RAPID DOSE THERAPEUTICS CORP.
1121 Walkers Line, Unit 3A
Burlington, Ontario L7N 2G4

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting of the shareholders of Rapid Dose Therapeutics Corp. (the "**Company**") will be held on August 26, 2026, at 295 The West Mall, 6th Floor, Toronto, ON M9C 4Z4 at 1:00 p.m. (Toronto time) for the following purposes (the "**Meeting**"):

1. to receive the audited consolidated financial statements of the Company for the year ended February 28, 2026 and the auditors' report thereon;

2. to elect each of the directors for the ensuing year;

3. to appoint auditors for the ensuing year and to authorize the directors to fix the auditors' remuneration;

4. to consider and, if thought fit, pass an ordinary resolution, as more particularly set forth in the accompanying management information circular, ratifying the 10% rolling stock option plan of the Company; and

5. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

The Board of Directors has fixed July 22, 2026 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof.

Accompanying this Notice of Meeting are the following documents: a form of proxy, a management information circular, a return card, and a return envelope.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by hand or by mail in accordance with the instructions set out in the form of proxy and in the management information circular.

Dated this 22nd day of July, 2026.

BY ORDER OF THE BOARD

"*Mark Upsdell*"

Mark Upsdell
Director and Chief Executive Officer

RAPID DOSE THERAPEUTICS CORP.
1121 Walkers Line, Unit 3A
Burlington, Ontario L7N 2G4

MANAGEMENT INFORMATION CIRCULAR

For the Annual General and Special Meeting of Shareholders to be held on August 26, 2026

GENERAL PROXY INFORMATION

Solicitation of Proxies

The information contained in this management information circular (the "**Circular**") is furnished to the shareholders ("**Shareholders**") of the common shares (the "**Common Shares**") of **RAPID DOSE THERAPEUTICS CORP.** (the "**Company**" or "**RDT**") in connection with the solicitation by management of the Company of proxies to be voted at the annual general and special meeting of the Shareholders (the "**Meeting**") to be held at 295 The West Mall, 6th Floor, Toronto, ON M9C 4Z4 at 1:00 p.m. (Toronto time) for the purposes set forth in the accompanying Notice of Annual General and Special Meeting of Shareholders (the "**Notice of Meeting**") and at any adjournment(s) thereof. Unless otherwise stated the information provided in this Circular is provided as of July 22, 2026.

The solicitation of proxies is made on behalf of the management of the Company. Such solicitation will be made primarily by mail, but proxies may be solicited personally or by telephone or email by directors ("**Directors**") and officers of the Company, who will not be remunerated, therefore. The costs incurred in the preparation and mailing of the form of proxy, Notice of Meeting and this Circular will be borne by the Company. The cost of the solicitation will be borne by the Company.

The Board of Directors of the Company (the "**Board**") has fixed the close of business on July 22, 2026 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting (the "**Record Date**").

Appointment of Proxyholders

The persons named in the enclosed form of proxy are Directors and/or officers of the Company. **A Shareholder has the right to appoint, as proxyholder or alternate proxyholder, a person, persons or a company (who need not be a Shareholder) to represent such Shareholder at the Meeting, other than any of the persons designated in the enclosed form of proxy, and may do so either by inserting the name of his chosen nominee in the space provided for that purpose on the form and striking out the other names on the form, or by completing another proper form of proxy.**

Deposit of Proxy

An appointment of a proxyholder or alternate proxyholders, by resolution of the Directors duly passed, **WILL NOT BE VALID FOR THE MEETING OR ANY ADJOURNMENT THEREOF UNLESS IT IS DEPOSITED WITH THE COMPANY'S TRANSFER AGENT, ODYSSEY TRUST COMPANY, TRADER'S BANK BUILDING, 1100 – 67 YONGE STREET, TORONTO ON M5E 1J8, NOT LATER THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS) BEFORE THE MEETING TIME (WHICH MEETING TIME IS 1:00 P.M. ON AUGUST 26, 2026) OR ANY ADJOURNMENT THEREOF,** or deposited with the Chairman of the Meeting or any adjournment thereof prior to the commencement thereof. A return envelope has been included with the material for the Meeting.

Revocation of Proxies

A Shareholder who has given a proxy may revoke the proxy:

(a) by depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing:

    (i) with Odyssey Trust Company, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof at which the proxy is to be used;

    (ii) at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used;

    (iii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; or

(b) in any other manner provided by law.

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

Exercise of Discretion

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly by the proxy. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a Shareholder will be voted or withheld from voting in accordance with the instructions, if any, of the Shareholder on any ballot that may be called for.

If a Shareholder appoints an RDT representative named in the form of proxy and specifies voting instructions, such shares will be voted, or withheld from voting, accordingly. If such Shareholder does not specify how they want to vote their shares, their shares will be voted for such matters.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. As of the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting. However, if any such amendments, variations or other matters which are not now known to the management of the Company should properly come before the Meeting, the shares represented by the proxies hereby solicited will be voted thereon in accordance with the best judgment of the person or persons voting such proxies.

Non-Registered Holders

Only registered holders of Common Shares or the persons they appoint as their proxies are permitted to vote at the Meeting. Many Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the shares they own are not registered in their names but are instead either (i) registered in the name of an intermediary (the "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares, such as, among others, brokerage firms, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this

Circular and the enclosed form of proxy (collectively the "**Meeting Materials**") to Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders of Common Shares.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the meeting materials to Non-Registered Shareholders. A Non-Registered Shareholder who has not waived the right to receive the Meeting Materials will either be given:

(a) a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, in accordance with the directions of the Intermediary and which will constitute voting instructions which the Intermediary must follow; or

(b) a form of proxy **which has already been signed by the Intermediary** (typically a facsimile signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed by the Intermediary. This form of proxy does not require the Intermediary to sign when submitting the proxy. In this case the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Company, c/o Odyssey Trust Company, Trader's Bank Building, 1100 – 67 Yonge Street, Toronto ON M5E 1J8.**

In either case, the purpose of these procedures is to permit the Non-Registered Shareholder to direct the voting of the shares of the Company the Non-Registered Shareholder beneficially owns. Should a Non-Registered Shareholder wish to attend and vote at the Meeting in person, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert his or her name in the space provided for the purpose on the voting instructions form and return it in accordance with the directions of the Intermediary. The Company has elected to pay for the delivery of the Meeting Materials to objecting Non-Registered Shareholders.

The Non-Registered Shareholder should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instructions form is to be delivered.

A Non-Registered Shareholder may revoke a form of proxy or voting instructions form given to an Intermediary by contacting the Intermediary through which the Non-Registered Shareholder's Common Shares are held and following the instructions of the Intermediary respecting the revocation of proxies. In order to ensure that an Intermediary acts upon a revocation of a proxy form or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

Non-Objecting Beneficial Owners

These Meeting Materials are being sent to both registered and non-registered owners of the securities. If you are a Non-Registered Shareholder who does not object to the Company knowing who you are, the Company may send these materials directly to you, and your name and address and information about your holdings of securities would, in such case, have been obtained in accordance with National Instrument 54-101 from the intermediary holding such securities on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding such securities on your behalf) would assume responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Circular, none of the Directors or executive officers of the Company, no proposed nominee for election as a Director of the Company, none of the persons who have been Directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. As of July 15, 2026, the Company has issued and outstanding 137,782,929 fully paid and non-assessable Common Shares. All of the outstanding Common Shares are entitled to be voted at the Meeting and, unless otherwise stated herein, each resolution identified in the accompanying Notice of Meeting will be an ordinary resolution requiring for its approval a majority of the votes in respect of the resolution.

The record date for the Meeting is July 22, 2026. Accordingly, each holder of Common Shares is entitled to one vote for each Common Share shown as registered in such holder’s name on the list of Shareholders prepared as of the close of business on such record date with respect to all matters to be voted on at the Meeting.

The By-Laws of the Company provide that two persons present, and each entitled to vote at the Meeting shall constitute a quorum for the Meeting.

To the knowledge of the Directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or exercises control over, Common Shares carrying 10% or more of the voting rights attached to the outstanding Common Shares of the Company, not including incentive stock options, notes and warrants entitling the holder to acquire Common Shares.

DIRECTOR AND EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Narrative Discussion

General

The Board has established a Governance and Compensation Committee to oversee the Corporation’s compensation practices and to make compensation-related decisions and recommendations to the Board regarding compensation (including long-term incentive in the form of stock options) to be granted to RDT’s executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation.

Broadly speaking, the Corporation’s compensation objectives are to provide appropriate incentives for past performance; align and motivate future performance towards corporate objectives within the framework of accepted risk tolerances; and to maximize retention. The compensation for executive officers and any changes to the Corporation’s compensation policies are considered by the Governance and Compensation Committee and approved by the Board following a recommendation from the Governance and Compensation Committee. When determining the compensation of its officers, the Governance and Compensation Committee will consider: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Shareholders of the Company; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

The compensation philosophy of the Board is aimed at attracting and retaining quality and experienced people which is critical to RDT’s success and may include a "pay-for-performance" element which supports RDT’s commitment to delivering strong performance for its Shareholders. RDT believes that adequate and appropriate compensation for its executive officers is key to ensuring the continuity of high-quality management who will provide strong leadership and stewardship.

The Board must also address the risks associated with the overall executive compensation program. The Board is currently responsible for assessing the risks which may arise from RDT's compensation policies and practices.

Executive compensation is comprised of three elements: (i) base fees (may be consulting fees) or salary, (ii) short-term incentive compensation (discretionary cash bonuses) and (iii) long-term incentive compensation (stock options).

At the present time, the compensation program is designed to reward the following objectives:

1. The ongoing day-to-day commitment of RDT's executive team in managing RDT's affairs, fulfilling their job responsibilities, and advancing its business plan through its development stages. This objective is covered by the base fees paid for the services of the three Named Executive Officers; see "*Employment, consulting and management agreements*" for further details; and

2. The commitment to long-term growth and increased shareholder value as determined through RDT's share price. This objective is covered through the awarding of stock options under the Stock Option Plan (as defined below).

The Board considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-term interests of the Company and its Shareholders, overall financial and operating performance of the Company and the assessment of each officer's individual performance, contribution towards meeting corporate objectives, responsibilities, length of service and levels of compensation provided by industry competitors. Overall, the executive compensation program aims to offer to the executive officers total compensation packages that are comparable to and competitive with executive compensation packages for executive officers with similar talents, qualifications and responsibilities at corporations with similar financial, operating and industrial characteristics. While no formal benchmarking for the purpose of establishing compensation levels relative to any predetermined level and no formal comparing of the compensation to a specific peer group of corporations is done, the Board is expected annually to make itself knowledgeable regarding compensation packages for executive officers with similar talents and to have considered compensation payable to executive officers at similarly placed companies.

No Named Executive Officer (as defined below) is permitted to purchase financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation.

Compensation Process

The Board relies on the knowledge and experience of its Governance and Compensation Committee members to set appropriate levels of compensation for executive officers and to make recommendations to the Board for approval. Neither the Company nor the Board currently has any contractual arrangement with any executive compensation consultant. The Board reviews and makes determinations with respect to executive officer compensation on an *ad hoc* basis. When determining executive officers' compensation, the Governance and Compensation Committee reviews the performance of executive officers based on their achievements during the preceding year.

The Board uses all the data available to it to ensure that the Company is maintaining a level of compensation that is both commensurate with the size of the Company and sufficient to retain key personnel. In reviewing comparative data, the Board does not engage in benchmarking for the purpose of establishing compensation levels relative to any predetermined level and does not compare its compensation to a specific peer group of corporations. In the Board's view, external data provides insight into external competitiveness, but it is not an appropriate single basis for establishing compensation levels. External data is considered, along with an assessment of individual performance and experience, the Company's business strategy, and general economic considerations.

Elements of Compensation

Base Fees or Salaries

Base fees or salaries are compensation for ongoing job responsibilities and reflect the level of skills, experience, expertise and capabilities demonstrated by the executive officers. Executive officers and the Board meet to determine what both sides consider to be fair and reasonable base fees or salaries. The Board must give final approval of these compensation arrangements. When considering the base compensation to be paid to executive officers, the Board must consider the risk that, if the compensation is not adequate, it might result in a high turnover rate of executive officers which could be detrimental to the Company. As an early-stage enterprise, however, it is necessary to strike a balance in this regard so that the compensation is not so high that the Company is unable to meet its obligations to its executive officers over the long term which could result in loss of that officer and the corporate knowledge and expertise that officer represents.

Short-Term Incentive Compensation

Executive officers are also eligible to receive discretionary bonuses as determined by the Board based on each officer's responsibilities, the achievement of individual and corporate objectives, and the Company's financial performance. Cash bonuses are intended to reward executive officers for meeting or exceeding individual and corporate performance objectives set by the Board. It is the expectation that the Board periodically reviews this element of the Company's compensation program to determine the impact, including the benefits and risks that offering short-term incentives to its executives, would have on the overall performance of RDT and its management team.

Long-Term Incentive Compensation

Stock options are an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and are 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.

The Board believes that executive officers should have a stake in the future growth of the Company and that their interests should be aligned with those of Shareholders. The use of stock options is designed to motivate and retain the Company's personnel in order to achieve the results that ultimately benefit Shareholders. Executive officers who have an ability to directly impact the Company's business are eligible to participate in the Stock Option Plan (as defined below) for key employees, officers, directors and consultants.

Stock options may be awarded by the Board to executive officers at the commencement of their employment and/or annually, to encourage the work of these officers towards an increase of the value of the Common Shares and, from time to time, in order to reward an exceptional accomplishment.

In reviewing option grants, the Board gives consideration to the number of stock options already held by the executive officer, the level of responsibility assumed by the executive officer as well as his or her individual contribution to the success of the Company.

Benefits and Perquisites

In general, the Company intends to provide a specific benefit or perquisite when it provides competitive value and promotes retention of executives, or when the perquisite provides shareholder value, such as ensuring the health of executives. The limited perquisites the Company provides to its executives may include a parking allowance or reimbursement for their out-of-pocket costs. Historical payments of such benefits and perquisites are set out, respectively, in the Summary Compensation Table below.

Stock Option Plan

On August 27, 2009, Shareholders of the Company approved a rolling stock option plan (the "**Stock Option Plan"**). Under the Stock Option Plan, the aggregate number of Common Shares reserved for issuance shall not exceed ten percent (10%) of the total number of issued Common Shares at the time an option is granted. The Stock Option Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and service providers of the Company and its subsidiaries, options to purchase Common Shares.

It is a requirement of Canadian Securities Exchange policies that issuers who have "rolling" stock option plans seek shareholder approval every three years in order to continue to grant awards under such plans. Shareholders of the Company last reapproved the Stock Option Plan at the Company's annual meeting held on August 1, 2023. Accordingly, at the Meeting, Shareholders will be asked to ratify the Stock Option Plan, pursuant to the section of the Circular below entitled, "RATIFICATION OF STOCK OPTION PLAN".

The following is a summary of the material terms of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan:

- **Number of Shares Reserved**. The number of Common Shares which may be issued pursuant to options granted under the Stock Option Plan may not exceed 10% of the issued and outstanding Common Shares at the time of the applicable grant of options.

- **Maximum Term of Options.** The term of any options granted under the Stock Option Plan is fixed by the Board and may not exceed five (5) years from the date of grant.

- **Non-Assignable.** The options are non-assignable and non-transferable.

- **Exercise Price.** The exercise price of options granted under the Stock Option Plan is to be determined by the Board at the date of the grant, provided that such exercise price is not less than the market price of the Common Shares at the date of the grant, subject to any minimum price permitted by any stock exchange on which the Common Shares may be listed at the date of the applicable grant.

- **Amendment.** The Board may amend the Stock Option Plan at any time and from time to time provided that no amendment may be made to any outstanding options without the consent of the optionee; however, an amendment may not be made without any necessary stock exchange or shareholder approvals.

- **Vesting.** The Board may determine vesting terms, if any; provided, however, in the absence of any particular vesting determination, the options will vest immediately unless the optionee is employed in investor relations activities, in which event the options will vest in stages over a period of 12 months with one quarter of such options vesting in each 3-month period.

- **Termination.** Unless otherwise determined by the Board, any options granted under the Stock Option Plan will terminate at the earlier of (a) the expiry of the original term of the option or (b) the applicable date in respect of whichever one of the following applies: (i) 6 months after the optionee dies or (ii) 30 days after the optionee ceases to be an officer, director or employee of the Company or one of its subsidiaries, or (iii) for consultants, in accordance with the terms of the applicable consulting agreement, as the case may be.

- **Administration.** The Stock Option Plan is administered by the Board.

- **Board Discretion.** The Stock Option Plan provides that, generally, the number of shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting schedules, and other terms and conditions relating to such options will be determined by the Board.

The Board believes that the Stock Option Plan offers participants a competitive and stable level of equity-based compensation. The Board has determined that the Stock Option Plan is in the best interests of the Company and its Shareholders in order for the Company to continue to secure and retain key personnel and to provide additional motivation to such persons to exert their best efforts on behalf of the Company.

A maximum of 13,778,292 Common Shares are currently reserved for issuance under the Stock Option Plan. As at the date hereof, options to purchase 750,000 Common Shares under the Stock Option Plan are outstanding and unexercised and 13,028,292 are therefore available for future grants.

Named Executive Officers

Securities legislation requires the disclosure of compensation received by each "Named Executive Officer" of the Company for the three most recently completed financial years. "Named Executive Officer" is defined by the legislation to mean (i) each of the Chief Executive Officer and the Chief Financial Officer of the Company, despite the amount of compensation received by that individual; (ii) each of the Company's three (3) most highly compensated executive officers, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation exceeds $150,000; and (iii) any additional individual for whom disclosure would have been provided under (ii) but for the fact that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year of the Company.

At the end of the Company's most recently completed financial year, the Company had three Named Executive Officers: Mark Upsdell, the President and Chief Executive Officer, Jason Lewis, the Senior Vice-President Business Development and Doug Hyland, Interim Chief Financial Officer.

Summary Compensation Table

The summary compensation table below shows detailed information regarding the compensation awarded to each director and Named Executive Officer for services rendered in all capacities during the two most recently completed financial years.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES

Name and Position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)[3]	Total Compensation ($)
Mark Upsdell, President, CEO and Director[1]	2026 2025	166,347 150,000	Nil Nil	Nil Nil	Nil Nil	32,667 212,428	199,014 362,408
Doug Hyland, Interim CFO	2026 2025	166,347 150,000	Nil Nil	Nil Nil	Nil Nil	67,477 155,780	233,824 305,780
Jason Lewis, SVP, Business Development and Director[2]	2026 2025	166,347 150,000	Nil Nil	Nil Nil	Nil Nil	20,417 205,347	186,764 355,347

Peter Thilo Hasler, Director	2026 2025	Nil Nil	Nil Nil	40,000 40,000	Nil Nil	11,013 67,931	51,013 107,931
John McKimm, Director	2026 2025	Nil Nil	Nil Nil	40,000 40,000	Nil Nil	4,462 31,603	44,462 71,603
Marisa Cornacchia, Director	2026 2025	Nil Nil	Nil Nil	40,000 40,000	Nil Nil	4,462 31,603	44,462 71,603
Christine Hrudka, Director	2026 2025	Nil Nil	Nil Nil	40,000 40,000	Nil Nil	4,462 31,603	44,462 71,603
Angela O'Leary, Director	2026 2025	Nil Nil	Nil Nil	40,000 40,000	Nil Nil	4,462 31,603	44,462 71,603

Notes:

(1) Mark Upsdell was not compensated for his role as a director.
(2) Jason Lewis was not compensated for his role as a director. Mr. Lewis resigned as a director on April 14, 2023 and was re-appointed as a director on August 6, 2024.
(3) Stock option compensation – value of the options was calculated using the Black-Scholes option pricing model.

Stock Options and Other Compensation Securities

Below is a summary of all option-based awards issued to each director and Named Executive Officer in the two most recently completed financial years for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

TABLE OF COMPENSATION SECURITIES GRANTED

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
Mark Upsdell, President, CEO and Director[(1)]	Options	1,500,000	April 1, 2024	$0.18	$0.18	$0.17	Expired on April 1, 2026
Doug Hyland, Interim CFO[(2)]	Options	1,100,000 500,000	April 1, 2024 October 25, 2024	$0.18 $0.24	$0.18 $0.24	$0.17 $0.17	Expired on April 1, 2026 October 25, 2026
Jason Lewis, SVP, Business Development and Director [(3)]	Options	1,450,000	April 1, 2024	$0.18	$0.18	$0.17	Expired on April 1, 2026

Peter Thilo Hasler, Director(4)	Options	500,000	February 23, 2024	$0.15	$0.15	$0.17	Expired on February 23, 2026
Peter Thilo Hasler, Director(4)	Options	300,000	April 1, 2024	$0.18	$0.18	$0.17	Expired on April 1, 2026
John McKimm, Director(5)	Options	500,000	February 23, 2024	$0.15	$0.15	$0.17	Expired on February 23, 2026
Marisa Cornacchia, Director(6)	Options	500,000	February 23, 2024	$0.15	$0.15	$0.17	Expired on February 23, 2026
Christine Hrudka, Director(7)	Options	500,000	February 23, 2024	$0.15	$0.15	$0.17	Expired on February 23, 2026
Angela O'Leary, Director(8)	Options	500,000	February 23, 2024	$0.15	$0.15	$0.17	Expired on February 23, 2026

Notes:

(1) On February 28, 2026, Mark Upsdell held 1,500,000 stock options.
(2) On February 28, 2026, Doug Hyland held 1,600,000 stock options.
(3) On February 28, 2026, Jason Lewis held 1,450,000 stock options.
(4) On February 28, 2026, Peter Thilo Hasler held 300,000 stock options.
(5) On February 28, 2026, John McKimm held no stock options.
(6) On February 28, 2026, Marisa Cornacchia held no stock options.
(7) On February 28, 2026, Christine Hrudka held no stock options.
(8) On February 28, 2026, Angela O'Leary held no stock options.

Exercise of Stock Options

No compensation securities (including stock options) were exercised by any directors or Named Executive Officers during the two most recently completed financial years.

Employment, consulting and management agreements

The Company has entered into an employment agreement with Mark Upsdell, Chief Executive Officer, for services whereby he is compensated at the rate of $300,000 annually. If such agreement is terminated without Cause (as defined therein) or for Good Reason (as defined therein) which includes a change of control of the Company, Mr. Upsdell would be entitled to his then base salary and benefits continuance and continued vesting of equity, for twenty-four months.

The Company has entered into an employment agreement with Doug Hyland, interim Chief Financial Officer, for services whereby he is compensated at the rate of $180,000 annually. If such agreement is terminated without Cause (as defined therein) or for Good Reason (as defined therein), Mr. Hyland would be entitled to his then base salary and benefits continuance and continued vesting of equity, for twenty-four months. If Mr. Hyland is required to terminate his employment due to a change in control, restructuring or other corporate transaction requiring a replacement CFO, then Mr. Hyland would be entitled to twenty-four months of compensation from the date of termination.

The Company has entered into an employment agreement with Jason Lewis, SVP Business Development, for services whereby he is compensated at the rate of $240,000 annually. If such agreement is terminated without Cause (as defined therein) or for Good Reason (as defined therein) which includes a change of control of the Company, Mr. Lewis would be entitled to his then base salary or contract base salary, whichever is greater, and benefits continuance and continued vesting of equity, for twenty-four months.

During the Covid-19 pandemic, each of the aforementioned executives agreed to temporarily waive a portion of the compensation they were entitled to receive under their respective employment agreements in order to conserve the Company's cash resources and provide for stability of its operations throughout the period covered by the pandemic. Accordingly, the base salary for each executive was set at $150,000 annually; and the Company did not provide for the difference between the base salary entitlements in the employment agreements and $150,000 in the Company's accounts as a payroll accrual in fiscal years ended 2021 through 2025. Commencing July 1, 2025, the executives' base salary was increased to $175,000 annually. Depending on the Company's financial position going forward, the aforementioned executives' base salary may return to the amount entitled under their respective employment agreements, subject to approval of the Board of Directors on recommendation of the Compensation and Governance committee.

During the fiscal year ended February 28, 2026, the Named Executive Officers agreed to waive compensation in excess of $166,347 in order to conserve cash for operating purposes.

Management functions of the Company are not, to any substantial degree, performed by any person other than the directors or executive officers of the Company.

The directors manage or supervise the management of the business and affairs of RDT. The executive officers perform the day-to-day management functions of RDT.

RDT has no written management agreements, consultant agreements, or arrangements with any other persons to provide any of these functions.

Pension Plan Benefits

No pension plan benefits have been instituted by the Company and none are proposed at this time. It is not anticipated that the Company will in the foreseeable future have any pension plans that provide for payments of benefits at, following or in connection with retirement or provide for retirement or deferred compensation plans for the Named Executive Officers or directors of the Company.

Director Compensation

Director compensation matters are dealt with by the Board as a whole. Each Director who is independent is paid a director fee of $10,000 per quarter, which fee may be paid in shares of the Company at the end of each quarter at the then current market price. Directors' fees were paid on July 14, 2025 in the aggregate amount of $100,000 for fees earned and accrued for the quarters ended February 28, 2025 and May 31, 2025. The Company issued 476,190 Common Shares at a price of $0.21 per Common Share.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The table below sets forth information as at February 28, 2026 with respect to the Company's compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	**(b)**	**(c)**
Equity compensation plans approved by security holders (1)	10,100,000 stock options	$0.178	3,418,183
Equity compensation plans not approved by security holders	N/A	N/A	N/A

(1) On April 1, 2026 9,350,000 stock options priced at $0.18 per share expired.

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

The articles of the Company provide that the Board shall consist of a minimum of one (1) and a maximum of ten (10) Directors, the number of which may be fixed from time to time by a resolution of the Board. The Company currently has seven (7) Directors, and the number of Directors of the Company proposed to be elected at the Meeting is seven (7). The term of office of the current seven (7) Directors will end at the conclusion of the Meeting. Unless a Director's office is earlier vacated in accordance with the provisions the *Business Corporations Act* (Ontario) (the "**OBCA**"), each Director will hold office until the conclusion of the next annual meeting of the Company or, if no Director is then elected, until a successor is elected.

The following persons are proposed to be nominated for election to the Board: Mark Upsdell, Jason Lewis, Marisa Cornacchia, Peter Thilo Hasler, Christine Hrudka, John McKimm and Angela O'Leary. The following table sets out the names of the nominees for election as Directors, each nominee's principal occupation, business or employment, the period of time during which each has been a Director of the Company, the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date hereof, based upon information furnished by them to management of the Company.

Name and Residence	Present Principal Occupation	Current Position with RDT	Director Since	No. of Common Shares Beneficially Owned or Controlled or Directed[3]
Mark Upsdell[1] Ontario, Canada	Director and CEO of RDT since May 3, 2017; prior thereto Director, Global Strategy and Planning of Cisco Systems, Inc. (a technology conglomerate) from 2011 to April 2017.	Director and CEO	May 3, 2017	13,660,245
Jason Lewis Ontario, Canada	Senior Vice President, Business Development of RDT since 2018.	Senior Vice President, Business Development	August 6, 2024	4,500,000
Marisa Cornacchia[2] Ontario, Canada	Currently working as a registered nurse for Extendicare Canada, Workplace Medical Corporation and Green Mountain Health Alliance. Previously a registered nurse at Hospital for Sick Children for 28 years. Currently sits as a board member for the Canadian Institute for the Relief of Pain and Disability.	Director	August 1, 2023	231,601
Peter Thilo Hasler[1][2] Munich, Germany	Founder and analyst at Sphene Capital GmbH. Managing Director at Sphaia Advisory GmbH. Chief Financial Officer of B-A-L Germany AG	Director	August 13, 2020	370,214
Christine Hrudka[2] Saskatchewan, Canada	Pharmacist entrepreneur owning Shoppers Drug Marts for 20 years and now independent pharmacies in Saskatchewan. Past Chair of the Canadian Pharmacist Association and currently serves on the board as the Saskatchewan representative. Currently Board Chair of Aither Ingredient Corporation and a director of Avricore Health Inc. (TSXV: AVCR). Previously a director and Governance and Compensation Chair of Smart Employee Benefits Inc.	Director	August 1, 2023	404,696
John McKimm[1] Ontario, Canada	President of Maplesoft Consulting Inc. Previously from 2012 to 2025, President, Chief Executive Officer and Chief Information Officer of Smart Employee Benefits Inc., a former public company (formerly TSXV: SEB).	Director	April 14, 2023	1,727,234
Angela O'Leary[1][2] Ontario, Canada	CEO of a medical supply company. Owner of a staffing company. Previously ascended to the CEO position in multiple companies.	Director	February 5, 2024	2,562,437

Notes:

(1) Member of the Audit Committee
(2) Independent director/nominee of the Board
(3) As of the date of this Circular

Biographies

The following are brief biographies of each of the nominees for director:

Mark Upsdell, Director and Chief Executive Officer

Mr. Upsdell has over 25 years of experience in management, sales and strategic planning. Mr. Upsdell is the Founder and has been a director and the CEO of RDT since its incorporation on May 3rd, 2017. Prior to that, Mr. Upsdell was Director, Global Strategy and Planning of Cisco Systems, Inc. (a high-tech conglomerate) from 2011 to April 2017. Mr. Upsdell was also formerly a sales executive for Hewlett- Packard (a technology company) from January 2000 to November 2011. Mr. Upsdell graduated from Conestoga College in 1982 with a diploma in Business Administration and graduated in 1983 from McMaster University with a M.Sc. in Computer Science.

Jason Lewis, Director and Senior Vice President, Business Development

Mr. Lewis has over 35 years of experience in the pharmaceutical industry and has been the SVP of Business Development at RDT since 2018. Mr. Lewis has also been an international entrepreneur and senior executive with a depth and breadth of experience in business development, sales, marketing, innovation, finance and creative problem-solving. Mr. Lewis is a committed team leader with strategic and tactical skills related to global markets, C-Suite networks, HNW investors, negotiations, and new verticals. He has a proven track record of results in small to large organizations with vision and a desire to chart new paths. At RDT, Mr. Lewis oversees the QuickStrip™ platform innovation and identifies and works with companies wanting to deploy this technology as part of their expansion strategy.

Marisa Cornacchia, Director

Ms. Cornacchia (RN, COHNC, DOHS, MBA, CRM) is a Registered Nurse with over two decades of experience in both Critical Care and Occupational Health nursing. Ms. Cornacchia also holds an MBA with a concentration in Project Management, and a Certification in Risk Management from The University of Toronto. As a staff RN at the Hospital for Sick Children for the past 28 years, Ms. Cornacchia maintains a dedicated role as a leader in the care of children and their families. Ms. Cornacchia is the recipient of the Robert Saulter Humanitarian Award for the Hospital.

Ms. Cornacchia has worked with several national employers in both private and public sectors to manage projects and develop health care strategies including rehabilitation and mental health programs for several organizations. Ms. Cornacchia has experience with clinic management and program design having lead a successful growth strategy for a national leader in primary care and chronic pain clinics. With two decades of nursing experience combined with an MBA, Ms. Cornacchia provides both clinical and academic health care knowledge. Ms. Cornacchia has experience working with medical professionals and allied health care professionals to develop national programs with multi-disciplinary practices to manage acute care, chronic care, and mental health care. Ms. Cornacchia is currently affiliated with the Canadian Institute for Patient Safety, and The American Society for Healthcare Risk Management and sits on the board of directors for the Canadian Institute for the Relief of Pain and Disability.

Peter Thilo Hasler, Director

Mr. Hasler has been an equity analyst for more than 25 years. He is the founder and analyst of Sphene Capital GmbH, which offers high-quality equity and bond research to selected companies. In 2015, he founded Sphaia advisory GmbH, which offers corporate finance and communications services to small- and medium-sized companies. He is a member of the board and lecturer of the DVFA and lecturer with several Munich universities on company valuation and financing as well as company valuation. He is the author of numerous essays and books on company valuation, corporate finance, capital investment and investor relations and regularly publishes columns in the financial media.

Christine Hrudka, Director

Ms. Hrudka is a Canadian pharmacist, entrepreneur, leader, public speaker, and advocate for women in business. She owned chain and independent pharmacies, served as Chair of the Canadian Pharmacy Association, and has led the advancement of many critical topics provincially, nationally, and internationally. She was previously a board member of Pharmacy Association of Saskatchewan, the North American representative of the World Pharmacy Council, and an Ad-hoc member of the Minister Anand COVID-19 Supply Council. She is a director of Avricore Health Inc. (TSXV: AVCR) and previously also served as Director of Pharmapod, Director and committee member of Governance and Compensation, Smart Employee Benefits, Board chair of Aither Ingredient Corporation and Member-at-Large, University of Saskatchewan Senate. She has volunteered for many community boards such as SREDA, YWCA, United Way, and WESK. Ms. Hrudka holds a B.Sc. in Pharmacy (BSP) and a designation from the Institute of Corporate Directors, Designation (ICD.D) and is the proud recipient of the Woman Entrepreneur Award of Achievement.

John McKimm, Director

Mr. McKimm is currently the President of Maplesoft Consulting Inc. and his experience spans over 35 years of serving as a director and an officer of many public and private companies, most recently as the Chief Executive Officer and a director of Smart Employee Benefits Inc. (TSXV: SEB), providing operations, investment banking, and corporate finance expertise. This experience covers a range of sectors, including financial services, healthcare, insurance, computer hardware, software and services, manufacturing, petrochemical, mining, oil and gas, food processing, telecom, waste management, biotechnology, and retail. He has personally identified, negotiated and executed more than 150 individual merger, acquisition and financing transactions, both as a principal and as an agent. Mr. McKimm possesses a deep knowledge in dealing with emerging and growth companies, specifically with respect to providing specialty services in government funding programs, strategic and financial restructurings, mergers and acquisitions, operational and financial restructuring and the arrangement of financings. Mr. McKimm's experience is global.

Mr. McKimm is a graduate of the University of New Brunswick with a Bachelor of Business Administration, and a graduate of the University of Western Ontario with a Masters of Business Administration and a Bachelor of Laws. Mr. McKimm also has a number of investment industry certifications and designations. He has published on select investment and financial restructuring topics.

Angela O'Leary, Director

Ms. O'Leary is CEO of a medical supply company. Under her stewardship, the company achieved remarkable success, particularly in the healthcare sector, with sales reaching into the hundreds of millions. This achievement demonstrates Ms. O'Leary's ability to propel growth and ensure profitability in highly competitive markets. Ms. O'Leary also owns a staffing company, which she is steering with a clear vision for growth and expansion. Ms. O'Leary has ascended to the CEO position in multiple companies which underscores her leadership, strategic thinking and experience with financial matters.

Ms. O'Leary is a distinguished leader in the Canadian business landscape, renowned for her entrepreneurial skill and strategic leadership. Her career is highlighted by the successful establishment and growth of several enterprises, which have significantly impacted various sectors and generated substantial revenues.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, other than as set forth below, no proposed director is, as at the date of this Circular, or has been, within 10 years before the date of this Circular a director, chief executive officer or chief financial officer of any company (including the Company) that:

> (i) was subject to a cease trade order, other similar order, or an order that denied the relevant company access to any exemption under securities legislation, and which was in effect for a period of more than 30 consecutive days, that was issued while the proposed Director was acting in the capacity as director, chief executive officer or chief financial officer; or was subject to an order that

was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, 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 its assets; or

(iii) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

On August 19, 2020, as a result of the failure of the Company to file its audited financial statements for the year ended February 29, 2020 and related documents due to the Covid 19 pandemic and related issues, a cease trade order was issued by the Ontario Securities Commission (and other applicable securities regulatory authorities). Mark Upsdell was an executive officer and a director of the Company at that time. Each of Jason Lewis and Peter Thilo Hasler was a director of the Company at that time. Following the filing of the Company's audited financial statements for the year ended February 29, 2020 and related documents, together with unaudited interim financial statements and related documents for the interim periods ended May 31, and August 31, 2020, the cease trade orders were revoked on November 18, 2020 by the Ontario Securities Commission (and other applicable securities regulatory authorities).

On June 29, 2021, at the request of the Company as a result of the pending failure of the Company to file its audited financial statements for the year ended February 28, 2021 by the prescribed deadline, a management cease trade order was issued by the Ontario Securities Commission as principal regulator, prohibiting trading by the Chief Executive Officer (Mark Upsdell) and by the interim Chief Financial Officer (Doug Hyland) of the Company in the Company's securities. Following the filing of the Company's audited financial statements for the year ended February 28, 2021 and related documents, together with unaudited interim financial statements and related documents for the interim period ended May 31, 2021, the management cease trade order was revoked following the receipt by the Ontario Securities Commission, as principal regulator, of the said financial statements and related documents.

On June 29, 2022, at the request of the Company as a result of the pending failure of the Company to file its audited financial statements for the year ended February 28, 2022 by the prescribed deadline, a management cease trade order was issued by the Ontario Securities Commission as principal regulator prohibiting trading by Mark Upsdell (Chief Executive Officer) and Doug Hyland (interim Chief Financial Officer) in the Company's securities.

On August 26, 2022, the Ontario Securities Commission revoked the aforementioned management cease trade order and issued a failure-to-file cease trade order against the Company for failure of the Company to file its audited financial statements for the year ended February 28, 2022, and its interim financial statements for the interim period ended May 31, 2022. Each of Mark Upsdell, Jason Lewis and Peter Thilo Hasler was a director of the Company at that time. Subsequently, on May 1, 2023, the Ontario Securities Commission revoked the failure-to-file cease trade order following the filing of the Company's audited financial statements for the year ended February 28, 2022 and related documents, unaudited interim financial statements and related documents for the interim periods ended May 31, 2022, August 31, 2022 and November 30, 2022, and revised management's discussion and analysis for the year ended February 28, 2022 and interim period ended November 30, 2022.

On May 9, 2022, the Ontario Securities Commission issued a management cease trade order in respect of the securities of Cansortium Inc. (CSE:TIUM) for its failure to file its annual financial statements and management's discussion and analysis for the year ended December 31, 2021. The company subsequently filed its annual financial statements and management's discussion and analysis for the year ended December 31, 2021 on June 15, 2022. Mr. McKimm was a director of Cansortium Inc. at the time of the order.

Penalties or Sanctions

To the knowledge of the Company, no proposed director has:

(i) been subject to any penalties or sanctions imposed by a court or securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(ii) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, which would be likely to be considered important to a reasonable security holder making a decision about voting for the election of the director.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of each of the currently proposed nominees set forth above, as Directors of the Company.

APPOINTMENT AND REMUNERATION OF AUDITORS

SRCO Professional Corporation, Chartered Professional Accountants ("**SRCO**"), Richmond Hill, Ontario, is the current auditor of the Company and was first appointed as auditor of the Company by the Board on May 16, 2023.

Management of the Company recommends that Shareholders vote in favour of re-appointing SRCO as auditor of the Company and to authorize the Directors to fix its remuneration. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the approval of the resolution to reappoint SRCO and to authorize the Directors to fix its remuneration.

RATIFICATION OF STOCK OPTION PLAN

The Company's Stock Option Plan was last approved by Shareholders on August 1, 2023 and it is a "rolling" stock option plan, whereby the aggregate number of Common Shares reserved for issuance shall not exceed ten percent (10%) of the total number of issued Common Shares at the time an option is granted. The Stock Option Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and service providers of the Company and its subsidiaries, options to purchase Common Shares. Please see "*Director and Executive Compensation – Compensation Discussion and Analysis – Narrative Discussion - Stock Option Plan*".

It is a requirement of Canadian Securities Exchange policies that issuers who have "rolling" stock option plans seek shareholder approval every three years in order to continue to grant awards under such plans.

Resolution

Accordingly, at the Meeting, Shareholders will be asked to pass the following resolution re-approving the Stock Option Plan in accordance with Canadian Securities Exchange policies:

"**BE IT RESOLVED THAT**:

1. the stock option plan (the "**Plan**") of Rapid Dose Therapeutics Corp. (the "**Company**"), in substantially the form attached as Schedule "B", as set forth in the Company's management information circular dated July 22, 2026, including the reservation for issuance under the Plan at

any time of a maximum of 10% of the issued common shares of the Company, be and is hereby ratified, approved and confirmed, in accordance with its terms and conditions;

2. all unallocated options to acquire common shares of the Company, right or other entitlement available under the Plan are hereby approved and authorized;

3. the Company's board of directors be and is hereby authorized in its absolute discretion to administer the Plan and amend or modify the Plan in accordance with its terms and conditions and the policies of the Canadian Securities Exchange;

4. the Company next seek approval of the Plan from shareholders of the Company no later than three years from the date that this resolution is approved, which date is accordingly expected to be August 26, 2029; and

5. any one director or officer of the Company be and is hereby authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

The foregoing resolution must be passed by a simple majority of the votes cast by Shareholders who vote on the resolution at the Meeting, either in person or by proxy. **It is the intention of the management designees, if named as proxy, to vote FOR the foregoing resolution, unless otherwise directed in the form of proxy**.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Directors or executive officers of the Company, nor any proposed nominee for election as a Director of the Company, nor any associate or affiliate of such persons, are or have been indebted to the Company at any time since the beginning of the Company's last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "Informed Person" means (a) a Director or executive officer of the Company; (b) a Director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than ten percent (10%) of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the notes to the Company's financial statements for the financial year ended February 28, 2026, none of:

(a) the Informed Persons of the Company;

(b) a proposed nominee for election as a Director of the Company; or

(c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in any proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

Extension of Convertible Notes and Warrants

On November 30, 2025, the Company extended the maturity date of its outstanding secured convertible Notes (the "**Notes**") previously issued on its private placement financing (the "**Financing**") which closed in 2023. The Notes had a maturity date of November 30, 2025, and the Company extended the maturity date for one year, to November 30, 2026.

The Financing was an offering of units (the "**Units**") at a price of $1.00 per Unit. Each Unit consisted of $1.00 principal amount of Notes and five (5) common share purchase warrants of the Company (the "**Warrants**"). The Company closed all four tranches of the Financing in 2023, issuing an aggregate of $3,134,445 principal amount of Notes and 15,672,225 Warrants.

The Company agreed with noteholders holding an aggregate of $3,084,445 of promissory notes to extend the maturity date for one year on their respective notes to November 30, 2026, and extend the expiry date for one year on their accompanying 15,422,225 Warrants to November 30, 2026; and such noteholders received an extension fee of five percent (5%) payable in Common Shares at a price of $0.16 per share (collectively, the "**Extension**"). A noteholder holding $50,000 of Notes did not extend and the Company repaid their principal in cash at the initial maturity date.

The Notes bear interest at 18% per annum, calculated and compounded monthly, and added to principal and payable quarterly in arrears in Common Shares at a price per share equal to the closing market price of the Common Shares on the Canadian Securities Exchange (the "**CSE**") on the last trading day of each calendar quarter. The Company is permitted to prepay the Notes on 10 days' advance notice without notice or bonus. The Notes are convertible, at the option of the holders at any time prior to maturity, into Common Shares at a conversion price of $0.17 per Common Share. Each whole Warrant may be exercised for one Common Share at a price of $0.16 per Common Share. The Notes are secured pursuant to a general security agreement issued by the Company in favour of the various noteholders.

The following Informed Persons participated in the Extension: Mark Upsdell, CEO and Director, in the amount of $500,000; John McKimm, Director, through his holding company, Madison Partners Corporation, in the amount of $346,371; Christine Hrudka, Director, in the amount of $50,000; and Angela O'Leary, Director, in the amount of $800,000. As a result, together with each of the other noteholders, such Informed Persons have been paid their quarterly interest in Common Shares at a price per share equal to the closing market price of the Common Shares on the CSE on the last trading day of each calendar quarter, in accordance with the terms of the Notes.

Debt Settlement with Directors for Directors' Fees

On July 14, 2025, the Company completed a debt settlement with its non-management Directors in exchange for the cancellation of directors' fees owing. The Company issued an aggregate of 476,190 Common Shares, at a price of $0.21 per share, in settlement of directors' fees owing in the aggregate amount of $100,000. Each of the Company's five non-management directors was owed $10,000 in directors' fees for each of the fiscal quarters ended February 28, 2025 and May 31, 2025. This debt settlement involved Informed Persons in that the following five directors were issued shares in settlement of their director's fees: Marisa Cornacchia, Peter Thilo Hasler, Christine Hrudka, John McKimm and Angela O'Leary.

OTHER BUSINESS

Management of the Company is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of Meeting. If other matters come before the Meeting, it is the intention of the management designees named in the form of proxy to vote in respect of same in accordance with their best judgment in such matters.

CORPORATE GOVERNANCE PRACTICES

Statement of Corporate Governance

National Instrument 58-101: *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires the Company to disclose, on an annual basis, its approach to corporate governance with reference to the governance guidelines provided in National Policy 58-201: *Corporate Governance Guidelines* ("**NP 58-201**").

The Company has reviewed its corporate governance practices under the guidelines contained in NP 58- 201. The Company's practices comply generally with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current state of development and therefore the Company's governance practices do not reflect these particular guidelines. Set out below is a description of the Company's corporate governance practices as required to be disclosed by NI 58-101.

Board of Directors

As of the date of this Circular, the Board is comprised of seven (7) directors. Each of Marisa Cornacchia, Peter Thilo Hasler, Christine Hrudka and Angela O'Leary is an independent director of the Company within the meaning of NI 58-101. Mark Upsdell is not independent by virtue of being the Chief Executive Officer of the Company. Jason Lewis is not independent by virtue of being the Senior Vice President, Business Development of the Company. John McKimm is not independent since the pari passu agreement with the noteholders under the $3,134,445 Financing and Extension provides Madison Partners Corporation, Mr. McKimm's holding company, with a veto right to delay enforcement of the Notes against the Company.

Directorships

None of the directors is currently a director of any other issuers that are reporting issuers (or the equivalent) in a jurisdiction in Canada or abroad, other than as set forth below.

Christine Hrudka is a director of Avricore Health Inc. (TSXV: AVCR).

Orientation and Continuing Education

Changes to the Board are infrequent so there is no need for a formal orientation program for directors. The Board does not provide formal continuing education for directors. Directors of RDT maintain the skill and knowledge necessary to meet their obligations as directors through a combination of their existing education, experience as businesspersons and managers, professional continuing education requirements, service as directors of other issuers and advice from RDT's legal counsel, auditor and other advisers.

The Company does not offer a formal orientation and education program for new directors. The new directors familiarize themselves with the Company by speaking to other directors and by reading documents provided by the executive officers.

Ethical Business Conduct

The Company has adopted a Code of Business Conduct and Ethics (the "**Code**"). The Code provides guidance on the conduct of the Company's business and sets out the principles and procedures to be adhered to by the Company's Directors, officers, employees and consultants.

Directors and officers of RDT are expected to disclose dealings in the industry in which RDT operates. They are also subject to the general obligation under corporate law to declare and fully disclose any conflict of interest, refrain from participating in any discussion and not vote on any material contract or transaction with RDT in which the applicable director or officer has an interest. Accordingly, any such related party contract or transaction would require approval of the directors who are independent of the contract or transaction or, if there is no director who is independent of the contract or transaction, shareholder approval or ratification.

The Board monitors the ethical conduct of the Company and its management and ensures that it complies with applicable legal and regulatory requirements.

Nomination of Directors

RDT does not have a formal process or committee for proposing new nominees to the Board. New candidates for the Board are identified by the Board. Potential candidates for appointment to the Board are considered by the Board as a whole, in reliance on the recommendations, qualifications and experience of its members.

Compensation

The Board has established a Governance and Compensation Committee to oversee the Corporation's compensation practices and to make compensation-related decisions and recommendations to the Board regarding compensation (including long-term incentive in the form of stock options) to be granted to RDT's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation.

The Board relies on the knowledge and experience of its Governance and Compensation Committee members to set appropriate levels of compensation for executive officers. Neither the Company nor the Board currently has any contractual arrangement with any executive compensation consultant. The Board reviews and makes determinations with respect to executive officer compensation on an *ad hoc* basis. When determining executive officers' compensation, the Governance and Compensation Committee reviews the performance of executive officers based on their achievements during the preceding year.

The Board uses all the data available to it to ensure that the Company is maintaining a level of compensation that is both commensurate with the size of the Company and sufficient to retain key personnel. In reviewing comparative data, the Board does not engage in benchmarking for the purpose of establishing compensation levels relative to any predetermined level and does not compare its compensation to a specific peer group of corporations. In the Board's view, external data provides insight into external competitiveness, but it is not an appropriate single basis for establishing compensation levels. External data is considered, along with an assessment of individual performance and experience, the Company's business strategy, and general economic considerations.

Other Board Committees

The standing committees of the Board are:

1) Governance and Compensation Committee, chaired by Christine Hrudka; and
2) Audit Committee, chaired by John McKimm.

Assessments

The Board has responsibility for assessing the effectiveness of the Board as a whole, and the contribution of individual directors. Due to the small size of the Board, no formal process is in place.

The directors, the Board and its committees are assessed on an ongoing basis by reviewing their respective attendance and performance. The Board expects to establish a formal assessment process in the future.

AUDIT COMMITTEE

Audit Committee Disclosure

Audit Committee

The Audit Committee has a formal charter, the text of which is attached as Schedule "A" to this Circular. The Audit Committee charter sets out the mandate and responsibilities of the Audit Committee after careful consideration of National Instrument 52-101: *Audit Committees* ("**NI 52-110**").

Composition of the Audit Committee

The Company is required to have an Audit Committee of not less than three (3) directors, a majority of whom are not executive officers, employees or control persons of the Company or of an affiliate of the Company. The four (4) existing members of the Audit Committee are Mark Upsdell, Angela O'Leary, Peter Thilo Hasler and John McKimm, none of whom is an executive officer, employee or control person of the Company or its affiliates, other than Mark Upsdell who is the President and CEO of the Company. As a result, the Company's Audit Committee is in compliance with the requirements of NI 52-110. The Chair of the Audit Committee is John McKimm.

Peter Thilo Hasler and Angela O'Leary are considered independent pursuant to NI 52-110. Mark Upsdell is not independent because he is President and CEO of the Company. John McKimm is not independent since the pari passu agreement with the Note holders under the $3,134,445 Financing and Extension provides Madison Partners Corporation, Mr. McKimm's holding company, with a veto right to delay enforcement of the Notes against the Company.

Education and Relevant Experience

All four (4) Audit Committee members have the ability to read and understand 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 and are therefore considered "financially literate".

Each Audit Committee member is a person with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour.

The following sets out the education and experience of each Audit Committee member relevant to the performance of his duties as a member of the Audit Committee:

Mark Upsdell

Mr. Upsdell has over 25 years of experience in management, sales and strategic planning. Mr. Upsdell has been the CEO of RDT since its incorporation on May 3, 2017. Prior to that, Mr. Upsdell was Director, Global Strategy and Planning of Cisco Systems, Inc. from 2011 to April 2017. Mr. Upsdell has a diploma in Business Administration from Conestoga College and Computer Science from McMaster University.

Peter Thilo Hasler

Mr. Hasler has been an equity analyst for over 25 years. Mr. Hasler is the founder and analyst of Sphene Capital GmbH, which offers high-quality equity and bond research to selected companies. In 2015, he founded Sphaia advisory GmbH, which offers corporate finance and communications services to small- and medium-sized companies. Mr. Hasler is a member of the board and lecturer of the DVFA and lecturer with several Munich universities on company valuation and financing. Mr. Hasler holds the Certified Financial Analyst designation in Germany and has a Master of Arts Economics from the University of Passau.

John McKimm

Mr. McKimm is currently the President of Maplesoft Consulting Inc. and has over 35 years of experience serving as a director and an officer of many public and private companies, most recently as Chief Executive Officer and a director of Smart Employee Benefits Inc. (TSXV: SEB), providing operations, investment banking, and corporate finance expertise. Mr. McKimm was also previously a director of Cansortium Inc. (CSE: TIUM) and a member of its audit committee. Mr. McKimm holds a Bachelor of Business Administration and graduated from the University of Western Ontario with a Masters of Business Administration and a Bachelor of Laws. Mr. McKimm also holds a number of investment industry certifications and designations.

Angela O'Leary

Ms. O'Leary is CEO of a medical supply company. Under her stewardship, the company achieved remarkable success, particularly in the healthcare sector, with sales reaching into the hundreds of millions. This achievement demonstrates Ms. O'Leary's ability to propel growth and ensure profitability in highly competitive markets. Ms. O'Leary also owns a staffing company, which she is steering with a clear vision for growth and expansion. Ms. O'Leary has ascended to the CEO position in multiple companies which underscores her leadership, strategic thinking and experience with financial matters.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not refused to adopt a recommendation of the Audit Committee with respect to the nomination or compensation of the external auditors.

Reliance on Certain Exemptions

As the Company is a "venture issuer" as defined in NI 52-110, the Company is relying on the exemption set out in Section 6.1 of NI 52-110 which exempts venture issuers from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*). At no time since the commencement of its most recently completed financial year ended February 28, 2026, has RDT relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), Section 6.1.1(4) of NI 52-110 (*Circumstances Affecting the Business or Operations of the Venture Issuer*), Section 6.1.1(5) of NI 52-110 (*Events Outside Control of Members*) or Section 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignations*).

The Company has not relied on an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee studies each situation on a case-by-case basis.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audit services provided by the Company's external auditors to the Company to ensure auditor independence. The aggregate fees billed by the Company's external auditors in each of the last two fiscal years are as follows:

Financial Year Ended	Audit Fees(1)	Audit Related Fees(2)	Tax Fees(3)	All Other Fees(4)	Total
February 28, 2026	$140,000	Nil	$10,000	Nil	$150,000
February 28, 2025	$130,000	Nil	$10,000	Nil	$140,000

Notes:

(1) Audit fees represent the aggregate fees billed for audit fees.

(2) Audit related fees represents the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of RDT's financial statements and are not reported under "Audit Fees".

(3) Tax fees represent the aggregate fees billed for professional services for tax compliance, tax advice, and tax planning.

(4) All other fees represent the aggregate fees billed for products and services other than the services reported under the other columns of this chart.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. The Company's annual management's discussion and analysis and a copy of this Circular is available to anyone, upon request, from the Company at 1121 Walkers Line, Unit 3A, Burlington, Ontario L7N 2G4. All financial information in respect of the Company is provided in the comparative financial statements and management's discussion and analysis for its recently completed financial year.

APPROVAL OF THE BOARD OF DIRECTORS

The contents and the mailing of the Circular to Shareholders entitled to receive notice of the Meeting, to each Director and to the auditor of the Company have been approved by the Board.

DATED the 22nd day of July, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

"*Mark Upsdell*"

Mark Upsdell
Director and Chief Executive Officer

SCHEDULE “A”

TO 2026 MANAGEMENT INFORMATION CIRCULAR OF RAPID DOSE THERAPEUTICS CORP.

AUDIT COMMITTEE CHARTER

See attached.

AUDIT COMMITTEE CHARTER

NAME

There shall be a committee of the board of directors (the "**Board**") of Rapid Dose Therapeutics Corp. (the "**Corporation**") known as the Audit Committee.

PURPOSE OF AUDIT COMMITTEE

The Audit Committee has been established to assist the Board in fulfilling its oversight responsibilities with respect to the following principal areas:

(a) the Corporation's external audit function; including the qualifications, independence, appointment and oversight of the work of the external auditors;

(b) the Corporation's accounting and financial reporting requirements;

(c) the Corporation's reporting of financial information to the public;

(d) the Corporation's compliance with law and regulatory requirements;

(e) the Corporation's risks and risk management policies;

(f) the Corporation's system of internal controls and management information systems; and

(g) such other functions as are delegated to it by the Board.

Specifically, with respect to the Corporation's external audit function, the Audit Committee assists the Board in fulfilling its oversight responsibilities relating to: the quality and integrity of the Corporation's financial statements; the independent auditors' qualifications; and the performance of the Corporation's independent auditors.

MEMBERSHIP

The Audit Committee shall consist of as many members as the Board shall determine but, in any event not fewer than three directors appointed by the Board. Each member of the Audit Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director of the Corporation. The Board may fill a vacancy that occurs in the Audit Committee at any time.

CHAIR AND SECRETARY

The Chair of the Audit Committee shall be designated by the Board. If the Chair is not present at a meeting of the Audit Committee, the members of the Audit Committee may designate an interim Chair for the meeting by majority vote of the members present. The Secretary of the Audit Committee shall be such member of the Audit Committee as may be designate by majority vote of the Audit Committee from time to time, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Audit Committee members who are present. A member of the Audit Committee may be designated as the liaison member to report on the deliberations of the Audit Committees of affiliated companies (if applicable).

MEETINGS

The Chair of the Audit Committee, in consultation with the Audit Committee members, shall determine the schedule and frequency of the Audit Committee meetings provided that the Audit Committee will meet at least four times in each fiscal year and at least once in every fiscal quarter. The Audit Committee shall have the authority to convene additional meetings as circumstances require.

Notice of every meeting shall be given to the external and internal auditors of the Corporation, and meetings shall be convened whenever requested by the external auditors or any member of the Audit Committee in accordance with applicable law. The Audit Committee shall meet separately and periodically with management, legal counsel and the external auditors. The Audit Committee shall meet separately with the external auditors at every meeting of the Audit Committee at which external auditors are present.

MEETING AGENDAS

Agendas for meetings of the Audit Committee shall be developed by the Chair of the Audit Committee in consultation with the management and the corporate secretary and shall be circulated to Audit Committee members as far in advance of each Audit Committee meeting as is reasonable.

RESOURCES AND AUTHORITY

The Audit Committee shall have the resources and the authority to discharge its responsibilities, including the authority, in its sole discretion, to engage, at the expense of the Corporation, outside consultants, independent legal counsel and other advisors and experts as it determines necessary to carry out its duties, without seeking approval of the Board or management.

The Audit Committee shall have the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities and has direct access to and the authority to other officers and employees of the Corporation.

The members of the Audit Committee shall have the right for the purpose of performing their duties to inspect all the books and records of the Corporation and its subsidiaries and to discuss such accounts and records and any matters relating to the financial position, risk management and internal controls of the Corporation with the officers and external and internal auditors of the Corporation and its subsidiaries. Any member of the Audit Committee may require the external or internal auditors to attend any or every meeting of the Audit Committee.

RESPONSIBILITIES

The Corporation's management is responsible for preparing the Corporation's financial statements and the external auditors are responsible for auditing those financial statements. The Audit Committee is responsible for overseeing the conduct of those activities by the Corporation's management and external auditors and overseeing the activities of the internal auditors.

The specific responsibilities of the Audit Committee shall include those listed below. The enumerated responsibilities are not meant to restrict the Audit Committee from examining any matters related to its purpose.

Financial Reporting Process and Financial Statements

The Audit Committee shall:

(a) in consultation with the external auditors and the internal auditors, review the integrity of the Corporation's financial reporting process, both internal and external, and any major issues as to the adequacy of the internal controls and any special audit steps adopted in light of material control deficiencies;

(b) review all material transactions and material contracts entered into between (i) the Corporation or any subsidiary of the Corporation, and (ii) any subsidiary, director, officer, insider or related party of the Corporation, other than transactions in the ordinary course of business;

(c) review and discuss with management and the external auditors: (i) the preparation of Corporation's annual audited consolidated financial statements and its interim unaudited consolidated financial statements; (ii) whether the financial statements present fairly (in accordance with Canadian generally accepted accounting principles) in all material respects the financial condition, results of operations and cash flows of the Corporation as of and for the periods presented; (iii) any matters required to be discussed with the external auditors according to Canadian generally accepted auditing standards; (iv) an annual report by the external auditors describing: (A) all critical accounting policies and practices used information within generally accepted accounting principles that have been discussed with management of the Corporation, including the ramifications of the use such alternative treatments and disclosures and the treatment preferred by the external auditors; and (C) other material written communications between the external auditors and management;

(d) following completion of the annual audit, review with each of: (i) management; (ii) the external auditors; and (iii) the internal auditors, any significant issues, concerns or difficulties encountered during the course of the audit;

(e) resolve disagreements between management and the external auditors regarding financial reporting;

(f) review the financial statements, management discussion and analysis and annual and interim press releases prior to public disclosure of this information; and

(g) review and be satisfied that adequate procedures are in place for the review of the public disclosure of financial information by the Corporation extracted or derived from the Corporation's financial statements, other than the disclosure referred to in (f), and periodically assess the adequacy of those procedures.

External Auditors

The Audit Committee shall:

(a) require the external auditors to report directly to the Audit Committee;

(b) recommend to the Board the external auditors to be nominated for approval by the shareholders and the compensation of the external auditor;

(c) be directly responsible for the selection, nomination, compensation, retention, termination and oversight of the work of the Corporation's external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation;

(d) approve all audit engagements and must pre-approve the provision by the external auditors of all non-audit services, including fees and terms for all audit engagements and non-audit engagements, and in such regard the Audit Committee may establish the types of non-audit services the external auditors shall be prohibited from providing and shall establish the types of audit, audit related and non-audit services for which the Audit Committee will retain the external auditors. The Audit Committee may delegate to one or more of its members the authority to pre-approve non-audit services, provided that any such delegated pre-approval shall be exercised in accordance with the types of particular non-audit services authorized by the Audit Committee to be provided by the external auditor and the exercise of such delegated pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting following such pre-approval;

(e) review and approve the Corporation's policies for the hiring of partners and employees and former partners and employees of the external auditors;

(f) consider, assess and report to the Board with regard to the independence and performance of the external auditors; and

(g) request and review the audit plan of the external auditors as well as a report by the external auditors to be submitted at least annually regarding: (i) the external auditing firm's internal quality-control procedures; (ii) any material issues raised by the external auditor's own most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

Accounting Systems and Internal Controls

The Audit Committee shall:

(a) oversee management's design and implementation of and reporting on internal controls. The Audit Committee shall also receive and review reports from management, the internal auditors and the external auditors on an annual basis with regard to the reliability and effective operation of the Corporation's accounting system and internal controls; and

(b) review annually the activities, organization and qualifications of the internal auditors and discuss with the external auditors the responsibilities, budget and staffing of the internal audit function.

Legal and Regulatory Requirements

The Audit Committee shall:

(a) receive and review timely analysis by management of significant issues relating to public disclosure and reporting;

(b) review, prior to finalization, periodic public disclosure documents containing financial information, including the Management's Discussion and Analysis and Annual Information Form, if required;

(c) prepare the report of the Audit Committee required to be included in the Corporation's periodic filings;

(d) review with the Corporation's counsel legal compliance matters, significant litigation and other legal matters that could have a significant impact on the Corporation's financial statements; and

(e) assist the Board in the oversight of compliance with legal and regulatory requirements and review with legal counsel the adequacy and effectiveness of the Corporation's procedures to ensure compliance with legal and regulatory responsibilities.

Additional Responsibilities

The Audit Committee shall:

(a) discuss policies with the external auditor, internal auditor and management with respect to risk assessment and risk management;

(b) establish procedures and policies for the following

    (i) the receipt, retention, treatment and resolution of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and

(ii) the confidential, anonymous submission by directors or employees of the Corporation of concerns regarding questionable accounting or auditing matters;

(c) prepare and review with the Board an annual performance evaluation of the Audit Committee;

(d) report regularly to the Board, including with regard to matters such as the quality or integrity of the Corporation's financial statements, compliance with legal or regulatory requirements, the performance of the internal audit function, and the performance and independence of the external auditors; and

(e) review and reassess the adequacy of the Audit Committee's Charter on an annual basis.

Limitation on the Oversight Role of the Audit Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Audit Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Audit Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the information provided to the Corporation by such persons or organizations.

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 Corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles in Canada and applicable rules and regulations. These are the responsibility of management and the external auditors.

SCHEDULE "B"

TO 2026 MANAGEMENT INFORMATION CIRCULAR OF RAPID DOSE THERAPEUTICS CORP.

STOCK OPTION PLAN

See attached.

STOCK OPTION PLAN

1. PURPOSE OF PLAN

1.1 The purpose of the Plan is to attract, retain and motivate persons as directors, officers, key employees and consultants of the Corporation and its Subsidiaries and to advance the interests of the Corporation by providing such persons with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

2. DEFINED TERMS

Where used herein, the following terms shall have the following meanings, respectively:

2.1 "Board" means the board of directors of the Corporation or, if established and duly authorized to act, the Executive Committee or another Committee appointed for such purpose by the board of directors of the Corporation;

2.2 "Business Day" means any day, other than a Saturday or a Sunday, on which the Exchange is open for trading and if the Corporation is not listed on any exchange, any day when the major chartered banks in Toronto are open for business;

2.3 "Consultant" means an individual (including an individual whose services are contracted through a personal holding corporation) with whom the Corporation or any Subsidiary has a contract for substantial services;

2.4 "Corporation" means Rapid Dose Therapeutics Corp. and includes any successor corporation thereto and any subsidiary thereof;

2.5 "Eligible Person" means any director, officer, employee (part-time or full-time), service provider or Consultant of the Corporation or any Subsidiary;

2.6 "Exchange" means the CSE Exchange and, where the context permits, any other exchange on which the Shares are or may be listed from time to time;

2.7 "Insider" means:

(a) an Insider as defined under Section 1 (1) of the *Securities Act* (Ontario), other than a person who falls within that definition solely by virtue of being a director or senior officer of a Subsidiary; and

(b) an associate as defined under Section 1 (1) of the *Securities Act* (Ontario) of any person who is an insider by virtue of (a) above;

2.8 "Market Price" at any date in respect of the Shares shall be the greatest closing price of such Shares on any Exchange on the last Business Day preceding the date on which the Option is approved by the Board (or, if such Shares are not then listed and posted for trading on the Exchange, on such stock exchange in Canada on which the Shares are listed and posted for trading as may be selected for such purpose by the Board). In the event that such Shares did not trade on such Business Day, the Market Price shall be the average of the bid and ask prices in respect of such Shares at the close of trading on such date. In the event that such Shares are not listed and posted for trading on any stock exchange, the Market Price shall be the fair market value of such Shares as determined by the Board in its sole discretion;

2.9 "Option" means an option to purchase Shares granted under the Plan;

2.10 "Option Price" means the price per Share at which Shares may be purchased under the Option, as the same may be adjusted from time to time in accordance with Article 8;

2.11 "Optionee" means an Eligible Person to whom an Option has been granted;

2.12 "Person" means an individual, a corporation, a partnership, an unincorporated association or organization, a trust, a government or department or agency thereof and the heirs, executors, administrators or other legal representatives of an individual and an associate or affiliate of any thereof as such terms are defined in the *Business Corporations Act* (Ontario);

2.13 "Plan" means the Rapid Dose Therapeutics Corp. Stock Option Plan, as the same may be amended or varied from time to time;

2.14 "Share Compensation Arrangement" means any stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Shares, including a share purchase from treasury which is financially assisted by the Corporation by way of a loan, guarantee or otherwise;

2.15 "Shares" means the common shares of the Corporation or, in the event of an adjustment contemplated by Article 8, such other shares or securities to which an Optionee may be entitled upon the exercise of an Option as a result of such adjustment; and

2.16 "Subsidiary" means any corporation which is a subsidiary as such term is defined in the *Business Corporations Act* (Ontario) (as such provision is from time to time amended, varied or re-enacted) of the Corporation.

3. ADMINISTRATION OF THE PLAN

3.1 The Plan shall be administered in accordance with the rules and policies of the Exchange in respect of employee stock option plans by the Board. The Board shall receive recommendations of management and shall determine and designate from time to time those directors, officers, employees and Consultants of the Corporation or its Subsidiaries to whom an Option should be granted and the number of Shares, which will be optioned from time to time to any Eligible Person and the terms and conditions of the grant.

3.2 The Board shall have the power, where consistent with the general purpose and intent of the Plan and subject to the specific provisions of the Plan:

(a) to establish policies and to adopt, prescribe, amend or vary rules and regulations for carrying out the purposes, provisions and administration of the Plan and make all other determinations necessary or advisable for its administration;

(b) to interpret and construe the Plan and to determine all questions arising out of the Plan and any Option granted pursuant to the Plan and any such interpretation, construction or determination made by the Board shall be final, binding and conclusive for all purposes;

(c) to determine which Eligible Persons are granted Options and to grant Options;

(d) to determine the number of Shares covered by each Option;

(e) to determine the Option Price;

(f) to determine the time or times when Options will be granted and exercisable;

(g) to determine if the Shares which are subject to an Option will be subject to any restrictions upon the exercise of such Option; and

(h) to prescribe the form of the instruments relating to the grant, exercise and other terms of Options which initially shall be substantially in the form annexed hereto as Schedule "C-1".

4. SHARES SUBJECT TO THE PLAN

4.1 Options may be granted in respect of authorized and unissued Shares provided that, the maximum aggregate number of Shares reserved by the Corporation for issuance and which may be purchased upon the exercise of all Options, subject to adjustment of such number pursuant to the provisions of Section 8 hereof, shall not exceed 10% of the then issued and outstanding Shares of the Corporation. Shares in respect of which Options are not exercised shall be available for subsequent Options under the Plan. No fractional Shares may be purchased or issued under the Plan.

5. ELIGIBILITY; GRANT; TERMS OF OPTIONS

5.1 Options may be granted to Eligible Persons. The Corporation covenants that all employees, service provides, Consultants or individuals employed by companies providing management services to the Corporation shall be bona fide employees, service providers, Consultants or employees of such Consultants or service providers of the Corporation or its subsidiaries.

5.2 Options may be granted by the Corporation pursuant to the recommendations of the Board from time to time provided and to the extent that such decisions are approved by the Board.

5.3 Subject to the provisions of this Plan, the number of Shares subject to each Option, the Option Price, the expiration date of each Option, the extent to which each Option is exercisable from time to time during the term of the Option and other terms and conditions relating to each such Option shall be determined by the Board. At no time shall the period during which an Option shall be exercisable exceed 5 years.

5.4 In the event that no specific determination is made by the Board with respect to any of the following matters, the period during which an Option shall be exercisable shall be 5 years from the date the Option is granted to the Optionee and the Options shall vest on the date of the grant save and except that Options granted to persons employed in Investor Relations Activities (as defined in the policies of the Exchange) shall vest in stages over 12 months with no more than ¼ of the Options vesting in any three month period from the date of grant.

5.5 The Option Price of Shares which are the subject of any Option shall in no circumstances be lower than the Market Price of the Shares at the date of the grant of the Option.

5.6 The maximum number of Shares which may be reserved for issuance to any one Optionee under this Plan or under any other Share Compensation Arrangement shall not exceed 5% of the Shares outstanding at the date of the grant (on a non-diluted basis) in any 12 month period.

5.7 The maximum number of Shares which may be reserved for issuance to Insiders under the Plan or under any other Share Compensation Arrangement shall be 10% of the Shares outstanding at the date of the grant (on a non-diluted basis).

5.8 The maximum number of Shares which may be issued to any one Insider and such Insider's associates under the Plan and any other Share Compensation Arrangement in any 12-month period shall be 5% of the Shares outstanding at the date of the issuance (on a non-diluted basis). The maximum number of Shares which may be issued to any Insiders under the Plan and any other Share Compensation Arrangement in any 12-month period shall be 10% of the Shares outstanding at the date of the issuance (on a non-diluted basis).

5.9 The maximum number of shares which may be reserved for issuance to persons employed in Investor Relations Activities under the Plan or under any other Share Compensation Arrangement in any 12 month period shall not exceed 2% of the Shares outstanding at the date of grant (on a non-diluted basis).

5.10 The maximum number of shares which may be reserved for issuance to any one person employed as a Consultant under the Plan or any other Share Compensation Arrangement shall not exceed 2% of the Shares outstanding at the date of the grant (on a non-diluted basis).

5.11 Any entitlement to acquire Shares granted pursuant to the Plan or any other Share Compensation Arrangement prior to the Optionee becoming an Insider shall be excluded for the purposes of the limits set out in 5.7 and 5.8 above.

5.12 An Option is personal to the Optionee and is non-assignable and non-transferable.

5.13 If required by Exchange policies, disinterested shareholder approval shall be required for any reduction in the exercise price or extension of the term of the Options if the option holder is an Insider of the Corporation at the time of a proposed amendment to the exercise price or extension of the term.

6. **EXERCISE OF OPTIONS**

6.1 Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Corporation at its registered office of a written notice of exercise addressed to the Secretary of the Corporation specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full of the Option Price of the Shares to be purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable period of time following the receipt of such notice and payment.

6.2 Notwithstanding any of the provisions contained in the Plan or in any Option, the Corporation's obligation to issue Shares to an Optionee pursuant to the exercise of an Option shall be subject to:

(a) completion of such registration or other qualification of such Shares or obtaining approval of such governmental or regulatory authority as counsel to the Corporation shall reasonably determine to be necessary or advisable in connection with the authorization, issuance or sale thereof; and

(b) the receipt from the Optionee of such representations, agreements and undertakings, including as to future dealings in such Shares, as the Corporation or its counsel reasonably determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

In this connection the Corporation shall, to the extent necessary, take all reasonable steps to obtain such approvals, registrations and qualifications as may be necessary for the issuance of such Shares in compliance with applicable securities laws and for the listing of such Shares on the Exchange.

7. TERMINATION OF EMPLOYMENT

7.1 Subject to Section 7.2 and any express resolution passed by the Board with respect to an Option, an Option, and all rights to purchase pursuant thereto, shall expire and terminate 30 days after the Optionee ceasing to be a director, officer or a part-time or full-time employee or service provider of the Corporation or of any Subsidiary. The entitlement of a Consultant to Options including the termination thereof shall be in accordance with the terms of the consulting agreement entered into between the Corporation or the Subsidiary and the Consultant.

7.2 If, before the expiry of an Option in accordance with the terms thereof, the employment of the Optionee with the Corporation or with any Subsidiary shall terminate, in either case by reason of the death of the Optionee, such Option may, subject to the terms thereof and any other terms of the Plan, be exercised by the legal representative(s) of the estate of the Optionee at any time during the first six months following the death of the Optionee (but prior to the expiry of the Option in accordance with the terms thereof) but only to the extent that the Optionee was entitled to exercise such Option at the date of the termination of his employment.

7.3 Options shall not be affected by any change of employment of the Optionee or by the Optionee ceasing to be a director where the Optionee continues to be employed by the Corporation or continues to be a director of the Subsidiary or an officer of the Corporation or any Subsidiary.

8. CHANGE IN CONTROL AND CERTAIN ADJUSTMENTS

8.1 Notwithstanding any other provision of this Plan in the event of:

(a) the acquisition by any Person who was not, immediately prior to the effective time of the acquisition, a registered or a beneficial shareholder in the Corporation, of Shares or rights or options to acquire Shares of the Corporation or securities which are convertible into Shares of the Corporation or any combination thereof such that after the completion of such acquisition such Person would be entitled to exercise 30% or more of the votes entitled to be cast at a meeting of the shareholders; or

(b) the sale by the Corporation of all or substantially all of the property or assets of the Corporation;

then notwithstanding that at the effective time of such transaction the Optionee may not be entitled to all the Shares granted by the Option, the Optionee shall be entitled to exercise the Options to the full amount of the Shares remaining at that time within 90 days of the close of any such transaction.

8.2 Appropriate adjustments with respect to Options granted or to be granted, in the number of Shares optioned and in the Option Price, shall be made by the Board to give effect to adjustments in the number of Shares of the Corporation resulting from subdivisions, consolidations or reclassifications of the Shares of the Corporation, the payment of stock dividends or cash dividends by the Corporation (other than dividends in the ordinary course), the distribution of securities, property or assets by way of dividend or otherwise (other than dividends in the ordinary course), or other relevant changes in the capital stock of the Corporation or the amalgamation or merger of the Corporation with or into any other entity, subsequent to the approval of the Plan by the Board. The appropriate adjustment in any particular circumstance shall be conclusively determined by the Board in its sole discretion, subject to approval by the Shareholders of the Corporation and to acceptance by the Exchange respectively, if applicable.

9. AMENDMENT OR DISCONTINUANCE

9.1 The Board may amend or discontinue the Plan at any time upon receipt of requisite regulatory approval including without limitation, the approval of the Exchange, provided, however, that no such amendment may increase the maximum number of Shares that may be optioned under the Plan, change the manner of determining the minimum Option Price or, without the consent of the Optionee, alter or impair any of the terms of any Option previously granted to an Optionee under the Plan. Any amendments to the terms of an Option shall also require regulatory approval, including without limitation, the approval of the Exchange.

10. MISCELLANEOUS PROVISIONS

10.1 The holder of an Option shall not have any rights as a shareholder of the Corporation with respect to any of the Shares covered by such Option until such holder shall have exercised such Option in accordance with the terms of the Plan (including tendering payment in full of the Option Price of the Shares in respect of which the Option is being exercised) and the issuance of Shares by the Corporation.

10.2 Nothing in the Plan or any Option shall confer upon an Optionee any right to continue in the employ of the Corporation or any Subsidiary or affect in any way the right of the Corporation or any Subsidiary to terminate his employment at any time; nor shall anything in the Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation or any Subsidiary to extend the employment of any Optionee beyond the time which he would normally be retired pursuant to the provisions of any present or future retirement plan of the Corporation or any Subsidiary or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any Subsidiary.

10.3 To the extent required by law or regulatory policy or necessary to allow Shares issued on exercise of an Option to be free of resale restrictions, the Corporation shall report the grant, exercise or termination of the Option to the Exchange and the appropriate securities regulatory authorities.

11. SHAREHOLDER AND REGULATORY APPROVAL

11.1 The Plan shall be subject to the approval of the shareholders of the Corporation to be given by a resolution passed at a meeting of the shareholders of the Corporation in accordance with the Business Corporations Act, (Ontario) and to acceptance by the Exchange, if applicable. Any Options granted prior to such approval and acceptances shall be conditional upon such approval and acceptance being given and no such Options may be exercised unless such approval and acceptance is given.