

**NOTICE OF AVAILABILITY OF PROXY MATERIALS
AND
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Date: Wednesday, July 22, 2026
Time: 10:00 AM (Pacific Time)**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Shares**”) of North America Home Finance Inc. (the “**Corporation**”) will be held on **July 22, 2026 at 10:00 a.m. (Vancouver time)**, for the following purposes, which are further described in the Corporation’s information circular (“**Circular**”), available on the Corporation’s website at <https://nahomefinance.com/agm> and on SEDAR+ at www.sedarplus.ca:

1. To receive and consider the report of the directors to the Shareholders and the audited financial statements of the Corporation for the year ended June 30, 2025 together with the auditor’s report thereon. See ‘*Particulars of Matters to be acted Upon – Financial Statements, Audit Report and Management’s Discussion & Analysis*’ in the Circular.
2. To set the number of directors to be elected at the Meeting at three. See ‘*Particulars of Matters to be acted Upon – Set Number of Directors to be Elected*’ in the Circular.
3. To elect the directors for the ensuing year. See ‘*Particulars of Matters to be acted Upon – Election of Directors*’ in the Circular.
4. To re-appoint Deloitte LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year at a remuneration to be approved by the Board of Directors. See ‘*Particulars of Matters to be acted Upon – Appointment and Remuneration of an Auditor*’ in the Circular.
5. To transact such other business as may properly come before the meeting.

The Meeting will *not* be conducted in person. Shareholders may attend and participate in the Meeting by way of *virtual meeting via Zoom only*. For those who wish to attend, please use the following link:

<https://us06web.zoom.us/j/84743965713?pwd=Od7dyWUzlvkSvUGAbQJfE7BwIWXS0m.1>

Meeting ID: 847 4396 5713 Passcode: 344394

Only Shareholders of record as at the close of business on Friday, June 5th are entitled to notice of the Meeting. Shareholders are reminded to review the Information Circular before voting.

DATED at Vancouver, British Columbia, this 10th day of June, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "George Lawton", is written over a horizontal line.

George Lawton
President, CEO and Director

It is desirable that as many Shares as possible be represented at the Meeting. **If you do not expect to attend and would like your Shares represented, please complete the Proxy (or Request for Voting Instructions, a "VIF") through the link provided above and return it as soon as possible.** To be valid, all Proxies must be returned to the offices of the Registrar and Transfer Agent of the Corporation:

Computershare Investor Services Inc.
(Attention: Proxy Department)
320 Bay Street, 14th Floor
Toronto, ON M5H 4A6 Canada

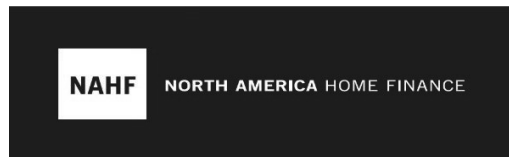
Unregistered Shareholders must return their completed VIFs in accordance with the instructions given by their financial institution or other intermediary that sent it to them. **Proxies and VIFs must be received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof.** Late Proxies and VIFs *may be accepted or rejected* by the Chairman of the Meeting in his discretion, and the Chairman of the Meeting is under no obligation to accept any particular late Proxy or VIF.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

As permitted by the 'Notice and Access' provisions of the Canadian securities administrators, the Circular is available on the Corporation's website and on SEDAR+ and has not been mailed to Shareholders. Shareholders may request, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management's discussion and analysis for the Corporation's last financial year, in addition to any documents referred to in the Circular) and further information on Notice and Access by contacting the Corporation as follows:

E-mail: info@nahomefinance.com **Telephone:** 604-636-8505
Mail: North America Home Finance Inc.
1021 West Hastings Street, 9th floor
Vancouver, BC V6E 0C3 Canada

Requests for paper copies of the Circular (and any other related documents) must be received by no later than 12:00 noon (Vancouver time) on July 13, 2026 in order for Shareholders to receive paper copies of such documents and return their completed Proxies or VIFs by the deadline for submission of 10:00 a.m. (Vancouver time) on July 20, 2026.



MANAGEMENT INFORMATION CIRCULAR

Prepared for:

ANNUAL GENERAL MEETING

Date: July 22, 2026

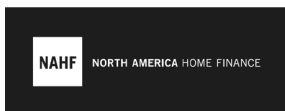
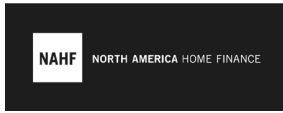


TABLE OF CONTENTS

PERSON MAKING THIS SOLICITATION OF PROXIES	1
REGISTERED SHAREHOLDERS	2
BENEFICIAL SHAREHOLDERS.....	2
APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES AND VIFS	3
VOTING OF PROXIES AND VIFS	4
QUORUM	5
VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF	5
STATEMENT OF EXECUTIVE COMPENSATION	6
COMPENSATION DISCUSSION AND ANALYSIS	6
PRINCIPAL ELEMENTS OF COMPENSATION.....	7
DIRECTOR COMPENSATION	7
DIRECTOR AND NEO COMPENSATION, EXCLUDING COMPENSATION SECURITIES	8
STOCK OPTIONS AND OTHER COMPENSATION SECURITIES	9
MANAGEMENT CONTRACTS	10
PENSION PLAN BENEFITS	10
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	11
SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS	11
CORPORATE GOVERNANCE	11
<i>Board of Directors.....</i>	<i>11</i>
<i>Directorships.....</i>	<i>12</i>
<i>Orientation and Continuing Education</i>	<i>12</i>
<i>Ethical Business Conduct</i>	<i>12</i>
<i>Nomination of Directors</i>	<i>12</i>
<i>Advance Notice Policy.....</i>	<i>13</i>
<i>Compensation.....</i>	<i>13</i>
<i>Other Board Committees.....</i>	<i>13</i>
<i>Assessments.....</i>	<i>13</i>
<i>Disclosure Policy and Insider Trading Policy</i>	<i>14</i>
AUDIT COMMITTEE	14
AUDIT COMMITTEE	14
AUDIT COMMITTEE CHARTER	14
COMPOSITION OF THE AUDIT COMMITTEE	15
<i>Relevant Education and Experience.....</i>	<i>15</i>
AUDIT COMMITTEE OVERSIGHT	15
PRE-APPROVAL POLICIES AND PROCEDURES.....	15
APPOINTMENT OF AUDITOR	16
EXTERNAL AUDITOR SERVICE FEES.....	16
<i>Exemption.....</i>	<i>16</i>

INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON	16
INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	17
MANAGEMENT AGREEMENT AND ADMINISTRATION AND PROPERTY MANAGEMENT AGREEMENT	17
GUARANTEES	17
THE SCENE TOWER.....	17
INTERESTS OF ASSOCIATES	18
OTHER TRANSACTIONS WITH RELATED PARTIES	18
PARTICULARS OF MATTERS TO BE ACTED UPON	18
1. REPORT OF DIRECTORS.....	18
2. FINANCIAL STATEMENTS, AUDIT REPORT AND MANAGEMENT’S DISCUSSION & ANALYSIS	18
3. SET NUMBER OF DIRECTORS TO BE ELECTED.....	18
4. ELECTION OF DIRECTORS.....	18
5. APPOINTMENT AND REMUNERATION OF AN AUDITOR	20
OTHER BUSINESS.....	20
ADDITIONAL INFORMATION	20
APPENDIX “A” AUDIT COMMITTEE CHARTER	1



MANAGEMENT INFORMATION CIRCULAR

As of June 5, 2026 (the “Record Date”) and in Canadian dollars, except where indicated.

PERSON MAKING THIS SOLICITATION OF PROXIES

This Management Information Circular (“Circular”) is provided in connection with the solicitation by the management of North America Home Finance Inc. (the “Company” or “NAHF”) of proxies (“Proxies”) from the registered shareholders and Voting Instruction Forms (“VIFs”) from the beneficial shareholders (collectively, “Shareholders”) of common shares of the Company (“Shares”) in respect of the Annual General Meeting of Shareholders (the “Meeting”), to be held at the time and place and for the purposes set out in the Notice of Meeting (the “Notice of Meeting”).

Although it is expected that the solicitation of Proxies and VIFs will be primarily by mail, Proxies and VIFs may also be solicited personally or by telephone, facsimile, or other solicitation services. The costs of the solicitation of Proxies and VIFs will be borne by the Company.

The Company has given notice of the Meeting in accordance with the Notice and Access (“Notice and Access”) procedures of *National Instrument 51-102 Continuous Disclosure Obligations* (“NI 51-102”) and *National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting* (“NI 54101”). In accordance with NI 51-102 and NI 54-101, the Company has sent the Notice of Meeting and the Proxy or VIF, but not this Circular, directly to its registered Shareholders. Instead of mailing this Circular to Shareholders, the Company has posted the Circular on its website pursuant to the Notice and Access procedures of NI 51-102 and NI 54-101. Shareholders may request a paper copy of this Circular be sent to them by contacting the Company as set out under “Additional Information” at the end of this Circular.

Pursuant to NI 54-101, arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries, banks, trust companies, trustees and their agents, nominees and other intermediaries (“Intermediaries”) to forward the Notice of Meeting and a VIF to each of the unregistered (beneficial) owners of the Shares held of record by Intermediaries that have consented to allow their addresses to be provided to the Company (“NOBOs”). The Company may reimburse the Intermediaries for reasonable fees and disbursements incurred by them in doing so.

The Company does not intend to pay Intermediaries to forward the Notice of Meeting and VIF to those beneficial Shareholders that have refused to allow their address to be provided to the Company (“OBOs”). Accordingly, OBOs will not receive the Notice of Meeting and VIF unless their respective Intermediaries assume the cost of forwarding such documents to them.

None of the directors of the Company have informed the Company’s management in writing that they intend to oppose the approval of any of the matters set out in the Notice of Meeting.

REGISTERED SHAREHOLDERS

Only persons registered as Shareholders in the Company's Central Security Register maintained by its registrar and transfer agent or duly appointed proxyholders of registered Shareholders ("**Proxyholders**") will be recognized or may make motions or vote at the Meeting.

BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance, as many Shareholders do not hold Shares in their own name.

If Shares are listed in an account statement provided to a Shareholder (a "**Beneficial Shareholder**") by a broker, those Shares, likely, will not be registered in the Shareholder's name. It is more likely that such Shares will be registered under the name of an Intermediary. Shares held by Intermediaries on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting shares for the Beneficial Shareholders. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

As provided for in NI 54-101, the Company has elected to obtain a list of its NOBOs from Intermediaries and deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable VIF instead of a Proxy. A VIF enables a Shareholder to provide instructions to the registered holder of its Shares as to how those Shares are to be voted at the Meeting and allows the registered Shareholder of those Shares to provide a Proxy voting the Shares in accordance with those instructions. VIFs should be completed and returned in accordance with its instructions. As indicated in the VIF, internet voting is also allowed. The results of the VIFs received from NOBOs will be tabulated and appropriate instructions respecting voting of Shares to be represented at the Meeting will be provided to the registered Shareholders.

The forms of VIF requesting voting instructions supplied to Beneficial Shareholders are substantially similar to the Proxy provided directly to the registered Shareholders by the Company, however, their purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. A VIF has its own return instructions, which should be carefully followed by Beneficial Shareholders to ensure their Shares are voted at the Meeting.

Most brokers now delegate responsibility for obtaining voting instructions from OBOs to Broadridge Investor Communications in Canada and the United States of America. Broadridge prepares a machine-readable VIF, mails the VIF and other proxy materials for the Meeting to OBOs and asks them to return the VIF to Broadridge. It then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting.

A Beneficial Shareholder may use their VIF to vote their own Shares directly at the Meeting if the Beneficial Shareholder inserts their own name as the name of the person to represent them at the Meeting. The VIF must be returned to Computershare, Broadridge or other Intermediary well in advance of the meeting to have the Shares voted. Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

Shareholders with any questions respecting the voting of Shares held through a broker or other Intermediary, should contact that broker or other Intermediary for assistance.

APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES AND VIFS

Only persons registered as of the Record Date as Shareholders in the Company's Central Security Register maintained by its registrar and transfer agent or duly appointed proxyholders of such registered Shareholders will be recognized or may make motions or vote at the Meeting.

The persons named (the "**Management Designees**") in the Proxy or VIF have been selected by the Board of Directors of the Company (the "**Board**") and have agreed to represent, as Proxyholder, the Shareholders appointing them.

A Shareholder has the right to designate a person (who need not be a Shareholder and, for a VIF, can be the appointing Shareholder) other than the Management Designees as their Proxyholder to represent them at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the Proxy or VIF the name of the person to be designated and by deleting therefrom the names of the Management Designees or, if the Shareholder is a registered Shareholder, by completing another proper form of Proxy and delivering the Proxy or VIF in accordance with its instructions. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as Proxyholder, and provide instructions on how their Shares are to be voted. The nominee should bring personal identification with them to the Meeting.

A Shareholder may indicate the manner in which the Proxyholders are to vote on behalf of the Shareholder, if a poll is held, by marking an "X" in the appropriate space of the Proxy. **If both spaces are left blank, the Proxy will be voted as recommended by management for any matter requiring a "For" or "Against" vote, and in favour of the matter for any matter requiring a "For" or "Withhold" vote.**

The Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting. As at the date of this Circular, the Company's management is not aware that any amendments or variations are to be presented at the Meeting. If any amendments or variations to such matters should properly come before the Meeting, the Proxies hereby solicited will be voted as recommended by management.

To be valid, the Proxy or VIF must be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the Proxy or VIF). The completed Proxy or VIF must then be returned in accordance with its instructions. Proxies (but not VIFs, unless the VIF has Computershare's name and address on the top right corner of the first page) and proof of authorization can also be delivered to the Company's transfer agent:

Computershare Investor Services Inc. (Attn: Proxy Department)

Fax: 1-866-249-7775 (within North America)
(+1) 416-263-9524 (outside North America)

Mail: 320 Bay Street, 14th Floor
Toronto, ON M5H 4A6 Canada
(Toll Free Information Line: 1-800-564-6253)

Courier: 3rd Floor, 510 Burrard Street
Vancouver, BC V6C 3B9 Canada

Internet: www.investorvote.com

at least 48 hours, excluding Saturdays, Sundays, and holidays, before the Meeting or any adjournment thereof. Proxies and VIFs received after that time may be accepted or rejected by the Chairman of the Meeting in the Chairman's discretion, and the Chairman is under no obligation to accept or reject late Proxies.

A Proxy will be revoked by a Shareholder personally attending at the Meeting and voting their Shares. A Shareholder may also revoke their Proxy in respect of any matter upon which a vote has not already been held by depositing an instrument in writing (which includes an Proxy bearing a later date) executed by the Shareholder or by their authorized attorney in writing, or, if the Shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized, to one of the following:

Computershare as set out above.

North America Home Finance Inc.

Attn: George Lawton
1021 West Hastings Street, 9th Floor
Vancouver, BC V6E 0C3 Canada

the Company's registered office:

Crease Harman LLP

Attn: Kim Johnson
800 - 1070 Douglas Street
Victoria, BC V8W 2C4 Canada

at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or by depositing the instrument in writing with the Chairman of such Meeting, prior to the commencement of the Meeting or of any adjournment thereof. VIFs may only be revoked in accordance with their specific instructions.

VOTING OF PROXIES AND VIFS

Voting at the Meeting will be by making a verbal statement of "Yes / In Favour" or "No / Against", each registered Shareholder and each Proxyholder having one vote, unless a poll is required (if the number of Shares represented by Proxies and VIFs that are to be voted against a motion are greater than 5% of the votes that could be cast at the Meeting) or requested, whereupon each registered Shareholder and Proxyholder is entitled to one vote for each Share held or represented, respectively.

Each Shareholder may instruct their Proxyholder how to vote their Shares by completing the blanks on the Proxy or VIF. All Shares represented at the Meeting by properly executed Proxies and VIFs will be voted or withheld from voting when a poll is requested or required and, where a choice with respect to any matter to be acted upon has been specified in the Proxy or VIF, such Shares will be voted in accordance with such specification. **In the absence of any such specification on the Proxy or VIF as to voting, the Management Designees, if named as Proxyholder or nominee, will vote in favour of the matters set out therein.**

The Proxy or VIF confers discretionary authority upon the Management Designees, or other person named as Proxyholder, with respect to amendments to or variations of matters identified in the Notice of Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of or other matters which may come before the Meeting.

To approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an “ordinary resolution”) unless the motion requires a “special resolution” in which case a majority of 66⅔% of the votes cast will be required.

QUORUM

The Company’s Articles provide that a quorum for the transaction of business at any meeting of Shareholders is two Shareholders, Proxyholders or duly authorized representatives of corporate Shareholders, who are personally present and represent not less than 5% of the issued Shares.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Shares, which are the only securities entitled to be voted at the Meeting. As at the Record Date, the Company had 86,758,160 Shares issued and outstanding. Shareholders are entitled to one vote for each Share held as at the Record Date.

To the knowledge of the directors and executive officers of the Company, no one beneficially owned, directly or indirectly, or exercised control or direction over, voting securities carrying more than 10% of the voting rights attached to the Shares as at the Record Date except as indicated below:

Name	Number and Class of Securities	Type of ownership	Percentage of outstanding class ⁽¹⁾	Percentage of outstanding class (fully diluted) ⁽¹⁾⁽⁴⁾
George Lawton	62,838,760 Common Shares	Direct and Indirect ⁽¹⁾	72.4% ⁽²⁾⁽³⁾	70.0%

Notes:

- (1) Includes shares owned by George Lawton (270,760 shares) and shares owned by 1086353 B.C. Ltd. (62,568,000 shares), a company controlled by George Lawton. A trust, in respect of which George Lawton is the sole trustee and sole beneficiary, is the sole shareholder of 1086353 B.C. Ltd.
- (2) Based on 86,758,160 Common Shares issued and outstanding as at the date of this Circular.
- (3) The fully diluted calculation assumes the (i) exercise of all 1,350,000 warrants outstanding as of the date hereof for an equal number of Common Shares and, (ii) the exercise of all 1,700,000 warrants issued upon the conversion of the CD Notes pursuant to the CD Rights for an equal number of Common Shares.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

NAHF Equity Company Management Ltd (the “Manager”) is a privately held company incorporated in British Columbia on September 21, 2016.

On January 1, 2025 the Company signed a management agreement with the Manager, pursuant to which the Manager agreed to oversee the management of the Company and provide executive oversight on the build-up of a management team over time whether hired by the Manager directly or sub-contracted out to other existing companies on an as needed basis (the “Management Agreement”).

The Manager is a wholly owned subsidiary of NAH Equity Company GP Inc. George Lawton, President and Chief Executive Officer and a director of the Company, is the sole director and officer of both companies and through the ownership position that NAH Equity Company GP Inc. has in the Manager, Mr. Lawton has voting control over the Manager.

The Company’s senior management consists of individuals retained by the Manager through such individuals’ respective holding companies. The Manager provides asset management and other services to the Company pursuant to the Management Agreement, for which the Company pays the Manager certain fees. See “*Material Contracts – Management Agreement*”. Any variability in cash compensation to be paid by the Manager to the named executive officers retained by the Manager will not impact the Company’s financial obligations.

The Company does not have any employment agreements with members of senior management and does not pay any cash compensation to any individuals serving as officers or senior consultants. Rather, as service providers to the Manager, those individuals are compensated by the Manager through their respective holding companies. A portion of the compensation paid to senior management by the Manager will be attributable to time spent on the activities of the Company and its subsidiaries.

The officers and senior consultant named in the table under the heading “*Director and NEO Compensation, Excluding Compensation Securities*” below are retained by the Manager through their respective holding companies. These officers and senior consultant are referred to herein as the “named executive officers”.

The Manager will have sole responsibility for determining the compensation of the named executive officers, other than the granting of Awards under the Omnibus Plan, which will be the responsibility of the Board.

As a private company, the Manager has discretion in determining executive compensation. There is no specific formula for determining the amount of each element, nor is there a formal approach applied by the Manager for determining how one element of compensation fits into the overall compensation objectives. Objectives and performance measures may vary from year to year as determined to be appropriate by the Manager, which may seek input from the Board.

The Manager is a wholly owned subsidiary of NAH Equity Company GP Inc. George Lawton (President, CEO and a director of the Company) is the sole director and officer of both companies and through the ownership position that NAH Equity Company GP Inc. has in the Manager, Mr. Lawton has voting control over the Manager. Accordingly, George Lawton has discretion with respect to the amounts paid by the Manager to himself, as well as the other service providers and employees of the Manager, which include Gaylyn Lawton, Chief Financial Officer of the Company, and Adam Gant, Senior Consultant to the Company, other than Awards granted under the Omnibus Plan, which will be determined at the discretion of the Board. See “*Risk Factors*”.

The Board of Directors of the Company has not appointed a compensation committee. The responsibilities relating to director compensation, including reviewing, and recommending director compensation, recommending securities-based compensation under the Omnibus Plan for all participants thereunder, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole. The Board also administers the Omnibus Plan (see “Stock Options and Other Compensation Securities” below) and will determine the compensation for non-executive directors.

Principal Elements of Compensation

The following discussion is intended to describe the portion of the compensation of the named executive officers that is attributable to time spent on the Company’s activities and supplements the more detailed information concerning executive compensation that appears in the table under the heading “*Director and NEO Compensation, Excluding Compensation Securities*”.

The compensation of the named executive officers paid by the Manager is currently comprised solely of cash fees charged based on time spent on NAHF related activities, as well as reimbursement for reasonable expenses incurred in connection with the delivery of services by the Chief Executive Officer, Chief Financial Officer, and Senior Consultant to the Manager.

Cash fees are intended to provide an appropriate level of non-at risk cash compensation that will assist in retention and recruitment of named executive officers by the Manager. These cash fees are determined on an individual basis by the Manager, taking into consideration the past, current and potential contribution to the Manager’s and Company’s success, the position and responsibilities of the named executive officers and competitive industry pay practices for similar issuers. The Manager does not engage compensation consultants for the purposes of performing benchmarking or apply specific criteria for the selection of comparable real estate or alternative finances businesses. Changes in cash fees are at the sole discretion of the Manager, which may seek input from the Board if the Manager so choses. These cash fees are paid by the Manager, not the Company.

The Manager does not currently have, but may create in the future, a cash incentive bonus structure for the named executive officers. To the extent the Manager adopts any such cash incentive bonus structure, the Manager will be solely responsible for paying any bonuses earned thereunder, not the Company. No discussions or determinations have taken place by the Manager or the Company regarding any potential adoption, quantum, or terms of any cash incentive bonus structure as of the date of this Circular.

The named executive officers will be eligible to receive Awards under the Omnibus Plans at the discretion of the Board. Grants of Awards under the Omnibus Plan may be used to align the interests of the named executive officers more closely with the interests of the Shareholders, since Awards are tied to the Company’s financial and Common Share trading performance and typically will vest or accrue over a number of years. The Board may designate individuals eligible to receive Awards. In determining grants of Awards, an individual’s performance and contributions to the Company’s success, relative position, tenure, and past grants will be taken into consideration. No Awards will be issued under the Omnibus Plan to named executive officers in connection with, or prior to, Closing of the Company’s prospectus offering. In addition, no Awards are currently contemplated to be granted to the named executive officers in relation to the Company’s fiscal year ending June 30, 2026.

Director Compensation

The Directors of the Company do not currently receive compensation for serving on the Board. The Company does not intend to provide additional compensation to any member of the Board in their capacity as a director if such individual is also a named executive officer of the Company.

It is expected that the compensation provided to non-executive directors for serving on the Board and any committee thereof will initially be comprised solely of Awards granted under the Omnibus Plan. Cash retainers and/or meeting fees for non-executive directors may be considered in the future but are not expected to be paid in the current financial year of the Company. It is anticipated that the Board will meet following Closing to consider a grant of Options with a grant date value of approximately \$25,000 (determined in accordance with the Black Scholes pricing model), to serve as the initial compensation to the non-executive directors for the Company's fiscal year ending June 30, 2026.

Director and NEO Compensation, Excluding Compensation Securities

The following table sets out all compensation estimated to be paid by the Manager or the Company, as applicable, to the named executive officers and directors in the fiscal year of the Company ending June 30, 2026:

Table of Compensation Excluding Compensation Securities							
Name and position	Year ⁽¹⁾	Salary, Consulting Fee, Retainer or Commission	Bonus ⁽⁴⁾	Committee or Meeting Fees ⁽⁵⁾	Value of Perquisites	Value of All Other Compensation	Total Compensation
George Lawton ⁽²⁾ <i>President, CEO & Director</i>	2026	\$150,000 ⁽³⁾	–	–	–	–	\$150,000
Gaylyn Lawton <i>CFO</i>	2026	\$275,000 ⁽³⁾	–	–	–	–	\$275,000
Adam Gant <i>Senior Advisor</i>	2026	\$150,000 ⁽³⁾	–	–	–	–	\$150,000
Navepal Jagpal <i>Director</i>	2026	–	–	–	–	–	– ⁽⁶⁾
Dan Leverett <i>Director</i>	2026	–	–	–	–	–	– ⁽⁶⁾

Notes:

- (1) Refers to the fiscal year of the Company ending June 30, 2026.
- (2) George Lawton does not, and is not expected to, receive any compensation in his capacity as a director of the Company, given he is also the Chief Executive Officer.
- (3) Represents portion of hourly cash consulting fees in the case of George Lawton and Gaylyn Lawton, and portion of cash retainer in the case of Adam Gant, estimated to be paid by the Manager to the holding companies of such individuals attributable to time expected to be spent on the Company's activities.
- (4) There is currently no bonus structure in place at the Company or the Manager in respect of the named executive officers or directors. No discussions or determinations have taken place by the Manager or the Company regarding any potential adoption, quantum, or terms of any cash incentive bonus structure as of the date of this Circular.
- (5) Cash retainers and/or meeting fees for non-executive directors may be considered in the future but are not expected to be paid in the current financial year of the Company.
- (6) It is expected that the compensation provided to non-executive directors for serving on the Board and any committee thereof will initially be comprised solely of Awards granted under the Omnibus Plan. It is anticipated that the Board will meet following Closing to consider the grant of Awards under the Omnibus Plan to the non-executive directors of the Company. No discussions or determinations have taken place regarding the potential category, quantum, or terms of any such Awards as of the date of this Circular.

Stock Options and Other Compensation Securities

Compensation Securities							
Name And Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities, And Percentage of Class	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
George Lawton <i>President, CEO & Director</i>	-	-	-	-	-	-	-
Gaylyn Lawton <i>CFO</i>	-	-	-	-	-	-	-
Adam Gant <i>Senior Advisor</i>	-	-	-	-	-	-	-
Navepal Jagpal <i>Director</i>	-	-	-	-	-	-	-
Dan Leverett <i>Director</i>	-	-	-	-	-	-	-

Exercise of Compensation Securities by Directors and NEOs							
Name And Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price Per Security (\$)	Date of Exercise	Closing Price Per Security On Date of Exercise (\$)	Difference Between Exercise Price And Closing Price On Date of Exercise (\$)	Total Value On Exercise Date (\$)
George Lawton⁽¹⁾ <i>President, CEO & Director</i>	-	-	-	-	-	-	-
Gaylyn Lawton <i>CFO</i>	-	-	-	-	-	-	-
Adam Gant <i>Senior Advisor</i>	-	-	-	-	-	-	-
Navepal Jagpal <i>Director</i>	-	-	-	-	-	-	-
Dan Leverett <i>Director</i>	-	-	-	-	-	-	-

A Long-Term Incentive Plan was approved by the Company's Board of Directors effective as of November 13, 2025 (the "Omnibus Plan"). The Omnibus Plan provides flexibility to the Company to grant equity-based incentive awards in the form of equity-based incentive awards in the form of Options, restricted share units ("RSUs"), performance share units ("PSUs") and deferred share units ("DSUs, and together with Options, RSUs and PSUs, "Awards"), as described in further detail below. The purpose of the Omnibus Plan is to, among other things, attract, retain and motivate key personnel to contribute to the success of the Company; to encourage Consultants, Employees and Directors to acquire an increased proprietary interest in the Company; to promote a further alignment of interests between Consultants, Employees and Directors of the Company and its shareholders; and reward Employees for sustained contributions to the Company and/or significant performance achievements of the Company.

No stock options or other compensation securities were granted to any director or named executive officer of the Company by the Company in the most recently completed financial year for services provided, directly or indirectly, to the Company. As of the date hereof, there are no awards outstanding under the Omnibus Plan.

No Awards will be issued under the Omnibus Plan to named executive officers in connection with Closing of the Company's prospectus offering. It is anticipated that the Board will meet following Closing to consider the grant of Awards under the Omnibus Plan to the non-executive directors of the Company. No discussions or determinations have taken place regarding the potential category, quantum, or terms of any such Awards as of the date of this Circular.

Management Contracts

The Company is not party to any employment, consulting or management agreements, except for the Management Agreement.

The Company and the Manager have entered into the Management Agreement pursuant to which the Manager has agreed to oversee the management of the Company and provide executive oversight on the build-up of a management team over time whether hired by the Manager directly or sub-contracted out to other existing companies on an as needed basis. The Company will not have any salary costs or hired staff but instead will have all management functions compensated for by way of the Management Agreement.

The named executive officers provide their services to the Manager through their respective holding companies. There are no written agreements governing the arrangements between the respective holding companies and the Manager. Accordingly, the named executive officers are not subject to any non-competition or non-solicitation provisions, and have no change of control benefits, defined severance benefits or specified terms with respect to constructive dismissal or termination. The Board believes the absence of such provisions is reasonable given the Chief Executive Officer, whose spouse is the Chief Financial Officer, as well as the Senior Consultant to the Company have significant equity positions in the Company (which will be subject to escrow on Closing) creating natural alignment with holders of Common Shares.

Pension Plan Benefits

The Company and the Manager do not have and do not anticipate having any deferred compensation plan or pension plan that provide for payments or benefits at, following or in connection with retirement of its named executive officers or directors or than the potential grant by the Company of DSUs to non-executive directors under the Omnibus Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not as of the Record Date, nor has there been since inception on July 27, 2016, any indebtedness of any Director, executive officer, senior officer, employee or any former director, executive officer, employee or senior officer or any associate of any of them, to the Company or its Subsidiaries or guaranteed or supported by the Company or its Subsidiaries either pursuant to an employee stock purchase program of the Company or otherwise, and no such individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Company or its Subsidiaries.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

At the end of the Company's last completed financial year, there were no outstanding options, warrants and rights (other than those granted pro rata to all shareholders or the Omnibus Plan) granted by the Company under its equity compensation plans.

CORPORATE GOVERNANCE

Set out below is a description of the Company's current corporate governance practices and other information relating to the Board, pursuant to *National Instrument 58-101 – Disclosure of Corporate Governance Practices* and related disclosure requirements.

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company. Set forth below is a brief discussion of the Company's approach to corporate governance.

Board of Directors

The Board facilitates its exercise of independent supervision over management through the participation of Directors under the terms of the Charter of the Board of Directors. Currently, the Board has three directors of whom one is independent within the meaning of NI 52-110 and two of which are not independent. The Board members are George Lawton, Dan Leverett and Navepal Jagpal. The rules of the CSE do not have independent director requirements.

Dan Leverett is an independent director, in that he does not have a direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of the director's independent judgment.

George Lawton, the Company's President and CEO, is not "independent" as defined in NI 52-110 as Mr. Lawton is an executive officer of the Company, a "control person" of the Company and controls the Manager. Dan Leverett, the Chair of the Audit Committee, is independent. Navepal Jagpal is not "independent" as defined in NI 52-110, as he is viewed as being in a material relationship with the Company. Specifically:

- (i) Mr. Jagpal, through entities he controls, controls the general partner of Glenlake Highview Development Limited Partnership, has a significant ownership position in the Glenlake Highview Development Limited Partnership, and the Company and certain of its subsidiaries have guaranteed the debt of Glenlake Highview Development Limited Partnership under the Peakhill Capital Glenlake Land Commitment Letter, and

- (ii) Mr. Jagpal has personally guaranteed the debts of the Company and its subsidiaries under the Peakhill Capital Five Crossings CHMC Commitment Letter, Peakhill Capital Saanich Ridge CMHC Commitment Letter and Peakhill Capital Saanich Commitment Letter.

Dan Leverett is the Chair of the Board. His role and responsibilities include but are not limited to: (i) providing leadership to the Board; (ii) chairing Board meetings; (iii) ensuring the duties and responsibilities of the Board's committees are carried out in accordance with the charters of such committees; and (iv) working with senior executives of the Company to discharge the duties of the Board.

Directorships

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

Orientation and Continuing Education

Due to the size of the Company's Board, no formal program currently exists for the orientation of new directors. The Board of Directors provides an overview of the Company's business activities, systems, and business plan to all new directors. New director candidates have free access to any of the Company's records, employees, or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium, and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines, and existing policies of the Company. The Directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors believes good corporate governance is an integral component to the success of the Company and to meet responsibilities to shareholders. Generally, the Board of Directors believes 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 of Directors in which the director has an interest are sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company.

The Board of Directors is also responsible for applying governance principles and practices, and tracking development in corporate governance, and adapting "best practices" to suit the needs of the Company. Certain of the Directors of the Company may also be directors and officers of other companies, and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with and are subject to such other procedures and remedies as applicable under the *Business Corporations Act* (British Columbia).

Nomination of Directors

The Board of Directors has not formed a nominating committee or similar committee to assist the Board of Directors with the nomination of directors for the Company. The Board of Directors considers itself too small to warrant creation of such a committee; and each of the Directors has contacts he can draw upon to identify new members of the Board of Directors as needed from time to time.

The Board of Directors will continually assess its size, structure, and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Company. As required, directors will recommend suitable candidates for consideration as members of the Board of Directors.

Prior to each annual general meeting of holders of Shares and any special meeting of holders of Shares at which directors are to be elected and so long as the number of directors to be elected is at least five, the Manager is entitled to designate two individuals (which may include the reappointment of an incumbent director) to stand for election as a Director at such meeting, subject to certain requirements set forth in the Management Agreement.

Advance Notice Policy

The Company's Articles, include provisions to: (i) ensure that all shareholders receive adequate notice of director nominations and sufficient time and information with respect to all nominees to make appropriate deliberations and register an informed vote; and (ii) facilitate an orderly and efficient process for annual general or special meetings of shareholders of the Company (the "Advance Notice Policy"). The Advance Notice Policy fixes the deadlines by which holders of record of Common Shares must submit director nominations to the Company prior to any annual or special meetings of shareholders and sets forth the information that a shareholder must include in a written notice to the Company for any director nominee to be eligible for election at such annual or special meeting of shareholders.

In the case of an annual general meeting of shareholders, notice to the Company must be given no less than 40 days prior to the date of the annual general meeting and not earlier than 65 days prior to the meeting; provided, however, that in the event that the annual general meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual general meeting was made, notice may be given no later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual general meeting) called for any purpose which includes the election of directors to the Board, notice to the Company must be given no later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

Compensation

The Board of Directors will review the compensation of its directors and executive officers annually. The Directors will determine compensation of directors and any Awards to executive officers under the Omnibus Plan, taking into account the Company's business ventures and the Company's financial position. The Company's executive officers are currently employed by the Manager. Accordingly, the Manager provides the executive officers with their primary compensation. The only compensation the Company intends to pay directly to its executive officers during such time as the Management Agreement remains in place, will be Awards granted under the Omnibus Plan from time to time to ensure ongoing alignment as between management and the shareholders of the Company. See "*Executive Compensation*".

Other Board Committees

The Company has an audit committee of the Board of Directors. See "*Audit Committee*" below, for further information.

Assessments

The Charter of the Board of Directors provides that the Board, each committee of the Board and each director will perform an annual self-assessment on its or their contribution and effectiveness, and that the Board and any committee will consider its respective charter, and any director will consider their position description, if

any, when performing a self-assessment. The Charter of the Board of Directors also provides that the Board will assess, on at least an annual basis, any policy, procedure, guideline or standard, including the Charter of the Board of Directors, created by the Board to manage or fulfill its roles, duties and responsibilities, to ensure that they remain current and relevant, and that each Committee shall perform the same assessment in relation to any Committee policy, procedure, guideline or standard. Given the recent reconstitution of the composition of the Board, no such assessments have been carried out to date.

Disclosure Policy and Insider Trading Policy

The Company has adopted a Disclosure Policy and Insider Trading Policy, each of which will be implemented upon Closing.

The Disclosure Policy, among other things, sets guidelines for the proper and timely disclosure of material information with respect to the Company as well as maintaining confidentiality with respect to sensitive Company information. The Disclosure Policy sets forth the procedures for handling and disclosing of material information and assigns responsibility with respect thereto as between the Board, the Chief Executive Officer, and Chief Financial Officer. The Disclosure Policy also provides guidelines for communications with analysts, the media and for persons providing investor relations functions.

The Insider Trading Policy, among other things, prohibits directors, officers, employees, consultants and other insiders from trading, tipping, and recommending in respect of the securities of the Company while in possession of material undisclosed information. In addition, the policy provides the Board, the Chief Executive Officer, and Chief Financial Officer authority to establish regular blackout periods in relation to annual and quarterly reporting dates, as well as discretionary blackout periods in relation to business milestones and unscheduled material corporate developments.

AUDIT COMMITTEE

Audit Committee

The Audit Committee's role is to assist the Board in fulfilling its responsibilities of oversight and supervision of the accounting and financial reporting practices and procedures on behalf of the Company and its direct and indirect subsidiaries, the adequacy of internal accounting controls and procedures, and the quality and integrity of the financial statements of the Company. In addition, the Audit Committee is responsible for overseeing the audits of the financial statements of the Company, for directing the auditors' examination of specific areas, for the selection of the independent external auditors of the Company, and for the approval of all non-audit services for which the auditors of the Company may be engaged. NI 52-110, NI 41-101, and Form 52-110F2 require the Company to disclose certain information relating to the Company's Audit Committee and its relationship with the Company's independent auditors in this Circular.

Audit Committee Charter

The full text of the Company's Audit Committee Charter is attached as Appendix "A" to this Circular.

Composition of the Audit Committee

The members of the Company's Audit Committee are:

Dan Leverett (Chair)	Independent ⁽¹⁾	Financially Literate ⁽²⁾
George Lawton	Not Independent ⁽¹⁾	Financially Literate ⁽²⁾
Navepal Jagpal	Not Independent ⁽¹⁾	Financially Literate ⁽²⁾

Notes:

- (1) A member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment and otherwise satisfies the requirements for independence set forth in Section 1.4 and 1.5 of NI 52-110.
- (2) An individual is "financially literate" if such individual has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

George Lawton, the Company's President and CEO is not "independent" as defined in NI 52-110, as Mr. Lawton is an executive officer of the Company, a "control person" of the Company and controls the Manager. Dan Leverett, the Chair of the Audit Committee, is independent. Navepal Jagpal is not "independent" as defined in NI 52-110; see *Corporate Governance – Board of Directors* above. As a "venture issuer", the Company is relying on the exemption in Section 6.1 of NI 52-110 from the audit committee composition requirement in NI 52-110, which otherwise require all audit committee members to be independent.

All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all of the Audit Committee members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Each Audit Committee member has had extensive experience reviewing financial statements. Each member has an understanding of the Company's business and has an appreciation for the relevant accounting principles for that business.

Audit Committee Oversight

The Audit Committee was formed on November 13, 2025. To date, no recommendations have been made by the Audit Committee as to the nomination or compensation of the Company's external auditors.

Pre-Approval Policies and Procedures

The Company has adopted specific policies and procedures for the engagement of non-audit services in its Audit Committee Charter. Pursuant to Section 14 of the Audit Committee Charter, all non-audit services (being all services other than "audit services" (as such term is defined in NI 52-110)) which are proposed to be provided by the external auditors to the Company, or any subsidiary of the Company, shall be subject to the prior approval of the Audit Committee. The Audit Committee may delegate to one or more independent members of the Audit Committee the authority to pre-approve non-audit services, provided any non-audit services approved in this manner must be presented to the Audit Committee at its next scheduled meeting. The Audit Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external

auditor and permit all non-audit services, other than non-audit services where: (i) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the Company's external auditor during the fiscal year in which the services are provided; (ii) the Company or its subsidiary, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and (iii) the services are promptly brought to the attention of the Audit Committee and approved, prior to the completion of the audit, by the Audit Committee or by one or more of its members to whom authority to grant such approvals had been delegated by the Audit Committee.

Appointment of Auditor

The Company's auditor is Deloitte LLP, first appointed July 9, 2024.

External Auditor Service Fees

The aggregate fees billed by the external auditors to the Company in relation to the financial years of the Company ended June 30, 2025, and 2024, are as set forth in the below table.

Year Ended June 30	Auditor	Audit Fees ⁽¹⁾ (\$)	Audit-Related Fees ⁽²⁾ (\$)	Tax Fees ⁽³⁾ (\$)	All Other Fees ⁽⁴⁾ (\$)
2025	Deloitte LLP	589,570	–	–	–
2024	Deloitte LLP	569,755	–	–	–

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit of the Company'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.
- (4) "All Other Fees" include all other non-audit services.

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.

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

Other than as listed below, the Company is not aware of any material interest of any executive officer, director or nominee for director, or anyone who has held office as such since the beginning of the Company's last financial year, or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, other than the election of directors, except for the current and future directors and executive officers of the Company and its subsidiaries, if any, inasmuch as, in the following year, they may be granted options to purchase Shares pursuant to the Option Plan, ratification of which will be sought at the Meeting.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set out below and elsewhere in this Circular, none of the Directors or executive officers of the Company, and no associate or affiliate of the foregoing persons, and no other informed person of the Company has, or has had, any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or will materially affect the Company or any of its subsidiaries.

Management Agreement and Administration and Property Management Agreement

The Company and the Manager are parties to the Management Agreement pursuant to which the Manager was appointed to provide or procure manager services. The Manager is a wholly owned subsidiary of NAH Equity Company GP Inc. George Lawton, the Chief Executive Officer and a director of the Company, is the sole director and officer of both companies, and through the ownership position that NAH Equity Company GP Inc. has in the Manager, Mr. Lawton has voting control over the Manager. Mr. Lawton has an economic interest in the Management Agreement and the fees payable to the Manager thereunder. Pursuant to the Management Agreement the management fees earned by the Company from the Trust under the Administration and Property Management Agreement flow through to the Manager.

Guarantees

Navepal Jagpal, a director of the Company, and entities he beneficially owns and controls have provided guarantees for the obligations of the Company and its subsidiaries in respect of the following loan agreements: (i) the obligations of 1404122 B.C. Ltd. under the Peakhill Capital Saanich Commitment Letter; (ii) Peoples Group CMHC Commitment Letter, which was paid out in full from the proceeds of the Peakhill Capital Saanich Commitment Letter; (iii) the Peakhill Capital Five Crossings CMHC Commitment Letter, and (iv) the Peakhill Capital Saanich Ridge CMHC Commitment Letter.

1086353 B.C. Ltd., the majority shareholder of the Company, which is controlled by George Lawton, the Chief Executive Officer and a director of the Company, has provided guarantees for the obligations of the Company and its subsidiaries in respect of the following loan agreements: (i) the obligations of 1404122 B.C. Ltd. under the Peakhill Capital Saanich Commitment Letter; (ii) Peoples Group CMHC Commitment Letter, which was paid out in full from the proceeds of the Peakhill Capital Saanich Commitment Letter; (iii) the Peakhill Capital Five Crossings CMHC Commitment Letter, and (iv) the Peakhill Capital Saanich Ridge CMHC Commitment Letter.

The Scene Tower

The Scene tower is a planned 18 storey building which is the second phase of the Scene development project in Langford, British Columbia, part of the greater Victoria, British Columbia area. The Company, through its subsidiary, NAHF Limited Partnership, entered into a non-binding letter of intent to acquire a 63-unit air space parcel condo-titled within the project for a purchase price of \$33,659,000 inclusive of GST but prior to closing adjustments. The project has its development permit and building permit for the first phase and the airspace parcel is already registered. The project is being developed by a 1206949 BC Ltd., a company controlled by Navepal Jagpal, a director of the Company. The initial letter of intent, which has subsequently been amended and restated, was entered into between NAHF Limited Partnership and Jagpal Development Ltd. prior to Mr. Jagpal becoming a director of the Company. The letter of intent is non-binding and subject to the satisfaction of various conditions, accordingly there is no assurance that transactions contemplated by the letter of intent will proceed as contemplated thereunder or at all. The Company, through NAHF Limited Partnership, intends to enter into a formal agreement in the short-term, although a date has not yet been determined.

Interests of Associates

Gaylyn Lawton, Chief Financial Officer of the Company, is the spouse of George Lawton and may indirectly benefit from the transactions described above, in respect of which entities controlled by George Lawton have an interest.

Other Transactions with Related Parties

See the disclosure under the heading “Transactions between related parties” in the MD&A attached to the Prospectus of the Company (filed on SEDAR+ and accepted for receipt on February 13, 2026) for a summary of certain other transactions in respect of which funds have been advanced to, or advanced from, to cover operating expenses in respect of entities controlled by George Lawton and Navepal Jagpal.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. Report of Directors

The Board will provide a report on the events of its last financial year at the meeting. No approval or other action needs to be taken at the Meeting in respect of this report.

2. Financial Statements, Audit Report and Management’s Discussion & Analysis

The Board has approved the financial statements of the Company, the auditor's report thereon, and the MD&A for the year ended June 30, 2025, all of which will be tabled at the Meeting. No approval or other action needs to be taken at the Meeting in respect of these documents.

3. Set Number of Directors to be Elected

The Company currently has three directors. Accordingly, it will be proposed at the Meeting that the same three directors be elected to hold office until the next annual general meeting of Shareholders, or until their successors are elected or appointed.

Unless otherwise directed, it is the intention of the Management Designees, if named as Proxyholder, to vote in favour of the ordinary resolution setting the number of directors to be elected at three.

4. Election of Directors

The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Company presently held by such nominee, the nominee's province or state and country of residence, principal occupation at the present and during the preceding five years (unless shown in a previous management information circular), the period during which the nominee has served as a director, and the number of Shares that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Record Date.

The Board recommends that Shareholders vote in favour of the following proposed nominees. Unless otherwise directed, it is the intention of the Management Designees, if named as Proxyholder, to vote for the election of the persons named in the following table to the Board.

Management does not contemplate that any of such nominees will be unable to serve as directors. Each director elected will hold office until the next annual general meeting of Shareholders, or until their successor is duly elected, unless their office is earlier vacated in accordance with the constating documents of the Company or the provisions of the corporate law to which the Company is subject.

Name, Municipality of Residence and Age	Director or Officer Since	Position with the Company	Principal Occupations during past five years ⁽⁶⁾	Securities Held	Percentage of Securities Held ⁽²⁾
George Lawton ⁽⁴⁾ Vancouver, BC Canada	July 27, 2016 (incorporation)	President, CEO and Director	Senior Finance Executive	62,838,760 ⁽¹⁾ Common Shares	72.4%
Navepal Jagpal ⁽⁴⁾ Surrey, BC Canada	December 20, 2023	Director	Real Estate Developer	950,000 Common Shares	1.1%
Dan Leverett ⁽⁴⁾ Washington, TX USA	December 20, 2023	Director	Real Estate Developer	25,000 Common Shares	0.0%

Notes:

- (1) Includes shares owned by George Lawton (270,760 shares) and shares owned by 1086353 B.C. Ltd. (62,568,000 shares), a company controlled by George Lawton. A trust, in respect of which George Lawton is the sole trustee and sole beneficiary, is the sole shareholder of 1086353 B.C. Ltd.
- (2) Based on 86,758,160 Common Shares issued and outstanding as at the date of this Circular.

George Lawton owns or controls securities carrying more than 10 per cent of the voting rights attached to all voting securities of the Company. See "*Voting Securities and Principal Holders Thereof*".

To the best of the Company's knowledge, no proposed director:

- (a) 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 (including the Company) that was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued
- (i) while the proposed director was acting as a director, chief executive officer, or chief financial officer of that company, or
- (ii) after the proposed director ceased to be a director, chief executive officer, or chief financial officer of that company, but resulted from an event that occurred while acting in such capacity;
- (b) is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while acting in that capacity, or within a year of 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 the assets of the proposed director;

- (c) has, within the 10 years before the date of this 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 their assets;
- (d) has entered into, at any time, a settlement agreement with a securities regulatory authority; or
- (e) has been subject, at any time, to any penalties or sanctions imposed by:
 - (i) a court relating to securities legislation or a securities regulatory authority, or
 - (ii) a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for the proposed director.

The above information has been furnished by the respective proposed directors individually.

5. Appointment and Remuneration of an Auditor

The management of the Company proposes to nominate Deloitte LLP, Chartered Professional Accountants, of Calgary, Alberta, for re-election as auditor of the Company to hold office until the close of the next Annual General Meeting of shareholders at a remuneration approved by the Audit Committee. Deloitte LLP, Chartered Professional Accountants, were appointed as the Company's auditor on July 9, 2024.

The Board recommends that Shareholders vote in favour of the re-election of Deloitte LLP, Chartered Professional Accountants, as the Company's auditor. Unless otherwise directed, it is the intention of the Management Designees, if named as Proxyholder, to vote in favour of the re-election of Deloitte LLP, Chartered Professional Accountants, as the Company's auditor.

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the Shareholders at the Meeting, it is intended that the Proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR+ at www.sedarplus.com. Financial information for the Company's most recently completed financial year is provided in its comparative financial statements and MD&A which are filed on SEDAR+.

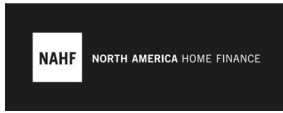
Shareholders may contact the Company at 1021 West Hastings Street, 9th Floor, Vancouver, BC V6E 0C3, Canada by mail, telephone (1-604-636-8505; collect if necessary) or e-mail (info@nahomefinance.com) to request copies of the Company's financial statements and MD&A.

DATED this 10th day of June, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

Per: 

George Lawton
President, CEO and Director



APPENDIX "A"
AUDIT COMMITTEE CHARTER

See attached document.



NORTH AMERICA HOME FINANCE INC.

AUDIT COMMITTEE CHARTER

PURPOSE

North American Home Finance Inc. (the “**Company**”) shall appoint an audit committee (the “**Committee**”) to assist the board of directors (the “**Board**”) of the Company in fulfilling its responsibilities of oversight and supervision of the accounting and financial reporting practices and procedures on behalf of the Company and its direct and indirect subsidiaries, the adequacy of internal accounting controls and procedures, and the quality and integrity of the financial statements of the Company. In addition, the Committee is responsible for overseeing the audits of the financial statements of the Company, for directing the auditors’ examination of specific areas, for the selection of the independent external auditors of the Company and for the approval of all non-audit services for which the auditors of the Company may be engaged.

I. STRUCTURE AND OPERATIONS

The Committee shall be comprised of at least three members, each of whom shall be a director of the Company, and (i) the Chair of which shall meet the independence requirements of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), and (ii) the composition of the Committee shall satisfy the requirements of Section 6.1.1 of NI 52-110.

Each member of the Committee shall satisfy, or work towards satisfying, the “financial literacy” requirement of NI 52-110, by having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that can reasonably be expected to be raised by the financial statements of the Company.

The members of the Committee shall be annually appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority of the Board.

II. CHAIR OF THE COMMITTEE

Unless the Board elects a Chair of the Committee, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership.

The Chair of the Committee shall:

- (a) Call and conduct the meetings of the Committee;
- (b) Be entitled to vote to resolve any ties;

- (c) Prepare and forward to members of the Committee the agenda for each meeting of the Committee, and include, in the agenda, any items proposed for inclusion in the agenda by any member of the Committee;
- (d) Review with the Chief Financial Officer (“CFO”) and the auditors for the Company any matters referred to the Chair by the CFO or the auditors of the Company;
- (e) Appoint a secretary, who need not be a member of the Committee, to take minutes of the meetings of the Committee; and
- (f) Act in a manner that the Committee meetings are conducted in an efficient, effective and focused manner.

III. MEETINGS

The Committee shall meet at least quarterly or more frequently as circumstances dictate. As part of its goal to foster open communication, the Committee shall periodically meet with management and the external auditors in separate sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. The Committee may meet privately with outside counsel of its choosing and the CFO of the Company, as necessary. In addition, the Committee shall meet with the external auditors and management quarterly to review the Company’s financial statements in a manner consistent with that outlined in this Charter.

The Committee may invite to its meetings any partners of the Company, management and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee members, but not less than two, shall constitute a quorum. A majority of members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent with respect to matters that may be acted upon without a formal meeting.

The Committee shall maintain minutes or other records of meetings and activities of the Committee.

Notice of the time and place of every meeting shall be given in writing or electronic communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting provided however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

IV. RESPONSIBILITIES, DUTIES AND AUTHORITY

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal and other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of this Committee.

The Committee in discharging its oversight role is empowered to investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the authority to retain outside counsel, accounting or other advisors for this purpose, including authority to approve the fees payable to such advisors and other terms of retention. In addition, the Committee shall have the authority to communicate directly with both external and internal auditors of the Company.

The Committee shall be given full access to the Board, management, employees and others, directly and indirectly responsible for financial reporting, and external auditors, as necessary, to carry out these responsibilities. While acting within the scope of this stated purpose, the Committee shall have all the authority of the Board.

The Committee shall be responsible for assessing the range of financial and other risks to the business and affairs of the Company that the Board shall focus on, and make recommendations to the Board about how appropriate responsibilities for continuing to identify, monitor and manage these risks are to be delegated. The Committee shall review and discuss with management and the internal and external auditors all major financial risk exposures and the steps management has taken to monitor/control those exposures. In addition, the Committee shall encourage continuous improvement of, and foster adherence to, the Company's financial policies, procedures and practices at all levels in the organization; and provide an avenue of communication among the external auditors, management and the Board.

Absent actual knowledge to the contrary (which shall promptly reported to the Board), each member of the Committee shall be entitled to rely on: (i) the integrity of those persons or organizations within and outside the Company from which it receives information; (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations; and (iii) representations made by management and the external auditors, as to any information technology, internal audit and other non-audit services provided by the external auditors to the Company and its subsidiaries.

V. SPECIFIC RESPONSIBILITIES AND ACTIVITIES

A. Document Reports/Reviews

1. *Annual Financial Statements.* The Committee shall review with management and the external auditors, both together and separately, prior to public dissemination:
 - (a) the annual audited consolidated financial statements;
 - (b) the external auditors' review of the annual consolidated financial statements and their report;
 - (c) any significant changes that were required in the external audit plan;
 - (d) any significant issues raised with management during the course of the audit, including any restrictions on the scope of activities or access to information; and
 - (e) those matters related to the conduct of the audit that are required to be discussed under generally accepted auditing standards applicable to the Company.

Following completion of the matters contemplated above and in Section 15, the Committee shall make a recommendation to the Board with respect to the approval of the annual financial statements with such changes contemplated and further recommended, as the Committee considers necessary.

2. *Interim Financial Statements.* The Committee shall review with management and may review with the external auditors, both together and separately, prior to public dissemination, the interim unaudited consolidated financial statements of the Company, including to the extent the Committee considers appropriate, a discussion with the external auditors of those matters required to be discussed under generally accepted auditing standards applicable to the Company.
3. *Management's Discussion and Analysis.* The Committee shall review with management and the external auditors, both together and separately prior to public dissemination, the annual Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") and the Committee shall review with management and may review with the external auditors, interim MD&A.
4. *Approval of Annual MD&A, Interim Financial Statements and Interim MD&A.* The Committee shall make a recommendation to the Board with respect to the approval of the annual MD&A with such changes contemplated and further recommended by the Committee as the Committee considers necessary. In addition, the Committee shall approve the interim financial statements and interim MD&A of the Company, if the Board has delegated such function to the Committee. If the Committee has not been delegated this function, the Committee shall make a recommendation to the Board with respect to the approval of the interim financial

statements and interim MD&A with such changes contemplated and further recommended as the Committee considers necessary.

5. *Press Releases.* With respect to press releases by the Company:
 - (a) The Committee shall review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.
 - (b) The Committee shall review with management, prior to public dissemination, the annual and interim earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted non-IFRS" information) as well as any financial information and earnings guidance provided to analysts and rating agencies.
 - (c) The Committee shall be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than public disclosure referred to in Section V.A.4 of this Charter, and periodically assess the adequacy of those procedures.
6. *Reports and Regulatory Returns.* The Committee shall review and discuss with management, and the external auditors to the extent the Committee deems appropriate, such reports and regulatory returns of the Company as may be specified by law.
7. *Other Financial Information.* The Committee shall review the financial information included in any prospectus, annual information form or information circular with management and, at the discretion of the Committee, the external auditors, both together and separately, prior to public dissemination, and shall make a recommendation to the Board with respect to the approval of such prospectus, annual information form or information circular with such changes contemplated and further recommended as the Committee considers necessary.

B. Financial Reporting Processes

8. *Establishment and Assessment of Procedures.* The Committee shall satisfy itself that adequate procedures are in place for the review of the public disclosure of financial information extracted or derived from the financial statements of the Company and assess the adequacy of these procedures annually.
9. *Application of Accounting Principles.* The Committee shall assure itself that the external auditors are satisfied that the accounting estimates and judgements made by management, and their selection of accounting principles reflect an appropriate application of such accounting principles.
10. *Practices and Policies.* The Committee shall review with management and the external auditors, together and separately, the principal accounting practices and policies of the Company.

C. External Auditors

11. *Oversight and Responsibility.* In respect of the external auditors of the Company:
 - (a) The Committee, in its capacity as a committee of the Board, shall be directly responsible for, or if required by Canadian law shall make recommendations to the Board with respect to, the appointment, compensation, retention and oversight of the work of the external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditors regarding financial reporting.
 - (b) The Committee is directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest

services for the Company, including the resolution of disagreements between management and the external auditors regarding financial reporting.

12. *Reporting.* The external auditors shall report directly to the Committee and are ultimately accountable to the Committee.
13. *Annual Audit Plan.* The Committee shall review with the external auditors and management, together and separately, the overall scope of the annual audit plan and the resources the external auditors will devote to the audit. The Committee shall annually review and approve the fees to be paid to the external auditors with respect to the annual audit.
14. *Non-Audit Services.*
 - (a) “Non-audit services” means all services performed by the external auditors other than audit services. The Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor and permit all non-audit services, other than non-audit services where:
 - (i) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the Company’s external auditor during the fiscal year in which the services are provided;
 - (ii) the Company or its subsidiary, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
 - (iii) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals had been delegated by the Committee.
 - (b) The Committee may delegate to one or more members of the Committee the authority to grant such pre-approvals for non-audited services. The decisions of such member(s) regarding approval of “non-audit” services shall be reported by such member(s) to the full Committee at its first scheduled meeting following such pre-approval.
 - (c) The Committee shall adopt specific policies and procedures for the engagement of the non-audit services if:
 - (i) the pre-approval policies and procedures are detailed as to the particular services;
 - (ii) the Committee is informed of each non-audit service; and
 - (iii) the procedures do not include delegation of the Committee’s responsibilities to management.
15. *Independence Review.* The Committee shall review and assess the qualifications, performance and independence of the external auditors, including the requirements relating to such independence of the law governing the Company. At least annually, the Committee shall receive from the external auditors, a formal written statement delineating all relationships between the Company the external auditors, actively engage in a dialogue with the external auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor, and, if necessary, recommend that the Board takes appropriate action to satisfy themselves of the external auditors’ independence and accountability to the Committee. In evaluating the performance of the external auditors, the Audit Committee shall evaluate the performance of the external auditors’ lead partner, and shall ensure the rotation of lead partners as required by law.

D. Internal Controls.

Management shall be required to provide the Committee, at least annually, a report on internal controls, including reasonable assurance that such controls are adequate to facilitate reliable and timely financial information. The Committee shall also review and follow-up on any areas of internal control weakness identified by the external auditors with the auditors and management.

E. Reports to Board

16. *Reports.* In addition to such specific reports contemplated elsewhere in this Charter, the Committee shall report regularly to the Board regarding such matters, including:

- (a) with respect to any issues that arise with respect to the quality or integrity of the financial statements of the Company, compliance with legal or regulatory requirements by the Company, or the performance and independence of the external auditors of the Company;
- (b) following meetings of the Committee; and
- (c) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

17. *Recommendations.* In addition to such specific recommendations contemplated elsewhere in this Charter, the Committee shall provide such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

F. Whistle Blowing

18. *Procedures.* The Committee may establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

19. *Notice to Employees.*

- (a) To comply with the above, the Committee may cause each of the Company and its subsidiaries advises all employees, by way of a written code of business conduct and ethics (the "**Code**"), or if such Code has not yet been adopted by the respective board, by way of a written or electronic notice, that any employee who reasonably believes that questionable accounting, internal accounting controls, or auditing matters have been employed by the Company or their external auditors is strongly encouraged to report such concerns by way of communication directly to the Chair. Matters referred may be done so anonymously and in confidence.
- (b) None of the Company or its subsidiaries shall take or allow any reprisal against any employee for, in good faith, reporting questionable accounting, internal accounting, or auditing matters. Any such reprisal shall itself be considered a very serious breach of such policy.
- (c) All reported violations shall be investigated by the Committee following rules of procedure and process as shall be recommended by outside counsel.

G. General

20. *Access to Advisers and Funding.* The Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of (a) compensation to any external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any advisers employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
21. *Hiring of Partners and Employees of External Auditors.* The Committee shall annually review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
22. *Forward Agenda.* The Committee may annually develop a calendar of activities or forward agenda to be undertaken by the Committee for each ensuing year and to submit the calendar/agenda in the appropriate format to the Board of Directors following each annual general meeting of shareholders.
23. *Annual Performance Evaluation.* The Committee shall perform a review and evaluation, annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall evaluate, annually, the adequacy of this Charter and recommend any proposed changes to the Board.
24. *Related Party Transactions.* The Committee shall annually review transactions involving directors and officers, including a review of travel expenses and entertainment expenses, related party transactions and any conflicts of interests.
25. *General.* The Committee shall perform such other duties and exercise such powers as may, from time to time, be assigned or vested in the Committee by the Board, and such other functions as may be required of an audit committee by law, regulations or applicable stock exchange rules.
26. *No Rights Created.* This Charter is a broad policy statement and is intended to be part of the Board's and Audit Committee's flexible governance framework. While this Charter should comply with all applicable law and the Company's constituting documents, including its articles, this Charter does not create any legally binding obligations on the Board, any Committee, any director or the Company.

This Charter was approved by the Board on November 13, 2025.

THIS PAGE INTENTIONALLY LEFT BLANK

