executive Officer of the Corporation.

In the recently completed period, the Board was, and currently is, comprised of a majority of independent directors. In order to facilitate its exercise of independent judgment in carrying out its responsibilities, if necessary, the independent directors may meet without the presence of the non-independent directors. During the last completed period, the independent directors did not hold regularly scheduled meetings at which non-independent directors were not in attendance. Open and candid discussion is encouraged among the independent directors and, pursuant to the Board's mandate, directors, in discharging their duties of care and loyalty, are expected to exercise their business judgment to act reasonably and in the best interests of the Corporation.

The Board is responsible for the stewardship of the Corporation, including responsibility for strategic planning, identification of the principal risks of the Corporation's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Corporation's internal control and management information systems.

The Board sets long-term goals and objectives for the Corporation and will formulate the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board may delegate the responsibility for managing the day-to-day affairs of the Corporation to senior management but will retain a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Corporation and its business. Additionally, the Board is responsible for protecting Shareholders' interests and ensuring that the incentives of the Shareholders and of management are aligned.

Directorships

At present, the directors of the Corporation do not serve as directors of any other reporting issuers.

Orientation and Continuing Education

While the Corporation does not currently have a formal orientation and education program for new recruits to the

Board, the Corporation strives to provide such orientation and education on an informal basis. As new directors have joined the Board, management has provided these individuals with corporate policies, historical information about the Corporation, as well as information on the Corporation's performance and its strategic plan with an outline of the general duties and responsibilities entailed in carrying out their duties.

The Board believes that these procedures have proved to be a practical and effective approach in light of the Corporation's particular circumstances, including the size of the Corporation, limited turnover of the directors and the experience and expertise of the members of the Board.

No formal continuing education program currently exists for the directors of the Corporation. The Corporation encourages directors to attend, enroll or participate in courses and/or seminars dealing with financial literacy, corporate governance and related matters. Each director of the Corporation has the responsibility for ensuring that he maintains the skill and knowledge necessary to meet his obligations as a director.

Ethical Business Conduct

The Board adopted a written code of business conduct and ethics for its directors, officers, employees, and contractors (the "Code") and is responsible for monitoring compliance with the Code. The Board takes appropriate measures to exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer may have a material interest. Where appropriate, directors will abstain from portions of board or committee meetings to allow independent discussion of points in issue.

A copy of the Code is available on the Corporation's website at www.agereh.com.

Assessment of Directors

The Board does not have a formal process for assessing the performance of the Board, its Committees or individual directors. However, given the size of the Board, all members contribute effectively and have an excellent working relationship and attendance record.

Nomination of Directors

The Corporation may use various sources in order to identify the candidates for the Board, including its own contacts and the references of other directors, officers, advisors of the Corporation and executive placement agencies. The Board selects nominees for election to the Board, after having carefully reviewed and assessed the professional competencies and skills, personality and other qualities of each proposed candidate, including the time and energy that the candidate can devote to the task, and the contribution that the candidate can bring to the Board.

Compensation

The Board does not currently have a separate compensation committee. The Board will conduct a yearly review of directors' compensation having regard to various reports on current trends in directors' compensation and compensation data for directors of issuers of comparative size to the Corporation. Given the size of the Corporation, it is difficult to adequately compensate directors for their time, effort and diligence. As such, compensation of the Board is currently comprised of Options granted from time to time under the Stock Option Plan of the Corporation.

Additional information regarding the compensation of directors, as well as information regarding the compensation of the CEO and CFO, is included in this Circular under the section entitled "Statement of Executive Compensation".

Other Board Committees

The Corporation has established the Audit Committee. There are no other committees of the Board.

AUDIT COMMITTEE INFORMATION

NI 52-110 requires the Audit Committee of the Corporation (the "**Audit Committee**") to meet certain requirements in respect of responsibilities, composition and authority. NI 52-110 also requires the Corporation to disclose certain information regarding the Audit Committee as described herein.

Audit Committee Charter

The Audit Committee Charter sets out its responsibilities and duties, qualifications for membership, procedures for committee member removal and appointment and reporting to the Board. A copy of the charter is attached to this Circular as Schedule "A".

Composition of the Audit Committee

The Audit Committee is currently comprised of three directors of the Corporation: Michael Plotnikoff, Tim Maddigan and John McMullen, all of which are independent members of the Board, except Michael Plotnikoff as his position as the Chief Executive Officer of the Corporation.

Relevant Education and Experience

Each member of the Audit Committee has experience relevant to his or her responsibilities as an Audit Committee member and is financially literate as such term is defined in NI-52-110.

Audit Committee Oversight

The purpose of the Audit Committee is to provide a structured, systematic oversight of the Corporation's financial reporting, risk management, and internal control practices. The Audit Committee assists the Board and management by providing advice and guidance on the adequacy of the Corporation's initiatives for:

- (a) Financial statements and public accountability reporting;
- (b) Internal control framework;
- (c) Risk management; and
- (d) Oversight of the internal audit activity, external auditors, and other providers of assurance.

In broad terms, the Audit Committee reviews each of the items noted above and provides the Board with independent advice and guidance regarding the adequacy and effectiveness of management's practices and potential improvements to those practices.

At no time since the commencement of the Corporation's most recently completed financial year did the Board decline to adopt a recommendation of the Audit Committee, or to nominate/compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Corporation's most recently completed financial year:

- (a) no recommendation of the Audit Committee to nominate or compensate an external auditor was not adopted by the Board;
- (b) the Corporation has not relied on any exemption from NI 52-110;

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

Pre-Approval Policies and Procedures

The Audit Committee shall pre-approve all non-audit services to be provided to the Corporation by the Corporation's independent external auditors and shall establish a pre-approval policy to do so.

External Auditor Service Fees (by category)

MNP LLP was appointed as the Corporation's external auditors on June 29, 2021. The aggregate fees billed and estimated to be billed by the external auditors for the last two fiscal years is set out in the table below.

Financial Year Ending	Audit Fees (1)	Audit Related Fees (2)	Tax Fees (3)	All Other Fees
December 31, 2025	47,000	NIL	NIL	NIL
December 31, 2024	45,000	NIL	NIL	NIL

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

Exemption for Venture Issuers

The Corporation is a "venture issuer" as defined in NI 52-110 and is relying on the exemptions contained in Section 6.1 of NI 52-110, which exempts the Corporation from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

STATEMENT OF EXECUTIVE COMPENSATION

The following Statement of Executive Compensation is prepared in accordance with National Instrument Form 51-102F6. The purpose of this Statement of Executive Compensation is to provide disclosure of all compensation earned by directors and certain executive officers in connection with their position as a director or officer of the Corporation.

Named Executive Officers

For the purpose of this Circular, a Named Executive Officer ("**NEO**") of the Corporation means each of the following individuals:

- (a) CEO of the Corporation;
- (b) the CFO of the Corporation;
- (c) each of the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than CAD \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, 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, nor acting in a similar capacity, at the end of that financial year.

For the financial year ended December 31, 2025, the Corporation had two NEO's being Kenneth Brizel, being the former Chief Executive Officer, and Joanna Hampton, being the former Chief Financial Officer.

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation's executive compensation objectives and processes and to discuss compensation decisions relating to its NEO's listed in the Summary Compensation table below.

Objectives of the Compensation Program

Executive officer compensation is determined by the Board, based in part on recommendations from the CEO. The Board recognizes the need to provide a compensation package that will attract and retain qualified and experienced executives, as well as align the compensation level of each executive to that executive's level of responsibility.

The Board believes that the Corporation's compensation plan is consistent with the companies it competes with for talent. The objectives of the Corporation's compensation policies and practices include the following:

- attracting and retaining highly qualified individuals;
- creating among directors, officers, consultants and employees, a corporate environment which will align with their interests with those of the Shareholders; and
- ensuring competitive compensation that is also affordable for the Corporation.

The compensation program is designed to provide competitive levels of compensation. The Corporation recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, the Corporation's directors and officers may receive compensation that currently comprises two components:

- base salary, wages or contractor payments;
- Options pursuant to the Stock Option Plan.

The objectives and reasons for this system of compensation are to allow the Corporation to remain competitive compared to its peers in attracting experienced personnel while taking into account the constraints that the Corporation is under by virtue of the fact that it is a newly listed technology company without a history of earnings. The salaries are set on the basis of a review and comparison of salaries paid to executives at similar companies.

Base Salary and Benefits

The objectives of the base salary are to provide compensation in accordance with market value, and to acknowledge the competencies and skills of individuals. The base salary paid to NEO's is reviewed annually by the Board as part of the annual review of executive officers. The decision whether to grant an increase to the executive's base salary and the amount of any such increase is ultimately in the sole discretion of the Board.

Other components of compensation may include personal benefits as determined by the Board and that are consistent with the overall compensation strategy. There is no formula for how personal benefits are utilized in the total compensation package. The Corporation does not provide any pension or retirement benefits to its executive officers.

Stock Option-Based Awards

The Stock Option Plan is administered by the Board and is designed to give each award holder an interest in

preserving and maximizing shareholder value in the long term, to enable the Corporation to attract and retain individuals with experience and ability and to reward individuals for current performance and expected future performance. The Board has the sole discretion to determine the key employees to whom it recommends that grants of awards be made and to determine the terms of the awards forming part of such grant.

The Board, including the President & CEO, prepare recommendations on the allocation of awards Any grant by and any determination made by the Board requires a vote of majority approval by the Board.

Table of Compensation Excluding Compensation Securities

The following table is a summary of annual compensation paid to the Directors and NEO's for the Corporation's two most recently completed financial years. The Corporation does not currently have and does not intend to implement any pension plan or other arrangement for cash or non-cash compensation for its directors. Directors of the Corporation do not receive any compensation other than Options under the Stock Option Plan.

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	All other Compensation (\$)	Total Compensation (\$)
Michael Plotnikoff ⁽¹⁾ <i>Chief Executive Officer and Director</i>	2025	Nil	Nil	Nil
	2024	Nil	Nil	Nil
Tim Maddigan <i>Director</i>	2025	Nil	Nil	Nil
	2024	Nil	Nil	Nil
John McMullen <i>Director</i>	2025	Nil	Nil	Nil
	2024	Nil	Nil	Nil
Kenneth Brizel ⁽²⁾ <i>Chief Technology Officer Chief Revenue Officer, Former Chief Executive Officer, Former Director</i>	2025	\$30,000	Nil	\$30,000
	2024	Nil	Nil	Nil
Sandro Torrieri ⁽³⁾ <i>Former Chief Executive Officer Director</i>	2025	Nil	Nil	Nil
	2024	Nil	Nil	Nil
Joanna Hampton ⁽⁴⁾ <i>Former Chief Financial Officer</i>	2025	Nil	Nil	Nil
	2024	Nil	Nil	Nil

Notes:

- (1) Michael Plotnikoff was appointed Chief Executive Officer of the Corporation on September 18, 2026. Mr. Plotnikoff did not receive any compensation other than stock options as outlined in the following table, Compensation Securities.
- (2) Kenneth Brizel was appointed President and Chief Executive Officer of Agereh Technologies Inc. effective July 25, 2025.
- (3) Sandro Torrieri resigned as President and Chief Executive Officer on March 17, 2025. Mr. Torrieri did not receive any compensation other than stock options as outlined in the following table, Compensation Securities.
- (4) Consulting fees received through Ms. Hampton's professional corporation, Allan Welsh & Company Professional Corporation, for accounting services rendered in 2024 and 2025. However, Joanna Hampton, in her individual capacity as CFO did not receive any compensation.

Stock Options and Other Compensation Securities and Instruments

During the financial year ended December 31, 2025, the following table of compensation securities provides a summary of all compensation securities granted to, or issued by the Corporation to each NEO and directors of the Corporation.

Director and NEO Compensation Securities							
Name and position	Type of security	Number of compensation securities, number of underlying securities, and percentage of Class ⁽¹⁾	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 ⁽²⁾
Michael Plotnikoff, <i>Chief Executive Officer and Director</i>	Stock Options	100,000 0.087%	November 20, 2025	\$0.12	\$0.13	\$0.105	November 30, 2030
Tim Maddigan <i>Director</i>	Stock Options	100,000 0.087%	November 20, 2025	\$0.12	\$0.13	\$0.105	November 30, 2030
Kenneth Brizel <i>CTO, CRO, Former CEO, Former Director</i>	Stock Options	100,000 0.087%	November 20, 2025	\$0.12	\$0.13	\$0.105	November 30, 2030
James Plumptre, <i>Former Director</i>	Stock Options	100,000 0.087%	November 20, 2025	\$0.12	\$0.13	\$0.105	November 30, 2030

Notes:

- (1) Based on 115,341,541 common shares issued and outstanding as of the Record Date, being September 9, 2026.
- (2) Expiry date is subject acceleration in the event of resignation pursuant to the terms of the Stock Option Plan.

Exercise of Compensation Securities by Directors and NEOs

No compensation securities were exercised by the NEOs or directors during the most recently completed financial year ended December 31, 2025.

Pension Plan Benefits

The Corporation does not maintain any pension plans, and none are proposed at this time.

Employment Agreements and Termination and Change of Control Benefits

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

Directors' and Officers' Insurance

During the financial year ended December 31, 2025, the Corporation participated in directors' and officers' liability insurance coverage of \$1,000,000 for the benefit of all the directors and officers of the Corporation in such capacity and as a group. The premium cost paid by the Corporation for directors' and officers' liability insurance for this period was \$28,500. The coverage contains a deductible of \$10,000 payable by the Corporation for any loss.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding compensation plans, previously approved by Shareholders, under which securities of the Corporation are authorized for issuance in effect as of the end of the Corporation's most recently completed financial year ended December 31, 2025:

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans
Stock options under equity compensation plans approved by shareholders ⁽¹⁾	6,195,000	\$0.45	5,339,154

Note:

(1) The Corporation's maximum number of securities available for issue under the Stock Option Plan is 10% of the issued and outstanding Common Shares of the Corporation or 11,534,154 (10% of 115,341,541). As of December 31, 2025, stock options to purchase an aggregate of 6,195,000 Common Shares were outstanding, representing approximately 5.37% of the issued and outstanding Common Shares on such date; As a result, stock options under the Corporation's Stock Option Plan to purchase/receive a total of 5,339,154 Common Shares, representing approximately 4.63% of the total issued and outstanding Common Shares, were available for grant as of December 31, 2025.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer or senior officer of the Corporation, or proposed nominees for election as directors or associates of such persons, is indebted to the Corporation or to any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than has set out herein, to the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended December 31, 2025, or has any interest in any material transaction in the current year other than as set out herein.

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

Other than as set forth herein, the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who:

- (a) has acted as a director or executive officer of the Corporation or a subsidiary of the Corporation since the beginning of the Corporation's most recently completed financial year;
- (b) is a proposed nominee for election as a director of the Corporation; or
- (c) is an associate or affiliate of any of the persons listed directly above in (i) and (ii),

in any matter to be acted upon at the Meeting other than the election of directors or the appointment of the auditor.

MANAGEMENT CONTRACTS

No management functions of the Corporation or any of its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Corporation or subsidiaries, except as disclosed herein.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on SEDAR+ at www.sedarplus.ca. Shareholders may also contact the Corporation at 14809 111 Avenue NW, Edmonton, Alberta T5M 2P3.

Financial information is provided in the Corporation's comparative financial statements and Management's Discussion & Analysis for its most recently completed financial year ended December 31, 2025, which are filed on SEDAR+ at www.sedarplus.ca.

APPROVAL AND CERTIFICATION

The contents and the sending of the Notice and this Circular have been approved by the Board of Directors of the Corporation.

DATED this 8th day of October, 2026.

**ON BEHALF OF THE BOARD OF DIRECTORS
OF AGEREH TECHNOLOGIES INC.**

Signed *"Mike Plotnikoff"*

**Mike Plotnikoff
Chief Executive Officer**

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

AGEREH TECHNOLOGIES INC.

CHARTER OF THE AUDIT COMMITTEE

1. PURPOSE

The purpose of the audit committee (the "**Committee**") of the board of directors (the "**Board**") of Agereh Technologies Inc. (the "**Company**") is to:

- (a) assist the Board in fulfilling its responsibility to oversee the Corporation's accounting and financial reporting processes and audits of the Corporation's financial statements;
- (b) review the Company's financial reports and other financial information, disclosure controls and procedures and internal accounting and financial controls;
- (c) review the Company's annual and interim financial statements, management's discussion and analysis and news releases relating to the financial performance, financial position or analysis thereon before public release;
- (d) serve as an independent and objective party to monitor the Company's financial reporting processes and internal control systems;
- (e) recommend to the Board the appointment of the external auditors, to be approved by the shareholders, as well as the compensation and retention (and where appropriate, replacement) of the external auditors;
- (f) oversee the work of the external auditor in preparing or issuing an audit report or related work, monitor the independence of the external auditor and pre- approve all auditing services and permitted non-audit services provided by the external auditor;
- (g) receive direct reports from the external auditor and resolve any disagreements between management and the external auditor regarding financial reporting;
- (h) review the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company; and
- (i) carry out the specific responsibilities set forth below in furtherance of this stated purpose.

2. COMPOSITION AND TERM

Committee members shall be appointed by the Board and shall serve at the pleasure of the Board. Any member of the Committee may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. The Board shall designate one member as chair of the Committee (the "**Chair**").

The Committee shall be comprised of three or more directors, the majority of whom shall be "independent" and "financially literate", as required by and defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), subject to any exceptions permitted under NI 52-110.

3. MANDATE AND RESPONSIBILITIES

The Committee's role is one of oversight of the integrity of the Company's accounting and financial reporting processes, including internal controls over financial reporting and disclosure control procedures. It is recognized that the Company's management is responsible for preparing the financial statements and notes thereto and that the Company's external auditor is ultimately accountable to the Board and the Committee, as representatives of the shareholders and other stakeholders, for providing an audit opinion on the financial statements and notes.

The mandate and responsibilities of the Committee are as follows:

- (a) Appointment of external auditor. The Committee shall have direct responsibility for overseeing the independence of the external auditor, recommending the appointment, compensation, retention (and where appropriate, replacement), and oversight of the work of any accounting firm selected to be the Company's external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, and to review the performance of the external auditors.
- (b) Appointment of Chief Financial Officer and internal auditor. The Committee shall participate in the identification of candidates for the positions of Chief Financial Officer and the manager of the Company's internal auditing function, if any, and shall advise management with respect to the decision to hire a particular candidate.
- (c) Accounting policies. The Committee shall review periodically with management and the external auditor the quality, as well as acceptability, of the Company's accounting policies, and discuss with the external auditor how the Company's accounting policies compare with those in the industry. The Committee shall discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles, including all critical accounting policies and estimates used, any alternate treatment of financial information that have been discussed with management, the consequences of use of such alternative treatments and the auditor's preferred treatment, as well as any other material communications with management.
- (d) Pre-approval of all audit services and permitted non-audit services. The Committee shall approve, in advance, all audit services and all permitted non-audit services to be provided to the Company by the external auditor, together with approval of the engagement letter for all non-audit services and estimated fees thereof; provided that any non-audit services performed pursuant to an exception to the pre-approval requirement permitted by applicable securities regulators shall not be deemed unauthorized and as permitted under the rules of professional conduct of the Chartered Professional Accountants of Alberta.
- (e) Annual audit. In connection with the annual audit of the Company's financial statements, the Committee shall:
 - (i) request from the external auditor a formal written statement outlining all relationships between the external auditor and the Company;
 - (ii) discuss with the external auditor any disclosed relationships and their impact on the external auditor's objectivity and independence, and take appropriate action to oversee the independence of the external auditor;

- (iii) approve the selection and the terms of the engagement of the external auditor;
 - (iv) review with management and the external auditor the audited financial statements to be filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR+**") and review and consider with the external auditor the matters required to be discussed under applicable statements of auditing standards;
 - (v) perform the procedures set forth under the heading "Financial reporting procedures" below with respect to the annual financial statements;
 - (vi) review with the Company's counsel, external auditors and management any legal or regulatory matter that could have a significant impact on the Company's financial statements;
 - (vii) review and make recommendations with respect to any litigation, claim or contingency that could have a material effect upon the financial position of the Company and the appropriateness of the disclosure thereof in the documents reviewed by the Committee; and
 - (viii) review with management and the external auditor the Company's critical accounting policies and estimates.
- (f) Financial reporting procedures. In connection with the Committee's review of each reporting of the Company's annual financial information, the Committee shall:
- (i) discuss with the external auditor whether all material correcting adjustments identified (if any) by the external auditor in accordance with IFRS and the rules of the applicable securities regulators, as may be amended from time to time, are reflected in the Company's financial statements;
 - (ii) review with the external auditor all material communications between the external auditor and management, such as any management letter or schedule of unadjusted differences (if any);
 - (iii) review with management and the external auditor any significant financial or other arrangements of the Company which do not appear on the Company's financial statements and any transactions or courses of dealing with third parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are relevant to an understanding of the Company's financial statements; and
 - (iv) resolve any disagreements, if any, between management and the external auditor regarding financial reporting.
- (g) Review of Interim Financial Statements and related documents. The Committee shall review the interim financial statements and related management's discussion and analysis with the auditor and management, and if satisfied that the interim financial statements and related management's discussion and analysis meet the applicable accounting and legal standards, recommend to the Board that it approve the interim financial statements and accompanying management's discussion and analysis.

- (h) Review of Other Documents. The Committee shall ensure all material public documents relating to the financial performance, financial position or analysis thereon are reviewed by the Committee or another appropriate committee, as designated by the Board. Such documents would include, but not be limited to, interim financial statements and the annual information form (if any). In certain cases, involving timing constraints to file disclosure documents, the Committee may designate the responsibility for review to any two members of the Committee. The Committee shall review and monitor practices and procedures adopted by the Company to ensure compliance with applicable listing requirements, laws, regulations and other rules, and where appropriate, make recommendations or reports thereon to the Board.
- (i) Insurance coverage. The Committee shall review and make recommendations regarding insurance coverage (annually or as may be otherwise appropriate).
- (j) Charter. The Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

4. MEETINGS AND PROCEDURES

4.1 Meetings

The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure at such meetings shall be determined by the Chair. The Committee shall meet as many times as it considers necessary to carry out its responsibilities effectively and shall, in any event, meet at least once per quarter.

4.2 Quorum

Unless otherwise determined by the Committee, two or more members of the Committee shall constitute a quorum.

4.3 Attendance

The Committee may invite such officers, directors or employees of the Company, external auditors, insurance agents and brokers, financial, technical or legal advisors, or other persons as it sees fit, from time to time, to attend at meetings of the Committee and to assist in the discussion of matters being considered by the Committee.

4.4 Chair

The Chair shall preside at all meetings of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised. In case of an equality of votes on any matter voted on by the Committee, the Chair shall have a second casting vote.

4.5 Decisions

Decisions of the Committee (by way of majority votes) shall be evidenced by resolutions passed at meetings of the Committee and recorded in the minutes of such meetings or by an instrument in writing signed by all of the members of the Committee.

4.6 Secretary and Minutes

The Chair shall appoint a secretary for each meeting to keep minutes of such meeting. The minutes of the Committee will be in writing and duly entered into the books of the Company. The minutes of the Committee will be circulated to all members of the Board, redacted as may be determined necessary by the Chair to remove any sensitive personnel information not otherwise material to the Board.

4.7 Authority to Engage Advisors

The Committee shall have the authority to engage, at the expense of the Company, such outside advisors as it determines necessary or advisable to carry out its duties, including legal, financial, tax, technical and accounting advisors, and establish the compensation of such advisors.

4.8 Reporting to the Board

The Committee shall report to the Board on such matters and questions relating to the mandate and activities of the Committee as the Committee may deem appropriate or as the Board may from time to time request or refer to the Committee.

4.9 Complaints

Any issue of significant financial misconduct shall be brought to the attention of the Committee for its consideration. In this regard, the Committee shall establish and maintain procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

5. RESOURCES AND AUTHORITY

The Committee is granted all authority required by NI 52-110, including without limitation the authority to:

- (a) investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company;
- (b) engage independent legal, tax, accounting or other advisors to obtain such advice and assistance as the Committee determines necessary to carry out its duties and set and pay the compensation for any advisors so engaged; and
- (c) communicate directly with the external auditors (and internal auditors, if any).

The Committee may request any officer or employee of the Company or the Company's counsel or other advisors to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee. The Company shall provide the Committee all appropriate funding, as determined by the Committee, for payment of compensation to any such advisors and any external auditor, as well as for any ordinary administrative expenses of the Committee that it determines are necessary or appropriate in carrying out its responsibilities.

This Charter is not intended to give rise to civil liability or legally binding obligation on the part of the Committee, the Company or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

Effective Date: August 3, 2021