

GRAND PEAK CAPITAL CORP.

9648 - 128th Street, Suite 210
Surrey, BC V3T 2X9

Telephone (604) 357-4726

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**Meeting**”) of the shareholders of Grand Peak Capital Corp. (hereinafter called the “**Company**”) will be held in virtual format on Wednesday, November 26, 2025 at the hour of 11 o’clock in the forenoon (Pacific Time) for the following purposes:

1. To appoint Buckley Dodds CPA, Chartered Professional Accountants, as auditor for the Company until the next annual general meeting of shareholders at a remuneration to be fixed by the directors.
2. To determine the number of directors at three (3).
3. To elect three (3) directors to serve until the next annual general meeting of shareholders or until their successors are elected or appointed.
4. To transact such further or other business including, without limitation, such amendments or variations as may properly come before the Meeting or any adjournment thereof.

The board of directors of the Company has fixed the close of business on Wednesday, October 22, 2025 as the record date for the purpose of determining shareholders entitled to receive notice of the Meeting. Shareholders who are unable to attend the Meeting in person are requested to read, complete, sign and mail, fax or deliver the enclosed form of proxy, or vote online at <https://vote.odysseytrust.com>, either way in accordance with the instructions set out in the proxy form and in the information circular accompanying this notice. Please advise the Company of any change in your mailing address. If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the voting instruction form or vote online in accordance with the instructions provided to you by your broker or intermediary.

DATED at the City of Surrey, in the Province of British Columbia, as of the 22nd day of October, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

“Sonny Janda”

Sonny Janda, CEO and Director

REGISTRATION AND LOG IN PROCESS

To attend the Meeting, please register at least 35 minutes before the scheduled start of the Meeting using one of the following links:

<https://us06web.zoom.us/meeting/register/OWICmbnpQAKih5WJ7yGpBQ> ; or

<https://tinyurl.com/GrandPeakAGMs> .

After registering, you will receive a confirmation email with access instructions. To ensure a smooth process, the Company asks registered participants to log in by 10:45 am (Pacific Time) on November 26, 2025. Registered shareholders and duly appointed proxyholders will be asked to identify themselves before the beginning of the Meeting with picture ID and by providing the control number from the enclosed form of proxy.

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 annual general meeting (the “**Meeting**”) of the shareholders of Grand Peak Capital Corp. (hereinafter called the “**Company**”) will be held in virtual format on Wednesday, November 26, 2025 at the hour of 11:10 in the forenoon (Pacific Time) for the following purposes:

1. To appoint Buckley Dodds CPA, Chartered Professional Accountants, as auditor for the Company until the next annual general meeting of shareholders at a remuneration to be fixed by the directors.
2. To determine the number of directors at three (3).
3. To elect three (3) directors to serve until the next annual general meeting of shareholders or until their successors are elected or appointed.
4. To transact such further or other business including, without limitation, such amendments or variations as may properly come before the Meeting or any adjournment thereof.

The board of directors of the Company has fixed the close of business on Wednesday, October 22, 2025 as the record date for the purpose of determining shareholders entitled to receive notice of the Meeting. Shareholders who are unable to attend the Meeting in person are requested to read, complete, sign and mail, fax or deliver the enclosed form of proxy, or vote online at <https://vote.odysseytrust.com>, either way in accordance with the instructions set out in the proxy form and in the information circular accompanying this notice. Please advise the Company of any change in your mailing address. If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the voting instruction form or vote online in accordance with the instructions provided to you by your broker or intermediary.

DATED at the City of Surrey, in the Province of British Columbia, as of the 22nd day of October, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

“Sonny Janda”

Sonny Janda, CEO and Director

REGISTRATION AND LOG IN PROCESS

To attend the Meeting, please register at least 35 minutes before the scheduled start of the Meeting using one of the following links:

<https://us06web.zoom.us/meeting/register/OWICmbnpQAKih5WJ7yGpBQ> ; or

<https://tinyurl.com/GrandPeakAGMs> .

After registering, you will receive a confirmation email with access instructions. To ensure a smooth process, the Company asks registered participants to log in by 10:45 am (Pacific Time) on November 26, 2025. Registered shareholders and duly appointed proxyholders will be asked to identify themselves before the beginning of the Meeting with picture ID and by providing the control number from the enclosed form of proxy.

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general and special meeting (the “**Meeting**”) of the shareholders of Grand Peak Capital Corp. (hereinafter called the “**Company**”) will be held in virtual format on Wednesday, November 26, 2025 at the hour of 11:20 in the forenoon (Pacific Time) for the following purposes:

1. To receive and consider the report of the directors, the audited financial statements of the Company for the years ended September 30, 2023 and September 30, 2024 and the reports of the auditor thereon.
2. To appoint Buckley Dodds CPA, Chartered Professional Accountants, as auditor for the Company for the ensuing year at a remuneration to be fixed by the directors.
3. To determine the number of directors at three (3).
4. To elect three (3) directors to serve until the next annual general meeting of shareholders or until their successors are elected or appointed.
5. To consider and, if thought fit, approve the Company’s stock option plan dated October 22, 2025.
6. To transact such further or other business including, without limitation, such amendments or variations as may properly come before the Meeting or any adjournment thereof.

The board of directors of the Company has fixed the close of business on Wednesday, October 22, 2025 as the record date for the purpose of determining shareholders entitled to receive notice of the Meeting. Shareholders who are unable to attend the Meeting in person are requested to read, complete, sign and mail, fax or deliver the enclosed form of proxy, or vote online at <https://vote.odysseytrust.com>, either way in accordance with the instructions set out in the proxy form and in the information circular accompanying this notice. Please advise the Company of any change in your mailing address. If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.

DATED at the City of Surrey, in the Province of British Columbia, as of the 22nd day of October, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

“Sonny Janda”

Sonny Janda, CEO and Director

REGISTRATION AND LOG IN PROCESS

To attend the Meeting, please register at least 35 minutes before the scheduled start of the Meeting using one of the following links:

<https://us06web.zoom.us/meeting/register/OWICmbnpQAKih5WJ7yGpBQ> ; or
<https://tinyurl.com/GrandPeakAGMs> .

After registering, you will receive a confirmation email with access instructions. To ensure a smooth process, the Company asks registered participants to log in by 10:45 am (Pacific Time) on November 26, 2025. Registered shareholders and duly appointed proxyholders will be asked to identify themselves before the beginning of the Meeting with picture ID and by providing the control number from the enclosed form of proxy.

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INFORMATION CIRCULAR

(Containing information as at October 22, 2025 unless indicated otherwise)

PERSONS MAKING THE SOLICITATION

This information circular is furnished in connection with the solicitation of proxies by the management of Grand Peak Capital Corp. (the “**Company**”) for use at the annual general meetings of shareholders for the years 2022 and 2024 and the annual general & special meeting of shareholders for the year 2025 which meetings will all be held in virtual format on Wednesday, November 26, 2025 (each, a “**Meeting**” and collectively, the “**Meetings**”) and any adjournments thereof at the time and place and for the purposes set forth in the accompanying notices of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Company at nominal cost. All costs of solicitation by Management will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

THE PERSONS NAMED IN THE ACCOMPANYING FORMS OF PROXY ARE DIRECTORS OF THE COMPANY. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING MAY DO SO, EITHER BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORMS OF PROXY OR BY COMPLETING OTHER PROPER FORMS OF PROXY AND IN EITHER CASE DELIVERING THE COMPLETED PROXIES TO THE OFFICE OF ODYSSEY TRUST COMPANY, (A) BY INTERNET AT [HTTPS://VOTE.ODYSSEYTRUST.COM](https://vote.odysseytrust.com) (CLICK ON LOGIN. YOU WILL REQUIRE THE CONTROL NUMBER PRINTED WITH YOUR ADDRESS TO THE RIGHT ON YOUR PROXY FORM. IF YOU VOTE BY INTERNET, DO NOT MAIL THIS PROXY), OR (B) BY MAIL OR PERSONAL DELIVERY TO ODYSSEY TRUST COMPANY, ATTN: PROXY DEPARTMENT, SUITE 702, 67 YONGE ST., TORONTO, ON M5E 1J8, OR (C) BY FAX TO ODYSSEY TRUST COMPANY, ATTN: PROXY DEPARTMENT TO 1-800-517-4553 (TOLL-FREE WITHIN CANADA AND THE U.S.) OR 416-263-9524 (INTERNATIONAL) NOT LESS THAN FORTY-EIGHT (48) HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ANY ADJOURNMENT THEREOF.**

Each instrument of proxy must be signed by the shareholder or by his or her attorney in writing, or, if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A shareholder who has given a proxy may revoke it by an instrument in writing delivered to the said office of Odyssey Trust Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or to the chairman of the Meeting on the day of the Meeting or any adjournment of it, or in any manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

ADVICE TO BENEFICIAL SHAREHOLDERS

If common shares are registered under the name of a shareholder's broker or an agent of that broker (rather than in the name of the beneficial shareholder), then such shares can only be voted (for or against resolutions) upon the instructions of the beneficial shareholder. Beneficial shareholders should ensure that instructions respecting the voting of their common shares are communicated to management by completing and signing a voting information form and returning it to management. The voting instruction form supplied to beneficial shareholders is identical to the form of proxy provided to registered shareholders.

Beneficial shareholders who complete and return voting instruction forms must indicate on each form the person (usually a brokerage house) who holds their shares as a registered shareholder. However, its purpose is limited to instructing management how to vote as proxy holder of the registered holder. Management will execute the voting instructions as instructed by the beneficial shareholder to the extent that the management of the reporting issuer holds the corresponding proxy.

If a beneficial shareholder wants to attend any or all of the Meetings and vote in person, then the beneficial shareholder should write the beneficial shareholder's name in the place provided for that purpose in the voting instruction form(s). A beneficial shareholder can also write the name of someone else who he/she/it wishes to attend the Meeting and vote on his/her/its behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to attend and present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in the voting instruction form or in this information circular.

The Company is not relying on the "notice-and-access" provisions set out in NI 54-101 to distribute copies of the proxy-related materials in connection with the Meetings. The Company is not sending proxy-related materials directly to non-objecting beneficial owners ("NOBOs").

Management of the Company does not intend to pay for intermediaries to deliver to objecting beneficial owners ("OBOs") under NI 54-101 the meeting materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*. OBOs will not receive the meeting materials and Form 54-101F7 unless the intermediary holding shares on behalf of the OBO assumes the cost of delivery.

All references to shareholders in this information circular and the accompanying forms of proxy and notices of Meeting are to shareholders of record unless specifically stated otherwise.

VOTING OF PROXIES

The securities represented by the 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 securities shall be voted accordingly. The form of proxy confers authority upon the named proxyholder with respect to matters identified in the accompanying notices of Meeting.

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed. Where directions are given by the shareholder in respect of voting for or against any resolution, the proxyholder will do so in accordance with such direction.

IF A CHOICE WITH RESPECT TO SUCH MATTERS IS NOT SPECIFIED, IT IS INTENDED THAT THE PERSON DESIGNATED BY MANAGEMENT IN THE FORM OF PROXY WILL VOTE THE SECURITIES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF MANAGEMENT FOR DIRECTORS AND AUDITOR.

AN ALTERNATE PROXYHOLDER HAS DISCRETION TO VOTE THE SHARES AS HE OR SHE CHOOSES.

The enclosed forms of proxy when properly completed and delivered and not revoked confer discretionary authority upon the named proxyholder with respect to amendments to or variations in matters identified in the accompanying notices of Meeting and other matters which may properly come before the Meetings.

In order to approve a motion proposed at any of the Meetings, a majority of greater than 50% of the votes cast will be required (an “**Ordinary Resolution**”) unless the motion requires a special resolution, in which case a majority of not less than 66 2/3% of the votes cast will be required. In the event a motion proposed at any of the Meeting requires disinterested shareholder approval, common shares held by shareholders of the Company who are also “insiders”, as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed in this information circular, no person who is or has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, or any associate of affiliate of such person, or any person on behalf of whom this solicitation is made, has any material interest, direct or indirect, in any matter to be acted upon at the Meetings.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company has an authorized capital consisting of an unlimited number of common shares without par value. Wednesday, October 22, 2025 was fixed in advance by the directors as the record date (the “**Record Date**”) for the purposes of determining those shareholders entitled to receive notice of, and to vote at, the Meetings. Only those shareholders who were shareholders of record by the Record Date and who either personally attend any or all of the Meetings or who have completed and delivered a form of proxy for each Meeting they wish to vote at in the manner and subject to the provisions described herein will be entitled to vote or to have their shares voted at the Meeting(s). As of the date hereof and as at the Record Date, the Company had 158,557,940 common shares issued and outstanding, each such share carrying the right to one (1) vote at each Meeting.

The articles of the Company provide that the quorum for shareholder meetings is one holder, present in person or by represented by proxy at the meeting, entitled to vote at meeting. Any persons entitled or required under the *Business Corporations Act* (British Columbia) or the Company’s articles to be present at the Meetings are entitled to attend at any general meeting but no such person will be counted in the quorum or be entitled to vote at the Meeting unless he is a shareholder or proxyholder entitled to vote at the Meetings. Unless otherwise indicated, each resolution that will be placed before the Meetings will be an ordinary resolution requiring for its approval a simple majority of the votes cast in respect of the resolution.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the voting rights attached to the voting securities of the Company.

FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS

The Company is requesting shareholder approval to fix the number for which positions exist on the Company’s board at three (3) and, if approved, three (3) directors will be elected at each Meeting.

The directors of the Company are elected annually and hold office until the next annual general meeting of shareholders or until their successors are appointed. Unless authority to do so is withheld, the persons designated in the accompanying form of proxy intend to vote for the nominees of management listed below. Management does not contemplate that any of the nominees will be unable or unwilling to serve as a director but if, for any reason, any of them shall be unable or unwilling to serve, it is intended that the proxies given pursuant to this solicitation will be voted for a substitute nominee or nominees selected by management, unless authority to vote the proxies in the election of directors is withheld.

INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT

The persons named in the following table are management’s nominees to the board of directors. Each director elected will hold office until the next annual general meeting unless their office is earlier vacated in accordance with the articles of the Company and the *Business Corporations Act* (British Columbia) or unless he or she becomes disqualified to act as a director.

Name, Province or State and Country of Residence of each Nominee and Present Position with the Company ⁽¹⁾	Principal Occupation, Business or Employment within the Five Preceding Years ⁽¹⁾	Period Served as a Director	Number of Voting Securities ⁽²⁾
Sonny Janda BC, Canada CEO and Director	Management consultant	April 2020 to date	1,020,500
Tajinder Johal BC, Canada Director	Businessman; owner and President of Sports Unlimited	February 2017 to date	10,000,000
Satinder Dhaliwal BC, Canada Director	Lawyer	April 2024 to date	Nil

(1) The information as to the province and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.

(2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.

The Company does not at present have an executive committee, compensation committee or any other committees, other than an audit committee (the “Audit Committee”) as required by the *Business Corporations Act* (British Columbia).

Tajinder Johal, Sonny Janda and Satinder Dhaliwal are the three current directors elected by the board of directors of the Company to the Audit Committee.

Corporate or Management Cease Trade Orders

Except for as disclosed herein, none of the Company’s proposed directors are, or have been within the last 10 years, a director, chief executive officer or chief financial officer any issuer that, while that person was acting in that capacity, or after that person was acting in that capacity and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days.

Corporate Bankruptcies

None of the Company’s proposed directors are, or have been within the last 10 years, a director or

executive officer of any issuer that, while that person was acting in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that issuer.

Penalties or Sanctions

None of the Company's proposed directors are, or have been within the last 10 years, the subject of 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 been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Personal Bankruptcies

None of the Company's proposed directors has, within the last 10 years, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

AUDIT COMMITTEE

Under National Instrument 52-110 – Audit Committees (“**NI 52-110**”), companies are required to provide disclosure with respect to their audit committee including the composition of the audit committee, the text of the audit committee's charter, and the fees paid to the external auditor. Accordingly, the Company provides the following disclosure with respect to its Audit Committee:

The Audit Committee's Charter

The directors of the Company have adopted a Charter for the Audit Committee, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The text of the Audit Committee's Charter is attached to this information circular as Schedule “A”.

Composition of the Audit Committee

The following are the current members of the Audit Committee:

Sonny Janda ⁽¹⁾	Not independent ⁽²⁾	Financially literate ⁽³⁾
Tajinder Johal	Not independent ⁽²⁾	Financially literate ⁽³⁾
Satinder Dhaliwal	Independent ⁽²⁾	Financially literate ⁽³⁾

⁽¹⁾ Chairman of the Audit Committee.

⁽²⁾ A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the board of directors, reasonably interfere with the exercise of a member's independent judgment. Executive officers, employees, family members of executive officers, and individuals who accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company (other than as remuneration for acting as a board member) are considered to have a material relationship with the Company. An individual is considered to have a material relationship with the Company if the individual is, or has been within the last three years, an employee or executive officer of the Company or if an immediate family member of the individual is, or has been within the last three years, an executive officer of the Company.

⁽³⁾ An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and

complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member is as follows:

Sonny Janda – Mr. Janda is a Management Consultant with over ten years of experience in public markets. Mr. Janda holds a Bachelor's Degree in Economics from Simon Fraser University. Mr. Janda's education, work, board and audit committee experience has enabled him to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. Mr. Janda is financially literate.

Tajinder Johal – Mr. Johal is a businessman and the owner and President of Sports Unlimited with over 25 years of business experience. Mr. Johal holds a Bachelor's Degree in Arts from the University of British Columbia. Mr. Johal's work experience has enabled him to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. Mr. Johal is financially literate.

Satinder Dhaliwal – Mr. Dhaliwal is a corporate, commercial and real estate lawyer with more than eight years of experience as a lawyer. Mr. Dhaliwal holds a Bachelor's Degree in Arts from the University of British Columbia and obtained his juris doctor at the University of Victoria. He was called to the B.C. Bar in 2018. Mr. Dhaliwal's education and work experience has enabled him to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. Mr. Dhaliwal is financially literate.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of National Instrument 52-110 (*De Minimis* Non-audit Services), or an exemption from National Instrument 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter attached as Schedule "A" to this information circular.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditor in each of the last four fiscal years for audit and non-audit services are as follows:

Financial Year Ending⁽¹⁾	Audit Fees⁽²⁾	Audit Related Fees⁽³⁾	Tax Fees⁽⁴⁾	All Other Fees⁽⁵⁾
2025	\$32,000	\$Nil	\$Nil	\$Nil
2024	\$59,000	\$Nil	\$Nil	\$Nil
2023	\$58,708	\$Nil	\$Nil	\$Nil
2022	\$46,605	\$Nil	\$Nil	\$Nil

(1) Financial years ended September 30.

(2) The aggregate audit fees billed.

(3) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements which are not included under the heading "Audit Fees".

(4) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.

(5) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

The breakdown of the fees billed by the Company's external auditors between Audit Fees, Tax Fees and All Other Fees is based on an estimate of the amount of work carried out by the external auditors in each area.

Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52-110 which exempts venture issuers from the requirement to comply with the restrictions on the composition of its audit committee and the disclosure requirements of its audit committee in an annual information form as prescribed by NI 52-110.

STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of this Statement of Executive Compensation:

“**CEO**” of the Company means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

“**CFO**” of the Company means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year; and

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

“**Named Executive Officer**” or “**NEO**” means:

(a) the Company's CEO;

(b) the Company's CFO;

(c) each of the Company's three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 as determined in

accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, for that financial year; and

- (d) any individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity at the end of the most recently completed financial year.

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

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

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth direct and indirect compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and services to be provided, directly or indirectly, to the Company, for each of the Company’s three most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Sonny Janda ⁽²⁾ CEO and director	2025	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	2024	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	2023	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Navin Sandhu ⁽³⁾ CFO	2025	\$21,000	\$Nil	\$Nil	\$Nil	\$Nil	\$21,000
	2024	\$21,000	\$Nil	\$Nil	\$Nil	\$Nil	\$21,000
	2023	\$14,000	\$Nil	\$Nil	\$Nil	\$Nil	\$14,000
Tajinder Johal ⁽⁴⁾ Director	2025	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	2024	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	2023	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Satinder Dhaliwal ⁽⁵⁾ Director	2025	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	2024	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	2023	N/A	N/A	N/A	N/A	N/A	N/A
Jatinder Bains ⁽⁶⁾ Former Director	2025	N/A	N/A	N/A	N/A	N/A	N/A
	2024	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	2023	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Larry Tsang ⁽⁷⁾ Former CFO	2025	N/A	N/A	N/A	N/A	N/A	N/A
	2024	N/A	N/A	N/A	N/A	N/A	N/A
	2023	\$7,100	\$Nil	\$Nil	\$Nil	\$Nil	\$7,100

(1) Financial year ended September 30.

(2) Mr. Janda was appointed as CEO effective March 1, 2023.

(3) Mr. Sandhu was appointed as CFO effective March 1, 2023.

(4) Mr. Johal ceased to be CEO effective March 1, 2023.

(5) Mr. Dhaliwal was appointed as a director on April 23, 2024.

- (6) Mr. Bains resigned as a director effective April 23, 2024.
- (7) Mr. Tsang ceased to be CFO effective March 1, 2023.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to Named Executive Officers and directors by the Company or one of its subsidiaries during the financial years ended September 30, 2023, September 30, 2024 and September 30, 2025 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof.

As at September 30, 2023, September 30, 2024 and September 30, 2025, no compensation securities were outstanding to Named Executive Officers and directors.

Exercise of Compensation Securities by Directors and NEOs

No compensation securities were exercised by directors or Named Executive Officers during the financial years ended September 30, 2023, September 30, 2024 and September 30, 2025.

Option Plans and Other Incentive Plans

The Company has one security based compensation arrangement, which is its October 22, 2025 stock option plan. For a summary of the material provisions of the stock option plan, please see below under the heading “Stock Option Plan”.

Employment, Consulting and Management Agreements

Except as disclosed herein, the Company did not have any agreement or arrangement under which compensation was provided during the financial years ended September 30, 2023, September 30, 2024 and September 30, 2025 or is payable in respect of services provided to the Company or any of its subsidiaries that were (a) performed by a director or NEO, or (b) performed by any other party but are services typically provided by a director or a named executive officer.

The Company is party to a consulting agreement made as of the 1st day of February, 2023 between the Company and Nava Financial Inc. (“Nava”), a private British Columbia company wholly-owned by Navin Sandhu, CFO of the Company, pursuant to which Nava provides the services of Mr. Sandhu as CFO for a fee of \$1,750 plus GST per month for a term of 12 months which term will be automatically renewed for 12-month periods provided Mr. Sandhu remains the Company’s CFO.

Oversight and Description of Director and NEO Compensation

The Company has not, as of yet, generated any income or cash flows and operates with limited financial resources. The Board of Directors, through informal discussion without any formal objectives, criteria or analysis, is responsible for determining the final compensation to be granted to the Company’s executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. The Board’s compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a “pay-for-performance” element which supports the Company’s commitment to delivering strong performance for the shareholders.

The Board annually reviews the corporate goals and objectives relevant to executive compensation; evaluates each executive officer’s performance in light of those goals and objectives and sets the executive officer’s compensation level based, in part, on this evaluation. The Board also takes into consideration the Company’s overall performance, shareholder returns, the value of similar incentive

awards to executive officers at comparable companies and the awards given to executive officers in past years.

The Company has no arrangements, standard or otherwise, under which directors are compensated for their services in their capacity as directors, or for committee participation or involvement in special assignments during the most recently completed financial year or subsequently, up to and including the date of this information circular.

Stock options are an important part of the Company’s incentive strategy for its directors and officers, permitting them to participate in any appreciation of the market value of the Company’s shares over a stated period of time, and is intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance as measured through the price of the Company’s shares and enables executives to acquire and maintain an ownership position in the Company.

Stock options grants may be made periodically to ensure that the number of options granted to any particular officer or director is commensurate with the officer’s level of ongoing responsibility within the Company. The Board will evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information regarding compensation plans under which equity securities of the Company are authorized for issuance in effect as of the end of the Company's most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights⁽¹⁾ (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	Nil	N/A	15,855,794
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil	N/A	15,855,794

⁽¹⁾ Financial year ended September 30.

The Company is asking shareholders to approve the Company’s October 22, 2025 stock option plan (the “Plan”). The Plan authorizes the directors to issue options to directors, officers, key employees and others who are in a position to contribute to the future success and growth of the Company.

The Plan is in the form of a rolling stock option plan reserving for issuance upon the exercise of options granted pursuant to the Plan a maximum of 10% of the issued and outstanding shares of the Company at the date of the grant. See “Particulars of Matters to be Acted Upon – Stock Option Plan”.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the Company’s last completed financial year, was a director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former

director, executive officer or employee of the Company or any of its subsidiaries indebted to the Company or any of its subsidiaries or was indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, other than routine indebtedness.

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines; however, the board of directors considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore such guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

1. Board of Directors

Satinder Dhaliwal is considered to be "independent" as defined by National Policy 58-101. As the size of the Board is small, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

2. Directorships

The following table sets out the directors who are currently directors of other reporting issuers in all Canadian and foreign jurisdictions:

Name of Director	Name of Other Reporting Issuer(s)
Sonny Janda	Desert Gold Ventures Inc., JZR Gold Inc., Sierra Grande Minerals Inc.

3. Orientation and Continuing Education

Orientation and education of new members of the Board is conducted informally by management and the Board. The orientation provides background information on the Company's history, performance and strategic plans.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However there is no formal orientation for new members of the Board and this is considered to be appropriate, given the Company's size and current operations.

4. Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. The Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges but, to date, has not adopted a formal written Code of Business Conduct and Ethics.

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

interests of the Company. Further, the Company's auditor has full and unrestricted access to the audit committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process. The current limited size of the Company's operations and the small number of officers and consultants allow the independent members of the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

5. Nomination of Directors

The Board of Directors will consider the size of the Board of Directors each year when it considers the number of directors to recommend for director nominees. The criteria for selecting new directors shall reflect the requirements of the listing standards of the Canadian Securities Exchange (or such other exchange or self-regulatory organization on which the Company's shares are listed for trading) with respect to independence and the following factors:

- (a) the appropriate size of the Company's Board;
- (b) the needs of the Company with respect to the particular talents and experience of its directors;
- (c) personal and professional integrity of the candidate;
- (d) level of education and/or business experience;
- (e) broad-based business acumen;
- (f) the level of understanding of the Company's business and the industry in which it operates and other industries relevant to the Company's business;
- (g) the ability and willingness to commit adequate time to Board and committee matters;
- (h) the fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company;
- (i) the ability to think strategically and a willingness to share ideas; and diversity of experiences, expertise and background.

6. Compensation

The Board of Directors reviews the compensation of the directors and its executive officers once a year. To make its recommendations on such compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies, as well as the success of the directors and officers in helping the Company to achieve its objectives and the Company's financial resources.

7. Other Board Committees

The Board of Directors has no other committees other than the Audit Committee.

8. Assessments

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal periodic assessments of the effectiveness of the Board, its committees and the individual directors to satisfy itself that they are performing effectively. The assessment of the Board relates to the ongoing governance and operation of the Board and its effectiveness in discharging its responsibilities. The assessment of individual directors is comprised of an examination of each individual director's ability to contribute to the effective decision-making of the Board.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this information circular, in the notes to the Company's financial statements for the financial years ended September 30, 2023 and September 30, 2024, and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company, nor any shareholder beneficially owning, directly or indirectly, common shares of the Company, or exercising control or direction over common shares of the Company, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding shares of the Company nor an associate or affiliate of any of the foregoing persons has since October 1, 2022 any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

The directors and officers of the Company also have an interest in the resolutions concerning (a) the election of directors and (b) the approval of the stock option plan (see below). Otherwise, no director or executive officer of the Company or any associate of the foregoing has any substantial interest, direct or indirect, by way of beneficial ownership of shares or otherwise in the matters to be acted upon at the said Meeting, except for any interest arising from the ownership of shares of the Company where the shareholder will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of shares in the capital of the Company.

APPOINTMENT AND REMUNERATION OF AUDITOR

Unless otherwise instructed, the proxies given to management pursuant to this solicitation will be voted for the appointment of Buckley Dodds CPA, Chartered Professional Accountants (“**Buckley Dodds**”), as auditor of the Company to hold office until the close of the next annual general meeting of the Company, at a remuneration to be fixed by the directors of the Company. Buckley Dodds is the successor of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, who resigned as the Company’s auditor effective December 5, 2024. Buckley Dodds was first appointed auditor of the Company effective December 6, 2024.

The “Notice of Change of Auditor” and letters from the former and successor auditors, all as filed with the British Columbia, Alberta, Ontario and Manitoba Securities Commissions are attached hereto as Schedule “B” for review and consideration.

MANAGEMENT CONTRACTS

There are no other management functions of the Company which are to any substantial degree performed other than by the executive officers and directors of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Stock Option Plan

Management of the Company believes that incentive stock options serve an important function in furnishing directors, officers, employees and consultants (collectively the “**Eligible Parties**”) of the Company an opportunity to invest in the Company in a simple and effective manner and better aligning the interests of the Eligible Parties with those of the Company and its shareholders through ownership of shares in the Company. Accordingly, at the 2025 Meeting the shareholders will be asked to consider, and the directors, believing it to be in the best interests of the Company, recommend that the shareholders re-approve, the Company's October 22, 2025 stock option plan (the “**Plan**”) and the allotment and reservation of sufficient common shares from treasury to provide the shares necessary for issuance upon

the exercise from time to time of options granted pursuant to the Plan.

The Plan is in the form of a rolling stock option plan reserving for issuance upon the exercise of options granted pursuant to the Plan a maximum of 10% of the issued and outstanding shares of the Company at any time, less any shares required to be reserved with respect to options granted by the Company prior to the implementation of the Plan. The Plan will be administered by a committee of at least three directors, if so appointed by the board, or, if no such committee has been authorized or appointed, the board of directors of the Company (the “Committee”). Subject to the provisions of the Plan, the Committee in its sole discretion will determine all options to be granted pursuant to the Plan, the exercise price therefore and any special terms or vesting provisions applicable thereto. The Committee will comply with all regulatory requirements in granting options and otherwise administering the Plan. A summary of some of the additional provisions of the Plan follows:

- (i) the number of securities reserved for issuance under options to acquire the securities granted to Related Persons, Employees and Consultants (all capitalized terms as defined in the Plan) shall not exceed 10% of the issued and outstanding shares of the Company calculated at the date the Option was granted;
- (ii) the number of securities reserved for issuance under options to acquire the securities granted to any one person shall not exceed 5% of the issued and outstanding shares of the Company calculated at the date the Option was granted;
- (iii) Options granted to any one Consultant to the Company as a total in any twelve-month period shall not exceed 2% of the issued and outstanding shares of the Company calculated at the date the Option was granted;
- (iv) in any twelve-month period the total number of Shares (either issued directly or represented by Grants in that period or represented by convertible securities issued in that period) provided as compensation to persons providing investor relations activities shall not exceed 1% of the issued Shares calculated at the date the Option was granted;
- (v) Options granted shall be non-assignable and not transferable and shall not have a term in excess of ten years;
- (vi) all Options granted shall be evidenced by written option agreements; and
- (vii) any amendment to reduce the exercise price of options granted to Related Persons of the Company shall be subject to approval of the disinterested shareholders of the Company, the majority vote of the shareholders other than the Related Persons to whom Options may be granted under the Plan and their Associates.

A copy of the Plan will be available at the 2025 Meeting for review by shareholders, if requested.

Pursuant to the policies of the Canadian Securities Exchange the Company is required to obtain the approval of its shareholders with respect to a rolling plan every three years.

At the 2025 Meeting, shareholders will be asked to consider and, if thought advisable, to pass, with or without modification, the following resolution:

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

- (1) the Company’s stock option plan dated October 22, 2025 be and is hereby ratified, approved and confirmed including the reserving for issuance under the stock option plan at any time of a maximum of 10% of the issued and outstanding shares of the Company, subject to any amendments that may be required by any applicable stock exchange or regulatory authority;*
- (2) the Company be authorized to abandon or terminate all or any part of the stock option plan if the Board of the Company deems it appropriate and in the best interests of the Company to do so;*

- (3) the Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the stock option plan;*
- (4) any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution; and*
- (5) the Company must seek shareholder approval to its stock option plan by November 26, 2028."*

The directors of the Company believe the Plan is in the Company's best interests and recommend that the shareholders approve the Plan. It is the intention of the persons named in the enclosed instrument of proxy, if not expressly directed otherwise in such instrument of proxy, to vote such proxies FOR the ordinary resolution to approve the Plan.

OTHER MATTERS

MANAGEMENT KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETINGS OF SHAREHOLDERS OTHER THAN AS SET FORTH ABOVE AND AS REFERRED TO IN THE NOTICES OF MEETING. HOWEVER, IF ANY OTHER MATTERS WHICH ARE NOT KNOWN TO THE MANAGEMENT OF THE COMPANY SHALL PROPERLY COME BEFORE THE SAID MEETINGS, THE FORM OF PROXY GIVEN PURSUANT TO THE SOLICITATION BY MANAGEMENT OF THE COMPANY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE PROXY.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the SEDAR+ website located at www.sedarplus.ca under the Company's profile. The Company's financial information is provided in the Company's audited comparative financial statements and related management discussions and analyses for its financial years ended September 30, 2023 and September 30, 2024 and may be viewed on the SEDAR+ website at the location noted above. Shareholders of the Company may request copies of the Company's financial statements and related management discussion and analysis by contacting the Company at 9648 - 128th Street, Suite 210, Surrey, BC V3T 2X9 (Telephone: (604) 357-4725).

Schedule "A"

AUDIT COMMITTEE CHARTER GRAND PEAK CAPITAL CORP. (the Company")

The Audit Committee is appointed by the Company's Board to assist the Board in monitoring: (1) the integrity of the financial statements of the Company; (2) the compliance by the Company with legal and regulatory requirements; and (3) the independence and performance of the Company's external auditors, which external auditors shall report directly to the Audit Committee.

The members of the Audit Committee shall meet the independence and experience requirements of applicable securities laws and any exchange or quotation system upon which the Company's securities are listed or quoted. The members of the Audit Committee shall be appointed by the Board.

The Audit Committee shall have the authority to retain independent legal, accounting or other consultants to advise the Committee as the Audit Committee determines necessary to carry out its duties and the Audit Committee shall have the authority to set and pay the compensation for any such advisors. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall:

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Review the annual audited financial statements, the interim financial statements, management's discussion and analysis with management and annual and interim earnings press releases, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Company's financial statements. Such review must occur prior to the Company publicly disclosing any such information.
3. Ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.
4. Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including an analysis of the effect of alternative GAAP methods on the Company's financial statements.
5. Review with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
6. Meet with management to review the Company's major financial risk exposures and the Company's internal controls.
7. Review major changes to the Company's internal controls and accounting principles and practices as suggested by the independent auditor, internal accounting or financial personnel or management.
8. Recommend to the Board the nomination and appointment of the independent auditor for the purposes of preparing or issuing an auditor's report or performing other audit, review or attest

services for the Company, which independent auditor is ultimately accountable to the Audit Committee and the Board.

9. Review the experience and qualifications of the senior members of the independent auditor team, the audit procedures of the independent auditor and the rotation of the lead partner and reviewing partner of the independent auditor.
10. Approve the compensation to be paid to the independent auditor for audit services.
11. Pre-approve the retention of the independent auditor for all audit and any non-audit services, including tax services, and the fees for such non-audit services which are provided to the Company or its subsidiary entities.
12. Receive periodic reports from the independent auditor regarding the auditor's independence, discuss such reports with the auditor, consider whether the provision of non-audit services is compatible with maintaining the auditor's independence and, if so determined by the Audit Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the auditor.
13. Evaluate together with the Board the performance of the independent auditor. If so determined by the Audit Committee, recommend that the Board replace the independent auditor.
14. Recommend to the Board guidelines for the Company's hiring of partners, employees and former partners and employees of the present and former independent auditor who were engaged on the Company's account.
15. Review the significant reports to management pertaining to the presentation and significant accounting policies of the Company's financial statements.
16. Obtain reports from management, the Company's senior accounting and financial personnel and the independent auditor that the Company and its subsidiaries are in conformity with applicable legal requirements, including disclosures of insider and affiliated party transactions.
17. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee or anonymous complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
18. Review with the independent auditor any problems or difficulties the auditor may have encountered and any disagreements between the independent auditor and management of the Company and any management letter provided by the auditor and the Company's response to that letter. Such review should include:
 - (a) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, and any disagreements with management;
 - (b) The internal accounting and financial responsibilities; and
 - (c) The investigation and implementation of the resolution of any disagreement between the independent auditor and the management of the Company .
19. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations.

20. Meet at least quarterly with the Chief Financial Officer and the independent auditor in separate executive sessions.
21. Establish a procedure for :
 - (a) The receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (b) The confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with Canadian generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditor or to assure compliance with laws and regulations.

Schedule “B”

**GRAND PEAK CAPITAL CORP.
NOTICE OF CHANGE OF AUDITOR
PURSUANT TO SECTION 4.11 OF NATIONAL INSTRUMENT 51-102
OF THE CANADIAN SECURITIES ADMINISTRATORS**

To: Dale Matheson Carr-Hilton Labonte LLP, Vancouver, British Columbia
Buckley Dodds CPA, Vancouver, British Columbia

GRAND PEAK CAPITAL CORP. (the “Company”) hereby provides notice pursuant to section 4.11 of National Instrument 51-102 (“NI 51-102”) of a change in the auditor of the Company from Dale Matheson Carr-Hilton Labonte LLP of Vancouver, British Columbia to Buckley Dodds CPA of Vancouver, British Columbia and confirms the following:

1. On December 5, 2024, the Company provided notice to Dale Matheson Carr-Hilton Labonte LLP (the “**Former Auditor**”) that it intends to change auditors for the audit of its September 30, 2024 annual financial statements. The Former Auditor provided the Company with a formal notice of resignation upon the Company’s request effective as of December 5, 2024.
2. The Audit Committee of the Company has recommended that Buckley Dodds CPA (the “**Successor Auditor**”), be appointed to fill in the vacancy in the office of auditor until the next annual meeting of shareholders of the Company.
3. The Board of Directors of the Company has considered the Former Auditor’s and the recommendation of the Audit Committee and has appointed the Successor Auditor as auditor of the Company, effective December 6, 2024, to hold office until the next annual meeting of shareholders of the Company.
4. There were no reservations in the Former Auditor’s reports on the financial statements of the Company for: (a) the two most recently completed financial years; or (b) for any period subsequent hereto for which an audit report was issued and preceding the effective date of the resignation of the Former Auditor.
5. In the opinion of the Audit Committee and the Board of Directors of the Corporation, there are no reportable events, as such term is defined in subparagraph 4.11(1) of NI 51-102.
6. The Notice and Letters of the Auditors have been reviewed by the Audit Committee and the Board of Directors.

DATED at Vancouver, British Columbia as of the 9th of January, 2025.

GRAND PEAK CAPITAL CORP.

Per: “Navin Sandhu”
Navin Sandhu
Chief Financial Officer



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

January 9, 2025

BRITISH COLUMBIA SECURITIES COMMISSION	CANADIAN SECURITIES EXCHANGE
P.O. Box 10142, Pacific Centre 9 TH Floor – 701 West Georgia street Vancouver, B.C. V7Y 1L2	9th Floor, 220 Bay Street Toronto, ON M5J 2W4
ALBERTA SECURITIES COMMISSION	ONTARIO SECURITIES COMMISSION
Suite 600, 250-5 th Street S.W. Calgary, Alberta T2P 0R4	20 Queen Street West, 22 nd Floor Toronto, ON M5H 3S8
THE MANITOBA SECURITIES COMMISSION	
500 – 400 St Mary Avenue Winnipeg, Manitoba R3C 4K5	

Dear Sirs:

Re: Grand Peak Capital Corp. (the “Company”)
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our resignation as auditor of the Company, we have reviewed the information contained in the Company’s Notice of Change of Auditor, dated January 9, 2025 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours truly,

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver

1500 – 1140 West Pender St.
Vancouver, BC V6E 4G1
604.687.4747

Surrey

200 – 1688 152 St.
Surrey, BC V4A 4N2
604.531.1154

Tri-Cities

700 – 2755 Lougheed Hwy
Port Coquitlam, BC V3B 5Y9
604.941.8266

Victoria

320 – 730 View St.
Victoria, BC V8W 3Y7
250.800.4694

January 9, 2025

To: British Columbia Securities Commission
Alberta Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

Dear Sirs/Mesdames:

Re: Grand Peak Capital Corp. (the "Company")
Notice Pursuant to NI 51 – 102 of Change of Auditor

We have reviewed the information contained in the Change of Auditor Notice of the Company dated January 9, 2025 (the "Notice"), delivered to us pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations*.

Based on our knowledge as of the date hereof, we agree with the statements contained in the Notice. We have no basis to agree or disagree with the comments in the notice relating to Dale Matheson Carr-Hillton Labonte LLP.

Yours very truly,



Buckley Dodds CPA
CHARTERED PROFESSIONAL ACCOUNTANTS