

# INSURAGUEST TECHNOLOGIES INC.

1140-625 Howe Street  
Vancouver, BC V6C 2T6  
Telephone: (604) 685-4745

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 13, 2024

### TO THE SHAREHOLDERS:

**NOTICE IS HEREBY GIVEN** that the special meeting of the shareholders (the “Meeting”) of Insuraguest Technologies Inc. (the “Company”) will be held at Suite 704, 595 Howe Street, Vancouver, B.C. V6C 2T5 on Wednesday, March 13, 2024, at 11:00 a.m. (Vancouver time) for the following purposes:

1. to consider, and if deemed advisable, approve a resolution approving the proposed shares for debt transactions with insiders of the Company, as described in the accompanying information circular (the “Information Circular”);
2. to consider, and if deemed advisable, approve a resolution ratifying, confirming and approving Douglas Anderson being a control person of the Company, as described in the Information Circular;
3. to consider, and if deemed advisable, approve a resolution ratifying, confirming and approving the ongoing management fees and executive compensation, as described in the Information Circular; and
4. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

Those resolutions set out in 1, 2 and 3 above, will require a majority approval of the disinterested shareholders represented at the Meeting.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Special Meeting of Shareholders.

The Company’s Board of Directors has fixed February 7, 2024 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Endeavor Trust Corporation, Suite 702 - 777 Hornby Street, Vancouver, BC, V6Z 1S4 by mail or fax, no later than no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

If you are a non-registered shareholder of the Company, please complete and return the accompanying materials in accordance with the instructions set forth in the Information Circular.

DATED at Vancouver, British Columbia, this 9th day of February, 2024.

**By order of the Board of  
InsuraGuest Technologies Inc.**

*“Logan B. Anderson”*

**Logan B. Anderson  
Chief Financial Officer and Director**

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## INFORMATION CIRCULAR February 9, 2024

### INTRODUCTION

This information circular (the “Information Circular”) accompanies the Notice of Special Meeting of Shareholders (the “Notice”) and is furnished to shareholders holding common shares (“Common Shares”) in the capital of InsuraGuest Technologies Inc. (the “Company”) in connection with the solicitation by the management of the Company of proxies to be voted at the special meeting (the “Meeting”) of the shareholders to be held at Suite 704, 595 Howe Street, Vancouver, B.C. V6C 2T5 on Wednesday, March 13, 2024, at 11:00 a.m. (Vancouver time) or at any adjournment or postponement thereof.

All references to Shareholders are to registered holders of Common Shares, unless specifically stated otherwise.

#### **Date and Currency**

The date of this Information Circular and the information therein, unless otherwise specified, is February 9, 2024. Unless otherwise stated, all amounts herein are in Canadian dollars.

### MANAGEMENT SOLICITATION OF PROXIES

The solicitation of proxies by the management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made, without special compensation, by the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold Common Shares in their respective names to furnish this proxy material to their customers, and the Company may reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The Company will bear the cost of the solicitation.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

### APPOINTMENT AND REVOCATION OF PROXY

#### **Appointment of Proxy**

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one (1) vote for each Common Share that such shareholder holds on the record date of February 7, 2024 (the “Record Date”) on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “Designated Persons”) in the enclosed form of proxy (the “Form of Proxy”) are directors and/or officers of the Company.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY.**

**THE SHAREHOLDER MAY EXERCISE THE RIGHT BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S COMMON SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

In order to be voted, the completed Form of Proxy must be received by the Company's registrar and transfer agent, Endeavor Trust Corporation (the "Transfer Agent") at their offices located at Suite 702 - 777 Hornby Street, Vancouver, BC, V6Z 1S4 by mail or fax, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a Form of Proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the Form of Proxy.

#### **Revocation of Proxies**

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

#### **VOTING OF PROXIES**

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space in the Form of Proxy. If the instructions as to voting indicated in the proxy are certain, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Common Shares represented will be voted or withheld from the vote on that matter accordingly. **The Common Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE COMPANY'S BOARD OF DIRECTORS FOR DIRECTORS AND AUDITOR.**

The Form of Proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Common Shares on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

### ADVICE TO BENEFICIAL SHAREHOLDERS

**The information set out in this section is of significant importance to those shareholders who do not hold Common Shares in their own name. Shareholders who do not hold their shares in their own name (“Beneficial Shareholders”) should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting.** If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder’s name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co., being the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms. **Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.**

Regulatory polices require intermediaries (“Intermediaries”) to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Beneficial Shareholders have the option of not objecting to their Intermediary disclosing certain ownership information about themselves to the Company (such Beneficial Shareholders are designated as non-objecting beneficial owners, or “NOBOs”) or objecting to their Intermediary disclosing ownership information about themselves to the Company (such Beneficial Shareholders are designated as objecting beneficial owners, or “OBOs”).

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to send the Notice, this Information Circular and a request for voting instructions (a “VIF”), instead of a Form of Proxy (the Notice, this Information Circular and VIF or proxy, as applicable, are collectively referred to as the “Meeting Materials”) indirectly through Intermediaries to the NOBOs and OBOs. The company does not intend to pay for an Intermediary to deliver to OBOs the Meeting Materials. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to OBOs and OBOs will not receive the materials unless their Intermediary assumes the costs of delivery.

Meeting Materials sent to Beneficial Shareholders are accompanied by a VIF, instead of a Form of Proxy. By returning the VIF in accordance with the instructions noted on it, a Beneficial Shareholder is able to instruct the Intermediary (or other registered shareholder) how to vote the Beneficial Shareholder’s Common Shares on the Beneficial Shareholder’s behalf. For this to occur, it is important that the VIF be completed and returned in accordance with the specific instructions noted on the VIF.

The majority of Intermediaries now delegate responsibility for obtaining instructions from Beneficial Shareholders to Broadridge Investor Communication Solutions (“Broadridge”) in Canada. Broadridge typically prepares a machine-readable VIF, mails these VIFs to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, usually by way of mail, the Internet or telephone. 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 by proxies for which Broadridge has solicited voting instructions. A Beneficial Shareholder who receives a VIF from Broadridge cannot use that form to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to 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 an Intermediary, please contact that Intermediary for assistance.

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the Common Shares which they beneficially own. A Beneficial Shareholder receiving a VIF cannot use that form to vote common shares directly at the Meeting. Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Shareholder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Shareholder or their nominee the right to attend and vote at the Meeting.

Only registered shareholders have the right to revoke a proxy. A Beneficial Shareholder who wishes to change its vote must, at least seven days before the Meeting, arrange for its Intermediary to revoke its VIF on its behalf.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

These Meeting Materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send the Meeting Materials to you indirectly, the Intermediary holding on your behalf has assumed responsibility for (i) delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF.

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

The following persons, who were directors and and/or executive officers since the beginning of the Company's last financial year, have a material interest, direct or indirect, by way of beneficial ownership of Common Shares or other securities in the Company or otherwise, in matters to be acted upon at the Meeting as follows:

Douglas K. Anderson, CEO and director of the Company has a disclosable interest in the matter of the ratification, confirmation, and approval of his being a control person.

The following directors and officers have a disclosable interest in the matter of the Shares for Debt Transaction described in this Information Circular: Douglas K. Anderson, Logan B. Anderson, Reed Wright, David K. Ryan, and Charles Cayais.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Company is authorized to issue an unlimited number of Common Shares without par value. As of the Record Date, a total of 65,048,925 Common Shares were issued and outstanding. Each Common Share as at the Record Date carries the right to one (1) vote at the Meeting.

To the knowledge of the Company's directors or executive officers, the following persons and companies beneficially owns, or controls or directs, directly or indirectly, 10% or more of the Common Shares:

The following table lists the person who beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the Company's outstanding shares.

<b>Name</b>	<b>Number of Common Shares Owned</b>	<b>Percentage of Common Shares Held</b>
Douglas K. Anderson	19,216,166 <sup>(1)</sup>	29.54%

Note:

(1) (i) 11,896,260 Common Shares are held through Trust Financial LLC, which is controlled by Douglas K. Anderson, the CEO and a director of the Company, (ii) 2,150,000 Common Shares are held through M&J Holdings LLC, a company controlled by Mr. Anderson, (iii) 140,000 Common Shares are held through The Anderson Alaska Dynasty Trust, a trust for the benefit of Mr. Anderson's estate, and (iv) 5,029,906 Common Shares which are held by Mr. Anderson.

## STATEMENT OF EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

This discussion describes the Company's compensation program for each person who has acted as Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and the three most highly compensated executive officers (or three most highly compensated individuals acting in a similar capacity), other than the CEO and CFO, whose compensation was more than \$150,000 during the financial year ended June 30, 2023 (each a "Named Executive Officer").

#### Significant Elements

The significant elements of compensation awarded to the Named Executive Officers are management fees and stock options of the Company ("Options").

The Company does not presently have a long-term incentive plan, other than the Stock Option Plan.

There is no policy or target regarding allocation between cash and non-cash elements of the Company's compensation program. The Board of Directors is solely responsible for determining compensation to be paid to the Company's Named Executive Officers. In addition, the Board of Directors reviews annually the total compensation package of each of the Company's executives on an individual basis.

#### *Management Fees*

In setting compensation rates for Named Executive Officers, the Company compares the amounts paid to them with the amounts paid to executives in comparable positions at other comparable corporations. The Company's compensation payable to the Named Executive Officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each Named Executive Officer and varies with the amount of time spent by each Named Executive Officer in carrying out his functions on behalf of the Company.

## Summary Compensation Table

The following table sets forth information about compensation paid to, or earned by, the Company's Named Executive Officers during the financial years ended June 30, 2021, 2022 and 2023:

Name and Position in the Company	Financial Year Ended	Salary/Management Fee (USD \$)	Share based Awards (USD \$)	Option-based Awards (USD \$)	Non-Equity Incentive Plan Compensation (USD \$)		Pension Value (USD \$)	All Other Compensation (USD \$)	Total Compensation (USD \$)
					Annual Incentive Plans	Long-term Incentive Plans			
Douglas K Anderson <sup>(1)</sup> <i>CEO and Director</i>	2023	60,000	-	-	-	-	-	-	60,000
	2022	90,000	-	-	-	-	-	-	90,000
	2021	155,000	-	-	-	-	-	-	155,000
Logan B. Anderson <sup>(3)</sup> <i>CFO and Director</i>	2023	44,800	-	-	-	-	-	-	44,800
	2022	44,311	-	-	-	-	-	-	44,311
	2021	47,552	-	122,078	-	-	-	-	169,630
Christopher J. Panos <sup>(4)</sup> <i>Director and VP, Sales and Marketing</i>	2023	60,000	-	-	-	-	-	-	60,000
	2022	90,000	-	-	-	-	-	-	90,000
	2021	155,000	-	-	-	-	-	-	155,000
David K. Ryan <sup>(5)</sup> <i>VP, Corporate Communication, Secretary, Director</i>	2023	26,880	-	-	-	-	-	-	26,880
	2022	29,632	-	-	-	-	-	-	29,632
	2021	27,284	-	122,078	-	-	-	-	149,362
Reed Wright <i>President</i> <sup>(6)</sup>	2023	60,000	-	-	-	-	-	-	60,000
	2022	60,000	-	-	-	-	-	-	60,000
	2021	55,000	72,359	-	-	-	-	-	127,359

### Notes:

- (1) Director of the Company since February 26, 2020 and CEO of the Company since February 26, 2020.
- (2) Director of the Company since February 26, 2020.
- (3) Director of the Company since August 13, 2010 and CFO of the Company since February 26, 2020.
- (4) Director of the Company since February 26, 2020 and Vice President, Sales and Marketing, of the Company since February 26, 2020.
- (5) Director of the Company since August 14, 2010, Vice President, Corporate Communications, of the Company since April 12, 2021 and Secretary of the Company since November 29, 2016.
- (6) President of the Company since August 3, 2021.

## Incentive Plan Awards for Directors

The following table sets forth all outstanding share based and option based awards to the Named Executive Officers and the directors of the Company as at the financial year ended June 30, 2023.

Name and Position in the Company	Option Based Awards				Share Based Awards	
	Number of Securities underlying unexercised options	Option exercise price (CAD \$)	Option Expiration Date	Value of unexercised in-the-money options (CAD \$)	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested (CAD \$)
Douglas K. Anderson <i>CEO and Director</i>	-	-	-	-	-	-
Charles J. Cayias <i>Director</i>	-	-	-	-	-	-
Logan B. Anderson <i>CFO and Director</i>	750,000	40.20	7 Jan 2024	\$0	-	-
Christopher J. Panos <i>Director and VP, Sales and Marketing</i>	-	-	-	-	-	-
David K. Ryan <i>VP, Corporate Communication, Secretary, and Director</i>	750,000	\$0.20	7 Jan 2024	\$0	-	-
R. Hall Risk <i>Director</i>	174,500	\$0.20	7 Jan 2024	\$0	-	-
Sean C. O'Neill <i>Director</i>	25,000	\$0.20	7 Jan 2024	\$0	-	-
Reed Wright <i>President</i>	1,600,000*	\$0.35	26 Feb 2031	\$0	1,015,966*	\$0

\*On August 3, 2021, the Company granted 1,600,000 stock options to an Officer of the Company Pursuant to an Executive Services Agreement (the "ESA") 1,600,000 were issued and are exercisable at \$0.35 and are subject to vesting terms as follows:

- 250,000 of the options vested on signing of the ESA and expire on August 1, 2023 (the "Initial Vesting Options");
- 250,000 of the options vested on September 1, 2022 and expire on August 1, 2024 (the "Second Vesting Options");
- 84,034 of the options vested on the Company earning \$1,000,000 in gross revenues on or before February 26, 2023 (the "Initial Revenue Milestone Options") (milestone met);
- 244,461 of the options vest on the Company earning \$5,000,000 in gross revenues on or before February 26, 2026;
- 282,658 of the options vest on the Company earning \$10,000,000 in gross revenues on or before August 26, 2028; and
- The remaining 488,847 of the options vest on the Company earning \$20,000,000 in gross revenues on or before February 26, 2031.

Each revenue milestone refers to the total gross revenue the Company must receive prior to the expiration date of the particular option.



## Management Fees

None of Douglas K. Anderson, Logan B. Anderson, David K. Ryan, Charles J. Cayias and Reed Wright are employees of the Company.

The Company pays an aggregate of US\$5,000 per Month to Douglas K. Anderson in respect of the services that Douglas K. Anderson provides to the Company as Director and CEO. The Company also pays approximately US \$4,200.00 plus operating costs per month for office rental for its United States offices to Trust Financial LLC, a corporation owned and controlled by Douglas Anderson.

The Company pays an aggregate of CA\$5,000 per Month to Amteck Financial Corp. in respect of the services that Logan B. Anderson provides to the Company as Director and CFO.

The Company pays an aggregate of CA \$3,000 per Month to Ry-N Ginger Enterprises Inc. in respect of the services that David K. Ryan provides to the Company as Director and Secretary.

The Company pays an aggregate of US\$4,167 per Month in respect of the services that Charles Cayias provides to the Company as Director and for his services in the Company's operating subsidiaries.

The Company pays an aggregate of US\$5,000 per Month in respect of the services that Reed Wright provides to the Company as President of the Company.

## Termination and Change of Control Benefits

The Company has no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the Named Executive Officer's responsibilities.

## DIRECTOR COMPENSATION

### Director Compensation Table

The following table sets forth the compensation paid to the Company's directors, not including those directors of the Company who were also Named Executive Officers of the Company in the financial year ended June 30, 2022, for the financial year ended June 30, 2023:

Name		Fees Earned (USD \$)	Share-based Awards (USD \$)	Option-based Awards (USD \$)	Non-Equity Incentive Plan Compensation (USD \$)	Pension Value (USD \$)	All Other Compensation (USD \$)	Total (USD \$)
Charles J. Cayias	2023	50,000	-	-	-	-	-	50,000
	2022	50,000	-	-	-	-	-	50,000
R. Hall Risk	2023	-	-	-	-	-	-	-
	2022	-	-	-	-	-	-	-
Sean C. O'Neill	2023	-	-	-	-	-	-	-
	2022	-	-	-	-	-	-	-

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all our equity compensation plans as at June 30, 2023. As at June 30, 2023, the Company's equity compensation plans consisted solely of the Stock Option Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights (CAD \$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	4,774,500	\$0.29	1,155,968
Equity compensation plans not approved by security holders	-	-	-
<b>Total</b>	4,774,500	\$0.29	1,155,968

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Approval of Shares for Debt Transaction with Insiders

At the Meeting, shareholders of the Company will be asked to vote for the approval of a shares for debt transaction with insiders of the Company (the "Shares for Debt Transaction").

#### *Summary of Issuance of Shares for Debt to Insiders*

The following information is intended as a brief description of the Shares For Debt Transaction:

The Company has entered into debt settlement agreements (the "Debt Settlement Agreements") with the creditors set forth below (the "Creditors") to settle \$606,540 of outstanding indebtedness in exchange for an aggregate of 40,435,972 common shares of the Company ("Shares") at a deemed price of \$0.015 per share including 31,649,239 shares in settlement of debt to insiders of the Company :

Name and Address of Creditor	Amount Owing	Deemed Price per Share	# of Shares
Douglas Anderson (Insider)	\$136,000	\$0.015	9,066,666
Trust Financial LLC <sup>(1)</sup> (Insider)	\$81,772	\$0.015	5,451,464
Reed Wright (Insider)	\$37,400	\$0.015	2,493,333
Charles J. Cayias (Insider)	\$111,067	\$0.015	7,404,444
Amteck Financial Corp. <sup>(2)</sup> (Insider)	\$68,500	\$0.015	4,566,666
Ry N Ginger Enterprises <sup>(3)</sup> (Insider)	\$40,000	\$0.015	2,666,666
Non-Insider Creditors	\$131,801	\$0.015	8,786,733
<b>Total</b>	<b>\$606,540.00</b>		<b>40,435,972</b>

(1) Owned and controlled by Douglas Anderson

(2) Owned and controlled by Logan Anderson

(3) Owned and controlled by David Ryan

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to approve, with or without variation, an ordinary resolution approving the Shares For Debt, to be issued to Insiders of the Company. The full text of the resolutions to be considered at the Meeting is set forth below:

**RESOLVED THAT:**

1. The issuance of Shares for Debt to be issued to insiders of the Company as described in the management information circular of the Company dated February 9, 2024 be and the same is hereby approved, subject to the acceptance of the TSX Venture Exchange (the “Exchange”), if required;
2. The board of directors of the Company is authorized and directed to make any amendments to the Shares For Debt Transaction as may be required by the Exchange or other regulatory authorities, without further approval by the shareholders of the Company; and
4. Any director or officer of the Company is hereby authorized and directed, for and on behalf of the Company, to do all things and to execute, deliver and file all such agreements, documents and instruments, and to do all such other acts and things, as such director or officer deems necessary or desirable to give effect to the forgoing resolutions.

*This resolution will require a vote of disinterested shareholders of the Company. Accordingly, Douglas Anderson, Logan Anderson, Reed Wright, Charles J. Cayias and David K. Ryan will be required to abstain from voting on this resolution.*

***Management recommends the approval of the Issuance of Shares for Debt to the insiders.***

**Approval of Douglas Anderson Control Position**

At the Meeting, shareholders of the Company will be asked to vote for the approval of a resolution to ratify, confirm and approve Douglas Anderson being a control person of the Company;

*Summary of Douglas Anderson Control Position*

The following information is intended as a brief description of the matter of Douglas Anderson being a control person of the Company:

Disinterested shareholder approval of Douglas Anderson as a control person, is a requirement of the TSX Venture Exchange. Completion of the proposed shares for debt transaction with Mr. Anderson is subject to compliance with this TSX Venture Exchange requirement. In addition, the Company is considering a rights offering to its existing shareholders and Mr. Anderson has indicated his willingness to act as a standby guarantor of such rights offering, and would acquire additional shares of the Company under his subscription rights and/or the standby guarantee, and would be entitled to receive warrant compensation for his standby guarantee. The disinterested approval of Mr. Anderson is also required prior to closing a rights offering where he provides a standby guarantee.

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to approve, with or without variation, an ordinary resolution to ratify, confirm and approve Douglas Anderson being a control person of the Company. The full text of the resolutions to be considered at the Meeting is set forth below:

**RESOLVED THAT:**

1. Douglas Anderson being a control person of the Company is hereby to ratified, confirmed and approved; and
2. Any director or officer of the Company is hereby authorized and directed, for and on behalf of the Company, to do all things and to execute, deliver and file all such agreements, documents and instruments, and to do all such other acts and things, as such director or officer deems necessary or desirable to give effect to the forgoing resolutions.

*This resolution will require a vote of disinterested shareholders of the Company. Douglas Anderson will be required to abstain from voting on this resolution.*

***Management recommends the approval of the resolution to ratify, confirm and approve Douglas Anderson being a control person of the Company.***

## **Approval of Management Fees and Executive Compensation**

At the Meeting the shareholders of the Company will be asked to approve a resolution to ratify, confirm and approve the ongoing management fees and executive compensation described in this Information Circular.

The full text of the resolutions to be considered at the Meeting is set forth below:

### **RESOLVED THAT:**

1. The ongoing management fees and executive compensation described in the management information circular of the Company dated February 9, 2024 be and is hereby ratified, confirmed and approved; and
2. Any director or officer of the Company is hereby authorized and directed, for and on behalf of the Company, to do all things and to execute, deliver and file all such agreements, documents and instruments, and to do all such other acts and things, as such director or officer deems necessary or desirable to give effect to the forgoing resolutions.

*Management recommends the approval of the ongoing management fees and executive compensation.*

## **MANAGEMENT CONTRACTS**

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

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on the Company's profile on the System for Electronic Document Analysis and Retrieval + ("SEDAR+") at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information about the Company is provided in the Company's audited financial statements and Management's Discussion and Analysis ("MD&A") for the financial year ended June 30, 2023 can be found on the Company's SEDAR+ profile.

Copies of the Company's financial statements and MD&A for the financial year ended June 30, 2023 may be obtained without charge upon request from the Company, at Suite 1140 – 625 Howe Street, Vancouver BC V6C 2T6 (604-622-1186) and such documents will be sent by mail or electronically by email as may be specified at the time of the request.

## **OTHER MATTERS**

Other than the above, management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice. However, if any other matters that are not known to management should properly come before the Meeting, the Form of Proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

## **APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board of Directors of the Company.

Dated at Vancouver, British Columbia as of February 9, 2024.

### **ON BEHALF OF THE BOARD**

#### **INSURAGUEST TECHNOLOGIES INC.**

*"Logan B. Anderson"*

**Logan B. Anderson**  
**Chief Financial Officer and Director**