



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Decibel Cannabis Company Inc. (the “**Corporation**”) will be held at the offices of Cassels Brock & Blackwell LLP at Suite 3810, Bankers Hall West 888 3rd Street SW, Calgary, Alberta, on December 10, 2024 at 2:00 p.m. (Calgary time), to:

1. receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2023, and the report of the auditor thereon;
2. fix the number of directors of the Corporation to be elected at the Meeting at four (4) directors;
3. elect four (4) directors for the ensuing year;
4. appoint MNP LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration as such;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution to approve the adoption of a new 10% rolling stock option plan of the Corporation, as more particularly described in the accompanying management information circular and proxy statement of the Corporation (the “**Information Circular**”);
6. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders approving Callisto Capital Corp. becoming a new “Control Person” (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) of the Corporation pursuant to the conversion of the Convertible Debenture (as defined in the Information Circular) (the “**Control Person Resolution**”), the full text of which is set forth in the accompanying Information Circular; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Registered Shareholders are requested to date and sign the enclosed Instrument of Proxy and deposit it with Odyssey Trust Company, Suite 702 - 67 Yonge St., Toronto, Ontario M5E 1J8 (Attention: Proxy Department), by facsimile at (800) 517-4553 (if outside North America) or by internet at <https://login.odysseytrust.com/pxlogin> at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof. All instructions are listed in the enclosed form of proxy. The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

The board of directors of the Corporation has fixed the record date for the Meeting at the close of business on October 24, 2024 (the “**Record Date**”). Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers the ownership of his or her Common Shares after the Record Date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands not later than ten (10) days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Particulars of the foregoing matters are set forth in the accompanying Information Circular. The financial statements for the year ended December 31, 2023, and the report of the auditor of the Corporation thereon are available on SEDAR+ at www.sedarplus.com.

DATED at Calgary, Alberta as of November 6, 2024

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Shawn Dym"

Shawn Dym

Director and Chair of the Board of Directors



**ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS**

TO BE HELD ON DECEMBER 10, 2024

**NOTICE OF MEETING
AND MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT**

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF DECIBEL CANNABIS COMPANY INC. OF PROXIES TO BE VOTED AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF DECIBEL CANNABIS COMPANY INC. TO BE HELD ON DECEMBER 10, 2024

TO BE HELD AT:

**Suite 3810, Bankers Hall West
888 3rd Street SW
Calgary, Alberta**

At 2:00 p.m. (Calgary time)



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Decibel Cannabis Company Inc. (the “**Corporation**”) will be held at the offices of Cassels Brock & Blackwell LLP at Suite 3810, Bankers Hall West 888 3rd Street SW, Calgary, Alberta, on December 10, 2024 at 2:00 p.m. (Calgary time), to:

1. receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2023, and the report of the auditor thereon;
2. fix the number of directors of the Corporation to be elected at the Meeting at four (4) directors;
3. elect four (4) directors for the ensuing year;
4. appoint MNP LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration as such;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution to approve the adoption of a new 10% rolling stock option plan of the Corporation, as more particularly described in the accompanying management information circular and proxy statement of the Corporation (the “**Information Circular**”);
6. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders approving Callisto Capital Corp. becoming a new “**Control Person**” (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) of the Corporation pursuant to the conversion of the Convertible Debenture (as defined in the Information Circular) (the “**Control Person Resolution**”), the full text of which is set forth in the accompanying Information Circular; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Registered Shareholders are requested to date and sign the enclosed Instrument of Proxy and deposit it with Odyssey Trust Company, Suite 702 - 67 Yonge St., Toronto, Ontario M5E 1J8 (Attention: Proxy Department), by facsimile at (800) 517-4553 (if outside North America) or by internet at <https://login.odysseytrust.com/pxlogin> at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof. All instructions are listed in the enclosed form of proxy. The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

The board of directors of the Corporation has fixed the record date for the Meeting at the close of business on October 24, 2024 (the “**Record Date**”). Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers the ownership of his or her Common Shares after the Record Date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands not later than ten (10) days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Particulars of the foregoing matters are set forth in the accompanying Information Circular. The financial statements for the year ended December 31, 2023, and the report of the auditor of the Corporation thereon are available on SEDAR+ at www.sedarplus.com.

DATED at Calgary, Alberta as of November 6, 2024

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Shawn Dym"

Shawn Dym

Director and Chair of the Board of Directors



**MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT
DATED NOVEMBER 6, 2024**

**For the Annual and Special Meeting
of Shareholders to be held on December 10, 2024**

PROXIES

Solicitation of Proxies

This management information circular and proxy statement (the “**Information Circular**”) is provided in connection with the solicitation by management of Decibel Cannabis Company Inc. (“**Decibel**” or the “**Corporation**”) of proxies from the holders (“**Shareholders**”) of common shares of the Corporation (the “**Common Shares**”) for the annual and special meeting (the “**Meeting**”) of the Shareholders of the Corporation to be held on December 10, 2024 at 2:00 p.m. (Calgary time) at the offices of Cassels Brock & Blackwell LLP, at Suite 3810, Bankers Hall West 888 3rd Street SW, Calgary, Alberta T2P 5C5, or at any adjournment thereof for the purposes set out in the accompanying notice of annual and special meeting of Shareholders (“**Notice of Meeting**”).

The board of directors of the Corporation (the “**Board**”) has fixed the record date for the Meeting as the close of business on October 24, 2024 (the “**Record Date**”). Only Shareholders of record on the Record Date are entitled to notice of, and to attend and vote at, the Meeting, unless a Shareholder transfers the ownership of his or her Common Shares subsequent to that date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands not less than ten (10) days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Unless otherwise stated, the information in this Information Circular is given as at the Record Date.

This solicitation is made on behalf of management of the Corporation. The Corporation is not using “notice-and-access” to send its proxy-related materials to Shareholders, and paper copies of such materials will be sent to all Shareholders. The costs incurred in the preparation and mailing of the instrument appointing a proxy (the “**Instrument of Proxy**”), Notice of Meeting and this Information Circular will be borne by the Corporation. In addition to mailing Instruments of Proxy, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the Beneficial Shareholders (as defined below) by such persons, and since costs are being borne by the Corporation, the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The Corporation does not intend to pay for costs of an intermediary to deliver to objecting Beneficial Shareholders the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary* of NI 54-101, and objecting Beneficial Shareholders will not receive the materials unless their intermediary assumes the cost of delivery.

Appointment and Revocation of Proxies

The Instrument of Proxy must be in writing and must be executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by a duly authorized officer or attorney of the corporation.

The persons named (the “**Management Designees**”) in the enclosed Instrument of Proxy have been selected by the Board and have indicated their willingness to represent, as proxy, the Shareholder who appoints them. **A Shareholder has the right to designate a person (who need not be a Shareholder) other than the Management Designees to represent him or her at the Meeting.** Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy, the name of the person to be designated and by striking out the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the Corporation’s transfer agent, Odyssey Trust Company, Suite 702 - 67 Yonge St, Toronto, Ontario M5E 1J8 (Attention: Proxy Department), by facsimile at (800) 517-4553 (if outside North America) or by internet at <https://login.odysseytrust.com/pxlogin> at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy. Shareholders should notify any nominee that is not a Management Designee of the appointment, obtain the nominee’s consent to act as proxy and should provide instructions on how the Shareholder’s Common Shares are to be voted. The nominee should bring personal identification with him or her to the Meeting. In any case, the form of proxy should be dated and executed by the Shareholder, or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form).

A Shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the Shareholder or by his or her authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the registered office of the Corporation or with Odyssey Trust Company, 1230, 300 – 5 Avenue SW, Calgary, Alberta T2P 3C4, at any time prior to 4:30 p.m. (Calgary time) on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or at any adjournment thereof.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders who appear on the records maintained by the Corporation’s transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder’s name. 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 shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Securities Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for their clients (the Beneficial Shareholder). **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of the Meeting. Every broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from their clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) or another intermediary. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of Internet or telephone, for example). Broadridge then 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 voting instruction form from Broadridge or another intermediary it cannot be used as a proxy to vote Common Shares directly at the Meeting as the proxy must be returned (or otherwise reported) as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to Shareholders in this Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

Exercise of Discretion by Proxy

Each Shareholder may instruct his or her proxy how to vote his or her Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting, by properly executed proxies, will be voted or withheld from voting (including the voting on any ballot) and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy accepted by the Corporation, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.**

The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments or variations of those matters identified in the Instrument of Proxy and Notice of Meeting and with respect to any other matters which may properly be brought before the Meeting or any adjournment thereof. As of the time of printing this Information Circular, management knows of no such amendment, variation or other matter. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.

QUORUM

The by-laws of the Corporation provide that a quorum of Shareholders is present at a meeting of Shareholders of the Corporation if at least one person holding or representing by proxy not less than five percent (5%) of the outstanding shares of the Corporation entitled to vote at the Meeting is present.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. As at the Record Date there were 409,039,066 Common Shares issued and outstanding and no preferred shares issued and outstanding and as of the date of this Information Circular, there were 442,542,930 Common Shares issued and outstanding. The Common Shares are the only shares entitled to be voted at the Meeting and holders of Common Shares are entitled to one vote for each Common Share held.

Holders of Common Shares as at the Record Date (being October 24, 2024) are entitled to vote such Common Shares at the Meeting except to the extent that: (a) the Shareholder has transferred the ownership of any of his, her or its Common Shares, as applicable, after the Record Date; and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he, she or it, as applicable, owns the Common Shares, and demands not later than ten (10) days before the Meeting that his, her or its name, as applicable, be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his, her or its Common Shares, as applicable, at the Meeting.

To the knowledge of the Corporation's directors and executive officers, as at the date hereof, no person or company beneficially owns or controls or directs, directly or indirectly, Common Shares carrying more than ten percent (10%) of the votes attached to all of the issued and outstanding Common Shares.

MATTERS TO BE ACTED UPON AT THE MEETING

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

Receipt of the Financial Statements and Auditors' Report

At the Meeting, Shareholders will receive and consider the audited financial statements of the Corporation for the year ended December 31, 2023, and the auditors' report thereon. The audited financial statements of the Corporation for the year ended December 31, 2023, and the auditors' report thereon have been approved by the Board and no formal action is required, or proposed to be taken, at the Meeting with respect to these financial statements. These financial statements are available at the Corporation's profile on SEDAR+ at www.sedarplus.com.

Fixing the Number of Directors

At the Meeting, it is proposed that the number of directors of the Corporation to be elected at the Meeting be set at four (4), as may be adjusted between Shareholders' meetings by way of resolution of the Board, in accordance with the articles of the Corporation. **Accordingly, unless otherwise, directed, it is the intention of management to vote proxies in the accompanying Instrument of Proxy in favour of fixing the number of directors of the Corporation to be elected at the Meeting at four (4).**

Election of Directors

The Corporation currently has four (4) directors each of whose term of office expires at the Meeting. Nadia Vattovaz, Shawn Dym and Jakob Ripshtein are standing for re-election as directors of the Corporation at the Meeting. Manjit Minhas, currently a director and a member of the Compensation, Corporate Governance and Nominating Committee (as defined herein) will not stand for re-election at the Meeting. Benjamin Sze, the Corporation's Chief Executive Officer and previously a director of the Corporation from December 2019 to November 2020, will also stand for election at the Meeting. **Unless otherwise directed, it is the intention of management to vote proxies in the accompanying Instrument of Proxy in favour of the election as directors for the ensuing year the four (4) nominees hereinafter set forth:**

Nadia Vattovaz
Shawn Dym
Jakob Ripshtein
Benjamin Sze

Management does not contemplate that any of such nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of Shareholders or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* (Alberta).

The following table sets forth various details with respect to each of the persons proposed to be nominated for election as a director.

Name, Province/State and Country of Residence	Position Presently Held	Director Since	Principal Occupation During the Five Preceding Years	Number and Percentage⁽¹⁾ of Common Shares Beneficially Owned or Controlled or Directed on November 6, 2024
Nadia Vattovaz ⁽²⁾⁽³⁾ Ontario, Canada	Director	December 9, 2022	CFO and Head of Logistics of Sporting Life Group. Former Chief Financial Officer & Chief Operating Officer of Fire & Flower Inc.	100,000 0.02%
Shawn Dym ⁽²⁾ Ontario, Canada	Director and Chair of the Board	December 9, 2022	Managing Director of York Plains Investments. Advisor to the Board of Green Acre Capital (Canada's largest cannabis private investment fund)	8,060,500 ⁽⁴⁾ 1.82%
Jakob Ripshtein ⁽²⁾⁽³⁾ Ontario, Canada	Director	December 9, 2022	Mr. Ripshtein served as the President of Aphria Inc. (“ Aphria ”), which was acquired by Tilray, Inc. (NASDAQ: TLRY). He joined Aphria after spending years as the Chief Financial Officer of Diageo North America Inc. (“ Diageo ”) (NYSE: DEO) and President of Diageo Canada. Mr. Ripshtein is currently CEO of Perennial Brands Inc.	Nil
Benjamin Sze Calgary, Alberta	Chief Executive Officer	N/A	Mr. Sze is the current Chief Financial Officer of Decibel, after previously serving in the same role, and as a director of the Corporation, from December 2019 to November 2020.	9,833,333 ⁽⁵⁾ 2.22%

Notes:

- (1) As of the date of this Information Circular, there were 442,542,930 Common Shares issued and outstanding.
- (2) Current members of the Corporation's audit committee (the “**Audit Committee**”).

- (3) Current members of the Corporation's compensation, corporate governance and nominating committee (the "**Compensation, Corporate Governance and Nominating Committee**").
- (4) All 3,860,500 of these Common Shares are held by Green Room Investments Inc., a corporation which Mr. Dym has a 50% interest in.
- (5) Includes 5,833,333 Common Shares held by Mr. Sze's spouse.

The Board has adopted a policy (the "**Majority Voting Policy**") which requires that any nominee for director who receives a greater number of votes "withheld" than votes "for" their election as a director shall, forthwith following the applicable shareholders' meeting, submit their resignation to the Board. The Board shall make a determination whether to accept or reject the resignation within ninety (90) days of the applicable shareholders' meeting and a press release shall be issued by the Corporation announcing the Board's determination and the reasons for such determination. In determining whether to accept or reject the tendered resignation, the Board will assess all matters the Board believes to be relevant and shall accept such resignation absent exceptional circumstances. Any director who tenders their resignation shall not participate in any meetings to consider whether the resignation shall be accepted. The Majority Voting Policy applies only to uncontested elections, meaning elections where the number of nominees for director is equal to the number of directors to be elected. If the Board determines to accept the resignation, the Board may fill any vacancy resulting from a resignation pursuant to the Majority Voting Policy in accordance with the Corporation's by-laws and articles and applicable laws.

Cease Trade Orders

Other than as set forth below, to the knowledge of the management of the Corporation, none of the proposed directors is, or has been in the last ten (10) years, a director, chief executive officer or chief financial officer of an issuer (including the Corporation) that: (a) while that person was acting in that capacity, was the subject of a cease trade order or similar order, or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than thirty (30) consecutive days; or (b) was, after that person ceased to be a director, chief executive officer or chief financial officer, the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than thirty (30) consecutive days, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.

Mr. Jakob Ripshtein was the Executive Chairman, and Acting Chief Executive Officer, of YourWay Cannabis Brands Inc. ("**YourWay**"), the securities of which became subject to a cease trade order issued by the British Columbia Securities Commission and the Ontario Securities Commission (on behalf of the applicable Canadian securities regulatory authorities) on May 10, 2022 (the "**CTO**") for failure to file its audited annual financial statements for the year ended December 31, 2021. The CTO remained in place until the securities were officially delisted on November 7, 2023.

Bankruptcies

Other than as set forth below, to the knowledge of the management of the Corporation, no proposed director of the Corporation is, or within the ten (10) years prior to the date of this Information Circular was: (a) declared 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 the assets of that person; or (b) was a director or executive officer of a corporation (including the Corporation) that while that person was acting in that capacity or within one (1) year of the person ceasing to act as a director or officer of the corporation became bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Jakob Ripshtein was the Chief Executive Officer and director of Humble & Fume Inc. ("**Humble**"), which initiated proceedings (the "**Humble CCAA Proceedings**") under the *Companies Creditors Arrangement Act* (Canada) (the "**CCAA**") on January 5, 2024. On April 26, 2024, the monitor under the Humble CCAA Proceedings delivered its certificate, which among other things, confirmed that all conditions to closing had been satisfied and that Humble had been purchased pursuant to the Approval and Vesting Order of the Court granted on March 7, 2024.

Mr. Shawn Dym was a director of Humble at the time the Humble CCAA Proceedings commenced.

Penalties or Sanctions

To the knowledge of management of the Corporation, no proposed director of the Corporation has been subject to: (a) 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 (b) 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 of the Corporation.

Stock Option Plan

At the Meeting, shareholders will be asked to pass an ordinary resolution (the “**2024 Option Plan Resolution**”) approving the adoption of a new “rolling up to 10%” stock option plan of the Corporation (the “**2024 Option Plan**”). The 2024 Option Plan was approved by the Board on November 5, 2024. The 2024 Option Plan shall become effective upon the receipt of approval of the Shareholders and the final acceptance of the TSX Venture Exchange (the “**Exchange**”) and will replace the previous stock option plan of the Corporation (the “**2018 Option Plan**”). All of the options to purchase Common Shares (“**Options**”) currently outstanding under the 2018 Option Plan (the “**Outstanding Options**”) will remain outstanding and in full force and effect in accordance with their terms after the Effective Date. However, following the Effective Date, no additional grants shall be made pursuant to the 2018 Option Plan and the 2018 Option Plan will terminate on the date upon which no Outstanding Options remain outstanding. As a result, all future grants of Options will be subject to the rules and restrictions of the 2024 Option Plan.

The 2024 Option Plan is a “rolling up to 10% plan”, meaning that the aggregate maximum number of Common Shares available for issuance pursuant to the exercise of Options under the 2024 Option Plan is equal to ten percent (10%) of the total issued and outstanding Common Shares from time to time. Pursuant to the policies of the Exchange, the 2024 Option Plan must receive Shareholder approval annually. A summary of certain provisions of the 2024 Option Plan is set out below, and a full copy of the 2024 Option Plan is attached as Schedule “C” hereto. This summary is qualified in its entirety to the full copy of the 2024 Option Plan.

Purpose

The 2024 Option Plan is a long-term incentive plan that, once approved, permits the grant of Options to directors, officers and employees of, and consultants to, the Corporation and its subsidiaries, subject to the restrictions therein. The purpose of the 2024 Option Plan is to provide the Corporation with a mechanism to attract, retain and motivate talent, promote share ownership of the eligible individuals to align the interests of such individuals with the interest of the Shareholders, and enable and encourage eligible individuals to participate in the long-term growth and success of the Corporation.

Limitations under the 2024 Option Plan

The 2024 Option Plan is a “rolling up to 10%” security-based compensation plan in accordance with section 3.1(c) of Policy 4.4 of the Exchange. Therefore, the aggregate maximum number of Common Shares available for issuance pursuant to the exercise of Options granted under the 2024 Option Plan will be ten percent (10%) of the total issued and outstanding Common Shares from time to time (on a non-diluted basis). Any Common Shares underlying the Options that have been exercised or disposed of or that have expired or been terminated for any reason (without being exercised) become available for subsequent issuance under the 2024 Option Plan (up to the maximum 10% of all issued and outstanding Common Shares).

In addition, any grant of Options shall be subject to the following restrictions (subject to applicable Shareholder approval in accordance with the policies of the Exchange):

- the aggregate number of Common Shares available for issuance pursuant to Options granted under the 2024 Option Plan to any one individual in any twelve (12) month period must not exceed five percent (5%) of the issued and outstanding Common Shares as determined at the time of such grant;

- the aggregated number of Common Shares available for issuance pursuant to Options granted under the 2024 Option Plan to Insiders (as defined below), as a group, must not exceed ten percent (10%) of the issued and outstanding Common Shares at any one time;
- the aggregate number of Common Shares available for issuance pursuant to Options granted under the 2024 Option Plan to Insiders (as defined below), as a group, in any twelve (12) month period must not exceed ten percent (10%) of the issued and outstanding Common Shares as determined at the time of such grant;
- the aggregate number of Common Shares available for issuance pursuant to Options granted under the 2024 Option Plan to any one person who is a Consultant in any twelve (12) month period must not exceed two percent (2%) of the issued and outstanding Common Shares as determined at the time of such grant; and
- the aggregate number of Common Shares available for issuance pursuant to Options granted under the 2024 Option Plan to all Investor Relations Services Providers in any twelve (12) month period must not exceed two percent (2%) of the issued and outstanding Common Shares as determined at the time of such grant.

Except as permitted by the Board, and to the extent that certain rights may pass to a beneficiary or legal representative upon death of a participant by will or as required by applicable law, Options are not assignable or transferable.

Description of Options issuable under the 2024 Option Plan

All Options granted under the 2024 Option Plan will have an exercise price fixed by the Board when the Option is granted. Such price shall not be less than the Discounted Market Price (as such term is defined in the policies of the Exchange) on the date that the Option is granted and such exercise price shall be determined in accordance with the policies of the Exchange or other applicable stock exchange.

Exercise of Options

Subject to the provisions of the 2024 Option Plan, vested Options may be exercised by delivery to the Corporation of a properly executed Exercise Notice accompanied by payment in full of the exercise price and any applicable withholding taxes in respect of the Options. The Corporation may, at its discretion, permit the person exercising the Option to elect that the Corporation satisfy its obligations with respect to the Options by issuing such number of Common Shares equal in value to the difference between: (i) the VWAP of the Common Shares on the applicable day; and (ii) the aggregate exercise price of the vested Options being exercised (the “**Net Share Exercise Right**”). The Net Share Exercise Right is not available to any Investor Relations Service Providers in accordance with the policies of the Exchange.

In addition, the Corporation may permit a broker-assisted cashless exercise whereby the participant elects to receive:

- (a) an amount in cash equal to the cash proceeds realized upon the sale in the capital markets of the Common Shares underlying the vested Options by a securities dealer designated by the Corporation, less the aggregate exercise price, any applicable withholding taxes, and any transfer costs charged by the securities dealer to sell the Common Shares;
- (b) an aggregate number of Common Shares that is equal to the number of Common Shares underlying the vested Options minus the number of Common Shares sold in the capital markets by a securities dealer designated by the Corporation as required to realize cash proceeds equal to the aggregate exercise price, any applicable withholding taxes and any transfer costs charged by the securities dealer to sell the Common Shares; or
- (c) a combination of (a) and (b).

2024 Option Plan Resolution

The text of the 2024 Option Plan Resolution to be considered at the Meeting will be substantially as follows:

“**BE IT RESOLVED** as an ordinary resolution of the Corporation that:

1. the rolling up to 10% stock option plan (the “**2024 Option Plan**”) of the Corporation, substantially in the form attached as Schedule “C” to the information circular of the Corporation dated November 6, 2024, be and is hereby approved and adopted as the stock option plan of the Corporation;
2. the form of 2024 Option Plan may be amended in order to satisfy the requirements or requests of the TSX Venture Exchange or any regulatory authorities without requiring further approval of the shareholders of the Corporation; and
3. any one or more officers or directors of the Corporation be and are hereby authorized and directed for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute, deliver and file all such documents and to take all such other action(s) as may be deemed necessary or desirable for the implementation of this resolution and any matters contemplated thereby.”

The foregoing ordinary resolution must be approved by a simple majority of the votes cast at the Meeting by the Shareholders voting in person or by proxy. **The Board believes the passing of the 2024 Option Plan Resolution is in the best interests of the Corporation and recommends that the Shareholders vote IN FAVOUR of the 2024 Option Plan Resolution. Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies in favour of the 2024 Option Plan Resolution.**

Control Person Resolution

In accordance with the policies of the Exchange’s Corporate Finance Manual (the “**Manual**”), the Corporation is required to obtain the approval of the disinterested Shareholders to approve the creation of a Control Person. The Manual defines “Control Person” as any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of a company so as to affect materially the control of the company, or that holds more than 20% of the outstanding Common Shares except where there is evidence showing that the holder of those securities does not materially affect the control of the company.

At the Meeting, shareholders will be asked to consider, and if thought fit, to pass, with or without variation, an ordinary resolution to ratify, confirm, and approve the creation of Callisto Capital Corp. as a Control Person (the “**Control Person Resolution**”).

Background

As announced by the Corporation on October 28, 2024 the Corporation entered into an assignment agreement (the “**Assignment Agreement**”) with Callisto Capital Corp. (“**Callisto**”), pursuant to the terms of which Callisto assigned all of its rights, title and interest, and obligations under a subscription agreement dated October 28, 2024 (the “**Subscription Agreement**”) among Atlas Global Brands Inc. (“**Atlas**”), AgMedica Biosciences Inc. (“**AgMedica**”), GreenSeal Nursery, Ltd. (“**GreenSeal Nursery**”), Callisto and 1001026275 Ontario Inc. (the “**FacilityCo Purchaser**”). Pursuant to the Subscription Agreement and in connection with the creditor protection proceedings of Atlas and its Ontario subsidiaries (including AgMedica and GreenSeal Nursery) pursuant to the *Companies’ Creditors Arrangement Act* (the “**CCAA Proceedings**”), the Corporation acquired all of the issued and outstanding shares of AgMedica and GreenSeal Nursery following corporate reorganizations of those entities, and the FacilityCo Purchaser acquired all the issued and outstanding shares of the 5047346 Ontario Inc., being the AgMedica subsidiary that owns AgMedica’s facility in Chatham, Ontario, used by AgMedica to cultivate cannabis.

On October 4, 2024, the Court granted an order under the CCAA Proceedings (the “**Approval and Reverse Vesting Order**”) pursuant to which the Court, among other things, approved the Subscription Agreement and the transactions contemplated thereunder. Among other things, the Approval and Reverse Vesting Order authorized and directed (1) AgMedica and GreenSeal Nursery to issue shares to the Callisto (which right was subsequently assigned by Callisto to the Corporation pursuant to the Assignment Agreement), (2) AgMedica to transfer all the issued and outstanding shares of the AgMedica subsidiary that owns the Chatham facility to the FacilityCo Purchaser, and, (3) upon closing of the transactions, the termination and cancellation all previously issued shares of each of AgMedica and GreenSeal

Nursery without consideration. Callisto, among others, provided certain debtor-in-possession financing to Atlas pursuant to the CCAA Proceedings. The transaction for the Corporation to acquire AgMedica and GreenSeal Nursery (the “**Transaction**”) was completed on October 28, 2024. In connection with the Transaction, the Corporation also entered into an industrial lease agreement with 5047346 Ontario Inc. In addition, pursuant to the terms of the Assignment Agreement, upon completion of the Transaction the Corporation entered into a sale and leaseback agreement pursuant to which it transferred to, and leased back from Callisto for nominal cost, certain equipment previously owned by AgMedica (the “**Leaseback Agreement**”). At the end of the five (5) year term of the Leaseback Agreement, the Corporation has the option to repurchase the equipment for a nominal value.

Convertible Debenture

As consideration for the assignment of Callisto’s rights under the Subscription Agreement, pursuant to the Assignment Agreement the Corporation issued to Callisto an unsecured convertible debenture in the principal amount of CAD\$6,300,000.00 (the “**Convertible Debenture**”). Pursuant to the terms of the Convertible Debenture, if, prior to April 28, 2025 (the “**Maturity Date**”), the Control Person Resolution is approved, the principal amount under the Convertible Debenture shall automatically be converted into Common Shares at a price of \$0.055 per Common Share, which was determined based on the closing price of the Common Shares on the TSXV on October 25, 2024, being the trading day prior to the announcement of the Transaction. In the event the Control Person Resolution is not approved, the Convertible Debenture shall not be converted and the principal amount under the Convertible Debenture, plus interest accrued thereon, shall be payable to Callisto on the Maturity Date, unless that at such time, Callisto would own less than twenty percent (20%) of the issued and outstanding Common Shares following conversion of the Convertible Debenture, in which case, conversion will be subject to the Exchange’s approval of the Transaction pursuant to Exchange Policy 5.3 *Acquisitions and Dispositions of Non-Cash Assets*, including approval of Callisto as an “Insider”, as defined in the Manual. No interest will accrue between the issuance date of the Convertible Debenture and five (5) business days following the date of the Meeting if the Control Person Approvals are not obtained by the Corporation. Following this interest free period, interest shall begin to accrue at the rate of fifteen percent (15%) per annum.

In the event the Control Person Resolution is approved, Callisto will be issued 114,545,455 Common Shares. On October 30, 2024, the Corporation announced a private placement of up to 58,333,333 Common Shares (the “**Private Placement**”). On November 4, 2024, the Corporation announced that it had completed a first closing of the Private Placement pursuant to which it issued 33,503,864 Common Shares for gross proceeds of approximately \$2,010,232. As of the date of this Information Circular, Callisto would own approximately 20.56% of the issued and outstanding Common Shares following conversion of the Convertible Debenture, based on there being 442,542,930 Common Shares issued and outstanding. In the event that an additional closing or closings of the Private Placement will have been completed prior to conversion of the Convertible Debenture, and the maximum number of Common Shares have been issued pursuant to the Private Placement, Callisto will own approximately 19.68% of the issued and outstanding Common Shares, assuming no other Common Shares have been issued prior to the conversion.

Callisto is a corporation incorporated pursuant to the laws of the Commonwealth of The Bahamas. Gary J. Drummond is the 100% ultimate beneficial owner of Callisto. He is also the sole director of Callisto.

Callisto, nor its insider was, at the time of entering the Assignment Agreement, a “related party” of the Corporation pursuant to Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) and do not hold any Common Shares of the Corporation, and therefore the Assignment Agreement and Transaction are not subject to MI 61-101 or Exchange Policy 5.9 *Protection of Minority Security Holders in Special Transactions* and no votes are required to be excluded from the calculation of the approval for the Control Person Resolution, in accordance with the Manual.

Copies of the Assignment Agreement, Subscription Agreement, and Convertible Debenture are available under the Corporations profile at SEDAR+ at www.sedarplus.com.

The text of the Control Person Resolution will be presented as follows, with or without modification:

“**BE IT RESOLVED**, as an ordinary resolution of the disinterested shareholders of Callisto Capital Corp. (the “**Corporation**”), that:

1. the issuance of common shares of the Corporation (the “**Common Shares**”) from treasury pursuant to the terms and conditions of the unsecured convertible debenture dated October 28, 2024 to Callisto Capital Corp., which will result in Callisto Capital Corp. becoming a new “**Control Person**” (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) of the Corporation, all as more particularly described in the management information circular of the Corporation dated November 6, 2024, be and the same is hereby authorized and approved;
2. subject to regulatory approval, and in compliance with the policies of the TSX Venture Exchange (the “**Exchange**”), the shareholders of the Corporation hereby approve Callisto Capital Corp. as a “**Control Person**” of the Corporation, as defined by the policies of the Exchange;
3. any officer or director of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to execute and deliver all documents and instruments and to take such other actions as they may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions; and
4. the directors may revoke these resolutions before they are acted upon without further approval of the shareholders of the Corporation.”

The foregoing ordinary resolution must be approved by a simple majority of the votes cast at the Meeting by the Shareholders voting in person or by proxy. **The Board believes the passing of the Control Person Resolution is in the best interests of the Corporation and recommends that the Shareholders vote IN FAVOUR of the Control Person Resolution. Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies in favor of the Control Person Resolution.**

STATEMENT OF EXECUTIVE COMPENSATION

The Corporation’s disclosure with respect to certain director and executive compensation matters and practices is set forth in Schedule “A” hereto.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the end of the Corporation’s most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a)) ⁽¹⁾ (c)
Equity compensation plans approved by securityholders	70,567,657	\$0.31	14,950,315

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a)) ⁽¹⁾ (c)
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	70,567,657	\$0.31	14,950,315

Note:

- (1) Represents the maximum aggregate number of additional Common Shares issuable under the 2018 Option Plan and/or the RSU Plan (as defined herein). The aggregate number of Common Shares that may be reserved for issuance under the 2018 Option Plan, when combined with the RSU Plan and the 2024 Option Plan, shall not exceed twenty percent (20%) of the Corporation's issued and outstanding Common Shares as of the date of implementation of the 2018 Option Plan and the RSU Plan. See Schedule "A" - Statement of Executive Compensation – Elements of Compensation.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

At no time during the most recently completed fiscal year was there any indebtedness of any executive officer, director, employee or any former executive officer, director or employee of the Corporation, or any associate of any of the foregoing, to the Corporation or to any other entity which is, or at any time since the beginning of the most recently completed financial period, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

APPOINTMENT OF AUDITOR

MNP LLP, Chartered Professional Accountants, ("MNP") is the Corporation's auditor and was appointed as the Corporation's auditor on August 14, 2024. Management is recommending the appointment of MNP as auditor for the Corporation, to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board. Notices of change of auditor, and confirmation letters from each of the former and successor auditors of the Corporation, are attached as Schedule "D" hereto, pursuant to the requirements of National Instrument 51-102 - *Continuous Disclosure Obligations* ("NI 51-102").

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

There were no material interests, direct or indirect, of any Informed Persons (as defined in NI 51-102) of the Corporation, any proposed director, or any known associate or affiliate of such persons, in any transaction since the commencement of the last completed financial year of the Corporation, or in any proposed transaction which has materially affected, or would materially affect, the Corporation or any of the Corporation's subsidiaries and affiliates.

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

No director or executive officer of the Corporation, or any proposed nominee of management of the Corporation for election as a director of the Corporation, nor 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 matters to be acted upon at the Meeting, save and except for the election of directors and the approval of the 2024 Option Plan. See "*Particulars of Matters to be Acted Upon*". See also "*Interest of Informed Persons in Material Contracts*".

AUDIT COMMITTEE INFORMATION

The following disclosure is provided in accordance with National Instrument 52-110 – *Audit Committees* (“NI 52-110”). The Corporation is a venture issuer and relies on an exemption to provide the Audit Committee disclosure contained in this Information Circular as required by Form 52-110F2 – *Disclosure by Venture Issuers*.

Audit Committee Charter

The Board has adopted the Audit Committee Charter for the Audit Committee which is attached hereto as Schedule “B”.

The Audit Committee is a committee of the Board established for the purpose of overseeing the accounting and financial reporting processes of Decibel and annual external audits of the financial statements. The Audit Committee has formally set out its responsibilities and compensation requirements in fulfilling its oversight in relation to Decibel’s internal accounting standards and practices, financial information, accounting systems and procedures.

Composition of the Audit Committee

The current members of the Audit Committee, all of whom are financially literate (for the purposes of NI 52-110), are Nadia Vattovaz (Chair), Shawn Dym and Jakob Ripshtein all of whom are independent directors. See “*Corporate Governance Disclosure – Board of Directors*”.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Corporation. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment.

A member of the Audit Committee is considered financially literate if he or she 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 Corporation.

Collectively, the Audit Committee has the education and experience to fulfill the responsibilities outlined in the Audit Committee Charter. The education and related experience of each of the Audit Committee members relevant to the performance of their responsibilities as members of the Audit Committee are set out below.

Nadia Vattovaz (Chair)

Ms. Vattovaz currently serves as the Chief Financial Officer and Head of Logistics of Sporting Life Group. Ms. Vattovaz formerly served as the Chief Operating Officer of Fire & Flower Inc. and as the VP Finance and Procurement for Holt Renfrew. Prior thereto, Ms. Vattovaz held senior financial positions at each of Canadian Tire and Maple Leaf Foods.

Jakob Ripshtein

Mr. Ripshtein currently serves on the boards of Nextage Innovation and CordovaCann Corp, (“**Cordova**”). Mr. Ripshtein also served on the audit committees of Humble, Cordova and YourWay, while additionally serving as the Chief Executive Officer of Humble and acting Chief Executive Officer of YourWay. Prior to, Mr. Ripshtein served as the President of Aphria, which was acquired by Tilray, Inc. (NASDAQ: TLRY). He joined Aphria after spending years as the Chief Financial Officer of Diageo (NYSE: DEO) and President of Diageo Canada, the multinational beverage giant behind such global brands as Johnnie Walker, Don Julio, Guinness, Baileys, Smirnoff and Captain Morgan. Mr. Ripshtein is currently Chief Executive Officer of Perennial Brands Inc, a full life-cycle brand strategy organization.

Shawn Dym

Mr. Dym currently serves as a director for Humble and is currently the President and Principal of Green Room

Investments Inc.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), Section 3.2 of NI 52-110 (Initial Public Offerings), Section 3.4 of NI 52-110 (Events Outside Control of Member), or Section 3.6 of NI 52-110 (Temporary Exemption for Limited and Exceptional Circumstances), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (Exemptions) or in Section 3.8 of NI 52-110 (Acquisition of Financial Literacy).

Pre-Approval Policies and Procedures

The Audit Committee reviews the planning and results of external audit activities and the ongoing relationship with the external auditor including in relation to the engagement of any non-audit services.

External Auditor Service Fees (By Category)

The aggregate fees paid by Decibel to the external auditors of Decibel for the last two financial years for audit and other fees are as follows:

Fiscal Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾	Total
December 31, 2023	\$779,159	Nil	\$57,680	Nil	\$836,839
December 31, 2022	\$695,056	Nil	\$59,380	Nil	\$754,436

Notes:

- (1) "Audit Fees" include (i) fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements, (ii) fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements, and (iii) 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.
- (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, which includes systems and organizational controls audit services and privacy regulation compliance services.

CORPORATE GOVERNANCE DISCLOSURE

General

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Corporation. The Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Corporation is required to disclose its corporate governance practices as summarized below. The prescribed corporate governance disclosure for the Corporation is that contained in Form 58-101F2 which is attached to NI 58-101 (“**Form 58-101F2 Disclosure**”).

Set out below is a description of the Corporation’s current corporate governance practices, relative to Form 58-101F2 Disclosure (which is set out below in italics).

1. Board of Directors

The Board has plenary power to manage and supervise the management of the business and affairs of Decibel and to act in the best interest of Decibel. The Board is responsible for the overall stewardship of Decibel and approves all significant decisions that affect Decibel before they are implemented. The Board also considers their implementation and reviews the results. According to its mandate, the fundamental objectives of the Board are to enhance and preserve long-term shareholder value and to ensure that Decibel conducts business in an ethical and safe manner. In performing its functions, the Board’s mandate is to consider the legitimate interests that stakeholders, such as employees, customers and communities, may have in Decibel. The Board is currently comprised of four (4) directors.

National Policy 58-201 – *Corporate Governance Guidelines* suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director’s independent judgment.

Disclose the identity of directors who are independent

The Board has determined that three (3) directors of the Corporation standing for election at the Meeting are independent:

Nadia Vattovaz
Shawn Dym
Jakob Ripshtein

Manjit Minhas, who is not standing for re-election at the Meeting, is also independent.

Disclose the identity of directors who are not independent, and describe the basis for that determination.

The Board has determined that the Benjamin Sze, if elected, would not be independent as he also currently holds the position of Chief Executive Officer of the Corporation.

2. Directorships

If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer

None of Decibel's other directors are currently directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction.

3. Orientation and Continuing Education

Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the Board takes to provide continuing education for directors.

The Chief Executive Officer of Decibel, the Chair of the Board and the Compensation, Corporate Governance and Nominating Committee are jointly responsible for the provision of an orientation program for new directors to explain Decibel's approach to corporate governance and the nature and operation of its business. The Chief Executive Officer of Decibel is also responsible for generating continuing education opportunities for all directors so that members of the Board may maintain and enhance their skills as directors.

4. Ethical Business Conduct

Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.

Decibel has adopted the Decibel Code of Business Conduct and Ethics to deal with the business conduct of directors and officers of Decibel. In conjunction with the Decibel Code of Business Conduct and Ethics, the Board is of the view that the fiduciary duties placed on individual directors pursuant to corporate legislation and the common law, and the conflict of interest provisions under corporate legislation which restricts an individual director's participation in decisions of the Board in which the director has an interest, are sufficient to ensure that the Board operates independently of management and in the best interests of Decibel. The Board also encourages and promotes a culture of ethical business conduct by appointing directors who demonstrate integrity and high ethical standards in their business dealings and personal affairs.

5. Nomination of Directors

Disclose what steps, if any, are taken to identify new candidates for board nomination, including: (i) who identifies new candidates, and (ii) the process of identifying new candidates.

The Board has established a Compensation, Corporate Governance and Nominating Committee to review the composition, skills, size and tenure of the Board when considering the number of directors to recommend for election at the annual meeting of Shareholders. Among other factors, the Compensation, Corporate Governance and Nominating Committee of the Board takes into account the number of directors required to carry out the Board duties effectively, and to maintain a diversity of view and experience.

6. Compensation

Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including: (i) who determines compensation, and (ii) the process for determining compensation.

The Board has established the Compensation, Corporate Governance and Nominating Committee to determine compensation for the directors and the Chief Executive Officer of Decibel. The Compensation, Corporate Governance and Nominating Committee is empowered to: (a) recommend, review and approve corporate goals and objectives relevant to the Chief Executive Officer of Decibel and director performance and evaluate performance to determine compensation; (b) make recommendations to the Board regarding compensation including incentive and equity-based compensation plans; and (c) review director and executive officer compensation disclosure prior to its public disclosure. Jakob Ripshtein (Chair), Manjit Minhas and Nadia Vattovaz comprised the Compensation, Corporate Governance and Nominating Committee. The Compensation, Corporate Governance and Nominating Committee will be reconstituted by the Board following the Meeting, as Manjit Minhas is not standing for re-election at the Meeting.

7. Other Board Committees

If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

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

8. Assessment of Directors, the Board and Board Committees

Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.

The Board monitors the adequacy of information given to directors, the communications between the Board and management and the strategic direction and processes of the Board and its committees, to satisfy itself that the Board, its committees and its individual directors are performing effectively. In addition, pursuant to the Board mandate: (a) each director is subject to an annual evaluation of his or her individual performance; and (b) the collective performance of the Board and of each committee of the Board are subject to annual review.

OTHER MATTERS

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR+ at www.sedarplus.com. Financial information of the Corporation's most recently completed financial year is provided, or will be provided, in the Corporation's comparative financial statements and management discussion and analysis available on SEDAR+, or from the Corporation at:

Decibel Cannabis Company Inc.
1440 North Tower, 140-4th Avenue S.W.
Calgary, Alberta
T2P 3N3

SCHEDULE "A"

STATEMENT OF EXECUTIVE COMPENSATION

DECIBEL CANNABIS COMPANY INC.

Information Concerning Decibel Cannabis Company Inc.

Decibel Cannabis Company Inc. ("**Decibel**" or the "**Corporation**") is a cannabis company, focused on premium cannabis flower, vape, cannabis infused, and concentrate products, created through a vertically integrated business mode. Set forth below is the statement of executive compensation in the form of Form 51-102F6 - *Statement of Executive Compensation* ("**Form 51-102F6**") for the Corporation for the year ended December 31, 2023.

Compensation Discussion and Analysis

As at December 31, 2023, the named executive officers (as defined in Form 51-102F6 and as prescribed by National Instrument 51-102 – *Continuous Disclosure Obligations*) of the Corporation were Paul Wilson – Chief Executive Officer, Stuart Boucher – Chief Financial Officer, and Adam Coates – Chief Revenue Officer (each a "**Named Executive Officer**").

Compensation Objectives and Process

The objective of Decibel's executive compensation program is to motivate, reward and retain management talent that is needed to achieve Decibel's business objectives. The compensation program is designed to ensure that compensation is competitive with other companies of similar size and is commensurate with the experience, performance and contribution of the individuals involved and the overall performance of Decibel. In evaluating performance, the Compensation, Corporate Governance and Nominating Committee gives consideration to Decibel's long-term interests and quantitative financial objectives, as well to the qualitative aspects of the individual's performance and achievements.

Composition of the Compensation, Corporate Governance and Nominating Committee

The Compensation, Corporate Governance and Nominating Committee of the board of directors of Decibel (the "**Board**") is responsible for setting the overall compensation strategy of Decibel and administering Decibel's executive compensation program. The Compensation, Corporate Governance and Nominating Committee is empowered to: (a) recommend, review and approve corporate goals and objectives relevant to the Chief Executive Officer, Chief Financial Officer and director performance and evaluate performance to determine compensation; (b) make recommendations to the Board regarding compensation including incentive and equity-based compensation plans; and (c) review director and executive officer compensation disclosure prior to its public disclosure. As part of its mandate, the Compensation, Corporate Governance and Nominating Committee approves the remuneration of Decibel's executive officers, including the Named Executive Officers.

The Compensation, Corporate Governance and Nominating Committee may be comprised of up to three (3) Board members, provided that a majority of the members are "independent", under National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**"). During the year ended December 31, 2023 the Compensation, Corporate Governance and Nominating Committee was comprised of Jakob Ripshtein, Nadia Vattovaz and Manjit Minhas. Each of Jakob Ripshtein, Nadia Vattovaz and Manjit Minhas are independent directors within the meaning of NP 58-201. Set forth below is a brief summary of the education and experience of the members of the Compensation, Corporate Governance and Nominating Committee, which enables the members to make decisions on the suitability of the Corporation's compensation policies and practices of the Corporation.

Jakob Ripshtein (Chair):

Mr. Ripshtein currently serves on the boards of Nextage Innovation and CordovaCann Corp, ("**Cordova**"). Mr. Ripshtein also served on the audit committees Humble, Cordova and YourWay Cannabis ("**YourWay**"), while

additionally serving as the Chief Executive Officer of Humble and acting Chief Executive Officer of YourWay. Prior to, Mr. Ripshtein served as the President of Aphria Inc. ("**Aphria**"), which was acquired by Tilray, Inc. (NASDAQ: TRLRY). He joined Aphria after spending years as the Chief Financial Officer of Diageo North America Inc. ("**Diageo**") (NYSE: DEO) and President of Diageo Canada, the multinational beverage giant behind such global brands as Johnnie Walker, Don Julio, Guinness, Baileys, Smirnoff and Captain Morgan. Mr. Ripshtein is currently Chief Executive Officer of Perennial Brands Inc, a full life-cycle brand strategy organization.

Nadia Vattovaz:

Ms. Vattovaz currently serves as the Chief Financial Officer and Head of Logistics of Sporting Life Group. Ms. Vattovaz formerly served as the Chief Operating Officer of Fire & Flower Inc. and as the VP Finance and Procurement for Holt Renfrew. Prior thereto, Ms. Vattovaz held senior financial positions at each of Canadian Tire and Maple Leaf Foods.

Manjit Minhas:

Ms. Minhas is the Co-Founder and Chief Executive Officer of MCBSW Sales Co. (o/a Minhas Brewery and Distillery), a producer and distributor of liquor and beer products in North America, since 1999. Ms. Minhas also serves on the public board of ATB Financial, including sitting on its HR and Governance Committee, as well as serving as a member of the YYC Calgary Airport Authority's board of directors and audit committee. Since 2015 Ms. Minhas has been starring on CBC's Dragon's Den as a venture capitalist Dragon, using her entrepreneurial knowledge and experience to help others create successful businesses.

Elements of Compensation

The executive compensation program for the year ended December 31, 2023, was comprised of three principal components: base salaries (including cash-based incentives), option-based awards, and restricted share unit awards which are designed to provide a combination of cash and equity-based compensation to effectively retain and motivate the executive officers to achieve corporate goals and objectives. Each component of the executive compensation program is described below.

Base Salaries

Executive officers are paid a base salary to compensate and properly motivate them for providing the leadership and specific skills needed to fulfill their responsibilities. The payment of base salaries is an important component of Decibel's compensation program and serves to attract and retain qualified individuals. The base salaries for the executive officers are reviewed annually by the Compensation, Corporate Governance and Nominating Committee and are determined by considering the contributions made by the executive officers, how their compensation levels related to compensation packages that would be achievable by such officers from other opportunities and publicly available salary data. Salaries of the executive officers are not determined based on benchmarks or a specific formula.

Option-Based Awards

The process that Decibel uses to grant option-based awards to executive officers, including the Named Executive Officers, is for the Board to approve grants of options ("**Options**") to acquire common shares in the capital of the Corporation ("**Common Shares**") based on recommendations made by the Compensation, Corporate Governance and Nominating Committee from time to time pursuant to the Corporation's stock option plan (the "**Stock Option Plan**"). The factors that are taken into account when considering new grants under the Stock Option Plan are based upon a number of criteria, including the performance of the executive officers, the number of Options available for grant under the Stock Option Plan, the number of Options anticipated to be required to meet the future needs of Decibel, as well as the number of Options previously granted to each of the executive officers.

Restricted Share Unit Awards

The process that Decibel uses to grant restricted share unit awards ("**RSUs**") to executive officers, including the Named

Executive Officers, is for the Board to approve RSUs based on recommendations made by the Compensation, Corporate Governance and Nominating Committee from time to time. Decibel currently has two forms of RSU plan, one contemplating the grant of RSUs that may be settled with Common Shares and one form contemplating the grant of RSUs that may only be settled with cash (in each case, an "**RSU Plan**" and collectively, the "**RSU Plans**"). The factors that are taken into account when considering new awards under the RSU Plans are based upon a number of criteria, including the performance of the executive officers, the number of incentive awards or grants available under the RSU Plans (as applicable) and the Stock Option Plan, the number of RSUs anticipated to be required to meet the future needs of Decibel, as well as the number of RSUs previously granted to each of the executive officers, and the current and projected cash position of Decibel. Subsequent to the year ended December 31, 2022, on March 17, 2023, Decibel adopted a performance share unit award plan (the "**PSU Plan**"), that is intended to replace the use of RSUs as an element of executive compensation going forward. The PSU Plan provides for the grant of cash settled, non-equity performance share units ("**PSUs**"), which are subject to a performance multiplier based on annual key performance indicators (in each case to be determined by the Board on the date of the grant of the PSUs).

Short-Term Cash Incentives

Annual incentive bonuses are a short-term variable compensation element, designed to reward executive officers on an annual basis for achieving the Corporation's business objectives. The Corporation's business objectives are generally established by the Board at the start of each year. Determination of the amount of bonus awarded to each executive officer is based on an assessment by the Compensation, Corporate Governance and Nominating Committee of several factors, including but not limited to, the contribution of the individual to the overall progress of the Corporation in achieving its stated business objectives. The purpose of the annual incentive bonus is to pay for performance, align the executive officer's economic interest with the Corporation's business objectives and to motivate and retain the executives.

The Board has the discretion to alter the conditions of the bonus plan, if warranted. Discretionary bonuses may be paid to other employees at the discretion of the Board upon recommendation by the Compensation, Corporate Governance and Nominating Committee.

Deferred Share Unit Awards

In addition to its executive compensation, Decibel also grants deferred share unit awards ("**DSUs**") to directors and the process utilized in such grants is for the Board to approve DSU awards based on recommendations made by the Compensation, Corporate Governance and Nominating Committee from time to time. Management directors, other than those acting in interim positions, are not eligible to participate in the deferred share unit award plan of the Corporation (the "**DSU Plan**"). Under the DSU Plan, DSUs are granted by the Corporation to directors providing rights to receive, on a deferred payment basis, a cash payment based on the volume weighted average trading price of the Common Shares on the Exchange for the five trading days immediately preceding the date of payment.

Risks of Compensation Policies and Practices

Decibel's compensation program is designed to provide executive officers incentives for the achievement of near-term and long-term objectives, without motivating them to take unnecessary risk. As part of its review and discussion of executive compensation, the Compensation, Corporate Governance and Nominating Committee noted the following facts that discourage Decibel's executives from taking unnecessary or excessive risk:

- Decibel's operating strategy and related compensation philosophy;
- the effective balance, in each case, between cash and equity mix, near-term and long-term focus, corporate and individual performance and financial and non-financial performance; and
- Decibel's approach to performance evaluation and compensation provides greater rewards to an executive officer achieving both short-term and long-term agreed upon objectives.

Based on this review, the Compensation, Corporate Governance and Nominating Committee believes that Decibel's total executive compensation program does not encourage executive officers to take unnecessary or excessive risk.

Significant Events Affecting Compensation

Other than the employment agreements described under the heading "*Statement of Executive Compensation - Employment, Consulting and Management Agreements*", and the Stock Option Plan, the RSU Plans, the PSU Plan and the DSU Plan, as further described under the headings "*Statement of Executive Compensation – Elements of Compensation – Option-Based Awards*" and "*Statement of Executive Compensation – Elements of Compensation – Restricted Share Unit Awards*" respectively and "*Statement of Executive Compensation – Elements of Compensation – Deferred Share Unit Awards*" there are no significant events affecting compensation. For more information concerning compensation of directors and executive officers, please see "*Summary Compensation Table*" and "*Directors' Summary Compensation Table*", below.

Financial Instruments

Decibel has not implemented any policies which restrict its executive officers and directors 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 executive officer or director.

Summary Compensation Table

The following table sets forth information concerning the compensation paid to the Named Executive Officers for the years ended December 31, 2023, December 31, 2022 and December 31, 2021:

Name and principal position ⁽¹⁾	Year	Non-Equity Incentive Plan Compensation							
		Salary (\$)	Share-Based Awards ⁽²⁾	Option Based Awards ⁽³⁾⁽⁴⁾	Annual Incentive Plans ⁽⁵⁾	Long-Term Incentive Plans (\$)	Pension Value (\$)	All other compensation (\$)	Total compensation (\$)
Paul Wilson ⁽⁵⁾	2023	335,000	Nil	315,000	177,526	Nil	Nil	Nil	827,526
	2022	335,000	421,802	78,198	110,938	Nil	Nil	110,711	1,056,649
Director and Chief Executive Officer	2021	179,375	67,162	619,632	110,711	Nil	Nil	Nil	976,880
Stuart Boucher	2023	275,000	Nil	Nil	23,076	Nil	Nil	Nil	298,077
	2022	250,000	210,901	39,099	25,000	Nil	Nil	42,258	567,258
Chief Financial Officer	2021	150,000	Nil	170,993	48,750	Nil	Nil	Nil	369,743

**Non-Equity
Incentive Plan
Compensation**

(\$)

Name and principal position ⁽¹⁾	Year	Salary	Share-Based Awards ⁽²⁾	Option Based Awards ⁽³⁾⁽⁴⁾	Annual Incentive Plans ⁽⁵⁾	Long-Term Incentive Plans	Pension Value	All other compensation	Total compensation
		(\$)				(\$)	(\$)	(\$)	(\$)
Adam Coates	2023	225,000	Nil	Nil	23,067	Nil	Nil	Nil	248,067
	2022	200,000	84,360	15,640	24,990	Nil	Nil	18,000	349,990
Chief Revenue Officer	2021	150,000	Nil	76,947	18,000	Nil	Nil	Nil	244,947

Notes:

- (1) Each of Paul Wilson, Stuart Boucher and Adam Coates was, at December 31, 2023, a party to an executive employment contract with Decibel. See the section herein entitled "*Employment, Consulting and Management Agreements*".
- (2) "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, common share equivalent units and stock. The amount for Paul Wilson in 2021 represents the fair value of DSUs determined at the closing price of the Common Shares on the date of grant. The amounts for each of Paul Wilson, Stuart Boucher and Adam Coates in 2022 represent the fair value of RSUs determined at the closing price of Common Shares on the date of grant. For the value of Share-Based Awards that vested in the current year, see "*Incentive Plan Awards – Value Vested or Earned During the Year*".
- (3) "Option-Based Award" means an award under an equity incentive plan, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features. The fair values of Option grants have been determined using the same methodology used in determining the share option value for the Corporation's financial statements as the Corporation believes it represents the best estimate of fair value of the Options at the time of grant. The fair value of these Options was calculated by using the Black-Scholes option pricing model as follows:

Volatility	91% - 161%
Risk-free interest rate	3.82% - 4.20%
Expected life	1.59 years
Dividend yield	Nil
Forfeiture rate	Nil
Share price	\$0.10 - \$0.185

- (4) For the value of Options that vested in the current year see "*Incentive Plan Awards – Value Vested or Earned During the Year*".

- (5) Reflects cash bonuses earned in respect of 2021, 2022 and 2023.
- (6) Paul Wilson was appointed as Chief Executive Officer of Decibel on June 23, 2021. \$29,750 of Paul Wilson's total compensation received in the financial year ended December 31, 2021, is attributable to his position as a Director of Decibel. The DSUs received by Mr. Wilson in the financial year ended December 31, 2021 were issued to him in his capacity as a non-management director prior to his appointment as Chief Executive Officer.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all compensation securities granted or issued to each director of Decibel and Named Executive Officer that were outstanding at the end of the most recently completed financial year.

Name ⁽¹⁾	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽²⁾⁽³⁾ (\$)	Number of Shares or Units of Shares that have not vested ⁽⁴⁾ (#)	Market or Payout Value of share-based awards that have not vested (\$)	Market or Payout Value of vested share-based awards not paid out or distributed ⁽⁴⁾ (\$)
Paul Wilson	763,415	\$0.09	December 31, 2024	30,537			
Chief Executive Officer	2,500,000	\$0.34	January 1, 2026	Nil	395,070	39,507	Nil
	1,253,176	\$0.14	December 31, 2027	Nil			
	4,500,000	\$0.125	January 1, 2028	Nil			
Stuart Boucher	1,339,446	\$0.09	December 31, 2024	53,578			
Chief Financial Officer	1,276,993	\$0.17	January 1, 2026	Nil	125,000	Nil	12,500
	626,587	\$0.14	December 31, 2027	Nil			
Adam Coates	832,816	\$0.09	December 31, 2024	33,313			
Chief Revenue Officer	574,647	\$0.17	January 1, 2026	Nil	Nil	Nil	Nil
	250,635	\$0.14	December 31, 2027	Nil			

Notes:

- (1) Each of Paul Wilson, Adam Coates and Stuart Boucher was, at December 31, 2023, a party to an executive employment contract with Decibel. See the section herein entitled, "*Employment, Consulting and Management Agreements*".
- (2) Unexercised "in-the-money" Options refer to the Options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the Option.
- (3) The aggregate of the difference between the closing price of the Common Shares on the Exchange on December 29, 2023, being \$0.13 per Common Share, and the exercise price of the Options.
- (4) The value of Common Shares underlying the DSUs is determined using the closing price of the Common Shares on the Exchange at December 29, 2023, being \$0.13, per Common Share. These awards were granted to Mr. Wilson in his capacity as a director of Decibel prior to his appointed as Chief Executive Officer.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of the Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended December 31, 2023 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2023.

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested during the year⁽²⁾⁽³⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year⁽³⁾ (\$)
Paul Wilson ⁽⁴⁾ Director and Chief Executive Officer	10,179	130,558	Nil
Stuart Boucher Chief Financial Officer	17,859	65,279	Nil
Adam Coates ⁽⁵⁾ Chief Revenue Officer	11,104	26,112	Nil

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the exercise price of the Options.
- (2) Calculated based on the value of the Common Shares underlying the DSUs as at December 29, 2023.
- (3) Calculated based on the value of the Common Shares underlying the RSUs as at December 29, 2023.

Employment, Consulting and Management Agreements

Employment Contracts

Decibel entered into an employment contract dated June 23, 2022 with Mr. Paul Wilson, in connection with his role as Chief Executive Officer. The employment contract provided for the payment of a base salary for Mr. Wilson together with benefits. The employment contract also provided that in the event of termination (whether voluntary, or involuntary or constructive) of Mr. Wilson for any reason other than termination for just cause or retirement, Decibel shall provide Mr. Wilson with a payment equal to (i) two (2) times base salary, and (ii) two (2) times annual average bonus amount. Pursuant to his employment contract, Mr. Wilson is subject to confidentiality, non-competition and non-solicitation obligations standard to this type of employment agreement. Mr. Wilson's right to receive such payment is not subject to any obligation to mitigate or affected by an actual mitigation. Mr. Wilson's salary is subject to periodic review, at least annually. Change of control events for purposes of Mr. Wilson's employment agreement include the occurrence of any transaction pursuant to which any person, or any associate or affiliate of such person, hereafter acquires the direct or indirect "beneficial ownership" (as such term is defined in the *Business Corporations Act* (British Columbia) ("**BCCA**")) of securities of the Corporation representing fifty percent (50%) or more of the aggregate voting power of all of the Corporation's then issued and outstanding securities.

Decibel entered into an employment contract on December 31, 2020 with Mr. Stuart Boucher, in connection with his role as Chief Financial Officer. The employment contract provided for the payment of a base salary for Mr. Boucher together with benefits. The employment contract also provided that in the event of termination (whether voluntary, involuntary or constructive) of Mr. Boucher for any reason other than termination for just cause, Decibel shall provide Mr. Boucher with a payment equal to twelve (12) months' base salary, and Mr. Boucher would also be provided with a termination payment for one-twelfth (1/12) of his base salary multiplied by the number of full years plus partial years of service from April 4, 2018, (to a maximum of twelve (12)), less statutory deductions. Pursuant to his employment contract, Mr. Boucher is subject to confidentiality, non-competition and non-solicitation obligations standard to this type of employment agreement. Mr. Boucher's right to receive such payment is not subject to any obligation to mitigate or affected by an actual mitigation. Mr. Boucher's salary is subject to periodic review, at least

annually. Change of control events for purposes of Mr. Boucher's employment agreement include the occurrence of any transaction pursuant to which any person, or any associate or affiliate of such person, hereafter acquires the direct or indirect "beneficial ownership" (as such term is defined in the BCCA) of securities of the Corporation representing fifty percent (50%) or more of the aggregate voting power of all of the Corporation's then issued and outstanding securities.

Decibel entered into an employment contract on April 27, 2020 with Mr. Adam Coates, in connection with his role as Chief Revenue Officer. The employment contract provided for the payment of a base salary for Mr. Coates together with benefits. The employment contract also provided that in the event of termination (whether voluntary, involuntary or constructive) of Mr. Coates for any reason other than termination for just cause, Decibel shall provide Mr. Coates with a payment equal to twelve (12) months' base salary, and Mr. Coates would also be provided with a termination payment for one-twelfth (1/12) of his base salary multiplied by the number of full years plus partial years of service from August 27, 2019, (to a maximum of twelve (12)), less statutory deductions. Pursuant to his employment contract, Mr. Coates is subject to confidentiality, non-competition and non-solicitation obligations standard to this type of employment agreement. Mr. Coates' right to receive such payment is not subject to any obligation to mitigate or affected by an actual mitigation. Mr. Coates' salary is subject to periodic review, at least annually. Change of control events for purposes of Mr. Coates' employment agreement include the occurrence of any transaction pursuant to which any person, or any associate or affiliate of such person, hereafter acquires the direct or indirect "beneficial ownership" (as such term is defined in the BCCA) of securities of the Corporation representing fifty percent (50%) or more of the aggregate voting power of all of the Corporation's then issued and outstanding securities.

Estimated Incremental Payments as of December 31, 2023

The following table sets forth the estimated incremental payments and benefits that would have been made under the employment agreements to each of the Named Executive Officers and the value of accelerated Options, RSUs and DSUs held by each of the Named Executive Officers assuming the occurrence of a termination without just cause or in association with a "change in control" of Decibel, had such event occurred on December 31, 2023. Named Executive Officers of Decibel have the right, for a period of ninety (90) days following any event following a "change of control", to elect to terminate their employment agreement and be entitled to receive the "change of control" payment as set out thereunder.

Name	Employment Agreements⁽¹⁾ (\$)	Stock Option Plan⁽²⁾ (\$)	RSU Plan⁽³⁾ (\$)	DSU Plan⁽⁶⁾ (\$)	Total (\$)
Paul Wilson, Director and Chief Executive Officer	1,088,750, less applicable statutory deductions ⁽⁴⁾⁽⁵⁾	30,537 ⁽⁴⁾⁽⁵⁾	Nil ⁽⁴⁾⁽⁵⁾⁽⁶⁾	Nil	1,119,287 ⁽⁴⁾⁽⁵⁾
Stuart Boucher, Chief Financial Officer	406,661 less applicable statutory deductions ⁽⁴⁾⁽⁵⁾	53,578 ⁽⁴⁾⁽⁵⁾	13,000 ⁽⁴⁾⁽⁵⁾	Nil	473,239 ⁽⁴⁾⁽⁵⁾
Adam Coates, Chief Growth Officer	333,955 less applicable statutory deductions ⁽⁴⁾⁽⁵⁾	33,313 ⁽⁴⁾⁽⁵⁾	Nil ⁽⁴⁾⁽⁵⁾	Nil	367,268 ⁽⁴⁾⁽⁵⁾

Notes:

- (1) As provided in the employment agreement with each of the relevant Named Executive Officers upon a change of control as further described above.
- (2) As provided for in the Stock Option Plan, assuming a change of control on December 31, 2023, all unvested Options held by the Named Executive Officers would vest and be immediately exercisable. Value is calculated based on the difference between the exercise of the Options and the closing price of the Common Shares on the Exchange on December 29, 2023, being \$0.13.

- (3) As provided for in the RSU Plans, in the event of a "Merger and Acquisition Transaction" (as defined therein) on December 31, 2023, all unvested RSUs held by the Named Executive Officers would vest immediately if such Named Executive Officer is either terminated without cause or resigns with good reason from their position with Decibel within the period ending twelve (12) months from the date of completion of the Merger and Acquisition Transaction. Value is calculated based on the closing price of the Common Shares on the Exchange on December 29, 2023, being \$0.13.
- (4) Amounts payable if Named Executive Officer is terminated due to "change in control" of Decibel.
- (5) Amounts payable if Named Executive Officer is terminated without just cause.
- (6) As provided for in the DSU Plan, in the event that such holder is terminated or resigns, the DSUs held by such individual would be immediately exercisable.

Pension Disclosure

The Corporation does not currently provide its Named Executive Officers with pension plan benefits or retiring allowances.

Directors Summary Compensation Table

During the year ended December 31, 2023, the Corporation had five (5) directors, one (1) of which was also a Named Executive Officer (Paul Wilson, Chief Executive Officer). Mr. Wilson subsequently resigned as a director of the Corporation on September 23, 2023. For a description of the compensation paid to the Named Executive Officer of the Corporation who also acted as a director of the Corporation, see "*Compensation Discussion and Analysis – Summary Compensation Table*". The following table sets forth for the year ended December 31, 2023, information concerning the compensation paid to the Corporation's directors other than the director who was also a Named Executive Officer during the year ended December 31, 2023.

Name and principal position	Fees Earned (\$)	Share-Based Awards (\$)⁽¹⁾	Option Based Awards (\$)⁽²⁾	Non-equity incentive plan compensation (\$)	Committee or Meeting Fees(\$)	All other compensation (\$)	Total compensation (\$)
Shawn Dym Chairman and Director	49,164	184,539	Nil	Nil	8,000	Nil	241,703
Nadia Vattovaz Director	31,417	111,267	Nil	Nil	11,500	Nil	154,184
Jakob Ripshtein Director	31,417	111,267	Nil	Nil	10,500	Nil	153,184
Manjit Minhas Director	32,656	111,267	Nil	Nil	10,500	Nil	154,423

Notes:

- (1) "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, common share equivalent units and stock. The fair value of DSUs

determined at the closing price of the Common Shares on the date of grant. For the value of Share-Based Awards that vested in the current year, see "*Incentive Plan Awards – Value Vested or Earned During the Year*".

- (2) "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.

Directors' Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth for each of the Corporation's directors, other than directors who are also Named Executive Officers, all share-based awards and option-based awards outstanding at the end of the year ended December 31, 2023.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽¹⁾⁽²⁾ (\$)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of share-based awards that have not vested (\$)	Market or Payout Value of vested share-based awards not paid out or distributed ⁽³⁾ (\$)
Shawn Dym	Nil	Nil	Nil	Nil	Nil	Nil	191,921
Nadia Vattovaz	Nil	Nil	Nil	Nil	Nil	Nil	115,718
Jakob Ripshtein	Nil	Nil	Nil	Nil	Nil	Nil	115,718
Manjit Minhas	Nil	Nil	Nil	Nil	Nil	Nil	115,718

Notes:

- (1) Unexercised "in-the-money" Options refer to the Options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the Option.
- (2) The aggregate of the difference between the closing price of the Common Shares on the Exchange on December 29, 2023, being \$0.13 per Common Share, and the exercise price of the Options.
- (3) The value of Common Shares underlying the DSUs is determined using the closing price of the Common Shares on the Exchange at December 29, 2023, being \$0.13 per Common Share.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of the Corporation's directors (other than the director that is a Named Executive Officer), the value of option-based awards and share-based awards which vested during the year ended December 31, 2023 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2023.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾⁽³⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year ⁽³⁾ (\$)
Shawn Dym	Nil	Nil	Nil
Nadia Vattovaz	Nil	Nil	Nil
Jakob Ripshtein	Nil	Nil	Nil

Manjit Minhas	Nil	Nil	Nil
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Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the exercise price of the Options.
- (2) Calculated based on the value of the Common Shares underlying the DSUs as at December 29, 2023.
- (3) Calculated based on the value of the Common Shares underlying the RSUs as at December 29, 2023.

SCHEDULE “B”

AUDIT COMMITTEE CHARTER

WESTLEAF INC. (the “Corporation”)

AUDIT COMMITTEE CHARTER

This charter governs the operations of the audit committee (the “**Committee**”) of the Corporation. The Committee shall report to the board of directors (the “**Board**”) of the Corporation.

Purpose

1. The primary function of the Committee is to assist the Board in fulfilling its responsibilities regarding the integrity of the Corporation’s financial statements including the financial reporting process and systems of internal controls, the compliance by the Corporation with legal and regulatory requirements and the qualifications, performance and independence of the Corporation’s external auditor by reviewing:
 - (a) the financial information that will be provided to the shareholders, regulatory authorities and others;
 - (b) the systems of internal controls management has established;
 - (c) all audit processes; and
 - (d) all reporting from the external auditors.
2. Primary responsibility for the financial reporting, information systems, risk management and internal controls of the Corporation is vested in management and is overseen by the Board. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These are the responsibilities of management and the external auditor. Nor is it the duty of the Committee to conduct investigations, to resolve disagreements, if any, between management and the external auditor or to ensure compliance with laws and regulations.

Composition and Operations

3. The Committee shall be composed of not fewer than three directors, a majority of whom shall not be officers, employees, consultants or control persons of the Corporation or any of its related legal entities.
4. The Committee shall review and reassess this Charter annually.
5. All Committee members shall be financially literate or shall become financially literate within a reasonable period of time after appointment to the Committee.
6. The Corporation’s auditors shall be advised of the names of the Committee members and when appropriate will receive notice of and be invited to attend meetings of the Committee and to be heard at those meetings on matters relating to the auditor’s duties.
7. The Committee shall meet with the external auditors as it deems appropriate to consider any matter that the Committee or auditors determine should be brought to the attention of the Board or shareholders.
8. The Committee shall meet at least four times each year.

9. The Committee shall have access to the Corporation's senior management and documents as required to fulfill its responsibilities and is provided with the resources necessary to carry out its responsibilities.
10. The Committee shall provide open avenues of communication among management, employees, external auditors and the Board.
11. The secretary to the Committee shall be the Corporate Secretary or an appointee of the Corporate Secretary.
12. Notice of the time and place of every meeting shall be given to each Committee member at least 48 hours prior to the meeting.
13. A majority of the voting membership of the Committee present in person or by telephone or other electronic telecommunication device shall constitute a quorum.
14. The President, Chief Executive Officer, Vice President of Finance and Chief Financial Officer and external auditor are expected to be available to attend meetings or portions thereof. The external auditors will meet at least twice annually with the Committee. Others may or may not attend the meetings at the sole discretion of the Committee.
15. Minutes of Committee meetings shall be approved by the Committee and sent to all directors of the Board.

Duties and Responsibilities

16. Financial Statements and Other Financial Information

The Committee will review and recommend for approval to the Board financial information that will be made publicly available. This includes:

- (a) the Corporation's annual and quarterly financial statements;
- (b) the Corporation's press releases and reports as they relate to the finances of the Corporation;
- (c) the Management Discussion and Analysis;
- (d) the financial content of the Annual Report;
- (e) the annual information form and any prospectus or private placement memorandums; and
- (f) any reports required by regulatory or government authorities as they relate to the finances of the Corporation.

The Committee will review and discuss:

- (a) the appropriateness of accounting policies and financial reporting practices to be adopted by the Corporation;
- (b) any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the Corporation;
- (c) any new or pending developments in accounting and reporting standards that may affect the Corporation;
- (d) ascertain compliance with the covenants under applicable loan agreements;
- (e) management's key estimates and judgments that may be material to financial reporting; and

- (f) any other matters required to be reviewed under applicable legal, regulatory or stock exchange requirements.

17. *Risk Management, Internal Control and Information Systems*

The Committee will review and obtain reasonable assurance that the risk management, internal control and information systems are operating effectively to produce accurate, appropriate and timely management and financial information. This includes:

- (a) review the Corporation's risk management controls and policies;
- (b) obtain reasonable assurance that the information systems are reliable and the systems of internal controls are properly designed and effectively implemented through discussions with and reports from management and the external auditor;
- (c) review management steps to implement and maintain appropriate internal control procedures including a review of policies;
- (d) review adequacy of security of information, information systems and recovery plans;
- (e) monitor compliance with statutory and regulatory obligations;
- (f) review the appointment of the Vice President of Finance and Chief Financial Officer; and
- (g) review the adequacy of accounting and finance resources.

18. *External Audit*

The Committee will review the planning and results of external audit activities and the ongoing relationship with the external auditor. This includes:

- (a) review and recommend to the Board, for shareholder approval, engagement of the external auditor including, as part of such review and recommendation, an evaluation of the external auditors qualifications, independence and performance;
- (b) review and recommend to the Board the compensation of the external auditor;
- (c) review and recommend to the Board the annual external audit plan, including but not limited to the following:
 - (i) engagement letter;
 - (ii) objectives and scope of the external audit work;
 - (iii) procedures for quarterly review of financial statements;
 - (iv) materiality limit;
 - (v) areas of audit risk;
 - (vi) staffing;
 - (vii) timetable; and
 - (viii) proposed fees;

- (d) meet with the external auditor to discuss the Corporation's quarterly and annual financial statements and the auditor's report including the appropriateness of accounting policies and underlying estimates;
 - (e) review and advise the Board with respect to the planning, conduct and reporting of the annual audit, including but not limited to:
 - (i) any difficulties encountered, or restrictions imposed by management during the annual audit;
 - (ii) any significant accounting or financial reporting issue including the resolution of any disagreement between management and the external auditors;
 - (iii) the auditor's evaluation of the Corporation's system of internal controls, procedures and documentation;
 - (iv) the post audit or management letter containing any findings or recommendation of the external auditor, including management's response thereto and the subsequent follow-up to any identified internal control weakness; and
 - (v) assess the performance and consider the annual appointment of external auditors for recommendation to the Board;
 - (f) review and receive assurances on the independence of the external auditor;
 - (g) review and pre-approve the non-audit services to be provided by the external auditor's firm and consider the impact on the independence of the external audit; and
 - (h) meet periodically with the external auditor without management present.
19. Other
- (a) review material litigation and its impact on financial reporting; and
 - (b) establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Accountability

20. The committee shall report its discussions to the Board by distributing the minutes of its meetings and, where appropriate, by oral report at the next Board meeting.

Standard of Liability

21. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory, regulatory or other legal requirements for the Board or members of the Committee. The purposes and responsibilities outlined in these terms of reference are meant to serve as guidelines rather than inflexible rules and the Committee may adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Adopted and approved by the Board: January 18, 2019.

SCHEDULE "C"

2024 OPTION PLAN

(See attached)

SCHEDULE "C"
STOCK OPTION PLAN
OF
DECIBEL CANNABIS COMPANY INC.

1. Purpose

The purpose of the Plan is to provide an incentive to the directors, officers, employees, consultants and other personnel of the Corporation or any of its subsidiaries to achieve the long-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract to and retain in the employ of the Corporation or any of its subsidiaries, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation.

2. Definitions and Interpretation

When used in this Plan, unless there is something in the subject matter or context inconsistent therewith, the following words and terms shall have the respective meanings ascribed to them as follows:

- (a) **"Board of Directors"** means the Board of Directors of the Corporation;
- (b) **"Cashless Exercise Right"** has the meaning ascribed thereto in Section 11;
- (c) **"Change in Control"** means the occurrence of any transaction pursuant to which any person, or any associate or affiliate of such person, hereafter acquires the direct or indirect "beneficial ownership" (as such term is defined in the *Business Corporations Act* (British Columbia)) of securities of the Corporation representing 50% or more of the aggregate voting power of all of the Corporation's then issued and outstanding securities;
- (d) **"Common Shares"** means common shares in the capital of the Corporation and any shares or securities of the Corporation into which such common shares are changed, converted, subdivided, consolidated or reclassified;
- (e) **"Consultant"** means a person or company, other than an employee, executive officer or director of the Corporation, that: (i) is engaged to provide services to the Corporation, other than services provided in relation to a distribution of securities; (ii) provides the services under a written agreement with the Corporation; and (iii) spends or will spend a significant amount of time and attention on the affairs and business of the Corporation, and includes, for an individual consultant, a corporation of which the individual consultant is an employee or shareholder, and a partnership of which the individual consultant is an employee or partner;
- (f) **"Corporation"** means Decibel Cannabis Company Inc. and any successor corporation and any reference herein to action by the Corporation means action by or under the authority of its Board of Directors or a duly empowered committee appointed by the Board of Directors;
- (g) **"Discounted Market Price"** has the meaning ascribed thereto in Exchange Policies;
- (h) **"Effective Date"** has the meaning ascribed thereto in Section 23;

- (i) **"Eligible Person"** means a person who is a bonafide director, officer, employee, Consultant, Management Company Employee (as defined in the Exchange Policies) or other personnel of the Corporation or a subsidiary of the Corporation; a corporation wholly-owned by such persons; or any other individual or body corporate who may be granted an option pursuant to the requirements of the Exchange, who is granted an Option pursuant to this Plan;
- (j) **"Exchange"** means the TSX Venture Exchange or any other stock exchange on which the Common Shares are listed;
- (k) **"Exchange Policies"** means the policies of the Exchange, including those set forth in the Corporate Finance Manual of the Exchange;
- (l) **"Exercise Notice"** means a notice of option exercise, substantially in the form attached hereto as Schedule "A";
- (m) **"Expiry Date"** has the meaning ascribed thereto in Section 8;
- (n) **"Insider"** has the meaning ascribed thereto in the Exchange Policies;
- (o) **"Investor Relations Service Provider"** has the meaning ascribed thereto in the Exchange Policies;
- (p) **"Market Value"** means at any date when the market value of Common Shares is to be determined, (i) if the Common Shares are listed on a stock exchange, the VWAP of the Common Shares on such stock exchange for the five trading days immediately preceding the relevant time as it relates to an Option, provided that if the Common Shares are listed on the TSX Venture Exchange, at no time shall the market value of the Common Shares be less than the Discounted Market Price; or (ii) if the Common Shares are not listed on any stock exchange, the value as is determined solely by the Board of Directors, acting reasonably and in good faith, and such determination shall be conclusive and binding on all persons;
- (q) **"Net Exercise Right"** has the meaning ascribed thereto in Section 10;
- (r) **"Option"** means an option granted by the Corporation to an Eligible Person entitling such Eligible Person to acquire a designated number of Common Shares at a price determined by the Board of Directors;
- (s) **"Option Period"** means the period determined by the Board of Directors during which an Eligible Person may exercise an Option, not to exceed the maximum period permitted by the Exchange, which maximum period is 10 years (subject to extension where the Expiry Date falls in a "blackout period");
- (t) **"Plan"** shall mean the Corporation's stock option plan as embodied herein and as from time to time amended;
- (u) **"Stock Option Agreement"** has the meaning ascribed thereto in Section 7;
- (v) **"Tax Act"** means the *Income Tax Act* (Canada) as amended from time to time; and
- (w) **"VWAP"** means the volume weighted average trading price of a security, within the meaning of the policies of the Exchange.

Wherever the singular or masculine is used in this Plan, the same shall be construed as meaning the plural or feminine or body corporate and vice versa, where the context or the parties so require.

3. Administration

The Plan shall be administered by the Board of Directors. The Board of Directors shall have full and final discretion to interpret the provisions of the Plan and to prescribe, amend, rescind and waive rules and regulations to govern the administration and operation of the Plan. All decisions and interpretations made by the Board of Directors shall be binding and conclusive upon the Corporation and on all persons eligible to participate in the Plan, subject to shareholder approval if required by the Exchange. Notwithstanding the foregoing or any other provision contained herein, the Board of Directors shall have the right to delegate the administration and operation of the Plan to a special committee of directors appointed from time to time by the Board of Directors, in which case all references herein to the Board of Directors shall be deemed to refer to such committee.

4. Eligibility

The Board of Directors may at any time and from time to time designate those Eligible Persons who are to be granted an Option pursuant to the Plan and grant an Option to such Eligible Person. Subject to Exchange Policies and the limitations contained herein, the Board of Directors is authorized to provide for the grant and exercise of Options on such terms (which may vary as between Options) as it shall determine. No Option shall be granted to any person except upon recommendation of the Board of Directors. A person who has been granted an Option may, if he is otherwise eligible and if permitted by Exchange Policies, be granted an additional Option or Options if the Board of Directors shall so determine.

5. Participation

Participation in the Plan shall be entirely voluntary and any decision not to participate shall not affect an Eligible Person's relationship or employment with the Corporation. Notwithstanding any express or implied term of this Plan or any Option to the contrary, the granting of an Option pursuant to the Plan shall in no way be construed as conferring on any Eligible Person any right with respect to continuance as a director, officer, employee or consultant of the Corporation or any subsidiary of the Corporation. The Corporation makes no representation or warranty as to the future market value of the Common Shares or with respect to any income tax matters affecting any Eligible Person resulting from the grant of an Option, the exercise of an Option or transactions in the Common Shares or otherwise in respect of participation under this Plan. Neither the Corporation, nor any of its directors, executive officers, employees, shareholders or agents shall be liable for anything done or omitted to be done by such Eligible Person or any other person with respect to the price, time, quantity or other conditions and circumstances of the issuance of Common Shares hereunder, or in any other manner related to this Plan. For greater certainty, no amount will be paid to, or in respect of, an Eligible Person under this Plan or pursuant to any other arrangement, and no additional Options will be granted to such Eligible Person to compensate for a downward fluctuation in the price of the Common Shares, nor will any other form of benefit be conferred upon, or in respect of, a Eligible Person for such purpose. The Corporation does not assume and shall not have responsibility for the income or other tax consequences resulting to any Eligible Person and each Eligible Person is advised to consult with his or her own tax advisors.

Eligible Persons (and their legal representatives) shall have no legal or equitable right, claim, or interest in any specific property or asset of the Corporation. No asset of the Corporation shall be

held in any way as collateral security for the fulfillment of the obligations of the Corporation under this Plan. Unless otherwise determined by the Board of Directors, this Plan shall be unfunded. To the extent any Eligible Person or his or her estate holds any rights by virtue of a grant of Options under this Plan, such rights (unless otherwise determined by the Board of Directors) shall be no greater than the rights of an unsecured creditor of the Corporation.

Options shall not be affected by any change of employment of the Eligible Person or by the Eligible Person ceasing to be a director or officer of or a Consultant to the Corporation or any of its subsidiaries, where the Eligible Person at the same time becomes or continues to be a director, officer or full-time employee of or a Consultant to the Corporation or any of its subsidiaries.

No Eligible Person shall have any of the rights of a shareholder of the Corporation in respect to Common Shares issuable on exercise of an Option until such Common Shares shall have been paid for in full and issued by the Corporation on exercise of the Option, pursuant to this Plan. For the avoidance of doubt, no dividend equivalents shall be granted in connection with an Option.

6. Shares Subject to Plan

The number of authorized but unissued Common Shares that may be issued upon the exercise of Options granted under the Plan at any time shall not exceed in the aggregate, that number of Common Shares which is equal to 10% of the issued and outstanding Common Shares from time to time (on a non-diluted basis). In addition to the foregoing, any grant of Options shall be subject to the following restrictions (subject to applicable shareholder approval in accordance with the policies of the Exchange):

- (a) the aggregate number of Common Shares issuable at any time pursuant to outstanding Options, together with all other security based compensation granted or issued in any twelve (12) month period, to any one individual must not exceed 5% of the issued and outstanding Common Shares, as determined at the time of such grant;
- (b) the aggregate number of Common Shares issuable at any time pursuant to outstanding Options, together with all other security based compensation granted or issued, to Insiders, as a group, must not exceed 10% of the issued and outstanding Common Shares at any point in time;
- (c) the aggregate number of Common Shares issuable at any time pursuant to outstanding Options, together with all other security based compensation granted or issued in any twelve (12) month period, to Insiders, as a group, must not exceed 10% of the issued and outstanding Common Shares, as determined at the time of such grant;
- (d) the aggregate number of Common Shares issuable at any time pursuant to outstanding Options, together with all other security based compensation granted or issued in any twelve (12) month period, to any one Consultant must not exceed 2% of the issued and outstanding Common Shares, as determined at the time of such grant;
- (e) the aggregate number of Common Shares issuable at any time pursuant to outstanding Options, together with all other security based compensation granted or issued in any twelve (12) month period, to all Investor Relations Services

Providers in aggregate must not exceed 2% of the issued and outstanding Common Shares. as determined at the time of such grant;

Appropriate adjustments shall be made as set forth in Section 16 hereof, in both the number of Common Shares covered by individual grants and the total number of Common Shares authorized to be issued hereunder, to give effect to any relevant changes in the capitalization of the Corporation.

If any Option granted hereunder shall expire or terminate for any reason without having been exercised in full, the unpurchased Common Shares subject thereto shall again be available for the purpose of the Plan.

7. Option Agreement

A written agreement will be entered into between the Corporation and each Eligible Person to whom an Option is granted hereunder, which agreement will set out the number of Common Shares subject to option, the exercise price and any other terms and conditions approved by the Board of Directors, all in accordance with the provisions of this Plan (herein referred to as the "**Stock Option Agreement**"). The Stock Option Agreement will be in such form as the Board of Directors may from time to time approve, and may contain such terms as may be considered necessary in order that the Option will comply with any provisions respecting options in the income tax or other laws in force in any country or jurisdiction of which the Eligible Person may from time to time be a resident or citizen or the rules of any regulatory body having jurisdiction over the Corporation.

8. Option Period and Exercise Price

Each Option and all rights thereunder shall be expressed to expire on the date set out in the respective Stock Option Agreement, which shall be the date of the expiry of the Option Period (the "**Expiry Date**"), subject to earlier termination as provided in Sections 12 and 13 hereof.

Subject to Exchange Policies and any limitations imposed by any relevant regulatory authority, the exercise price of an Option granted under the Plan shall be as determined by the Board of Directors when such Option is granted and shall be an amount at least equal to the Market Value of the Common Shares.

9. Exercise of Options

A Eligible Person shall be entitled to exercise an Option granted to him or her at any time prior to the expiry of the Option Period hereof and to vesting limitations as shall be described in the relevant Stock Option Agreement.

Subject to Sections 10 and 11 hereof, the exercise of any Option will be conditional upon receipt by the Corporation at its head office of a written Exercise Notice, accompanied by cash payment, certified cheque or bank draft for the aggregate exercise price of such Options being exercised.

Common Shares shall not be issued pursuant to the exercise of an Option unless the exercise of such Option and the issuance and delivery of such Common Shares pursuant thereto shall comply with all relevant provisions of applicable securities law, and the requirements of any stock exchange or consolidated stock price reporting system on which prices for the Common Shares are quoted at any given time. As a condition to the exercise of an Option, the Corporation may require the person exercising such Option to represent and warrant at the time of any such exercise that the Common Shares are being purchased only for investment and without any

present intention to sell or distribute such Common Shares if, in the opinion of counsel for the Corporation, such a representation is required by law.

10. **Net Exercise Right**

Subject to the rules and policies of the Exchange, except in the case of Investor Relations Services Providers, the Board of Directors may, in its discretion and at any time, determine to grant an Eligible Person the alternative, when entitled to exercise an Option, to deal with such Option on a “net-exercise” basis, on such terms as the Board of Directors may determine in its discretion (the “**Net-Exercise Right**”). Without limitation, the Board of Directors may determine in its discretion that such Net-Exercise Right, if any, grants an Eligible Person the right to terminate such Option in whole or in part by notice in writing to the Corporation and in lieu of receiving Common Shares pursuant to the exercise of the Option, receive that number of Common Shares, disregarding fractions, which when multiplied by the VWAP on the day immediately prior to the exercise of the Net-Exercise Right, have a total value equal to the product of that number of Common Shares subject to the Option multiplied by the difference between the VWAP on the day immediately prior to the exercise of the Net-Exercise Right and the exercise price of such Option.

In the event the Corporation determines to accept the Eligible Person’s request pursuant to a Net-Exercise Right, the Corporation shall make an election pursuant to subsection 110(1.1) of the Tax Act.

Exercise of an Option by use of the Net-Exercise Right, in each instance, is conditional upon consent of the Corporation, and the receipt of a properly executed Exercise Notice. The Board of Directors will not be obliged to allow for use of the Net-Exercise Right or to provide reasons for not allowing use thereof.

11. **Cashless Exercise Right**

Subject to the rules and policies of the Exchange, except in the case of Investor Relations Services Providers, the Board of Directors may, in its discretion and at any time, determine to grant an Eligible Person the alternative, when entitled to exercise an Option, to deal with such Option on a “cashless” basis (the “**Cashless Exercise Right**”). Pursuant to the Cashless Exercise Right, in lieu of an Eligible Holder making cash payment for the exercise price of the Option, the Corporation will, pursuant to an arrangement with a brokerage firm, have the brokerage firm (i) loan money to such Eligible Person to pay the exercise price of the Option, (ii) then sell a sufficient number of said Common Shares to cover the exercise price of the Option in order to repay the loan made to the Eligible Person, and (iii) deliver the balance of the Common Shares to the Eligible Person.

If an Eligible Person exercises a Cashless Exercise Right in connection with an Option, it is exercisable only to the extent and on the same conditions that the related Option is exercisable under this Plan.

Exercise of an Option by use of the Cashless Exercise Right, in each instance, is conditional upon consent of the Corporation and the receipt of a properly executed Exercise Notice. The Board of Directors will not be obliged to allow for use of the Cashless Exercise Right or to provide reasons for not allowing use thereof.

12. Ceasing to be a Director, Officer, Employee or Consultant

If an Eligible Person ceases to be a director, officer, employee or consultant of the Corporation or its subsidiaries for any reason other than death, the Eligible Person may, but only within ninety (90) days after the Eligible Person's ceasing to be a director, officer, employee or Consultant (or 30 days in the case of an Eligible Person who is an Investor Relations Service Provider) or prior to the expiry of the Option Period, whichever is earlier, exercise any Option held by the Eligible Person, but only to the extent that the Eligible Person was entitled to exercise the Option at the date of such cessation. For greater certainty, any Eligible Person who is deemed to be an employee of the Corporation pursuant to any medical or disability plan of the Corporation shall be deemed to be an employee for the purposes of the Plan.

13. Death of Eligible Person

In the event of the death of an Eligible Person, any Option previously granted to him or her that has vested shall be exercisable within one year following the date of the death of the Eligible Person or prior to the expiry of the Option Period, whichever is earlier, and then only:

- (a) by the person or persons to whom the Eligible Person's rights under the Option shall pass by the Eligible Person's will or the laws of descent and distribution, or by the Eligible Person's legal personal representative; and
- (b) to the extent that the Eligible Person was entitled to exercise the Option at the date of the Eligible Person's death.

14. Eligible Person's Rights Not Transferable

No right or interest of any Eligible Person in or under the Plan is assignable or transferable, in whole or in part, either directly or by operation of law or otherwise in any manner except by bequeath or the laws of descent and distribution, subject to the requirements of the Exchange, or as otherwise allowed by the Exchange.

Subject to the foregoing, the terms of the Plan shall bind the Corporation and its successors and assigns, and each Eligible Person and his or her heirs, executors, administrators and personal representatives.

15. Change of Control

Notwithstanding anything else in this Plan, the Board of Directors shall have the right to provide for the conversion or exchange of any outstanding Options into or for options, rights or other securities in any entity participating in or resulting from a Change in Control.

In the event that the Corporation or its shareholders receive and accept an offer in respect of a transaction that will result in a Change in Control, the Board of Directors may, in its sole discretion, deal with the Options issued under the Plan in the manner it deems fair and reasonable in light of the circumstances of the Change in Control. Without limiting the generality of the foregoing, in connection with a Change in Control, the Board of Directors may, without any action or consent required on the part of any Eligible Person: (i) deem any or all Options (vested or unvested) under the Plan to have been exercised and the Common Shares issuable on such exercise to have been tendered to the Change in Control, (ii) apply a portion of the Eligible Person's proceeds from the closing of the Change in Control to the exercise price payable by that Eligible Person for the exercise of his or her Options, (iii) cancel the Options and pay to an Eligible Person the amount that the Eligible Person would have received, after deducting the exercise price of the Options,

had the Options been exercised, (iv) exchange vested or unvested Options, or any portion of them, for options to purchase shares in the capital of the acquiror or any corporation which results from an amalgamation, merger or similar transaction involving the Corporation made in connection with the Change in Control; or (v) take such other actions, and combinations of the foregoing actions, as it deems fair and reasonable under the circumstances.

Without limiting the generality of the above, the Board of Directors may, in its sole discretion, accelerate the vesting of any or all outstanding Options to provide that such outstanding Options shall be fully vested and conditionally exercisable upon (or prior to) the completion of the Change in Control and require that if any such accelerated Options are not exercised within ten (10) business days following the giving of the notice of such Change in Control to the Eligible Person, such unexercised Options shall terminate and expire upon the completion of the proposed Change in Control. If, for any reason, the Change in Control does not occur within the contemplated time period, the acceleration of the vesting of the Options shall be retracted and vesting shall instead revert to the manner provided herein.

16. Anti-Dilution of the Option

In the event of:

- (a) any subdivision, redivision or change of the Common Shares at any time during the term of the Option into a greater number of Common Shares, the Corporation shall deliver, at the time of any exercise thereafter of the Option, such number of Common Shares as would have resulted from such subdivision, redivision or change if the exercise of the Option had been made prior to the date of such subdivision, redivision or change;
- (b) any consolidation or change of the Common Shares at any time during the term of the Option into a lesser number of Common Shares, the number of Common Shares deliverable by the Corporation on any exercise thereafter of the Option shall be reduced to such number of Common Shares as would have resulted from such consolidation or change if the exercise of the Option had been made prior to the date of such consolidation or change;
- (c) any reclassification of the Common Shares at any time outstanding or change of the Common Shares into other shares, or in case of the consolidation, amalgamation or merger of the Corporation with or into any other corporation (other than a consolidation, amalgamation or merger which does not result in a reclassification of the outstanding Common Shares or a change of the Common Shares into other shares), or in case of any transfer of the undertaking or assets of the Corporation as an entirety or substantially as an entirety to another corporation, at any time during the term of the Option, the Eligible Person shall be entitled to receive, and shall accept, in lieu of the number of Common Shares to which he was theretofore entitled upon exercise of the Option, the kind and amount of shares and other securities or property which such holder would have been entitled to receive as a result of such reclassification, change, consolidation, amalgamation, merger or transfer if, on the effective date thereof, he had been the holder of the number of Common Shares to which he was entitled upon exercise of the Option.

Subject to the below, adjustments shall be made successively whenever any event referred to in this section shall occur. For greater certainty, the Eligible Person shall pay for the number of

shares, other securities or property as aforesaid, the amount the Eligible Person would have paid if the Eligible Person had exercised the Option prior to the effective date of such subdivision, redivision, consolidation or change of the Common Shares or such reclassification, consolidation, amalgamation, merger or transfer, as the case may be.

Notwithstanding the above, any adjustments to the Plan, other than in connection with a security consolidation or a security split, are subject to the prior written approval of the Exchange.

17. Hold Period

All Options and any Common Shares issued on the exercise of Options may be subject to and legended with a four (4) month hold period commencing on the date the Options were granted pursuant to the rules of the Exchange and applicable securities laws. Any Common Shares issued on the exercise of Options may be subject to resale restrictions contained in National Instrument 45-102 – *Resale of Securities* which would apply to the first trade of the Common Shares.

18. Withholdings

Notwithstanding any other provision of this Plan, all distributions, delivery of Common Shares or payments to an Eligible Person (or to the liquidator, executor or administrator, as the case may be, of the estate of the Eligible Person) under this Plan shall be made net of such withholdings, including in respect of applicable federal, provincial, territorial or foreign taxes and source deductions, as the Corporation determines. With respect to any required withholding, the Corporation shall have the irrevocable right to, and the Eligible Person consents to, the Corporation setting off any amounts required to be withheld, in whole or in part, against amounts otherwise owing by the Corporation to the Eligible Person (whether arising pursuant to the Eligible Person's relationship as a director, officer, employee or Consultant of the Corporation or otherwise), or may make such other arrangements that are satisfactory to the Eligible Person and the Corporation. If the event giving rise to the withholding obligation involves an issuance or delivery of Common Shares, then, the withholding may be satisfied in such manner as the Corporation determines, including by (a) having the Eligible Person elect to have the appropriate number of such Common Shares sold by the Corporation as soon as permissible and practicable, with the proceeds of such sale being delivered to the Corporation, which will in turn remit such amounts to the appropriate governmental authorities, or (b) any other mechanism as may be required or determined by the Corporation as appropriate. The Corporation may require an Eligible Person, as a condition to delivery of Common Shares or payments to an Eligible Person under this Plan, to pay to the Corporation any amounts as are necessary for the Corporation to comply with its withholding obligations for any such withholding taxes or other required deductions related to the delivery of Common Shares or payments to an Eligible Person under this Plan.

19. Costs

The Corporation shall pay all costs of administering the Plan.

20. Termination and Amendment

The Board of Directors may amend or terminate this Plan or any outstanding Option granted hereunder at any time without the approval of the shareholders of the Corporation or any Eligible Person whose Option is amended or terminated, in order to conform this Plan or such Option, as the case may be, to applicable law or regulation or the requirements of the Exchange or any relevant regulatory authority, whether or not such amendment or termination would affect any accrued rights, subject to the approval of the Exchange or such regulatory authority.

The Board of Directors may amend or terminate this Plan or any outstanding Option granted hereunder for any reason other than the reasons set forth above in this Section 20, subject to the approval of the Exchange or any relevant regulatory authority and the approval of the shareholders of the Corporation if required by the Exchange or such regulatory authority. Subject to Exchange Policies, disinterested shareholder approval will be obtained for any reduction in the exercise price or extension to the Expiry Date of an Option if the Eligible Person is an Insider of the Corporation at the time of the proposed amendment. No such amendment or termination will, without the consent of an Eligible Person, alter or impair any rights which have accrued to him or her prior to the effective date thereof.

The Plan, and any amendments thereto, shall be subject to acceptance and approval by the Exchange. Any Options granted prior to such approval and acceptance shall be conditional upon such approval and acceptance being given and no such Options may be exercised unless and until such approval and acceptance are given.

21. Applicable Law

This Plan shall be governed by, administered and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

22. Prior Plans

On the effective date (as set out in Section 23 hereof), subject to Exchange approval and, if required, shareholder approval:

- (a) the Plan shall entirely replace and supersede prior stock option plans, if any, enacted by the Corporation; and
- (b) all outstanding options shall be deemed to be granted pursuant to the Plan.

23. Effective Date

This Plan became effective on [●], 2024.

SCHEDULE "A"
NOTICE OF OPTION EXERCISE
DECIBEL CANNABIS COMPANY INC.
STOCK OPTION PLAN

To: Decibel Cannabis Company Inc. (the "Corporation")

Please be advised that in connection with stock options granted under the Corporation's Stock Option Plan and pursuant to the Stock Option Agreement of Stock Options dated _____ (the "**Stock Options**"), the undersigned hereby wishes to exercise his or her option to purchase _____ common voting shares in the capital of the Corporation (the "**Option Shares**") at a price of \$ _____ per share, for a total payment of \$ _____ (the "**Exercise Payment**").

The undersigned hereby agrees to file, on a timely basis, all reports that may be required to be filed under applicable securities laws. The undersigned understands that the fair market value assigned to the Option Shares for income tax purposes shall be determined by the board of directors of the Corporation on the date of this exercise and that this request to exercise my Stock Options is irrevocable.

[Please find enclosed a bank draft or certified cheque in the amount of \$ _____, representing the aggregate Exercise Payment payable to the Corporation in full payment for the Option Shares.]

OR

[If permitted by the Corporation, I wish to satisfy payment of the Exercise Payment by way of exercising my Net-Exercise Right in accordance with the terms of Section 10 of the Stock Option Plan.]

OR

[If permitted by the Corporation, I wish to satisfy payment of the Exercise Payment by way of exercising my Cashless Exercise Right in accordance with the terms of Section 11 of the Stock Option Plan.]

The Option Shares issued on the exercise of my Stock Options specified above are to be registered as follows:

(Print Register's Name)

(Address)

(Telephone Number)

(Facsimile Number)

(E-Mail Address)

SCHEDULE "D"

NOTICE OF CHANGE IN AUDITOR

(See attached)

SCHEDULE "D"
DECIBEL CANNABIS COMPANY INC.

NOTICE OF CHANGE OF AUDITOR

TO: KPMG LLP

**AND TO: Alberta Securities Commission (Principal Regulator)
British Columbia Securities Commission
The Manitoba Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Office of the Superintendent of Securities Service Newfoundland and Labrador
Nova Scotia Securities Commission
Ontario Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Financial and Consumer Services Commission, New Brunswick**

RE: Notice of Change of Auditor pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* (the "Instrument") of the Canadian Securities Administrators

Pursuant to Section 4.11 of the Instrument, Decibel Cannabis Company Inc. (the "**Corporation**") hereby provides notice that KPMG LLP ("**KPMG**") has delivered to the Corporation its intention to not stand for re-election at the next annual meeting of shareholders of the Corporation (the "**Resignation**").

The Corporation's board of directors (the "**Board**"), with the assistance of the audit committee of the Board, is considering alternatives for a successor auditor to fill the vacancy in the position of auditor of the Corporation.

The Corporation confirms that:

1. Effective as of April 17, 2024, KPMG indicated that they will not stand for re-election as the auditor of the Corporation for the current fiscal year ending December 31, 2024. To facilitate the orderly transition to a successor auditor, KPMG has performed a review of the interim financial statements of the Corporation for Q1 2024 and will also perform a review of the interim financial statements of the Corporation for Q2 2024 at the Corporation's request.
2. On June 26, 2024, the Board, upon recommendation by the audit committee of the Board, considered and approved the acceptance of the Resignation of KPMG as auditor of the Corporation.
3. There were no reservations contained in KPMG's reports for either of the Corporation's two most recently completed fiscal years or for any period subsequent thereto for which an audit report was issued, preceding the date of this notice.
4. In the opinion of the Corporation, no "reportable events", as that term is defined under Section 4.11(1) of the Instrument, have occurred prior to the date of this notice.
5. The Corporation requested that KPMG provide the Corporation with a letter, in digital format, addressed to the securities administrators in each province in which the Corporation is a reporting issuer stating whether or not it agrees with the above statements. A copy of such letter to the securities administrators has been filed with this notice.

[Remainder of page intentionally left blank]

DATED this 26th day of June, 2024.

DECIBEL CANNABIS COMPANY INC.

Per: “*Stuart Boucher*”
Name: Stuart Boucher
Title: Chief Financial Officer



KPMG LLP
205 5th Avenue SW
Suite 3100
Calgary AB T2P 4B9
Tel 403-691-8000
Fax 403-691-8008
www.kpmg.ca

Alberta Securities Commission
British Columbia Securities Commission
The Manitoba Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Office of the Superintendent of Securities Service Newfoundland & Labrador
Nova Scotia Securities Commission
Ontario Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Financial and Consumer Services Commission, New Brunswick

June 26, 2024

Dear Sir/Madam

Re: Notice of Change of Auditors of Decibel Cannabis Company Inc.

We have read the Notice of Decibel Cannabis Company Inc. dated June 26, 2024 and are in agreement with the statements contained in such Notice.

Yours very truly

A handwritten signature in black ink that reads 'KPMG LLP'. The signature is written in a cursive, slightly slanted style. A horizontal line is drawn underneath the signature, extending to the right.

Chartered Professional Accountants

DECIBEL CANNABIS COMPANY INC.

NOTICE OF CHANGE OF AUDITOR

TO: MNP LLP

**AND TO: Alberta Securities Commission (Principal Regulator)
British Columbia Securities Commission
The Manitoba Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Office of the Superintendent of Securities Service Newfoundland and Labrador
Nova Scotia Securities Commission
Ontario Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Financial and Consumer Services Commission, New Brunswick**

RE: Notice of Change of Auditor pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* (the “Instrument”) of the Canadian Securities Administrators

Pursuant to Section 4.11 of the Instrument, Decibel Cannabis Company Inc. (the “**Corporation**”) hereby provides notice that MNP LLP (“**MNP**”) has been appointed as the Corporation’s auditor.

The Corporation confirms that:

1. A Notice of Change of Auditor announcing the resignation of KPMG LLP was filed on July 2, 2024 as the Corporation’s auditor, which contains the statements required by the Instrument.
2. On August 14 2024, the Board, upon recommendation by the audit committee of the Board, considered and approved the appointment of MNP as auditor of the Corporation.
3. In the opinion of the Corporation, no “reportable events”, as that term is defined under Section 4.11(1) of the Instrument, have occurred prior to the date of this notice.
4. The Corporation requested that MNP provide the Corporation with a letter, in digital format, addressed to the securities administrators in each province in which the Corporation is a reporting issuer stating whether or not it agrees with the above statements. A copy of such letter to the securities administrators has been filed with this notice.

[Remainder of page intentionally left blank]

DATED this 14th day of August, 2024.

DECIBEL CANNABIS COMPANY INC.

Per: “*Stuart Boucher*”
Name: Stuart Boucher
Title: Chief Financial Officer

August 14, 2024

TO: Alberta Securities Commission (Principal Regulator)
British Columbia Securities Commission
The Manitoba Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Office of the Superintendent of Securities Service, Newfoundland and Labrador
Nova Scotia Securities Commission
Ontario Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Financial and Consumer Services Commission, New Brunswick

Dear Sir/Madam:

Re: Decibel Cannabis Company Inc. (the "Company")

We have read the Notice of Change of Auditor of Decibel Cannabis Company Inc. dated August 14, 2024 (the "Notice"), which we understand will be filed pursuant to National Instrument 51-102.

Based on the information available to us, we agree with the statements set out in the Notice as it relates to our firm. We advise that we have no basis to agree or disagree with the comments in the Notice relating to KPMG LLP.

Yours truly,

Chartered Professional Accountants



Stock Exchange Tower
1230 – 300 5th Avenue SW
Calgary AB T2P 3C4

Form of Proxy – Annual and Special Meeting to be held on December 10, 2024

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Decibel Cannabis Company Inc.** (the "Corporation") hereby appoint **Benjamin Sze**, Chief Executive Officer of the Corporation, or failing this person, **Stuart Boucher**, Chief Financial Officer of the Corporation (together, the "Management Nominees")

OR
Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the annual and special meeting (the "Meeting") of shareholders of the Corporation to be held at the offices of **Cassels Brock & Blackwell LLP at Suite 3810, Bankers Hall West, 888 3rd Street SW, Calgary, Alberta T2P 5C5, on December 10, 2024 at 2:00 p.m. (Calgary time)** or at any adjournment thereof.

1. Number of Directors. To fix the number of directors of the Corporation to be elected at the Meeting at four (4).		For <input type="checkbox"/>	Against <input type="checkbox"/>
2. Election of Directors.	For	Withhold	
a. Benjamin Sze	<input type="checkbox"/>	<input type="checkbox"/>	
b. Nadia Vattovaz	<input type="checkbox"/>	<input type="checkbox"/>	
c. Shawn Dym	<input type="checkbox"/>	<input type="checkbox"/>	
d. Jakob Ripshtein	<input type="checkbox"/>	<input type="checkbox"/>	
3. Appointment of Auditors. To appoint MNP LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the auditor's remuneration as such.	For <input type="checkbox"/>	Withhold <input type="checkbox"/>	
4. Stock Option Plan. To consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution to approve the adoption of a new 10% rolling stock option plan of the Corporation, as more particularly described in the accompanying management information circular and proxy statement of the Corporation (the "Information Circular").	For <input type="checkbox"/>	Against <input type="checkbox"/>	
5. Control Person. To consider and, if thought appropriate, to pass an ordinary resolution of disinterested shareholders approving Callisto Capital Corp. becoming a new "Control Person" (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) of the Corporation pursuant to the conversion of the Convertible Debenture (as defined in the accompanying Information Circular), the full text of which is set forth in the accompanying Information Circular.	For <input type="checkbox"/>	Against <input type="checkbox"/>	

Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by management of the Corporation.**

Signature(s): _____ **Date** _____

MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to receive interim financial statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

Annual Financial Statements – Check the box to the right if you would like to **NOT RECEIVE** the Annual Financial Statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:

This form of proxy is solicited by and on behalf of management of the Corporation.

Proxies must be received by 2:00 p.m., Calgary time, on December 6, 2024.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent them at the Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by management of the Corporation to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by management of the Corporation.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Annual and Special Meeting of Shareholders or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by management of the Corporation.



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin>

You will require the CONTROL NUMBER printed with your address to the right.

If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services, you may contact Odyssey Trust Company at <https://odysseytrust.com/ca-en/help/>.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.

**Decibel Cannabis Company Inc.
(the "Issuer")**

Request for Financial Statements

In accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*, registered and beneficial shareholders may elect annually to receive interim (quarterly) financial statements and corresponding management's discussion and analysis ("MD&A") and/or annual financial statements and MD&A. If you wish to receive these documents by mail or email, please return this completed form to:

Odyssey Trust Company
350 – 409 Granville St
Vancouver, BC V6C 1T2
Canada

Rather than receiving the financial statements by mail, you may choose to view these documents on the SEDAR+ website at www.sedarplus.ca.

PLEASE PRINT CLEARLY IN BLOCK LETTERS

SHAREHOLDER REGISTRATION (Please provide the name in which your shares are currently registered)		
Street Address		
City	Prov/State	Postal/Zip Code
Country (if not Canada or the USA)	Email Address	
If this is an Address Change, please check the box below and provide your former address.		
Please send me the following:		
<input type="checkbox"/> Annual Financial Statements with MD&A (Mark this box if you would like to receive the Annual Financial Statements and related MD&A)		
<input type="checkbox"/> Interim Financial Statements with MD&A (Mark this box if you would like to receive the Interim Financial Statements and related MD&A)		

I HEREBY CERTIFY that I am a registered and/or beneficial holder of the Issuer, and as such, request that my name be placed on the Issuer's Mailing List in respect to its annual and/or interim financial statements and MD&A for the current financial year. If I have provided my email address above, I hereby consent to its use for the delivery by the Issuer or its agent of annual and/or interim financial statements by email.

SIGNED: _____
(Signature of Shareholder)

DATE: _____

PRIVACY NOTICE: At Odyssey Trust Company, we take your privacy seriously. In the course of providing services to you we receive non-public, personal information about you. We receive this information through transactions we perform for you and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Odyssey Trust Company or other parties. This information may include your name, social insurance number, stock/unit ownership information and other financial information. With respect to both to current and former securityholders, Odyssey Trust Company does not share non-public personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you, and we maintain physical, electronic and procedural safeguards to protect your personal information. Odyssey Trust Company realizes that you entrust us with confidential personal and financial information and we take that trust very seriously. By providing your personal information to us and signing this form, we will assume, unless we hear from you to the contrary, that you have consented and are consenting to this use and disclosure. A complete copy of our Privacy Code may be accessed at www.odysseytrust.com or you may request a copy in writing to Chief Privacy Officer, 350 – 409 Granville St, Vancouver, BC V6C 1T2.