



LiquidMeta

**NOTICE OF ANNUAL MEETING AND
MANAGEMENT INFORMATION CIRCULAR
WITH RESPECT TO THE ANNUAL
MEETING OF SHAREHOLDERS OF**

LIQUID META CAPITAL HOLDINGS LTD.

TO BE HELD ON DECEMBER 18, 2023

LIQUID META CAPITAL HOLDINGS LTD.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 18, 2023

TAKE NOTICE THAT an annual meeting (the “**Meeting**”) of the shareholders of Liquid Meta Capital Holdings Ltd. (“**Liquid Meta**” or the “**Corporation**”) will be held on Monday, December 18, 2023 at 10:00 a.m. (Toronto time) at 121 Richmond Street West, Suite 1300, Toronto, Ontario M5H 2K1 and broadcast via teleconference (listen only) at (647) 558-0588 (Canada) or (929) 205-6099 (US) (conference room number 882 4826 3299) for the following purposes:

1. to receive the consolidated financial statements of Liquid Meta for the year ended May 31, 2023, together with the report of the auditors thereon;
2. to elect directors of Liquid Meta to hold office until the close of business of the next annual meeting of Liquid Meta’s shareholders;
3. to re-appoint RSM Canada LLP as auditors of Liquid Meta to hold office until the close of business of the next annual meeting of Liquid Meta’s shareholders and to authorize the directors of Liquid Meta to fix the auditors’ remuneration; and
4. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Information relating to the items described above is set forth in the accompanying Management Information Circular of Liquid Meta.

Only shareholders of record as of November 8, 2023, the record date, are entitled to receive notice of and to vote at the Meeting. Only shareholders whose names have been entered in the registers of shareholders on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Circular.

If you are a non-registered shareholder (being shareholders who hold their shares through a securities dealer or broker, bank, trust company or trustee, custodian, nominee or other intermediary) and a non-objecting beneficial owner, and receive a voting instruction form, please complete and return the voting instruction form provided to you in accordance with the instructions provided with the voting instruction form and in the Management Information Circular. If you are a beneficial shareholder and an objecting beneficial owner and have received these materials through your broker or through another intermediary, please complete and return the voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein.

The Corporation is offering an option for shareholders to listen to the Meeting by teleconference (listen only) at (647) 558-0588 (Canada) or (929) 205-6099 (US) (conference room number 882 4826 3299). Via teleconference, guests will be able to listen to the Meeting but will not be able to vote or ask questions. **If you intend to listen to the Meeting via teleconference, you must vote on the matters prior to the Meeting by proxy, appointing the person designated in the proxy form or voting instruction form.**

You will find important information and detailed instructions about how to participate in the Meeting in the Management Information Circular.

It is desirable that as many shares as possible be represented at the Meeting. You are encouraged to complete the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all forms of proxy must be delivered to the Proxy Department of Odyssey Trust Company, 702-67 Yonge St., Toronto, Ontario M5E 1J8 no later than 10:00 a.m. (Toronto time) on December 14, 2023 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting. Late forms of proxy may be accepted or rejected by the chair of the Meeting in his or her discretion but he or she is under no obligation to accept or reject any particular late forms of proxy. As an alternative to completing and submitting an Instrument of Proxy, you may vote electronically on the internet at <http://login.odysseytrust.com/pxlogin>. Shareholders who wish to vote using the internet should follow the instructions in the enclosed form of proxy or voting information form.

DATED at Toronto, Ontario this 15th day of November, 2023.

By Order of the Board of Directors

(signed) "Jonathan Wiesblatt"

Jonathan Wiesblatt

Chief Executive Officer, President and Director

LIQUID META CAPITAL HOLDINGS LTD.**Management Information Circular for the Annual Meeting of Shareholders
to be held on Monday, December 18, 2023**

This Circular is provided in connection with the solicitation of proxies by management of Liquid Meta Capital Holdings Ltd. (“Liquid Meta” or the “Corporation”) for use at the annual meeting (the “Meeting”) of the holders (“Shareholders”) of common shares of Liquid Meta (“Shares”). The Meeting will be held on Monday, December 18, 2023 at 10:00 a.m. (Toronto time) at 121 Richmond Street West, Suite 1300, Toronto, Ontario M5H 2K1 and broadcast via teleconference (listen only) at (647) 558-0588 (Canada) or (929) 205-6099 (US) (conference room number 882 4826 3299), or at such other time or place to which the Meeting may be postponed or adjourned, for the purposes set forth in the Notice of Meeting accompanying this Circular (the “**Notice of Meeting**”).

Information in this Management Information Circular (the “**Circular**”) is given as of November 15, 2023, except as otherwise indicated herein. Unless otherwise indicated, dollar amounts or references to “\$” are expressed in United States dollars.

GENERAL PROXY INFORMATION**Solicitation of Proxies**

This Management Information Circular is provided in connection with the solicitation of proxies by management of the Corporation for use at the Meeting. Such solicitation will be made primarily by mail, but proxies may be solicited personally or by telephone by directors (“**Directors**”) and officers of the Corporation, who will not be remunerated therefore. The costs incurred in the preparation and mailing of the form of proxy (the “**Form of Proxy**”), voting instruction form, Notice of Meeting and this Circular will be borne by the Corporation. The cost of the solicitation will be borne by the Corporation.

Voting in advance of the Meeting using the Form of Proxy for registered holders and voting instruction form for beneficial holders in accordance with the instructions set out on your Form of Proxy or voting instruction form (each an “Instrument of Proxy”) will ensure your votes are counted at the Meeting.

We encourage you to make sure that your votes are represented at the Meeting. Please take the time to vote using the Form of Proxy or voting instruction form sent to you in accordance with the instructions thereon so that your shares are voted according to your instructions and represented at the Meeting. As an alternative to completing and physically submitting an Form of Proxy or voting instruction form, Shareholders may vote electronically via the Internet at <http://login.odysseytrust.com/pxlogin>. Please follow the directions on the instrument of proxy or voting instruction form.

Please see the information under the heading “Appointment, Time for Deposit and Revocation of Proxies” below for important details regarding voting at the Meeting.

The Board of Directors of the Corporation (the “**Board**”) has fixed the close of business on November 8, 2023 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting (the “**Record Date**”).

Participation at the Meeting

Please note if you attend the Meeting virtually that you will not be able to vote or ask questions via teleconference. If you intend to listen to the Meeting via teleconference, which is strongly encouraged, you must vote on the matters prior to the Meeting by proxy, appointing the person designated by management in the Form of Proxy or voting instruction form.

Appointment, Time for Deposit and Revocation of Proxies

Appointment of a Proxy

Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper instrument of proxy to the Proxy Department of Odyssey Trust Company, 702-67 Yonge St., Toronto, Ontario M5E 1J8. As an alternative to completing and submitting a proxy for use at the Meeting, a Shareholder may vote electronically on the internet at <http://login.odysseytrust.com/pxlogin>. Votes cast electronically are in all respects equivalent to, and will be treated in the same manner as, votes cast via a paper instrument of proxy. Shareholders who wish to vote using internet should follow the instructions provided in the enclosed Instrument of Proxy. Votes cast electronically must be submitted no later than 10:00 a.m. (Toronto time) on December 14, 2023 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting.

The persons named as proxyholders in the instrument of proxy accompanying this Circular are Directors or officers of the Corporation and are representatives of the Corporation's management for the Meeting. A Shareholder who wishes to appoint some other person (who need not be a Shareholder) as his, her or its representative at the Meeting may do so by either: (i) crossing out the names of the management nominees AND legibly printing the other person's name in the blank space provided in the accompanying instrument of proxy; or (ii) completing another valid instrument of proxy. A Shareholder who appoints a proxy who is someone other than the management representatives named in the instrument of proxy should notify the nominee of the appointment, obtain the nominee's consent to act as proxy, and provide instructions on how Shares are to be voted. The nominee should bring personal identification to the Meeting. In any case, the instrument of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form).

In order to validly appoint a proxy, Instruments of Proxy must be deposited with the Corporation's transfer agent, Odyssey Trust Company, 702-67 Yonge St., Toronto, ON M5E 1J8, not later than 10:00 a.m. (Toronto time) on December 14, 2023 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting. After such time, the chair of the Meeting may accept or reject an Instrument of Proxy delivered to him or her in his or her discretion but is under no obligation to accept or reject any particular late. A return envelope has been included with the material for the Meeting.

Legal Proxy – United States Non-Registered Shareholders

If you are a non-registered shareholder located in the United States and wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above, you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting information form sent to you, or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy form to

Odyssey Trust Company. Requests for registration from non-registered shareholders located in the United States that wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as their proxyholder must be sent by e-mail to appointee@odysseytrust.com and received by 10:00 a.m. (Toronto time) on December 14, 2023.

Revoking a Proxy

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- (i) completing and signing a proxy bearing a later date and depositing it at the offices of Odyssey Trust Company, at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof;
- (ii) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with Odyssey Trust Company, at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof or with the chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment or postponement thereof; or
- (iii) in any other manner permitted by law. Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

If a Shareholder has voted on the internet and wishes to change such vote, such Shareholder may vote again through such means before 10:00 a.m. (Toronto time) on December 14, 2023 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting.

Signature on Proxies

The Instrument of Proxy must be executed by the Shareholder or his or her duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. An Instrument of Proxy signed by a person acting as attorney or in some other representative capacity should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Corporation).

Voting of Proxies

A Shareholder forwarding the enclosed Form of Proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a Shareholder will be voted or withheld from voting in accordance with the instructions, if any, of the Shareholder on any ballot that may be called for. If the Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly by the proxy.

In the absence of such direction in respect of a particular matter, such Shares will be voted IN FAVOUR OF PASSING THE RESOLUTIONS DESCRIBED IN THE INSTRUMENT OF PROXY AND BELOW. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment or postponement thereof. As of the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any such amendments, variations or other matters which are not now known to the management of the Corporation should properly come before the Meeting, the shares represented by the proxies hereby solicited will be voted thereon in accordance with the best judgment of the person or persons voting such proxies.

Unless otherwise stated, Shares represented by a valid Instrument of Proxy will be voted: (i) in favour of the election of nominees set forth in this Circular except where a vacancy among such nominees occurs prior to the Meeting, in which case, such Shares may be voted in favour of another nominee in the proxyholder's discretion; and (ii) in favour of the appointment of RSM Canada LLP as auditors of the Corporation and the authorization of the Board to fix their remuneration.

All matters to be voted upon as set forth in the Notice of Meeting require approval by a simple majority of all votes cast at the Meeting, other than as otherwise set out in this Circular.

Non-Registered Holders

Only registered holders of Shares or the persons they appoint as their proxies are permitted to vote at the Meeting. Many Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the shares they own are not registered in their names but are instead either (i) registered in the name of an intermediary (the "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Shares, such as, among others, brokerage firms, 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) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Circular and the enclosed form of proxy (collectively the "**Meeting Materials**") to Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders of Shares.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the meeting materials to Non-Registered Shareholders. A Non-Registered Shareholder who has not waived the right to receive the Meeting Materials will either be given:

- (a) a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, in accordance with the directions of the Intermediary and which will constitute voting instructions which the Intermediary must follow; or
- (b) a form of proxy **which has already been signed by the Intermediary** (typically a facsimile signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. This form of proxy does not require the Intermediary to sign when submitting the proxy. In this case the Non-Registered Shareholder who wishes to submit a proxy should properly complete the

form of proxy and **deposit it with the Corporation, c/o Odyssey Trust Company, 702-67 Yonge St., Toronto, ON M5E 1J8.**

In either case, the purpose of these procedures is to permit the Non-Registered Shareholder to direct the voting of the shares of the Corporation the Non-Registered Shareholder beneficially owns. Should a Non-Registered Shareholder wish to attend and vote at the Meeting in person, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert his or her name in the space provided for the purpose on the voting instructions form and return it in accordance with the directions of the Intermediary. The Corporation has elected to pay for the delivery of the Meeting Materials to objecting Non-Registered Shareholders.

The Non-Registered Shareholder should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instructions form is to be delivered.

A Non-Registered Shareholder may revoke a form of proxy or voting instructions form given to an Intermediary by contacting the Intermediary through which the Non-Registered Shareholder's Shares are held and following the instructions of the Intermediary respecting the revocation of proxies. In order to ensure that an Intermediary acts upon a revocation of a proxy form or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

Non-Objecting Beneficial Owners

These Meeting Materials are being sent to both registered and non-registered owners of the securities. If you are a Non-Registered Shareholder who does not object to the Corporation knowing who you are, the Corporation has sent these materials directly to you, and your name and address and information about your holdings of securities have been obtained in accordance with NI 54-101 from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

Voting Shares and Record Date

Shareholders of record as of the Record Date are entitled to receive the Notice and to attend and vote at the Meeting. The failure of any Shareholder to receive a copy of the Notice does not deprive the Shareholder of the right to vote at the Meeting. Only holders of Shares as of the Record Date are entitled to vote such Shares at the Meeting.

As at the Record Date, Liquid Meta had 53,837,246 issued and outstanding Shares, each of which carries the right to one vote in respect of each of the matters properly coming before the Meeting. The Shares are the voting shares of Liquid Meta which are issued and outstanding as of the Record Date.

Principal Holders of Voting Securities

To the knowledge of the Directors and executive officers of Liquid Meta, as at the date of this Circular, no person or corporation beneficially owns, or exercises control or direction over, directly or indirectly, more than 10% of the issued and outstanding Shares other than:

Name	Number of Shares Owned or Controlled	Percentage of Outstanding Shares ⁽¹⁾
Nico Nollodo ⁽²⁾ <i>Makati City, Philippines</i>	14,928,999 Shares	27.72%

Notes:

- (1) Percentage is based on 53,837,246 issued and outstanding Shares as of the Record Date.
- (2) Mr. Nollodo holds these Shares personally and through Eden International Holdings Ptd. Ltd. and Wi-Zone International Limited, each of which are entities owned and controlled by Mr. Nollodo.

MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are set forth in the accompanying Notice of Meeting. These matters are described in turn under the headings below.

Receipt of Financial Statements

The audited consolidated financial statements of Liquid Meta for the financial year ended May 31, 2023 and the report of the auditors' thereon will be presented at the Meeting.

Election of Directors of Liquid Meta

The four (4) nominees proposed for election as Directors of Liquid Meta are listed below. Each Director elected will hold office until the next annual general meeting or until the Director's successor is elected or appointed unless the Director's office is earlier vacated under any of the relevant provisions of the articles of the Corporation or the BCBCA.

In the absence of contrary instructions, the persons named in the accompanying Instrument of Proxy intend to vote FOR the election of the nominees whose names are set forth below, each of whom has been a Director since the date indicated below opposite his or her name. Management of Liquid Meta does not contemplate that any of the proposed nominees will be unable to serve as a Director, but if, for any reason, at the time of the Meeting, any of the nominees are unable to serve, and unless otherwise specified, it is intended that the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion.

The following table sets forth information with respect to each person proposed to be nominated for election as a Director, including the number of Shares beneficially owned, or controlled or directed, directly or indirectly, by such person at the date of this Circular. The information as to Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of Liquid Meta, has been furnished by the respective nominees individually or obtained from the System for Electronic Disclosure by Insiders and may include Shares owned or controlled by spouses and/or children of such Directors and/or companies controlled by the Directors or their spouses and/or children.

Name and Place of Residence	Position with Liquid Meta and Date First Appointed to the Board	Principal Occupation	Number and Percentage of Shares Beneficially Owned or Controlled⁽¹⁾
Jonathan Wiesblatt ⁽³⁾ Thornhill, Ontario	Chief Executive Officer and Director (December 17, 2021)	President, Liquid Meta Capital Holdings Ltd. since December 2020 and Portfolio Manager, Sprott Asset Management/NinePoint Partners from December 2014 to February 2018.	1,748,867 ⁽⁴⁾ (3.25%)
Nicolas del Pino ⁽²⁾ Surfside, Florida, U.S.A	Director (December 17, 2021)	CEO, OlaGG Ltd., Former COO, Liquid Meta Capital Holdings Ltd. from December 2020 to January 2023; Vice President of Sales, dLocal from May 2015 to November 2020; and Director, Endeavor Global from March 2016 to April 2019.	1,723,867 ⁽⁵⁾ (3.25%)
David Prussky ⁽²⁾⁽³⁾ Toronto, Ontario	Director (December 17, 2021)	President, Prussky Consulting since March 1981; Director, Patuca Securities Ltd. since August 2001; and President, Patuca Corporation since November 1989.	Nil
Michael Ostfield ⁽²⁾⁽³⁾ Toronto, Ontario	Director (May 29, 2023)	Private investor, focussed on North American Capital Markets	Nil

Notes:

- (1) Percentages are based on 53,837,246 issued and outstanding Shares as of the date of this Circular.
- (2) Member of the Corporate Governance and Compensation Committee.
- (3) Member of the Audit Committee.
- (4) 1,723,867 Shares are held by Mr. Wiesblatt through Kayjay Inc.
- (5) 1,723,867 Shares are held by Mr. del Pino through Pepino Meta LLC.

Majority Voting for Election of Directors

The Board has adopted a “majority voting” policy, pursuant to which if a nominee for election as director does not receive a greater number of votes “for” than votes “withheld” at a meeting of Shareholders, such nominee shall offer his or her resignation as a director to the Board promptly following the meeting of Shareholders at which the director was elected. Upon receiving such offer of resignation, the Corporate Governance and Compensation Committee will consider such offer and make a recommendation to the Board as to whether or not to accept it. In its deliberations, the Corporate Governance and Compensation Committee will consider all factors deemed relevant by the Corporate Governance and Compensation Committee. Notwithstanding the foregoing, the Board expects to accept the resignation except in situations where extenuating circumstances would warrant the Director to continue to serve on the Board.

The Board will determine whether or not to accept the resignation within 90 days following the meeting of Shareholders. Liquid Meta will announce the decision of the Board in a press release with respect to whether the Board has decided to accept such director’s resignation. If the Board determines not to accept the resignation, the press release will state the reasons for that decision.

The Director who tendered such resignation will not be part of any deliberations of any Board committee (including the Corporate Governance and Compensation Committee if such Director is a member thereof) or of the Board pertaining to the resignation offer.

The “majority voting” policy only applies in circumstances involving an uncontested election of Directors. For the purposes of the policy, an “uncontested election of Directors” means that the number of

nominees for election as a Director is not more than the number of Directors proposed to be elected to the Board.

Biographies of Directors

Biographical information regarding the foregoing is set forth below:

David Prussky LLB, MBA, has been involved in the investment banking industry for over thirty years. David has been a director of numerous public companies in Canada including past Chairman of Carfinco Income Fund. David has extensive corporate governance and audit committee experience including past Chairman of the Audit Committee of Atrium Mortgage Investment Corporation. Mr Prussky brings significant skills in building growth businesses combined with public market expertise.

Jonathan Wiesblatt is a seasoned portfolio manager with over twenty years of experience in the North American capital markets and financial services industry. Jonathan's expertise includes portfolio management, portfolio construction and composition, risk management, research and analysis as well as advisory, strategy and corporate structuring.

Nicolas del Pino has more than ten years of experience working with the most successful companies in blockchain and fintech in emerging markets. He has been an active investor and advocate of cryptocurrencies since 2013. He is a commercial partner of Bitex.la, the first crypto exchange of Latin America. Before co-founding Liquid Meta, Nico acted as the VP of Sales of dLocal Technologies (NASDAQ:DLO), providing technology companies access to local payment methods in emerging markets. Before dLocal, Nico was the head of Fintech at Endeavor Global, where he coordinated operations and fundraising initiatives of over 90 companies around the globe. Nicolas is an Economist and holds a Masters in Finance from UTDT, Argentina.

Michael Ostfield has been involved in capital markets for over 20 years. He is a CFA Charterholder and received his Bachelor of Mathematics, Honours Accountancy degree, from the University of Waterloo. During his career, Michael was responsible for monthly NAV calculations and assistance with financial statement preparation for several hedge funds.

Each proposed nominee as a director elected will hold office until the next annual meeting of Shareholders or until his or her successor is duly elected or appointed, as the case may be, unless his or her office is earlier vacated in accordance with the by-laws or the provisions of the *Business Corporations Act* (British Columbia) to which Liquid Meta is subject or any similar corporate legislation to which Liquid Meta becomes subject.

Cease Trade Orders, Bankruptcies and Penalties and Sanctions

Cease Trade Orders

Except as disclosed herein, to the knowledge of Liquid Meta, no proposed Director is, as at the date of this Circular, or was within 10 years before the date of this Circular, a director or chief executive officer or chief financial officer of any company (including Liquid Meta) that: (a) was the subject of an order (as defined below) that was issued while the Director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an order that was issued after the Director or executive officer ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer. For the purposes of this paragraph, "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant corporation access to any

exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days.

On September 12, 2023, cease trade order was issued against the Corporation by the British Columbia Securities Commission (the “**Cease Trade Order**”) for failure to file (i) the audited annual financial statements of the Corporation for the year ended May 31, 2023; (ii) management’s discussion and analysis relating to the audited annual financial statements of the Corporation for the year ended May 31, 2023; and (iii) certification of the foregoing filings as required by National Instrument 52-109 – Certification of Disclosure in Issuers’ Annual and Interim Filings (collectively, the “**2023 Annual Filings**”). The 2023 Annual Filings were subsequently filed on November 7, 2023 and the Cease Trade Order was revoked on November 14, 2023. Each of Jonathan Wiesblatt, David Prussky, Nicolas del Pino and Michael Ostfield was and remains a Director of the Corporation during the Cease Trade Order.

Bankruptcies

To the knowledge of Liquid Meta, no proposed Director: (a) is, or within 10 years before the date hereof, has been a director or executive officer of a corporation (including Liquid Meta) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has within the 10 years before the date 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 the proposed Director.

Penalties and Sanctions

Except as disclosed herein, to the knowledge of Liquid Meta, no proposed Director has been subject to any: (a) penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or (b) other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder in deciding whether to vote for the proposed Director.

David Prussky was a director of Swisher Hygiene Inc. (“**Swisher**”), a TSX and NASDAQ listed issuer, from February 2010 until September 2016. In February 2012, as a member of the board of directors of Swisher, Mr. Prussky became aware of potential accounting issues involving Swisher’s financial statements filed with the U.S. Securities and Exchange Commission (“**SEC**”). Mr. Prussky was appointed to a special committee (“**Special Committee**”) of the board of directors of Swisher to investigate the accounting issues. The Special Committee engaged legal and accounting experts to assist in the investigation and after approximately three months of investigation issued its findings to the full board of directors of Swisher. Following the Special Committee’s recommendations, three employees, including Swisher’s CFO, who were involved in the Swisher’s accounting were terminated. Those three former employees were subsequently indicted by the U.S. Attorney’s office based in Charlotte, NC, and charged with the violation of numerous Federal criminal statutes relating to Swisher’s accounting practices. All three employees subsequently either pled guilty to or were convicted of violating criminal statutes, and two of those former employees served multi-year terms in Federal prison for their criminal conduct. On September 22, 2016, finding that Swisher had complied with the terms of the DPA, which included the payment of a \$2.0 million fine, the US Attorney’s office filed a Motion to Dismiss the Bill of Information against Swisher, which was granted on October 13, 2016.

Appointment and Remuneration of Auditors

At the Meeting, Shareholders will be asked to re-appoint of RSM Canada LLP as auditor of Liquid Meta, to hold office until the next annual meeting of Shareholders. Shareholders will also be asked to authorize the Directors of Liquid Meta to fix the auditor's remuneration.

In the absence of contrary instructions, the persons named in the accompanying Instrument of Proxy intend to vote FOR the re-appointment of the auditor and authorizing the Board to fix the auditor's remuneration as set forth above.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Overview

In general, the Board is responsible for the stewardship of the Corporation. The Board oversees the business and affairs of the Corporation, supervises senior management's day-to-day conduct of business, establishes or approves overall corporate policies where required and involves itself jointly with management in ensuring the creation of shareholder value and the preservation and protection of the Corporation's assets as well as in establishing the Corporation's strategic direction. The Board acts through regularly scheduled Board meetings, which are held on a quarterly basis, with additional meetings being scheduled when required. In addition, there is ongoing communication between senior management and Board members between meetings both on an informal basis and through committee meetings.

To assist in the discharge of its responsibilities, the Board has established an Audit Committee and a Corporate Governance and Compensation Committee.

The Board believes that sound corporate governance practices are in the best interests of the Corporation and its Shareholders and contribute to prudent and effective decision-making. The Board is committed to remaining abreast of the ongoing evolution of corporate governance standards and practices both in Canada and more broadly. As such, Directors of the Corporation are committed to thorough and effective corporate governance arrangements. In addition, the Board supports the Corporation's efforts to align its corporate governance practices with the recommendations currently in effect and contained in National Instrument 58-201 – *Corporate Governance Guidelines*, having regard to the Corporation's particular circumstances from time to time.

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Corporation is required to disclose its corporate governance practices, which are described below. Upon the completion of the RTO, the prior Directors of the Corporation resigned and the current Directors were appointed and the Board and the Corporate Governance and Compensation Committee reviewed the Corporation's corporate governance practices to determine if such practices were appropriate for the Corporation on a go-forward basis, having regard to the Corporation's particular circumstances. As a result of the foregoing, the Corporation implemented certain changes to its corporate governance practices, which are discussed below. The Board will continue to monitor its practices on an ongoing basis and, when necessary, amend such practices or implement such additional practices as it deems appropriate.

Board of Directors

The importance of the independence of the Directors from management is fully endorsed by the Corporation. The Mandate of the Board (the “**Mandate of the Board**”) provides that at least a majority of the Directors must be “independent” for the purposes of all applicable regulatory requirements. The Board has determined that each of Mr. Prussky and Mr. Ostfield are “independent” under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) and under NI 58-101. The Board has determined that Mr. Wiesblatt

is not independent by reason of his role as the Corporation's Chief Executive Officer. The Board has also determined that Mr. del Pino is not independent, as he was an executive officer of the Corporation within the last three (3) years. Notwithstanding the foregoing, in the view of the Board, the fact that Mr. Wiesblatt currently occupies a management position with the Corporation and Mr. del Pino's prior management position with the Corporation does not impair the ability of the Board to act independently of management. The Board believes that Mr. Wiesblatt's and Mr. del Pino's status as non-independent Directors does not preclude them from exercising independent judgement with a view to the best interests of the Corporation. The Audit Committee is currently comprised of a majority of "independent" Directors and the Corporate Governance and Compensation Committee is comprised of a majority of "independent" Directors. The Corporation is relying on the exemption in Section 3.5 of National Instrument 52-110 in respect of Mr. Wiesblatt's appointment as a member of the Audit Committee.

In addition to their roles as Directors of the Corporation, the following individuals also hold positions as Directors or officers of the following reporting issuers:

<u>Name</u>	<u>Name and Jurisdiction of Reporting Issuer</u>	<u>Exchange or Market</u>	<u>Position</u>	<u>From</u>	<u>To</u>
Jonathan Wiesblatt	Rockridge Resources Ltd.	TSXV	CEO	March 2021	Present

The Board will hold meetings of the independent Directors without management and non-independent Directors present from time to time.

The Board elects from its ranks a chairperson to preside at all meetings of the Board, which is currently Jonathan Wiesblatt. The chair of the Board shall provide leadership to the Board by, among other things (i) promoting a thorough understanding by the Directors and management of the duties and responsibilities of the Directors and distinctions between the role of the Directors and the role of management; (ii) promoting cohesiveness among the Directors; and (iii) ensuring processes are in place to monitor legislation and best practices relating to the responsibilities of the Board, and to review the effectiveness of the Board, its committees and individual Directors on a regular basis.

The following table sets forth the number of Board and committee meetings held and attendance by Directors for the financial year ended May 31, 2023:

Attendance of Directors
(in person or by telephone)

<i>Director</i>	<i>Board Meetings Attended</i>	<i>Audit Committee Meetings Attended</i>	<i>Corporate Governance and Compensation Committee Meetings Attended</i>
David Prussky	13 of 13	4 of 4	1 of 1
Jonathan Wiesblatt	13 of 13	4 of 4	N/A
Nicolas del Pino	13 of 13	N/A	0 of 1
Michael Ostfield ⁽¹⁾	0 of 13	0 of 4	0 of 1
Stephen Harper ⁽²⁾	4 of 13	2 of 4	1 of 1
Thomas Kang ⁽²⁾	4 of 13	2 of 4	0 of 1
Clara Bullrich ⁽³⁾	10 of 13	2 of 4	1 of 1

Notes:

- (1) Mr. Ostfield was appointed to the Board, the Audit Committee and the Corporate Governance and Compensation Committee on May 29, 2023.
- (2) Mr. Harper and Mr. Kang resigned as a members of the Board on November 28, 2022 in accordance with the Corporation's Majority Voting Policy.
- (3) Ms. Bullrich resigned as a member of the Board on April 17, 2023.

Board Mandate

The Board, both directly and through its committees, supervises the activities and manages the affairs of the Corporation and is responsible for the stewardship of the Corporation and its business. The Board is kept informed of the Corporation's operations at Board meetings, committee meetings and through reports and discussions with management of the Corporation, as necessary. The Board meets in person, or by telephone conference call, at least once each quarter and as often thereafter as required to discharge the duties of the Board. In addition, there is continued communication between senior management of the Corporation and the Board on an informal basis.

The duties and responsibilities of the Board are set out in the Mandate of the Board attached as Appendix "A" to this Circular.

Board Committees

Audit Committee

The Audit Committee is currently comprised of the following three Directors: David Prussky (Chair), Michael Ostfield and Jonathan Wiesblatt. The Corporation is relying on the exemption in Section 3.5 of National Instrument 52-110 in respect of Mr. Wiesblatt's appointment as a member of the Audit Committee. The Audit Committee oversees the accounting and financial reporting practices and procedures of the Corporation and the audits of the Corporation's financial statements. Additional information regarding the Audit Committee, including a copy of the charter of the Audit Committee, can be found in the Corporation's Annual Information Form for the financial year ended May 31, 2023, a copy of which is available for review under the Corporation's SEDAR profile at www.sedar.com.

Corporate Governance and Compensation Committee

The Corporate Governance and Compensation Committee is comprised of the following three Directors: David Prussky, Michael Ostfield and Nicolas del Pino. The primary functions of the Corporate Governance and Compensation Committee are to:

- review and approve corporate goals and objectives relevant to executive officer and Director performance and evaluate performance to determine compensation;
- make recommendations to the Board regarding compensation including incentive and equity-based compensation plans;
- review Director and executive officer compensation disclosure prior to its public disclosure;
- identify suitable candidates for the Board;
- make recommendations to the Board regarding nominating candidates for election to the Board at annual meetings of the shareholders;
- arrange for orientation and continuing education for Directors;
- ensure that the strategic direction of the Corporation is reviewed annually;
- ensure that the Board and each of its committees carry out their respective functions in accordance with an appropriate process; and
- review, develop and implement the Corporation's corporate governance policies.

Additional information regarding the Corporate Governance and Compensation Committee can be found in the charter of the Corporate Governance and Compensation Committee Charter attached hereto as Appendix "B".

Position Descriptions and Chief Executive Officer Succession Planning

The Corporation has developed and implemented written position descriptions for the Chief Executive Officer, Chief Financial Officer, Chair of the Audit Committee and Chair of the Corporate Governance and Compensation Committee. Position descriptions are reviewed periodically. In addition, the Board maintains a succession plan for the replacement of the Chief Executive Officer and executive officers.

Orientation and Continuing Education of New Directors

The Board is responsible for developing and implementing, on recommendation of the Corporate Governance and Compensation Committee, a comprehensive orientation program for new Directors. The Corporate Governance and Compensation Committee develops the comprehensive orientation program to include: (i) a director manual regarding the duties of the Board, individual Directors, each Board committee, the chairperson of the Board, the chairperson of each Board Committee, the Chief Executive Officer, the Chief Financial Officer and other executive officers of the Corporation; (ii) information regarding the nature and operation of the Corporation's business and organizational structure; and (iii) copies of the Board and Board committee mandates, position descriptions, the Code of Business Conduct and Ethics and other governance policies. The Corporate Governance and Compensation Committee's continuing education

program assists Directors to maintain or enhance their skills and abilities as Directors and in ensuring that their knowledge and understanding of the Corporation's business remains current.

Ethical Business Conduct

On December 17, 2021, Board adopted and approved a code of ethics and business conduct (the "**Code of Ethics and Business Conduct**") which provides a general statement of the expectations of the Corporation regarding the ethical standards that each director, officer and employee should adhere to while acting on behalf of the Corporation. Throughout the Code of Ethics and Business Conduct, the Corporation endorses the following principles:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in the Corporation's shareholder reports and in other public communications and filings of the Corporation;
- compliance with applicable governmental laws, rules and regulations; and
- accountability by all of the Directors, officers and employees for adherence to the Code of Ethics and Business Conduct.

The Board is responsible for setting the standards of business conduct contained in the Code of Ethics and Business Conduct and updating the standards as it deems appropriate to reflect changes in the legal and regulatory framework applicable to the Corporation, the business practices within the Corporation's industry, the Corporation's own business practices, and the prevailing ethical standards of the communities in which the Corporation operates. The Corporation's Chief Executive Officer and Chief Financial Officer oversee the procedures designed to implement the Code of Ethics and Business Conduct to ensure that they are operating effectively. Those who violate the Code of Ethics and Business Conduct will be subject to disciplinary action.

The Code of Ethics and Business Conduct provides, among other things, that each director and officer who has a material interest of any kind in any existing or proposed transaction or agreement with the Corporation is required to abide by the disclosure requirements set out in Division 3 of Part 5 of the *Business Corporations Act* (British Columbia), including taking the following steps:

- disclosing the nature and extent of his or her interest to the Board at the meeting at which a proposed contract or transaction in which the director or officer has an interest is first considered or at the first meeting after the director or officer becomes interested;
- upon the request of the Board upon its being advised of the conflict, excusing him or herself from all Board or Committee deliberations in respect of the existing or proposed transaction or agreement;
- abstaining from voting in respect of the existing or proposed transaction or agreement in which the director or officer has a material interest; and
- abiding by all of the requirements set out in Division 3 of Part 5 of the *Business Corporations Act*

(British Columbia).

Nomination of Directors

The Corporate Governance and Compensation Committee, composed of a majority of “independent” Directors, has the following responsibilities with respect to the nomination of Directors:

- annually review the composition, skills, size and tenure of Directors in advance of annual general meetings and whenever individual Directors indicate that their status as members may change;
- identify qualified candidates, taking into account candidates’ independence, financial acumen, skills and time available to devote to the duties of the Board;
- assess the competencies and skills each director possesses, the Board as a whole possesses, the nominees will bring the Board if elected and the Board as a whole should possess;
- assess the appropriate size of the Board with a view to facilitating effective decision making;
- assess the diversity of the Board’s composition, taking into consideration the Corporation’s Board Diversity Policy (as defined herein);
- advise Directors of the time and resources Directors are expected to contribute to the Board; and
- recommend nominees for election as Directors and appointment as members and the chairpersons of Committees together with the reasons for their recommendations;

Majority Voting in Director Elections

The Board has adopted a “majority voting” policy that will apply at any meeting of Shareholders where an uncontested election of Directors is held. A summary of the Corporation’s “majority voting” policy is set out under the heading “Matters to be Acted upon at the Meeting – Election of Directors of Liquid Meta – Majority Voting for Election of Directors”.

Compensation

The Corporate Governance and Compensation Committee, composed of a majority of independent Directors, assists the Board in its oversight of executive and director compensation. In making all decisions and recommendations related to compensation, the Corporate Governance and Compensation Committee takes into consideration:

- the duties of each individual, his or her past service and continuing responsibilities;
- the position or job description of individuals, their short and long-term objectives, goals and performance measurement indicators;
- the Corporation’s performance and shareholder returns; and
- the form and amount of compensation awarded by comparable companies and competitors.

In making recommendations to the Board, the Corporate Governance and Compensation Committee takes into account any evaluations the Corporate Governance and Compensation Committee feels are necessary regarding:

- the amount and form of compensation to award to Directors, the chairperson of the Board and the chair of each committee;
- proposals for the compensation of executive officers and management, including salary, bonus, options, perquisites, retirement allowances and all other forms of proposed compensation;
- proposals for all incentive and equity-based compensation plans and all proposed grants of securities under such plans, and determine whether security holder approval should be obtained;
- the approval of agreements relating to employment, consulting and management to be entered into by the Corporation and senior management; and
- employee benefit and retirement plans.

With respect to the Chief Executive Officer of the Corporation, the Corporate Governance and Compensation Committee take responsibility to:

- review and approve goals and objectives relevant to the Chief Executive Officer's compensation;
- evaluate the Chief Executive Officer's performance with respect to those goals and objectives; and
- determine the Chief Executive Officer's compensation (in both amount and form).

The Corporate Governance and Compensation Committee is also responsible for reviewing director and executive officer compensation disclosure prior to its public disclosure.

Assessments

The Corporate Governance and Compensation Committee's role is to assess the effectiveness of the Board as a whole, the committees of the Board, and the contribution of individual Directors. Directors will be expected to consider, among other things, the overall functioning and performance of the Board and its committees, the Corporation's management structure, the effectiveness of the Corporation's internal controls and financial reporting, ethics and compliance matters and accountability. The chair of the Corporate Governance and Compensation Committee encourages discussion among the Board to evaluate its effectiveness as a whole, its committees, and its individual Directors. All Directors are also encouraged to make suggestions for improvement of the practices of the Board at any time.

Director Term Limits and Other Mechanisms of Board Renewal

The Board has not adopted director term limits or other automatic mechanisms of board renewal. Rather than adopting formal term limits, mandatory age-related retirement policies and other mechanisms of board renewal, the Corporation seeks to maintain the composition of the Board in a way that provides, in the judgement of the Board, the best mix of skills and experience to provide for the overall stewardship.

Representation of Women on the Board and in Executive Officer Positions

The Corporation has not adopted a written policy specifically relating to the identification and nomination of women Directors nor does the Board formally consider the level of representation of women when making executive officer appointments or set targets regarding women on the Board or in executive officer positions. However, informally, in identifying and selecting director or executive officer nominees, the Corporation values diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin, as one among the many factors taken into consideration during the search process. The Corporation also considers, among other things, the qualifications, personal qualities, business background and relevant experience of individual candidates as well as the overall composition of the Board or executive officers with a view to identifying and selecting the most ideal and complementary candidates. The Corporate Governance and Compensation Committee and the Board intend to consider on an ongoing basis whether the Corporation should adopt specific policies and practices regarding the representation of women on the Board and in executive office positions, including the setting of targets for such representation.

Number of Women on the Board and in Executive Officer Positions

Assuming the election of all of the director nominees set out in this Circular, no women will be on the Board at the conclusion of the Meeting. There are currently no female executive officers of the Corporation.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Following the completion of the RTO, the Board appointed the Corporate Governance and Compensation Committee which is responsible for ensuring that Liquid Meta has in place an appropriate plan for executive compensation and for making recommendations to the Board with respect to the compensation of Liquid Meta's executive officers. The Corporate Governance and Compensation Committee is comprised of the following three Directors: David Prussky, Michael Ostfield and Nicolas del Pino, each of whom are independent directors of the Corporation. The Corporate Governance and Compensation Committee ensures that total compensation paid to all NEOs (as defined herein) is fair and reasonable and is consistent with Liquid Meta's compensation philosophy. Liquid Meta's compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options, which is a significant component of executive compensation. This approach is based on the assumption that the performance of the Liquid Meta Share price over the long term is an important indicator of long-term performance.

Liquid Meta's compensation philosophy is based on the following fundamental principles:

- Compensation programs align with shareholder interests – Liquid Meta aligns the goals of executives with maximizing long term shareholder value;
- Performance sensitive – compensation for executive officers should be linked to operating and market performance of Liquid Meta and fluctuate with the performance; and
- Offer market competitive compensation to attract and retain talent – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing

employees who are performing according to their objectives and to attract new individuals of the highest caliber.

The objectives of the compensation program in compensating all NEOs has been developed based on the above-mentioned compensation philosophy and are expected to be as follows:

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with shareholders' interests and with the execution of Liquid Meta's business strategy;
- to evaluate executive performance on the basis of key measurements that correlate to long-term shareholder value; and
- to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

Transparent, objective and easily verified corporate goals, combined with individual performance goals, plays an important role in creating and maintaining an effective compensation strategy for the NEOs. The objectives of Liquid Meta are to establish benchmarks and targets for its NEOs which, if achieved, will enhance shareholder value. A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. The three basic components of Liquid Meta's executive officer compensation program is: (i) fixed salary; (ii) annual incentives (cash bonus); and (iii) stock and option based compensation.

Fixed salary comprises a portion of the total cash-based compensation; however, annual incentives and option-based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on: (i) whether the executive officer is able to meet or exceed his or her applicable performance targets; and (ii) market performance of Liquid Meta. To date, no specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Board is expected to consider each performance target and Liquid Meta's performance and assigns compensation based on this assessment and the recommendations of the Corporate Governance and Compensation Committee.

Upon completion of the RTO, Liquid Meta adopted the Omnibus Incentive Plan (as defined herein).

The below describes the Corporation's current compensation program.

Process

The Board approves targeted amounts of annual incentives for each NEO at the beginning of each financial year. The targeted amounts are determined by the Corporate Governance and Compensation Committee based on a number of factors, including comparable compensation of similar companies. Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities, will trigger the award of a bonus payment to the NEOs. The NEOs receive a partial or full incentive payment depending on the number of the predetermined targets met and the Corporate Governance and Compensation Committee's and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

Benchmarking

Aggregate compensation for each NEO is designed to be competitive. The Corporate Governance and Compensation Committee will review from time to time the compensation practices of similarly situated companies when considering Liquid Meta's executive compensation policy. Although the Corporate Governance and Compensation Committee will review each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the NEO's role within Liquid Meta, it will be primarily focused on remaining competitive in the market with respect to total compensation.

From time to time, on an ad hoc basis, the Corporate Governance and Compensation Committee will review data related to compensation levels and programs of various companies that are similar in size to Liquid Meta and operate within the same industry as the Corporation. The Corporate Governance and Compensation Committee will also rely on the experience of its members as officers and/or Directors at other companies in similar lines of business as Liquid Meta in assessing compensation levels.

Managing Compensation-Related Risk

The Corporate Governance and Compensation Committee periodically considers the implications of the risks associated with Liquid Meta's compensation policies and practices. At the present time, the Corporate Governance and Compensation Committee has not identified any risks associated with Liquid Meta's compensation policies and practices that are reasonably likely to have a material adverse effect on Liquid Meta. Liquid Meta currently uses several practices to discourage or mitigate excessive risk-taking including, among other things: (i) strong corporate governance oversight and culture; (ii) requiring that the Board approve the Corporation's strategic business plan and budgets, which will be considered in the context of assessing performance and awarding incentives; (iii) using an appropriate mix of pay, including fixed and performance-based compensation with short- and long-term performance conditions; and (iv) retaining discretion to adjust annual incentive payments to take into account unexpected events

The Board, in consultation with the Corporate Governance and Compensation Committee, will continue to review Liquid Meta's approach to executive compensation as the Corporation executes on its investment strategy and, if deemed appropriate in Liquid Meta's circumstances, will consider alternative or supplemental compensation arrangements to mitigate and discourage excessive risk-taking.

Financial Instruments

As of the date hereof, Liquid Meta does not have a formal policy that restricts the purchase by its Directors, executive officers, or other employees of 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 the market value of equity securities granted as compensation or held, directly or indirectly, by the director, executive officer or employee. To the knowledge of Liquid Meta, none of the Named Executive Officers or Directors have purchased any such financial instruments. Liquid Meta will continue to review whether a formal policy in this regard is necessary or advisable as Liquid Meta continues to execute its business plan and gain further market visibility.

Components of Executive Compensation

The components of compensation for executive officers of Liquid Meta may consist of:

- fixed salary;
- annual incentives (cash bonus); and

- stock and option-based compensation.

The mix of these components in any given year will be primarily influenced by the individual performance of the executive officer, the financial performance of Liquid Meta and competitive market levels of compensation, with the objective that a significant portion of the total compensation will be contingent on both short-term and long-term performance.

Base Salary

The Corporate Governance and Compensation Committee approves the salary ranges for the NEOs. The base salary review for each NEO is based on assessment of factors such as current competitive market conditions, compensation levels within compensation practices of similarly situated companies and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Liquid Meta may consider comparative data for Liquid Meta's peer group which would be accumulated from a number of external sources including independent consultants. Liquid Meta's policy for determining salary for executive officers is consistent with the administration of salaries for all other employees.

Short-Term Incentive Plan Compensation – Annual Incentives

Liquid Meta, in its discretion, may award annual incentives in order to motivate executives to achieve short-term corporate goals. The Corporate Governance and Compensation Committee and the Board approve annual incentives. The success of NEOs in achieving their individual objectives and their contribution to Liquid Meta in reaching its overall goals are to be factors in the determination of their annual bonus. The Corporate Governance and Compensation Committee will assess each NEO's performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of Liquid Meta that arise on a day-to-day basis. This assessment is used by the Corporate Governance and Compensation Committee in developing its recommendations to the Board with respect to the determination of annual bonuses for the NEOs. Where the Corporate Governance and Compensation Committee cannot unanimously agree, the matter is to be referred to the full Board for decision. The Board relies heavily on the recommendations of the Corporate Governance and Compensation Committee in granting annual incentives.

Long-Term Incentive Plan and Corporation's Omnibus Incentive Plan

Upon completion of the RTO, the Corporation adopted the omnibus incentive plan (the "**Omnibus Incentive Plan**").

The purpose of the Omnibus Incentive Plan is to permit the Corporation to grant Share purchase options (the "**Options**"), restricted share units ("**RSUs**") and deferred share units ("**DSUs**" collectively with the Corporation's RSUs, the "**Units**", and collectively with the Options, the "**Awards**"), representing the right to receive one Share, to the eligible Directors, officers, employees and consultants of the Corporation and its subsidiaries in accordance with the terms of the Omnibus Incentive Plan (each such person having been granted an Award being, a "**Participant**"), subject to certain conditions for the purposes of securing for the Corporation and its Shareholders the benefits of incentive interest in Share ownership by the eligible Participants.).

The Board is responsible for administering the Omnibus Incentive Plan, and the Corporate Governance and Compensation Committee will make recommendations to the Board in respect of matters relating to the Omnibus Incentive Plan. The Board will have the discretion to determine the vesting schedule of an Option or the settlement period of RSUs, and the Board will have the full power and authority to

accelerate the vesting or exercisability/settlement (as applicable) of any RSUs, or all or any portion of any Option.

The Omnibus Incentive Plan is considered an “evergreen” plan, since the Shares covered by grants which have been exercised, settled, expired, cancelled or forfeited shall be available for subsequent grants under the Omnibus Incentive Plan and the number of Shares available to grant increases as the number of issued and outstanding Shares increases.

The maximum number of Shares reserved and available for grant and issuance pursuant to Awards shall not exceed fifteen percent (15%) of the total issued and outstanding Shares (on a non-diluted basis) from time to time (including any other share compensation arrangement of Liquid Meta). Every three years after the effective date of the Omnibus Incentive Plan, all unallocated Awards under the Omnibus Incentive Plan shall be submitted for approval to the Board and the Shareholders. No more than one percent (1%) of the total issued and outstanding Shares (on a non-diluted basis) from time to time, shall be reserved and available for grant and issuance pursuant to Awards to the eligible Directors, less the number of Shares reserved for issuance pursuant to awards under all other security-based compensation arrangements.

The number of Shares issuable to insiders, at any time, under all security-based compensation arrangements of the Corporation, may not exceed ten percent (10%) of the Corporation’s issued and outstanding shares; and the number of Shares issued to insiders within any one-year period, under all security based compensation arrangements of the Corporation, may not exceed ten percent (10%) of the issued and outstanding Shares.

The Omnibus Incentive Plan provides that appropriate adjustments, if any, will be made by the Board in connection with a reclassification, reorganization or other change of Shares, consolidation, distribution, merger or amalgamation, in the Shares issuable or amounts payable to preclude a dilution or enlargement of the benefits under the Omnibus Incentive Plan.

The following table describes the impact of certain events upon the rights of holders of Awards under the Omnibus Incentive Plan, including a change of control, termination for cause, termination other than for cause and death:

Event	Provisions
Change of Control	Unless otherwise stipulated in any agreement with respect to the granting of an Award and the approval of the NEO Exchange, if required, the Board shall have the right, in its discretion, to deal with any or all Awards (or any portion thereof) issued under the Plan in the manner it deems fair and reasonable in the circumstances. Vested Awards may, among other things, be deemed exercised by the Board.
Termination for Cause	All unexercised vested and unvested Awards shall terminate as of the Participant’s termination date.
Resignation	All unexercised vested or unvested Awards shall terminate on the Participant’s termination date caused by such resignation, subject to any later expiration dates determined by the Board.
Termination other than for Cause	Upon a participant’s termination without cause the number the Awards that may vest is subject to pro-ration over the applicable vesting period (ending on the Participant’s termination date) and shall expire on the earlier of ninety (90) days after the Participant’s termination date or the expiry date of the Awards.

Death, Disability or Retirement	<p>The number of Awards that may vest is subject to pro ration over the applicable vesting period (ending on the Participant’s termination date) and shall expire on the earlier of one hundred eighty (180) days after the Participant’s death, disability or retirement or the expiry of the Awards.</p> <p>If a Participant is determined to have breached any post-employment restrictive covenants in favour of the Corporation, then any Awards held by the Participant, whether vested or unvested, will immediately expire and the Participant shall pay to the Corporation any “in-the-money” amount realized upon exercise of Awards following the Participant’s termination date.</p>
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The Board may amend the Omnibus Incentive Plan or any Award at any time without the consent of a Participant provided that such amendment shall (i) not adversely alter or impair any Award previously granted except as permitted by the terms of the Omnibus Incentive Plan, (ii) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the NEO Exchange, and (iii) be subject to shareholder approval, where required by law, the requirements of the NEO Exchange or the Omnibus Incentive Plan, provided, however, that shareholder approval shall not be required for the following amendments and the Board may make any changes which may include but are not limited to: (i) any amendment to the vesting provisions, if applicable, or assignability provisions of Awards; (ii) any amendment to the expiration date of an award that does not extend the terms of the Award past the original date of expiration for such Award; (iii) any amendment regarding the effect of the termination of a Participant’s employment or engagement; (iv) any amendment which accelerates the date on which any Award may be exercised under the Omnibus Incentive Plan; (v) any amendment to the definition of “eligible participant” (under the Plan); (vi) any amendment necessary to comply with applicable law or the requirements of the exchange or any other regulatory body; (vii) any amendment of a “housekeeping” nature, including, without limitation, to clarify the meaning of an existing provision of the Omnibus Incentive Plan, correct or supplement any provision of the Omnibus Incentive Plan that is inconsistent with any other provision of the Omnibus Incentive Plan, correct any grammatical or typographical errors or amend the definitions in the Omnibus Incentive Plan; (viii) any amendment regarding the administration of the Plan; (ix) any amendment to add or amend provisions permitting for the granting of cash-settled awards, a form of financial assistance or clawback; and (x) any other amendment that does not require the approval of the holders of Shares pursuant to the amendment provision of the Omnibus Incentive Plan.

The Board shall be required to obtain shareholder approval to make the following amendments: (i) any reduction in the exercise price of an Option held by an insider; (ii) any amendment which extends the expiry date of any Award held by an insider, or the unit restriction period of any Units held by an insider beyond the original expiry date, except in case of an extension due to a black-out period; (iii) any amendment removing or exceeding the insider participation limit; (iv) any amendment to remove or exceed the eligible Director participation limit; (v) any change to the maximum number of Shares issuable from treasury under the Omnibus Incentive Plan; and (vi) any amendment to the amendment provisions of the Omnibus Incentive Plan, provided that (x) Shares held directly or indirectly by insiders benefiting from the amendments in (i), (ii) and (iii) above shall be excluded when obtaining such shareholder approval; and (y) Shares held directly or indirectly by insiders where the amendment will disproportionately benefit such insiders over other Award holders shall be excluded when obtaining such shareholder approval.

The Board may, subject to regulatory approval, discontinue the Omnibus Incentive Plan at any time without the consent of the Participants provided that such discontinuance shall not materially and adversely affect any Awards previously granted to a Participant under the Omnibus Incentive Plan.

The Board may, by resolution, but subject to applicable regulatory approvals, decide that any of the provisions of the Omnibus Incentive Plan concerning the effect of the termination of the Participant's employment or engagement shall not apply for any reason acceptable to the Board.

Other than by will or under the law of succession, or as expressly permitted by the Board, or as otherwise set forth herein, Awards are not assignable or transferable. Awards may only be exercised: (a) by the Participant to whom the Awards were granted; (b) with the Corporation's prior written approval and subject to such conditions as the Corporation may stipulate; (c) upon the Participant's death, by the legal representative of the Participant's estate; or (d) upon the Participant's incapacity, the legal representative having authority to deal with the property of the Participant.

Options

The Board shall determine, at the time of granting the particular Option, the period during which the Option is exercisable, commencing on the date such Option is granted to the Participant and ending as specified in the Omnibus Incentive Plan or in the underlying option agreement, but in no event shall an Option expire on a date which is later than ten (10) years from the date the Option is granted. Unless otherwise determined by the Board, all unexercised Options shall be cancelled at the expiry of such Options. The exercise price for Shares that are the subject of any Option shall be fixed by the Board when such Option is granted, but shall not be less than the "Market Value" (being the greater of the 5-day volume weighted average price of the Shares on the NEO Exchange or the closing price of such Shares on the trading day immediately preceding the date of the granting of the Option). An Option is an option granted by the Corporation to a Participant entitling such Participant to acquire, for each Option issued, one Share from treasury at the exercise price.

Should the expiration date for an Option fall within a black-out period or within nine (9) business days following the expiration of a black-out period, such expiration date shall be automatically extended without any further act or formality to that date which is the tenth business day after the end of the black-out period, such tenth (10th) business day to be considered the expiration date for such Option for all purposes under the Omnibus Incentive Plan. The ten (10) business day period may not be extended by the Board.

The Board has the discretion to determine the vesting schedule of any Option and the Board shall have the full power and authority to accelerate the vesting or exercisability of all or any portion of any Option.

Once a portion of an Option that has vested becomes exercisable, it remains exercisable until expiration or termination of the Option, unless otherwise specified by the Board in connection with the grant of such Option.

In order to facilitate the payment of the exercise price of the Options, the Omnibus Incentive Plan permits Participants, subject to the approval of the Board, to elect to undertake either a broker assisted "cashless exercise" or a "net exercise" subject to the procedures set out in the Omnibus Incentive Plan, including the consent of the Board.

DSUs

A DSU is an Award of phantom share units to a Participant, subject to restrictions and conditions as the Board may determine at the time of grant. Subject to the provisions set forth and any shareholder or regulatory approval which may be required, the Board shall, from time to time by resolution, in its sole discretion, (i) designate the eligible Directors who may receive DSUs under the Omnibus Incentive Plan,

(ii) fix the number of DSUs, if any, to be granted to each eligible Director and the date or dates on which such DSUs shall be granted, and (iii) determine the relevant conditions and vesting provisions of such DSUs, the whole subject to the terms and conditions prescribed in the Omnibus Incentive Plan.

Subject to vesting and other conditions and provisions set forth in the Omnibus Incentive Plan and in an agreement relating to a grant of DSUs, the Board shall determine whether each DSU awarded to a Participant shall entitle the Participant: (i) to receive one (1) Share issued from treasury or purchased on the open market; (ii) to receive the cash equivalent of one (1) Share; or (iii) to elect to receive either one (1) Share from treasury or purchased on the open market, the cash equivalent of one (1) Share or a combination of cash and Shares.

Each eligible Director (i) shall receive such percentage of his or her Board retainer in the form of DSUs as may be determined by the compensation policies of the Board from time to time (the “**Mandatory Portion**”), and (ii) may elect to receive any percentage, up to 100%, of the balance of his or her Board retainer in the form of DSUs (the “**Voluntary Portion**”).

Each eligible Director will receive such number of DSUs as is obtained by dividing the sum of any Mandatory Portion and the Voluntary Portion payable quarterly to the eligible Director by the “Market Value” (being the 5-day volume weighted average price of the Shares on the NEO Exchange) on the date on which the DSUs are awarded. DSUs shall be awarded to eligible Directors quarterly on the first day of each quarter (or, if not a business day, on the following business day), unless otherwise determined by the Board.

Any Participant may elect to receive the equivalent of any Mandatory Portion in cash instead of DSUs if (i) the Participant purchases in the open market the same number of Shares he or she would have received in the form of DSUs, or (ii) the Participant is otherwise exempted by the Board for any reason.

A Participant who (i) ceases to be a Director of the Corporation; (ii) ceases to be employed by the Corporation or its subsidiaries; or (iii) ceases to provide services to the Corporation or its subsidiaries, as applicable (or, if deceased, his or her estate, succession, heirs or legal representatives) may request the settlement of all (but not less than all) of his or her DSUs at any time during the period between the date on which he or she ceases to be a Director and the “**DSU Expiry Date**” (being the business day preceding December 31 of the calendar year following the calendar year during which a Participant (i) ceases to be a Director of the Corporation; (ii) ceases to be employed by the Corporation or its subsidiaries; or (iii) ceases to provide services to the Corporation or its subsidiaries, as applicable), in such manner as the Board may determine and in accordance with such rules and regulations as the Board may prescribe. Any DSU which has not been settled prior to the DSU Expiry Date shall be automatically settled on the DSU Expiry Date.

Notwithstanding any other provision of the Omnibus Incentive Plan, in the event that a DSU settlement date occurs during a black-out period or other trading restriction imposed by the Corporation Issuer, then settlement of the applicable DSUs shall be automatically extended to the tenth (10th) business day following the date that such black-out period or other trading restriction is lifted, terminated or removed.

RSUs

A RSU is an Award granted for services rendered in a particular year entitling the recipient to receive payment based on the value of one Share once such Award has vested, subject to such restrictions and conditions as the Board may determine at the time of grant. Conditions may be based on continuing employment (or engagement) with the Corporation or a subsidiary.

Unless otherwise set forth in an agreement underlying a RSU, each RSU shall vest as to 1/3 on each of the first, second and third anniversary of the date of grant (each such date being the RSU vesting date). Subject to the vesting and other conditions and provisions set forth in the Omnibus Incentive Plan and in an agreement underlying the RSUs, the Board shall determine whether each RSU awarded to a Participant shall entitle the Participant: (i) to receive one (1) Share issued from treasury or purchased on the open market; (ii) to receive the cash equivalent of one (1) Share; or (iii) to elect to receive either one Share from treasury or purchased on the open market, the cash equivalent of one (1) Share or a combination of cash and Shares.

Except as otherwise provided in an agreement relating to a grant of RSUs: (a) all of the vested RSUs covered by a particular grant may, be settled at on any date (each such day being a “**RSU Settlement Date**”) on or before the last day of the applicable restriction period (which shall end on the business day preceding December 31 of the calendar year which is three (3) years after the calendar year in which the services in relation to which the RSU is granted were performed, or such shorter period as may be determined by the Board at the time the RSU is granted), by delivering a settlement notice in respect of any or all vested RSUs held by such Participant; and (b) any vested RSU, for which no settlement notice has been delivered prior to the last day of the applicable restriction period, shall be automatically settled on the last day of such restriction period.

Settlement of RSUs shall take place promptly following the RSU Settlement Date through: (a) in the case of settlement of RSUs for their cash equivalent, delivery of a cheque to the Participant representing the cash equivalent; (b) in the case of settlement of RSUs for Shares, delivery of a share certificate to the Participant or the entry of the Participant’s name on the share register for the Shares; or (c) in the case of settlement of the RSUs for a combination of Shares and the cash equivalent, a combination of (a) and (b).

Notwithstanding any other provision of the Omnibus Incentive Plan, in the event that a RSU Settlement Date falls during a black-out period or other trading restriction imposed by the Corporation and the Participant has not delivered a settlement notice with respect to the RSUs, then such RSU Settlement Date shall be automatically extended to the tenth (10th) Business Day following the date that such black-out period or other trading restriction is lifted, terminated or removed.

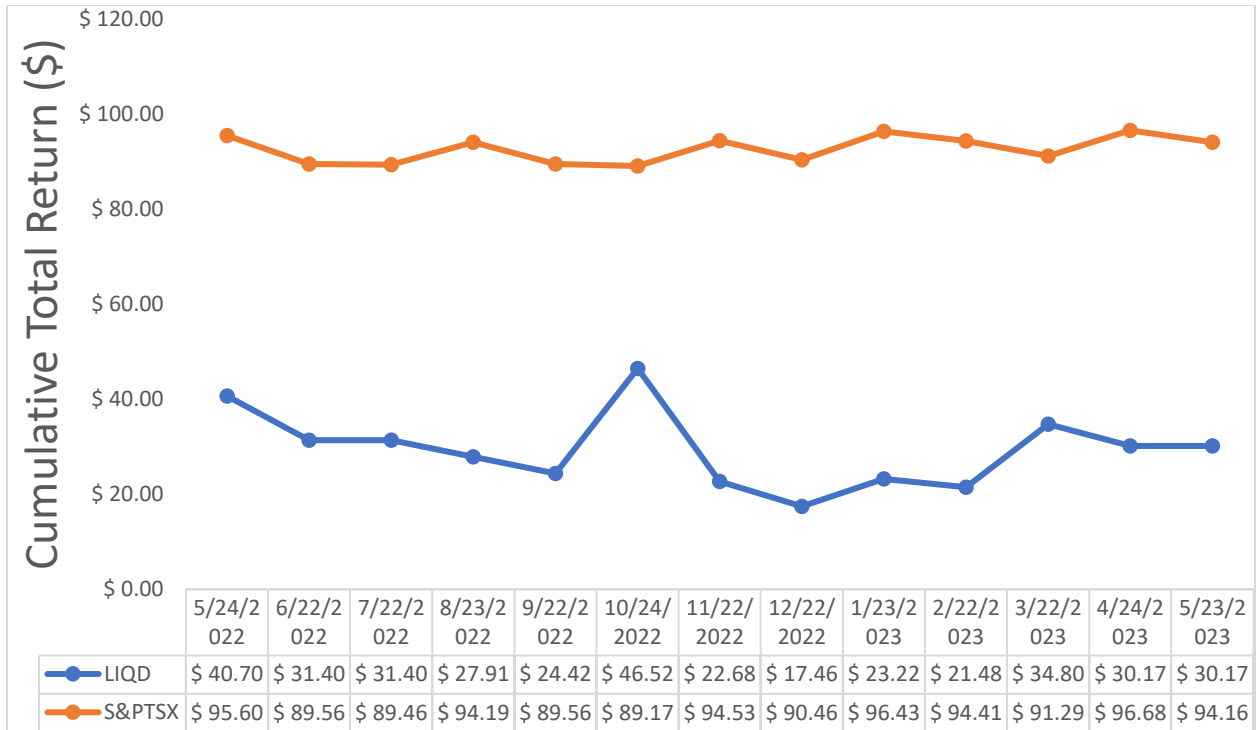
A full copy of the Omnibus Incentive Plan is available under the Corporation’s profile on SEDAR.

Personal Benefits and Perquisites

Liquid Meta does not provide for defined benefit plans or defined contribution plans, being plans that provide for payments or benefits at, following, or in connection with retirement, or provide for deferred compensation plans. Liquid Meta may from time to time provide its employees, including its executive officers, with other personal benefits and perquisites that it believes are reasonable and consistent with its overall compensation program to better enable Liquid Meta to attract and retain quality employees for key positions. Liquid Meta will periodically review the levels of other personal benefits and perquisites provided to its employees to ensure appropriate value to employees.

Performance Graph

The following graph compares the percentage change in the cumulative Shareholder return on the Shares compared to the cumulative total return of the S&P/TSX Composite Index for the period commencing on May 31, 2022 to May 31, 2023 based on the price of the Shares.



The Corporation's executive compensation is affected by, but not directly based on, the Share price performance, therefore compensation to NEOs may not directly compare to the trend shown above.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information as of the date of the end of the Corporation's most recently completed fiscal year on May 31, 2023, regarding the number of Shares to be issued upon the exercise of outstanding Options and vesting of the outstanding RSUs and DSUs, as well as the weighted-average exercise price of the outstanding Options. As at the financial year ended May 31, 2023, Liquid Meta did not have any equity plans that had not been approved by Shareholders nor are any such plans in effect as of the date of this Circular.

Plan Category	Number of securities to be issued upon exercise/vesting of outstanding Options/RSUs/DSUs	Weighted-average exercise price of outstanding Options	Number of Common Shares remaining available for future issuance under equity compensation plans ⁽¹⁾
Omnibus Incentive Plan	775,755 Options	\$0.29	7,299,831
Total	775,755 Options	\$0.29	7,299,831

Notes:

- (1) Pursuant to the Omnibus Incentive Plan, the number of authorized but unissued Shares that may be issued under the Omnibus Incentive Plan at any time shall not exceed 15% of the issued and outstanding Shares at any time. As at May 31, 2023 there were 53,837,246 Shares issued and outstanding.

Summary Compensation Table

In this Circular, a “**Named Executive Officer**” or “**NEO**” means: (a) Liquid Meta’s Chief Executive Officer at any time during the 2023 fiscal year; (b) Liquid Meta’s Chief Financial Officer at any time during the 2023 fiscal year; (c) the three other most highly compensated executive officers of Liquid Meta at the end of the financial year ended May 31, 2023 whose total compensation, individually, was greater than CDN\$150,000; and (d) each individual who would be a Named Executive Officer but for the fact that the individual was neither an executive officer of Liquid Meta or its subsidiaries, nor serving in a similar capacity, at the end of the financial year ended May 31, 2023. For the financial year ended May 31, 2023, Liquid Meta had four Named Executive Officers, namely: (a) Jonathan Wiesblatt, Chief Executive Officer and President; (b) Nicolas del Pino, former Chief Operating Officer; (c) Sedy Shorser, Chief Financial Officer and Corporate Secretary; and (d) Daniel Opperman, former Chief Technology Officer.

The following table presents the compensation earned by the Named Executive Officers for the years ended May 31, 2023, May 31, 2022 and May 31, 2021.

Name and Principal Position	Year ⁽¹⁾	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)			All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plan	Pension Value (\$)		
Jonathan Wiesblatt	2023	205,144	Nil	216,519	Nil	Nil	Nil	Nil	421,663
Chief Executive Officer and President ⁽³⁾	2022	177,705	Nil	248,025	Nil	Nil	Nil	Nil	425,730
	2021	9,155	Nil	27,803	Nil	Nil	Nil	Nil	36,959
Nicolas del Pino	2023	138,500	Nil	216,519	Nil	Nil	Nil	Nil	355,019
Former Chief Operating Officer ⁽⁴⁾	2022	162,506	Nil	248,025	Nil	Nil	Nil	Nil	410,531
	2021	9,155	Nil	27,803	Nil	Nil	Nil	Nil	36,959
Sedy Shorser	2023	177,783	Nil	33,311	Nil	Nil	Nil	Nil	211,094
Chief Financial Officer and Corporate Secretary ⁽⁵⁾	2022	189,346	Nil	58,729	Nil	Nil	Nil	Nil	248,075
	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Opperman ⁽⁶⁾	2023	112,500	Nil	Nil	Nil	Nil	Nil	Nil	112,500
Former Chief Technology Officer	2022	48,797	Nil	42,775	Nil	Nil	Nil	Nil	91,572
	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) 2022 amounts for the fiscal year ended May 31, 2022 for the Corporation and Liquid Meta Capital Holdings Ltd. (“**LMCH**”) prior to the completion of the reverse takeover of the Corporation (formerly, 1287413 B.C. Ltd.) by LMCH on December 17, 2021 (the “**RTO**”), 2021 amounts are for the fiscal year ended May 31, 2021 for LMCH prior to the RTO, and the 2020 amounts are for the period beginning January 6, 2020 (the date of incorporation of LMCH) to May 31, 2020.
- (2) The value of options is calculated based on the Black-Scholes Option Pricing Model.
- (3) Mr. Wiesblatt was appointed Chief Executive Officer of the Corporation on December 17, 2021 upon completion of the RTO. Mr. Wiesblatt was compensated through his consulting company Kayjay Inc.
- (4) Mr. del Pino was appointed as Chief Operating Officer of the Corporation on December 17, 2021 upon completion of the RTO. Mr. del Pino resigned as Chief Operating Officer of the Corporation on January 30, 2023.
- (5) Mr. Shorser was appointed Chief Financial Officer and Corporate Secretary of the Corporation on November 22, 2021

upon completion of the RTO. Mr. Shorser's compensation was paid to Auxilium Professional Services, which provided Mr. Shorser's services as Chief Financial Officer and Secretary to the Corporation and LMCH and provided general accounting services to the Corporation. For fiscal year 2023, \$18,709 of Mr. Shorser's salary was attributable to the services as Chief Financial Officer and Secretary of the Corporation and \$159,074 of Mr. Shorser's salary was attributable to Auxilium Professional Services provision of general accounting services to the Corporation.

- (6) Mr. Opperman was appointed Chief Technology Officer on March 23, 2022. Mr. Opperman resigned as Chief Technology Officer on November 30, 2022.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all share-based and option-based awards of the Corporation granted to the Named Executive Officers that were granted and remained outstanding during the financial year ended May 31, 2023.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in- the-money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that Have Not Vested	Market or Payout Value of Share-Based Awards that Have Not Vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$) ⁽²⁾
Jonathan Wiesblatt Chief Executive Officer and President	258,585 650,000 ⁽³⁾	\$0.29 \$1.00	05/31/2026 12/17/2026	- -	- -	- -	- -
Nicolas del Pino Former Chief Operating Officer	258,585 650,000 ⁽³⁾	\$0.29 \$1.00	05/31/2026 12/17/2026	- -	- -	- -	- -
Sandy Shorser Chief Financial Officer and Corporate Secretary	100,000 ⁽³⁾	\$1.00	12/17/2026	-	-	-	-
Daniel Opperman Former Chief Technology Officer	225,000	\$1.00	03/23/2027	-	-	-	-

Notes:

- (1) Calculated based on the difference between the market value of the Shares underlying the Options at May 31, 2023 and the exercise price of the Options. The closing price of the Shares on the NEO Exchange on May 31, 2023 was CDN\$0.05 or \$0.037 per Share.
- (2) Market value of share-based awards that have vested but have not been paid out or distributed is calculated as the number of Options outstanding as at May 31, 2023 multiplied by the closing price of the Shares at that date, which was CDN\$0.05 or \$0.037.
- (3) These Options were cancelled on May 29, 2023.

Value Vested or Earned During the Financial Year ended May 31, 2023

The following table sets forth the value of all incentive plan awards of the Corporation granted to the Named Executive Officer that vested or were awarded during the financial year ended May 31, 2023.

Name	Option-Based Awards – Value Vested During the Period (\$)^{(1)@}	Share-Based Awards – Value Vested During the Period (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Period (\$)
Jonathan Wiesblatt Chief Executive Officer and President	-	-	-
Nicolas del Pino Chief Operating Officer	-	-	-
Sandy Shorser Chief Financial Officer and Corporate Secretary	-	-	-
Daniel Opperman Chief Technology Officer	-	-	-

Notes:

- (1) Calculated based on the difference between the market value of the Shares underlying the Options at May 31, 2023 and the exercise price of the Options. The trading price of the Shares on the NEO Exchange on May 31, 2023 was CDN\$0.05 or \$0.037 per Share.

Pension Plan Benefits

Liquid Meta does not maintain any pension plans.

Employment Agreements and Termination and Change of Control Benefits

A summary of the termination and change of control benefits to which the Named Executive Officers of the Corporation are entitled to receive are described below.

For the purpose of this summary: (a) “change of control” means the occurrence of any of the following events: (i) an acquisition, directly or indirectly, of more than 50% of the issued and outstanding voting securities of Liquid Meta (including securities of Liquid Meta on which conversion will become voting securities) by any person or group of persons acting in concert; (ii) a merger, amalgamation or other business combination of Liquid Meta with or into another entity, or any other corporate reorganization, if more than 50% of the combined voting power of the continuing or surviving entity’s securities outstanding immediately thereafter are owned by persons who were not security holders of Liquid Meta immediately prior to such merger, amalgamation, business combination or reorganization; (iii) the exercise of the voting power of any of all securities of Liquid Meta so as to cause or result in the election of a majority of members of the board of directors of Liquid Meta who were not previously incumbent directors thereof; or (iv) the sale, transfer or disposition by Liquid Meta of all or substantially all of the assets of Liquid Meta; provided that: (v) an event will not constitute a change of control if its sole purpose is to change the jurisdiction of incorporation of Liquid Meta or to create a holding company or other corporation, partnership or trust that will be owned in substantially the same proportions by the persons who held Liquid Meta’s securities immediately before such event; and (vi) a change of control will be deemed not to have occurred with respect to the executive officer if the executive officer is the acquirer or part of the acquiring group that consummates the change of control; and (b) “good reason” means: (i) a material reduction in the executive officer’s duties, responsibilities or authority; or (ii) a material reduction to the compensation the executive officer was receiving immediately prior to the change of control.

Jonathan Wiesblatt (CEO and Director)

Liquid Meta pays KayJay Inc., a company controlled by Mr. Wiesblatt, \$18,750.00 a month for the provision of services by Mr. Wiesblatt as CEO, in addition to participation in Liquid Meta's executive compensation and benefits plans. Upon closing of the RTO, Mr. Wiesblatt was granted 650,000 Options, which were subsequently cancelled on May 29, 2023.

In the event that Mr. Wiesblatt's engagement with Liquid Meta as CEO is terminated for good reason and for a period of one year following any change of control, Mr. Wiesblatt is entitled to receive a termination payment equal to eighteen months of monthly compensation. In order to receive his full entitlement to the termination pay, Mr. Wiesblatt must execute a full and final general release in favour of Liquid Meta. Any Options granted to Mr. Wiesblatt will be dealt with in accordance with the terms of the Omnibus Incentive Plan. While serving as CEO and for a period of 12 months following termination, Mr. Wiesblatt will not solicit any employees of Liquid Meta.

Mr. Wiesblatt is entitled to resign from his role as CEO at any time by providing four weeks' notice to Liquid Meta. Upon termination, if requested by Liquid Meta, Mr. Wiesblatt will immediately resign any directorship or other office held in Liquid Meta or any parent, subsidiary or affiliated company of Liquid Meta.

Nicolas del Pino (COO and Director)

Mr. del Pino resigned as COO of the Corporation on January 30, 2023. Prior to his resignation, Liquid Meta paid Mr. del Pino \$18,750.00 a month for the provision of services as COO by Mr. del Pino, in addition to participation in Liquid Meta's executive compensation and benefits plans. Upon completion of the RTO, Mr. del Pino was granted 650,000 Options, which were subsequently cancelled on May 29, 2023.

In the event that Mr. del Pino's engagement with Liquid Meta as COO was terminated for good reason and for a period of one year following any change of control, Mr. del Pino would have been entitled to receive a termination payment equal to eighteen months of monthly compensation. In order to receive his full entitlement to the termination pay, Mr. del Pino would have had to execute a full and final general release in favour of Liquid Meta. Any Options granted to Mr. del Pino will be dealt with in accordance with the terms of the Omnibus Incentive Plan. While serving as COO and for a period of 12 months following termination, Mr. del Pino will not solicit any employees of Liquid Meta.

Director Compensation

The Directors of the Corporation are compensated by the Corporation for the services that they provide to the Corporation as Directors.

The following table sets forth the compensation paid to non-management Directors during the financial year ended May 31, 2023.

Name⁽¹⁾	Fees Earned (\$)	Share- Based Awards (\$)	Option- Based Awards (\$)⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
David Prusky	Nil	Nil	199,864	Nil	Nil	Nil	199,864

Stephen Harper ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Thomas Kang ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clara Bullrich ⁽⁴⁾	Nil	Nil	13,052	Nil	Nil	Nil	13,052
Michael Ostfield ⁽⁵⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Jonathan Wiesblatt and Nicolas del Pino were Named Executive Officers during the financial year ended May 31, 2023 and as such, did not receive compensation as Directors.
- (2) The value of options is calculated based on the Black-Scholes Option Pricing Model.
- (3) Mr. Harper and Mr. Kang resigned as a member of the Board on November 28, 2022 in accordance with the Corporation's Majority Voting Policy.
- (4) Ms. Bullrich resigned as a member of the Board on April 17, 2023.
- (5) Mr. Ostfield was appointed to the Board on May 29, 2023.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all share-based and option-based awards of the Corporation granted to the Directors that were granted and remained outstanding during the financial year ended May 31, 2023.

Director	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that Have Not Vested	Market or Payout Value of Share-Based Awards that Have Not Vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$) ⁽²⁾
David Prussky	600,000 ⁽³⁾	\$1.00	12/17/2026	-	-	-	-
Stephen Harper ⁽⁴⁾	400,000 ⁽⁴⁾	\$1.00	12/17/2026	-	-	-	-
Thomas Kang ⁽⁴⁾	400,000 ⁽⁴⁾	\$1.00	12/17/2026	-	-	-	-
Clara Bullrich ⁽⁵⁾	400,000 ⁽⁵⁾	\$1.00	01/09/2027	-	-	-	-
Michael Ostfield	-	-	-	-	-	-	-

Notes:

- (1) Calculated based on the difference between the market value of the Shares underlying the Options at May 31, 2023 and the exercise price of the Options. The closing price of the Shares on the NEO Exchange on May 31, 2023 was CDN\$0.05 or \$0.037 per Share.
- (2) Market value of share-based awards that have vested but have not been paid out or distributed is calculated as the number of Options outstanding as at May 31, 2023 multiplied by the closing price of the Shares at that date, which was CDN\$0.05 or \$0.037.
- (3) Mr. Prussky's Options were cancelled on May 29, 2023.
- (4) Mr. Harper and Mr. Kang resigned as members of the Board on November 28, 2022 and their Options were subsequently cancelled in accordance with the terms of the Omnibus Incentive Plan.
- (5) Ms. Bullrich resigned a member of the Board on April 17, 2023 and her Options and her Options were subsequently cancelled in accordance with the terms of the Omnibus Incentive Plan.

Value Vested or Earned During the Financial Year ended May 31, 2023

The following table sets forth the value of all incentive plan awards of the Corporation granted to the Directors that vested or were awarded during the financial year ended May 31, 2023.

Director	Option-Based Awards – Value Vested During the Period (\$)⁽¹⁾	Share-Based Awards – Value Vested During the Period (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Period (\$)
David Prussky		-	-
Stephen Harper		-	-
Thomas Kang		-	-
Clara Bullrich		-	-
Michael Ostfield		-	-

Notes:

- (1) Calculated based on the difference between the market value of the Shares underlying the Options at May 31, 2023 and the exercise price of the Options. The closing price of the Shares on the NEO Exchange on May 31, 2023 was CDN\$0.05 or \$0.037 per Share.

ADDITIONAL MATTERS

Indebtedness of Directors and Executive Officers

No individual who is, or at any time during the financial year ended May 31, 2023 was, a Director or executive officer of Liquid Meta, no proposed nominee for election as a Director of Liquid Meta, or any associate of any of them is, or at any time since the beginning of the financial year ended May 31, 2023 has been, indebted to Liquid Meta or any of its subsidiaries or was indebted to another entity, which indebtedness is, or was at any time during the financial year ended May 31, 2023, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Liquid Meta or any of its subsidiaries.

Interest of Informed Persons in Material Transactions

Other than as described herein, no Director or executive officer of Liquid Meta, nor any proposed nominee for election as a Director of Liquid Meta, nor any other insider of Liquid Meta, nor any associate or affiliate of any one of them, has or has had, at any time since the beginning of the financial year ended May 31, 2023, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect Liquid Meta or any of its subsidiaries.

Interest of Certain Persons or Companies in Matters to be Acted Upon

Except as otherwise disclosed in this Circular, no person who has been a Director or executive officer of Liquid Meta at any time since the beginning of the financial year ended May 31, 2023, no proposed nominee for election as a Director of Liquid Meta nor any associate or affiliate of such persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

Additional Information

Additional information relating to Liquid Meta may be found under Liquid Meta's SEDAR profile at www.sedar.com.

Additional financial information is provided in Liquid Meta's financial statements and Management's Discussion and Analysis for the year ended May 31, 2023, which are available under the Corporation's SEDAR+ profile at www.sedarplus.ca or by request to the Corporation's registered office at the following address:

Liquid Meta Capital Holdings Ltd.

700-401 West Georgia Street,
Vancouver, British Columbia
V6B 5A1

Phone: 647-203-9190

Board Approval

The Board has approved this Circular and the sending thereof to Shareholders. Where information contained in this Circular rests particularly within the knowledge of a person other than Liquid Meta, Liquid Meta has relied upon information furnished by such person.

Dated as of November 15, 2023.

(signed) "Jonathan Wiesblatt"

Jonathan Wiesblatt

Chief Executive Officer, President and Director

APPENDIX "A"

LIQUID META CAPITAL HOLDINGS LTD.

MANDATE OF THE BOARD OF DIRECTORS

Purpose

1. The board of directors (the "**Board**") of Liquid Meta Capital Holdings Ltd. (the "**Corporation**") is responsible for stewardship of the Corporation, supervising the management of the business and affairs of the Corporation, and providing leadership to the Corporation by practicing responsible, sustainable and ethical decision making. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation.

Board Composition

2. The Board will consist of a minimum of three members.
3. A majority of the members of the Board will be independent pursuant to National Policy 58-201 *Corporate Governance Guidelines* (as implemented by the Canadian Securities Administrators and as amended from time to time).
4. The Board should consist of professional and competent members with an appropriate mix of skills and abilities to ensure that the Board carries out its duties and responsibilities in the most effective manner and that the Corporation meets its legal, financial and operational objectives.
5. The directors will be elected at the annual general meeting of the Corporation each year and will hold office until their successors are duly elected or appointed.
6. To be considered for nomination and election to the Board, individuals must demonstrate integrity and high ethical standards in their business dealings, their personal affairs and in the discharge of their duties to and on behalf of the Corporation.

Committees of the Board

7. The Board will carry out its mandate directly and through the following committees of the Board (and such other committees as it appoints from time to time):
 - (a) Audit Committee; and

(b) Corporate Governance and Compensation Committee;

(collectively, the “**Committees**”).

8. Each Committee will function according to a written mandate, as approved by the Board. The Committees will review and assess the adequacy of the mandates of the Committees on an annual basis.

Duties and Responsibilities

9. The Board will have the specific duties and responsibilities outlined below:

Legal Obligations

10. Act honestly and in good faith with a view to the best interests of the Corporation;
11. Exercise the care, diligence and skill that a reasonably prudent Board would exercise in comparable circumstances; and
12. Direct management to ensure legal, regulatory and exchange requirements applicable to the Corporation have been met.

Supervision of Management

13. Select and appoint the Chief Executive Officer (“**CEO**”), and with the assistance of the Corporate Governance and Compensation Committee, establish CEO goals and objectives and evaluate CEO performance;
14. Assist the CEO to select and appoint the Chief Financial Officer, Chief Operating Officer, Chief Technology Officer, Secretary and any Vice President, establish each of these officers’ goals and objectives and monitor their performance
15. Maintain a succession plan for the replacement of the CEO and executive officers; and
16. To the extent feasible, to satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the Corporation.

Governance

17. Review on an annual basis, and either approve or require revisions to the mandates of the Board and the Committees, position descriptions, the code of business conduct and ethics (the “**Code**”) and all other policies of the Corporation (collectively the “**Governance Documents**”);

18. Take reasonable steps to satisfy itself that each director, the CEO and the executive officers are:
 - (a) performing their duties ethically;
 - (b) conducting business on behalf of the Corporation in accordance with the requirements and the spirit of the Governance Documents; and
 - (c) fostering a culture of integrity throughout the Corporation;
19. As governance standards evolve and following each annual review of the Corporation's Governance Documents, either confirm or amend the Corporation's governance policies;
20. Take reasonable steps to create procedures and policies that are designed to ensure that the Board, the Committees, the chair of the Board, the chair of the Committees, each director, the CEO, the executive officers, management and employees are, in the discharge of their duties:
 - (a) acting ethically;
 - (b) conducting business on behalf of the Corporation in accordance with the requirements and the spirit of the Governance Documents; and
 - (c) are fostering a culture of integrity throughout the Corporation;
21. Ensure that the Corporation's Governance Documents are readily available to the directors, executive officers, management, employees and consultants and be publicly disclosed;
22. Administer the receipt of conflicts of interest concerns raised pursuant to the Code, conduct investigations and respond to their resolution; and
23. Review conflicts of interest and departures from the Code, determine whether material change reports or any other disclosure is required in respect of the conflicts and departures.

Communications

24. Review, with reasonable frequency, the disclosure policy which provides for disclosure and communications practices governing the Corporation.

Waivers & Conflicts

25. Review departures from the Code;

26. Provide or deny waivers from the Code; and
27. Disclose departures from the Code including by filing required material change reports for material departures from the Code containing:
 - (a) the date of the departure;
 - (b) the parties involved;
 - (c) the reason why the Board has or has not sanctioned the departure; and
 - (d) any measures taken to address or remedy the departure.

Strategic Planning

28. Adopt a strategic planning process for increasing shareholder value, annually approve a strategic plan, and regularly monitor the Corporation's performance against its strategic plan;
29. Approve capital and operating budgets to implement the strategic plan;
30. Conduct periodic reviews of the Corporation's resources, risks, and regulatory constraints and opportunities to facilitate the strategic plan; and
31. Evaluate management's analysis of the strategies of existing and potential competitors and their impact, if any, on the Corporation's strategic plan.

Risk Management

32. Adopt a process to identify the principal risks of the Corporation's business and ensure the implementation of appropriate systems to manage these risks; and
33. Together with the Audit Committee, ensure policies and procedures are in place and are effective to maintain the integrity of the Corporation's:
 - (a) disclosure controls and procedures;
 - (b) internal controls over financial reporting;
 - (c) management information systems; and

- (d) auditing and accounting principles and practices.

Financial Management

- 34. Review, and on the recommendation of the Audit Committee, approve, prior to their public dissemination:
 - (a) interim and annual financial statements and notes thereto;
 - (b) managements' discussion and analysis of financial condition and results of operations;
 - (c) relevant sections of the annual report, annual information form and management information circular containing financial information;
 - (d) forecasted financial information and forward looking statements; and
 - (e) all press releases and other documents in which financial statements, earnings forecasts, results of operations or other financial information is disclosed;
- 35. Approve dividends and distributions, material financings, transactions affecting authorized capital or the issue and repurchase of shares and debt securities, and all material divestitures and acquisitions; and
- 36. Review and approve budgets, major expenditures and cash flow forecasts.

Board Meetings

- 37. The Board will meet in person, or by telephone conference call, at least once each quarter and as often thereafter as required to discharge the duties of the Board;
- 38. Hold meetings of the independent directors without management and non-independent directors present; and
- 39. Comply with the position description applicable to individual directors.

Materials

- 40. The Board has access to all books, records, facilities and personnel of the Corporation necessary for the discharge of its duties.

Advisors

41. The Board has the power, at the expense of the Corporation, to retain, instruct, compensate and terminate independent advisors to assist the Board in the discharge of its duties.

Approved: December 17, 2021

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APPENDIX “B”

LIQUID METAL CAPITAL HOLDINGS LTD.

CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

(See attached)