

NOTICE

and

INFORMATION CIRCULAR

for the

ANNUAL GENERAL AND SPECIAL MEETING

of

CARDIOCOMM SOLUTIONS, INC.

to be held on

Wednesday, December 11, 2024

CARDIOCOMM SOLUTIONS, INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of Shareholders of CardioComm Solutions, Inc. (the “**Company**”) will be held at 18 Wynford Drive, Suite 305, North York, Ontario M3C 3S2, at 11:00 a.m., on Wednesday, December 11, 2024, for the following purposes:

1. To receive and consider the audited Financial Statements of the Company for the year ended December 31, 2023, together with the auditor’s report thereon.
2. To fix the number of directors of the Company.
3. To elect the directors for the ensuing year.
4. To appoint the auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To approve the Company’s 10% rolling stock option plan, as more particularly set out in the Information Circular.
6. To transact such other business as may properly come before the Meeting.

The accompanying 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.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

If you are a non-registered shareholder of the Company and received these materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at North York, Ontario, as of November 6, 2024.

By Order of the Board of Directors of
CARDIOCOMM SOLUTIONS, INC.

“Etienne Grima”

Etienne Grima
Chief Executive Officer

CARDIOCOMM SOLUTIONS, INC.
18 Wynford Drive, Suite 305, North York, Ontario M3C 3S2

INFORMATION CIRCULAR

(all information as at November 6, 2024, unless otherwise stated)

The Company is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the Annual General and Special Meeting (the "**Meeting**") of the Company to be held on Wednesday, December 11, 2024 and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

A shareholder has the right to appoint a person other than a Management Proxyholder to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting 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 shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., 3rd floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies deposited subsequently.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP’s, RRIF’s, RESP’s and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a “**Nominee**”). If you purchased your shares through a broker, you are likely an unregistered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In addition, Canadian securities legislation now permits the Company to forward meeting materials directly to “non-objecting beneficial owners”. If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least five days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of common shares without par value (each, a “**Common Share**”). As at the date hereof, there are issued and outstanding 193,074,006 fully paid and

non-assessable Common Shares without par value, each share carrying the right to one vote. The Company has no other classes of voting securities.

Persons who are registered shareholders at the close of business on November 6, 2024, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held.

To the knowledge of the directors and senior officers of the Company, only the following persons beneficially own, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company that have the right to vote in all circumstances:

<i>Name</i>	<i>Number of Shares ⁽¹⁾</i>	<i>Percentage of Outstanding Shares</i>
Daniel Grima	36,436,701 ⁽²⁾	18.87%
Anatoly Langer	38,822,214 ⁽³⁾	20.11%

⁽¹⁾ Based on information provided by such persons to the Company or disclosed in their insider filings provided at www.sedi.ca.

⁽²⁾ This number of shares includes: 33,980,626 shares held personally and 2,456,075 shares held by Xemxija Holdings Inc.

⁽³⁾ This number of shares includes: 7,302,910 shares held personally and 31,519,304 shares held by MD Primer Inc.

STATEMENT OF EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing the compensation of its directors and named executive officers in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides information regarding compensation paid, payable, awarded to, or earned by the Company’s Chief Executive Officer and Chief Financial Officer, (together, the “**Named Executive Officers**”) and any director who is not a Named Executive Officer for the financial years ended December 31, 2023 and 2022. There were no other executive officers of the Company or individuals who individually earned more than \$150,000 in total compensation.

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Etienne Grima, Director, Secretary, Chief Executive Officer and Former Interim Chief Financial Officer ⁽²⁾	2023	187,512	Nil	Nil	Nil	Nil	187,512
	2022	180,000	Nil	Nil	Nil	6,031 ⁽¹⁾	186,031

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Josee Bertrand, Former Chief Financial Officer ⁽³⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
John Foote, Former Director ⁽⁵⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	4,400 ⁽⁴⁾	Nil	Nil	Nil	Nil	4,400 ⁽⁴⁾
Simi Grosman, Former Director ⁽⁶⁾	2022	4,400 ⁽¹¹⁾	Nil	Nil	Nil	Nil	4,400 ⁽¹¹⁾
Steven Benyo, Former Director ⁽⁷⁾	2022	7,200 ⁽¹¹⁾	Nil	Nil	Nil	Nil	7,200 ⁽¹¹⁾
Robert Caines, Director, Chair and Chief Financial Officer ⁽⁸⁾	2023	8,950	Nil	Nil	Nil	Nil	8,950
	2022	8,950 ⁽⁴⁾	Nil	Nil	Nil	Nil	8,950 ⁽⁴⁾
Daniel Grima, Director ⁽⁹⁾	2023	7,200	Nil	Nil	Nil	Nil	7,200
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Robin Black, Director ⁽¹⁰⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil

(1) This amount represents the value of option-based awards.

(2) Mr. Etienne Grima was appointed interim CFO on May 9, 2023 and resigned on Jan. 8, 2024.

(3) Ms. Bertrand was appointed CFO effective September 1, 2020 and resigned on March 22, 2024.

(4) Half of this amount was paid in cash, and half was paid through the issuance of Common Shares of the Company at a price of \$0.05 per share.

(5) Dr. Foote resigned on March 31, 2023.

(6) Mr. Grosman resigned on December 20, 2022.

(7) Mr. Benyo resigned on December 20, 2022.

(8) Mr. Caines was appointed as CFO on Jan. 8, 2024.

(9) Mr. Daniel Grima was appointed as a director on December 20, 2022.

(10) Mr. Black was appointed as director on Feb. 8, 2024.

(11) This amount was paid through the issuance of Common Shares of the Company at a price of \$0.05 per share.

Stock Options and Other Compensation Securities

The following Stock Options were granted or issued to Named Executive Officers or directors during the financial years ended December 31, 2022 and 2023.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Etienne Grima, Director, Secretary and Chief Executive Officer	Stock Options	62,500	Jan. 1, 2022	\$0.05	\$0.03	\$0.025	Jan. 1, 2027
	Stock Options	125,000	July 27, 2022	\$0.05	\$0.02	\$0.025	July 27, 2027
	Stock Options	125,000	Dec. 20, 2022	\$0.05	\$0.02	\$0.025	Dec. 20, 2027

No Stock Options were exercised by Named Executive Officers or directors during the most recently completed financial year ended December 31, 2023.

Stock Option Plans and Other Incentive Plans

The Company has adopted a 10% rolling stock option plan, pursuant to which the number of Common Shares that may be reserved automatically increases or decreases as the number of issued and outstanding Common Shares of the Company increases or decreases. See *“Particulars of Matters to be Acted upon at the Meeting – Approval of Stock Option Plan”* for further information.

Employment, Consulting and Management Agreements

Etienne Grima – Chief Executive Officer

Etienne Grima is party to an employment agreement dated as of January 1, 2017, which amended and restated his previous employment agreement. The agreement provides, among other things, that if during the term of the agreement (a) the Company terminates Mr. Grima’s employment for other than “Just Cause” or death or permanent incapacity, or (b) Mr. Grima terminates his employment under the agreement with “Good Reason”, Mr. Grima shall be entitled to receive: (i) any accrued salary to the date of termination, (ii) any accrued bonus to the date of termination, (iii) any earned vacation pay, to the extent not already paid, (iv) any amounts owed to Mr. Grima for reimbursement of expenses or other deferred amounts owing, (v) an amount equal to an additional one year of Mr. Grima’s base salary, and (vi) one full year of medical

and healthcare benefits, or payment in lieu of such benefits, that Mr. Grima was receiving prior to termination.

Under the agreement, “Just Cause” means that the Company, acting in good faith based upon the information then known to the Company, determines that Mr. Grima has (i) engaged in or committed willful misconduct; (ii) committed illegal acts such as theft or fraud; (iii) refused or demonstrated an unwillingness to substantially perform his duties for a thirty (30) day period after written demand for substantial performance and is delivered by the Company that specifically identifies the manner in which the Company believes Mr. Grima has not substantially performed his duties; (iv) refused or demonstrated an unwillingness to reasonably cooperate in good faith with any Company or government investigation or provide testimony therein (other than such failure resulting from Mr. Grima’s disability); (v) willfully engaged in or committed any willful act that is likely to and which does in fact have the effect of injuring the reputation or business of the Company; (vi) willfully violated his fiduciary duty or his duty of loyalty to the Company or the Company’s Code of Ethical Business Conduct in any material respect; (vii) engaged in or committed a material breach of the agreement for a thirty (30) day period after written notification is delivered by the Company that identifies the manner in which the Company believes Mr. Grima has materially breached the agreement and has outlined how Mr. Grima is to correct his breach. For purposes of this paragraph, no act, or failure to act, on Mr. Grima’s part shall be considered willful unless done or omitted to be done, by him not in good faith or without reasonable belief that his action or omission was in the best interests of the Company. Notwithstanding anything herein to the contrary, for purposes of any termination of employment that occurs within the period that (i) begins with the first to occur of (1) the initial public announcement of a Change of Control (as defined below), or (2) the ninetieth (90th) day preceding a Change of Control and (ii) ends two (2) years following such Change of Control, “Just Cause” shall instead mean only the occurrence of either or both of the following: (A) Mr. Grima’s conviction for committing an act of fraud, embezzlement, theft, or other act constituting a felony (other than traffic related offenses or as a result of vicarious liability); or (B) the willful engaging by Mr. Grima in misconduct that is significantly injurious to the Company. Notwithstanding the foregoing, Mr. Grima shall not be deemed to have been terminated for Just Cause without delivery to Mr. Grima of a notice of termination signed by the Company’s Chairman of the board stating that the board of directors of the Company has determined that Mr. Grima has engaged in or committed conduct of the nature described in this paragraph, and specifying the particulars thereof in detail.

Under the agreement, the term “Good Reason” means:

- a) Mr. Grima’s base salary is reduced, or Mr. Grima is instructed by the Company’s board that his salary is to be reduced, except for a general one-time “across-the board” salary reduction not exceeding ten percent (10%) which is imposed simultaneously on all or substantially all employees of the Company; or
- b) a material reduction in the nature, status or scope of Mr. Grima’s authorities, duties, and/or responsibilities, (when such authorities, duties, and/or responsibilities are viewed in the aggregate) from their level in effect on the day immediately prior to a Change of Control (provided, however, that neither of (1) a change in Mr. Grima’s reporting relationships, nor (2) an adjustment in the nature of the Mr. Grima’s duties and responsibilities that in either case does not remove from him his scope of authority with respect to the Company’s functional area, employees or products and services that Mr. Grima had immediately prior to such change or adjustment shall constitute “Good Reason”);
- c) the Company requires Mr. Grima to be based at an office location which will result in an increase of more than thirty (30) kilometers in Mr. Grima’s one-way commute; or
- d) if the Company’s board of directors does not permit Mr. Grima to continue to serve as the Chief Executive Officer with the responsibilities as described in Schedule A of the agreement or another mutually acceptable senior position; or

- e) there shall occur a “Change of Control” of the Company and, at any time concurrent with or during the six (6) month period following such Change of Control, Mr. Grima shall have sent to the Chairman of the Company’s board of directors a written notice terminating his employment on a date specified in said notice. For purposes of the agreement, the term "Change of Control" shall mean the occurrence of one of the following:
- i) when any person is, becomes or enters a contract to become, the beneficial owner, directly or indirectly, of securities representing twenty percent (20%) or more of the Common Shares of the Company; or
 - ii) all or substantially all of the business or assets of the Company are disposed of, or a contract is entered to dispose of, all of the business of the Company pursuant to a merger, consolidation other transaction in which (1) the Company is not the surviving parent Company or (2) the stockholders of the Company prior to the transaction do not continue to own at least fifty percent (50%) of the surviving parent company in substantially the same proportions as their ownership immediately prior to such transaction; or
 - iii) the Company is materially or completely liquidated; or
 - iv) any person (other than the Company) purchases any Common Shares of the Company in a tender or exchange offer with the intent, expressed or implied, of purchasing or otherwise acquiring control of the Company;

provided, however, that “Good Reason” under the above clauses (a), (b) and (c) shall cease to exist for an event on the sixtieth (60th) day following the earlier of the Company’s written notice of the change to Mr. Grima or Mr. Grima’s becoming aware thereof, unless Mr. Grima has given the Company written notice of his objection thereto prior to such date.

Oversight and Description of Director and Named Executive Officer Compensation

The board of directors, based on recommendations and guidance from the compensation committee, has the responsibility for determining compensation for the directors and senior management (including the Named Executive Officers). A peer group is not used to determine compensation, and there are no performance-based compensation arrangements for any directors or officers. There were no significant changes to the Company’s compensation policies that were made during or after the most recently completed financial year that could or will have an effect on director or Named Executive Officer compensation.

For the most recently completed financial year, the significant elements of Etienne Grima’s compensation were management fees and stock options, and the significant element of Josee Bertrand’s compensation was management fees.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Company’s equity compensation plan information as of December 31, 2023.

<i>Plan Category</i>	<i>Number of securities to be issued upon exercise of outstanding options, warrants and rights</i>	<i>Weighted-average exercise price of outstanding options, warrants and rights</i>	<i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the second column)</i>
Equity compensation plans approved by security holders ⁽¹⁾	612,500	\$0.0505	14,503,964
Total	612,500	\$0.0505	14,503,964

⁽¹⁾ These amounts relate to options granted and Common Shares currently available for issuance pursuant to the Company's Stock Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the financial year ended December 31, 2023, no director, executive officer, senior officer or nominee for director of the Company or any of their associates was indebted to the Company, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Information Circular and other than transactions carried out in the ordinary course of business of the Company, no informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company.

The following are the transactions or proposed transactions in which an informed person or proposed director of the Company has or has had a material interest since the commencement of the Company's most recently completed financial year which has materially affected or would materially affect the Company:

- Certain directors and/or executive officers of the Company received a salary, consulting fees, stock options and/or Common Shares of the Company in lieu thereof from the Company, which are disclosed under "Statement of Executive Compensation" above.

The address for all informed persons referenced above is c/o CardioComm Solutions, Inc., 18 Wynford Drive, Suite 305, North York, Ontario M3C 3S2. Each of the documents identified above as being incorporated herein by reference is available on SEDAR+ at www.sedarplus.ca and, upon request, the Company will promptly provide a copy of such document free of charge to a securityholder of the Company.

MANAGEMENT CONTRACTS

Other than as described below or elsewhere in this Information Circular, there are no agreements or arrangements under which management functions of the Company or any subsidiary of the Company are, to any substantial degree, performed by a person other than the directors or executive officers of the Company or a subsidiary of the Company.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* requires each reporting issuer to disclose its corporate governance practices on an annual basis. The Company’s approach to corporate governance is set forth below.

Board of Directors

The Company’s board, which is responsible for supervising the management of the business and affairs of the Company, is currently comprised of Etienne Grima, Daniel Grima, Robert Caines and Robin Black. Each of the current directors of the Company, except for Etienne Grima, who is an officer of the Company, is “independent” as defined in NI 58-101. Each of the current directors will be seeking re-election.

The mandate of the board is to supervise the management of the Company and to act in the best interests of the Company. The board approves all significant decisions that affect the Company before they are implemented. The board generally meets on a monthly basis and special meetings are held at the call of the Chairman or upon the request of two board members.

None of the current directors of the Company also serves as a director of any other reporting issuer or reporting issuer equivalent(s).

Orientation and Continuing Education

The Company provides directors with information regarding topics of general interest, such as fiduciary duties and continuous disclosure obligations. The Company also ensures that each director is presented with current information regarding the business of the Company, and the role the director is expected to fulfill. Board members are also given access to management and other employees for informational purposes.

Ethical Business Conduct

Directors, officers and employees are required as a function of their position within the Company to structure their activities and interests to avoid conflicts and potential conflicts of interest and refrain from making personal profits from their positions. When conflicts or potential conflicts arise, directors are required to disclose this fact to the board. The board does not consider it necessary at this time to have a written policy regarding ethical conduct.

Nomination of Directors

The board as a whole is responsible for reviewing the composition of the board on a periodic basis. When vacancies arise, the board considers the competencies and skills of potential new members, as well as the candidate’s ability to devote sufficient time and resources to his or her duties as a board member.

Compensation

Compensation for members of the board, the Company’s Chief Executive Officer and the other executive officers of the Company is determined on recommendations made by the compensation committee of the board to the full board of directors. In making such recommendations, a recipient’s qualifications, experience and the demands of the position are among the factors considered by the compensation committee and the board. Board members to receive compensation abstain from voting on the approval of such compensation.

Board Committees

The board has the following committees: the audit and finance committee, the compensation committee and the medical review committee. The charter of the audit and finance committee is attached to this Information Circular as Appendix I, and the mandate of the compensation committee is attached to this Information Circular as Appendix II. The medical review committee does not have a formal charter or mandate.

The audit and finance committee is currently composed of Etienne Grima (Chair), Robin Black and Daniel Grima, and following the Meeting the audit and finance committee will be composed of Etienne Grima (Chair), Robin Black and Daniel Grima. All current and proposed members of the audit and finance committee are “financially literate.” Dr. Black brings a wealth of experience in the development and support of early-stage medical device company technologies. Mr. Etienne Grima was Chief Operating Officer and Chief Financial Officer of the Canadian Heart Research Centre from January 2008 to May 2011, and in such capacity he was responsible for all aspects of operational and financial performance of that organization. Mr. Daniel Grima was a founding partner with financial oversight for Cornerstone Research Group, and General Manager for the Value & Evidence team at Eversana Life Sciences Services LLC. Daniel Grima and Robin Black are “independent” within the meaning of sections 1.4, 1.5 and 1.6 of National Instrument 52-110 – Audit Committees (“NI 52-110”).

The compensation committee is composed of Robert Caines (Chair), Daniel Grima and Etienne Grima, and following the Meeting the compensation committee will be composed of Robert Caines (Chair), Daniel Grima and Etienne Grima.

The medical review committee is composed of: Etienne Grima MSc. CHE. The committee considers, evaluates and reviews medical and technical matters related to the Company’s industry, business and products.

Assessment

The entire board is responsible for assessing the effectiveness of the board, its members and its committees, in consultation with the chairs of the board and the committees of the board.

Audit and Finance Committee Oversight

At no time since the commencement of the Company’s most recently completed financial year was a recommendation of the audit and finance 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 NI 52-110 (*De Minimis* Non-Audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Company is relying on section 6.1 of NI 52-110, which exempts it from the requirements of Part 3 (Composition of the Audit and Finance Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures

The audit and finance committee has adopted specific policies and procedures for the engagement of non-audit services as described in the charter of the audit and finance committee under the heading “Responsibilities and Duties - External Auditors”.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company’s external auditor in each of the last two fiscal years for audit fees are as follows:

<i>Financial Year Ending</i>	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
December 31, 2023	\$31,000	Nil	Nil	Nil
December 31, 2022	\$37,000	Nil	Nil	Nil

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended December 31, 2023 (the “**Financial Statements**”), together with the Auditor’s Report thereon, will be presented to the shareholders of the Company at the Meeting. A form that shareholders may use to request a copy of the Financial Statements, together with the Auditor’s Report thereon, and management’s discussion and analysis of the Financial Statements, as well as the interim financial statements and management’s discussion and analysis of the interim financial statements, is being mailed to the shareholders with this Information Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed.

Shareholder approval will be sought to fix the number of directors of the Company at four (4).

The nominees for election as directors of the Company are set out below. **In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the nominees herein listed. If any of the nominees is for any reason unavailable to serve as a director, the persons named in the accompanying form of proxy shall be entitled to vote for any other individual as director in their discretion.** As of the date of this Information Circular, management of the Company is not aware that any of the proposed nominees will be unavailable to serve as director.

<i>Name, Jurisdiction of Residence and Position with the Company⁽¹⁾</i>	<i>Principal Occupation or Employment⁽¹⁾</i>	<i>Director Since</i>	<i>Shares Owned⁽²⁾</i>
Etienne Grima ⁽³⁾⁽⁴⁾⁽⁵⁾ Ontario, Canada Director, Chief Executive Officer and Corporate Secretary	CEO of the Company ⁽⁶⁾	November 29, 2006	13,298,325 ⁽⁷⁾
Robert Caines ⁽⁴⁾ New York, USA Director and Chief Financial Officer	Managing Partner, Paley Advisors, LLC ⁽⁸⁾	December 15, 2015	619,823
Daniel Grima ⁽³⁾⁽⁴⁾ Ontario, Canada Director	Principal, Xemxija Holdings Inc.	December 20, 2022	36,436,701 ⁽⁹⁾
Robin Black ⁽³⁾ British Columbia, Canada Director	Independent Consultant	February 8, 2024	Nil

(1) The information as to jurisdiction 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.

(3) Denotes member of audit and finance committee.

(4) Denotes member of compensation committee.

(5) Denotes member of medical review committee.

(6) Mr. Etienne Grima has been CEO of the Company since April 22, 2010.

(7) This number of shares includes: 7,616,898 shares held personally and 5,681,427 shares held by ITF Group Consultants Inc., which is controlled by Mr. Etienne Grima.

(8) Mr. Caines has been Managing Partner of Paley Advisors, LLC since July 2014.

(9) This number of shares includes: 33,980,626 shares held personally and 2,456,075 shares held by Xemxija Holdings Inc., which is controlled by Mr. Daniel Grima.

Except as described below, no proposed director:

a) is, as at the date of the Information Circular, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that,

i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period

of more than 30 consecutive days (an “order”) while that person was acting in that capacity; or

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

On May 5, 2023, the Ontario Securities Commission issued the Company a failure to file cease trade order (“FFCTO”) due to the Company not filing its annual financial statements for the financial year ended December 31, 2022 and its management’s discussion and analysis relating to the Financial Statements (“Financial Documents”) by the May 2, 2023 filing deadline. The Company filed the Financial Documents on August 3, 2023, and the FFCTO was revoked on August 4, 2023.

APPOINTMENT OF AUDITOR

The Company proposes that Buckley Dodds CPA (“**Buckley Dodds**”) be appointed as auditor of the Company. Shareholders are being asked to approve an ordinary resolution appointing Buckley Dodds CPA as auditor of the Company to hold office until the close of the next annual general meeting of the shareholders, at a remuneration to be fixed by the board of directors. In order to be effective, the ordinary resolution requires the approval of the majority of the votes cast at the Meeting in respect of the resolution. **In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the appointment of Buckley Dodds CPA as auditor of the Company and to authorize the board of directors to fix their remuneration.**

APPROVAL OF STOCK OPTION PLAN

On November 15, 2022, the Company adopted a 10% rolling stock option plan (the “**Plan**”), which Plan was approved by the shareholders of the Company at the Company’s annual general and special meeting of shareholders on December 20, 2022 and was re-approved by the shareholders of the Company at the Company’s annual general and special meeting of shareholders on December 13, 2023. In accordance with the rules of the TSX Venture Exchange (the “**TSX-V**”), the Plan must be approved by a majority of the votes cast at the Meeting.

The purpose of the Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its stock. The Plan provides that, subject to the requirements of the TSX-V, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Plan may not exceed 10% of the issued and outstanding shares of the

Company at the time of granting of options. The number of Common Shares which may be reserved in any 12-month period for issuance to any one individual upon exercise of all stock options held by that individual may not exceed 5% of the issued and outstanding Common Shares of the Company at the time of the grant. The aggregate number of Common Shares issuable pursuant to options granted to insiders at any point in time pursuant to the Plan and other security based compensation arrangements may not exceed 10% of the Company's total issued and outstanding Common Shares, unless disinterested shareholder approval is obtained. The aggregate number of Common Shares issued to insiders pursuant to the Plan and other security based compensation arrangements in any 12 month period may not exceed 10% of the Company's total issued and outstanding Common Shares, unless disinterested shareholder approval is obtained. The number of Shares which may be reserved in any 12-month period for issuance to any one consultant may not exceed 2% of the issued and outstanding Shares and the maximum number of Common Shares which may be reserved in any 12-month period for issuance to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding Common Shares of the Company. The Plan provides that options granted to any person engaged in investor relations activities will vest in stages over 12 months with no more than ¼ of the stock options vesting in any three-month period.

The Plan will be administered by the board or a special committee of directors, either of which will have full and final authority with respect to the granting of all stock options thereunder. Stock options may be granted under the Plan to such directors, officers, employees or consultants of the Company, as the board of directors may from time to time designate.

The exercise price of any stock options granted under the Plan shall be determined by the board but may not be less than the market price of the Shares on the TSX-V on the date of the grant (less any discount permissible under TSX-V rules). The term of any stock options granted under the Plan shall be determined by the board at the time of grant but, subject to earlier termination in the event of termination or in the event of death, the term of any stock options granted under the Plan may not exceed ten years. Options granted under the Plan are not to be transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. Subject to certain exceptions, in the event that a director or officer ceases to hold office, options granted to such director or officer under the Plan will expire 90 days after such director or officer ceases to hold office.

Subject to certain exceptions, in the event that an employee, or consultant ceases to act in that capacity in relation to the Company, stock options granted to such employee, consultant or management company employee under the Plan will expire 30 days after such individual or entity ceases to act in that capacity in relation to the Company.

Stock options granted to optionees engaged in investor relations activities on behalf of the Company expire 30 days after such optionees cease to perform such investor relations activities for the Company. In the event of death of an option holder, options granted under the Plan expire the earlier of one year from the date of the death of the option holder and the expiry of the term of the option.

In accordance with the rules of the TSX-V, the Plan must be approved by a majority of the votes cast at the Meeting. The board believes the Plan provides incentive to and enables the Company to align the interests of the Company's directors and officers with those of the Company's shareholders. The board recommends that shareholders vote for the resolution approving the Plan. **In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the approval of the Plan.**

The text of the resolution approving the Plan is as follows, subject to any amendments, variations or additions as may be approved at the Meeting:

“BE IT RESOLVED THAT:

1. subject to the approval of the TSX Venture Exchange, the Company’s 10% rolling stock option plan is hereby approved, confirmed and ratified; and
2. any officer or director of the Company is hereby authorized and directed, for and on behalf of the Company, to do all things and execute and deliver all such agreements, documents and instruments necessary or desirable in connection with the foregoing resolution.”

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR+ at www.sedarplus.ca. Shareholders may contact the Company at (416) 977-9425 or 1 (877) 977-9425 to request copies of the Company’s financial statements and MD&A.

Financial information is provided in the Company’s comparative financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR+ at www.sedarplus.ca.

OTHER MATTERS

Neither the board of directors nor management of the Company is aware of any matters that will be brought before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Proxy.

By order of the board of directors of

CARDIOCOMM SOLUTIONS, INC.

“Etienne Grima”

Etienne Grima
Chief Executive Officer

APPENDIX I

CARDIOCOMM SOLUTIONS, INC.

AUDIT AND FINANCE COMMITTEE CHARTER

Mandate

The primary function of the audit and finance committee (the “**Committee**”) is to assist the board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;
- review and appraise the performance of the Company’s external auditors; and
- provide an open avenue of communication among the Company’s auditors, senior management and board of directors.

Composition

The Committee shall be comprised of three directors as determined by the board of directors, the majority of whom shall be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Committee’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the board of directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full board of directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings or press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements) which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually the performance of the external auditors, who shall be ultimately accountable to the board of directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with the PCAOB Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full board of directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the board of directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and

(iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the Committee,

provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

APPENDIX II

CARDIOCOMM SOLUTIONS, INC.

COMPENSATION COMMITTEE - MANDATE

The following is a description of the mandate and responsibilities of the Compensation Committee of the board of directors (the “**Board**”) of CardioComm Solutions, Inc. (the “**Company**”) as reviewed and mandated by the Board.

The Compensation Committee of the Company shall review and recommend to the Board for approval the Company’s executive compensation policies and, without limiting the generality of the foregoing, shall be responsible for the following specific matters:

- to annually evaluate the performance of the President and Chief Executive Officer of the Company;
- to annually review the compensation of the President and Chief Executive Officer of the Company, including annual, long-term and other compensation;
- to annually review the compensation of senior management, other executive officers and key employees of the Company, including annual, long-term and other compensation;
- to annually review the compensation of directors in light of risks and responsibilities;
- to consider the implementation of short and long-term incentive plans proposed by management, to make recommendations to the Board with respect to the same and to annually review such plans after their implementation;
- to consider the implementation of pension plans proposed by management, to make recommendations to the Board with respect to the same and to annually review such arrangements after their implementation; and
- to annually review any other benefit plans proposed by management and to make recommendations to the Board with respect to their implementation.

The Compensation Committee shall meet as frequently as necessary in order to fulfill the responsibilities described above and in any event at least annually.

The members of the Compensation Committee shall be appointed by the Board from its members from time to time, provided that the Compensation Committee shall have at least three members, the majority of whom shall be non-management and unrelated directors within the meaning of The TSX Venture Exchange Corporate Governance Guidelines, as amended from time to time.

A quorum for the transaction of business at any meeting of the Compensation Committee shall be two members.