

LIBERTY DEFENSE HOLDINGS, LTD.

**Special Meeting
to be held on Friday, February 6, 2026**

**Notice of Special Meeting
and
Information Circular**

January 9, 2026

LIBERTY DEFENSE HOLDINGS, LTD.
187 Ballardvale St. Suite 110
Wilmington, Massachusetts 01887 USA
Telephone (604) 809-2500

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the shareholders of Liberty Defense Holdings, Ltd. (the “**Company**”) will be held at the offices of McMillan LLP, 1500 – 1055 West Georgia Street, Vancouver, British Columbia on Friday, February 6, 2026 at 10:00 a.m. (Pacific time) for the following purpose:

- To consider and, if thought appropriate, approve an ordinary resolution authorizing an amendment of the articles of the Company to consolidate the issued and outstanding common shares of the Company on the basis of a consolidation ratio to be selected by the Company’s board of directors, within a range of between thirty (30) pre-consolidation common shares for every one (1) post-consolidation common share and fifty (50) pre-consolidation common shares for every one (1) post-consolidation common share, the full text of which is set out in the accompanying Information Circular.

Shareholders of record on the Company’s books at the close of business on **Wednesday, January 7, 2026**, are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share is entitled to one vote.

General Matters

It is not known whether any other matters will come before the Meeting other than those set forth above and in the accompanying Information Circular, but if any other matters do arise, the person named in the Proxy submitted to the Company intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in this Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

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

How to Vote

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying form of Proxy and deliver it to the Company’s transfer agent, to the attention of the Proxy Department, at Computershare Trust Company of Canada (“**Computershare**”), at 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9 in accordance with the instructions set out in the Proxy and in the accompanying Information Circular. If a shareholder does not deliver a Proxy to Computershare by 10:00 a.m. (Pacific Time) on Wednesday, February 4, 2026 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the Proxy is to be used), then the shareholder will not be entitled to vote at the Meeting by Proxy.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of Proxy and deposit it with Computershare at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator

of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

An Information Circular and a form of Proxy accompany this Notice.

DATED at Vancouver, British Columbia, as at January 9, 2026.

ON BEHALF OF THE BOARD

“*William Frain*”

William Frain
Chief Executive Officer and Director

LIBERTY DEFENSE HOLDINGS, LTD.
187 Ballardvale St., Suite 110
Wilmington, Massachusetts 01887 USA
Telephone: (604) 809-2500

INFORMATION CIRCULAR

(as at January 7, 2026, unless otherwise stated)

This Information Circular (the “Circular” or “**Information Circular**”) is provided in connection with the solicitation of proxies by the Management of Liberty Defense Holdings, Ltd. (the “**Company**”). The form of Proxy which accompanies this Circular (the “**Proxy**”) is for use at the Special Meeting of the Shareholders of the Company to be held on Friday, February 6, 2026 (the “**Meeting**”), at the time and place set out in the accompanying Notice of Meeting (the “**Notice of Meeting**”). In this Circular, “Common Shares” means Common Shares without par value in the capital of the Company.

All references to Shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to Registered Shareholders of the Company as set forth on the List of Registered Shareholders of the Company maintained by the Registrar and Transfer agent for the Company, Computershare Trust Company of Canada (“**Computershare**”), unless specifically stated otherwise.

“Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “Intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than 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.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified in the Proxy and, if applicable, for the nominees of management for directors and auditor as identified in the Proxy.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders who wish to submit a proxy may choose one of the following voting options:

- (a) complete, date and sign the Proxy and return it to Computershare), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to Computershare, 14th Floor, 320 Bay Street, Toronto, Ontario, M5H 4A6 or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or
- (b) use a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy form for the toll-free number and the holder's 15-digit control number; or
- (c) via the internet at Computershare's website, www.investorvote.com. Registered Shareholders must follow the instructions provided and refer to the enclosed Proxy form for the holder's 15-digit control number.

In any case, Registered Shareholders must ensure the Proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a Proxy properly may result in its invalidation. The time limit for the deposit of Proxies may be waived by the Company's board of directors (the "**Board**") at the discretion of the Board without notice.

Beneficial Holders of Common Shares

Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing process and provides its own return instructions to clients.

Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company distributes copies of the Notice of Meeting, this Circular and the form of Proxy (collectively, the "**Meeting materials**") to the Depository and Intermediaries for onward distribution to Beneficial Shareholders. The Company does not send Meeting materials directly to Beneficial Shareholders. Intermediaries are required to forward the Meeting materials to all Beneficial Shareholders

for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

These securityholder materials are being sent to both registered and non-registered (beneficial) owners of the securities of the Company. If you are a beneficial owner, and the Company or its agent sent these materials to you directly, your name, address and information about your holdings of securities were obtained in accordance with applicable securities regulatory requirements by the intermediary holding securities on your behalf.

If you are a Beneficial Shareholder:

If you are a Beneficial Shareholder, you should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge mails a Voting Instruction Form (“**VIF**”) in lieu of the proxy provided by the Company. The VIF will name the same persons as are named on the Company’s form of Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), who is different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge’s instructions. Broadridge will then tabulate the results of all instructions received and provide appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting to vote your Common Shares.**

Notice to Shareholders in the United States

This solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the Business Corporations Act (British Columbia) (the “**BCBCA**”) and Canadian provincial securities laws. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this Information Circular has been prepared in accordance with the disclosure requirements of applicable Canadian provincial securities laws which differ from the disclosure requirements of United States federal securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the BCBCA, and all but three of its directors, are resident outside of the United States. A substantial portion of the Company’s assets, and all or substantially all of the assets of its non-U.S. directors and executive officers, are located outside the United States. Shareholders may not be able to sue a foreign company or its non-U.S. officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its non-U.S. officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation by any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by:

- (a) executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and delivering the Proxy bearing a later date or the valid notice of revocation to Computershare at the time and place noted above or to the Chairman of the Meeting on the day of the Meeting or adjournment thereof; or
- (b) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Voting Thresholds Required for Approval

In order to approve the Share Consolidation Resolution (as defined below) as an ordinary resolution, a majority of not less than one-half of the votes cast will be required.

Quorum

A quorum of shareholders is required to transact business at the Meeting. For all purposes contemplated by this Circular the quorum for transacting business at the Meeting is two shareholders entitled to vote at the meeting whether in person or by proxy who hold, in the aggregate, at least 5% of the issued shares entitled to be voted at the meeting.

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

No director or executive officer of the Company nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year, in matters to be acted upon at the Meeting,

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at January 7, 2026, the Company's authorized capital consists of an unlimited number of Common Shares of which 85,350,444 Common Shares are issued and outstanding. All Common Shares in the capital of the Company carry the right to one vote.

To the knowledge of the directors and officers of the Company, there are no persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer, or person or company that beneficially owns, or controls or directs, directly or indirectly, including those that own more than 10% of any class or series of the Company's issued and outstanding voting securities or any associate or affiliates of any of the foregoing persons or companies, had any material interest, directly or indirectly, in any transaction of the Company during the most recently completed financial year and to the date hereof that has materially affected or is reasonably expected to materially affect the Company and who are entitled to receive any extra or special benefit or advantage not shared on a proportionate basis by all holders of the same class of securities.

SPECIAL BUSINESS TO BE CONSIDERED AT THE MEETING

Share Consolidation

Shareholders are being asked to consider, and if deemed appropriate, to approve an ordinary resolution authorizing a consolidation of the Company's issued and outstanding Common Shares on the basis of a consolidation ratio to be selected by the Board, within a range of between thirty (30) pre-consolidation

Common Shares for one (1) post-consolidation Common Share and fifty (50) pre-consolidation Common Shares for one (1) post-consolidation Common Share (the “**Share Consolidation**”), subject to approval of the TSX Venture Exchange (the “**TSXV**”) and any other regulatory approvals. As at the date of this Circular, a total of 85,350,444 Common Shares without par value, in the capital of the Company were issued and outstanding. There is currently no maximum number of authorized Common Shares and on effecting the Share Consolidation there will continue to be no maximum number of authorized Common Shares.

The background to and reasons for the Share Consolidation, and certain risks associated with the Share Consolidation, are described below.

No further action on the part of Shareholders will be required in order for the Board to implement the Share Consolidation if approved at the Meeting. The Board currently intends to implement the Share Consolidation shortly after the Meeting. The Board’s determination as to the specific ratio will be based primarily on the trading price of the Common Shares on the TSXV at the given time and expected stability of the trading price of the Common Shares following the Share Consolidation. However, the ordinary resolution of shareholders also authorizes the Board to elect not to proceed with and abandon the Share Consolidation at any time if it determines, in its sole discretion, to do so. If the Board does not implement the Share Consolidation before December 31, 2026, the authority granted by the ordinary resolution to implement the Share Consolidation will lapse.

Background and Reasons for the Share Consolidation

The Board is seeking authority to implement the Share Consolidation because it believes that the Share Consolidation could potentially broaden the pool of investors that may consider investing or be able to invest in the Company by increasing the trading price of the Common Shares. Shares with very low trading prices are generally unattractive for investors, including certain institutional investors, and are also highly volatile and prone to large percentage swings with small absolute changes in price. A consolidation may result in less volatility due to higher absolute prices. By increasing the per share price of the Common Shares, the Board believes that a consolidation would improve the liquidity and marketability of the Common Shares, potentially increase the pool of investors for the Common Shares (such as institutional investors) and create a share capital structure that could help attract capital financing in the future. In this context, the Board is of the opinion that it may be in the best interests of the Company to consolidate the issued and outstanding Common Shares.

The constating documents of the Company, and the BCBCA permit the Board to authorize the Share Consolidation without the approval of shareholders. The policies of the TSXV require the Company to seek approval of Shareholders for any security consolidation which, when combined with any other security consolidation conducted by the Company within the previous 24 months that was not approved by Shareholders, would result in a cumulative consolidation ratio of greater than ten (10) to one (1) over such period. On November 26, 2024, the Company completed a consolidation of its Common Shares on a ratio of ten (10) pre-consolidation Common Shares for every one (1) post-consolidation Common Share (the “**November 2024 Consolidation**”).

Because the planned Share Consolidation together with the November 2024 Consolidation will result in a cumulative consolidation ratio of greater than ten (10) to one (1) over a 24-month time period, Shareholders are being asked to approve the Share Consolidation to satisfy the policy requirements of the TSXV.

Although approval for the Share Consolidation is being sought at the Meeting, if approved, such consolidation would ultimately only become effective at a future date determined by the Board if the Board determined it was in the best interests of the Company to implement a consolidation. There is no assurance that the Board will decide to implement the Share Consolidation, and the Common Shares may remain

unconsolidated indefinitely. If the Board determines to proceed with a consolidation, details of such consolidation will be announced by a news release, and, as applicable, a material change report.

Certain Risks Associated with the Share Consolidation

In order to make a reasoned decision, shareholders should understand there are potential risks associated with a consolidation of the Common Shares, including the risks described below. The risks described below are not an exhaustive list of every risk that could be relevant to a shareholder in the context of a consolidation.

The Company's total market capitalization immediately after the Share Consolidation may be lower than immediately before the Share Consolidation.

There are numerous factors and contingencies that could affect the Company's share price following the Share Consolidation, including the status of the market for the Common Shares at the time, the Company's progress on strategic objectives, and general economic, stock market and industry conditions.

A decline in the market price of the Common Shares after the Share Consolidation may result in a greater percentage decline than would occur in the absence of a consolidation, and the liquidity of the Common Shares could be adversely affected following the Share Consolidation.

If the Share Consolidation is implemented and the market price of the Common Shares declines, the percentage decline may be greater than would occur in the absence of a consolidation. The market price of the Common Shares will, however, also be based on the Company's performance and other factors, which are unrelated to the number of Common Shares outstanding. Furthermore, the liquidity of the Common Shares could be adversely affected by the reduced number of Common Shares that would be outstanding following a consolidation.

The Share Consolidation could result in some shareholders owning "odd lots".

The Share Consolidation may result in some Shareholders owning "odd lots" of fewer than 100 Common Shares or "mixed lots" of less than even multiples of 100 Common Shares. Odd lot shares (including the odd lot portion of a mixed lot) may be more difficult to sell, and brokerage commissions or other costs of transactions may be higher than the costs of transactions in standard trading units of even multiples of 100 Common Shares (referred to as "board lots"). Further, because public data feeds that display stock market quotes generally include only standard trading units, odd lot orders and the odd lot portions of mixed lot orders are unable to trade against the displayed liquidity and, thus, are not covered by applicable order protection regulations that require a sale order to be executed at the best available (i.e., highest) bid price. Accordingly, holders selling odd lot shares may do so at a price that is lower than the quoted bid price and may have a reduced ability to ascertain whether or not they are getting the best available price when selling their shares.

The Board has considered these potential effects, as well as its understanding of the procedures that have been put in place by the TSXV for the execution of odd lot orders, including the Odd Lot Dealer Program, and believes that holders wishing to sell their odd lot holdings should be able to do so without significant difficulty and that any disadvantages that may be experienced by such holders will be outweighed by the anticipated benefits of the Share Consolidation.

Other Information Regarding the Share Consolidation

No Fractional Common Shares to be Issued

No fractional Common Shares will be issued in connection with the Share Consolidation, if implemented, and if a Shareholder would otherwise be entitled to receive a fractional Common Share upon the Share Consolidation, any fractional Common Shares remaining after conversion that is less than one-half of a

Common Share shall be cancelled and each fractional Common Share that is at least one-half of a Common Share shall be changed to one whole Common Share, pursuant to the provisions of Section 83 of the BCBCA.

Principal Effects of the Share Consolidation

If approved and implemented, the Share Consolidation will occur simultaneously for all the Common Shares and the consolidation ratio would be the same for all such Common Shares. The consolidation would affect all shareholders equally. Except for any variances attributable to fractional Common Shares, the change in the number of issued and outstanding Common Shares that would result from the Share Consolidation would cause no change in the capital attributable to the Common Shares and would not materially affect any Shareholders' percentage ownership in the Company, even though such ownership would be represented by a smaller number of Common Shares.

In addition, the Share Consolidation would not affect any Shareholder's proportionate voting rights. Each Common Share outstanding after the Share Consolidation would be entitled to one vote and be fully paid and non-assessable.

The principal effects of the Share Consolidation would be as follows:

- *Reduction in number of Common Shares outstanding* — at the close of business on the Record Date, the closing price of the Common Shares on the TSXV was \$0.205 and there were 85,350,444 Common Shares issued and outstanding. Based on the number of Common Shares currently issued and outstanding, immediately following the completion of the Share Consolidation, for illustrative purposes only, depending on the Share Consolidation ratio selected, the number of Common Shares then issued and outstanding (disregarding any resulting fractional Common Shares) will be as follows:

Share Consolidation Ratio	Approximate Percentage Reduction in Common Shares Outstanding	Common Shares Outstanding
30:1	99.97%	2,845,015
50:1	99.98%	1,707,009

- *Adjustment to Convertible Securities* — the exercise price and/or the number of Common Shares issuable under any of the Company's outstanding convertible securities, convertible debentures, warrants, options and any other similar securities will be proportionately adjusted based on the consolidation ratio (as to be determined by the Board).

Effect on Non-Registered Shareholders

Non-registered Shareholders holding their Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Share Consolidation than those that will be put in place by the Company for registered Shareholders. If you hold your Common Shares with a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

Effect on Share Certificates

If the Share Consolidation is approved by Shareholders and implemented, registered Shareholders will be required to exchange their existing share certificates for new share certificates representing post-consolidation Common Shares.

If the Board decides to implement it, then following the announcement by the Company of the effective date of the Share Consolidation, registered Shareholders will be sent a letter of transmittal from the Company's transfer agent, Computershare, as soon as practicable after the effective date of the Share Consolidation. The letter of transmittal will contain instructions on how to surrender certificate(s) representing pre-consolidation Common Shares to the transfer agent. The transfer agent will forward to each registered Shareholder who has sent the required documents a new share certificate representing the number of post-consolidation Common Shares to which the Shareholder is entitled. Until surrendered, each share certificate representing pre-consolidation Common Shares will be deemed for all purposes to represent the number of whole post-consolidation Common Shares to which the Shareholder is entitled as a result of the Share Consolidation.

SHAREHOLDERS SHOULD NOT DESTROY ANY SHARE CERTIFICATES(S) AND SHOULD NOT SUBMIT ANY SHARE CERTIFICATE(S) UNTIL REQUESTED TO DO SO.

Procedure for Implementing the Share Consolidation

Upon approval by the Shareholders of the ordinary resolution authorizing the Share Consolidation, all Common Shares currently held by Shareholders will be consolidated without any further action required by Shareholders. The Share Consolidation will be the same for all such Common Shares and will affect all Shareholders uniformly and will not affect any Shareholder's percentage ownership interest, except to the extent that the Share Consolidation would otherwise result in any Shareholder owning a fractional Common Share. As set out in Section 83 of the BCBCA, if any fractional Common Shares are to be converted into whole Common Shares, each fractional Common Share remaining after conversion that is less than one-half of a Common Share will be cancelled and each fractional Common Share that is at least one-half of a Common Share will be changed to one whole Common Share.

The Board (along with Management of the Company) does not anticipate that the Company's name will be changed at the time of the Consolidation. If Shareholder and TSXV approval to the Consolidation is obtained, the Consolidation will take place following the Meeting at such time as the Board may determine. The Board may, in its discretion, determine whether or not to proceed without further approval, ratification or confirmation by the Shareholders.

Upon completion of the Share Consolidation, the number of Common Shares outstanding will be adjusted on the Company's central securities register maintained by the Company's transfer agent, and Registered Shareholders will receive a share certificate or registration statement prepared by the Company's transfer agent pursuant to its direct registration system (a "**DRS Advice Statement**") evidencing the post-consolidation Common Shares to which such Shareholder is entitled. Beneficial Shareholders holding their Common Shares through an intermediary should note that such banks, brokers or other nominees may have various procedures for processing the Share Consolidation. Beneficial Shareholders will not receive a share certificate or DRS Advice Statement from the Company's transfer agent upon completion of the Share Consolidation. Beneficial Shareholders should contact their nominees for additional information with respect to the Share Consolidation.

Notwithstanding the Share Consolidation receiving Shareholder approval, the Company may determine not to proceed with the Share Consolidation at the discretion of the Board.

No Dissent Rights

Under the BCBCA, shareholders do not have dissent and appraisal rights with respect to the proposed Share Consolidation.

Expected Accounting Consequences

If the Share Consolidation is implemented, net income or loss per Common Share and other per share amounts are expected to increase as a result of the reduced number of issued and outstanding Common Shares. In future financial statements, comparative net income or loss per Common Share and other per share amounts for periods presented prior to the Share Consolidation will be retroactive adjusted as if the Share Consolidation had occurred at the beginning of the earliest period presented.

Interests of Directors and Executive Officers in the Share Consolidation

The Company's directors and executive officers, and their associates, have no substantial interest, directly or indirectly, in the Share Consolidation except to the extent of their direct or indirect ownership of Common Shares, including Common Shares underlying outstanding convertible securities.

Resolution Approving Share Consolidation

At the Meeting, or any adjournment thereof, holders of Common Shares will be asked to consider and, if deemed advisable, to approve the resolution approving the Share Consolidation (the "**Share Consolidation Resolution**") in the following form:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (i) the consolidation (the "**Consolidation**") of the issued and outstanding common shares (the "**Shares**") in the capital of Liberty Defense Holdings, Ltd. (the "**Company**") at such consolidation ratio to be determined by the Board, provided that such consolidation ratio shall be within a range of between thirty (30) pre-consolidation Shares for one (1) post-consolidation Share and fifty (50) pre-consolidation Shares for one (1) post-consolidation Share, as outlined in the Information Circular of the Company dated January 9, 2026, and in accordance with this ordinary resolution, is hereby approved;
- (ii) any fractional Shares remaining after conversion that is less than one-half of a Share shall be cancelled and each fractional Share that is at least one-half of a Share shall be changed to one whole Share pursuant to the provisions of Section 83 of the *Business Corporations Act* (British Columbia), and in calculating such fractional interests, all Shares held by a beneficial holder shall be aggregated;
- (iii) notwithstanding that the foregoing resolutions have been duly passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered, without further approval or authorization of the shareholders of the Company, to revoke any or all of these resolutions at any time prior to their being acted upon;
- (iv) any director or officer of the Company is hereby authorized, for and on behalf of the Company, to execute and deliver, or cause to be delivered, any necessary documents, and to do all such other acts or things as in the opinion of such director or officer of the Company as may be necessary or desirable in order to carry out the intent of the foregoing resolutions; and
- (v) upon the date determined by the board of directors, the resolutions described herein shall be deposited at the Company's records office."

The Board recommends that shareholders vote for the Share Consolidation Resolution. **Unless otherwise directed, it is the intention of the persons named in the accompanying instrument of proxy to vote FOR the Share Consolidation Resolution.** To be effective, the Share Consolidation Resolution must be approved by not less than one-half of the votes cast by the holders of Common Shares who vote in person or by proxy at the Meeting on the Share Consolidation Resolution.

Even if the Share Consolidation Resolution is approved, the Share Consolidation Resolution provides that the Board may revoke the Share Consolidation Resolution before the Consolidation is effected without the approval of Shareholders.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Company's SEDAR+ corporate profile at www.sedarplus.ca. Financial information about the Company is provided in the Company's comparative annual financial statements to December 31, 2024 and December 31, 2023, together with the auditor's report thereon, and the related Management's Discussion and Analysis, which can be found on the Company's SEDAR+ corporate profile at www.sedarplus.ca. Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company by telephone at (604) 809-2500 or by email at info@libertydefense.com.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia on January 9, 2026.

ON BEHALF OF THE BOARD

"William Frain"

William Frain
Chief Executive Officer and Director