THE FUTR CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 26, 2026

NOTICE IS HEREBY GIVEN that the annual and special meeting of the Shareholders (the "**Meeting**") of The FUTR Corporation (the "**Corporation**") will be held at the offices of Weir Foulds LLP, located at 66 Wellington Street West, Suite 4100, Toronto, Ontario, M5K 1B7 on June 26, 2026, at the hour of 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the six month fiscal period ended December 31, 2025 together with the report of the auditor thereon;
2. to consider, and if deemed appropriate, pass a resolution fixing the number of directors of the Corporation within the minimum and maximum permitted by its Articles of Incorporation at seven (7);
3. to consider, and if deemed appropriate, pass a resolution electing seven (7) directors of the Corporation for the ensuing year;
4. to consider, and if deemed appropriate, pass a resolution re-appointing McGovern Hurley LLP, Chartered Accountants, as auditors of the Corporation for the current year and authorizing the directors to fix the remuneration of the auditors;
5. to consider, and if deemed appropriate, pass an ordinary resolution of disinterested shareholders re-approving the Corporation's omnibus equity incentive plan (the "**Compensation Plan**") with certain amendments;
6. to consider and, if deemed advisable, to pass a special resolution to authorize an amendment to the Corporation's articles (the "**Articles of Amendment**"), to authorize the directors to create and issue classes of preferred shares ("**Preferred Shares**") and add such Preferred Shares to the Corporation's authorized capital, subject to any necessary TSX Venture Exchange approval, including any additions, deletions, exceptions, amendments or other modifications thereto ("**TSX-V Approval**"); and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Please review the Information Circular carefully and in full prior to voting in relation to the matters to be conducted at the Meeting. The Information Circular is also available on SEDAR at www.sedarplus.ca.

If you cannot attend, we encourage you to complete and return the form of proxy or voting instruction form provided to you indicating your voting instructions. Please complete, date and sign your form of proxy or voting instruction form and return it by mail in the envelope provided for this purpose, or by facsimile to our transfer agent, Computershare, 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6, or by following the procedures for Internet voting provided in the enclosed form of proxy or voting instruction form. To be valid, a completed form of proxy or voting instruction form must be received by our transfer agent, or Internet voting must be completed, by no later than 11:00 a.m. (Toronto Time) on June 24, 2026, or, if the meeting is adjourned, by no later than 48 hours prior to the time of the adjourned meeting. If you are not a registered shareholder, please refer to the Information Circular for information on how to vote your shares.

ALL SHAREHOLDERS OF RECORD AS OF MAY 22, 2026, ARE ENTITLED TO VOTE THEIR SHARES OF THE CORPORATION AT THE MEETING, OR AT ANY ADJOURNMENT THEREOF, EITHER IN PERSON OR BY PROXY, HOWEVER, TO FACILITATE AN ORDERLY MEETING THE BOARD OF DIRECTORS IS REQUESTING THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY BEFORE THE MEETING.

DATED at Toronto, Ontario, this 27th day of May, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

"Alex McDougall"

Alex McDougall
Chief Executive Officer

THE FUTR CORPORATION

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF THE FUTR CORPORATION (the "**Corporation**") for use at an annual general and special meeting of shareholders ("**Shareholders**") of the Corporation (the "**Meeting**") to be held at the offices of WeirFoulds LLP, located at 66 Wellington Street West, Suite 4100, Toronto, Ontario, M5K 1B7,on June 26, 2026 at the hour of 11:00 a.m. (Toronto time) and at any adjournments thereof, for the purposes set out in the accompanying Notice of Meeting. The cost of solicitation of proxies will be borne by the Corporation. The information contained in this management information circular (the "**Information Circular**") is given as at May 27, 2026, unless indicated otherwise.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors or representatives of the Corporation. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO REPRESENT THEM AT THE MEETING MAY DO SO** by inserting such other person's name in the blank space provided in the form of proxy and depositing the completed proxy with the Corporation's transfer agent, Computershare Investor Services Inc., as instructed below. A proxy can be executed by the Shareholder or his attorney duly authorized in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized.

A proxy will not be valid unless it is deposited with our transfer agent Computershare, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 11:00 am (Eastern Standard Time) on June 24, 2026 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.

In addition to any other manner permitted by law, a proxy may be revoked before it is exercised by instrument in writing executed and delivered in the same manner as the proxy at any time up to and including the last business day preceding the day of the Meeting or any adjournment at which the proxy is to be used or delivered to the Chair of the Meeting (the "**Chair**") on the day of the Meeting or any adjournment prior to the time of voting and upon either such occurrence, the proxy is revoked.

DEPOSIT OF PROXY

By resolution of the Directors, duly passed, ALL PROXIES TO BE USED AT THE MEETING MUST BE DEPOSITED NOT LATER THAN 48 HOURS PRECEDING THE DAY OF THE MEETING, EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS (June 24, 2026 AT 11:00 A.M.), OR ANY ADJOURNMENT, WITH THE CORPORATION'S TRANSFER AGENT, provided that a proxy may be delivered to the Chair of the Meeting on the day of the Meeting or any adjournment prior to the time of voting and it is up to the Chair of the Meeting to accept or reject the proxy so delivered at the Chair's sole discretion. A return envelope has been included with this material.

A proxy will not be valid unless it is deposited with our transfer agent Computershare, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 11:00 am (Eastern Standard Time) on June 24, 2026 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.

NON-REGISTERED SHAREHOLDERS

Only Shareholders of record at the close of business on May 22, 2026, or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, shares beneficially owned by a person (a "**Non-Registered Holder**") are registered either:

i. in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares of the Corporation (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or

ii. in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**")) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101, ("**NI 54-101**") the Corporation will have distributed copies of the Notice of Meeting, this Information Circular and the form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the meeting material to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

i. be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the form of proxy and submit it to the Corporation or the Corporation's transfer agent, Computershare Investor Services Inc., 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6; or

ii. more typically, be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the Non-Registered Holder will be given a page of instructions that contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares of the Corporation they beneficially own. Should a Non-Registered Holder who receives either form of proxy wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the person named in the proxy and insert the Non-Registered Holder or such other person's name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

A Non-Registered Holder may revoke a proxy authorization form (voting instructions) or a waiver of the right to receive meeting materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a proxy authorization form (voting instructions) or of a waiver of the right to receive meeting materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

These security holder 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, 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 issuer (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.

EXERCISE OF DISCRETION OF PROXIES

The persons named in the accompanying form of proxy for use at the Meeting will vote the common shares (the "**Shares**") in respect of which they are appointed in accordance with the directions of the Shareholders appointing them.

IN THE ABSENCE OF SUCH DIRECTIONS, SUCH SHARES SHALL BE VOTED "FOR":

1. to receive the audited consolidated financial statements of the Corporation for the six month fiscal period ended December 31, 2025 together with the report of the auditor thereon;
2. to consider, and if deemed appropriate, pass a resolution fixing the number of directors of the Corporation within the minimum and maximum permitted by its Articles of Incorporation at seven (7);
3. to consider, and if deemed appropriate, pass a resolution electing seven (7) directors of the Corporation for the ensuing year;
4. to consider, and if deemed appropriate, pass a resolution re-appointing McGovern Hurley LLP, Chartered Accountants, as auditors of the Corporation for the current year and authorizing the directors to fix the remuneration of the auditors;
5. to consider, and if deemed appropriate, pass an ordinary resolution of disinterested shareholders re-approving the Corporation's omnibus equity incentive plan (the "**Compensation Plan**") with certain amendments;
6. to consider and, if deemed advisable, to pass a special resolution to authorize an amendment to the Corporation's articles (the "**Articles of Amendment**"), to authorize the directors to create and issue classes of preferred shares ("**Preferred Shares**") and add such Preferred Shares to the Corporation's authorized capital, subject to any necessary TSX Venture Exchange approval, including any additions, deletions, exceptions, amendments or other modifications thereto ("**TSX-V Approval**"); and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Each of items 1, 2,3, 4 and 5 require approval by a simple majority (50.1%) of all votes cast at the Meeting, either in person or by proxy.

The enclosed form of proxy confers discretionary authority upon the person named with respect to any amendment, variation or other matter to come before the Meeting, other than the matters referred to in the Notice of Meeting. HOWEVER, IF ANY SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS, WHICH ARE NOT NOW KNOWN TO THE MANAGEMENT, SHOULD PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXIES WILL BE VOTED IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSON OR PERSONS VOTING SUCH PROXIES, EXCEPT IN THE CASE OF THE ELECTION OF DIRECTORS AS THE SHARES REPRESENTED BY PROXY WILL BE VOTED FOR MANAGEMENT NOMINESS ONLY AND REGARDLESS OF ANY AMENDMENT OR VARIATION.

VOTING SECURITIES AND PRINCIPAL HOLDERS

The authorized capital of the Corporation consists of an unlimited number of Shares of which 149,672,313 Shares are issued and outstanding as fully paid and non-assessable as at May 27, 2026.

The record date for the Meeting is May 22, 2026. Each holder of Shares of record will be entitled to one vote for each Share held at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, no person beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the issued and outstanding Shares of the Corporation except as detailed below:

Name of Individual	Number of common shares and incentive securities owned on a partially diluted basis	Percentage of common shares owned on a partially diluted basis
G Scott Paterson	20,815,023	13%

Mr Paterson owns 14,883,103shares, 5,512,826 warrants, 419,094 vestedoptions, in his personal name and via Patstar Inc. His holdings do not include shares or warrants owned by the G S Patesron Family Trust which he does not control.

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

Except as discussed below, no one who has held the position of director or executive officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, during the financial year ended December 31, 2025, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

At the Meeting, Shareholders will be asked to consider and, if thought fit, to confirm, ratify and re-approve the Compensation Plan. Each director and officer of the Corporation is an eligible participant under the Compensation Plan and, accordingly, could be considered to have a material interest in the ratification of the Compensation Plan.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Receipt of Financial Statements

The directors will place before the Meeting the audited consolidated financial statements of the Corporation for the six month fiscal period ended December 31, 2025, together with the auditors' reports thereon. The audited consolidated financial statements have been sent to the Shareholders of the Corporation with this Information Circular.

2. Fixing Number of Directors

Management has nominated seven (7) individuals for election to the board of directors. Accordingly, Shareholders are being asked at the Meeting to pass an ordinary resolution fixing the number of directors at seven (7) permitted by the Corporation’s articles of incorporation.

Board Resolution

Shareholders will be asked to consider and, if deemed appropriate, to pass the following ordinary resolution (the “**Board Resolution**”):

“**BE IT RESOLVED THAT**:

the number of directors to be elected at the Meeting to hold office for the ensuing year or otherwise as authorized by the Shareholders of the Corporation be and is hereby seven (7)."

Management recommends that Shareholders vote in favour of the Board Resolution set out above. In the absence of a contrary instruction, the persons named in the enclosed proxy intend to vote FOR the Board Resolution.

3. Election of Directors

The Board of Directors currently consists of seven (7) members. If the first resolution is passed the Board size will be seven (7). At the Meeting, Shareholders will be asked to elect seven (7) directors. Each director elected at the Meeting will hold office until the next annual meeting of Shareholders or until his or her successor is elected or appointed, unless his or her office is earlier vacated according to the provisions of the by-laws of the Corporation or the *Business Corporations Act* (Ontario).

Management has nominated each of the persons set forth in the table below, to stand for election as directors of the Corporation. All nominees for election as directors are currently directors of the Corporation. Voting for the election of the proposed directors will be conducted on an individual not slate, basis. Shareholders have the option to vote for or against each of the proposed nominees listed in the table below.

Unless otherwise instructed, proxies and voting instructions given pursuant to this solicitation by the management of the Corporation will be voted FOR the election of each of the proposed nominees set forth in the table below.

Management has no reason to believe that any of the nominees will be unable to serve as a director. **However, if any proposed nominee is unable to serve as a director, the individuals named in the proxy will be voted in favour of the remaining nominees, and may be voted in favour of a substitute nominee unless the Shareholder has specified in the proxy that the Shares represented thereby are to be against the particular director.**

The following table states the names of the nominees, their principal occupation and employment for the previous five years and the number of shares of the Corporation beneficially owned, directly, or indirectly, or over which control or direction is exercised, by each of them as of February 25, 2025. The respective nominees have furnished the information as to shares beneficially owned.

Name and Director Since	Province and Country of Residence	Principal Occupation	Number of Shares Beneficially Owned or Controlled (1)
Michael Hilmer 2021	Ontario, Canada	Vice-Chair, The FUTR Corporation	1,585,452
Jason Ewart 2021	Ontario, Canada	EVP, Capital Markets The FUTR Corporation	654,840
Robert Landry 2025	Ontario, Canada	Retired CEO of Zurich Insurance, Canada Branch	0
Peter McRae 2024	Ontario, Canada	Chairperson Freedom International Brokerage Company	7,519
Curt Marvis 2025	California, USA	CEO QYOU Media Inc.	0
Jason Sawyer 2024	Quintana Roo, Mexico	General Manager, Access Alternative Group S.A., CEO GridAI Technologies Corp	0
Scott Paterson (5) 2026	Ontario, Canada	Co-Founder & Executive Chairman, FutureVault Inc.	20,815,023

Notes:

1. Shares beneficially owned directly or indirectly, or over which control or direction is exercised, as at May 27, 2026, based upon information furnished to the Corporation by the individuals in the table above.
2. Member of the Audit Committee.
3. Member of the Compensation Committee.
4. Member of the Nominating & Governance Committee
5. *Mr Paterson owns 14,883,103 shares, 5,512,826 warrants, 419,094 vestedoptions, in his personal name and via Patstar Inc. His holdings do not include shares or warrants owned by the G S Patesron Family Trust which he does not control.*

Scott Paterson

As Chairperson, Mr. Paterson brings extensive public company experience to The FUTR Corporation with deep capital markets expertise in the technology space, as well as a strong reputation in strategy, business development, financial management and governance. He currently serves as Executive Chairman of FutureVault Inc., Chairman of QYOU Media Inc. (TSXV: QYOU). Mr. Paterson previously served for 21 years on the Board of Lionsgate Entertainment (NYSE: LION), including as Chair of its Audit & Risk Committee, and continues to serve within the Lionsgate universe as a Board member of Entertainment One Canada Ltd. Mr Paterson served as Chairman of the Venture Exchange and Vice Chairman of the Toronto Stock Exchange. Throughout his career, he has served on Boards of Directors of public companies listed on the NYSE, TSX, TSXV, AIM (UK) and CBOE Canada exchanges.

Michael Hilmer

As Vice Chairperson, Michael is a serial entrepreneur that brings over 30 years of banking, technology, fintech and lending experience to the Corporation. An innovative thought leader in the financial technology space, Mr. Hilmer's payments and banking vision is underpinned by the fundamental belief that new regulations create additional opportunities for innovation around the customer experience. Mr. Hilmer believes that combining Banking-As-A Service platform technology with certain strategic partners such as banks, payment processors and industry leaders can create unique market driven solutions for customers. Partnering with banks to increase their deposits and fees, while taking responsibility for the consumer experience through innovative and valuable toolsets, provides for unique opportunities to create value for enterprises and consumers.

Jason Ewart

Mr. Ewart is a corporate director who was the co-founder and the former Chief Executive Officer and Chief Operating Officer of Fountain Asset Corporation from 2003 until October 2017. Previously, he was a market analyst with A&E Capital Funding Inc. and Bradstone Equity Partners Inc. between 1998 and 2002 and Vice President of Quest Investment Corporation between 2002 and 2003. He has experience with bridge financing, financial analysis, quantitative modeling, equities trading and mergers and acquisitions. Mr. Ewart holds an economics degree from McGill University. Mr. Ewart is a former member of the Institute of Corporate Directors (ICD) in Canada and a current Vice Chair for the non-profit Northumberland Community Futures Development Corporation, which provides financing and strategic guidance to entrepreneurs. He is currently a member of the Board of Directors of Marathon Mortgage Corp., Real Time Risk Solutions Inc. and Attorneys Title Guaranty Fund, Inc. As EVP Capital Markets for The FUTR Corporation, Mr. Ewart leads the transaction/deal team working with management to evaluate strategic opportunities and corporate communications.

Robert Landry

Robert Landry is a seasoned Independent Corporate Director recognized as an insurance industry subject matter expert. He has served on several insurance related boards since he retired as CEO of the Canadian branch of Zurich Insurance Company, a leading worldwide financial institution. Notably, he served on the board of Symbility Solutions (TSX:SY) a cloud based insure-tech committed to modernizing claims solutions for the property and health insurance industry. While on this board he oversaw Symbility's acquisition by CoreLogic for $162 million in December, 2018. He has also served on the boards of Wawanesa Mutual Insurance Company, a top ten property/casualty insurer in Canada, and currently sits on the board of Tokio Marine Canada, a subsidiary of an international insurance conglomerate. Mr. Landry holds the Fellow Charter Insurance Professional diploma from the Insurance Institute of Canada and earned the ICD.D designation from the Institute of Corporate Directors.

Peter McRae

Mr. McRae is a Chartered Professional Accountant and a graduate of the Director's Education Program of the Institute of Corporate Directors with an ICD.D designation. Mr. McRae was the President and CEO, of Freedom International Brokerage Company, Canada's largest inter-dealer broker.

Jason Sawyer
Jason Sawyer is a career alternative investment specialist, veteran venture capitalist, founder, and executive. He is presently the CEO of Toronto based Caary Capital Ltd., an AAG sponsored fintech SaaS company for which he has led $25 MM in investment. Mr. Sawyer has spent his entire career in capital markets, raising money for institutional funds and early stage companies, and has significant public company experience. Mr. Sawyer through his partnerships has raised more than $5 billion for companies and alternative asset managers since inception.

Curt Marvis
Curt Marvis is recognized globally for his vast and successful experience in both traditional and digital media and for his pioneering efforts in digital distribution. He is currently CEO & Co-Founder of QYOU Media Inc. He previously served as Lionsgate's (NYSE: LGF) President of Digital Media, where he helped pioneer the company's broad spectrum of digital distribution agreements. In addition, while at Lionsgate Mr. Marvis successfully launched original content channels, series and games in partnership with YouTube, Hulu and Machinima, many of which formed the basis of the digitally distributed series that are being developed by major studios today. Mr. Marvis is a frequent speaker at industry events as an expert in the merging of traditional and digital media and has served on numerous boards including CinemaNow, JumpTV (now Neulion), 7th Level and QYOU Media. He is a graduate with honors from UCLA with a BFA in Motion Picture and Television Production.

Corporate Cease Trade Orders

None of the proposed directors are, as at the date hereof, or has been, within ten (10) years prior to the date hereof, a director, chief executive officer or chief financial officer of any Corporation (including the Corporation) that,

(1) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days while such proposed director was acting in such capacity; or

(2) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such proposed director was acting in such capacity.

Corporate Bankruptcies

None of the proposed directors of the Corporation is, as at the date hereof, or has been within ten years before the date hereof, a director or executive officer of any company (including the Corporation) that, while such proposed director was acting in such capacity, or within a year of such proposed director ceasing to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr Paterson was a director of Trees Corporation from March 2022 to April 2024. In December 2023, Trees received an order under the Companies' Creditors Arrangement Act and was subsequently sold in April 2024.

Personal Bankruptcies

None of the proposed directors of the Corporation or any personal holding company of such person has, during the ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such proposed director or personal holding company of such person.

Penalties or Sanctions

During the ten (10) years prior to the date hereof, none of the proposed director of the Corporation or any personal holding company of such person has been subject to:

(3) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(4) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

Over 24 years ago, in December 2001, Mr. Paterson reached a voluntary settlement with the Ontario Securities Commission in respect to administrative proceedings which included a suspension of his registration for two years and a one million dollar voluntary payment. There were no allegations that Mr. Paterson had violated any securities law, statute, regulation or policy statement.

4. Appointment of Auditors

McGovern Hurley LLP, Chartered Accountants are the independent, registered certified auditors of the Corporation. McGovern Hurley LLP has been the Corporation's auditors since October 13, 2021. At the meeting the Shareholders will be asked to consider and, if thought appropriate, pass, with or without variation, a resolution re-appointing McGovern Hurley LLP, Chartered Accountants as auditors of the Corporation to hold office until the close of the next annual Meeting and authorizing the directors of the Corporation to fix the remuneration of the auditors. To be effective, this resolution must be passed by a majority of the votes cast in respect of this resolution.

Management recommends that Shareholders vote FOR the adoption of the ordinary resolution approving the appointment of the auditors of the Corporation.

Proxies received in favour of management will be voted FOR the approval of the above ordinary resolution unless a Shareholder has specified in the proxy that the Shares are to be withheld from such ordinary resolution.

5. Re-Approval of the Corporation's Compensation Plan

The TSX Venture Exchange ("**TSXV**") requires all listed companies with a ten percent (10%) rolling stock compensation plan to obtain annual shareholder approval of such plan. Shareholders will be asked at the Meeting to vote on an ordinary resolution of disinterested shareholders to re-approve, for the ensuing year, the omnibus incentive compensation plan (the "**Compensation Plan**").

The Corporation is also asking Shareholders to approve certain amendments to the Compensation Plan. The first change Shareholders are being asked to approve is an increase to the number of restricted share units ("**RSUs**") that the company can grant under the Compensation Plan. The number is currently fixed at 6,092,595 Shares. The number of issued and outstanding Shares has increased since that time and the Corporation would like to increase the number of RSUs to a fixed number of 14,967,231 which the Board estimates to be 10% of the current outstanding shares.

The following is a summary of the Compensation Plan, which is qualified in its entirety by the full text of the Compensation Plan. The Compensation Plan is a 10% rolling plan in respect of Options and a fixed plan in respect of restricted share units.

The purpose of the Compensation Plan is to advance the interests of the Corporation by (i) providing optionee directors, officers, employees and consultants with additional performance incentives; (ii) encouraging share ownership by optionees and recipients; (iii) increasing the proprietary interest of the optionees in the success of the

Corporation; (iv) encouraging the optionees to remain with the Corporation; and (v) attracting new directors, officers, employees and consultants.

(a) *Number of Shares reserved.* The number of Shares available to be reserved for issuance under the Compensation Plan is equal to 10% of the issued and outstanding at any point in time in respect of Options and a proposal for 14,967,231 RSUs at this Meeting (representing approximately 10% of the issued and outstanding shares of the Corporation), less any Shares reserved pursuant to the Corporation's other share compensation arrangements, if any, at the time of reservation.

(b) *Administration.* The Compensation Plan is to be administered by the Board, or any duly authorized committee thereof.

(c) *Eligible Persons.* Options and RSUs under the Compensation Plan may only be issued to: directors, officers, employees and consultants of the Corporation and its affiliated entities ("**Eligible Persons**");

(d) *Award Types*: Options and RSUs (collectively, "**Awards**")

(e) *Terms of Options and RSUs.* The Compensation Plan provides that the exercise price, vesting provisions, the extent to which such Option is exercisable, acceleration of vesting in connection with a take-over bid or other specified event, and other terms and conditions relating to such Options and RSUs shall be generally determined by the Board or applicable committee thereof, as applicable, and subject to compliance with the policies of the TSXV.

(f) *Maximum Term of Options.* Options granted under the Compensation Plan will be for a term not exceeding 5 years from the date of grant.

(g) *Limitations on Grants to Certain Persons.* The number of Shares reserved for issuance to any one consultant, and to all service providers conducting investor relations activities, pursuant to Options and under any other share compensation arrangement, during any 12-month period, may not exceed 2% of the outstanding Shares at the time of grant. RSUs may not be granted to consultants performing investor relations activities. The number of Shares reserved for issuance to any one person and his or her Nominees, other than a consultant or service provider conducting investor relations activities, pursuant to Options granted under the Compensation Plan, together with all other share compensation arrangements of the Corporation, during any 12-month period may not exceed 5% of the outstanding Shares at the time of grant, unless disinterested shareholder approval is obtained.

(h) *Effect of Termination on Awards*

a. *Voluntary Resignation*: All unvested Awards are immediately forfeited on the termination date and any vested Options remain exercisable until the earlier of up to 12 months following the termination date and the expiry date of the option. Except in special circumstances, the Corporation expects to restrict this to 90 days at the time of any grant in the event the employee or consultant is no longer with the Corporation.

b. *Termination for Cause*: All vested and unvested Options immediately terminate and all unvested RSUs are immediately forfeited on the termination date.

c. *Termination not for Cause*: All unvested Options immediately terminate and any vested Options remain exercisable until the earlier of up to 3 months following the termination date and the expiry date of the option. All RSUs as of such date remain outstanding and in effect pursuant to the terms of the applicable RSU Agreement, which may be cancelled or accelerated by the Board in its discretion. Except in special circumstances, the Corporation expects to restrict this to 90 days at the time of any grant in the event the employee or consultant is no longer with the Corporation.

d. *Termination Due to Disability or Retirement*: The RSUs continue to vest as provided for in (c) above. Any vested Options remain exercisable until the earlier of up to 12 months following the vesting date of the option and the expiry date of the Option. Except in special circumstances, the Corporation expects to restrict this to 90 days at the time of any grant in the event the employee or consultant is no longer with the Corporation.

e. *Termination Due to Death*: The RSUs continue to vest in accordance with (c) above. Any vested Options remain exercisable by the optionee's beneficiary until the earlier of 12 months following the termination date and the expiry date of the Option.

f. *Termination in Connection with a Change of Control*: If, after a Change of Control (as defined in the Compensation Plan), a participant who was also an officer or employee of, or a consultant to, the Corporation prior to the Change of Control, has their position, employment or consulting agreement terminated, or the participant is constructively dismissed, on or during the 12-month period immediately following a change in control, then all of the participant's unvested Awards are immediately vested and any vested Options remain exercisable until the earlier of six months following the termination date and the expiry date of the Option.*Conditions of exercise of Options*. The Corporation will not issue Shares pursuant to the exercise of Options unless and until the Shares have been fully paid for and all applicable regulatory approvals have been received. *Method for determining the exercise price of Options.* The exercise price for Shares that are the subject of any Option shall be determined and approved by the Board when such Option is granted, but shall not be less than the Market Value of such Shares at the time of the grant.

(i) *Reduction of exercise price*. Subject to any required regulatory and shareholder approvals and the consent of the optionee affected thereby, the Board may amend or modify any outstanding Option in any manner, including to change the vesting provisions, expiry date, or exercise price, provided that the consent of the optionee shall not be required where the rights of the optionee are not adversely affected. A decrease in the exercise price or extension of the term of Options granted to Insiders may not be effected without disinterested shareholder approval.

(j) *Acceleration of Vesting.* The Board has the right to accelerate the date upon which any Award becomes exercisable notwithstanding the vesting schedule set forth for such Award, regardless of any adverse or potentially adverse tax consequence resulting from such acceleration. There is no accelerated vesting allowed for persons completing Investor Relations Activities without prior TSXV approval.

(k) *No assignment.* Options may not be assigned or transferred.

(l) *Amendments.* Generally, the Board may amend the Compensation Plan, subject to any necessary regulatory approval.

(m) *Termination of Compensation Plan*. The Compensation Plan may be discontinued by the Board, provided that such termination will not alter the terms or conditions of any Award or impair any right of any optionee pursuant to any Award granted prior to the date of such termination, which will continue to be governed by the provisions of the Compensation Plan.

As at the date hereof, there are 13,897,169 Options outstanding and 5,553,103 RSUs outstanding.

The full text of the Compensation Plan will be available for review at the Meeting and will be supplied free of charge to shareholders upon a written request made directly to the Corporation at its registered head office.

Shareholder Approval of the Amended Compensation Plan

The Board believing it to be in the best interests of the Corporation, recommend that the Shareholders confirm and re-approve the Compensation Plan for the ensuing year with the amendments described above. At the Meeting, the Shareholders will be asked to pass an ordinary resolution of disinterested shareholders to confirm, ratify and re-approve the amended Compensation Plan. The following is the text of the resolution to be considered by the Shareholders at the meeting:

> **"BE IT RESOLVED THAT:**
>
> The amended Compensation Plan of The FUTR Corporation as described in the Information Circular of the Corporation dated May 27, 2026, be and hereby is confirmed, ratified, approved and authorized.

The foregoing resolution must be approved by a majority of the Corporation's disinterested Shareholders that are present in person or by proxy at the Meeting. The persons named in the form of proxy provided to you intend to vote the Shares represented by such proxy FOR the resolution to confirm, ratify and approve the amended Compensation Plan.

6. Approval of Articles of Amendment to add Preferred Shares to the Authorized Capital

Shareholders will be asked to consider, and if deemed advisable, to approve a special resolution authorizing an amendment to the Articles of Amendment, subject to any necessary TSX Venture Exchange approval, including any additions, deletions, exceptions, amendments or other modifications thereto ("**TSX-V Approval**"), to create and issue classes of Preferred Shares and add such Preferred Shares to the Corporation's authorized capital, as described in this Information Circular. Preferred Shares will be issuable in one or more series, with the Board authorized, subject to the provisions of the articles and applicable law, to determine the designation, rights, privileges, restrictions and conditions attaching to each series by resolution prior to issuance. Under the Preferred Shares terms, the Preferred Shares are non-voting except as required by applicable law or as otherwise provided in the articles; are entitled to receive dividends if, as and when declared by the Board; and may be redeemed by the Corporation, in whole or in part, at the Corporation's option. Upon the redemption date, holders of Preferred Shares called for redemption will cease to be entitled to dividends and other rights in respect of such shares, other than the right to receive the redemption price, in accordance with the terms. The specific terms of the Preferred Shares are set forth in Schedule "A" attached hereto.

The Preferred Shares of each series shall, with respect to the right to payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Corporation, rank on a parity with the Preferred Shares of every other series and in priority over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares. In the event of the liquidation, dissolution or winding-up of the Corporation, or any return of capital or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares of the Corporation, but together with the holders of all other series of Preferred Shares, an amount equal to the Preferred Share issue price together with any dividends declared thereon and unpaid, subject to the ability of the Corporation to make such payment.

Limitations

(a) No Preferred Shares of any series shall be issued at any time if, as a result of, and at the time of such issuance:

(i) the aggregate number of Preferred Shares that would then be outstanding would exceed 50% of the aggregate number of common shares then outstanding; or

(ii) the maximum aggregate number of common shares into which all of the Preferred Shares then outstanding could be converted in accordance with their terms (regardless of any restrictions on the time of conversion and regardless of any conditions to the conversion) would exceed 20% of the aggregate number of common shares then outstanding; or

(iii) the aggregate number of votes which the holders of all of the Preferred Shares then outstanding would be entitled to cast (regardless of any conditions) at any meeting of the shareholders of the Corporation (other than a meeting at which only holders of the Preferred Shares or any series are entitled to vote) would exceed 20% of the aggregate number of votes which the holders of all of the common shares then outstanding would be entitled to cast at any meeting.

The Articles of Amendment and authorization to issue Preferred Shares is intended to provide the Corporation with additional financial and strategic flexibility in the future; however, there is no current intention to issue any Preferred Shares at this time.

Articles of Amendment Resolution

The Board believes the Articles of Amendment are in the best interests of the Corporation and its Shareholders and recommends that Shareholders vote **FOR** the resolutions set out below approving the Articles of Amendment (the "**Articles of Amendment Resolution**"), subject to TSX-V Approval. In order for the special resolution to pass, the Corporation must receive at least two-thirds of the votes cast by all Shareholders at the Meeting, either in person or by proxy.

The following is the text of the resolution to be considered by the Shareholders at the meeting:

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The amendment to the articles of the Corporation to authorize the directors to create and issue classes of preferred shares ("**Preferred Shares**"), issuable in series, and to add such Preferred Shares to the authorized capital of the Corporation, with the board of directors (the "**Board**") of the Corporation authorized to fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares by resolution (the "**Amendment**"), as more particularly set forth in Schedule "A", is hereby ratified, confirmed and approved, subject to any necessary TSX Venture Exchange approval, including any additions, deletions, exceptions, amendments or other modifications thereto ("**TSX-V Approval**").

2. Notwithstanding the passing of this resolution by the shareholders of the Corporation, the Board is authorized and empowered, in their sole discretion and without further approval of the shareholders of the Corporation, not to proceed with the Amendment, if such revocation is considered necessary or desirable by the Board.

3. Any one director or officer of the Corporation is authorized and directed, for and on behalf of the Corporation, to execute and deliver all documents and instruments and to do all such other acts or things as may be necessary or desirable to give effect to the foregoing, including the filing of articles of amendment under applicable corporate law.

The foregoing resolution must be approved by two-thirds (2/3) of the Corporation's Shareholders that are present in person or by proxy at the Meeting. The persons named in the form of proxy provided to you intend to vote the Shares represented by such proxy FOR the resolution to confirm, ratify and approve the amended Compensation Plan.

STATEMENT OF EXECUTIVE COMPENSATION

The Corporation's Statement of Executive Compensation, in accordance with the requirements of Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, is set forth below, which contains information about the compensation paid to, or earned by, the Corporation's Vice Chair, Chief Executive Officer, Chief Financial Officer and the next most highly compensated executive officer of the Corporation earning more than C$150,000.00 in total compensation during December 31, 2025 (the "**Named Executive Officers**" or "**NEOs**").

Based on the foregoing, Michael Hilmer, Vice Chair and former Chief Executive Officer, Ashish Kapoor, Chief Financial Officer and Mindy Bruns, Chief Business Officer are the Corporation's only Named Executive Officers as at December 31, 2025.

Compensation Discussion and Analysis

The Corporation's Compensation Committee (the "**Compensation Committee**") exercises general responsibility regarding overall employee, executive and consultants compensation. It also determines the total compensation of the Chief Executive Officer, subject to approval by the board of directors. The Compensation Committee meets at least annually with the Chief Executive Officer to review other employees and consultants salaries, and those salaries are also reviewed with the board of directors as part of the annual budget review.

The Compensation Committee consisted of three members during fiscal 2025, Messrs. Robert Landry, Curt Marvis and Peter McRae. All are independent members. Mr. Farley and Ms. Fallon resigned in June 2024 and Jason Sawyer was appointed to the committee. The Compensation Committee reviews compensation paid to directors, officers and consultants of companies of similar business, size and stage of development and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors, senior management and consultants while taking into account the financial and other resources of the Corporation. No specific benchmarking policy is in place for determining compensation or any element of compensation. In performing its duties, the Compensation Committee has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

The Corporation does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

The Corporation's compensation policies are founded on the principle that executive, employee and consultant compensation should be consistent with shareholders' interests and therefore the compensation strategy is significantly weighted towards a share ownership compensation strategy. The objectives of the Corporation's compensation program are to attract and retain a high-quality management and employee team and to motivate performance by tying a significant portion of the compensation to enhancement in common share value and to encourage all employees to become significant shareholders. In assessing comparability with other similar size companies, the Compensation Committee reviewed total revenue and the number of employees of various other organizations relative to the Corporation. The Corporation does not have a pension plan or other form of formal retirement compensation. The Corporation's compensation plan consists of base salary, bonuses, stock options and restricted share units.

The compensation of employees, including executive officers and consultants, is consistent with the above policies.

Compensation Risk
The Corporation has not adopted a formal policy on compensation risk management, nor has it engaged an independent compensation consultant. The Corporation recognizes that there may be risks in its current processes but given the size and number of executives dedicated on a full-time basis, the Corporation does not believe the risks to be significant.

The Corporation has a Compensation Committee, consisting of three independent members of the board of directors, to assist the board of directors in discharging its duties relating to compensation of the Corporation's directors and senior officers and consultants. The board of directors believe that the executive compensation program of the Corporation should not raise its overall risk profile. Accordingly, the Corporation's executive compensation programs include safeguards designed to mitigate compensation risks. The following measures impose appropriate limits to avoid excessive or inappropriate risk taking or payments:

- discretionary bonus payments are approved by the Board;
- stock option vesting and option terms of up to five years discourages excessive risk-taking to achieve short-term goals; and

Base Salaries

To date, the Corporation's policy is that salaries for the Corporation's executive officers, consultants and employees are considered in light of salaries paid among industry peer companies, using such criteria as revenue, assets, cash flow, business plan and number of employees. Salaries of the Corporation's executive officers, including that of the Chief Executive Officer and are reviewed annually.

Short-Term Incentive Plan Compensation – Bonuses

The Short-Term Incentive Plan Compensation consists of an annual cash bonus based on a mix of corporate and individual objectives. The purpose of including performance-based incentive compensation, in the form of annual cash bonuses, as part of the total compensation paid to the Corporation's executive officers and consultants is to create a link between pay and performance to encourage and reward those individuals' contributions in producing strong results and to focus its senior management to work as a team on overall corporate results and strategic initiatives.

Long Term Incentive Compensation – Stock Options and RSUs

Long-term incentives under the Corporation's Compensation Plan are intended to align the interests of the Corporation's executive officers, employees and consultants with those of the shareholders by linking a portion of compensation to the performance of the Corporation's shares and to assist in employee retention through time-based vesting provisions.

Compensation Plan

Details of the Corporation's Compensation Plan are described above under *Particulars of Matters To Be Acted Upon – Re-Approval of the Corporation's Compensation Plan.*

Director Compensation

Director Compensation: compensation will be primarily in the form of incentive securities with an emphasis on stock options such that Director's interests are aligned with shareholders. Board and Committee meeting fees shall be $500 per meeting. As well, Audit and Compensation Committee Chairs and Board of Director Chair will receive a $10,000 annual cash retainer and the Nominating & Governance Committee Chair will receive a $5,000 annual cash retainer.

The aggregate cash compensation paid to the directors of the Corporation for services rendered in their capacities as directors for the year ending December 31, 2025, was $28,000.

The Board has set Director's Compensation for Directors who are not officers as follows:

Position	*Meeting Fee (CAD)*
Chair	*$500 per meeting and annual retainer $120,000*
Audit Chair	*$500 per meeting and annual retainer $10,000*
Compensation Committee Chair	*$500 per meeting and annual retainer $10,000*
Nominating & Governance Chair	*$500 per meeting and annual retainer $5000*
Director	*$500 per meeting*

The following table (presented in accordance with National Instrument Form 51-102F6V – *Statement of executive Compensation – Venture Issuers)* sets forth all annual and long-term compensation for services paid to or earned by each NEO and director for the two (2) most recently financial years ended December 31, 2025 and June 30, 2025. Unless otherwise noted, salaries for the Named Executive Officers are paid in U.S. dollars.

Table of Compensation excluding Compensation Securities

Name and position	**Year (2)**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committe e or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Michael Hilmer Vice Chairperson Appointed Oct 2021	2024-2025 (June 30) 2025 (Dec 31)	$250,000 $125,000	Nil Nil	Nil Nil	$20,000 $10,000	Nil Nil	$270,000 $135,000
Ashish Kapoor Chief Financial Officer and Corporate Secretary	2024-2025 (June 30) 2025 (Dec 31)	$200,000 $100,000	Nil Nil	Nil Nil	$12,000 $6,000	Nil Nil	$212,000 $106,000
Jason Ewart Director Senior Vice President Capital Markets Appointed Oct 2021	2024-2025 (June 30) 2025 (Dec 31)	$174,167 $55,000	Nil Nil	Nil Nil	$10,450 $3,300	Nil Nil	$184,617 $58,300
Mindy Bruns Chief Business Officer	2024-2025 (June 30) 2025 (Dec 31)	$126,000 $120.000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$126,000 $120,000
Peter McRae Independent Director Audit Chair Appointed Dec 2024	2024-2025 (June 30) 2025 (Dec 31)	$3,500 CAD $9,000 CAD	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$3,500 CAD $9,000 CAD
Robert Landry Independent Director Compensation Committee Chair Appointed Mar 2025	2024-2025 (June 30) 2025 (Dec 31)	$3,500 CAD $9,000 CAD	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$3,500 CAD $9,000 CAD

Name and position	Year [2]	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committe e or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Jason Sawyer Independent Director Appointed June 2024	2024-2025 (June 30) 2025 (Dec 31)	$1,000 CAD $3,500 CAD	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$1,000 CAD $3,500 CAD
Curt Marvis Independent Director Appointed Mar 2025	2024-2025 (June 30) 2025 (Dec 31)	$2,250 CAD $6,500 CAD	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$2,250 CAD $6,500 CAD

Notes:

(1) All numbers reflect amounts earned during the years 2024 and 2025

(2) Each board member has two salary records reflecting our fiscal year-end change from June 30 to December 31. As a result, the data covers two periods:
• July 1, 2024 – June 30, 2025 (prior fiscal year)
• July 1, 2025 – December 31, 2025 (transition period)

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each NEO and directors by the Corporation in the financial years ended June 30, 2025 and December 31, 2025, for services provided directly or indirectly to the Corporation.

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
Michael Hilmer Vice Chair	RSUs RSUs Options Options Options	250,000 100,000 150,522 440,000 100,000	April 21, 2025 July 11, 2025 March 24, 2025 April 21, 2025 July 11, 2025	NA NA $0.29 $0.24 $0.365	$0.24 $0.365 $0.20 $0.24 $0.37	$0.29 $0.29 $0.29 $0.29 $0.29	April 21, 2030 July 11, 2030 March 24, 2030 April 21, 2030 July 11, 2030
Ashish Kapoor Chief Financial Officer	RSUs Options Options	250,000 440,000 150,522	April 21, 2025 April 21, 2025 March 24, 2025	N/A 0.24 0.29	0.24 0.24 0.20	$0.29 $0.29 $0.29	April 21 2030 April 21, 2030 March 24, 2030
Jason Ewart Director Senior Vice President Capital Markets	RSUs Options	100,000 150,000	April 21, 2025 April 21, 2025	N/A $0.24	$0.24 $0.24	$0.29 $0.29	April 21 2030 April 21, 2030
Mindy Bruns Chief Business Officer	Options Options	150,522 100,000	March 24, 2025 July 11, 2025	$0.29 $0.365	$0.20 $0.37	$0.29 $0.29	March 24, 2030 July 11, 2030

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
Peter McRae Independent Director Audit Chair	Options Options	100,348 150,000	March 24, 2025 April 21, 2025	$0.29 $0.24	$0.20 $0.24	$0.29 $0.29	March 24, 2030 April 21, 2030
Robert Landry Independent Director Compensation Committee Chair	Options	250,000	April 21, 2025	$0.24	$0.24	$0.29	April 21, 2030
Jason Sawyer Independent Director	Options	35,000	April 21, 2025	$0.24	$0.24	$0.29	April 21, 2030
Curt Marvis Independent Director	Options	250,000	April 21, 2025	$0.24	$0.24	$0.29	April 21, 2030

Exercise of Compensation Securities by Directors and NEOs

No compensation securities were exercised by Directors of NEOs during the period.

Employment Agreements, Termination and Change of Control Benefits

Michael Hilmer, Vice Chair
The Vice Chair base salary is USD$250,000. Except for termination for cause, the executive employment is guaranteed until July 16, 2026 In the event that the executive's employment is terminated for just cause, the Corporation shall pay the executive's base salary, accrued incentives, accrued vacation and outstanding expenses to the termination date. Other entitlements under the equity plans shall be vested immediately and exercisable for a period of 90 days. For termination without cause the executive will be entitled to continued base compensation payments for a period six months and will continue to participate in the Corporation's benefits plan for a period of six months from the termination date.

Ashish Kapoor, Chief Financial Officer
The Chief Financial Officer's base salary is USD$200,000 per annumExcept for termination for cause, the executive employment is guaranteed until July 16, 2026 In the event that the executive's employment is terminated for just cause, the Corporation shall pay the executive's base salary, accrued incentives, accrued vacation and outstanding expenses to the termination date. Other entitlements under the equity plans shall be vested immediately and exercisable for a period of 90 days. For termination without cause the executive will be entitled to continued base compensation payments for a period six months and will continue to participate in the Corporation's benefits plan for a period of six months from the termination date.

Mindy Bruns, Chief Business Officer
The Chief Business Officer base salary is USD$240,000 per annum. In the event that the executive's employment is terminated for just cause, the Corporation shall pay the executive's base salary, and outstanding expenses to the termination date. Other entitlements under the equity plans shall be vested immediately. All outstanding stock options will be cancelled 3 months from termination. For termination without cause the executive will be entitled to receive the base salary for a period of 12 months from termination. a cash payment equal to 6 months of Base Salary. All outstanding options and RSUs will be cancelled 3 months from termination unless exercised by the executive.

Pension Plan Benefits

No pension or retirement benefits plans have been instituted and none are proposed at this time.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides a summary of securities issued and issuable under all equity compensation plans of the Corporation as at December 31, 2025.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	50,005,050	$0.30	563,687
Equity compensation plans not approved by security holders	Nil	N/A	Nil
Total	50.005.050	$0.30	563,687

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set forth above in the Related Party Transactions section, to the knowledge of management of the Corporation, no informed person (a director, officer or holder of 10% or more of the Shares) or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended December 31, 2025, or has any interest in any material transaction in the current year.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Multilateral Instrument 52-110 of the Canadian Securities Administrators ("**MI 52-110**") requires the Corporation, as a venture issuer, to disclose annually in the Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following.

The Audit Committee is responsible for the integrity of the Corporation's internal accounting and control systems. The Audit Committee receives and reviews the financial statements of the Corporation and makes recommendations thereon to the Board prior to their approval by the full Board. The Audit Committee communicates directly with the Corporation's external auditors in order to discuss audit and related matters whenever appropriate.

An audit committee charter, the text of which is attached as Schedule "B" to this Information Circular, governs the Corporation's audit committee.

The Corporation's audit committee was composed of three (3) independent directors, being Peter McRae (Chair), Robert Landry and Curt Marvis. It is proposed that Peter McRae be appointed as Chair to the Audit Committee following the Meeting and Curt Marvis and Robert Landry will also be appointed as members. Peter McRae, Curt Marvis and Robert Landry are “independent” within the meaning of MI 52-110.

Peter McRae
Mr. McRae is a Chartered Professional Accountant and a graduate of the Director’s Education Program of the Institute of Corporate Directors with an ICD.D designation. Mr. McRae was the President and CEO, of Freedom International Brokerage Company, Canada’s largest inter-dealer broker and is also currently an independent Director of Bank of New York Trust Company of Canada, serving on the Audit and Human Resources Committee.

Curt Marvis
Curt Marvis is recognized globally for his vast and successful experience in both traditional and digital media and for his pioneering efforts in digital distribution. He is currently CEO & Co-Founder of QYOU Media Inc. He previously served as Lionsgate’s (NYSE: LGF) President of Digital Media, where he helped pioneer the company’s broad spectrum of digital distribution agreements. In addition, while at Lionsgate Mr. Marvis successfully launched original content channels, series and games in partnership with YouTube, Hulu and Machinima, many of which formed the basis of the digitally distributed series that are being developed by major studios today. Mr. Marvis is a frequent speaker at industry events as an expert in the merging of traditional and digital media and has served on numerous boards including CinemaNow, JumpTV (now Neulion), 7th Level and QYOU Media. He is a graduate with honors from UCLA with a BFA in Motion Picture and Television Production.

Robert Landry
Robert Landry is a seasoned Independent Corporate Director recognized as an insurance industry subject matter expert. He has served on several insurance related boards since he retired as CEO of the Canadian branch of Zurich Insurance Company, a leading worldwide financial institution. Notably, he served on the board of Symbility Solutions (TSX:SY) a cloud based insure-tech committed to modernizing claims solutions for the property and health insurance industry. While on this board he oversaw Symbility’s acquisition by CoreLogic for $162 million in December, 2018. He has also served on the boards of Wawanesa Mutual Insurance Company, a top ten property/casualty insurer in Canada, and currently sits on the board of Tokio Marine Canada, a subsidiary of an international insurance conglomerate. Mr. Landry holds the Fellow Charter Insurance Professional diploma from the Insurance Institute of Canada and earned the ICD.D designation from the Institute of Corporate Directors.

Since the commencement of the Corporation’s most recently completed financial year, the Corporation’s Board of Directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on the exemptions contained in Section 2.4 (*De Minimis Non-Audit Services*) of National Instrument 52-110 ("**NI 52-110**"). The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of MI 52-110, the engagement of non-audit services is considered by the Corporation’s Board of Directors, and where applicable the audit committee, on a case-by-case basis.

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

The fees paid by the Corporation to its auditors in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
June 30, 2025	$161,809 CAD	Nil	Nil	Nil
December 31, 2025 (six month period)	$107,000 CAD	Nil	Nil	Nil

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

STATEMENT OF CORPORATE GOVERNANCE

National Policy 58-201 - *Corporate Governance Guidelines* and National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

1. Board of Directors. The Board considers that Mr. Peter McRae, Mr. Robert Landry, Mr. Curt Marvis and Jason Sawyer are independent according to the definition of "independence" set out in MI 52-110 as it applies to the Board.

The Board considers that Scott Paterson, Michael Hilmer and Jason Ewart are not independent, in that they are executive officers and consultants of the Corporation. The Board facilitates its exercise of independent supervision over management primarily by having a majority of the Board members consist of individuals who are independent of the Corporation.

2. Directorships. None of the directors currently hold directorships with other reporting issuers other than Scott Paterson and Curt Marvis who serve on the Board of QYOU Media Inc (TSXV:QYOU). Jason Ewart who serves on the Board of Leonovus Inc. (TSXV: LTV), and Michael Hilmer who serves on the Board of Earlyworks Co. Ltd (Nasdaq: ELWS)

3. Orientation and Continuing Education. The Board has not adopted a formal policy on the orientation and continuing education of new and current directors. When a new director is appointed, the Board delegates individual directors the responsibility for providing an orientation and education program for any new director. This may be delivered through informal meetings between the new directors and the Board and senior management, complemented by presentations on the main areas of the Corporation's business.

4. Ethical Business Conduct. The directors are required to abide by all relevant regulatory rules and regulations.

5. Nomination of Directors. The Board has a Nominating & Governance Committee that is responsible to recommend to the Board candidate directors.

6. Other Board Committees. The Corporation has an Audit Committee and a Compensation Committee and a Nominating & Governance Committee.

7. Assessments - The Board does not have any formal policies to evaluate the effectiveness of the Board, the Audit Committee and the individual directors. The Board may appoint a special committee of directors to evaluate the Board and its committees, assess the contribution of its individual directors, and recommend any modifications to the functioning and governance of the Board and its committees. To date, the Board has not appointed any such special committee of directors to perform such analysis.

ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

The financial statements of the Corporation for the six month fiscal period ended December 31, 2025, together with the report of the auditors thereon will be submitted at the Meeting. Receipt at such Meeting of the auditors' report and the Corporation's financial statements for the last completed fiscal year will not constitute approval or disapproval of any matters referred to therein.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management knows of no other matters to come before the Meeting other those as set forth in this Information Circular. **HOWEVER, IF OTHER MATTERS THAT ARE NOT KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE PROXY.**

AVAILABILITY OF CERTAIN DOCUMENTS

Under NI 54-101, a person or company who wishes to receive interim financial statements from the Corporation must deliver a written request for such material to the Corporation, together with a signed statement that the person or company is the owner of securities (other than debt instruments) of the Corporation. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed return card, together with the completed form of proxy, in the addressed envelope provided to the Corporation's transfer agent, Computershare Investor Services Inc., 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6. The Corporation will maintain a supplemental mailing list of persons and companies wishing to receive interim financial statements.

Additional information relating to the Corporation is available under the Corporation's profile on the SEDAR website at www.sedarplus.ca. Shareholders may contact the Corporation to request copies of the financial statements and MD&A by: (i) mail to The FUTR Corporation, 66 Wellington Street, Suite 4100, Toronto, Ontario M5K 1B7.

The undersigned hereby certifies that the directors of the Corporation have approved the contents and the sending of this Information Circular. The foregoing constitutes full, true and plain disclosure of all material facts relating to the particular matters to be acted upon by the Shareholders of The FUTR Corporation

DATED this 27th day of May, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

"*Alex McDougall*"

Alex McDougall
Chief Executive Officer

SCHEDULE "A"

PREFERRED SHARES

1. Issuable in Series

(a) Subject to the filing of articles of amendment in accordance with the Business Corporations Act (*Ontario*) ("**OBCA**"), the board of directors of the Corporation (the "**Board**") may at any time and from time to time, issue Preferred Shares in one or more series, each series to consist of such number of shares as may, before the issuance thereof, be determined by the Board.

(b) Subject to the filing of articles of amendment in accordance with the OBCA and subject to these share conditions, the directors are authorized to determine:

(i) the maximum number of shares in each series of Preferred Shares; and

(ii) the designation, rights, privileges, restrictions and conditions attaching to each series of the Preferred Shares which may include, without limitation:

(A) the consideration for which such series of Preferred Shares are to be issued;

(B) the rate, amount, method of calculation and payment of any dividends, whether cumulative, or noncumulative, and whether such rate, amount, method of calculation or payment is subject to change or adjustment in the future;

(C) voting rights (if any);

(D) any rights upon a dissolution, liquidation or winding-up of the Corporation or upon any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs;

(E) any rights of redemption, retraction or purchase for cancellation and the prices and terms and conditions of any such rights;

(F) any rights of conversion, exchange or reclassification and the terms and conditions of any such rights, if applicable; or

(G) any other rights, privileges, restrictions and conditions, not inconsistent with these share provisions, attaching to such series of Preferred Shares.

(c) No rights, privileges, restrictions or conditions attached to any series of Preferred Shares shall confer upon the shares of such series a priority in respect of dividends or distribution of assets or return of capital in the event of the liquidation, dissolution or winding up of the Corporation over the shares of any other series of Preferred Shares. The Preferred Shares of each series shall, with respect to the right to payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Corporation, rank on a parity with the Preferred Shares of every other series and in priority over the common shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given such other preferences, not inconsistent with the provisions hereof, over the common shares and over any other shares of the Corporation ranking junior to the Preferred Shares as may be fixed in accordance with the provisions hereof.

2. Limitations

(a) No Preferred Shares of any series shall be issued at any time if, as a result of, and at the time of such issuance:

(i) the aggregate number of Preferred Shares that would then be outstanding would exceed 50% of the aggregate number of common shares then outstanding; or

(ii) the maximum aggregate number of common shares into which all of the Preferred Shares then outstanding could be converted in accordance with their terms (regardless of any restrictions on the time of conversion and regardless of any conditions to the conversion) would exceed 20% of the aggregate number of common shares then outstanding; or

(iii) the aggregate number of votes which the holders of all of the Preferred Shares then outstanding would be entitled to cast (regardless of any conditions) at any meeting of the shareholders of the Corporation (other than a meeting at which only holders of the Preferred Shares or any series are entitled to vote) would exceed 20% of the aggregate number of votes which the holders of all of the common shares then outstanding would be entitled to cast at any meeting.

3. Non-Voting

(a) The holders of the Preferred Shares shall not, as such, be entitled to receive notice of or to attend at any meetings of the shareholders of the Corporation and shall not be entitled to vote at any such meetings (except where the holders of a specified class of shares are entitled to vote separately as a class as provided in the OBCA). Notwithstanding the aforesaid restrictions, conditions or prohibitions on the right to vote, the holders of the Preferred Shares are entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184(3) of the OBCA, as such subsection may be amended from time to time.

4. Dividends – Discretionary

(a) Subject to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and any other class of shares of the Corporation, the holders of the Preferred Shares are entitled to such dividends as the directors of the Corporation may declare from time to time on the Preferred Shares, in their absolute discretion.

5. Redemption

(a) Subject to the provisions of the OBCA, as amended from time to time, the Corporation may redeem the whole or any part of the outstanding Preferred Shares on payment for each such share to be redeemed of the issue price per Preferred Share (the "**Preferred Redemption Amount**"), together with an amount equal to all dividends declared thereon but unpaid ("**Preferred Redemption Price**").

(b) Unless the holders of the Preferred Shares to be redeemed have waived notice of redemption, the Corporation shall give not less than ten (10) days' notice in writing of the redemption by sending to each person who, at the date of such notice, is a registered holder of shares to be redeemed, (or any one of the persons if there are joint holders) a notice of the intention of the Corporation of the redemption of such Preferred Shares. Such notice shall be sent by ordinary prepaid post addressed to the last address of such holder (or any one of the holders if there are joint holders) as it appears on the records of the Corporation or, in the event of the address of any such holder not appearing on the records of the Corporation, then to the last known address of such holder, or such other method as the directors may determine; provided, however, that accidental failure or omission to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the Preferred Redemption Price and the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed, the time, place and manner in which the holder shall surrender to the Corporation the certificate or certificates representing the Preferred Shares to be redeemed, including the steps that a holder should take with respect to any uncertificated shares. On or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Preferred Shares to be redeemed, the Preferred Redemption Price thereof. The Preferred Redemption Price shall be paid to such holder (i) if the shares are certificated, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in the notice given by the Corporation, and the certificates for such shares shall thereupon be cancelled, and the shares represented thereby shall thereupon be redeemed, and (ii) if the shares are uncertificated, on completion of the steps, if any, that a holder is to take with respect to uncertificated shares as specified in the notice given by the Corporation and such uncertificated shares shall thereupon be redeemed.

(c) In case a part only of the outstanding Preferred Shares is at any time to be redeemed, the shares so to be redeemed shall be redeemed pro rata, disregarding fractions, according to the number of Preferred Shares held by each holder or, in such other manner as the Board so determines. If a part only of the Preferred Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(d) From and after the date specified for redemption in any such notice, the holders of the shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any rights in respect thereof, except to receive the Preferred Redemption Price, unless payment of the Preferred Redemption Price has not been made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unimpaired.

(e) The Corporation shall have the right at any time after giving notice of its intention to redeem any Preferred Shares, to deposit the Preferred Redemption Price for any Preferred Shares to be so redeemed in a special account with any chartered bank or trust company in Canada named in the notice of redemption. The Preferred Redemption Price so deposited shall be paid without interest to or to the order of the respective holders of the shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing shares that are certificated, or upon completion of the steps that a holder is to take with respect to uncertificated shares as specified in the notice given by the Corporation. Upon such deposit being made, the Preferred Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof, after such deposit, shall be limited to receiving, without interest, their proportionate part of the total Preferred Redemption Price of the Preferred Shares so deposited against presentation and surrender of the certificates held by them respectively, in the case of shares that are certificated, or upon completion of the steps that a holder is to take with respect to uncertificated shares as specified in the notice given by the Corporation. Any interest allowed on any such deposit shall belong to the Corporation.

6. Conversion

(a) Preferred Shares may be convertible on terms to be determined by Board.

7. Liquidation and Dissolution

(a) In the event of the liquidation, dissolution or winding-up of the Corporation, or any return of capital or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares of the Corporation, but together with the holders of all other series of Preferred Shares in accordance with their respective rights, for each share, an amount equal to the Preferred Redemption Amount per share together with any dividends declared thereon and unpaid (the "**Liquidation Entitlement**").

(b) Notwithstanding section 7(a), before any amount shall be paid or any assets or property of the Corporation be distributed to the holders of common shares, if the net assets of the Corporation are insufficient to pay all such Liquidation Entitlements under section 7(a), then the amount to be paid on each series of Preferred Shares shall be equal to the amount available for distribution multiplied by a fraction, the numerator of which shall be the Liquidation Entitlement of such series of Preferred Shares and the denominator of which shall be the aggregate of the Liquidation Entitlements of all Preferred Shares. The Liquidation Entitlement payable on a series of Preferred Shares shall be divided rateably amongst the holders of the Preferred Shares of such series that are issued and outstanding on the record date for such distribution(s), and a holder of fractional Preferred Shares is entitled to receive a Liquidation Entitlement in respect of the fractional Preferred Shares in accordance with the rights attaching to the Preferred Shares. After payment to the holders of Preferred Shares of the amounts so payable to them as above provided, such holders of Preferred Shares shall not be entitled to share in any further distribution of the assets or property of the Corporation.

8. Right to Withhold

(a) The Corporation may deduct and withhold from any consideration otherwise payable to any holder of Preferred Shares such amounts as the Corporation is required or permitted to deduct and withhold with respect to such payment under the Income Tax Act (Canada), the United States Internal Revenue Code of 1986 or any provision of provincial, state, local or foreign tax law, in each case as amended or succeeded. To the extent that amounts are so withheld, such withheld amounts are to be treated for all purposes as having been paid to the holder of the Preferred Shares in respect of which such deduction and withholding was made, provided that such deduction and withholding was made, provided that such withheld amounts are actually remitted to the appropriate taxing authority.

SCHEDULE "B"

CHARTER OF THE AUDIT COMMITTEE
AUDIT COMMITTEE CHARTER

I. CONSTITUTION AND PURPOSE

The Audit Committee (the "**Committee**") has been established by resolution of the board of directors (the "**Board**") of The FUTR Corporation (the "**Company**") for the purpose of assisting the Board in fulfilling its oversight responsibilities in relation to the accounting and financial reporting processes of the Company, audits of the financial statements of the Company, review of the Company's systems of internal controls and in relation to risk management matters including:

(a) the review of the annual and interim financial statements of the Company;

(b) the integrity and quality of the Company's financial reporting and systems of internal control, and financial risk management;

(c) the Company's compliance with legal and regulatory requirements;

(d) the qualifications, independence, engagement, compensation and performance of the Company's external auditors (the "**Company's Auditors**"); and

(e) the exercise of the responsibilities and duties set out in this charter (the "**Charter**").

II. COMPOSITION

The members of the Committee shall be appointed by the Board from amongst the directors of the Company (the "**Directors**") and shall be comprised of not less than three members. A majority of the members of the Committee shall be "independent", as that term is defined in National Instrument 52-110 – *Audit Committee*s ("**NI 52-110**").

All members of the Committee shall be "financially literate", as such term is defined in NI 52-110 or shall acquire within a reasonable time following appointment to the Committee, the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed or ceases to be a member of the Board. The Board shall fill vacancies in the Committee by appointment from among the members of the Board. If a vacancy exists on the Committee, the remaining members shall exercise all its powers so long as a quorum remains in office. The Board shall appoint a chair for the Committee from its members (the "**Chair**"). If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

No Director who serves as board member of any other company shall be eligible to serve as a member of the Committee unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Determinations as to whether a particular Director satisfies the requirements for membership on the Committee shall be made by the corporate governance committee of the Board. No member of the Committee shall receive from the Company or any of its affiliates any compensation other than the fees to which he or she is entitled as a Director of the Company or a member of a committee of the Board. Such fees may be paid in cash and/or shares, options or other in-kind consideration ordinarily available to Directors.

III. MEETING PROTOCOLS

The Committee shall meet at least once every quarter and shall meet at such other times during each year as the Chair of the Committee deems appropriate. The Chair of the Committee, any member of the Committee, the Company's Auditors, the Chairman of the Board,, the Chief Executive Officer ("**CEO**") or the Chief Financial Officer ("**CFO**") may call a meeting of the Committee by notifying the Company's corporate secretary, who will notify the members of the Committee. A majority of members of the Committee shall constitute a quorum.

At least 48 hours notice of any meeting of the Committee shall be given in writing to each member of the Committee by any means of transmitted or recorded communication that produces a written copy, including by email. Notice may be waived or shortened with the consent of all the members of the Committee. Attendance by a member at a meeting notwithstanding any failure to give notice in accordance with this Charter shall be deemed to constitute waiver of notice of such meeting by such member. Notice of each meeting of the Committee shall also be given to the Chairman of the Board, the CEO, and CFO of the Company, and the Company's Auditors.

The Chairman of the Board, the CEO and CFO of the Company, if invited by the Chair of the Committee, may attend and speak at meetings of the Committee. Other Board members shall also, if invited by the Chair of the Committee, have the right of attendance. A representative of the Company's Auditors shall have the right to attend for a portion of the meeting and speak at any meeting of the Committee and may attend if invited by the Chair of the Committee, in either case at the expense of the Company.

The Committee may also invite any other officers or employees of the Company, legal counsel, the Company's financial advisors and any other persons to attend meetings and give presentations with respect to their area of responsibility, as considered necessary by the Committee.

The Committee shall at each meeting appoint one of its members or any other attendee to be the secretary of the Committee.

Every question at a Committee meeting shall, if necessary, be decided by a majority of the votes cast.

Subject to any statutory or regulatory requirements or the articles and by-laws of the Company, the Committee shall fix its own procedures at meetings, maintain minutes or other records of its proceedings in sufficient detail to convey the substance of all discussions held and report to the Board at the next meeting of the Board. The minutes of the Committee's meetings shall be tabled at the next meeting of the Board.

The Committee shall prepare a report to shareholders or others, concerning the Committee's activities in the discharge of its responsibilities, when and as required by the by-laws of the Company or applicable laws or regulations.

IV. AUTHORITY

The Committee is authorized by the Board to:

(a) investigate any matter within its Charter;

(b) have direct communication with the Company's Auditors;

(c) seek any information it requires from any employee of the Company; and

(d) retain, at its discretion, outside legal, accounting or other advisors, at the expense of the Company, to obtain advice and assistance in respect of any matters relating to its duties, responsibilities and powers as provided for or imposed by this Charter or otherwise by law or the by-laws of the Company.

V. ROLES & RESPONSIBILITIES

The Committee shall have the roles and responsibilities set out below, as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these roles and responsibilities, the Committee shall perform the duties required of an audit committee by any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company.

A. Review of Accounting and Financial Reporting Matters

1. Review the Company's interim and annual financial statements and management's discussion & analysis of operations (the "MD&A"); annual information forms and earnings press releases prior to their public disclosure and Board approval, where required, and ensure 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.

2. Following such review with management and the Company's Auditors, recommend to the Board whether to approve the annual or interim financial statements and MD&A and any other filings with the securities commissions.

3. Monitor in discussion with the Company's Auditors the integrity of the financial statements of the Company before submission to the Board, focusing particularly on:

   (a) significant accounting policies and practices and any changes in such accounting policies and practices;

   (b) major judgment areas including significant estimates and key assumptions;

   (c) significant adjustments resulting from the audit;

   (d) the going concern assumption;

   (e) compliance with accounting standards including the effects on the financial statements of alternative methods within generally accepted accounting principles;

   (f) the Company's Auditors' judgment about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting;

   (g) compliance with stock exchange and legal requirements;

   (h) the extent to which the financial statements are affected by any unusual transactions;

   (i) significant off-balance sheet and contingent asset and liabilities and the related disclosures;

   (j) significant interim review audit findings during the year, including the status of previous audit recommendations; and

   (k) all related party transactions with the required disclosures in the financial statements.

4. On at least an annual basis, review with the Company's legal counsel and management, all legal and regulatory matters and litigation, claims or contingencies, including tax assessments, that could have a material effect upon the financial position of the Company, and the manner in which these matters may be, or have been, disclosed in the financial statements.

B. Relationship with the Company's Auditors

1. Consider and make recommendations to the Board, for it to put to the shareholders for their approval in a general or special meeting, in relation to the appointment, re-appointment and removal of the Company's Auditors and to approve the compensation and terms of engagement of the Company's Auditors for the annual audit, interim reviews and any other audit related services.

2. Require the Company's Auditors to report directly to the Committee.

3. Discuss with the Company's Auditors, before an audit commences, the nature and scope of the audit, and other relevant matters.

4. Review and monitor the independence, objectivity and performance of the Company's Auditors and the effectiveness of the audit process taking into consideration relevant professional and regulatory requirements.

5. Delete:Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Company.

6. Discuss problems and reservations arising from an audit, and any matters the Company's Auditors may wish to discuss (in the absence of management where necessary).

7. Review the Company's Auditors' management letter and management's response.

8. *Be mindful of having a pre-approval policy on the engagement of the Company's Auditors to supply non-audit services to the Company and its subsidiaries, taking into account relevant ethical guidance regarding the provision of non-audit services by the Company's Auditors and the preservation of their independence.*

9. Consider the major findings of the Company's Auditors and management's response, including the resolution of disagreements between management and the Company's Auditors regarding financial reporting.

C. Review of Disclosure Controls & Procedures ("**DC&P**") and Internal Controls Over Financial Reporting ("**ICFR**")

1. Be mindful of the Company's disclosure.

2. In conjunction with each fiscal year end, if deemed appropriate, review management's assessment of the design and effectiveness of Company's DC&P including any control deficiencies identified and the related remediation plans for any significant or material deficiencies.

3. In conjunction with each fiscal year end, if deemed appropriate, review management's assessment of the design and effectiveness of the Company's ICFR including any control deficiencies identified and the related remediation plans for any significant or material deficiencies.

4. Review and discuss any fraud or alleged fraud involving management or other employees who have a role in the Company's ICFR and the related corrective and disciplinary action to be taken.

5. Discuss with management any significant changes in the ICFR that are disclosed, or considered for disclosure, in the MD&A, on a quarterly basis.

6. Review and discuss with the CEO and the CFO the procedures undertaken in connection with CEO and CFO certifications for the annual and interim filings with the securities commissions.

7. Review the adequacy of internal controls and procedures related to any corporate transactions in which directors or officers of the Company have a personal interest.

D. Review of the Company's Financing and Insurance

1. Review the adequacy of the Company's insurance policies.

2. Review all major financings of the Company and its subsidiaries.

E. Financial Risk Management

1. Review with the CEO and CFO and the Company's Auditors their assessment of the significant financial risks and exposures of the Company and discuss with management the steps which the Company has taken to monitor and control such exposures.

2. Review any other significant financial exposures including such things as tax audits, government audits or any other activities that expose the Company to the risk of a material financial loss.

F. Receipt and Treatment of Complaints regarding Accounting, Internal Accounting Controls, or Auditing Matters

1. Be open to:

a. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;

b. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and

c. the investigation of such matters with appropriate follow-up action.

G. Corporate Governance

1. The Committee may, if requested:

a. review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to insurance, accounting, management reporting and risk management; and

b. review with management and the external auditor their assessment of the significant financial risks and exposures of the Company and discuss with management the steps which the Company has taken to monitor and control such exposures.

VI. COMMITTEE EFFECTIVENESS PROCEDURES

The procedures outlined in this Charter are meant to serve as guidelines, and the Committee may adopt such different or additional procedures as it deems necessary from time to time.

The Committee may conduct an annual self-assessment of its performance and this charter, and shall make recommendations to the Board with respect thereto.

New Committee members shall be responsible for orientating themselves and educating themselves on the Company, their responsibilities and the Company's financial reporting and accounting practices.

VII. **ADOPTION AND EFFECTIVENESS**

This Charter was adopted effective May 27, 2026.