ELEVATE SERVICE GROUP INC.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR

THE ANNUAL AND SPECIAL MEETING

OF SHAREHOLDERS OF

ELEVATE SERVICE GROUP INC.

TO BE HELD ON JULY 16, 2026

JUNE 10, 2026

ELEVATE SERVICE GROUP INC.

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE is hereby given that the annual and special meeting (the "**Meeting**") of **ELEVATE SERVICE GROUP INC.** (the "**Company**"), will be held at the offices of Fogler, Rubinoff LLP at Suite 2400, 40 King Street West, Toronto, Ontario M5H 3Y2 on July 16, 2026, at 2:00 p.m. (Toronto time), for the following purposes:

1. To receive and consider the audited financial statements for the financial year ending December 31, 2025, together with the auditor's report thereon;

2. To elect directors to hold office until the next annual general meeting of the Company;

3. To re-appoint MNP LLP as auditor of the Company, to hold office until the next annual general meeting at a remuneration to be fixed by the directors;

4. To re-approve the Company's rolling omnibus equity incentive plan as described in the Company's accompanying management information circular of the Company dated June 10, 2026 (the "**Circular**"); and

5. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

Only Shareholders of record at the close of business on June 15, 2026 are entitled to receive notice of and vote at the Meeting and any adjournment or postponement thereof.

Registered Shareholders who are unable to be present in person at the Meeting are requested to complete, date, sign and return, in the envelope provided for that purpose, the enclosed form of proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy or voting instruction form in accordance with the instructions provided by their broker or intermediary. In order to be voted, proxies must be received by TSX Trust Company, by no later than 2:00 p.m. (Toronto time) on July 14, 2026 or, in the case of any adjournment or postponement of the Meeting, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the adjourned or postponed Meeting. **Late proxies may be accepted or rejected by the Chair of the Meeting in his or her sole discretion. The Chair is under no obligation to accept or reject any particular late proxy. The time limit for depositing proxies may be waived or extended by the Chair of the Meeting at his or her sole discretion, without notice.**

The enclosed proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholders are directors and/or officers of the Company, or nominees selected by management. You may appoint another person to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Toronto, Ontario, as at 10th day of June, 2026.

"Paul Bissett"

Paul Bissett
Chief Executive Officer and Director

ELEVATE SERVICE GROUP INC.

INFORMATION CIRCULAR

(containing information as at June 10, 2026, unless otherwise stated)

SOLICITATION OF PROXIES

This management information circular (this "Circular") is furnished in connection with the solicitation of proxies by the management (the "Management") of ELEVATE SERVICE GROUP INC. (the "Company"), for use at the annual and special general meeting (the "Meeting") of the shareholders (the "Shareholders") of the Company to be held on July 16, 2026, at the time and place and for the purposes set forth in the accompanying notice of meeting ("Notice of Meeting"), and at any adjournment thereof. The solicitation will be primarily by mail; however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed proxy (the "**Proxy**") are directors and/or officers of the Company. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for and on behalf of the Shareholder at the Meeting other than the persons named in the enclosed Proxy. To exercise this right, a Shareholder shall strike out the names of the persons named in the enclosed Proxy and insert the name of the Shareholder's nominee in the blank space provided, or complete another instrument of proxy.**

A proxy must be signed by the Shareholder or by his attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer. A proxy will not be valid unless it is deposited with the Company's registrar and transfer agent, TSX Trust Company ("**TSX Trust**"), at 301-100 Adelaide St W, Toronto, Ontario, M5H 4H1, by fax to (416) 595-9593, or by internet by going to www.voteproxyonline.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or adjournment thereof.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer, and deposited with TSX Trust at the address or fax numbers indicated in the preceding paragraph, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the persons named in the enclosed Proxy will do so in accordance with such direction. **In the absence of any instruction in a proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Circular.**

The enclosed Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Circular, Management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the enclosed Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**Ordinary Resolution**") unless the motion requires a special resolution ("**Special Resolution**"), in which case a majority of not less than two thirds of the votes cast will be required.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of shares can be recognized and acted upon at the Meeting.

If shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those shares will not be registered in the Shareholder's name on the records of the Company. Such shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name CDS & Co. (the registration name for The Canadian Depositary for Securities, which acts as nominee for many Canadian brokerage firms). The shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their shares are communicated to the appropriate person.**

There are two kinds of Beneficial Shareholders, those who object to their name being made known to the issuers of securities which they own ("**OBOs**" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are ("**NOBOs**" for Non-Objecting Beneficial Owners). Pursuant to National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**") issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy related materials directly to NOBOs. The Company has decided to take advantage of those provisions of NI 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a Voting Instruction Form ("**VIF**") from the Company's transfer agent, TSX Trust. These VIFs are to be completed and returned to TSX Trust in the envelope provided or by facsimile. TSX Trust will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

With respect to Beneficial Shareholders who are OBOs, regulatory rules require intermediaries/brokers to seek voting instructions in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders who are OBOs in order to ensure that their shares are voted at the Meeting. The purpose of the Proxy or VIF provided to a Beneficial Shareholder who is an OBO by its broker, agent or nominee is limited to instructing the registered holder of the common shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**"). Broadridge typically supplies a VIF, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a VIF from Broadridge cannot use that form to vote shares directly at the Meeting. Instead, the VIF must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such shares are voted.**

These security holder materials are being sent to both registered and non-registered owners of the shares of the Company. If you are a non-registered owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. In this event, by choosing to send these materials to you directly, the Company (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. In accordance with the provisions of NI 54-101, the Company has elected not to pay for mailing to OBO's. As a result, OBO's will only receive paper copies of proxy-related materials if the OBO's intermediary assumes the costs of delivery.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, none of:

(a) the directors or executive officers of the Company at any time since the beginning of the last financial year of the Company;

(b) the proposed nominees for election as a director of the Company; or

(c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting exclusive of the election of directors and the confirmation of the existing omnibus long-term equity incentive plan of the Company in connection with which the directors and executive officers of the Company may continue to hold equity incentives and/or may be entitled to receive equity incentive grants in the future, all in accordance with the terms thereof. See "*Particulars of Matters to be Acted Upon – Re-Approval of Omnibus Long-Term Incentive Plan.*"

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Circular, and the documents incorporated by reference herein, may contain "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation. All information contained herein that is not historical in nature may constitute forward-looking information. Often, but not always, forward-looking statements can be identified by the use of words such as "expects", "anticipates", "could", "will", or variations of such words and phrases.

Forward-looking statements are based on Management's current expectations and assumptions that, while considered reasonable by Management, are inherently subject to business, market and economic risks, uncertainties, and contingencies which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements.

Various assumptions or factors are typically applied in drawing conclusions or making the projections set out in the forward-looking statements. Those assumptions and factors are based on information currently available to the Company. These forward-looking statements are based on Management's current expectations and beliefs, but given the uncertainties, assumptions and risks, readers are cautioned not to place undue reliance on such forward-looking statements or information. The Company disclaims any obligation to update, or to publicly announce, any such statements, events or developments except as required by law.

Except as otherwise indicated, forward-looking statements do not reflect the potential impact of any non-recurring or other unusual items or of any dispositions, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after the date hereof. The financial impact of these transactions and non-recurring and other unusual items can be complex and depends on the facts particular to each of them. We, therefore, cannot describe the expected impact in a meaningful way or in the same way the Company presents known risks affecting its business.

For additional information on these risks and uncertainties, see the Company's management's discussion and analysis ("**MD&A**") for the year ended December 31, 2025, which is available on the Company's profile on SEDAR+ at www.sedarplus.ca. The risk factors identified in the MD&A are not intended to represent a complete list of factors that could affect the Company. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not assume any obligation to update the forward-looking information contained in this Circular, unless required by law.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company's authorized capital consists of an unlimited number of common shares ("**Common Shares**") without par value, each share carrying the right to one vote, of which 36,508,369 Common Shares are issued and outstanding as at the date of this Circular. The Company has no other classes of shares.

Any Shareholder of record at the close of business on June 15, 2026 (the "**Record Date**") who either personally attends the Meeting or who has completed and delivered a proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such Shareholder's shares voted at the Meeting.

To the knowledge of the directors and senior officers of the Company, no person holds, directly or indirectly, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares of the Company, other than Romeo Di Battista and Gary Raulino.

Romeo Di Battista beneficially owns and exercises control or direction over 11,108,100 Common Shares, representing approximately 30.4% of the issued and outstanding Common Shares (calculated on a non-diluted basis).

Gary Raulino beneficially owns and exercises control or direction over 4,000,000 Common Shares, representing approximately 11.0% of the issued and outstanding Common Shares (calculated on a non-diluted basis).

STATEMENT OF EXECUTIVE COMPENSATION

Securities laws require that a "Statement of Executive Compensation" in accordance with Form 51-102F6 be included in this Circular. Form 51-102F6 prescribes the disclosure requirements in respect of the compensation of executive officers and directors of reporting issuers. Form 51-102F6 provides that compensation disclosure must be provided for the CEO and the CFO of an issuer and each of the three most highly compensated executive officers whose total compensation exceeds $150,000. Based on those requirements, the executive officers of the Company for whom disclosure is required under Form 51-102F6 are Mr. Paul Bissett, Chief Executive Officer, Mr. Harjit Brar, former Chief Financial Officer and Corporate Secretary, Mr. Zachary Goldenberg, former Chief Executive Officer and Corporate Secretary, and Mr. Aaron Salz, former Chief Financial Officer. Such individuals are collectively referred to as the NEOs.

On November 10, 2025, the Company completed its qualifying transaction with ElevateDesign Ventures Inc. ("**EDVI**") (the "**Qualifying Transaction**"), as defined by Policy 2.4 of the TSX Venture Exchange (the "**Exchange**"), pursuant to which the Company acquired all of the issued and outstanding securities of EDVI in exchange for securities of the Company by way of an amalgamation between EDVI and 1001280684 Ontario Inc. (a wholly-owned subsidiary of the Company incorporated for the sole purpose of facilitating the Qualifying Transaction). Upon completion of the amalgamation, the amalgamated corporation became a wholly owned subsidiary of the Company.

Prior to the amalgamation, the Company completed a consolidation (the "**Consolidation**") on the basis of one (1) post-Consolidation common share of the Company for every 8.695652 pre-Consolidation common shares of the Company. Pursuant to the Qualifying Transaction, all issued and outstanding common shares of EDVI were exchanged for common shares of the Company at an exchange ratio of one (1) common share of the Company for every one (1) EDVI share on a post-Consolidation basis (the "**Exchange Ratio**"). Each outstanding option and warrant to purchase an EDVI share was exchanged for comparable options of the Company or common share purchase warrants of the Company based on the Exchange Ratio, with each such Company option or Company warrant entitling the holder to purchase common shares of the Company at the applicable exercise prices.

Definitions

For the purpose of this Circular:

(i) "**CEO**" means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

(ii) "**CFO**" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

(iii) "**closing market price**" means the price at which the Company's security was last sold, on the applicable date,

  (i) in the security's principal marketplace in Canada, or

  (ii) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

(iv) "**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

(v) "**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Handbook;

(vi) "**external management company**" includes a subsidiary, affiliate or associate of the external management company;

(vii) "**grant date**" means a date determined for financial statement reporting purposes under Section 3870 of the Handbook;

(viii) "**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

(ix) "**incentive plan award**" means compensation awarded, earned, paid or payable under an incentive plan;

(x) "**NEO**" or "**named executive officer**" means each of the following individuals:

 (i) a CEO;

 (ii) a CFO;

 (iii) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and

 (iv) each individual who would be a NEO under paragraph (iii) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

(xi) "**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

(xii) "**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features;

(xiii) "**plan**" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

(xiv) "**share-based award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, Common Shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Compensation Discussion and Analysis

NEO Compensation Discussion and Analysis

The Company's Compensation Committee is comprised of Romeo Di Battista (Chair), Sebastien Koechli and Aaron Unger. All members are independent directors. Each member of the committee has experience in setting compensation policies at other companies, both at the board and management levels. This experience has provided each of them with an understanding of appropriate compensation practices.

The Company's executive compensation policies are designed to support an appropriate relationship between the executive pay and the creation of shareholder value. The Compensation Committee reviews the design and components of the Company's compensation for the NEOs. Mr. Bissett, as CEO, provided information requested by the members of the Compensation Committee but recused himself from discussions regarding his own compensation.

The Compensation Committee develops an executive compensation plan for the NEOs that is designed to link corporate performance to the creation of shareholder value for shareholders.

The objective of the Company's executive compensation program and strategy is to attract, retain, and motivate talented executives and provide incentives for executives to create sustainable shareholder value over the long term. To achieve this objective, executive compensation is designed based on the following principles:

- ***To align with the Company's business*** - reflect the Company's past performance and current state of development; to be commensurate with the Company's financial ability to remunerate NEOs;

- ***To align to shareholder interests*** - align the interests of executives with those of shareholders through the use of awards which increase in value when shareholder value increases, and decline in value when the share price falls;

- ***Corporate governance*** - continually review and, as appropriate for the Company, adopt executive compensation practices that align to current market practices;

- ***Pay for performance*** - align with the Company's desire to create a performance culture and create tangible relationships between pay and performance; and

- ***Pay competitively*** - reflect each NEO's performance, expertise, responsibilities, and length of service to the Company in their compensation; set overall target compensation to ensure it remains competitive.

The Compensation Committee has implemented a compensation regime that is designed to reflect the above objectives. Executive compensation consists of a combination of salary, annual performance bonus awards and longer-term equity-based incentives.

Compensation for the NEOs consists of three components: base salary or fee, cash-based incentive compensation and long-term incentive plans including the Company's omnibus long-term incentive plan (the "**Omnibus Plan**"). Their compensation is designed to take into consideration the experience, responsibility and expected performance of each individual and the size of the Company's asset base. Equity incentive awards and the terms thereof for the CEO are determined by the Compensation Committee and equity incentive awards for all other employees, and the terms thereof, are based on recommendations made by the CEO and approved by the Compensation Committee.

Equity-Based Awards

The Omnibus Plan is used to attract, retain and incentivize qualified and experienced personnel. The Omnibus Plan is an important part of the Company's long-term incentive strategy for its NEOs, as well as for its other directors, officers, other management, employees and consultants (collectively, "**eligible persons**"), permitting them to participate in any appreciation of the market value of the Company's Common Shares over a stated period of time. The Omnibus Plan is designed to foster a proprietary interest in stock ownership, and to reinforce a commitment to the Company's long-term growth, performance and success as well as increasing shareholder value. The board of directors (the "**Board of Directors**" or "**Board**") reviews the grant of equity incentives to NEOs from time to time, based on various factors such as the NEO's level of responsibility and role and importance in the Company achieving its corporate goals, objectives and prospects. Previous grants of equity incentives are taken into account when considering new grants of stock options to NEOs.

The Company has no equity compensation plans other than the Omnibus Plan. For further information on the Omnibus Plan, refer to the heading "*Re-Approval of Omnibus Long-Term Incentive Plan – Summary of Omnibus Plan*."

Base Salary or Consulting Fee

Executive base salaries or consulting fees are intended to adequately remunerate executives for properly fulfilling the requirements of their positions. Criteria used in the determination of base salaries include performance, the individual's experience level, specific competencies and the scope and complexity of the position held.

Annual Incentive Compensation

To motivate senior management to achieve short-term corporate goals, the Company may provide incentive compensation to the NEOs based on performance. The success of executive team members in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in determination of their annual incentive compensation. The Compensation Committee has delegated the determination of bonuses for the executive officers other than the CEO to the CEO. These bonuses are based on their performance together with the overall performance of the Company.

The Compensation Committee's goal is to tie executive compensation to both individual performance and corporate results. The Compensation Committee assesses the CEO's performance based on operational goals and corporate performance, as well as to the needs of the Company that arise on a day-to-day basis.

Use of Financial Instruments

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

Approach to Risk

The Board is aware that compensation practices can have unintended risk consequences. The Compensation Committee reviews the Company's compensation policies to identify any practice that might encourage an employee to expose the Company to unacceptable risk. At the present time, the Compensation Committee is satisfied that the current executive compensation program does not encourage the executives to expose the business to inappropriate risk. The Board takes a conservative approach to executive compensation rewarding individuals for the success of the Company once that success has been demonstrated and incentivizing them to continue that success through the grant of long-term incentive awards.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out certain information respecting the compensation paid to the NEOs during the three most recently completed financial year(s) in which they were acting in the capacity of a NEO.

Name and principal position (a)	Year[1] (b)	Salary ($) (c)	Share based awards ($) (d)	Option based awards ($)[2] (e)	Non-equity incentive plan compensation (f)		Pension value (g)	All other compensation (h)	Total compensation (i)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
Paul Bissett[3] CEO and Director	2025	53,940	109,223	Nil	Nil	Nil	Nil	Nil	163,163
	2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Harjit Brar[4] CFO, Corporate Secretary and Director	2025	33,000	Nil	Nil	Nil	Nil	Nil	Nil	33,000
	2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Zachary Goldenberg[3] CEO, Corporate Secretary and Director	2025	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Aaron Salz[4] CFO and Director	2025	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Fiscal year ended December 31.

(2) Deemed fair value of options granted and vested during the fiscal year, based on the Black-Scholes-Merton model. See audited annual financial statements for the respective fiscal year for the underlying assumptions with respect to options granted in that year.

(3) Zachary Goldenberg resigned and Paul Bissett was appointed CEO and Director of the Company effective on completion of the Qualifying Transaction.

(4) Aaron Salz resigned and Harjit Brar was appointed CFO and Director of the Company effective on completion of the Qualifying Transaction.

NEO Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out certain information respecting each NEO's share-based and option-based awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year.

	Option-based Awards				Share-based Awards		
Name **(a)**	**Number of securities underlying unexercised options (#)** **(b)**	**Option exercise price ($)** **(c)**	**Option expiration date dd/mm/yy** **(d)**	**Value of unexercised in-the-money-options(1) ($)** **(e)**	**Number of shares or units of shares that have not vested (#)** **(f)**	**Market or payout value of share-based awards that have not vested ($)** **(g)**	**Market or payout value of vested share-based awards not paid out or distributed ($)** **(h)**
Paul Bissett	Nil	Nil	Nil	Nil	1,300,000	1,599,000	Nil
Harjit Brar	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Zachary Goldenberg	12,650 7,820	$0.43 $0.87	26/01/2026 30/04/2026	10,120 2,815	Nil Nil	Nil Nil	Nil Nil
Aaron Salz	12,650 7,820	$0.43 $0.87	26/01/2026 30/04/2026	10,120 2,815	Nil Nil	Nil Nil	Nil Nil

Notes:

(1) *Based on the difference between the exercise price of the option and the closing market price of the Company's Common Shares on the Exchange on the last day of the financial year ended December 31, 2025, being $1.23.*

Incentive Plan Awards – Value Vested Or Earned During The Year

The following table sets out certain information respecting the value of each NEO's share-based and option-based awards that became vested or were earned during the most recently completed financial year.

Name	Option-based awards –Value vested during the year(1) ($)	Share-based awards –Value vested during the year ($)	Non-equity incentive plan compensation –Value earned during the year ($)
Paul Bissett	Nil	Nil	Nil
Harjit Brar	Nil	Nil	Nil
Zachary Goldenberg	11,668	Nil	Nil
Aaron Salz	11,668	Nil	Nil

Notes:

(1) *For options that became vested during the financial year ended December 31, 2025 and were in-the-money on their vesting date, based on the difference between the exercise price of the option and the closing market price of the Company's Common Shares on the Exchange on the vesting date.*

NEO Termination and Change of Control Benefits

Other than as set forth below, there are no provisions in any contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control in the Company or a change in the NEO's responsibilities.

Mr. Bissett's employment agreement provides that, in the event of (i) a change in control of the Company (defined as the acquisition of fifty percent (50%) or more of the Common Shares and/or a sale of substantially all of the Company's assets); or (ii) the Company terminates this agreement without cause, the Company must provide Mr. Bissett with a lump sum payment equal to twelve (12) months of base salary, which will increase to eighteen (18) months of base salary if the termination occurs more than two (2) years from November 10, 2025, the closing date of the Qualifying Transaction. If a change in control (as defined above) of the Company occurs, Mr. Bissett will be entitled to pro-rata vesting of any unvested time-based RSUs based on the number of months served from the grant date to the change of control termination date.

Assuming a termination without cause or a change of control had occurred on December 31, 2025, Mr. Bissett would have been entitled to a payment equal to twelve (12) months of his base salary, being $350,000. In addition, in the event of a change of control, Mr. Bissett would have been entitled to pro rata vesting of his unvested RSUs with an aggregate value of approximately $109,223.

Mr. Brar's employment agreement provides that, in the event of (i) a change in control of the Company (defined as the acquisition of fifty percent (50%) or more of the Common Shares and/or a sale of substantially all of the Company's assets); or (ii) the Company terminates this agreement without cause, the Company must provide Mr. Brar with a lump sum payment equivalent to six (6) months of base salary, which will increase by one month of base salary for every completed year of service commencing on January 1, 2026, to a maximum total of twelve (12) months. If a change in control (as defined above) of the Company occurs, Mr. Brar's unvested equity instruments, will vest immediately.

Mr. Brar resigned from his position on January 2, 2026. Pursuant to his employment agreement, no severance or other payments were payable upon resignation.

DIRECTOR COMPENSATION

Director Compensation Table

The following table sets out certain information respecting the compensation paid to directors of the Company who were not NEOs during the Company's most recently completed financial year:

Name (a)	Fees earned ($) (b)	Share-based awards ($) (c)	Option-based awards[3] ($) (d)	Non-equity incentive plan compensation ($) (e)	Pension value ($) (f)	All other compensation ($) (g)	Total ($) (h)
Romeo Di Battista[1]	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sebastien Koechli	Nil	3,562	Nil	Nil	Nil	Nil	Nil
Aaron Unger	Nil	3,562	Nil	Nil	Nil	Nil	Nil
Aaron Salz[2]	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Marc Sontrop[2]	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Alan Friedman[2]	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) *Formerly a director of EDVI and became Chairman and Director of the Company on November 10, 2025 in connection with the completion of the Qualifying Transaction.*
(2) *Resigned as a director of the Company on November 10, 2025 in connection with the completion of the Qualifying Transaction.*
(3) *Deemed fair value of options granted and vested during the fiscal year, based on the Black-Scholes-Merton model. See audited annual financial statements for the most recently completed financial year for underlying assumptions for options granted in the most recently completed financial year.*

Share-based Awards, Option-based Awards and Non-equity Incentive Plan Compensation

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out certain information respecting share-based and option-based awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, for the directors of the Company who were not NEOs.

Name	Option-based Awards				Share-based Awards		
Name (a)	Number of securities underlying unexercised options (#) (b)	Option exercise price ($) (c)	Option expiration date dd/mm/yy (d)	Value of unexercised in-the-money options(3) ($) (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested ($) (g)	Market or payout value of vested share-based awards not paid out or distributed ($) (h)
Romeo Di Battista(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sebastien Koechli	Nil	Nil	Nil	Nil	25,000	30,750	Nil
Aaron Unger	12,650 7,820	$0.43 $0.87	26/01/2026 30/04/2026	10,120 2,815	25,000 Nil	30,750 Nil	Nil Nil
Marc Sontrop(2)	12,650 7,820	$0.43 $0.87	26/01/2026 30/04/2026	10,120 2,815	Nil Nil	Nil Nil	Nil Nil
Alan Friedman(2)	12,650 7,820	$0.43 $0.87	26/01/2026 30/04/2026	10,120 2,815	Nil Nil	Nil Nil	Nil Nil

Notes:

(1) *Formerly a director of EDVI and became Chairman and Director of the Company on November 10, 2025 in connection with the completion of the Qualifying Transaction.*

(2) *Resigned as a director of the Company on November 10, 2025 in connection with the completion of the Qualifying Transaction.*

(3) *Based on the difference between the exercise price of the option and the closing market price of the Company's Common Shares on the Exchange on the last day of the financial year ended December 31, 2025, being $1.23.*

Incentive Plan Awards – Value Vested Or Earned During The Year

The following table sets out certain information respecting the value of share-based and option-based awards that became vested or were earned during the most recently completed financial year, for the directors of the Company who were not NEOs.

Name	Option-based awards –Value vested during the year(3) ($)	Share-based awards –Value vested during the year ($)	Non-equity incentive plan compensation –Value earned during the year ($)
Romeo Di Battista(1)	Nil	Nil	Nil
Sebastien Koechli	Nil	Nil	Nil
Aaron Unger	11,668	Nil	Nil
Marc Sontrop(2)	11,668	Nil	Nil
Alan Friedman(2)	11,668	Nil	Nil

Notes:

(1) *Formerly a director of EDVI and became Chairman and Director of the Company on November 10, 2025 in connection with the completion of the Qualifying Transaction.*

(2) *Resigned as a director of the Company on November 10, 2025 in connection with the completion of the Qualifying Transaction.*

(3) *For options that became vested during the financial year ended December 31, 2025 and were in-the-money on their vesting date, based on the difference between the exercise price of the option and the closing market price of the Company's Common Shares on the Exchange on the vesting date.*

Pension Plan Benefits

As at the date of this Circular, the Company does not have a pension plan that provides for payments or benefits to the NEOs or directors at, following, or in connection with retirement.

AUDIT COMMITTEE DISCLOSURE

The charter of the Company's audit committee and the other information required to be disclosed by Form 52-110F2 is attached to this Circular as Schedule "A".

CORPORATE GOVERNANCE DISCLOSURE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this Circular as Schedule "B".

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2025:

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights ($) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding those in column (a)) (c)
Equity compensation plans approved by securityholders (1)	1,602,350	0.60	Nil
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
TOTAL	1,602,350	0.60	Nil

Notes:

(1) Represents the Omnibus Plan of the Company, which reserves a number of Common Shares equal to 10% of the then outstanding Common Shares from time to time, for issue pursuant to stock options.

For further information on the Omnibus Plan, refer to the heading " *Re-Approval of Omnibus Long-Term Incentive Plan – Summary of Omnibus Plan*."

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, other than indebtedness that has been entirely repaid on or before the date of this Circular or "routine indebtedness" as defined in Form 51-102F5 of National Instrument 51-102 none of:

- the individuals who are, or at any time since the beginning of the last financial year of the Company were, a director or executive officer of the Company;
- the proposed nominees for election as a director of the Company; or
- any associates of the foregoing persons,

is, or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any subsidiary of the Company, or is a person whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any subsidiary of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "Informed Person" means (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere herein or in the notes to the Company's financial statements for the financial year ended December 31, 2025, none of:

- the Informed Persons of the Company;
- the proposed nominees for election as a director of the Company; or
- any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

MANAGEMENT CONTRACTS

Except as disclosed herein, management functions of the Company and any subsidiary thereof are not, to any substantial degree, performed other than by directors or executive officers of the Company or any subsidiary thereof.

FINANCIAL STATEMENTS AND MEETING MATERIALS

The audited financial statements of the Company as at and for the year ended December 31, 2025 (the "**Financial Statements**"), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, together with the Auditor's Report thereon and the Company's MD&A, were mailed only to those Shareholders who are on the supplemental mailing list maintained by the Company's registrar and transfer agent. Copies of the Financial Statements, together with the Auditor's Reports thereon and the Company's MD&A, Notice of Meeting, Circular and Proxy are available on the SEDAR+ website at www.sedarplus.ca and at the Company's registered office at 40 King Street West, Suite 2400, Toronto, Ontario M5H 3Y2.

PARTICULARS OF MATTERS TO BE ACTED UPON

I. Election of Directors

At the Meeting, a board of four (4) directors will be proposed for election. Management will nominate the persons named below for election as directors to hold office for the ensuing year or until their successors are duly elected or appointed. At the date hereof, management is not aware that any nominee will be unable or unwilling to serve as a director but in the event that any nominee is unwilling or unable to serve, it is intended that the discretionary authority given in the proxies hereby solicited will be exercised to vote such proxies for the election of another person as a director.

The persons named in the enclosed Proxy intend to vote in favour of the election of the Management nominees herein listed, and in the absence of instructions to the contrary, the Common Shares represented by Proxies and any other instruments of proxy will be voted for the Management nominees herein listed.

Each director of the Company is elected annually and holds office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the articles of the Company.

The election of each director requires the approval of a majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting and entitled to vote on such resolution.

Information Concerning Nominees Submitted By Management

The following table sets out required information regarding the persons nominated by Management for election as a director. No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

Name, Province and Country of ordinary residence(1), and positions held with the Company	Principal occupation for the last five years	Date(s) serving as a Director	No. of shares beneficially owned or controlled
Paul Bissett CEO and Director *Ontario, Canada*	CEO of Elevate Service Group Inc. and Managing Director, Investment Banking at Stifel Financial	Since November 10, 2025	1,105,000
Romeo Di Battista(2) (3) Chairman and Director *Ontario, Canada*	Chairman and Chief Executive Officer of Westmount Park Investments	Since November 10, 2025	11,108,100(4)
Aaron Unger (2)(3) Director *Ontario, Canada*	Managing Partner at Bayline Capital Partners	Since January 13, 2021	282,470(5)
Sebastien Koechli(2) (3) Director *Ontario, Canada*	Managing Director of Helia Capital	Since November 10, 2025	114,700

(1) The information as to ordinary residence, principal occupation and number of Common Shares of the Company beneficially owned or controlled or directed, directly or indirectly, by the nominee director and his or her associates and affiliates, not being within the knowledge of the Company, has been furnished by the respective nominees. Information provided as at the date of this Circular.
(2) Member of Audit Committee with Sebastien Koechli as Chair.
(3) Member of the Compensation Committee with Romeo Di Battista as Chair.
(4) Includes: (i) 1,083,500 Common Shares held directly by Brovi Investments Limited; (ii) 200,000 Common Shares held directly by R. Di Battista Investments Inc.; (iii) 1,824,600 Common Shares held directly by Westmount Park Investment Inc., each of which is a company controlled by Romeo Di Battista.
(5) Common Shares owned by Aaron Unger are held through Dorylin Holdings Inc.

Biographical Information

The following is a brief description of each of the proposed directors (including details with regard to their principal occupations for the last five years).

Paul Bissett – Chief Executive Officer and Director

Paul Bissett is the Chief Executive Officer of Elevate Service Group Inc. and a former senior investment banker with over a decade of business advisory, M&A, financing and capital markets experience across various sectors. Mr. Bissett previously held M&A and strategy roles for a utility services business and worked in transaction services for a public accounting firm. Mr. Bissett holds a Bachelor of Commerce (Honours) degree from Queen's University and a CPA designation.

Romeo Di Battista – Chairman and Director

Romeo Di Battista founded Westmount Park Investments, a second-generation family office, built on a foundation of 50 years of successfully owning, running, and investing in businesses across several industries. Mr. Di Battista was previously the Chief Executive Officer of Brovi Investments Ltd. for over 20 years. Mr. Di Battista has more than 20 years of experience managing investments across sectors, including real estate, manufacturing, media, technology, and more.

Aaron Unger – Director

Aaron Unger is a principal of Bayline Capital Partners, a financial advisory firm that is engaged in providing clients with advisory services relating to fund raising, corporate strategic alternatives and go-public transactions. Mr. Unger is a seasoned corporate finance professional with extensive experience in structuring and executing financings (equity and debt) and mergers and acquisitions. Between June 2006 and October 2015, Aaron served on the Executive Management team and was the Head of Equity Capital Markets at Dundee Capital Markets. Prior to that, Aaron served in the Equity Capital Markets group and Investment Banking group at TD Securities. His career began in the corporate finance group of KPMG, where Aaron specialized in mid-market M&A. Aaron has an LL.B. from Osgoode Hall Law School in Toronto and an MBA from The European University in Montreux, Switzerland. He is a member of the Law Society of Ontario.

Sebastien Koechli – Director

Sebastien Koechli is the Managing Director of Helia Capital, a single-family office and capital partner focused on helping small and medium-sized businesses achieve transformational growth and transition from founder-led to professionally managed enterprises. Mr. Koechli is actively involved with Helia Capital's portfolio companies including Fusion Homes, Childventures Early Learning Academy, Plant Power Restaurant Group, and GoLaser Clinics. Mr. Koechli previously held senior leadership roles in Europe and North America, including as Managing Director of a Swiss-based single-family office and Deputy Head of Securities at EFG International, a global private banking group. Mr. Koechli holds a BA and MSc in Finance and Management from HEC.

Cease Trade Orders, Corporate And Personal Bankruptcies, Penalties And Sanctions

Cease Trade Orders or Bankruptcies

No proposed director, officer or promoter of the Company, and no securityholder anticipated to hold a sufficient number of securities of the Company to affect materially the control of the Company, has, within the last ten years prior to date of this Circular, been a director, officer or promoter of any person or company that, while such person was acting in that capacity (i) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemptions under applicable securities law for a period of more than 30 consecutive days, or (ii) 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.

Penalties and Sanctions

No proposed director, officer or promoter of the Company or securityholder anticipated to hold sufficient securities of the Company to affect materially the control of the Company has (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Personal Bankruptcies

In the ten years prior to the date hereof, none of the proposed directors, officers or promoters of the Company or any securityholder anticipated to hold a sufficient number of securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons, has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

II. Re-Appointment of Auditors

Management recommends the re-appointment of MNP LLP as auditors of the Company to hold office until the close of the next annual meeting of the Shareholders and to authorize the Board to fix the remuneration of the auditors. MNP LLP has been the Company's current auditor since February 2021. This resolution requires the approval of a simple majority of the votes cast at the Meeting, in person or by proxy, in order to be approved.

The persons named in the enclosed Proxy intend to vote in favour of such appointment, and in the absence of instructions to the contrary, the Common Shares represented by Proxies and any other instruments of proxy will be voted for the appointment of MNP LLP.

III. Re-Approval of Omnibus Long-Term Incentive Plan

At the previous annual and special meeting held on August 8, 2025, the Company proposed and its Shareholders approved the Omnibus Plan, the Company's 10% "rolling" long-term equity incentive plan. Under the policies of the TSX Venture Exchange (the "**Exchange**"), a rolling equity incentive plan must be re-approved on a yearly basis by Shareholders. Accordingly, Shareholders will be asked to pass an ordinary resolution, as set forth below, to adopt and re-approve the Company's Omnibus Plan.

A summary of the Omnibus Plan is provided under the heading "*Summary of Omnibus Plan*" below, and is subject to, and qualified in its entirety by, the full text of the Omnibus Plan.

A copy of the Omnibus Plan is available on request from the Company and will be available for viewing at the Meeting.

BE IT RESOLVED THAT, as an ordinary resolution:

1. the Company's Omnibus Plan as described in the Company's management information circular dated June 10, 2026, be and is hereby ratified, confirmed and approved; and

2. any director or officer of the Company be and he or she is hereby authorized and directed, on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

In the event that the Omnibus Plan is not so ratified, no further options may be granted under the Omnibus Plan, but those currently outstanding shall remain in place in accordance with their terms until their expiry.

Such resolution must be approved by a majority of the Company's Shareholders.

The persons named in the enclosed Proxy intend to vote in favour of re-approving the Omnibus Plan, and in the absence of instructions to the contrary, the Common Shares represented by Proxies and any other instruments of proxy will be voted for the re-approval of the Omnibus Plan.

Summary of Omnibus Plan

The following is a description of the key terms of the Omnibus Plan, which description is qualified in its entirety by reference to the full text of the Omnibus Plan, a copy of which is available on request from the Company, and a copy will be available for viewing at the Meeting. All terms used in this section but not defined in this Circular shall have the meaning ascribed thereto in the Omnibus Plan.

The Omnibus Plan will allow for a variety of equity-based awards that provide different types of incentives to be granted to certain of the Company's officers, directors, employees and Consultants ("**Eligible Participants**"), including stock options ("**Options**"), deferred share units ("**DSUs**"), restricted share units ("**RSUs**") and performance share units ("**PSUs**") (collectively, "**Awards**"). Each Award will represent the right to receive Shares, or in the case of DSUs, RSU and PSUs, Shares or cash, in accordance with the terms of the Omnibus Plan. The following discussion is qualified in its entirety by the text of the Omnibus Plan.

Under the terms of the Omnibus Plan, the Board, or if authorized by the Board, the Compensation Committee or an equivalent committee of the Board, may grant Awards to Eligible Participants, as applicable. Participation in the Omnibus Plan is voluntary and, if an Eligible Participant agrees to participate, the grant of Awards will be evidenced by a grant agreement with each such Participant. The interest of any Participant in any Award is not assignable or transferable.

The Omnibus Plan contains provisions for certain adjustments to Awards in the event of a stock dividend, stock split, merger, spin-off or other distribution of assets, consolidation, combination or exchange of Shares or other fundamental or similar corporate change. Any adjustment to Awards granted or issued under the Omnibus Plan, other than a stock split or consolidation, is subject to the prior acceptance of the TSXV.

The maximum number of Shares reserved for issuance, in the aggregate, under the Omnibus Plan and any other securities-based compensation arrangement, collectively, will be ten percent (10%) of the aggregate number of Shares issued and outstanding from time to time. For the purposes of calculating the maximum number of Shares reserved for issuance under the Omnibus Plan, any issuance from treasury by the Company that is issued in reliance upon an exemption under applicable stock exchange rules applicable to equity based compensation arrangements used as an inducement to person(s) not previously employed by and not previously an Insider of the Company shall not be included. All Shares in respect of which an Award is exercised, cancelled or terminated, or settled in cash in lieu of settlement in Shares, will, in each case, automatically become available Shares for the purposes of Awards that may be subsequently granted under the Omnibus Plan. As a result, the Omnibus Plan is considered an "evergreen" plan.

The maximum number of Shares that may be: (i) issued to Insiders of the Company within any one-year period; or (ii) issuable to Insiders of the Company at any time, in each case, under the Omnibus Plan alone, or when combined with all of the Company's other security-based compensation arrangements, cannot exceed ten percent (10%) of the aggregate number of Shares issued and outstanding from time to time determined on a non-diluted basis, unless disinterested shareholder approval is obtained. The number of Shares that may be issuable to any one Participant pursuant to Awards under the Omnibus Plan or under any of the Company's other security-based compensation arrangements within any one-year period cannot exceed five percent (5%) of the aggregate number of Shares issued and outstanding from time to time determined on a non-diluted basis, unless disinterested shareholder approval is obtained. The number of Shares that may be issuable to any Consultant pursuant to Awards under the Omnibus Plan or under any of the Company's other security-based compensation arrangements within any one-year period cannot exceed two percent (2%) of the aggregate number of Shares issued and outstanding from time to time determined on a non-diluted basis. Participants retained to provide Investor Relations Activities may not receive any Awards under the Omnibus Plan other than Options, and the number of Shares issuable to all Participants retained to provide Investor Relations Activities pursuant to any Options granted under the Omnibus Plan or under any of the Company's other security-based compensation arrangements, within any one-year period shall in aggregate not exceed two percent (2%) of the total Shares issued and outstanding from time to time determined on a non-diluted basis, calculated at the date an Award is granted to the Participant providing Investor Relations Activities. Awards held by Non-Employee Directors of the Company will at all times be limited to no more than one percent (1%) of the Shares issued and outstanding from time to time (calculated on a non-diluted basis) and the total annual grant to any one Non-Employee Director under all security-based compensation arrangements cannot exceed a grant value of $100,000 of Options and $150,000 in total equity. Awards granted to Non-Employee Directors shall be included for the purposes of determining the limits for Insiders and Participants of the Omnibus Plan.

An Option shall be exercisable during a period established by the Board which shall commence on the Grant Date and shall terminate no later than ten (10) years after the Grant Date of the Option or such shorter period as the Board may determine. The exercise price of an Option will be determined by the Board when such Option is granted, but shall not be less than the Market Value of the Shares underlying the Option at the Grant Date. The Omnibus Plan will provide that the exercise period in respect of Options shall automatically be extended if the date on which an Option is scheduled to terminate shall fall during a Black-Out period. In such cases, the extended exercise period shall expire on the date that is ten (10) Business Days immediately following the expiration of the Black-Out Period. In order to facilitate the payment of the exercise price of the Options, the Omnibus Plan has a feature pursuant to which a Participant may elect, subject to approval from the Board, to undertake a broker assisted "cashless exercise" subject to the procedures set out in the Omnibus Plan, including the consent of the Board, where required. The Omnibus Plan also allows a Participant to net exercise Options in lieu of tendering the cash exercise price.

The terms and conditions of grants of RSUs, PSUs and DSUs, including the quantity, type of Award, Grant Date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these Awards, will be set out in the Participant's grant agreement. Notwithstanding the foregoing, all RSUs, PSUs and DSUs granted under the Omnibus Plan are subject to a minimum vesting requirement of at least one year following the Grant Date. RSUs, PSUs and DSUs may be settled, at the option of the Company, for: (i) treasury Shares; (ii) a cash equivalent based on the market price of the Shares at the time of settlement; or (iii) a combination of treasury Shares and cash.

Awards are subject to the following treatment upon a termination of employment of a Participant:

Reason for Termination		***Treatment***
Termination for cause		All Awards, whether vested or unvested, terminate upon cessation of employment.
Termination without cause, retirement and resignation		Any unvested Awards terminate upon cessation of employment. Any vested Options must be exercised by the earlier of (i) 30 days after the Termination Date, and (ii) the remaining term of the Options. Any vested RSUs, PSU or other Awards held by the Participant on the Termination Date will be settled by the Company as soon as practicable after the Termination Date, but no later than 12 months after the Termination Date.
Death or disability		Any unvested Awards (other than Options) will vest on a proportionate basis based on the number of Awards available to vest in the vesting period based on the pro rated time elapsed between previous vesting date (or Grant Date) to the next vesting date. Any unvested Options will automatically vest on the Termination Date, and the expiry date of the Options will be up to one year following the Termination Date. Any vested RSUs, PSUs or other Awards held by the Participant on the Termination Date will be settled by the Company as soon as practicable after the Termination Date, but no later than 12 months after the Termination Date. Only in the case if the Participant dies, the right to exercise or be paid for an Award terminates on the earlier of: (i) the date on which the particular Award expires or terminates; and (ii) the date is one year after the Participant's death.

In connection with a Change of Control of the Company, where the Board is not satisfied that the person acquiring control intends to assume and honour the outstanding Awards or to substitute Awards for alternate awards with underlying securities that are listed on a stock exchange and provide Participants with the same or better rights and entitlements, the Board may terminate the Omnibus Plan and accelerate vesting of Awards and all Awards (and in the case of PSUs and other Awards with performance criteria, the number to vest shall be determined by the Board in its discretion) are deemed to have vested and have an exercise date or settlement date, as applicable, immediately before the termination of the Omnibus Plan.

The Board may, in its sole discretion, suspend or terminate the Omnibus Plan at any time, or from time to time, amend, revise or discontinue the terms and conditions of the Omnibus Plan or of any securities granted under the Omnibus Plan and any grant agreement relating thereto, subject to any required regulatory and TSXV approval, provided that such suspension, termination, amendment, or revision will not adversely alter or impair any Award previously granted except as permitted by the terms of the Omnibus Plan or as required by applicable laws.

The Board may amend the Omnibus Plan or Awards at any time without the consent of a Participant provided that such amendment shall: (i) not materially adversely alter or impair any Award previously granted except as permitted by the terms of the Omnibus Plan; (ii) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the TSXV; and (iii) be subject to shareholder approval, 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:

a) a change to the provisions governing the effect of termination of a Participant's employment, contract or office;

b) amendments to, or waivers of, the vesting provisions or other conditions of the Omnibus Plan or any Award, subject to such amendments or waivers complying with the TSXV's minimum vesting requirements;

c) amendments to the termination or early termination provisions of any Award (including any Award held by an Insider) that does not entail an extension beyond the original expiry date of that Award;

d) an amendment of the Omnibus Plan or an Award as necessary to comply with applicable law or the requirements of any stock exchange or any other regulatory authority, the Omnibus Plan, the Participants or the shareholders of the Company;

e) any amendment of a "housekeeping" nature;

f) any amendment regarding the administration of the Plan; or

g) any other amendment, fundamental or otherwise, not requiring shareholder approval under the Omnibus Plan, applicable laws or the applicable rules of the TSXV.

Shareholder approval is required for the following amendments to the Omnibus Plan, and approval of the disinterested shareholders are required for (b) and (c) below:

a) any increase in the maximum number of Shares issuable under the Omnibus Plan, subject to certain adjustments outlined in the Omnibus Plan;

b) any amendment to an Award held by Insiders that would have the effect of reducing the exercise price of such Award, subject to certain adjustments outlined in the Omnibus Plan;

c) any amendment to an Award held by Insiders that would have the effect of extending the Expiry Date of such Award, except in the case of an extension due to black-out period;

d) remove or exceed the insider participation limits or participation limits of Non-Employee Directors; or

e) amend the amendment provisions of the Omnibus Plan.

In the event of conduct by a Participant that causes material financial or reputational harm to the Company, the Participant engaged in gross negligence, willful misconduct or fraud in respect of the performance of the Participant's duties to or for the Company, or there is a material restatement of the financial statements of the Company, the Omnibus Plan provides for a clawback from the Participant of any amounts paid to the Participant and/or the cancellation of vested/unvested Awards.

IV. Other Matters

As of the date of this Circular, Management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. Copies of the Company's Financial Statements and MD&A may be obtained without charge at the offices of the Company at 40 King Street West, Suite 2400, Toronto, Ontario M5H 3Y2.

DIRECTOR APPROVAL

The contents of this Circular and the sending thereof to the Shareholders has been approved by the Board of Directors.

DATED at Toronto, Ontario, as of this 10th day of June, 2026.

ELEVATE SERVICE GROUP INC.

"Paul Bissett"

PAUL BISSETT
President & CEO

<u>SCHEDULE "A"</u>

ELEVATE SERVICE GROUP INC.
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE

ITEM 1: THE AUDIT COMMITTEE'S CHARTER

1. INTRODUCTION

The Audit Committee (the "**Committee**" or the "**Audit Committee**") of Elevate Service Group Inc. (the "**Company**") is a committee of the Board of Directors (the "**Board**"). The Committee shall oversee the accounting and financial reporting practices of the Company and the audits of the Company's financial statements and exercise the responsibilities and duties set out in this mandate.

2. MEMBERSHIP

Number of Members

The Committee shall be composed of three or more members of the Board.

Independence of Members

A majority of the members of the Committee must be independent. "Independent" shall have the meaning, as the context requires, given to it in National Instrument 52-110 *Audit Committees*, as may be amended from time to time.

Chair

At the time of the annual appointment of the members of the Audit Committee, the Board may appoint a Chair of the Audit Committee. If so appointed, the Chair shall be a member of the Audit Committee, preside over all Audit Committee meetings, coordinate the Audit Committee's compliance with this mandate, work with management to develop the Audit Committee's annual work-plan and provide reports of the Audit Committee to the Board.

Financial Literacy of Members

At the time of his or her appointment to the Committee, each member of the Committee shall have, or shall acquire within a reasonable time following appointment to the Committee, the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Term of Members

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

3. MEETINGS

Number of Meetings

The Committee may meet as many times per year as necessary to carry out its responsibilities.

Quorum

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum.

Calling of Meetings

The Chair, any member of the Audit Committee, the external auditors, the Chairman of the Board, the Chief Executive Officer or the Chief Financial Officer may call a meeting of the Audit Committee by notifying the Company's Corporate Secretary who will notify the members of the Audit Committee. The Chair shall chair all Audit Committee meetings that he or she attends, and in the absence of the Chair, the members of the Audit Committee present may appoint a chair from their number for a meeting.

Minutes; Reporting to the Board

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair (or if no Chair is appointed, any member of the Committee) may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

Attendance of Non-Members

The external auditors are entitled to attend and be heard at each Audit Committee meeting. In addition, the Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities. At least once per year, the Committee shall meet with the internal auditor and management in separate sessions to discuss any matters that the Committee or such individuals consider appropriate.

Meetings without Management

The Committee may hold unscheduled or regularly scheduled meetings, or portions of meetings, at which management is not present.

Procedure

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

Access to Management

The Committee shall have unrestricted access to the Company's management and employees and the books and records of the Company.

4. DUTIES AND RESPONSIBILITIES

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

Financial Reports

(a) **General**

The Audit Committee is responsible for overseeing the Company's financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by the Company. The auditors are responsible for auditing the Company's annual consolidated financial statements and for reviewing the Company's unaudited interim financial statements.

(b) **Review of Annual Financial Reports**

The Audit Committee shall review the annual consolidated audited financial statements of the Company, the auditors' report thereon and the related management's discussion and analysis of the Company's financial condition and results of operation ("**MD&A**"). After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the annual financial statements and the related MD&A.

(c) **Review of Interim Financial Reports**

The Audit Committee shall review the interim consolidated financial statements of the Company, the auditors' review report thereon and the related MD&A. After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the interim financial statements and the related MD&A.

(d) **Review Considerations**

In conducting its review of the annual financial statements or the interim financial statements, the Audit Committee shall:

(i) meet with management and the auditors to discuss the financial statements and MD&A;

(ii) review the disclosures in the financial statements;

(iii) review the audit report or review report prepared by the auditors;

(iv) discuss with management, the auditors and legal counsel, as requested, any litigation claim or other contingency that could have a material effect on the financial statements;

(v) review the accounting policies followed and critical accounting and other significant estimates and judgements underlying the financial statements as presented by management;

(vi) review any material effects of regulatory accounting initiatives or off-balance sheet structures on the financial statements as presented by management, including requirements relating to complex or unusual transactions, significant changes to accounting principles and alternative treatments under IFRS;

(vii) review any material changes in accounting policies and any significant changes in accounting practices and their impact on the financial statements as presented by management;

(viii) review management's report on the effectiveness of internal controls over financial reporting;

(ix) review the factors identified by management as factors that may affect future financial results;

(x) review results of the Company's audit committee whistleblower program; and

(xi) review any other matters, related to the financial statements, that are brought forward by the auditors, management or which are required to be communicated to the Audit Committee under accounting policies, auditing standards or Applicable Requirements.

(e) **Approval of Other Financial Disclosures**

The Audit Committee shall review and, if advisable, approve and recommend for Board approval financial disclosure in a prospectus or other securities offering document of the Company, press releases disclosing, or based upon, financial results of the Company and any other material financial disclosure, including financial guidance provided to analysts, rating agencies or otherwise publicly disseminated.

(f) **Periodical Review of Procedures**

The Audit Committee shall assess the adequacy of the procedures set out in (d) and (e) above on an annual basis and shall make recommendation to the Board with respect to any necessary amendments to this Audit Committee Charter.

Auditors

(a) **General**

The Audit Committee shall be responsible for oversight of the work of the auditors, including the auditors' work in preparing or issuing an audit report, performing other audit, review or attest services or any other related work.

(b) **Nomination and Compensation**

The Audit Committee shall review and, if advisable, select and recommend for Board approval the external auditors to be nominated and the compensation of such external auditor. The Audit Committee shall have ultimate authority to approve all audit engagement terms and fees, including the auditors' audit plan.

(c) **Resolution of Disagreements**

The Audit Committee shall resolve any disagreements between management and the auditors as to financial reporting matters brought to its attention.

(d) **Discussions with Auditors**

At least annually, the Audit Committee shall discuss with the auditors such matters as are required by applicable auditing standards to be discussed by the auditors with the Audit Committee.

(e) **Audit Plan**

At least annually, the Audit Committee shall review a summary of the auditors' annual audit plan. The Audit Committee shall consider and review with the auditors any material changes to the scope of the plan.

(f) **Quarterly Review Report**

The Audit Committee shall review a report prepared by the auditors in respect of each of the interim financial statements of the Company.

(g) **Independence of Auditors**

At least annually, and before the auditors issue their report on the annual financial statements, the Audit Committee shall obtain from the auditors a formal written statement describing all relationships between the auditors and the Company; discuss with the auditors any disclosed relationships or services that may affect the objectivity and independence of the auditors; and obtain written confirmation from the auditors that they are objective and independent within the meaning of the applicable Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which the auditors belong and other Applicable Requirements. The Audit Committee shall take appropriate action to oversee the independence of the auditors.

(h) **Evaluation and Rotation of Lead Partner**

At least annually, the Audit Committee shall review the qualifications and performance of the lead partner(s) of the auditors and determine whether it is appropriate to adopt or continue a policy of rotating lead partners of the external auditors.

(i) **Requirement for Pre-Approval of Non-Audit Services**

The Audit Committee shall approve in advance any retainer of the auditors to perform any non-audit service to the Company that it deems advisable in accordance with Applicable Requirements and Board approved policies and procedures. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any member of the Audit Committee to whom this authority has been delegated must be presented to the full Audit Committee at its next scheduled Audit Committee meeting.

(j) **Approval of Hiring Policies**

The Audit Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

(k) **Communication with Internal Auditor**

The internal auditor, when appointed, shall report regularly to the Committee. The Committee shall review with the internal auditor any problem or difficulty the internal auditor may have encountered including, without limitation, any restrictions on the scope of activities or access to required information, and any significant reports to management prepared by the internal auditing department and management's responses thereto.

The Committee shall periodically review and approve the mandate, plan, budget and staffing of the internal audit department. The Committee shall direct management to make changes it deems advisable in respect of the internal audit function.

The Committee shall review the appointment, performance and replacement of the senior internal auditing executive and the activities, organization structure and qualifications of the persons responsible for the internal audit function.

Financial Executives

The Committee shall review and discuss with management the appointment of key financial executives and recommend qualified candidates to the Board, as appropriate.

Internal Controls

(a) **General**

The Audit Committee shall review the Company's system of internal controls.

(b) **Establishment, Review and Approval**

The Audit Committee shall require management to implement and maintain appropriate systems of internal controls in accordance with Applicable Requirements, including internal controls over financial reporting and disclosure and to review, evaluate and approve these procedures. At least annually, the Audit Committee shall consider and review with management and the auditors:

(i) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Company's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions;

(ii) any significant changes in internal controls over financial reporting that are disclosed, or considered for disclosure, including those in the Company's periodic regulatory filings;

(iii) any material issues raised by any inquiry or investigation by the Company's regulators;

(iv) the Company's fraud prevention and detection program, including deficiencies in internal controls that may impact the integrity of financial information, or may expose the Company to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting; and

(v) any related significant issues and recommendations of the auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls.

Compliance with Legal and Regulatory Requirements

The Audit Committee shall review reports from the Company's Corporate Secretary and other management members on: legal or compliance matters that may have a material impact on the Company; the effectiveness of the Company's compliance policies; and any material communications received from regulators. The Audit Committee shall review management's evaluation of and representations relating to compliance with specific applicable law and guidance, and management's plans to remediate any deficiencies identified.

Audit Committee Whistleblower Procedures

The Audit Committee shall establish for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Any such complaints or concerns that are received shall be reviewed by the Audit Committee and, if the Audit Committee determines that the matter requires further investigation, it will direct the Chair of the Audit Committee to engage outside advisors, as necessary or appropriate, to investigate the matter and will work with management and legal counsel to reach a satisfactory conclusion.

Audit Committee Disclosure

The Audit Committee shall prepare, review and approve any audit committee disclosures required by Applicable Requirements in the Company's disclosure documents.

Delegation

The Audit Committee may, to the extent permissible by Applicable Requirements, designate a sub-committee to review any matter within this mandate as the Audit Committee deems appropriate.

5. AUTHORITY

The Audit Committee shall have the authority:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties;

(b) to set and pay the compensation for any advisors employed by the Audit Committee; and

(c) to communicate directly with the internal and external auditors.

6. NO RIGHTS CREATED

This mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Audit Committee, functions. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

7. MANDATE REVIEW

The Audit Committee shall review and update this Mandate annually and present it to the Board for approval where the Audit Committee recommends amendments to this Mandate.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Sebastien Koechli (Chair), Romeo Di Battista and Aaron Unger. A member of the Committee is considered financially literate if the member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company. A member of the audit committee is considered independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's board of the directors, reasonably interfere with the exercise of a member's independent judgment.

All of the current members are considered financially literate and independent.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

For information on the relevant education and experience of the audit committee members please see their biographies in the attached information circular.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 (*De Minimis Non-audit Services*) of National Instrument – *Audit Committees* 52-110 ("**NI 52-110**"), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "*The Audit Committee Charter – 4. Duties and Responsibilities – Auditors – Requirement for Pre-Approval of Non-Audit Services.*"

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years are as follows:

	FYE December 31, 2025	**FYE December 31, 2024**
Audit fees for the year ended	$170,000	$14,509
Audit related fees	$11,900	Nil
Tax fees	Nil	Nil
All other fees (non-tax)	Nil	Nil
Total Fees:	**$181,900**	**$14,509**

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in Part 5 (Reporting Obligations) of NI 52-110.

SCHEDULE "B"

ELEVATE SERVICE GROUP INC.
NI 58-101
CORPORATE GOVERNANCE DISCLOSURE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows.

ITEM 1. BOARD OF DIRECTORS

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

A director is considered independent if the director has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Company's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgment.

Director	**Independence**
Paul Bissett	Not independent, as he is the CEO of the Company
Romeo Di Battista	Independent
Aaron Unger	Independent
Sebastien Koechli	Independent

ITEM 2. DIRECTORSHIPS

The directors of the Company are currently directors of the following other reporting issuers:

Name	Name and Jurisdiction of Reporting Issuer	Name of Trading Market	Position	Term
Aaron Unger	AIM5 Ventures Inc.	TSXV	Director	October 10, 2019 – Current

ITEM 3. ORIENTATION AND CONTINUING EDUCATION

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current level of operations. However, if the growth of the Company's operations warrants it, it is likely that a formal orientation process will be implemented. The Company also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.

ITEM 4. ETHICAL BUSINESS CONDUCT

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives. To that end, the Company has adopted a Code of Business Conduct and Ethics which applies to the directors, officers and employees of the Company and its subsidiaries in respect of their activities in connection with the Company. The Code of Business Conduct and Ethics is provided to all such directors, officers, employees and other persons, and addresses such matters as compliance with laws, conflicts of interest, confidential information, protection and proper use of our assets, rules and regulations and the reporting of illegal and unethical behaviour.

The Company encourages those who become aware of a conflict or potential conflict or departures from the Code of Business Conduct and Ethics to bring it to the attention of their immediate supervisor or the Chair of the Audit Committee or the Compensation Committee. The Board requires every director and officer to disclose any direct or indirect conflict of interest that he or she has and, if applicable, not to vote on any resolution in connection with such matter unless permitted by the *Business Corporations Act* (Ontario). Any waivers of the Code of Business Conduct and Ethics may only be granted by the Board.

ITEM 5. NOMINATION OF DIRECTORS

The Compensation Committee of the Board of Directors is responsible for establishing and articulating qualifications, desired background, and selection criteria for members of the Board taking account of any applicable securities laws, rules or guidelines, or stock exchange requirements or guidelines. The Compensation Committee makes recommendations to the full Board concerning all nominees for Board membership. When it is determined that a new director is desirable, the Compensation Committee will engage in appropriate activities to ensure an effective process for selecting candidates for nomination, including developing criteria for the selection of a new director and identifying and recommending individuals qualified and suitable to become directors.

ITEM 6. COMPENSATION

A description of the Company's approach to compensation of its Executive Officers and Board members is set forth under the heading "Statement of Executive Compensation" above.

ITEM 7. OTHER BOARD COMMITTEES

In addition to the Audit Committee, the Board of Directors has formed the Compensation Committee. The mandate of the Compensation Committee includes reviewing the compensation arrangements for the Company's senior executives, reviewing and approving the responsibilities of, and related performance criteria for, the senior executives as well as their long-term and short-term incentive compensation targets and assessing their performance against such criteria and targets. In addition, the committee is to develop and make recommendations to the Board of Directors with respect to corporate governance matters, including preparing and reviewing the Company's disclosure with respect to human resources and compensation matters before such disclosure is submitted to the Board of Directors for approval. The Compensation Committee is also responsible for the review and periodic update of the Company's corporate governance mandates, policies and procedures which govern the conduct of the Company's directors, officers and other employees. Moreover, the Compensation Committee is mandated to examine, on an annual basis, the size and composition of the Board of Directors and, if appropriate, make recommendations in that regard in order to ensure the composition of the Board of Directors facilitates effective decision making.

ITEM 8. ASSESSMENTS

The Compensation Committee annually solicits input from the full Board of Directors to determine the effectiveness of the operation of the Board of Directors, board committees and individual Board members, including reviewing and monitoring compliance with governance and operating practices. The Compensation Committee is mandated to assess at least annually the optimum size of the Board of Directors and makes recommendations to the Board of Directors on any changes. The Board of Directors has determined that the proposed number of directors of the Company is appropriate for the Board of Directors to function at this time and that following the election of directors at the Meeting the Board will remain properly constituted to reflect the investment of all of its shareholders.