

HARRYS MANUFACTURING INC.
Suite 1500, 1055 West Georgia Street
Vancouver, B.C. V6E 4N7
Telephone: 604-565-5100

INFORMATION CIRCULAR

(as at November 14, 2024, except as otherwise indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Harrys Manufacturing Inc. for use at the annual general meeting (the “Meeting”) of its shareholders (the “Shareholders”) to be held on January 13, 2025 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “**the Company**”, “**Harrys**”, “**we**” and “**our**” refer to Harrys Manufacturing Inc. “**Common Shares**” means common shares in the capital of the Company. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name and “**intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. “**Registered Shareholder**” means the person whose name appears on the central securities register maintained by or on behalf of the Company and who holds Common Shares in his, her, or their own name.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by choosing one of the following methods:

- (a) complete, date and sign the Proxy and return it to the Company's transfer agent, Olympia Trust Company ("**Olympia**"), by fax at 403-668-8307, or by mail or hand delivery to Suite 1900, 925 West Georgia Street, Vancouver, British Columbia Canada V6C 1T2;
- (b) use a touch-tone phone to transmit voting choices to a toll-free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the toll-free number, the holder's account number and the control number; or
- (c) use the internet through the website of the Company's transfer agent at <https://css.olympiatrust.com>. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy form for the holder's account number and the control number.

In either case you must ensure the Proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit the Proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Company's board of directors (the "**Board**") at its discretion without notice. **Please note that in order to vote your Common Shares in person at the Meeting, you must attend the Meeting and register with the scrutineer before the Meeting. If you have already submitted a Proxy, but choose to change your method of voting and attend the Meeting to vote, then you should register with the scrutineer before the Meeting and inform them that your previously submitted Proxy is revoked and that you personally will vote your Common Shares at the Meeting.**

Beneficial Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common 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 Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). In the United States of America (the "**U.S.**" or the "**United States**") the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for "*Objecting Beneficial Owners*") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "*Non-Objecting Beneficial Owners*").

These securityholder materials are sent to both Registered Shareholders and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge mails a Voting Instruction Form (“**VIF**”) in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), different from the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right insert the name of your desired representative (which may be you) in the blank space provided in the VIF. Once you have completed and signed your VIF return it to Broadridge by mail or facsimile, or deliver your voting instructions to Broadridge by phone or via the internet, in accordance with Broadridge’s instructions. Broadridge tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge’s instructions, well in advance of the Meeting in order to: (a) have your Common Shares voted at the Meeting as per your instructions; or (b) have an alternate representative chosen by you duly appointed to attend and vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the “**BCA**”), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by:

- (a) executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Olympia or to the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day

that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

(b) personally attending the Meeting and voting the Registered Shareholder's Common Shares.

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

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the financial year ended July 31, 2024, the report of the auditor thereon, and the related management discussion and analysis will be tabled at the Meeting. These documents are also available on the Company's SEDAR+ profile at www.sedarplus.ca.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor, and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board has fixed November 14, 2024 as the record date (the "**Record Date**") for determining persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is listed on the Canadian Securities Exchange (the "**CSE**") under stock symbol "HARY". The Company is authorized to issue an unlimited number of Common Shares. As of Record Date, there were 105,172,125 Common Shares without par value issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares. The Company is also authorized to issue an unlimited number of Preferred Shares. There were no Preferred Shares issued and outstanding as of the Record Date.

To the knowledge of the directors and executive officers of the Company, there is no person or corporation that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares at Record Date, other than as set out below:

Shareholder Name	Number of Common Shares Held	Percentage of Voting Rights
Pavenham Developments Inc.	13,260,400	12.61%

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the BCA, each director elected at the Meeting will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

Advance Notice Policy

On December 6, 2013, the Board adopted an advance notice policy (the “**Advance Notice Policy**”) with immediate effect. The shareholders of the Company ratified, confirmed and approved the Advance Notice Policy at the Company's annual general and special meeting held on February 11, 2014. The Advance Notice Policy provides for advance notice to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the BCA, or (ii) a shareholder proposal made pursuant to the provisions of the BCA.

The Advance Notice Policy provides shareholders, directors and management of the Company with a clear framework for nominating directors. Among other things, the Advance Notice Policy fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

The Advance Notice Policy also requires all proposed director nominees to deliver a written representation and agreement that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person's term in office as a director.

The foregoing is merely a summary of the Advance Notice Policy, is not comprehensive, and is qualified by the full text of such policy, a copy of which is filed under the Company's profile on SEDAR+ at www.sedarplus.ca on December 10, 2013.

The Company did not receive notice of a nomination in compliance with the Advance Notice Policy, and as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

Management Director Nominees

The following table sets out the names of management's nominees for election as director, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's current principal occupation, business or employment (for the five preceding years for each new nominee), the period of time during which each has been a director of the Company, and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at November 14, 2024.

Nominee Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment⁽¹⁾	Director Since	Common Shares Beneficially Owned or Controlled⁽¹⁾
Nicholas Brusatore ⁽²⁾⁽³⁾⁽⁴⁾ President, CEO, Interim CFO and Director <i>British Columbia, Canada</i>	See <i>Director Biographies</i> below.	December 20, 2023	Nil
Ken Storey ⁽²⁾⁽³⁾⁽⁴⁾ Vice-President Sales & Marketing and Director <i>British Columbia, Canada</i>	See <i>Director Biographies</i> below.	December 3, 2021	2,637,000 ⁽⁵⁾
Byron Striloff ⁽²⁾⁽³⁾⁽⁴⁾ Corporate Secretary and Director <i>British Columbia, Canada</i>	See <i>Director Biographies</i> below.	July 31, 2023	1,300,000 ⁽⁶⁾

Notes:

1. The information as to Common Shares beneficially owned or controlled and information as to principal occupation, business or employment is not necessarily within the knowledge of the management of the Company and has been furnished by the respective nominees.
2. Member of the Audit Committee.
3. Member of the Compensation Committee.
4. Member of the Corporate Governance Committee.
5. These Common Shares are indirectly through Mr. Storey's company Altabac Inc. Mr. Storey also holds options to purchase 250,000 Common Shares at an exercise price of \$0.25, expiring December 18, 2024; options to purchase 500,000 Common shares at an exercise price of \$0.16, expiring February 26, 2026; option to purchase 800,000 Common Shares at an exercise price of \$0.05, expiring February 22, 2026; options to purchase 500,000 common shares at an exercise price of \$0.11, expiring January 14, 2027; options to purchase 800,000 Common Shares at an exercise price of \$0.045, expiring February 22, 2026; and options to purchase 500,000 Common Shares at an exercise price of \$0.05, expiring June 11, 2029.
6. Mr. Striloff also holds options to purchase 1,000,000 Common Shares at an exercise price of \$0.05, expiring June 11, 2029.

Director Biographies

Nicholas Brusatore - President, CEO, Interim CFO and Director

Mr. Brusatore is an entrepreneur with a wealth of experience bringing businesses to market and contributing to their success. Mr. Brusatore's creative style, combined with mechanical design and engineering background contribute to his strategic approach to problem-solving. Mr. Brusatore is the initial founder and funder of Affinor Growers Inc. (CSE: AFI) where he currently holds the position of CEO, CFO and is on the Board of Directors. Mr. Brusatore's extensive market knowledge will be an asset to stakeholder relations as Harrys strives toward our growth plans.

Ken Storey – Vice-President Sales & Marketing and Director

Mr. Storey has over 35 years' experience in the tobacco industry. Starting as an Imperial Tobacco (BAT) sales rep, Mr. Storey's many roles include President of National Smokeless Tobacco Company, a subsidiary of U.S. Tobacco (now Altria), and Director of Sales for House of Horvath Inc., a family-owned manufacturer of cigars and importer of global brands. In those roles, Mr. Storey has led consumer-focused sales and marketing teams and he is credited with achieving consistent revenue growth. This experience has led him coast to coast in Canada and introduced him to a strong network of industry associates. He has worked with International companies such as Swisher International, Royal Agio and General Cigar. Mr. Storey is recognized in retail and wholesale channels as a strategic supply channel partner and was honoured as

Outstanding Industry Leader of the Year in 2011 by the National Convenience Store Distributors Association. Mr. Storey currently sits on the Advisory Board of Sting Free AB, a private company in Sweden and patent holder in the Swedish Snus (smokeless tobacco product) Industry.

Byron Striloff - Corporate Secretary and Director

Mr. Striloff, CFP, spent over 40 years as a senior investment advisor in the areas of personal and corporate investment management, tax planning, venture capital, insurance, and estate planning. He was a producing branch manager and has held senior management and directorship positions for various national investment dealers. His most recent account executive position as a senior personal and corporate investment advisor with CIBC Wood Gundy (2016). Prior to that, he was a VP and managed the White Rock office for Canaccord Genuity.

Mr. Striloff is a specialist in the development of financial strategies that optimize investment performance from long-term trends, tax minimization, and wealth creation for individuals and businesses. He is also a master qualified member of the Dent Foundation and frequently speaks at public seminars on demographic economic forecasting. Currently, Mr. Striloff's a founding partner of Regenerex Pharma Inc., a pharma company which specializes in providing successful treatment to diabetic level three wound care patients. He is also presently a Director and Chairman of the Board for Nationwide Self Storage.

Penalties, Sanctions and Cease Trade Orders

Except as set out below, no proposed director is, as at the date of this information circular, or has been, within ten (10) years before the date of this information circular, a director, chief executive officer or chief financial officer of any company (including the Company, in respect of which the information circular is being prepared) that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (c) is, as at the date of this information circular, or has been within ten (10) years before the date of this information circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) has, within the ten (10) years before the date of this information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Disclosure

On February 4, 2021, the British Columbia Securities Commission, as principal regulator, issued a cease-trade order (the "CTO") against Affinor Growers, Inc. ("Affinor"), a company of which Nicholas Brusatore is President, CEO and a director, in connection with the late filing of the Affinor's interim financial statements, management's discussion and analysis and officer's certifications for the period ended November 30, 2020 (the "2021 Interim Filings"). The CTO was revoked on February 9, 2021 in connection with the completion of the 2021 Interim Filings.

On September 29, 2021, the British Columbia Securities Commission, as principal regulator, issued a management cease trade order (the “**2021 MCTO**”) against Affinor in connection with the late filing of the Affinor’s annual financial statements, management’s discussion and analysis and officer’s certifications for the year ended May 31, 2021 (the “**2021 Annual Filings**”). The 2021 MCTO was revoked on November 1, 2021 in connection with the completion of the 2021 Annual Filings.

On September 29, 2022, the British Columbia Securities Commission, as principal regulator, issued a management cease trade order (the “**2022 MCTO**”) against Affinor in connection with the late filing of the Affinor’s annual financial statements, management’s discussion and analysis and officer’s certifications for the year ended May 31, 2022 (the “**2022 Annual Filings**”). The 2022 MCTO was revoked on December 21, 2023 in connection with the completion of the 2022 Annual Filings.

On December 19, 2022, the British Columbia Securities Commission, as principal regulator, issued a failure-to-file cease trade order (the “**FFCTO**”) against Affinor in connection with the late filing of the Affinor’s 2022 Annual Filings and the interim financial statements, management’s discussion and analysis and officer’s certifications for the period August 31, 2022. The FFCTO was revoked on December 20, 2023.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the Nominees.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE “FOR” THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.

APPOINTMENT OF AUDITOR

Management of the Company recommends the re-appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as auditor of the Company to hold office until the next annual general meeting of shareholders, at a remuneration to be fixed by the directors. Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, was first appointed as the auditor of the Company on March 26, 2018.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The Company is a venture issuer as defined under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) and each venture issuer is required to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Audit Committee’s Charter

The full text of the Company’s Audit Committee’s Charter is attached as Schedule “A” to the Company’s information circular dated May 17, 2017 and filed on SEDAR+ at www.sedarplus.ca on May 23, 2017.

Composition of the Audit Committee

The current members of the audit committee are Nicholas Brusatore, Ken Storey and Byron Striloff, all of whom are non-independent as they are officers of the Company. All members of the Audit Committee are financially literate as required by Section 1.6 of NI 52-110.

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the Board’s reasonable opinion, interfere with the exercise of a member’s independent judgement.

A member of the audit committee is considered financially literate if he, she, or they have the ability to read and understand a set of financial statements presenting a breadth and level of complexity of accounting issues generally comparable to the breadth and complexity of issues one can reasonably expect to be raised by the Company.

Relevant Education and Experience

Each of the members of the Audit Committee have a general understanding of the accounting principles used by the Company to prepare its financial statements and will seek clarification from the Company's auditors, where required. Each of the members of the Audit Committee also has direct experience in understanding accounting principles for private and reporting companies and experience in preparing, auditing, analyzing or evaluating financial statements similar to those of the Company. The relevant education and/or experience of each of the members of the Audit Committee are described under *Director Biographies* above.

Each member of the Company's Audit Committee has adequate education and experience relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that provides the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than Dale Matheson Carr-Hilton LaBonte LLP.

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 of NI 52-110 (De Minimis Non-Audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

However, the Company is a "venture issuer" as defined in NI 52-110 and relies on the exemption in Section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chair of the Audit Committee deems is necessary, and the Chair will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Audit Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, to the Company to ensure auditor independence. Fees incurred with Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, for audit and non-audit services for the two most recently completed financial years are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended July 31, 2024 ⁽⁵⁾	Fees Paid to Auditor in Year Ended July 31, 2023
Audit Fees ⁽¹⁾	See Note 5 below	\$30,000
Audit-Related Fees ⁽²⁾	See Note 5 below	-
Tax Fees ⁽³⁾	See Note 5 below	-
All Other Fees ⁽⁴⁾	See Note 5 below	-
Total	See Note 5 below	-

Notes:

- (1) “**Audit Fees**” include fees necessary to perform the annual audit of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “**Audit-Related Fees**” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “**Tax Fees**” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “**All Other Fees**” include all other non-audit services.
- (5) Audit Fees for the Year Ended July 31, 2024, will not be invoiced until mid-December 2024 therefore these figures are unavailable as at production of the Information Circular.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 - *Corporate Governance Guidelines* (“**NP 58-201**”) were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose their corporate governance practices and NP 58-201 provides guidance on corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the company’s shareholders. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

The current members of the Company’s Corporate Governance Committee are Nicholas Brusatore, Ken Storey and Byron Striloff. Pursuant to the Corporate Governance Committee Charter adopted by the Company on September 22, 2009, in fulfilling its oversight responsibilities for the nominations to the Board, the committee shall: (1) establish criteria for selecting new directors which shall reflect, among other facts, a candidate’s integrity and business ethics, strength of character, judgment, experience, and independence, as well as factors relating to the composition of the Board, including its size and structure, the relative strengths and experience of current board members and principles of diversity; (2) consider and recruit candidates to fill new positions on the Board; (3) review any candidate recommended by the shareholders of the Company; (4) be responsible for conducting appropriate inquiries to establish a candidate’s compliance with the independent and other qualification requirements established by the Corporate Governance Committee; (5) assess the contributions of current directors in connection with the annual recommendation of a slate of nominees and at that time review the criteria for Board candidates in the context of the evaluation

process and other perceived needs of the Board; and (6) recommend the director nominees for election by the shareholders.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the Board’s opinion, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its supervision over management of the Company through frequent meetings of the Board.

At the date of this Information Circular, the Board is comprised of three (3) directors, all of whom are non-independent for the purposes of NI 58-101 as they are officers of the Company.

Directorships

Directors of the Company currently serve on boards of other reporting companies (or equivalent) as set out below:

Name of Director	Name of Reporting Issuer	Exchange Listed
Nicholas Brusatore	Affinor Growers Inc.	CSE

Orientation and Continuing Education

If any new directors are appointed to the Board, then the existing directors will provide a brief orientation consisting of a telephone conference and a review of material transactions effected to-date by the Company, as well as the general nature and proceedings of the Company’s Board. In addition, management of the Company makes itself available for discussion with all Board members.

Given the industry experience of the existing Board, the Company does not contemplate providing continuing education for directors at this time.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company’s mission and strategic objectives, and a willingness to serve.

Compensation

The current members of the Company’s Compensation Committee are Ken Storey, Byron Striloff and Nicholas Brusatore. Pursuant to the Compensation Committee Charter adopted by the Company on September 22, 2009, in discharging its oversight responsibilities for executive compensation and Board

compensation, the committee shall: (1) review and approve on an annual basis the corporate goals and objectives relevant to the CEO's compensation; (2) evaluate at least once a year the CEO's performance in light of established goals and objectives and, based on such evaluation, shall, together with all other independent members of the Board, determine and approve the CEO's annual compensation, including, as appropriate, salary, bonus, incentive, and equity compensation; (3) review and approve on an annual basis the evaluation process and compensation structure for the Company's executive officers, including parameters for salary adjustments (at the discretion of the CEO) for officers are established; and (4) review and make recommendations to the Board with respect to the adoption, amendment, and termination of the Company's management incentive-compensation and equity-compensation plans, oversee their administration and discharge any duties imposed on the Compensation Committee by any of those plans.

Assessments

Pursuant to the Corporate Governance Committee Charter adopted by the Company on September 22, 2009, in discharging its oversight responsibilities for the performance review of the Board, committees, and directors, the Corporate Governance Committee shall: (1) evaluate the performance of the Board on an annual basis; (2) solicit comments from all directors and report annually to the Board on its assessment of the Board's performance; and (3) evaluate the performance of individual directors and committees of the Board on a periodic basis.

Other Board Committees

Currently, the Board does not have any standing committees other than the Audit Committee, Compensation Committee, and the Corporate Governance Committee.

STATEMENT OF EXECUTIVE COMPENSATION

GENERAL

For the purpose of this Statement of Executive Compensation:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

“**plan**” includes any plans, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and NEO Compensation

During the financial year ended July 31, 2024, based on the definition above, the NEOs of the Company were: Ken Storey (Executive Vice-President, Sales and Marketing, Director and former President and CEO); Nick Brusatore (President, CEO, interim CFO and Director); Byron Striloff (Corporate Secretary and Director); Colin Doyle (Chief Operating Officer); and Michael Stringile (Vice President of Manufacturing and Regulatory Affairs). [NTD: Company to confirm if Colin Doylend and Michael Stringile are NEOs]

All dollar amounts referenced herein are Canadian Dollars unless otherwise specified.

Table of Compensation Excluding Compensation Securities								
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Option Based Awards (\$)	Value of all other compensation (\$)	Total compensation (\$)
Ken Storey ⁽¹⁾ EVP Sales and Marketing and Director and former President and CEO	2024	\$60,000	Nil	Nil	Nil	Nil	Nil	\$60,000
	2023	\$100,000	Nil	Nil	Nil	\$24,912	Nil	\$124,912
Nicholas G. Brusatore ⁽²⁾ President, CEO, Interim CFO and Director	2024	\$57,500	Nil	Nil	Nil	Nil	Nil	\$75,500
	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Byron Striloff ⁽³⁾ Corporate Secretary and Director	2024	Nil	Nil	Nil	Nil	\$27,775	Nil	\$27,775
	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Colin Doylend ⁽⁴⁾ Chief Operating Officer	2024	\$20,000	Nil	Nil	Nil	\$13,888	Nil	\$33,888
	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Stringile ⁽⁵⁾ Vice President of Manufacturing and Regulatory Affairs	2024	\$16,667	Nil	Nil	Nil	\$13,888	Nil	\$30,555
	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Young ⁽⁶⁾ Former CFO, Corporate Secretary and Director	2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2023	\$99,000	Nil	Nil	Nil	Nil	Nil	\$99,000
Cindy Jeong ⁽⁷⁾ Former CFO, Corporate Secretary and Director	2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2023	\$27,903	Nil	Nil	Nil	\$24,912	Nil	\$52,815
Henry Chow ⁽⁸⁾ Former Director	2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2023	\$6,788	Nil	Nil	Nil	\$18,683	Nil	\$25,471

Notes:

- (1) Mr. Storey served as President and CEO of the Company from February 26, 2021 to July 27, 2023; as a Director since December 3, 2021; and was appointed as the Company’s Executive Vice-President, Sales and Marketing on July 28, 2023.
- (2) Mr. Brusatore was appointed President, CEO and Interim CFO of the Company on July 28, 2023 and as a director on November 9, 2023.
- (3) Mr. Striloff was appointed as Corporate Secretary of the Company on July 28, 2023 and as a Director on July 31, 2023.
- (4) Mr. Doylend was appointed Chief Operating Officer on May 28, 2024.
- (5) Mr. Stringile was appointed Vice President of Manufacturing and Regulatory Affairs on June 7, 2024.

- (6) Mr. Young served as President and Chief Executive Officer of the Company from January 20, 2017 to October 4, 2018; as CFO and Corporate Secretary from October 4, 2018 to January 31, 2023; and as a Director from January 20, 2017 to January 31, 2023.
- (7) Ms. Jeong served as the Company's CFO, Corporate Secretary and Director from February 1, 2023 to July 18, 2023.
- (8) Mr. Chow served as a Director from September 19, 2017 to July 18, 2023.

Stock Options Plans and Other Incentive Plans

10% "rolling" Share Option Plan (Option-Based Awards)

The Company has in place 10% "rolling" share option plan dated for reference October 27, 2017, which was last approved by Shareholders at the Company's annual general meeting held on December 20, 2023 (the "**Stock Option Plan**"). The Stock Option Plan is a 10% "rolling" plan, wherein an aggregate of 10% of the issued and outstanding Common Shares at the time an option is granted, less any outstanding options, are available for issuance to eligible directors, officers, employees, management and others who provide services to the Company. The Stock Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the board of directors based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the board of directors. The Stock Option Plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary the Company.

The following is a summary of the material terms of the Stock Option Plan.

Eligible Optionees

To be eligible to receive a grant of options under the Stock Option Plan an Optionee must be an executive, or an employee, or a consultant of the Company providing services to the Company or a subsidiary at the time the option is granted.

Restrictions

The Stock Option Plan is subject to the following restrictions:

- (a) The maximum number of Options granted to any one Option Holder within any 12 month period shall be 5% of the Outstanding Common Shares issued, unless the company has obtained disinterested shareholder approval if required under regulations, to do so;
- (b) If required under regulations to do so, the Company must obtain disinterested shareholder approval, in order to grant to Insiders under the Stock Option Plan within a 12 month period, a number of Options which, when added to the number of outstanding Options granted to Insiders within the previous 12 months, will exceed 10% of the issued Common Shares;
- (c) The maximum number of Options which may be granted to any one Consultant within any 12 month period must not exceed 2% of the issued Common Shares;
- (d) The maximum number of Options that may be granted within any 12 month period to Employees or Consultants engaged in investor relations activities must not exceed 2% of the issued Common Shares, and such Options must vest in stages over 12 months with no more than 25% of the Options vesting in any three month period, and such limitation will not be an amendment to the Stock Option Plan requirement the Option Holders consent.

Administration and Terms of the Stock Option Plan:

- (a) The Stock Option Plan is administered by the Board or its appointed committee.
- (b) The expiry date of an Option shall be no later than the tenth anniversary of the date of grant of the Option.
- (c) Grant and expiry dates, the exercise price, the vesting schedule and the number of Common Shares which may be purchased pursuant to an Option shall be fixed by the Board or its committee appointed to grant options.

- (d) The Company may implement such procedures and conditions as the Board or its committee deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law.
- (e) All options granted under the Stock Option Plan expire on a date not later than 10 years after the issuance of such options. However, should the expiry date for an option fall within a trading Blackout (as defined in the Stock Option Plan, generally meaning circumstances where sensitive negotiations or other like information is not yet public), options may not be exercised during a Black-Out unless the Board or its appointed Committee determines otherwise.
- (f) An Option granted to any Option Holder will continue intact during any military or sick leave or other *bona fide* leave of absence if the period of such leave does not exceed 90 days (or, if longer, for so long as the Option Holder's right to re-employment or re-engagement by the Company is guaranteed either by statute or by contract.) If the period of such leave exceeds 90 days and the Option Holder's re-employment or re-engagement is not so guaranteed, then his or her employment or engagement shall be deemed to have terminated on the 91st day of such leave.
- (g) An Option may be exercised only by the Option Holder or the Personal Representative of any Option Holder, who may exercise an Option in whole or in part at any time and from time to time following vesting and up to the expiry of the Option by delivering the required notice and payment pursuant to the terms of the Stock Option Plan. Options may not be exercised during a Black-Out unless the Board or its appointed committee determines otherwise.
- (h) The Board reserves the right, subject to regulatory requirements, in its absolute discretion to amend, suspend, terminate or discontinue the Stock Option Plan with respect to all Plan shares in respect of options which have not yet been granted under the Stock Option Plan. Where any amendment relates to an existing Option, if the amendment would:
- materially decrease the rights or benefits accruing to an Option Holder; or
 - materially increase the obligations of an Option Holder;
- then, unless otherwise excepted out by the Stock Option Plan, the Committee must also obtain the written consent of the Option Holder in question to such amendment. If at the time the exercise price of an Option is reduced the Option Holder is an Insider of the Company, the Insider must not exercise the option at the reduced exercise price until the reduction in exercise price has been approved by the disinterested shareholders of the Company, if such disinterested shareholder approval is required by the Exchange.
- (i) A copy of any amendment to the Stock Option Plan shall be promptly provided by the Administrator to each Option Holder.

A copy of the Stock Option Plan is available under the Company's SEDAR+ profile at www.sedarplus.ca.

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each director and NEO by the Company in the year ended July 31, 2024, for services provided or to be provided, directly or indirectly, to the Company, or a subsidiary of the Company.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, underlying securities and percentage of class (#) ⁽¹⁾	Date of Grant or Issue (mm/dd/yy)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (07/31/24) (\$)	Expiry Date (mm/dd/yy)
Ken Storey Director and EVP Sales and Marketing (former President and CEO)	Options	500,000 (0.52%)	06/11/2024	\$0.05	\$0.03	\$0.04	06/11/2029
Colin Doylend Chief Operating Officer	Options	500,000 (0.52%)	06/11/2024	\$0.05	\$0.03	\$0.04	06/11/2029
Byron Striloff Corporate Secretary and Director	Options	1,000,000 (1.03%)	06/11/2024	\$0.05	\$0.03	\$0.04	06/11/2029
Micheal stringile Vice President of Manufacturing and Regulatory Affairs	Options	500,000 (0.52%)	06/11/2024	\$0.05	\$0.03	\$0.04	06/11/2029

Note:

- (1) Percentage of class represents % of compensation securities granted over the total number of compensation securities of the Issuer outstanding as of July 31, 2024.

Exercise of Compensation Securities by Directors and NEOs

The following stock options were exercised by directors or NEOs of the Company during the financial year ended July 31, 2024. N/A

Employment, Consulting and Management Agreements

Employment Agreement with Ken Storey

On February 26, 2021, the Company entered into an employment agreement with Ken Storey. Pursuant to the terms of this agreement, Mr. Storey will act as the Company's President and Chief Executive Officer, reporting to the Board with such powers and duties in the conduct of such offices as are normally associated with such positions, and to perform such duties ordinarily associated with those offices.

In consideration of his employment, Mr. Storey is to receive a base salary of \$63,000 per annum, paid in monthly instalments of \$5,250, plus all reasonable travel and other out-of-pocket expenses incurred by Mr. Storey directly related to his work for the Company, and performance bonuses from time-to-time at the sole discretion of the Board.

On August 1, 2022, the Company entered into an amended agreement with Ken Storey and Altabac Inc., whereby the base salary increased to \$120,000 per annum, paid in monthly instalments of \$10,000 plus GST and all reasonable expenses incurred by Ken Storey directly related to his work for the Company, and incentive bonuses from time-to-time at the sole discretion of the Board.

On June 13, 2023 the Company entered a Second Amended and Restated Agreement restating the terms of the agreement retroactive to April 1 2023 where as Mr. Storey receives a base salary of \$5,000 plus GST in monthly instalments, with scheduled increases for achieving certain performance goals.

The employment agreement between the Company, Altabac Inc. and Mr. Storey may be terminated as follows:

By the Company

For Cause - The Company may at any time during the Term of Engagement terminate this Agreement for cause, without notice and without liability for any claim, action or demand upon the happening of one or more of the following events:

- (a) if Mr. Storey fails or refuses, repeatedly, to comply in any material respect with the reasonable policies, standards or regulations of the Company established from time to time in writing and in accordance with the consulting agreement;
- (b) if Mr. Storey fails to perform in any material respect, his duties as determined by the Company in accordance with the consulting agreement and consistent with the customary duties of Mr. Storey's engagement;
- (c) if Mr. Storey conducts himself in a wilfully dishonest, or an unethical or fraudulent manner that materially discredits the Company or is materially detrimental to the reputation, character or standing of the Company; or
- (d) if Mr. Storey conducts any unlawful or criminal activity, which activity materially discredits the Company or is materially detrimental to the reputation, character or standing of the Company.

For Other Than Cause - Notwithstanding the above, the Company may at any time during the Term of Engagement terminate this Agreement by paying to Mr. Storey a lump sum amount equal to six months at the prevailing Consulting Fees, and by providing to Mr. Storey the amount of the bonus to which Mr. Storey would have been entitled.

Termination after Change of Control

In the event that a change in the voting control of the shares of the Company occurs during the Term of Engagement and the Consultant is terminated during the Term of Engagement of such change of control then Mr. Storey will receive a lump sum payment equal to one year of Consulting Fees based on the prevailing fee at that time.

Termination by the Consultant

Mr. Storey may terminate this Agreement at any time by providing 30 days written notice to the Company. Any Consulting Fee or bonus to which Mr. Storey would have been entitled or becomes entitled to will cease on the date of termination.

Oversight and Description of Director and NEO Compensation

Elements of the Compensation Program

The Company's compensation policies and programs are designed to be competitive with similar companies and to recognize and reward executive performance consistent with the success of the Company's business. These policies and programs are intended to attract and retain capable and experienced people. The Compensation Committee's role and philosophy is to ensure that the Company's compensation goals and objectives, as applied to the actual compensation paid to the Company's CEO and other executive officers, are aligned with the Company's overall business objectives and with shareholder interests.

In addition to industry comparables, the Compensation Committee considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of Harrys and its shareholders, overall financial and operating performance of Harrys and the Compensation Committee's assessment of each executive's individual performance and contribution toward meeting corporate objectives.

The function of the Compensation Committee is to assist the Board in fulfilling its responsibilities relating to the compensation practices of the executive officers of the Compensation Committee. The Compensation Committee has been empowered to review the compensation levels of the executive officers of Harrys and to report thereon to the Board to review the strategic objectives of the share option plan and other stock-based compensation plans of Harrys and to set stock based compensation; and to consider any other

matters which, in the Committee's judgment, should be taken into account in reaching the recommendation to the Board concerning the compensation levels of Harrys' executive officers.

The Compensation Committee has assessed Harrys' compensation plans and programs for its executive officers to ensure alignment with Harrys' business plan and to evaluate the potential risks associated with those plans and programs. The Compensation Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on Harrys. The Compensation Committee considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

Harrys has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of Harrys, none of the executive officers or directors have purchased such financial instruments.

Base Salary or Consulting Fees

Base salary ranges for executive officers were initially determined upon a review of companies within the tobacco and manufacturing industry, which were of the same size as Harrys, at the same stage of development as Harrys and considered comparable to Harrys.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) The particular responsibilities related to the position;
- (b) Salaries paid by other companies in the manufacturing industry which were similar in size as Harrys;
- (c) The experience level of the executive officer;
- (d) The amount of time and commitment which the executive officer devotes to Harrys; and
- (e) The executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Bonus Incentive Compensation

Harrys' objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon Harrys meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the Compensation Committee. Such recommendations are generally based on information provided by issuers that are similar in size and scope to Harrys' operations.

Equity Participation

Harrys believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through Harrys' share option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the Compensation Committee. Due to Harrys' limited financial resources, Harrys emphasises the provisions of option grants to maintain executive motivation.

Actions, Decisions or Policy Changes

Given the evolving nature of Harrys' business, the Board continues to review the overall compensation plan for senior management so as to continue to address the objectives identified above.

Pension Disclosure

The Company does not have any deferred compensation plan or pension plan in place that provides for payments or benefits at, following or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has in place a 10% “rolling” share option plan.

The following table sets out equity compensation plan information as at the end of the financial year ended July 31, 2024.

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders – 10% Rolling Share Option Plan	7,250,000	\$0.08	2,833,512
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	7,250,000	\$0.08	2,833,512

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as at the Company’s most recently completed financial year end July 31, 2024 or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed below, as of the date of this Information Circular, no informed person of the Company, proposed director of the Company, or any associate or affiliate of any informed person or proposed director, had a material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company. An informed person is one who, generally speaking, is a director or executive officer or a 10% shareholder of the Company.

During the Company's financial year ended July 31, 2024.

The Company incurred key management compensation as follows:

Year ended July 31,	2024	2023
• Management fees and professional fees accrued or paid to the President and CEO, CFO, directors and former officers and directors	\$154,167	\$244,869
• Salary accrued or paid to former officers and directors	Nil	\$Nil

Wages Payable

As at July 31, 2024, \$Nil (July 31, 2023 - \$53,016) in wages payable is outstanding in relation to transactions with related parties, which are non-interest bearing, unsecured and due on demand.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Presentation to the Shareholders of the Annual Financial Statements;
2. Election of Directors – see “*Election of Directors*” above; and
3. Appointment of Auditor – see “*Appointment of Auditor*” above.

ADDITIONAL INFORMATION

Financial information is provided in the Company’s consolidated financial statements for the year ended July 31, 2024, the report of the auditor and the related management discussion and analysis (the “**Financial Statements**”). The Financial Statements will be placed before the Meeting.

Additional information relating to the Company and a copy of the Financial Statements may be obtained from SEDAR+ at www.sedarplus.ca or may be obtained by a Shareholder upon request without charge from the Company located at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7. The Company may require the payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this information circular.

The contents of this Information Circular and its distribution to Shareholders have been approved by the Board of the Company.

DATED at Vancouver, British Columbia this 11th day of December, 2024.

BY ORDER OF THE BOARD

“Nick Brusatore”

Nick Brusatore
President, CEO, Interim CFO and Director