



HILL INCORPORATED

**Notice of Annual General and Special Meeting of Shareholders
to be held on August 6, 2024**

and

Management Information Circular

JULY 8, 2024



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Hill Incorporated (the “**Corporation**”) will be held at the office of Norton Rose Fulbright LLP, 222 Bay Street, Suite 3000, Toronto ON M5K 1E7, at 11:00 am (Toronto time), on August 6, 2024, for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended June 30, 2023 together with the report of the auditor thereon;
2. to set the number of Directors at five (5);
3. to elect directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
5. to consider and, if thought appropriate, pass, with or without variation, an ordinary resolution approving the Corporation’s rolling stock option plan, as more fully described in the accompanying Circular;
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Accompanying this Notice is a Management Information Circular, Form of Proxy or Voting Instruction Form and a request card for use by shareholders who wish to receive the Company’s most recent financial statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice. Shareholders of record as at the close of business on July 2, 2024 (the “**Record Date**”) will be entitled to receive notice of and vote at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those unable to attend are requested to read, complete, date, sign and return the enclosed Form of Proxy to Computershare Investor Services Inc., at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 on or before 11:00 a.m. (Toronto Time) on August 1, 2024. If you do not complete and return the form in accordance with such instructions, you may lose your right to vote at the meeting.

If you are a non-registered Shareholder of common shares of the Company and an objecting beneficial owner and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting.

DATED at Toronto, Ontario this 8th day of July 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Jack Fraser*”

Jack Fraser
Chairman of the Board

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HILL INCORPORATED

Management Information Circular for the Annual General and Special Meeting of Shareholders to be held on August 6, 2024

GLOSSARY OF DEFINED TERMS

The following is a glossary of certain defined terms used in this Information Circular:

“Board of Directors” or **“Board”** means the board of directors of the Corporation.

“Common Shares” means the voting common shares in the capital of the Corporation.

“Computershare” means Computershare Investor Services Inc., transfer agent of the Corporation.

“Corporation” means Hill Incorporated, a corporation governed by the *Business Corporations Act* (Ontario).

“Directors” means the directors elected or appointed to the Board of Directors.

“Information Circular” or **“Circular”** means this management proxy information circular, together with all appendices and attachments hereto.

“Management” means the senior executive officers of the Corporation.

“Meeting” means the annual and special general meeting of the Shareholders to be held at the offices of **Norton Rose Fulbright LLP, 222 Bay Street, Suite 3000, Toronto ON M5K 1E7, at 11:00 am** (Toronto time), on August 6, 2024

“Notice of Meeting” means the notice of the Meeting dated June 7, 2024

“OBCA” means the *Ontario Business Corporations Act*.

“Record Date” means July 2, 2024, the record date for determining Shareholders entitled to receive notice of and vote at the Meeting.

“Shareholders” means the registered holders of Common Shares.

“TSXV” means the TSX Venture Exchange.

GENERAL PROXY INFORMATION

Solicitation of Proxies

This management information circular (“**Circular**”) is furnished in connection with the solicitation of proxies by the Management of Hill Incorporated (the “**Company**” or “**Corporation**”) for use at the annual and special meeting (the “**Meeting**”) of the holders (collectively the “**Shareholders**” or individually a “**Shareholder**”) of Common Shares in the capital of the Corporation (“**Common Shares**”) to be held **on August 6, 2024 at 11:00 am (Toronto time)**.

It is expected that the solicitation of proxies for the Meeting will be primarily by mail, but proxies may be solicited personally, by telephone or by other means of communication by management of the Corporation and by the directors and officers of the Corporation who will not be specifically remunerated therefore. All costs of solicitation of proxies by or on behalf of management will be borne by the Corporation.

Except as noted below, the Corporation has distributed or made available for distribution, copies of the Notice, the Circular and form of proxy or voting instruction form (if applicable) (the “**Meeting Materials**”) to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for distribution to Beneficial Shareholders (as defined below) whose Common Shares are held by or in custody of such Intermediaries. Such Intermediaries are required to forward such documents to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The Corporation has elected to pay for the delivery of the Meeting Materials to objecting Beneficial Shareholders by the Intermediaries. The Corporation is sending proxy-related materials directly to non-objecting Beneficial Shareholders, through the services of its transfer agent and registrar, Computershare Investor Services Inc. (“**Computershare**”). The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Corporation if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Corporation will pay the permitted fees and costs of Intermediaries incurred in connection with the distribution of the Meeting Materials. The Corporation is not relying on the notice-and-access provisions of securities laws for delivery of the Meeting Materials to registered Shareholders or Beneficial Shareholders.

No person is authorized to give any information or to make any representation other than those contained herein and, if given or made, such information or representation should not be relied upon as having been authorized by the Corporation. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

A registered Shareholder may vote in person at the Meeting or may appoint another person to represent such Shareholder as proxy and to vote the Common Shares of such Shareholder at the Meeting. Only registered Shareholders, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to Shareholders who own their Common Shares beneficially through an intermediary, see “*Advice to Beneficial Shareholders*” below.

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers or Directors of the Company. If you are a Registered Shareholder, you have the right to vote by proxy and to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of Proxy.

Every Proxy may be revoked by an instrument in writing:

- a) executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a company, by a duly authorized officer or attorney, of the company; and
- b) delivered to the Company at any time up to and including the last business day preceding the day of the meeting or any adjournment of it, at which the Proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner provided by law.

Only Registered Shareholders have the right to revoke a Proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf.

Exercise of Discretion by Proxies

The persons named in the accompanying form of proxy will vote or withhold from voting, the Common Shares in respect of which they are appointed in accordance with the direction of the Shareholders appointing them. **In the absence of such direction, such Common Shares will be voted in favour of the passing of the matters set out in the Notice. The form of proxy confers discretionary authority**

upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting or any adjournment thereof. At the time of the printing of this Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice. **However, if any other matters which at present are not known to the management of the Corporation should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.**

Advice to Beneficial Shareholders

The form of proxy must be signed by the Shareholder or the duly appointed attorney thereof. **Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares, or non-objecting beneficial owners whose names have been provided to the Corporation's registrar and transfer agent, can be recognized and acted upon at the Meeting.** The information set forth in this section is therefore of significant importance to a substantial number of Shareholders who do not hold their Common Shares in their own name (referred to in this section as "**Beneficial Shareholders**").

If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in such Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. ("**CDS**"), as nominee for CDS Clearing and Depository Services Inc., which acts as depository for many Canadian Intermediaries. Common Shares held by Intermediaries or their nominees can only be voted for or against resolutions upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting Common Shares for their clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided by the Corporation to the Intermediaries. However, its purpose is limited to instructing the Intermediary how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails the voting instruction forms or proxy forms to the Beneficial Shareholders and asks the Beneficial Shareholders to return the voting instruction forms or proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a proxy or voting instruction form from Broadridge cannot use that proxy to vote Common Shares directly at the Meeting; the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

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

All references to Shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

There are two types of Beneficial Shareholders. The first are those who have objected to their name being made known to the issuers of securities which they own, or "**Objecting Beneficial Owners**". The second are those who have not objected to their name being made known to the issuers of securities which they own, or "**Non-Objecting Beneficial Owners**".

Non-Objecting Beneficial Owners

Non-Objecting Beneficial Owners are to receive meeting materials and a voting instruction form (“VIF”) from their intermediaries via Broadridge. These VIFs are to be completed and returned in the envelope provided or by facsimile in accordance with the request for voting instructions.

If you are a Beneficial Owner, and your intermediary has sent these materials to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Common Shares on your behalf. By choosing to send these materials to you, the Corporation (and not the intermediary holding Common Shares on your behalf) has assumed 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.

Objecting Beneficial Owners

Objecting Beneficial Shareholders may receive meeting materials through their intermediary holding Common Shares on their behalf. CDS acts as nominee for brokerage firms through which Objecting Beneficial Holders hold their Common Shares. Common Shares held by CDS can only be voted (for or against resolutions) upon the instructions of the Objecting Beneficial Shareholders. Without specific instructions, brokers/nominees are prohibited from voting the Common Shares for their clients. Other than Non-Objecting Beneficial Owners, management of the Corporation does not know for whose benefit the Common Shares registered in the name of CDS are held.

Objecting Beneficial Shareholders cannot be recognized at the Meeting for purposes of voting their Common Shares in person or by way of depositing a Form of Proxy. If you are an Objecting Beneficial Shareholders and wish to vote in person at the Meeting, please see the voting instructions you received or contact your intermediary/broker well in advance of the Meeting to determine how you can do so.

Objecting Beneficial Shareholders should carefully follow the instructions of their intermediaries/brokers, including those on how and when voting instructions are to be provided, in order to have their Common Shares voted at the Meeting.

Notice-And-Access

The Company is not sending the Meeting materials to Shareholders using “notice-and-access”, as defined under NI 54-101

THE CORPORATION

The Corporation is engaged in the businesses of (i) licensing of its worldwide patent rights to DehydraTECH bio-delivery technology for use in the production of cannabis products containing 0.3% or greater THC, to cannabis brands, licensed producers and contract manufacturers for use in the production of their THC cannabis products; and (ii) marketing and distribution of alcohol-free wine in Canada and the US.

The Corporation maintains a registered office address of 3000-222 Bay Street, Toronto, Ontario, M5K 1E7.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Description of Share Capital

The Corporation is authorized to issue an unlimited number of Common Shares of which 3,244,403 Common Shares are issued and outstanding as of the Record Date. In addition, as of July 2, 2024, the Corporation has the following convertible securities reserved for issuance:

Description of Securities	Number Outstanding	Exercise Price	Expiry Date
Warrants	233,333	\$3.75	December 22, 2024
Stock Options	183,713	\$4.95 ⁽¹⁾	Variable
Restricted Share Units	141,485	NA	NA

Notes:

(1) Weighted average price. See "Equity Plan Compensation Information".

The holders of Common Shares are entitled to dividends as and when declared by the Board, to receive notice of and one vote per Common Share at meetings of Shareholders of the Corporation and, upon liquidation, dissolution and wind-up, to share equally in such assets of the Corporation distributed to the Shareholders. There are no conversion or exchange rights attaching to Common Shares, nor are there any sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or any other material restrictions, nor are there any provisions requiring a Common Shareholder to contribute additional capital. All Common Shares outstanding after completion of the Transaction will be fully paid and non-assessable.

Record Date

The directors of the Corporation have fixed July 2, 2024 as the record date for the determination of the Shareholders entitled to receive notice of the Meeting. Holders of record of Common Shares at the close of business on July 2, 2024 will be entitled to vote at the Meeting and at all adjournments thereof.

Principal Holders of Securities of the Corporation

As at July 2, 2024, to the knowledge of the Directors and executive officers of the Corporation, the only person, firm or corporation that beneficially owned, or exercised control or direction over, directly or indirectly, voting securities of the Corporation carrying more than 10% of the voting rights attaching to any class of voting securities of the Corporation is as follows:

Name and Municipality of Residence	Number of Common Shares	Approximate Percentage of Outstanding Common Shares
HoldCo (St. Catharines) Ltd. ⁽¹⁾ St. Catharines, Ontario	850,638	26.22%

Notes:

(1) HoldCo (St. Catharines) Inc. also holds warrants to purchase 66,666 Common Shares at a price of \$3.75 until December 23, 2024, and 2,222 stock options, representing ownership of 28.34% of the issued and outstanding Common Shares and 24.18% of Common Shares on a diluted basis.

QUORUM FOR MEETING

At the Meeting, a quorum shall consist of two (2) persons present at the opening of the Meeting who are entitled to vote thereat either as shareholders or as proxy holders and holding or representing more than ten per cent (10%) of the outstanding shares of the Corporation.

APPROVAL REQUIREMENTS

Unless otherwise indicated, all of the matters to be considered at the Meeting are ordinary resolutions requiring approval by more than 50% of the votes cast in respect of the resolution by or on behalf of Shareholders present in person or represented by proxy at the Meeting.

The Corporation will submit to the Shareholders at the Meeting, the audited consolidated financial statements of the Corporation for the financial year ended June 30, 2023, and the Auditors' Report thereon. No vote by the Shareholders with respect to these matters is required. National Instrument 51-102 Continuous Disclosure Obligations ("**NI 51-102**") provides that the Corporation is no longer required to send annual or interim financial statements or the management's discussion and analysis relating thereto to its registered and beneficial Shareholders, unless they request copies of same. The Instrument also provides that the Corporation must send annually a request form to its registered Shareholders and Beneficial Shareholders that may be used by such Shareholders to request any or all of the annual and interim financial statements and the management's discussion and analysis relating thereto. Shareholders are encouraged to review and, if action is desired, send the enclosed return cards to **Computershare, 510 Burrard St, 3rd Floor, Vancouver, BC V6C 3B9**.

BUSINESS OF THE MEETING

1. ELECTION OF DIRECTORS

The Board proposes that the following five (5) persons are to be nominated for election as directors of the Corporation at the Meeting to hold office until the next annual meeting or their successors are elected or appointed: **Kevin Ruddle, Craig Binkley, Jack Fraser, Lori Senecal, and Frank Vizcarra**.

The Board has concluded that each nominee is qualified to serve on the Board. The nominees have the relevant expertise essential to ensure appropriate strategic direction and oversight. Each director nominee has confirmed his eligibility and willingness to serve as a director if elected. The enclosed form of Proxy provides for Shareholders to vote for each director individually.

The following table sets forth certain information regarding the nominees, their position with the Corporation, their principal occupation during the last five years, the dates upon which the nominees became directors of the Corporation, the current committees on which they are members, and the approximate number of Common Shares and options to purchase Common Shares beneficially owned by them, directly or indirectly, or over which control or direction is exercised by them as of July 8, 2024, which information has been furnished by the respective nominees individually:

JACK FRASER		Principal Occupation and Biographical Information	
<p><i>Toronto, Ontario</i> Chairman of the Board</p> <p>Director Since October 2018</p> <p>INDEPENDENT</p> <p>Chair of the Audit Committee</p> <p>Member of the Compensation, Governance and Nominations Committee</p>	<p>Jack Fraser is a Partner with BDC Capital’s Growth Venture CI Fund. Jack has over 30 years of experience as an operator and financier, primarily with digital commerce, FinTech, and P/SaaS companies. Jack joined BDC in January 2020, and since then, he has led investments in companies such as Hopper, Symend, Paper, KOHO, RenoRun, Borrowell, DOZR, and #Paid.</p> <p>Jack started his career in corporate banking with two of Canada’s largest banks and then moved into operational management with several high-growth technology companies in Canada, the U.S.A., and the U.K. Prior to BDC Capital, Jack was the head of finance with SSENSE, a Québec based global luxury fashion e-tailer. Jack has held various executive roles throughout his career, including COO, CFO, and Head of Corporate Development. Jack’s focus has primarily been on developing digital-first strategies and operational transformation to enable market and product expansion initiatives to various countries in Asia-Pacific (APAC), Europe, and North America.</p> <p>Jack holds graduate degrees from the Kellogg School of Management at Northwestern University and the Schulich School of Business at York University. He has served on numerous private, public and public-private partnership groups and as an operating partner for various venture capital and private equity groups.</p>		
Other Public Board Memberships		None	
Securities Beneficially Owned, Controlled or Directed		62,600 Options 10,134 Restricted Share Units	

LORI SENECAI		Principal Occupation and Biographical Information	
<p><i>New York, New York</i></p> <p>Director Since 2018</p> <p><i>Former Interim Co-Chief Executive Officer</i></p> <p>INDEPENDENT</p> <p>Member of the Audit Committee</p> <p>Member of the Compensation, Governance and Nominations Committee</p>	<p>For more than two decades Lori Senecal has been an innovative and award-winning leader in the strategic marketing and communications industry. She has been recognized for her role in creating dynamic, talent focused cultures and inventive business models that have driven superior growth for world-class companies.</p> <p>She was the Global CEO of the world-renowned marketing and communications powerhouse Crispin Porter Bogusky (CP+B). During her tenure, the agency created bold firsts and garnered world-class results for clients such as Domino's, American Airlines, Hotels.com, and Hershey's by capitalizing on expertise in technology, design and innovation. During that time, Advertising Age recognized CP+B as "Creativity Innovator of the Year".</p> <p>As Global CEO of Kirshenbaum Bond Senecal, Lori grew the company from a 250-person domestic operation to one of over 900 people worldwide. The company was recognized by Advertising Age as an "A-List Standout Agency" for three consecutive years, and by Crain's as a "Best Place to Work in NYC". Lori has been named to AdWeek's Power 100 List which recognizes top leaders in media, marketing and technology. She has also been named one of Fast Company's "Most Creative People in Business". She was profiled in the New York Times "Corner Office", a feature that celebrates CEOs who are culture makers and industry drivers. Lori has been a keynote speaker on Fast Company's "Most Creative People Tour" in LA, as well as at the "3% Conference" in NYC. She was both a Jury Member and a Main Stage Speaker at the Cannes Festival of Creativity.</p> <p>Lori began her career at McLaren McCann in Toronto and was soon tapped by McCann Worldwide to join the leadership team in NY, where she rose to the office of President. As a graduate of McGill University with a Bachelor of Commerce, she is fluent in English and French.</p>		
Other Public Board Memberships		None	
Securities Beneficially Owned, Controlled or Directed		16,667 Common Shares 22,933 Options 8,000 Restricted Share Units	

CRAIG BINKLEY	Principal Occupation and Biographical Information	
<p><i>Los Angeles, California, USA</i></p> <p>Director Since: July 2018 Chief Executive Officer</p> <p><i>Former Interim Co-Chief Executive Officer</i></p> <p>NOT INDEPENDENT</p>	<p>Craig Binkley is an experienced global business leader who has had success running companies as well as providing professional services to clients ranging from Fortune 500 companies to small business entrepreneurs.</p> <p>Craig brings a wealth of global operating experience in both alcoholic and non-alcoholic beverages, as well as other consumer packaged goods, pharmaceutical and B2B business categories that are highly relevant for the three Hill Incorporated lines of business. He has been actively involved in the global cannabis industry since 2017, focused on helping to accelerate the positive impact of cannabis, hemp and CBD as a thought leader and speaker at global events, as a board member for cannabis-related companies, and by building consumer brands and commercial go-to-market operations across a range of consumer product categories within the cannabis sector.</p> <p>Craig spent seventeen years and became a global leader at The Coca-Cola Company, serving as Worldwide Director for Diet Coke & Coca-Cola Light, as well as the Minute Maid brand of juices and drinks. He also served as CMO of Coca-Cola Mexico, the second largest division in the world.</p> <p>In the professional services arena, Craig has served as CEO of Northstar - a global, multi-award-winning market research agency working in sixty countries with offices on three continents, and as EVP of Strategy for the MDC Partners network of renowned marketing and communications agencies. He joined MDC through its acquisition of Zyman Group, a successful global strategy consulting firm where Craig was a founding partner and Chief Consulting Officer. Craig graduated from Davidson College in North Carolina and completed postgraduate work at Harvard Business School's Program for Management Development.</p> <p>Craig has served as the Corporation's CEO since January of 2022.</p>	
Other Public Board Memberships	None	
Securities Beneficially Owned, Controlled or Directed	<p>25,065 Common shares</p> <p>21,913 Options</p> <p>94,551 Restricted Share Units</p>	

KEVIN RUDDLE		Principal Occupation and Biographical Information	
<p><i>St. Catharines, Ontario</i></p> <p>Director Since: July 2018</p> <p>NOT INDEPENDENT</p> <p>Member of the Compensation, Governance and Nominations Committee</p>	<p>Kevin Ruddle was the co-founder of VinFirst Innovative Packaging in 2005 (now a subsidiary of Arterra Wines Canada), where he continued to be the V.P. of Operations after its acquisition by Arterra Wines Canada, until his retirement from the wine and alcohol industries in June 2022. VinFirst exclusively serves winery and distilled spirits clients from around the globe, with its Tetra Pak processing and canning lines in Canada.</p> <p>Since his departure from VinFirst, Kevin has embarked on yet another venture, importing and distributing Italian-made, barista-quality commercial gourmet coffee machines. Kevin has over thirty years' experience in the alcohol, beverage and packaging sectors. Kevin has chaired the board for a non-profit charity for over 13 years and continues to serve on several other boards of directors.</p>		
Other Public Board Memberships		None	
Securities Beneficially Owned, Controlled or Directed		39,797 Common shares ⁽¹⁾ 9,100 Options 6,666 Restricted Share Units	

Notes:

(1) Held through 1568234 Ontario Inc., a company controlled by Mr. Ruddle.

FRANK VIZCARRA		Principal Occupation and Biographical Information	
<p><i>San Diego, California, USA</i></p> <p>Director Since April 2021</p> <p>INDEPENDENT</p> <p>Chair of the Compensation, Governance and Nominations Committee</p> <p>Member of the Audit Committee</p>	<p>Frank Vizcarra retired from professional soccer at the end of 1983 to begin his business career with Pizza Hut where he worked for two years. He joined McDonald's Corporation in 1985 and worked there for over 20 years. Mr. Vizcarra held several posts in field operations and at the corporate headquarters including as National Director of Training, Ombudsman, VP of Franchise Relations, Strategy and Innovation and in the Restaurant Solutions Group which oversees operations around the world. He worked closely with senior management for 14 years on a variety of areas of the business.</p> <p>In 2006, he founded The Vizcarra Consulting Group to help CEOs define their strategies and leadership platform to drive their businesses. In 2015, he founded Vizcarra Enterprises LLC dba LOLA 55 to build a chain of Mexican food restaurants.</p> <p>Mr. Vizcarra has served on the Board of Directors of Ensequence, Oovoo Communications, Del Taco, National Advisory Board - Salvation Army and Tender Greens. He also co-founded the Barrio Logan College Institute College Success Program and founded The Opportunity Foundation.</p> <p>He is a graduate of The Ohio State University with a Bachelors' degree in Education.</p>		
Other Public Board Memberships		None	
Securities Beneficially Owned, Controlled or Directed		25,971 Common Shares 47,612 Options 8,800 Restricted Share Units	

Committees of the Board

The directors of the Corporation have two standing committees: the compensation, governance and nominations committee (“**Compensation, Governance and Nominations Committee**”) and the audit committee (the “**Audit Committee**”).

The Compensation, Governance and Nominations Committee will consist of four (4) directors, being Mr. Vizcarra (Chair), Mr. Ruddle, Ms. Senecal, and Mr. Fraser.

The Audit Committee will consist of three (3) directors, being Mr. Fraser (Chair), Ms. Senecal, and Mr. Vizcarra.

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE INDIVIDUALS NOTED ABOVE AS DIRECTORS OF THE CORPORATION.

THE PERSONS NAMED IN THE FORM OF PROXY ACCOMPANYING THIS CIRCULAR INTEND TO VOTE FOR THE ELECTION OF THE NOMINEES WHOSE NAMES ARE SET FORTH ABOVE, UNLESS THE SHAREHOLDER WHO HAS GIVEN SUCH PROXY HAS DIRECTED THAT THE COMMON SHARES REPRESENTED BY SUCH PROXY BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS OF THE CORPORATION. MANAGEMENT OF THE CORPORATION DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR OF THE CORPORATION FOR THE ENSUING YEAR, HOWEVER, IF THAT SHOULD OCCUR FOR ANY REASON PRIOR TO THE MEETING OR ANY ADJOURNMENT THEREOF, THE PERSONS NAMED IN THE FORM OF PROXY ACCOMPANYING THIS CIRCULAR HAVE THE RIGHT TO VOTE FOR THE ELECTION OF THE REMAINING NOMINEES AND MAY VOTE FOR THE ELECTION OF A SUBSTITUTE NOMINEE AT THEIR DISCRETION.

Cease Trade Orders and Bankruptcies

None of the nominees for election as a director of the Corporation is, or has been within the 10 years prior to the date hereof, a director, chief executive officer or chief financial officer of any company that was subject to a cease trade order, an order similar to a cease trade order or an order that denied such company access to any exemption under securities legislation that was, in each case, in effect for a period of more than 30 consecutive days and that was issued while that person was acting in such capacity or that was issued after that person ceased to act in such capacity and which resulted from an event that occurred while that person was acting in such capacity.

Except as otherwise discussed below, none of the nominees for election as a director of the Corporation is, or has been within the 10 years prior to the date hereof, a director or executive officer of any company that, while that person was acting in such capacity, or within a year of that person ceasing to act in such 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.

None of the nominees for election as a director of the Corporation has, within the 10 years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

None of the nominees for election as a director of the Corporation has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

2. APPOINTMENT OF AUDITOR

The auditor of the Corporation is currently MNP LLP (“MNP”). The Board recommends that Shareholders vote in favour of the appointment of MNP LLP as the auditor of the Corporation for the ensuing year and authorizing the directors to fix their remuneration.

THE PERSONS NAMED IN THE FORM OF PROXY ACCOMPANYING THIS CIRCULAR INTEND TO VOTE FOR THE APPOINTMENT OF MNP LLP AS THE AUDITOR OF THE CORPORATION UNTIL THE CLOSE OF THE NEXT ANNUAL MEETING OF THE SHAREHOLDERS OR UNTIL ITS SUCCESSOR IS APPOINTED AND THE AUTHORIZATION OF THE DIRECTORS OF THE CORPORATION TO FIX THE REMUNERATION OF MNP LLP, UNLESS THE SHAREHOLDER WHO HAS GIVEN SUCH PROXY HAS DIRECTED THAT THE COMMON SHARES REPRESENTED BY SUCH PROXY BE WITHHELD FROM VOTING IN RESPECT OF THE APPOINTMENT OF THE AUDITOR OF THE CORPORATION.

3. APPROVAL OF THE STOCK OPTION PLAN

Summary of the Stock Option Plan

The Stock Option Plan provides that the Board may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Corporation and its affiliates, non-transferable options to

purchase Common Shares for a period of up to ten (10) years from the date of grant, provided that the number of Common Shares reserved for issuance may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant.

The purpose of the Stock Option Plan, pursuant to which the Corporation may grant incentive stock options, is to promote the profitability and growth of the Corporation by facilitating the efforts of the Corporation to obtain and retain key individuals. The Stock Option Plan provides an incentive for and encourages ownership of the Common Shares by its key individuals so that they may increase their stake in the Corporation and benefit from increases in the value of the Common Shares.

Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance in any twelve (12) month period to any one optionee other than a consultant may not exceed 10% of the issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any twelve (12) month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant and the maximum number of Common Shares reserved for issuance in any 12-month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant.

Incentive stock options may be exercised until the earlier of: (a) the expiry time of such option; and (b) 90 days (or such other period as may be determined by the Board, provided such period is not more than one year) following the date the optionee ceases to be a director, officer or employee of the Corporation or its affiliates or a consultant or a management company employee, provided that if the cessation of such position or arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Notwithstanding the foregoing, in the event of termination for cause, all options held by such terminated optionee will be cancelled immediately. In the event that the Corporation becomes listed on the Toronto Stock Exchange, the Stock Option Plan provides that the Board may grant options which allow an optionee to elect to exercise its option on a “cashless basis”, whereby the optionee, instead of making a cash payment for the aggregate exercise price, shall be entitled to be issued such number of Common Shares equal to the number which results when: (i) the difference between the aggregate Fair Market Value of the Common Shares underlying the option and the aggregate exercise price of such option is divided by (ii) the Fair Market Value of each Common Share. “**Fair Market Value**” as defined in the Stock Option Plan means the closing price as reported by the Exchange (in the event that the Corporation becomes listed on the Toronto Stock Exchange) on the last trading day immediately preceding the exercise date. Options may be granted with a maximum expiry term of 10 years.

As at the date of this Circular, a total of **140,727** Common Shares were issuable pursuant to options granted under the Stock Option Plan, representing 4% of the issued and outstanding Common Shares.

Approval of the Stock Option Plan

As the Stock Option Plan provides for a rolling maximum number of Common Shares which may be issuable upon the exercise of options granted under the Stock Option Plan, Exchange Policy 4.4 requires that the Stock Option Plan receive Shareholder approval each year at the annual Shareholders’ meeting. Accordingly, Shareholders will be asked to consider and, if thought appropriate, pass a resolution approving the Stock Option Plan. A copy of the Stock Option Plan is attached as Schedule “A” to this Circular.

The Board has unanimously approved the Stock Option Plan and recommends that Shareholders vote FOR the resolution regarding the Stock Option Plan. An affirmative vote of a majority of the votes cast at the Meeting is sufficient to pass the resolution approving the resolution regarding the Stock Option Plan.

The complete text of the resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is as follows (the “**Stock Option Plan Resolution**”):

“**WHEREAS** the policies of the TSX Venture Exchange require annual Shareholder approval for the continuation of the rolling stock option plan of the Corporation (the “**Stock Option Plan**”);

RESOLVED THAT:

1. the Stock Option Plan, in the form attached as Schedule “A” to the Circular of the Corporation dated March 27, 2023, is hereby authorized and approved;
2. the form of the Option Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities, or at the discretion of the Board of Directors acting in the best interests of the Corporation without requiring further approval of the Shareholders of the Corporation;
3. all issued and outstanding stock options previously granted, including stock options previously granted pursuant to previous stock option plans, be and are continued and are hereby ratified, confirmed and approved; and
4. any one officer and director of the Corporation be and is hereby authorized for and on behalf of the Corporation to execute and deliver all such instruments and documents and to perform and do all such acts and things as may be deemed advisable in such individual’s discretion for the purpose of giving effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

MANAGEMENT OF THE CORPORATION RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE STOCK OPTION PLAN RESOLUTION AT THE MEETING.

THE PERSONS NAMED IN THE FORM OF PROXY ACCOMPANYING THIS CIRCULAR INTEND TO VOTE IN FAVOUR OF THE RESOLUTION TO APPROVE THE STOCK OPTION PLAN IN THE ABSENCE OF DIRECTION TO THE CONTRARY FROM THE SHAREHOLDER APPOINTING THEM. AN AFFIRMATIVE VOTE OF A MAJORITY OF THE VOTES CAST BY SHAREHOLDERS AT THE MEETING IS SUFFICIENT FOR THE APPROVAL OF THE STOCK OPTION PLAN.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Circular to vote the shares represented thereby in accordance with their best judgment on such matter.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person or company who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation’s last financial year, or of any proposed director, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting.

EXECUTIVE COMPENSATION

The purpose of this section is to describe the compensation of certain named executive officers of the Corporation and the directors of the Corporation for the most recently completed financial year of the Corporation in accordance with Form 51-102F6 – *Statement of Executive Compensation* published by the Canadian Securities Administrators. When used in this section, “**Named Executive Officers**” means the chief executive officer, the chief financial officer and each of the three most highly compensated executive officers of the Corporation or the three most highly compensated individuals acting in a similar capacity, other than the chief executive officer and the chief financial officer, at the end of the most recently completed financial year whose total compensation was, individually, more than CDN\$150,000 for that financial year.

Compensation Discussion and Analysis

Philosophy and Objectives of Compensation Program

The executive compensation program of Hill Incorporated is administered by the directors of Hill Incorporated.

The directors of Hill Incorporated review and make decisions in respect of compensation matters relating to the executive officers, employees, consultants and directors of Hill Incorporated, ensuring consistent application of matters relating to remuneration and ensuring that executive remuneration is consistent with industry standards. The directors of Hill Incorporated believe that Hill Incorporated should provide a compensation package that is competitive and motivating, that will attract, hold and inspire qualified executives, that will encourage performance by executives to enhance the growth and development of Hill Incorporated and that will balance the interests of the executives and the Shareholders. Achievement of these objectives is expected to contribute to an increase in Shareholder value.

Compensation Risk

Hill Incorporated's board of directors considers and assesses, as necessary, the implications of risks associated with Hill Incorporated's compensation policies and practices and devotes such time and resources as it believes are appropriate given Hill Incorporated's straightforward method of executive compensation. As at the date of this Filing Statement, the Hill Incorporated board of directors have not identified risks arising from Hill Incorporated's compensation policies and practices that are reasonably likely to have a material adverse effect on Hill Incorporated.

Financial Instruments

Except where prohibited by law, Hill Incorporated's executive officers and directors have not been prohibited from purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by an executive officer or director. To Hill Incorporated's knowledge, no executive officer or director of Hill Incorporated has entered into or purchased such a financial instrument.

Elements of Executive Compensation

The total compensation package for executives is comprised of a base salary, benefits package, and performance or incentive bonuses.

Base Salaries

Executive officers' salaries are reviewed annually and are established by taking into consideration individual salaries as compared to those paid to executives of other companies of comparable size within the cannabis and wine industries.

Stock-Based Compensation

The Board uses the Corporation's restricted share unit plan (the "**RSU Plan**"), as well as Options issued under the Stock Option Plan as part of the Corporation's overall executive compensation plan.

Under the terms of the Stock Option Plan, the Board or a committee of the Board may grant incentive stock options ("**Options**") to the Corporation's directors, officers, employees, and consultants with each Option entitling such person to purchase Common Shares with the payment of an exercise price. The purpose of Options for the Corporation is to provide a direct long-term incentive to its personnel, promoting alignment with the Corporation's goals and encouraging retention - to improve shareholder value over time. The level of grant is determined by reference to standards of practice within similar industries and the individual's level of responsibility within the Company. The Corporation does not have a set Option grant program or regular annual grant of Options. When determining how Options are to be allocated, a number of factors are considered, including the number of outstanding Options held by an individual, the value of such Options, and the total number of Options available for grant.

In addition to the Corporation's Option plan as described on page 12, it also has an RSU Plan that was approved by shareholders on May 2, 2023. The RSU Plan has been established as a vehicle by which equity-based incentives may be awarded to the employees, consultants, directors and officers of the Corporation, to recognize and reward their significant contributions to the long-term success of the Corporation including to align the employees', consultants' directors' and officers' interests more closely with the shareholders of the Corporation.

Since the value of RSUs increase or decrease with the price of the Common Shares, RSUs reflect a philosophy of aligning the interests of holders there with those of the shareholders by tying compensation to share price performance. In addition, RSUs assist in the retention of qualified and experienced persons by rewarding those individuals who make a long-term commitment. A full text of the RSU plan can be found on SEDARplus as filed with the AGM materials in April 2023.

Summary Compensation Table

The following table sets forth information concerning the annual and long-term compensation for services rendered to Hill Incorporated and its subsidiaries for the financial year of Hill Incorporated ended June 30, 2022, 2023, 2024, in respect of the Named Executive Officers, during such financial years.

Name and Principal Position	Fiscal Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Share-Based Awards (CDN\$)	Option-Based Awards (CDN\$)	Bonus (\$)	All Other Comp. (CDN\$)	Total Comp. (CDN\$)
Craig Binkley ⁽¹⁾ <i>Chief Executive Officer</i>	2022 (partial year)	\$137,000 (USD \$100,000)	\$224,280	\$11,860	\$20,550	Nil	\$393,690
	2023	\$272,639 (USD \$200,000)	Nil	Nil	Nil	Nil	\$272,639
	2024	\$293,069 (USD \$215,000)	Nil	Nil	Nil	Nil	\$293,069
Pearl Chan ⁽²⁾ <i>Chief Legal and Operating Officer</i>	2022 (partial year)	\$112,500	\$50,000	Nil	\$40,000	Nil	\$202,500
	2023	\$150,000	Nil	Nil	Nil	Nil	\$150,000
	2024	\$180,000	Nil	Nil	Nil	Nil	\$180,000
Matthew Jewell ⁽³⁾ <i>Former Chief Financial Officer</i>	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2023 (partial year)	\$150,000	\$30,000	Nil	Nil	Nil	\$180,000
	2024	\$200,000	NIL	NIL	NIL	NIL	\$200,000

Notes:

- (1) Mr. Binkley was appointed as Chief Executive Officer on January 5, 2022.
- (2) Ms. Pearl Chan was appointed as CLO effective September 20, 2021 and also appointed as COO in October 2023.
- (3) Mr. Matthew Jewell was appointed as CFO effective October 12, 2022 and departed from the company as of June 30, 2024.

Share Based Awards

The following table sets forth certain information, in relation to the Named Executive Officers, regarding share-based and option-based awards outstanding as of the end of the financial year of Hill Incorporated ended June 30, 2024.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price	Closing price of security or underlying security on date of grant	Closing price of security or underlying security at year end	Expiry date
Craig Binkley <i>Chief Executive Officer</i>	Stock Option ¹	5,000	24-Feb-21	\$7.125	\$5.625	\$0.305	24-Feb-26
	Stock Option ²	11,913	30-Apr-21	\$6.75	\$6.75		30-Apr-26
	Stock Option ³	5,000	28-Mar-22	\$3.00	\$3.00		28-Mar-27
	RSU ⁴	119,616	12-Jan-22	NA	NA		NA
Pearl Chan <i>Chief Legal and Operating Officer</i>	RSU	13,333	20-Sep-21	NA	\$4.875	\$0.305	NA
Matthew Jewell <i>Former Chief Financial Officer</i>	RSU	13,333	12-Oct-22	NA	\$2.25	\$0.305	NA

¹ Mr. Binkley was granted these stock options in his capacity as a director of the Corporation

² Mr. Binkley was granted these stock options in his capacity as interim co-CEO of the Corporation

³ Mr. Binkley was granted these stock options in his capacity as interim co-CEO of the Corporation

⁴ Mr. Binkley was granted these RSUs in connection with his appointment as full-time CEO of the Corporation

The following table sets forth certain information for the Named Executive Officers, regarding the value vested or earned in connection with incentive plan awards during the financial year of Hill Incorporated ended June 30, 2024.

Name	Option-Based Awards – Value Vested During the Year ⁽¹⁾ (CDN\$)	Share-Based Awards – Value Vested During the Year ⁽²⁾ (CDN\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (CDN\$)
Craig Binkley	Nil	\$7,784.13	Nil
Pearl Chan	NA	Nil	Nil
Mathew Jewell	NA	Nil	Nil

- Notes:**
- (1) Option-based awards are based on the grant date fair value of the applicable awards. Hill Incorporated uses the Black-Scholes model to value all stock option grants. Black-Scholes has been selected to value all stock options, as Hill Incorporated believes that this model most accurately determines the value of stock options granted.
- (2) The amounts reported in this column represent the aggregate dollar value that would have been realized if all of the in-the-money share-based awards had been exercised on their respective vesting dates. Amounts represented by “Nil” indicate that none of the share-based awards were in-the-money on their respective vesting dates.

Discussion of Compensation Awarded to the Named Executive Officers

EXECUTIVE EMPLOYMENT CONTRACTS

Matthew Jewell

On October 12, 2022, Matthew Jewell was appointed as Chief Financial Officer of Hill Incorporated. In connection with his appointment as Chief Financial Officer, Mr. Jewell entered into an employment contract with Hill Incorporated (the “**Former CFO Employment Contract**”). Pursuant to a mutual agreement, the Corporation and Mr. Jewell agreed that Mr. Jewell’s employment would end as of June 30, 2024. No severance payments were made to Mr. Jewell in connection with his departure.

Under the Former CFO Employment Contract, Mr. Jewell was entitled to receive a base salary of \$200,000 per year. Mr. Jewell is eligible to receive an annual bonus at the discretion of the Board of Directors of Hill Incorporated, having reference to both employee and company performance.

Under the Former CFO Employment Contract, Mr. Jewell was entitled to be reimbursed for all travel and out-of-pocket expenses reasonably incurred or paid by the executive in the performance of the executive’s duties and responsibilities upon presentation of expense statements or receipts or such other supporting documentation as Hill Incorporated may reasonably require.

The Former CFO Employment Contract provided that Mr. Jewell could terminate the agreement on four months’ prior notice to Hill Incorporated. The agreement contained standard termination provisions for termination “with cause” and “without cause” and provided Mr. Jewell with twenty-six weeks plus 4 weeks for each completed year of service notice up to a maximum of thirty-nine weeks’ notice of termination “without cause” or pay in lieu of notice.

The employment agreement provided that on a change of control of the Corporation, if Mr. Jewell’s employment was terminated within twelve months of the completion of the change of control transaction, then Mr. Jewell would have been entitled to eighteen months pay on the base salary then in effect.

Craig Binkley

Craig Binkley has served on the Board since July 2018. On February 9, 2021, Mr. Binkley was appointed as Interim Co-Chief Executive Officer of Hill Incorporated. Subsequently, on January 6, 2022, Mr. Binkley was appointed as Chief Executive Officer of Hill

Incorporated. In connection with his appointment as Chief Executive Officer, Mr. Binkley entered into an employment contract with Hill Incorporated (the “**Current CEO Employment Contract**”).

The Current CEO Employment Contract provides for both fixed and variable compensation, comprised of base salary and variable incentive compensation based on employee and company performance.

Under the Current CEO Employment Contract, Mr. Binkley is entitled to receive a base salary of USD\$200,000 per year, subject to increase in the sole discretion of Hill Incorporated, except that the base salary will be subject to an increase annually for inflation.

Mr. Binkley is eligible to receive an annual bonus at the discretion of the Board of Directors of Hill Incorporated, having reference to both employee and company performance.

Under the Current CEO Employment Contract, Mr. Binkley is entitled to be reimbursed for all travel and out-of-pocket expenses reasonably incurred or paid by the executive in the performance of the executive’s duties and responsibilities upon presentation of expense statements or receipts or such other supporting documentation as Hill Incorporated may reasonably require.

Mr. Binkley may terminate the agreement on six months’ prior notice to Hill Incorporated. The agreement contains standard termination provisions for termination “with cause” and “without cause” and provides Mr. Binkley with twenty-six weeks plus 4 weeks for each completed year of service notice up to a maximum of thirty-nine weeks’ notice of termination “without cause” or pay in lieu of notice. Furthermore, if Mr. Binkley’s employment is terminated “without cause” after three years from the employment start date, then vesting of all unvested restricted share units issued to him in connection with the employment agreement will be accelerated. A pro-rated bonus will also be payable to Mr. Binkley on a termination “without cause”. All benefits that Mr. Binkley may receive will terminate following the statutory notice period under applicable employment legislation.

The employment agreement provides that on a change of control of the Corporation, if Mr. Binkley’s employment is terminated within six months of the completion of the change of control transaction, then all unvested restricted share units issued in connection with the employment agreement will immediately accelerate and vest. In addition, on a change of control of the Corporation, notwithstanding that Mr. Binkley may then still be employed with the Corporation, on the six-month anniversary of the completion of the change of control transaction, all of Mr. Binkley’s unvested restricted share units issued in connection with the employment agreement will immediately accelerate and vest.

Pearl Chan

Commencing on September 20, 2021, Pearl Chan was appointed as Chief Legal Officer of Hill Incorporated. In conjunction with her appointment Ms. Chan entered into an employment contract with Hill Incorporated (the “**CLO Employment Contract**”). The CLO Employment Contract provides for both fixed and variable compensation, comprised of base salary, and performance-based variable incentive compensation. In October of 2023, Pearl was additionally appointed as the Chief Operating Officer of the Corporation.

Under the CLO Employment Contract, Ms. Chan was entitled to receive a base salary of \$150,000 per year. With her appointment to CLO & COO, her base salary increased to \$180,000 per year.

Ms. Chan is eligible to receive an annual bonus at the discretion of the Board of Directors of Hill Incorporated.

Under the CLO Employment Contract, Ms. Chan is entitled to be reimbursed for all travel and out-of-pocket expenses reasonably incurred or paid by the executive in the performance of the executive’s duties and responsibilities upon presentation of expense statements or receipts or such other supporting documentation as Hill Incorporated may reasonably require.

Ms. Chan may terminate the agreement on 2 months’ notice. The agreement contains standard termination provisions for termination “with cause” and “without cause” and provides Ms. Chan with four weeks plus four weeks for each completed year of service notice up to a maximum of fifty-two weeks’ notice of termination “without cause” or pay in lieu of notice.

Director Compensation

The following table sets forth certain information, in relation to the directors of Hill Incorporated, other than the Named Executive Officers, regarding share-based and option-based awards outstanding as of the end of the financial year of Hill Incorporated ended June 30, 2023 and the period ended March 31, 2024.

Name of Director	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
Kevin Ruddle	Stock Option	9,100	30-Apr-21	\$6.75	\$6.75	\$0.305	30-Apr-26
	RSU	6,666	12-Jan-24	NA	\$0.47		NA
Jack Fraser	Stock Option	12,600	30-Apr-21	\$6.75	\$6.75		30-Apr-26
	Stock Option	50,000	25-Apr-23	\$3.75	\$1.125		24-Apr-28
	RSU	10,134	12-Jan-24	NA	\$0.47		NA
Lori Senecal	Stock Option ⁽¹⁾	2,667	01-May-20	\$3.75	\$3.75		01-May-25
	Stock Option ⁽²⁾	5,000	24-Feb-21	\$7.125	\$7.125		24-Feb-26
	Stock Option ⁽¹⁾	10,267	30-Apr-21	\$6.75	\$6.75		30-Apr-26
	Stock Option ⁽²⁾	5,000	28-Mar-22	\$3.00	\$3.00		28-Mar-27
	RSU	8,000	12-Jan-24	NA	\$0.47		NA
Frank Vizcarra	Stock Option	4,278	30-Apr-21	\$6.75	\$6.75	30-Apr-26	
	Stock Option	43,333	25-Apr-23	\$3.75	\$1.125	24-Apr-28	
	RSU	8,800	12-Jan-24	NA	\$0.47	NA	

Notes:

(1) Ms. Senecal was granted these stock options in her capacity as a director of the Corporation

(2) Ms. Senecal was granted these stock options in her capacity as interim co-CEO of the Corporation

The following table sets forth certain information, in relation to the directors of Hill Incorporated, other than the Named Executive Officers, regarding the value vested or earned in connection with incentive plan awards during the financial year of Hill Incorporated ended June 30, 2024.

Name	Option-Based Awards – Value Vested During the Year ⁽¹⁾ (CDN\$)	Share-Based Awards – Value Vested During the Year ⁽²⁾ (CDN\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (CDN\$)
Kevin Ruddle	Nil	Nil ⁽³⁾	\$18,498
Jack Fraser	Nil	Nil ⁽³⁾	\$23,498
Lori Senecal	Nil	Nil ⁽³⁾	\$21,344
Frank Vizcarra	Nil	Nil ⁽³⁾	\$21,318

- Notes:**
- (1) Option-based awards are based on the grant date fair value of the applicable awards. Hill Incorporated uses the Black-Scholes model to value all stock option grants. Black-Scholes has been selected to value all stock options, as Hill Incorporated believes that this model most accurately determines the value of stock options granted.
 - (2) The amounts reported in this column represent the aggregate dollar value that would have been realized if all of the in-the-money share-based awards had been exercised on their respective vesting dates. Amounts represented by “Nil” indicate that none of the share-based awards were in-the-money on their respective vesting dates.
 - (3) In respect of fiscal year 2024 board compensation, the director was awarded RSUs on January 12, 2024 as noted in the previous table – all of these RSUs will vest on the one-year anniversary of the grant date, being January 12, 2025, in accordance with the RSU Plan of the Corporation and the policies of the TSX Venture Exchange.

EQUITY PLAN COMPENSATION INFORMATION

The following table sets forth, as of July 8, 2024, information concerning securities authorized for issue under equity compensation plans of the Corporation.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options/ or Conversion of Outstanding RSUs	Weighted Average Exercise Price of Outstanding Options/RSUs	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Stock Option Plan	183,713	\$4.95	140,727
Restricted Share Unit Plan	141,485	N/A	100,960

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

As of the date hereof, there is not, nor at any time since the beginning of the most recently completed financial year of the Corporation has there been, any indebtedness of any nominee for director or any person who is or has been a director, executive officer or employee of the Corporation or any of its subsidiaries, at any time since the beginning of the Corporation's last financial year, or of any associate of such persons, to or guaranteed or supported by the Corporation or its subsidiaries either pursuant to an employee stock purchase program of the Corporation or otherwise.

AUDIT COMMITTEE DISCLOSURE

Charter

The text of the charter (the "**Charter**") of the Audit Committee is attached hereto as Schedule "C" .

The members of the Audit Committee are Mr. Fraser (Chair), Mr. Vizcarra and Ms. Senecal. All the members of the committee are considered independent within the meaning of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**").

All members of the Audit Committee are financially literate (as defined in NI 52-110). The Audit Committee has a defined mandate and is responsible for reviewing and overseeing the external audit function, recommending the external auditor and the terms of such appointment or discharge, reviewing external auditor reports and significant findings and reviewing and recommending for approval to the Board of Directors all public financial disclosure information such as financial statements, management's discussion and analysis, annual information forms and prospectuses. The Audit Committee also pre-approves all non-audit services to be conducted by the external auditors and ensures that management has effective internal control systems, investigates any recommendations for improvement of internal controls and meets at least annually with the Corporation's external auditors without management present. The Corporation does not have internal auditors and given the size of the Corporation, the Corporation considers this to be practical and appropriate. The Audit Committee expects to convene no less than four times each year and as circumstances otherwise warrant.

The following is a description of the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member:

Relevant Education and Experience

Please see the information under the heading "*Election of Directors*" above.

Audit Committee Oversight and Pre Approval Policies and Procedure

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services, whereby the Audit Committee can pre-approve such services, as well as establish a threshold amount for fees for non-audit services to be provided by the external auditors without advance approval of the Audit Committee. The nature of such services and the associated cost will be provided to the Audit Committee prior to the next following Audit Committee meeting.

External Auditor Services Fees (By Category)

The aggregate fees billed by the Corporation's external auditors in the fiscal years ended June 30, 2021, 2022, and 2023 are as follows:

Fiscal Year	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2023	\$130,000	\$1,926	\$4,100	Nil
2022	\$125,000	Nil	4,250	Nil

Fiscal Year	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2021	\$107,000	\$48,294	Nil	Nil

Venture Issuer Exemption

The Corporation is not required to comply with Part 3 of NI 52-110 (Composition of the Audit Committee) and Part 5 of NI 52-110 (Reporting Obligations) by virtue of the exemption for venture issuers contained in section 6.1 of NI 52-110.

CORPORATE GOVERNANCE DISCLOSURE

General

Corporate governance refers to the policies and structure of the board of directors of a corporation, whose members are elected by and are accountable to the shareholders of the corporation. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the "**CSA**") have adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

Board of Directors

The Corporation currently has five (5) directors, three (3) of whom are considered to be independent and two (2) of whom are considered not independent. Mr. Binkley is not independent as he is the Chief Executive Officer of the Corporation. Mr. Ruddle is not independent as he is a former executive of an affiliate of HoldCo (St. Catharines) Ltd., a significant shareholder of the Corporation. Mr. Fraser, Ms. Senecal and Mr. Vizcarra are considered independent directors.

The directors of the Corporation annually review and make a determination as to the independence of each director in light of all applicable laws, rules, regulations and stock exchange requirements. The Corporation seeks to maintain a Board of Directors with at least a majority of independent directors. The Corporation recognizes that its current Board of Directors is not in compliance with this objective. The Board of Directors is cognizant of possible conflicts of interest that may arise and, consequently, relies heavily on its independent board member in situations where these conflicts may exist or could be perceived to exist. The Corporation feels that the Board of Directors adequately facilitates the independent supervision over management.

The directors facilitate independent supervision over management by regularly holding in camera sessions at meetings of the directors without any members of management present. Notwithstanding the foregoing, the directors of the Corporation believe that there is value in having certain members of senior management attend each meeting of the directors to provide information and presentations regarding the business of the Corporation in order to assist the directors in their deliberations. Attendance by senior management is determined by the Chairman of the Board of Directors.

Management of the Corporation is expected to make appropriate use of the directors' collective and individual expertise before any decisions on key issues are made. The directors of the Corporation approve annual business plans and budgets and also approve general authority guidelines that place limits on management's ability to approve contractual and financial arrangements and commitments both in accordance with and outside approved budgets. All transactions, arrangements and commitments outside approved budgets and defined limits require the approval of the directors of the Corporation.

Board Mandate

The Board has adopted the Board Mandate, a copy of which is attached hereto as Schedule “D”. Pursuant to the Board Mandate, the role of the Board of Directors is to oversee the business of the Corporation, to select and provide guidance to the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer and other officers, set the strategic direction, and to ensure corporate continuity. The Board fulfills its roles directly, through its committees, and via instructions to management. At all times, the Board acts with a view towards the best interests of the Corporation and of its shareholders.

Compensation, Governance and Nominations Committee

The directors of the Corporation established the Compensation, Governance and Nominations Committee to assist the directors in fulfilling their oversight responsibilities with respect to, among other things: (a) developing governance guidelines and principles for the Corporation; (b) identifying individuals qualified to be nominated as directors of the Corporation; (c) assist the Board in discharging its responsibilities relating to compensation of the Corporation’s executive officers; (d) evaluating the structure and composition of the committees of the directors of the Corporation; and (e) evaluating the performance and effectiveness of the Board of Directors.

The Governance and Nominations Committee is comprised of Mr. Vizcarra (Chair), Mr. Ruddle, Ms. Senecal and Mr. Fraser. For the purposes of National Instrument 58-101 – Disclosure of Corporate Governance Practices published by the Canadian Securities Administrators (“**NI 58-101**”). Mr. Ruddle is not independent as he is a former executive of VinFirst Inc., an affiliate of HoldCo (St. Catharines) Ltd., a significant shareholder of the Corporation. The other two Directors are independent.

The Compensation, Governance and Nominations Committee is mandated to conduct the following with respect to corporate governance:

- (a) develop the approach of the Corporation to matters of corporate governance and make recommendations to the Board with respect to all such matters;
- (b) prepare and recommend to the Board a set of governance principles applicable to the Corporation and to be included in the Corporation’s public disclosure material;
- (c) keep abreast of best corporate governance practices and make recommendations to the Board on the need, where appropriate, for Board participation in continuing education programmes;
- (d) review from time to time the structure, composition and size of the Board, with a view to determining the impact of the number of Board members upon its effectiveness and report thereon to the Board;
- (e) develop and recommend to the Board criteria for the selection of candidates to serve on the Board;
- (f) identify and evaluate nominees and recommend to the Board such nominees for election to the Board at the annual general meeting of Shareholders;
- (g) assist the Board in its obligation to identify a successor to the Chairperson and Chief Executive Officer of the Corporation;
- (h) consider the mandates of the Board committees, selection, composition and rotation of committee members and the chair and make recommendations to the Board with respect to same;
- (i) develop and facilitate an orientation programme for new members of the Board to ensure their understanding of the Corporation and the business environment and market in which the Corporation operates. Such programme will include the provision of background material, meetings with senior management and visits to the Corporation’s facilities and will seek to provide the new director with:
 - (i) an overview of the Corporation (ownership, powers, rules, regulations and company law, Board structure, membership and processes);

- (ii) an overview of the business (business processes, corporate strategies, organisation, management and people);
- (iii) an overview of the financials (annual and quarterly accounts, directors' reports, key financial indicators and financial performance of the business); and
- (iv) an understanding of what is expected from the director on appointment (discussions with the chair with regards to the role, why nominated, potential contributions, particular knowledge and the like).

The charter of the Compensation, Governance and Nominations Committee can be found on SEDARplus at <https://www.sedarplus.ca>

Position Descriptions

The Board has not developed a written position description for the CEO, the Chairman of the Board and the chairs of each of the committees of the Board. Given the size of the Company, the Board does not feel that it is necessary at this time to formalize such position descriptions. Guidance is generally provided through reference to industry norms, past practice and relying upon the provisions of the constating documents of the Company and the statutory and common law. The CEO is principally responsible for overseeing the operations and affairs of the Company, including strategic organizational and financial management, business development, regulatory compliance, and clinical development. The Chairman of the Board is principally responsible for overseeing the operations and affairs of the Board. With respect to the chairs of each of the committees of the Board, it is currently the Board's view that the general mandates of committees on which such directors may sit are sufficient to delineate the role and responsibilities of the chair of each committee. The chair of each Board committee is required to ensure the committee meets regularly and performs the duties as set forth in the committee mandate, and reports to the Board on the activities of the committee.

Orientation and Continuing Education

The Corporation currently does not have a formal orientation or continuing education program. The Governance and Nominations Committee with the assistance of the Chief Executive Officer and the Chief Financial Officer are responsible for providing an orientation and education program for new directors of the Corporation. When a person joins the Board of Directors, he or she will be given the opportunity to become familiar with the Corporation by meeting with the other directors of the Corporation and with the officers and representatives of the Corporation. As each director has a different skill set and professional background, orientation and training activities will be tailored to the particular needs and experience of the individual director.

Ethical Business Conduct

The directors of the Corporation have established a Code of Business Conduct and Ethics (the "Ethics Code"), a copy of which may be found on the Corporation's website at www.hillincorporated.com. The Ethics Code provides a set of ethical standards by which each director, officer, employee, consultant and contractor of the Corporation is expected to conduct their business and, for each officer and employee of the Corporation, constitutes conditions of employment and, for each consultant and contractor, constitutes conditions of providing services to the Corporation. The Ethics Code is intended to give an overview of the Corporation's expectations for its directors, officers, employees, consultants and contractors and is supplemented by any other applicable policies adopted by the Corporation.

The directors of the Corporation expect all directors, officers and employees of the Corporation to act honestly and ethically at all times and to adhere to the Ethics Code. The directors of the Corporation may permit a waiver of the Ethics Code for any director or executive officer of the Corporation. However, any such waiver will be promptly disclosed to the extent required by applicable law or stock exchange rules and regulations.

The Ethics Code sets out that all directors, officers, employees, contractors and consultants of the Corporation, in discharging their duties, must comply with: the laws, rules and regulations of the jurisdiction in which the Corporation is conducting business activities; the Ethics Code; and all corporate policies, including, without limitation, the Corporate Disclosure Policy.

All directors, officers, employees, contractors and consultants are required to provide an annual certification to the Corporation confirming compliance with all laws, rules and regulations of the location in which the Corporation is performing business activities, as well as compliance with all applicable policies of the Corporation. The Chief Executive Officer of the Corporation is responsible for

ensuring that all annual certifications are obtained and for providing confirmation to the directors of the Corporation that such certifications have been obtained and summarizing the results thereof.

The Chief Executive Officer of the Corporation is responsible for setting the ethical tone for the Corporation and its management, including (i) overseeing the administration and implementation of, and compliance with, the Corporation's policies and procedures; (ii) taking all reasonable steps to satisfy the directors of the Corporation as to the integrity of the Chief Executive Officer and other senior officers of the Corporation; (iii) taking all reasonable steps to satisfy the directors of the Corporation that the Chief Executive Officer and other senior officers of the Corporation create a culture of integrity throughout the organization; and (iv) fostering ethical and responsible decision making by management.

Nomination of Directors

The Compensation, Governance and Nominations Committee is responsible for identifying and recommending new candidates, having regard to the appropriate number of directors of the Corporation and the necessary competencies and skills of the directors collectively and individually. New nominees should have a track record in general business management, special expertise in an area of strategic interest to the Corporation and the ability to devote the time required to fulfill the duties of a director of the Corporation.

The Compensation, Governance and Nominations Committee, when deemed appropriate (i) reviews and assesses the size, composition and operation of the Board of Directors to ensure effective decision making; (ii) reviews and assesses the size, composition and chairmen of all committees of the directors; and (iii) identifies and reviews candidates for appointment or nomination as directors of the Corporation based upon an assessment of the independence, skills, qualifications and experience of the candidate and makes recommendations to the directors for their consideration. In addition, the Compensation, Governance and Nominations Committee is required under its charter to annually review the characteristics, qualities, skills and experience which form the criteria for candidates to be considered for nomination as directors of the Corporation. The objective of the review is to maintain the composition of the Board of Directors in a way that provides the best mix of skills and experience to provide for the overall stewardship of the Corporation. All directors are required to possess fundamental qualities of intelligence, honesty, integrity, ethical behaviour, fairness and responsibility and to be committed to representing the long-term interests of the Shareholders. They must also have a genuine interest in the Corporation, have the ability to be objective at all times about the best interests of the Corporation, have independent opinions on all issues and be both willing and able to state them in a constructive manner and be able to devote sufficient time to discharge their duties and responsibilities effectively.

The directors of the Corporation have the ability to increase or decrease the size of the Board of Directors within the limits set out in the articles and by-laws of the Corporation and applicable laws. The directors will determine the size of the Board of Directors having regard to the best interests of the Corporation. The directors believe that the size of the Board of Directors should be sufficient to provide a diversity of expertise and opinions and to allow effective committee organization, yet small enough to enable efficient meetings and decision-making and maximize full attendance at meetings of the directors of the Corporation. The directors of the Corporation will review the size of the Board of Directors if a change is recommended by the Compensation, Governance and Nominations Committee.

Compensation

See "*Statement of Executive Compensation*" above for information regarding compensation made to certain executives and to directors of the Corporation.

Assessments

The Compensation, Governance and Nominations Committee is mandated to undertake an annual assessment of the overall performance and effectiveness of the directors of the Corporation collectively and each committee thereof and to report on the results of such assessment to the directors of the Corporation. The purpose of the assessment is to ensure the continued effectiveness of the directors of the Corporation in discharging their duties and responsibilities and to contribute to a process of continuing improvement.

Director Term Limits

The Corporation has not adopted term limits for directors on the Board. It is the Corporation's view that the membership of its Board, including the retirement of directors, is best assessed by the Board in consideration of a variety of factors, including individual director performance, the existing mix of skills and experience of the members of the Board. The Corporation believes that the implementation of term limits could require directors to retire, even when doing so would not be in the best interests of the Corporation, taking into account the overall composition of the Board and a particular director's skills and experience.

Gender Diversity

The Board of directors has not adopted a written policy relating to the gender diversity of its directors and executive officers. The Corporation values diversity of view, experience, skillset, gender and ethnicity as it believes this results in better leadership and decision making for its business. The Corporation does not have specific targets respecting representation on its Board or in executive officer positions based on any particular personal experience or characteristic, including gender. Instead, the Corporation focuses on choosing the most appropriate candidate for the position, having regard to the experience, skillset, gender, ethnicity and other personal characteristics of both the candidate and, as applicable, the Board and executive team as a whole. In conducting its search processes for Board and executive officer appointments, the Corporation will review the extent to which its current appointees reflect gender diversity, and in assessing the appropriateness of candidates for those appointments, will consider the desirability of an increased level of representation of females. Lori Senecal is currently the only female director of the Corporation, and represents 20% of the Board. Pearl Chan is Chief Legal and Operating Officer of the Corporation, representing 33% of the executive officers of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no informed person (as that term is defined in NI 51-102) or any nominee for election as a director, or any associate or affiliate of any of them, has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year of the Corporation that has materially affected or is reasonably expected to materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found at the Corporation's profile on SEDAR at www.sedar.com. Financial information is provided in the comparative financial statements and the management's discussion and analysis of the Corporation for the financial year of the Corporation ended June 30, 2023. Shareholders may also obtain these documents, without charge, upon request to counsel to the Corporation by emailing info@hillincorporated.com.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Circular and the sending thereof to the Shareholders have been approved by the directors of the Corporation.

DATED at Toronto, Ontario the 8th day of July, 2024

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Jack Fraser"*

Jack Fraser
Chairman of the Board of Directors

Schedule "A" STOCK OPTION PLAN

HILL INCORPORATED
(the "Issuer")

INCENTIVE ROLLING STOCK OPTION PLAN

March 27, 2023

ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Defined Terms

For the purposes of this Plan, the following terms shall have the following meanings:

- (a) **“Affiliate”** has the meaning ascribed thereto by the Exchange;
- (b) **“Board”** means the Board of Directors of the Issuer or, as applicable, a committee consisting of not less than 3 Directors of the Issuer duly appointed to administer this Plan;
- (c) **“Common Shares”** means the common shares of the Issuer;
- (d) **“Company”** has the meaning ascribed thereto by the Exchange;
- (e) **“Consultant”** means in relation to the Issuer, an individual (other than an Employee or a Director of the Issuer) who:
 - (i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Issuer or to an Affiliate of the Issuer other than services provided in relation to a Distribution;
 - (ii) provides the services under a written contract between the Issuer or the Affiliate and the individual or the Company, as the case may be;
 - (iii) in the opinion of the Issuer, spends or will spend a significant amount of time and attention on the business and affairs of the Issuer or an Affiliate of the Issuer; and
 - (iv) has a relationship with the Issuer or an Affiliate that enables the individual to be knowledgeable about the business and affairs of the Issuer or the Affiliate;
- (f) **“Director”** means a director, senior officer or Management Company Employee of the Issuer or of an unlisted Company seeking a listing on the Exchange, or a director, senior officer or Management Company Employee of an Issuer’s or an unlisted Company’s subsidiaries;
- (g) **“Disinterested Shareholder Approval”** has the meaning ascribed thereto by the Exchange in “Policy 4.4 – Incentive Stock Options” of the Exchange’s corporate finance manual;
- (h) **“Distribution”** has the meaning ascribed thereto by the Exchange;
- (i) **“Eligible Person”** means a Director, Employee or Consultant, and includes an issuer all the voting securities of which are owned by Eligible Persons;
- (j) **“Employee”** means:
 - (i) an individual who is considered an employee of the Issuer or its subsidiary under the *Income Tax Act (Canada)* (and for whom income tax, employment insurance and Canada Pension Plan deductions must be made at source);
 - (ii) an individual who works full-time for the Issuer or its subsidiary providing services normally provided by an employee and who is subject to the same control and direction by the Issuer over the details and method of work as an employee of the Issuer or the

Affiliate, but for whom income tax deductions are not made at source, or

- (iii) an individual who works for the Issuer or its subsidiary on a continuing and regular basis for a minimum amount of time per week (the number of hours should be disclosed in the submission) providing services normally provided by an employee and who is subject to the same control and direction by the Issuer over the details and method of work as an employee of the Issuer, but for whom income tax deductions are not made at source;
- (k) **“Exchange”** means the TSX Venture Exchange and any successor entity;
- (l) **“Expiry Date”** means the last day of the term for an Option, as set by the Board at the time of grant and, if applicable, as amended from time to time;
- (m) **“Insider”** has the meaning ascribed thereto by the Exchange;
- (n) **“Investor Relations Activities”** has the meaning ascribed thereto by the Exchange;
- (o) **“Issuer”** means Hill Incorporated, and as the case may be, a subsidiary thereof;
- (p) **“Management Company Employee”** means an individual who is employed by a Person providing management services to the Issuer which are required for the ongoing successful operation of the business enterprise of the Issuer, but excluding a Person engaged in Investor Relations Activities;
- (q) **“Market Price”** has the meaning ascribed thereto by the Exchange;
- (r) **“Material Change”** means the definition prescribed by applicable Securities Laws.
- (s) **“Material Fact”** means the definition prescribed by applicable Securities Laws.
- (t) **“Material Information”** means a Material Fact and/or Material Change as defined by applicable Securities Laws and Exchange Policy.
- (u) **“Option”** means an option to purchase Common Shares pursuant to this Plan;
- (v) **“Other Share Compensation Arrangement”** means, other than this Plan and any Options, any stock option plan, stock options, employee stock purchase plan or other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares, including but not limited to a purchase of Common Shares from treasury which is financially assisted by the Issuer by way of loan, guarantee or otherwise;
- (w) **“Participant”** means an Eligible Person who has been granted an Option;
- (x) **“Person”** has the meaning ascribed thereto by the Exchange;
- (y) **“Plan”** means this rolling stock option plan;
- (z) **“Policy”** means a policy of the Exchange as contained in its corporate finance manual, and the meanings of capitalized terms that are stated herein to have “Exchange ascribed meanings” are found in the applicable Policies of the Exchange, particularly Policy 1.1;

- (aa) “**Securities Laws**” means securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to an Issuer; and
- (bb) “**Termination Date**” means the date upon which an Eligible Person ceases to qualify as an Eligible Person as that term is defined above.

1.2 Interpretation

References to the outstanding Common Shares at any point in time shall be computed on a non-diluted basis.

ARTICLE 2 ESTABLISHMENT OF PLAN

2.1 Purpose

The purpose of this Plan is to advance the interests of the Issuer, through the grant of Options, by:

- (a) providing an incentive mechanism to foster the interest of Eligible Persons in the success of the Issuer and its Affiliates;
- (b) encouraging Eligible Persons to remain with the Issuer or its Affiliates; and
- (c) attracting new Directors, Employees and Consultants.

2.2 Shares Reserved

- (a) The aggregate number of Common Shares that may be reserved for issuance pursuant to Options under the Plan shall not exceed 10% of the outstanding Common Shares at the time of the granting of an Option, LESS the aggregate number of Common Shares then reserved for issuance pursuant to any Other Share Compensation Arrangement.
- (b) If an Option is surrendered, terminated or expires without being exercised, the Common Shares reserved for issuance pursuant to such Option shall be available for new Options granted under this Plan.
- (c) If there is a change in the outstanding Common Shares by reason of any share consolidation or split, reclassification or other capital reorganization, or a stock dividend, arrangement, amalgamation, merger or combination, or any other change to, event affecting, exchange of or corporate change or transaction affecting the Common Shares, the Board shall make, as it shall deem advisable and subject to the requisite approval of the relevant regulatory authorities, appropriate substitution and/or adjustment in:
 - (i) the number and kind of shares or other securities or property reserved or to be allotted for issuance pursuant to this Plan;
 - (ii) the number and kind of shares or other securities or property reserved or to be allotted for issuance pursuant to any outstanding unexercised Options, and in the exercise price for such shares or other securities or property; and
 - (iii) the vesting of any Options, including the accelerated vesting thereof on conditions the Board deems advisable,

and if the Issuer undertakes an arrangement or is amalgamated, merged or combined with another corporation, the Board shall make such provision for the protection of the rights of Participants as it shall deem advisable.

- (d) No fractional Common Shares shall be reserved for issuance under this Plan and the Board may determine the manner in which an Option, insofar as it relates to the acquisition of a fractional Common Share, shall be treated.
- (e) The Issuer shall, at all times while this Plan is in effect, reserve and keep available such number of Common Shares as will be sufficient to satisfy the requirements of this Plan.

2.3 Non-Exclusivity

Nothing contained herein shall prevent the Board from adopting such other incentive or compensation arrangements as it shall deem advisable.

2.4 Effective Date

This Plan shall be subject to the approval of the Exchange and such other applicable regulatory authority and shall be effective as at the date such approvals are obtained. Any Options granted under this Plan prior to such approvals being obtained shall be conditional upon such approvals being obtained, and no such Options may be exercised unless and until such approvals are obtained.

ARTICLE 3 ADMINISTRATION OF PLAN

3.1 Administration

- (a) This Plan shall be administered by the Board. Subject to adhering to the provisions of this Plan, the Board shall have the authority:
 - (i) to determine the Eligible Persons to whom Options are granted, to grant such Options, and to determine any terms and conditions, limitations and restrictions in respect of any particular Option grant, including but not limited to the nature and duration of the restrictions, if any, to be imposed upon the acquisition, sale or other disposition of Common Shares acquired upon exercise of the Option, and the nature of the events and the duration of the period, if any, in which any Participant's rights in respect of an Option or Common Shares acquired upon exercise of an Option may be forfeited; and
 - (ii) to interpret the terms of this Plan, to make all such determinations and take all such other actions in connection with the implementation, operation and administration of this Plan, and to adopt, amend and rescind such administrative guidelines and other rules and regulations relating to this Plan, as it shall from time to time deem advisable, including without limitation for the purpose of ensuring compliance with Section 3.3 hereof.
- (b) The Board's interpretations, determinations, guidelines, rules and regulations shall be conclusive and binding upon the Issuer, Eligible Persons, Participants and all other persons.

3.2 Amendment, Suspension and Termination

The Board may amend, subject to the approval of any regulatory authority whose approval is required, suspend or terminate this Plan or any portion thereof. No such amendment, suspension or termination shall alter or impair any outstanding unexercised Options or any rights without the consent of such Participant. If this Plan is suspended or

terminated, the provisions of this Plan and any administrative guidelines, rules and regulations relating to this Plan shall continue in effect for the duration of such time as any Option remains outstanding.

3.3 Compliance with Legislation & Hold Periods

- (a) This Plan, the grant and exercise of Options hereunder and the Issuer's obligation to sell, issue and deliver any Common Shares upon exercise of Options shall be subject to all applicable federal, provincial and foreign laws, policies, rules and regulations, to the policies, rules and regulations of any stock exchanges or other markets on which the Common Shares are listed or quoted for trading and to such approvals by any governmental or regulatory agency as may, in the opinion of counsel to the Issuer, be required. The Issuer shall not be obligated by the existence of this Plan or any provision of this Plan or the grant or exercise of Options hereunder to sell, issue or deliver Common Shares upon exercise of Options in violation of such laws, policies, rules and regulations or any condition or requirement of such approvals.
- (b) Common Shares sold, issued and delivered to Participants pursuant to the exercise of Options shall be subject to restrictions on resale and transfer under applicable securities laws and the requirements of any stock exchanges or other markets on which the Common Shares are listed or quoted for trading, and any certificates representing such Common Shares shall bear, as required, a restrictive legend in respect thereof.
- (c) The Issuer will comply with the current Policy of the Exchange to impose a four (4) month hold period running from the date of grant with respect to any exercise of Options at an exercise price granted below Market Price where a hold period is not otherwise required under applicable Securities Laws.

3.4 Tax Withholdings

Notwithstanding any other provision contained herein, in connection with the exercise of an Option by a Participant from time to time, as a condition to such exercise the Issuer shall require such Participant to pay to the Issuer an amount as necessary so as to ensure that the Issuer is in compliance with the applicable provisions of any federal, provincial or local Laws relating to the withholding of tax or other required deductions relating to the exercise of such Options. In addition, the Issuer shall be entitled to withhold from any amount payable to a Participant, either under this Plan or otherwise, such amount as may be necessary so as to ensure that the Issuer is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such Options.

ARTICLE 4 OPTION GRANTS

4.1 Eligibility and Multiple Grants

Options shall only be granted to Eligible Persons. An Eligible Person may receive Options on more than one occasion and may receive separate Options, with differing terms, on any one or more occasions.

4.2 Option Agreement

Every Option shall be evidenced by an option agreement or certificate, in the form as approved from time to time by the Board, which shall, if the Participant is an Employee, Consultant or Management Issuer Employee, confirm such Participant is a bona fide Employee, Consultant or Management Issuer Employee, as the case may be, of the Issuer. In the event of any discrepancy between this Plan and an option agreement, the provisions of this Plan shall govern.

4.3 Limitation on Grants and Exercises

Subject to Section 2.2(a), the limitations on grants and exercises of stock options under the Plan are as follows:

- (a) To any one person. The number of Common Shares reserved for issuance to any one person in any 12 month period under this Plan shall not exceed 5% of the outstanding Common Shares at the time of the grant, unless the Issuer has obtained Disinterested Shareholder Approval to exceed such limit.
- (b) To Consultants. The number of Common Shares reserved for issuance to any one Consultant in any 12 month period under this Plan shall not exceed 2% of the outstanding Common Shares at the time of the grant.
- (c) To persons conducting Investor Relations Activities. The aggregate number of Common Shares reserved for issuance to all persons conducting Investor Relations Activities in any 12 month period under this Plan shall not exceed 2% of the outstanding Common Shares at the time of the grant.
- (d) To Insiders. Unless the Issuer has received Disinterested Shareholder Approval to do so:
 - (i) the aggregate number of Common Shares reserved for issuance to Insiders under this Plan shall not exceed 10% of the outstanding Common Shares at the time of the grant; and
 - (ii) the aggregate number of Common Shares reserved for issuance to Insiders in any 12 month period under this Plan shall not exceed 10% of the outstanding Common Shares at the time of the grant.

ARTICLE 5 OPTION TERMS

5.1 Exercise Price

The exercise price per Common Share for an Option shall not be less than the “Discounted Market Price”, as defined and calculated pursuant to the Policies of the Exchange, or such other minimum price as may be required by the Exchange such as when the Issuer has been recalled for trading following a suspension or halt. The exercise price is normally fixed by way of the Issuer disseminating a news release announcing a grant of Options subject to the Exchange exception, if applicable, for Options granted to Employees and Consultants.

5.2 Expiry Date

Every Option shall have a term not exceeding and shall therefore expire no later than 10 years after the date of grant. Except where the Issuer or an optionee, who is exercising an Option, is subject to a cease trade order (or similar order under Securities Laws), an automatic extension to the expiry date of an Option will apply if the Issuer has formally imposed a freeze on trading, including Option exercises, by optionees (a “blackout period”) as a result of the bona fide existence of undisclosed Material Information prior to the original expiry date of an Option. Such extension will be effective until 10 business days after the expiry of the blackout period.

5.3 Vesting

- (a) Subject to the subsection 5.3(b) herein and otherwise in compliance with the Policies of the Exchange, the Board shall determine the manner in which an Option shall vest and become exercisable.

- (b) Options granted to Consultants performing Investor Relations Activities shall vest over a minimum of 12 months with no more than 1/4 of such Options vesting in any 3 month period.

5.4 Non-Assignability

Options may not be assigned or transferred.

5.5 Ceasing to be Eligible Person

- (a) If a Participant who is a Director, Employee or Consultant is terminated for cause, each Option held by such Participant shall terminate and shall therefore cease to be exercisable upon such termination for cause.
- (b) If a Participant dies prior to otherwise ceasing to be an Eligible Person, each Option held by such Participant shall terminate and shall therefore cease to be exercisable no later than the earlier of the Expiry Date and the date which is six months after the date of the Participant's death, always provided that the Board may, in its discretion, extend the date of such termination and the resulting period in which such Option remains exercisable to a date not exceeding the earlier of the Expiry Date and the date which is twelve months after the date of the Participant's death.
- (c) If a Participant ceases to be an Eligible Person for any reason whatsoever other than death, each Option held by the Participant other than a Participant who is involved in investor relations activities will cease to be exercisable on the earlier of the Expiry Date and one (1) year after the Termination Date. For Participants involved in investor relations activities, Options shall cease to be exercisable on the earlier of the Expiry Date and 90 days after the Termination Date.
- (d) If any portion of an Option is not vested at the time a Participant ceases, for any reason whatsoever, to be an Eligible Person, such unvested portion of the Option may not be thereafter exercised by the Participant or its legal representative, as the case may be, always provided that the Board may, in its discretion, permit the Participant or its legal representative, as the case may be, to exercise all or any part of such unvested portion of the Option.

ARTICLE 6 EXERCISE PROCEDURE

6.1 Exercise Procedure

An Option may be exercised from time to time, and shall be deemed to be validly exercised by the Participant only upon the Participant's delivery to the Issuer at its registered office:

- (a) a written notice of exercise addressed to the Corporate Secretary of the Issuer, specifying the number of Common Shares with respect to which the Option is being exercised;
- (b) the originally signed option agreement or option certificate with respect to the Option being exercised (or if the Issuer is holding such original, confirmation of same);
- (c) a certified cheque or bank draft made payable to the Issuer for the aggregate exercise price for the number of Common Shares with respect to which the Option is being exercised plus any tax withholding required by the Issuer; and
- (d) documents containing such representations, warranties, agreements and undertakings, including such as to the Participant's future dealings in such Common Shares, as counsel to the Issuer

reasonably determines to be necessary or advisable in order to comply with or safeguard against the violation of the laws of any jurisdiction;

- (e) and within 5 business days following, the Participant shall be deemed to be a holder of record of the Common Shares with respect to which the Option is being exercised, and the Issuer shall, within a reasonable amount of time as required to address Exchange requirements, cause a share certificate or the equivalent for such Common Shares to be issued and delivered to the Participant.

ARTICLE 7 AMENDMENT OF OPTIONS

7.1 Consent to Amend

The Board may amend any Option with the consent of the affected Participant and, where required, the Exchange, including any shareholder approval required by the Exchange. For greater certainty, Disinterested Shareholder Approval is required for any reduction in the exercise price of an Option if the Participant is an Insider at the time of the proposed amendment.

7.2 Amendment Subject to Approval

If the amendment of an Option requires regulatory or shareholder approval, such amendment may be made prior to such approvals being given, but no such amended Options may be exercised unless and until such approvals are given.

ARTICLE 8 MISCELLANEOUS

8.1 No Rights as Shareholder

Nothing in this Plan or any Option shall confer upon a Participant any rights as a shareholder of the Issuer with respect to any of the Common Shares underlying an Option unless and until such Participant shall have become the holder of such Common Shares upon exercise of such Option in accordance with the terms of the Plan.

8.2 No Right to Employment

Nothing in this Plan or any Option shall confer upon a Participant any right to continue in the employ of the Issuer or any Affiliate or affect in any way the right of the Issuer or any Affiliate to terminate the Participant's employment, with or without cause, 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 Issuer or any Affiliate to extend the employment of any Participant beyond the time which the Participant would normally be retired pursuant to the provisions of any present or future retirement plan of the Issuer or any Affiliate, or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Issuer or any Affiliate.

8.3 Governing Law

This Plan, all option agreements, the grant and exercise of Options hereunder, and the sale, issue and delivery of Common Shares hereunder upon exercise of Options shall be, as applicable, governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein. The Courts of the Province of Ontario shall have the exclusive jurisdiction to hear and decide any disputes or other matters arising herefrom.

Schedule "B" AUDIT COMMITTEE CHARTER

HILL INCORPORATED AUDIT COMMITTEE CHARTER

The Audit Committee of the Board of Directors (the "**Committee**") of Hill Incorporated (the "**Company**") has the responsibilities and duties as outlined below:

1. **Mandate**

The mandate of the Committee is:

- (a) to perform such duties as may be required by applicable legislation, regulations and policies including those of the Ontario Securities Commission ("**OSC**"), the Toronto Stock Exchange and/or the TSX Venture Exchange (collectively, the "**TSX**") as more fully described under the heading "Duties" below;
- (b) to assist the Board of Directors (the "**Board**") in fulfilling its oversight responsibilities for:
 - (i) assess and report on financial risks and contingent risks to the Company;
 - (ii) assess and report on any new or emerging risks to the Company;
 - (iii) the integrity of the Company's financial statements;
 - (iv) assess and report on Company performance to budgets;
 - (v) the Company's compliance with legal and regulatory requirements;
 - (vi) the external auditor(s)' qualifications and independence;
 - (vii) review of all material agreements and major purchases;
 - (viii) the performance of the Company's independent auditors; and
 - (ix) the system of internal control over financial reporting ("**internal controls**");
- (c) to perform such other duties as may from time to time be assigned to the Committee by the Board.

2. **Authority**

The Committee has authority to:

- (a) conduct or authorize investigations into any matters within its scope of responsibility;
- (b) retain independent counsel, accountants or others to advise the Committee or assist in the conduct of an investigation;
- (c) meet with Corporation officers, external auditors and outside counsel, as necessary; and

- (d) determine appropriate funding for independent advisors.

3. Financial Information

The Committee shall:

- (a) review the quarterly and annual consolidated financial statements of the Company prior to approval by the Board and disclosure to the public, which review should include discussion with management and external auditors of significant issues regarding the financial results, accounting principles, practices and management estimates and judgments;
- (b) review the quarterly and annual Management's Discussion & Analysis ("MD&A") of the Company's current financial results, position and future prospects prior to review and approval by the Board;
- (c) review the annual budget and quarterly performance of the Board approved budget for major variances and performance issues;
- (d) review earnings press releases and earnings guidance press releases;
- (e) discuss significant financial risk exposures and the steps management of the Company has taken to monitor, control and report such exposures;
- (f) review with management and the external auditors all matters required to be communicated to the Committee under generally accepted auditing standards;
- (g) review the Company's Annual Information Form; and
- (h) review the process relating to and all certifications of the Chief Executive Officer and the Chief Financial Officer on the integrity of the Company's quarterly and annual consolidated financial statements as may be required under applicable securities legislation.

4. Compliance

The Committee shall:

- (a) review investments and transactions to assess risk to the well-being of the Company which may be brought to its attention by the external auditor(s) or by any officer of the Company;
- (b) review the period reports on litigation matters; and
- (c) periodically, review the Charter for the Committee and evaluate the Committee's effectiveness in fulfilling its mandate.

5. Internal Controls

The Committee shall:

- (a) require Corporation management to implement and maintain appropriate internal control procedures over financial reporting and review, evaluate and approve these procedures; and

- (b) establish procedures for processing complaints regarding accounting, internal controls or auditing matters.

6. External Auditors

The Committee shall:

- (a) have responsibility for the oversight of the external auditor(s) who shall report directly to the Committee;
- (b) retain and terminate the Company's external auditor(s), subject to shareholder ratification;
- (c) review the annual audit plan and letter(s) of engagement;
- (d) at least annually review the report of the external auditor(s);
- (e) review and recommend to the Board the annual fee for the audit, review the Company's audit related expenses and pre-approve permitted non-audit services;
- (f) approve any significant non-audit relationship with the external auditor(s);
- (g) meet with the external auditor(s) and with management to discuss the quarterly and the annual consolidated financial statements including the Company's disclosure under MD&A; and
- (h) review with the external auditor(s) any audit problems or difficulties and management's response.

7. Reporting / Other Duties

The Committee shall:

- (a) report to the Board on the proceedings of each Committee meeting and on the Committee's recommendations at the next regularly scheduled Board meeting;
- (b) provide for an open avenue of communication between internal audit, the external auditors and the Board of Directors; and
- (c) institute and oversee special investigations as needed.

8. Composition

(a) Structure

- (i) The Committee shall be composed of not less than three directors, a majority of whom must be "independent directors" until such time as the Company is listed on the Toronto Stock Exchange, when all members must be "independent directors".
- (ii) Each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her judgment as a member of the Committee. All members of the Committee shall have a working familiarity with

basic finance and accounting practices.

- (iii) All members of the Committee must be financially literate as required by the policies of the TSX.

(b) **Independence**

- (i) A majority of the members of the Committee must not be current officers or employees of the Company or of any of its subsidiaries or affiliates nor have been such within the 36 months prior to his appointment. A majority of the members must not be persons who are affiliated with the Company or of any of its subsidiaries or affiliates as determined by the Board.
- (ii) Directors' fees (annual retainer and/or attendance fees) and incentive stock options are the only compensation a member of the Committee may be paid by the Company.

(c) **Appointment of Committee Members**

- (i) Members are appointed or reappointed annually by the Board, such appointments to take effect immediately following the annual meeting of the shareholders of the Company. Members shall hold office until their successors are appointed or until they cease to be Directors of the Company.

(d) **Vacancies**

- (i) Vacancies may be filled for the remainder of the current term of appointment of members of the Committee by the Board.

(e) **Appointment and Qualifications of Committee Chair**

- (i) The Board shall appoint from the Committee membership a Chair for the Committee to preside at meetings. In the absence of the Chair, one of the other members of the Committee present shall be chosen by the Committee to preside at that meeting.

9. Meetings

(a) **Calling of Meetings**

- (i) Meetings of the Committee may be called by:
 - (1) the Chair,
 - (2) any member of the Committee; or
 - (3) the External Auditors.
- (ii) The Committee may call a meeting of the Board to consider any matter of concern to the Committee.
- (iii) The Committee shall not transact business at a meeting unless a majority of the

members present are resident Canadians except where:

- (1) a resident Canadian member who is unable to be present approves in writing or by telephonic, electronic or other communications facilities the business transacted at the meeting; and
 - (2) a resident Canadian majority of members would have been present if the absent member had been present.
- (iv) Any resolution consented to at any time during the Company's existence by the signatures of all the members of the Audit Committee is as valid and effective as if passed at a meeting of the members of the Audit Committee duly called, constituted and held for that purpose.

(b) **Notice of Meetings**

Notice of meeting of the Committee shall be sent by prepaid mail, by personal delivery or other means of transmitted or recorded communication or by telephone at least 12 hours before the meeting to each member of the Committee at the member's address or communication number last recorded with the Secretary. A Committee member may in any manner waive notice of a meeting of the Committee and attendance at a meeting is a waiver of notice of the meeting, except where a member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

(c) **Notice to the Internal Auditor and External Auditor(s)**

The external auditor(s) are entitled to receive notice of every meeting of the Committee and to attend and be heard at each meeting and to have the opportunity to discuss matters with the independent directors, without the presence of management.

(d) **Frequency**

The Committee shall meet at least quarterly.

(e) **Quorum**

The quorum for a meeting of the Committee shall be a majority of the number of members, subject to a minimum of two non-executive Board members.

(f) **Secretary and Minutes**

The Chief Financial Officer or the Secretary of the Company shall act as Secretary of the Committee.

Minutes of meetings of the Committee shall be recorded and maintained by the Secretary of the Committee and subsequently presented to the Committee and to the Board, if required by the Board.

Schedule "C" BOARD OF DIRECTORS CHARTER

HILL INCORPORATED

BOARD OF DIRECTORS CHARTER

1. Role of the Board of Directors:

The role of the Board of Directors (the "Board") of Hill Incorporated (the "Company") is to oversee the business of the Company, to select and provide guidance to the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer and other officers, set the strategic direction, and to ensure corporate continuity. The Board fulfills its roles directly, through its committees, and via instructions to management. At all times, the Board acts with a view towards the best interests of the Company and of its shareholders.

2. Scope of the Board's Authority:

The Board meets regularly to provide guidance to management, to review reports on the performance of the Company, to discuss significant decisions with regards to the continued business of the corporation. The Board is also directly responsible for the following functions:

3. Selection of the Chief Executive Officer and Senior Executives:

The Board is directly responsible for the selection and evaluation of the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer. The Board is also responsible for defining the role of the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer of the Company. The Board's Compensation Committee recommends the compensation of the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer to the full Board.

4. Responsibility for Senior Management:

The Board is responsible for approval of the appointment of the Company's senior management on the recommendation of the Chief Executive Officer. The Board is also responsible for succession planning.

5. Corporate Strategy:

The Board is responsible for developing, planning and overseeing the Company's strategic objectives, approving and monitoring management's role in realizing these objectives and making major decisions affecting the Company's future.

6. Risk Assessment:

The Board, along with management, is responsible for assessing the major risks faced by the Company, and for planning, approving and monitoring the management of these risks.

7. Integrity:

The Board has primary responsibility for maintaining the integrity of the Company and its management. The Board has oversight responsibility for managements implementation of internal controls and management information systems, directly and through its Audit Committee. The Board also has oversight responsibility, to the extent reasonably feasible, for ensuring that the Company conducts its affairs in an ethical way.

8. Selection and Size of the Board:

The Board is elected by the shareholders of the Company at the Company's annual meeting of shareholders. The Governance and Nominating Committee proposes a slate of candidates to the Board, which in turn proposes them to the shareholders for election. Shareholders may also make independent proposals for nominations to the Board, by

complying with the requirements of the Ontario Business Corporations Act (“OBCA”), or alternatively, at the annual meeting. The number of directors is recommended by the Board for shareholder approval, subject to the requirements of the OBCA and the Company’s Articles of Incorporation. Between annual meetings, the Board may appoint new or replacement directors to serve until the next annual meeting.

9. Qualifications of Directors:

The Company seeks to have an active Board, and one which is well-suited to advancing the best interests of the shareholders. As such, the members of the Board should possess skills and competencies in areas relevant to the Company’s activities, and should complement each others’ strengths. A majority of the Company’s directors are to be unrelated directors, as defined by the Toronto Stock Exchange.

10. Orientation of New Directors:

The Governance and Nominations Committee, working with management, are responsible for the orientation and education of new directors, who are also offered the opportunity to undertake additional training at Company expense.

11. Meetings:

The Company’s Board shall meet at least four times a year, in person or by telephone. The Board is responsible for its agenda. Prior to each board meeting, the Chief Executive Officer will discuss agenda items for inclusion, and prepare materials for distribution to the directors.

At the end of each regularly scheduled board meeting, the unrelated directors may meet without management presence, chaired by any director. Any director may initiate meetings without management presence by contacting the other independent directors.

12. Committees:

The Board has established the following standing committees: Audit Committee, Governance and Nominations Committee, and Compensation Committee. Committee chairs submit reports to the full Board after each committee meeting as structure within the committee charter.

13. Governance and Nominations Committee:

The Governance and Nominations Committee performs an annual evaluation of the Board’s effectiveness as a whole, as well as of its individual directors and committees. Individual committees also self-assess annually.

14. Compensation:

Compensation for Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer is determined by the Board upon recommendations from the Chief Executive Officer and Compensation Committee.

15. Access to Outside Advisors:

The Board and any committee may at any time with the consent of the Board or the committee members, as applicable, retain outside advisors at the expense of the Company.

16. Corporate Responsibility: The Board, as well as its committees and individual members, are expected to abide by the Company’s Code of Business Ethics.