



# **FIDDLEHEAD**

**FIDDLEHEAD RESOURCES CORP.  
(FORMERLY ALPHA PEAK CAPITAL INC.)**

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON JULY 10, 2025 AT 10:00 A.M.**

**NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR**

**DATED AS OF JUNE 9, 2025**

*THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF FIDDLEHEAD RESOURCES CORP. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF FIDDLEHEAD RESOURCES CORP. TO BE HELD ON JULY 10, 2025.*



**FIDDLEHEAD RESOURCES CORP.  
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the annual general and special meeting (“**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Fiddlehead Resources Corp. (the “**Corporation**”) will be held at the offices of the Corporation, at Suite 1200, 715 – 5th Avenue SW, Calgary, Alberta T2P 2X6, at 10:00 a.m. (Calgary Time), on July 10, 2025 for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial years ended December 31, 2024 and 2023 and the report of the auditor thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at six (6);
3. to elect directors of the Corporation for the ensuing year;
4. to re-appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and authorize the Corporation’s board of directors to fix the auditor’s compensation;
5. to consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution to approve the Corporation’s rolling omnibus plan; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The board of directors of the Corporation has fixed the record date for the Meeting at the close of business on June 5, 2025 (the “**Record Date**”). Only Shareholders of record as at the Record Date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those Common Shares owned as at the Record Date, unless any such Shareholder transfers such Shareholder’s Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than ten (10) days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

In order to permit Shareholders and proxyholders to listen to the Meeting in real time, without having to attend in person, a conference call of the Meeting will be available via Microsoft Teams at <https://www.microsoft.com/en/microsoft-teams/join-a-meeting> (Meeting ID: 272 285 619 284 8 and Passcode: HC94Ca6y).

Shareholders will not be able to vote through the conference call; however, there will be a question and answer session following the termination of the formal business of the Meeting during which Shareholders attending the conference call can ask questions. It is the attendees’ responsibility to ensure connectivity during the Meeting and the Corporation encourages its Shareholders to allow sufficient time to log in to the Meeting before it begins.

**By Order of the Board of Directors**

*“Brent Osmond”*

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Brent Osmond, Executive Director

**IMPORTANT**

It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in accordance with the options indicated. A proxy will not be valid unless it is deposited with our transfer agent Odyssey Trust Corporation, by online submission at <https://vote.odysseytrust.com> or by mail to Odyssey Trust Corporation, Trader's Bank Building 702, 67 Yonge Street, Toronto, ON, M5E 1J8. All instructions are listed in the enclosed form of proxy. In order to be valid and acted upon at the Meeting, proxies must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment or postponement thereof. Shareholders are cautioned that the transmission of proxies by mail is at each Shareholder's risk.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

The Circular includes certain statements and information that constitute “forward-looking statements”, and “forward-looking information” under applicable securities laws (“forward-looking statements” and “forward-looking information” are collectively referred to herein as “forward-looking statements”, unless otherwise stated). Forward-looking statements appear in a number of places in the Circular and include statements and information regarding the intent, beliefs or current expectations of the Corporation’s officers and directors. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Corporation’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in the Circular, words such as “believe”, “anticipate”, “estimate”, “project”, “intend”, “expect”, “may”, “will”, “plan”, “should”, “would”, “contemplate”, “possible”, “attempts”, “seeks” and similar expressions, are intended to identify these forward-looking statements. Forward-looking statements may relate to the Corporation’s future outlook and anticipated events or results and may include statements regarding the Corporation’s future business strategy, plans and objectives. The Corporation has based these forward-looking statements largely on its current expectations and projections about future events. These forward-looking statements were derived utilizing numerous assumptions, and while the Corporation considers these assumptions to be reasonable, based on information currently available, such assumptions may prove to be incorrect. Accordingly, you are cautioned to not put undue reliance on these forward-looking statements. Forward-looking statements should not be read as a guarantee of future events or results.

Forward-looking statements speak only as of the date such statements are made. Except as required by applicable law, the Corporation assumes no obligation to update or to publicly announce the results of any change to any forward-looking statement contained herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. If the Corporation updates any one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. You should not place undue importance on forward-looking statements and should not rely upon these statements as of any other date. All forward-looking statements contained in the Circular are expressly qualified in their entirety by this cautionary statement.

**FIDDLEHEAD RESOURCES CORP.**  
**MANAGEMENT INFORMATION CIRCULAR**

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of the Fiddlehead Resources Corp. (the “**Corporation**”) for use at an annual general and special meeting of the holders (the “**Shareholders**”) of the common shares (“**Common Shares**”) of the Corporation, be held on July 10, 2025 at the offices of the Corporation, at Suite 1200, 715 – 5th Avenue SW, Calgary, Alberta T2P 2X6, at 10:00 a.m. (Calgary Time), or at any adjournment thereof for the purposes set out in the notice of meeting (“**Notice of Meeting**”) accompanying this Circular.

The information contained in this Circular is given as at June 9, 2025, unless otherwise noted. In this Circular, unless otherwise specified or the context otherwise requires, all dollar amounts are stated in Canadian dollars. All references to “**dollars**”, “**\$**” or “**CAD**” are to Canadian dollars.

**APPOINTMENT AND REVOCATION OF PROXIES**

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 — *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to Beneficial Shareholders (as defined below) held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

**The persons named (the “Management Designees”) in the enclosed instrument of proxy (“Instrument of Proxy”) have been selected by the board of directors of the Corporation (the “Board”) and have indicated their willingness to represent as proxy the Shareholder who appoints them. A Shareholder has the right to designate a person (whom need not be a Shareholder) other than the Management Designees to represent him or her at the Meeting.** Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by deleting therefrom the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Corporation. Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxy and should provide instructions on how the Shareholder’s shares are to be voted. The nominee should bring personal identification with him to the Meeting. In any case, the form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form). In addition, a proxy may be revoked by a Shareholder personally attending the Meeting and voting his shares.

A proxy will not be valid unless it is deposited with our transfer agent Odyssey Trust Corporation by online submission at <https://vote.odysseytrust.com> or by mail to Odyssey Trust Corporation Trader’s Bank Building 702, 67 Yonge Street, Toronto, ON, M5E 1J8. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Calgary Time) on July 8, 2025 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

A Shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the Shareholder or by his authorized attorney, or, if the Shareholder is a Corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the registered office of the Corporation or with Odyssey Trust Corporation via email at [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com), at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be

used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or any adjournment thereof. In addition, a proxy may be revoked by the Shareholder personally attending the Meeting and voting their shares.

### ADVICE TO BENEFICIAL SHAREHOLDERS

**The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name.** Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders who appear on the records maintained by the Corporation’s registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder’s name. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

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

The Corporation will be delivering proxy-related materials to non-objecting beneficial owners of the Common Shares directly with the assistance of Broadridge. The Corporation intends to pay for intermediaries to deliver proxy-related materials to objecting beneficial owners of the Common Shares.

All references to Shareholders in this Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

### VOTING OF PROXIES

Each Shareholder may instruct his proxy how to vote his Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.**

**The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters that may come before the Meeting. In the event that other matters come before the Meeting, the Management Designees intend to vote in accordance with the judgment of management of the Corporation.**

### QUORUM

The by-laws of the Corporation provide that a quorum of Shareholders is present at a meeting of Shareholders of the Corporation if at least two persons are present in person or by proxy, each of whom is entitled to vote at the meeting, and who holds or represents by proxy not less than 5% of the shares entitled to vote at the meeting.

### VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. As at the effective date of this Circular (the “**Effective Date**”), which is June 9, 2025, the Corporation has 60,520,881 Common Shares issued and outstanding. There are no other shares of any class issued and outstanding. The Common Shares are the only shares entitled to be voted at the Meeting, and holders of Common Shares are entitled to one vote for each Common Share held.

Holders of Common Shares of record at the close of business on June 5, 2025 (the “**Record Date**”) are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that, (a) the holder has transferred the ownership of any of his Common Shares after the Record Date, and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares, and demands no later than ten days before the day of the Meeting that his or her name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his Common Shares at the Meeting.

To the knowledge of the Board and the executive officers of the Corporation, as at the Effective Date, no person or company beneficially owns, directly or indirectly, or controls or directs, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

## **DIRECTOR AND NAMED EXECUTIVE COMPENSATION**

### **Compensation Oversight**

All tasks related to developing and monitoring the Corporation's approach to the compensation of its NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Corporation's employees or consultants is recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Corporation are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation.

The Corporation's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Corporation's business objectives of improving overall corporate performance and creating long-term value for the shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Corporation.

The Corporation's current compensation program is comprised of three major components: base salary or fees, short term incentives such as discretionary bonuses and long-term incentives such as stock options.

In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Corporation, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are to be reviewed periodically.

Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Corporation and the position of a participant.

### **Executive and Director Compensation (Excluding Compensation Securities)**

The following table sets out the details of the executive compensation paid by the Corporation to its directors and its NEOs as at the end of the most recently completed financial year. The values set out in the table below are absolute values and have not been annualized.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Zachary Goldenburg Former Director <sup>(1)</sup>	2024	-	-	-	-	-	-
	2023	33,900	-	-	-	-	33,900
Carlo Rigillo Former Director, Former CFO and Former Corporate Secretary <sup>(2)</sup>	2024	26,500	-	-	-	-	26,500
	2023	11,300	-	-	-	-	11,300
Peter Clausi Former Director <sup>(3)</sup>	2024	-	-	-	-	-	-
	2023	-	-	-	-	-	-
Brent Osmond Chairman, President and CEO <sup>(4)</sup>	2024	259,067	-	-	1,245	95,529	355,840
	2023	45,000	-	-	-	-	45,000
Dale Miller Director <sup>(5)</sup>	2024	-	-	-	-	27,048	27,048
	2023	-	-	-	-	-	-
David Ritter Director <sup>(5)</sup>	2024	-	-	-	-	27,048	27,048
	2023	-	-	-	-	-	-
Gregory Turnbull Director <sup>(5)</sup>	2024	-	-	-	-	27,048	27,048
	2023	-	-	-	-	-	-
Clifford Neil Smith Director <sup>(5)</sup>	2024	-	-	-	-	27,048	27,048
	2023	-	-	-	-	-	-
Ying Yuen CFO <sup>(6)</sup>	2024	88,333	-	-	1,050	51,841	141,225
	2023	-	-	-	-	-	-
	2023	-	-	-	-	-	-

**Notes:**

- (1) Zachary Goldenberg acted as CEO from December 31, 2020 to September 5, 2023 and acted as a director of the Corporation from December 31, 2020 to September 27, 2024.
- (2) Carlo Rigillo acted as CFO from December 21, 2020 to May 29, 2024 and acted as a director of the Corporation from December 21, 2020 to September 27, 2024.
- (3) Peter Clausi acted as a director of the Corporation from December 31, 2020 to September 5, 2023.
- (4) Brent Osmond was appointed as CEO and as a director of the Corporation on September 5, 2023.
- (5) Each of Dale Miller, David Ritter, Gregory Turnbull and Clifford Neil Smith were appointed when the Corporation received conditional approval for listing from the TSXV on September 27, 2024.
- (6) Ying Yuen was appointed as CFO on May 29, 2024.

**External Management Companies**

None of our NEOs or directors have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with us to provide executive management services to us, directly or indirectly.

**Executive Compensation (Compensation Securities)**

The following table sets out the details of the securities compensation currently held by the directors and NEOs of the Corporation at the end of the most recently completed financial year.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Securities, Underlying Securities and % of Class	Date of Issue/Grant	Issue, Conversion or Exercise Price (\$)	Closing Price on Day of Grant	Closing Price at Year End (\$)	Expiry Date
Brent Osmond CEO <sup>(1)</sup>	Options	250,000	Sept. 5, 2023	0.24	N/A	N/A	Sept 5, 2028
	Options	700,000	Oct 3, 2024	0.20	0.175	0.11	Oct 3, 2034
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
Dale Miller	Options	300,000	Oct 3, 2024	0.20	0.175	0.11	Oct 3, 2034

Director <sup>(2)</sup>	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
<b>David Ritter</b> Director <sup>(2)</sup>	Options	300,000	Oct 3, 2024	0.20	0.175	0.11	Oct 3, 2034
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
<b>Gregory Turnbull</b> Director <sup>(2)</sup>	Options	300,000	Oct 3, 2024	0.20	0.175	0.11	Oct 3, 2034
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
<b>Clifford Neil Smith</b> Director <sup>(2)</sup>	Options	300,000	Oct 3, 2024	0.20	0.175	0.11	Oct 3, 2034
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
<b>Ying Yuen</b> CFO <sup>(3)</sup>	Options	575,000	Oct 3, 2024	0.20	0.175	0.11	Oct 3, 2034
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A

**Notes:**

- (1) Brent Osmond was appointed as CEO and as a director of the Corporation on September 5, 2023.
- (2) Each of Dale Miller, David Ritter, Gregory Turnbull and Clifford Neil Smith were appointed when the Corporation received conditional approval for listing from the TSXV on September 27, 2024.
- (3) Ying Yuen was appointed as CFO on May 29, 2024.

No compensation securities were re-priced, extended, cancelled and replaced, or otherwise materially modified during the financial year ended December 31, 2024.

Other than any vesting restrictions noted above, there are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

**Exercise of Compensation Securities**

The following table sets out the details of the securities compensation exercised or otherwise settled by the directors and NEOs of the Corporation at the end of the most recently completed financial year.

<b>Exercise of Compensation Securities by Directors and Named Executive Officers</b>							
<b>Name and Position</b>	<b>Type of Compensation Security</b>	<b>Number of Underlying Securities Exercised</b>	<b>Exercise Price Per Security (\$)</b>	<b>Date of Exercise</b>	<b>Closing Price Per Security on Date of Exercise (\$)</b>	<b>Difference Between Exercise Price and Closing Price on Date of Exercise (\$)</b>	<b>Total Value on Exercise Date (\$)</b>
<b>Brent Osmond</b> CEO <sup>(1)</sup>	Options	Nil	N/A	N/A	N/A	N/A	Nil
	RSUs	Nil	N/A	N/A	N/A	N/A	Nil
<b>Dale Miller</b> Director <sup>(2)</sup>	Options	Nil	N/A	N/A	N/A	N/A	Nil
	RSUs	Nil	N/A	N/A	N/A	N/A	Nil
<b>David Ritter</b> Director <sup>(2)</sup>	Options	Nil	N/A	N/A	N/A	N/A	Nil
	RSUs	Nil	N/A	N/A	N/A	N/A	Nil
<b>Gregory Turnbull</b> Director <sup>(2)</sup>	Options	Nil	N/A	N/A	N/A	N/A	Nil
	RSUs	Nil	N/A	N/A	N/A	N/A	Nil
<b>Clifford Neil Smith</b> Director <sup>(2)</sup>	Options	Nil	N/A	N/A	N/A	N/A	Nil
	RSUs	Nil	N/A	N/A	N/A	N/A	Nil
<b>Ying Yuen</b> CFO <sup>(3)</sup>	Options	Nil	N/A	N/A	N/A	N/A	Nil
	RSUs	Nil	N/A	N/A	N/A	N/A	Nil

**Notes:**

- (1) Brent Osmond was appointed as CEO and as a director of the Corporation on September 5, 2023.
- (2) Each of Dale Miller, David Ritter, Gregory Turnbull and Clifford Neil Smith were appointed when the Corporation received conditional approval for listing from the TSXV on September 27, 2024.
- (3) Ying Yuen was appointed as CFO on May 29, 2024.

## Equity Incentive Plans

On July 31, 2024, the Corporation approved and adopted an omnibus incentive plan (the “**Omnibus Incentive Plan**”). The Omnibus Incentive Plan permits the Corporation to issue options to purchase Common Shares of the Corporation (“**Options**”), issue restricted share units of the Corporation (“**RSUs**”) and deferred share units of the Corporation (“**DSUs**”).

### *Stock Options*

As of December 31, 2024, the Corporation had 4,792,500 Options outstanding. As at the date hereof, the Corporation has 4,792,500 Options outstanding. Options are variable, equity-based compensation that rewards employees for creating long-term Shareholder value. They are granted in the form of options to purchase Common Shares which vest in a manner determined by the Board and may be exercised during a period determined by the Board, which may not exceed ten years. The exercise price for each Common Share subject to an Option will be fixed by the Board, but under no circumstances may any exercise price be less than the Market Price (as defined in the Option Plan).

The Corporation provides Options to remain competitive in its industry, and the granting of reasonable levels of share-based incentive awards is used as part of the Corporation’s overall compensation package. These share-based incentive awards provide an incentive for all of the Corporation’s service providers to ensure they are striving to maximize Shareholder value. The Board believes this established policy of awarding Share Based Compensation meets the Corporation’s business objectives provided the total number of Share Based Compensation outstanding at any time is limited to a maximum of 10% of the Corporation’s outstanding Common Shares.

### *Restricted Share Units*

As of December 31, 2024, the Corporation had no RSUs outstanding. As at the date hereof, the Corporation has no RSUs outstanding. RSU awards are designed to focus and reward executives for share price performance, to create retention and align executives with interests of Shareholders. RSUs vest in a manner determined by the Board and may be exercised during a period determined by the Board, which may not exceed ten years. In addition RSUs may be subject to performance-based conditions as may be determined from time to time by the Board in its sole discretion. Unless otherwise specified in the underlying grant agreement, RSUs will vest according to a schedule; however, no RSUs may vest before the date that is one year following the grant date of such RSUs. Upon vesting the executive is entitled to one Common Share for each vested RSU.

The Corporation provides RSUs to remain competitive in its industry, and the granting of reasonable levels of Share Based Compensation awards is used as part of the Corporation’s overall compensation package. These share based incentive awards provide an incentive for all of the Corporation’s service providers to ensure they are striving to maximize Shareholder value. The Board believes this established policy of awarding Share Based Compensation meets the Corporation’s business objectives provided the total number of Share Based Compensation outstanding at any time is limited to a maximum of 10% of the Corporation’s outstanding Common Shares.

### *Deferred Share Units*

As of December 31, 2024, the Corporation had no DSUs outstanding. As at the date hereof, the Corporation has no DSUs outstanding. Under the Omnibus Incentive Plan, non-executive directors may elect to receive a percentage of their annual remuneration in DSUs. The Board may award such number of DSUs to a non-executive director as the Board deems advisable to provide the non-executive director with appropriate equity-based compensation for the services he or she renders to the Corporation. The Board shall determine the date on which such DSUs may be granted along with any terms or conditions with respect to the vesting of such DSUs, provided that no DSU (other than a DSU issued in lieu of annual remuneration) may vest before the date that is one year following the grant date of such DSU. A non-executive director,

who redeems DSUs hereunder shall be entitled to receive one Share for each DSU then being settled, a cash payment in an amount equal to the Market Price of the DSU that are being redeemed as of the Entitlement Date (as defined in the Omnibus Incentive Plan) applicable to such DSU, or a combination of Shares and cash, all as determined by the Board in its sole discretion.

#### Omnibus Incentive Plan Summary

The Options of the Corporation were originally provided under a stock option plan (the “**Option Plan**”) approved and adopted on July 13, 2017. The RSUs of the Corporation were originally provided under a restricted share unit plan (the “**RSU Plan**”) approved and adopted on July 13, 2017. The Omnibus Incentive Plan amended, restated, and combined the Corporation’s existing Option Plan and RSU Plan and continued the existing Options and RSUs granted under such plans, subject to the terms of the Omnibus Incentive Plan when it was approved by shareholders on July 31, 2024.

The Corporation’s Omnibus Incentive Plan is intended to strengthen the alignment of interests between the Corporation’s directors, officers, employees and Shareholders by linking a portion of annual compensation for directors, officers and senior management to the future value of the Corporation’s shares. It is administered by the Corporate Governance & Compensation Committee.

#### *Particulars of the Omnibus Incentive Plan*

A summary of certain provisions of the Omnibus incentive Plan is set out below. The summary is qualified in its entirety by the full text of the Omnibus Incentive Plan set out in Schedule “B” of the Corporation’s management information circular dated June 28, 2024, which can be obtained online at the Corporation’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

#### *Eligibility*

Any individual employed by the Corporation, including a Service Provider (as defined in the Omnibus Incentive Plan), who, by the nature of his or her position or job is, in the opinion of the Board, in a position to contribute to the success of the Corporation is eligible to receive grants of options and RSUs, non-executive directors are eligible to receive DSUs (collectively, “**Grants**”).

#### *Shares Subject to the Omnibus Incentive Plan*

The aggregate number of Shares (as defined in the Omnibus Incentive Plan) that may be issued pursuant to Grants made under the Omnibus Incentive Plan together with all other security-based compensation arrangements of the Corporation, shall be a number equal to 10% of the aggregate number of issued and outstanding Shares from time to time, provided that the aggregate number of Shares that may be issued pursuant to Grants of RSUs made under the Omnibus Incentive Plan shall be a number equal to 5% of the aggregate number of issued and outstanding Shares from time to time.

For purposes of computing the total number of Shares available for grant under the Omnibus Incentive Plan or any other security-based compensation arrangement of the Corporation, Shares subject to any Grant (or any portion thereof) that are forfeited, surrendered, cancelled or otherwise terminated, prior to the issuance of such Shares shall again be available for grant under the Omnibus Incentive Plan.

#### *Grants under the Omnibus Incentive Plan*

Options issued under the Omnibus Incentive Plan, unless otherwise specified in the underlying grant agreement, shall vest in a manner which the Board determines and may be exercised during a period determined by the Board, which may not exceed ten years. The exercise price for each Share subject to an option will be fixed by the Board but under no circumstances may any exercise price be less than the Market Price (as defined in the Omnibus Incentive Plan).

Under the Omnibus Incentive Plan, Participants (as defined in the Omnibus Incentive Plan) may be allocated share units in the form of RSUs, which represent the right to receive an equivalent number of Shares, the Market Price, or a combination of both, all as determined by the Board in its sole discretion, subject to applicable withholdings, on the vesting date. The issuance of such Shares may be subject to vesting requirements similar to those described above with respect to the exercisability of Options, including such time or performance-based conditions as may be determined from time to time by the Board in its discretion. Unless otherwise specified in the underlying grant agreement, RSUs will vest according to a schedule; however, no RSUs may vest before the date that is one year following the grant date of such RSUs.

Under the Omnibus Incentive Plan, non-executive directors may elect to receive a percentage of their annual remuneration in DSUs. The Board may award such number of DSUs to a non-executive director as the Board deems advisable to provide the non-executive director with appropriate equity-based compensation for the services he or she renders to the Corporation. The Board shall determine the date on which such DSUs may be granted along with any terms or conditions with respect to the vesting of such DSUs, provided that no DSU (other than a DSU issued in lieu of annual remuneration) may vest before the date that is one year following the grant date of such DSU. A non-executive director, who redeems DSUs hereunder shall be entitled to receive one Share for each DSU then being settled, a cash payment in an amount equal to the Market Price of the DSU that are being redeemed as of the Entitlement Date (as defined in the Omnibus Incentive Plan) applicable to such DSU, or a combination of Shares and cash, all as determined by the Board in its sole discretion.

#### *Termination of Grants*

Subject to the terms of the applicable Grant agreement, in the case of a Participant's termination of employment due to death, or in the case of the Participant's Disability (as defined in the Omnibus Incentive Plan) (i) those of the Participant's outstanding options and RSUs that were granted prior to the year that includes the Participant's date of death or Disability, as the case may be, that have not become vested prior to such date of death or Disability shall continue to vest and, upon vesting (which in the case of a RSU remains subject to the achievement of any applicable performance conditions and the adjustment of the number of RSUs that vest to reflect the extent to which such performance conditions were achieved), be exercisable (in the case of options) during the 12-month period following such date of death or Disability, as the case may be, as if the Participant had remained employed throughout such period and (ii) those of the Participant's outstanding options that have become vested prior to the Participant's date of death or Disability shall continue to be exercisable during the 12-month period following such date of death or Disability, as the case may be. A prorated number of options and RSUs granted to a Participant in the year that includes the Participant's date of death or Disability shall remain eligible to vest following such date of death or Disability (the "**Special Prorated Grants**"). The Special Prorated Grants shall continue to vest and, upon vesting (which in the case of an RSU remains subject to the achievement of any applicable performance conditions and the adjustment of the number of RSUs that vest to reflect the extent to which such performance conditions were achieved), be exercisable (in the case of options) during the 12-month period following the Participant's date of death or Disability, as the case may be, as if the Participant had remained employed throughout such period. The balance of the options and RSUs granted to a Participant in the year that includes the Participant's date of death or Disability that are not Special Prorated Grants shall be forfeited and cancelled as of the Participant's date of death or Disability, as the case may be.

Subject to the terms of the applicable Grant agreement: (a) in the case of a Participant's termination without cause, the Participant's outstanding options that have become vested prior to the Participant's termination shall continue to be exercisable during the 90-day period following the Participant's date of termination, and (b) in the case of a Participant's resignation, the Participant's outstanding options that have become vested prior to the date on which the Participant provides notice to the Corporation of his or her resignation shall continue to be exercisable during the 90-day period following the Participant's date of resignation.

Subject to the terms of the applicable Grant agreement, in the case of a Participant's termination without cause, prior to the end of a vesting period relating to a Grant, any RSUs that have not vested prior to the date of such termination shall be immediately forfeited and cancelled, including dividend equivalent RSUs

in respect of such RSUs, and all RSUs that have vested as of the date of such termination shall be settled as soon as reasonably practicable in accordance with the Plan.

In the case of a Participant's termination for cause, any and all then outstanding options, whether or not vested, and RSUs, whether vested or unvested, granted to the Participant shall be immediately forfeited and cancelled, without any consideration therefore, as of the commencement of the day that notice of such termination is given, except only as may be required to satisfy the express minimum requirements of applicable employment standards legislation.

A non-executive Director will not be able to redeem DSU's that have not vested prior to the date such Director ceases to be a director of the Corporation or an affiliate and all such DSU's that have not vested will be forfeited immediately.

#### *Capital Changes, Corporate Transactions and Change of Control*

The Omnibus Incentive Plan contains provisions for the equitable treatment of Grants in relation to any capital changes and with regard to a dividend, split, recapitalization, reclassification, amalgamation, arrangement, merger, consolidation, combination or exchange of Shares or distribution of rights to holders of Shares or any other relevant changes to the authorized or issued capital of the Corporation.

In the event of a Change in Control (for the purposes of this section, as defined in the Omnibus Incentive Plan) prior to the vesting of a Grant, and subject to the terms of a Participant's employment agreement and the applicable Grant agreement, the Board shall have full authority to determine in its sole discretion the effect, if any, of a Change in Control on the vesting, exercisability, settlement, payment or lapse of restrictions applicable to a Grant.

#### *Amendment and Termination of the Omnibus Incentive Plan*

The Board may from time to time, without notice and without approval of the Shareholder, amend, modify, change, suspend or terminate the Omnibus Incentive Plan or any Grant pursuant to the Omnibus Incentive Plan as it, in its discretion determines appropriate, provided, however, that no such amendment, modification, change, suspension or termination of the Omnibus Incentive Plan or any Grant hereunder may materially impair any rights of a Participant or materially increase any obligations of a Participant under the Omnibus Incentive Plan without the consent of the Participant, unless the Board determines such adjustment is required or desirable in order to comply with any Applicable Laws or Stock Exchange Rules (each as defined therein). If the Omnibus Incentive Plan is amended, modified, changed, suspended or terminated, the provisions of the Omnibus Incentive Plan and any administrative guidelines, rules and regulations relating to the Omnibus Incentive Plan shall continue in effect for the duration of such time as any Grants remains outstanding.

Notwithstanding the foregoing and subject to any Stock Exchange Rules, approval of the Shareholders shall be required for any amendment, modification or change to the Omnibus Incentive Plan that:

- (a) increases the maximum percentage of the Corporation's issued and outstanding Shares from time to time that can be reserved for issuance under the Omnibus Incentive Plan, including any increase in the maximum percentage of the Corporation's issued and outstanding Shares from time to time that can be reserved for issuance pursuant to Grants of RSUs;
- (b) increases or removes any of the limits on the participation of any one Eligible Person (as defined in the Omnibus Incentive Plan) or any category of Eligible Persons;
- (c) reduces the Exercise Price (as defined therein) of any Share subject to an option (for this purpose, a cancellation or termination of an option prior to its Expiry Date for the purpose of reissuing an Option to the same Participant with a lower Exercise Price shall be treated as an amendment to reduce the Exercise Price of an Option) except pursuant to the provisions in the Omnibus Incentive

Plan which permit the Board to make equitable adjustments in the event of transactions affecting the Corporation or its capital;

- (d) extends the term of an option beyond the original expiry date (except where an expiry date would have fallen within a Blackout Period (as defined in the Omnibus Incentive Plan) applicable to the Participant);
- (e) extends the term of an Option beyond its maximum term (except where an expiry date would have fallen within a Blackout Period applicable to the Participant);
- (f) permits a Participant to transfer or assign Grants to a new beneficial owner other than for estate settlement purposes;
- (g) changes the Eligible Participants;
- (h) is a matter expressly subject to approval of the holders of Shares pursuant to applicable Stock Exchange Rules; or
- (i) deletes or reduces the range of amendments which require approval of Shareholders under the Omnibus Incentive Plan.

Subject to the foregoing and subject to the approval of the Stock Exchange where applicable, the Board may, without Shareholder approval, at any time or from time to time, amend the Omnibus Incentive Plan for the purposes of:

- (a) making any amendments to the general vesting provisions of each Grant;
- (b) making any amendments to the provisions relating to the termination, disability or death of a Participant, provided that, for so long as the Shares are listed and posted for trading on the TSXV, Shareholder approval shall be required for such amendments;
- (c) making any amendments to add covenants of the Corporation for the protection of Participants, as the case may be, provided that the Board shall be of the good faith opinion that such additions will not be prejudicial to the rights or interests of the Participants, as the case may be;
- (d) making any amendments not inconsistent with the Omnibus Incentive Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Board, having in mind the best interests of the Participants, it may be expedient to make, including amendments that are desirable as a result of changes in law in any jurisdiction where a Participant resides, provided that the Board shall be of the opinion that such amendments and modifications will not be prejudicial to the interests of the Participants and Directors; or
- (e) making such changes or corrections which, on the advice of counsel to the Corporation, are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error, provided that the Board shall be of the opinion that such changes or corrections will not be prejudicial to the rights and interests of the Participants.

#### *Shareholder Approval of the Omnibus Incentive Plan*

In accordance with the policies of the TSXV, Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution approving the Omnibus Incentive Plan as the Corporation's rolling omnibus incentive plan. The Omnibus Incentive Plan was approved by the Board on June 28, 2024. See "Particulars Of Matters To Be Acted Upon — Approval of Rolling Omnibus Incentive Plan".

## Benefits and Perquisites

The Corporation does not currently offer its employees, management or directors any benefits plans. Perquisites are negotiated on a case-by-case basis and at present do not form part of any compensation packages. The Corporation reviews perquisites at the same time that it reviews executive compensation for the applicable NEOs.

## Pensions

The Corporation does not currently have a pension plan.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the end of the Corporation's most recently completed financial year.

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for issuance under equity compensation plans
Equity compensation plans approved by securityholders	Options – 4,792,500 RSUs – Nil	Options – \$0.19 RSUs – N/A	Options – 1,259,588 RSUs – 1,259,588
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
<b>Total</b>	Options – 4,792,500 RSUs – Nil	Options – \$0.19 RSUs – N/A	Options – 1,259,588 RSUs – 1,259,588

## MANAGEMENT CONTRACTS

The Corporation typically organizes its relationships with its NEOs through (i) employment agreements which vary only in respect of their effective date, annual base salary and entitlement to an annual cash bonus, and (ii) grant agreements under the Option Plan and the RSU Plan.

Notwithstanding the foregoing, the Corporation has not entered into employment, management or consulting agreements with its current directors or NEOs, and they have not received any compensation from the Corporation to date.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee is indebted to the Corporation or any of its subsidiaries, nor are any of such persons indebted to another entity that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

None of the directors or executive officers of the Corporation nor any proposed nominee for election as a director of the Corporation, nor any associate of any one of them is or, at any time since the beginning of the most recently completed financial year, has been indebted to the Corporation or any of its subsidiaries. None of such persons are indebted to another entity that is, or at any time since the beginning of the most

recently completed financial year, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

## **CORPORATE GOVERNANCE PRACTICES**

### **General**

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) prescribes certain disclosure by the Corporation of its corporate governance practices. This disclosure is presented below.

### **Board of Directors**

The Board of Directors is responsible for the general supervision of the management of the Corporation’s business and affairs with the objective of enhancing shareholder value.

David Ritter, Dale Miller, Neil Smith and Gregory Turnbull are considered to be independent directors of the Corporation. Brent Osmond is not considered to be independent because he is an officer of the Corporation. In addition, Stephanie Bunch, if elected at the Meeting, will be considered an independent director of the Corporation.

### **Other Directorships**

The following directors of the Corporation are also currently a director of the following other reporting issuers (or their equivalent):

<b>Name</b>	<b>Reporting Issuer</b>
Dale Miller	Yangarra Resources Ltd. (TSX: YGR) Prairie Provident Resources Inc. (TSX: PPR)
Clifford Neil Smith	Southern Energy Corp. (TSXV: SOU)
Gregory Turnbull	Sleeping Giant Capital Corp. (TSXV: SSX.P) SNDL Inc. (CSE: SNDL)

### **Orientation and Continuing Education**

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

### **Ethical Business Conduct**

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

### **Nomination of Directors**

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of Shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, a willingness to serve, and the ability to devote the required time and support for the Corporation’s mission and strategic objectives.

## **Compensation**

The Board conducts reviews with regard to the compensation of the directors and the CEO once a year, and has the authority on such compensation by considering the nature of the services provided by the respective directors and the CEO.

## **Assessments**

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.

## **AUDIT COMMITTEE**

### **General**

Under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), a reporting issuer is required to provide disclosure annually with respect to its Audit Committee, including the text of its Audit Committee Terms of Reference, information regarding composition of the Audit Committee, and information regarding fees paid to its external auditor. The Corporation provides the following disclosure with respect to its Audit Committee.

### **Audit Committee Terms of Reference**

The Audit Committee’s mandate and responsibilities are detailed in its charter (the “**Audit Committee Terms of Reference**”), which was adopted by the Board on June 28, 2024, the full text of which is set forth at Schedule “A” to this Circular.

### **Composition of the Audit Committee**

The Audit Committee shall be comprised of a minimum three directors as determined by the Board and at least a majority of the members of the Audit Committee shall be directors who are not officers, employees or control persons of the Corporation or any of its Associates or Affiliates.

The Audit Committee is currently comprised of Gregory Turnbull, Clifford Neil Smith and Brent Osmond. The Corporation anticipates that following the Meeting, assuming each individual is elected, the Audit Committee will be comprised of Gregory Turnbull, Clifford Neil Smith and Stephanie Bunch, with Stephanie Bunch to replace Brent Osmond on the Audit Committee if elected. In addition, Stephanie Bunch, if elected at the Meeting, will Chair the Audit Committee. All the Audit Committee members are “independent” and “financially literate”, as defined in NI 52-110, as all have the industry experience necessary to understand and analyse financial statements of the Corporation, as well as the understanding of internal controls and procedures necessary for financial reporting.

### **Relevant Education and Experience**

All of the current and anticipated members of the Audit Committee are able to understand and interpret information related to financial statement analysis. Each of the current and anticipated members of the Audit Committee has a general understanding of the accounting principles used by the Corporation to prepare its financial statements and will seek clarification from the Corporation’s auditors, where required. Each of the members of the Audit Committee also has direct experience in understanding accounting principles for private and reporting companies. The relevant experience of the anticipated members of the Audit Committee is set out in their biographies under “Particulars of Matters to be Acted Upon – Election of Directors” below.

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on the exemptions contained in Section 2.4 or Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where, among other things, the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110 in whole or in part.

The Corporation is relying on the exemption provided by Section 6.1 of NI 52-110, which provides that the Corporation, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee has not adopted any policies and procedures for the engagement of non-audit services.

### **External Auditor Service Fees**

In the following table, "audit fees" are fees billed by the Corporation's external auditor for services provided in auditing the Corporation's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Corporation's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

<b>Type of Service Provided</b>	<b>Year-ended December 31, 2024</b>	<b>Year-ended December 31, 2023</b>
Audit Fees	\$203,000	\$10,500
Audit-Related Fees	-	-
Tax Fees	\$10,000	\$1,500
All Other Fees	\$45,100	-
<b>Total</b>	<b>\$258,100</b>	<b>\$12,000</b>

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Other than as set forth herein, the directors and executive officers of the Corporation are not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person 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 associate or affiliate of any such persons, in any matter to be acted upon at the Meeting.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, of any informed person or any associate or affiliate of any such person in any transaction since

the commencement of the financial year ended December 31, 2024 or in any proposed transaction, which has materially affected or would materially affect the Corporation or any of its subsidiaries.

For the purposes of this Circular, an “informed person” means: (i) a director or officer of the Corporation; (ii) a director or officer of a person or company that is itself an informed person or a subsidiary of the Corporation; or (iii) any person or company who beneficially owns or controls or directs, directly or indirectly, voting securities of the Corporation carrying more than 10% of the voting rights attaching to all outstanding voting securities of the Corporation.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

### **1. Report and Financial Statements**

The Board has approved the audited consolidated financial statements of the Corporation for the financial years ended December 31, 2024 and 2023, together with the auditors' reports thereon. Copies of these financial statements have been sent to those Shareholders who have requested the same. A copy of these materials are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### **2. Fix Number of Directors to be Elected at the Meeting**

At the Meeting, Shareholders will be asked to fix the number of directors of the Corporation for the coming year at six (6). Fixing the number of directors of the Corporation will require affirmative votes from a majority of the Common Shares represented at the Meeting.

The Board unanimously recommends that the Shareholders vote **FOR** fixing the number of directors of the Corporation at six (6) and unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote **FOR** the Number of Directors Resolution.

### **3. Election of Directors**

The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Corporation presently held by such nominee, the nominee's municipality of residence, principal occupation at the present and during the preceding five years, the period during which the nominee has served as a director, and the number and percentage of Common Shares that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Effective Date.

Under the ABCA, the election of the director nominees will require affirmative votes from a majority of the Common Shares represented at the Meeting.

**Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote for the election of the persons named in the following table to the Board.** Management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies held by Management Designees will be voted for another nominee in their discretion unless the Shareholder has specified in his form of proxy that his Common Shares are to be withheld from voting in the election of directors. Each director elected at the Meeting will hold office for a term ending on the date of the next annual meeting of Shareholders, or until the election of his or her successor, unless he or she resigns or his or her office becomes vacant by reason of his or her death, removal or other cause.

Name, Municipality of Residence, Office and Date Became a Director	Present Occupation and Positions Held During the Last Five Years	Common Shares Owned/Controlled <sup>(1)(2)</sup>
Brent Osmond <sup>(3)</sup> <i>Alberta, Canada</i> <i>CEO and Director of Fiddlehead since September 5, 2023</i>	CEO and Chairman of Fiddlehead since September 5, 2023. Prior thereto, President, CEO and Director of Clover Oil & Gas, Inc. from October 2018 to May 2021.	2,397,667 (3.96%)
David Ritter <sup>(3)</sup> <i>Texas, USA</i> <i>Director of Fiddlehead since September 27, 2024</i>	Chair of the Board of Clover Oil & Gas, Inc. and consultant with Haymarket Group and McKinsey and Co. over the last 5 years. Independent director on the Board of InvestorKeep, Inc. from May 2021 through March 2024.	225,000 (0.37%)
Dale Miller <i>Alberta, Canada</i> <i>Director of Fiddlehead since September 27, 2024</i>	Mr. Miller serves as a Director of Prairie Provident Resources Canada Ltd. and Yangarra Resources Ltd. and has run his own consulting business, Dark Horse Energy Consultants, since 2017.	500,000 (0.83%)
Clifford Neil Smith <i>Alberta, Canada</i> <i>Director of Fiddlehead since September 27, 2024</i>	Mr. Smith has served as a Director of Southern Energy Corp. since December, 2018 and is a principal at WCF Holding Corp., a private oil and gas company.	750,000 (1.24%)
Gregory Turnbull <sup>(3)</sup> <i>Alberta, Canada</i> <i>Director of Fiddlehead since September 27, 2024</i>	Mr. Turnbull is currently a director of Sleeping Giant and SNDL and was previously a strategic advisor for Fasken Martineau DuMoulin LLP (Fasken). Prior to joining Fasken, Greg was a long-time partner and managing partner at McCarthy Tétrault LLP.	305,027 (0.50%)
Stephanie Bunch <i>Alberta, Canada</i> <i>Director Nominee</i>	Ms. Bunch previously served as the CFO of Denvr Dataworks from September 2022 to July 2024. Prior thereto, Ms. Bunch served as CFO & VP Finance of YSS Corp. from June 2018 to June 2021.	- (0.00%)

**Notes:**

- (1) Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Effective Date, based on information furnished to the Corporation by the above individuals.
- (2) Assumes a total of 60,520,881 Common Shares issued and outstanding as at the Effective Date.
- (3) Member of the Audit Committee.

**Director Biographies**

Brent Osmond

Mr. Osmond is a results-focused executive, leader, visionary and strategist with a track record of extraordinary results. Mr. Osmond has 18 years of oil & gas experience, eleven of which have been in senior executive level roles. As Chief Financial Officer, Mr. Osmond has experience building companies with assets in Alberta, Saskatchewan, British Columbia, North Dakota and Montana. He has guided private equity backed companies and publicly traded companies and has also taken private companies through liquidity events including IPO and RTO transactions. Mr. Osmond has worked for Husky Energy Inc., Questerre Energy Inc., Perpetual Energy Corp., and Mountainview Energy Inc. in the public domain, and private entities including Nyttis Exploration Company Inc., Prosper Petroleum Ltd., and Clover Oil and Gas, Inc. Mr. Osmond is a strategic, creative, solutions-focused executive, having negotiated, structured and sourced over \$500 million in debt and equity capital in his career. A Chartered Professional Accountant,

Mr. Osmond is a graduate of Memorial University of Newfoundland with a Bachelor of Commerce, Co-op degree.

David Ritter

Mr. Ritter is currently the President of The Haymarket Group, LLC, a boutique management consulting firm based in The Woodlands, Texas, USA. He is also a Senior External Advisor for McKinsey and Company. Dave is an accomplished senior operations and strategic executive with over 45 years of experience in the energy industry. Most recently he was the Chief Operating Officer and Member of the Board of Philadelphia Energy Solutions (PES) which was the largest refining complex on the US Eastern seaboard. Prior to that Dave was Senior Vice President in Saudi Refining, Inc. ARAMCO's US affiliate. Dave retired from Royal Dutch Shell at the end of 2010, as group Vice President of Global Competitive Intelligence and Strategy. Dave began his career with Mobil/ExxonMobil and held senior leadership positions in refining, marketing, supply, trading, M&A and corporate strategy and spent more than a third of his career outside the U.S. He also served as a leader in the Downstream oil & gas consulting practice of CG Ernst & Young, LLC.

David received his MBA in Finance as well as his bachelor's degree in civil engineering from Lehigh University. He also did post graduate work in Operations Management at the University of Southern California.

Dale Miller

Mr. Miller is a professional engineer with over 40 years of experience in the Oil and Gas industry, primarily in the Western Canadian Sedimentary Basin. He is currently President of Dark Horse Energy Consultants Ltd., and serves on the Board of Directors of Yangarra Resources Ltd. and Prairie Provident Resources. Prior thereto, Mr. Miller was President, COO & Director of Long Run Exploration Ltd., which at the time was producing ~30,000 boe/d was sold to Calgary Sinoenergy Investment in 2016 for ~\$770 million. Dale has an extensive senior management resume with exploration and production companies, including Pace Oil & Gas, Gibraltar Exploration and Penn West Petroleum. He holds a Bachelor of Science degree, Petroleum Engineering, from the University of Tulsa, and is a member of APEGA.

Clifford Neil Smith

Mr. Smith has over 30 years of technical, financial and international capital markets experience. Most recently, Mr. Smith was the Chief Operating Officer at Crescent Point where he was responsible for all aspects of the company's capital budget, safe operations, reserves management and acquisition evaluations as well as corporate operations risk management analysis and social responsibility reporting. He has a proven track record of creating shareholder value through the innovative development of assets in a safe and capital-efficient manner.

Mr. Smith is an Indigenous Canadian who graduated from the Applied Science Program at the University of British Columbia (BASC) in geological engineering and hold a Masters of Business Administration (Dean's List) majoring in Finance from the University of Calgary.

Gregory Turnbull

Mr. Turnbull has previously served as an officer or director of many public and private companies, including as a director of Crescent Point Energy, Heritage Oil, Storm Resources, and Sunshine Oilsands, and as the Chair of Alberta Health Services and Chair of the Calgary Zoo. Greg is currently a director of Sleeping Giant and SNDL and was also a strategic advisor for Fasken Martineau DuMoulin LLP. Prior to joining Fasken, Greg was a long-time partner and managing partner at McCarthy Tétrault LLP. Greg has extensive experience in corporate governance matters providing advice to boards of directors and special committees, also in finance and securities transactions, including public and private share and debt financings, takeover bids, initial public offerings, business combinations and international stock exchange

listings. Greg holds a Bachelor of Arts degree (with honours) from Queen's University and a Bachelor of Laws degree from the University of Toronto.

#### Stephanie Bunch

Ms. Bunch is a Chartered Professional Accountant with over 30 years of experience in oil & gas, retail, technology and consulting. Ms. Bunch has previously served as an officer of many public and private companies, including as a senior officer of Acclaim Energy Trust, Canetic Energy Trust, Seaview Energy Inc., CQ Energy Partnership (a subsidiary of Direct Energy), YSS Corp., and Denvr Dataworks. Ms. Bunch further provided VP Finance & CFO consulting services via Stephanie Bunch Consulting to small/medium oil & gas producers and retail clients for a number of years. Ms. Bunch has a long history of demonstrated advancement of strategic goals in executive positions while striving for operational efficiency and maintaining strong governance controls.

Ms. Bunch holds a Bachelor of Commerce and a Bachelor of Science from the University of Alberta. Additionally, Ms. Bunch became a Chartered Professional Accountant after graduating from the Canadian Institute of Chartered Accountants in 1994.

#### **Cease Trade Orders**

To the best of the Corporation's knowledge, no proposed director is, as at the Effective Date, or has been within the 10 years before the Effective Date, a director or executive officer of any company (including Fiddlehead), that:

- (a) was subject to: (i) a cease trade order, (ii) an order similar to a cease trade order, or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "Order"), that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

#### **Bankruptcies or Plans of Arrangement**

None of the Corporation's directors, nominees or executive officers or security holders holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or any personal holding companies of the foregoing, has, within ten years prior to the date of this Circular, been a director, or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets.

#### **Penalties or Sanctions**

None of the Corporation's directors, nominees or executive officers or security holders holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or any personal holding companies of the foregoing, has been subject to 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 has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

## **Personal Bankruptcies**

None of the Corporation's directors, nominees or executive officers or security holders holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or any personal holding companies of the foregoing, has, within the 10 years before the date of the information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

## **Conflicts of Interest**

There are potential conflicts of interest to which the directors, proposed directors and executive officers of the Corporation are or will be subject with respect to the operations of the Corporation. Certain of the directors, proposed directors and officers also serve as directors or officers of, or have significant shareholdings in, shareholders of the Corporation as well as other companies that the Corporation has a significant interest in or that the Corporation may wish to enter into transactions with. Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest, including the procedures prescribed by the BCBCA. The BCBCA requires that directors and officers of the Corporation, who are also directors or officers of a party which enters into a material contract with the Corporation or otherwise have a material interest in a material contract entered into by the Corporation, must disclose their interest and, in certain instances, refrain from voting on any resolution of the Corporation's directors to approve the contract.

## **4. Appointment of Auditor**

PricewaterhouseCoopers LLP, Chartered Professional Accountants, is the current auditor of the Corporation. They were first appointed as auditor of the Corporation in respect of its financial year ended December 31, 2024 and have continued to be the auditor of the Corporation since that date. Management believes the performance and remuneration of the auditor for the most recently completed financial year was satisfactory and consistent with industry standards in view of quantity and complexity of the work performed.

Under Section 162 of the ABCA, the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditor for the Corporation will require affirmative votes from a majority of the Common Shares represented at the Meeting.

The Board unanimously recommends that the Shareholders vote **FOR** the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of the Corporation for the financial year ending December 31, 2025 and to authorize the Board to fix the remuneration of the auditor, and unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote **FOR** the Auditor Resolution.

## **5. Approval of Rolling Omnibus Incentive Plan**

At the annual meeting of the shareholders of the Corporation held on July 31, 2024 the shareholders approved the Omnibus Incentive Plan. The material terms of the Omnibus Incentive Plan are described above under "Director and Named Executive Compensation – Equity Incentive Plans - Omnibus Incentive Plan Summary". A full copy of the Omnibus Incentive Plan will be available at the Meeting and is attached to the management information circular dated June 28, 2024 of the Corporation, which can be obtained online at the Corporation's SEDAR+ profile at <http://www.sedarplus.ca>.

Under the policies of the TSXV, the Omnibus Incentive Plan must be approved on a yearly basis by an ordinary resolution of the Shareholders entitled to vote at the Meeting.

The Corporation is seeking the approval of shareholders at the Meeting to pass an ordinary resolution approving, ratifying and confirming the Omnibus Incentive Plan, and approving the issuance of up to 10% of the issued and outstanding Common Shares pursuant to the RSUs, DSUs, and Options granted under the Omnibus Incentive Plan (the **“Omnibus Incentive Plan Resolution”**).

As of date of this Information Circular, a total of 4,792,500 Common Shares are reserved for issuance pursuant to RSUs, DSUs, and Options outstanding under the Omnibus Incentive Plan, being approximately 7.92% of the issued and outstanding Common Shares (based on 60,520,881 Common Shares outstanding as at June 9, 2025).

The text of the Omnibus Incentive Plan Resolution to be considered at the Meeting will be substantially as follows. **Unless otherwise directed, it is the intention of the Management Designees to vote proxies in favour of the ordinary resolution.**

**“BE IT RESOLVED** as an ordinary resolution of the Corporation that:

1. the omnibus incentive plan of the Corporation, in substantially the form attached as Schedule “B” to the Management Information Circular dated June 28, 2024 (the **“Omnibus Incentive Plan”**), be and is hereby ratified, approved and adopted as the omnibus incentive plan of the Corporation;
2. the form of the Omnibus Incentive Plan may be amended, in the discretion of the board of directors of the Corporation, in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;
3. any one (or more) director or officer of the Corporation is hereby authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution; and
4. the Corporation is authorized to reserve and issue Common Shares in the capital of the Corporation for issuance upon exercise of awards granted pursuant to the Omnibus Incentive Plan.”

**The Board has reviewed the proposed resolution and concluded that it is fair and reasonable to the Shareholders and in the best interests of the Corporation and recommends that Shareholders vote FOR the Omnibus Incentive Plan Resolution.**

#### **OTHER BUSINESS**

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the Shareholders at the Meeting, it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.

#### **GENERAL**

Unless otherwise directed, it is management’s intention to vote proxies in favour of the resolutions set forth herein. All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of Common Shares. All special resolutions, if any, to be brought before the Meeting require, for the passing of the same, a two-thirds majority of the votes cast at the Meeting by the holders of Common Shares. All approvals by disinterested Shareholders, if any, require the approval of the Shareholders not affected by, or interested in, the matter to be approved.

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information of the Corporation's most recently completed financial year is provided in the Corporation's comparative financial statements and management discussion and analysis available on SEDAR+. A Shareholder may contact the Corporation at 1000, 250 — 2nd Street S.W., Livingston Place, Calgary, Alberta, Attn: Chief Financial Officer to obtain a copy of the Corporation's most recent financial statements and management discussion and analysis.

### **BOARD APPROVAL**

The contents and the sending of this Circular have been approved by the Board.

**DATED** this 9<sup>th</sup> day of June, 2025.

## SCHEDULE A AUDIT COMMITTEE TERMS OF REFERENCE

### **1. Role and Objective**

The Audit Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Fiddlehead Resources Corp. (the “**Corporation**”) to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for Board of director approval, the audited financial reports and other mandatory disclosure releases containing financial information. The objectives of the Committee, with respect to the Corporation and its subsidiaries, are as follows:

- to assist directors to meet their responsibilities in respect of the preparation and disclosure of the financial reports of the Corporation and related matters.
- to provide an open avenue of communication among the Corporation's auditors, financial and senior management and the Board.
- to ensure the external auditors' independence and review and appraise their performance.
- to increase the credibility and objectivity of financial reports.
- to strengthen the role of the outside directors by facilitating in depth discussions between directors on the Committee, management and external auditors.

### **2. Composition**

The Committee shall be composed of at least three (3) individuals appointed by the Board from amongst its members, all of which members will be independent (within the meaning of National Instrument 52-110 *Audit Committees* issued by the Canadian Securities Administrators (“**NI 52-110**”)) unless the Board determines to rely on an exemption in NI 52-110. A majority of the individuals must be independent if the Committee is composed of more than three (3) individuals. “Independent” generally means free from any business or other direct or indirect material relationship with the Corporation that could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment.

The Secretary to the Board shall act as Secretary of the Committee.

A quorum shall be a majority of the members of the Committee.

All of the members must be financially literate within the meaning of NI 52-110 unless the Board has determined to rely on an exemption in NI 52-110. Being “financially literate” means members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements.

### **3. Meetings**

The Committee shall meet at least four (4) times per year and/or as deemed appropriate by the Committee Chair. As part of its job to foster open communication, the Committee will meet at least annually with management and the external auditors in separate sessions.

Agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.

The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to the Committee members with copies to the Board, the Chief Financial Officer or such other officer acting in that capacity (the “CFO”), and the external auditor.

The Chief Executive Officer and the CFO or their designates shall be available to attend all meetings of the Committee upon the invitation of the Committee.

The Controller, Treasurer and/or such other staff as appropriate shall provide information to the Committee and be available to attend meetings upon invitation by the Committee.

#### **4. Mandate and Responsibilities**

To fulfill its responsibilities and duties, the Committee shall:

- 1) annually review this mandate and make recommendations to the Corporate Governance and Compensation Committee as to proposed changes;
- 2) satisfy itself on behalf of the Board with respect to the Corporation's internal control systems, including, where applicable, relating to derivative instruments:
  - (a) identifying, monitoring and mitigating business risks; and
  - (b) ensuring compliance with legal and regulatory requirements;
- 3) review the Corporation's financial reports, MD&A, any annual earnings, interim earnings and press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial reports), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors; the process should include, but not be limited to:
  - (a) reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial reports;
  - (b) reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
  - (c) reviewing accounting treatment of unusual or non-recurring transactions;
  - (d) ascertaining compliance with covenants under loan agreements;
  - (e) reviewing financial reporting relating to asset retirement obligations;
  - (f) reviewing disclosure requirements for commitments and contingencies;
  - (g) reviewing adjustments raised by the external auditors, whether or not included in the financial reports;
  - (h) reviewing unresolved differences between management and the external auditors;
  - (i) obtaining explanations of significant variances with comparative reporting periods; and
  - (j) determining through inquiry if there are any related party transactions and ensuring the nature and extent of such transactions are properly disclosed;

- 4) review the financial reports and related information included in prospectuses, management discussion and analysis (MD&A), information circular-proxy statements and annual information forms (AIF), prior to Board approval;
- 5) with respect to the appointment of external auditors by the Board:
  - (a) require the external auditors to report directly to the Committee;
  - (b) review annually the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Corporation;
  - (c) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation and confirming their independence from the Corporation;
  - (d) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
  - (e) be directly responsible for overseeing the work of the external auditors engaged for the purpose of issuing an auditors' report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;
  - (f) review management's recommendation for the appointment of external auditors and recommend to the Board appointment of external auditors and the compensation of the external auditors;
  - (g) review the terms of engagement of the external auditors, including the appropriateness and reasonableness of the auditors' fees;
  - (h) when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change;
  - (i) take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors; and
  - (j) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial reports;
- 6) review all public disclosure containing audited or unaudited financial information before release;
- 7) review financial reporting relating to risk exposure;
- 8) satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information from the Corporation's financial reports and periodically assess the adequacy of those procedures;
- 9) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;
- 10) review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial reports of the Corporation and its subsidiaries;

11) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors and consider the impact on the independence of the auditors; the pre-approval requirement is waived with respect to the provision of non-audit services if:

- (a) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than 5% of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
- (b) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
- (c) such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee;

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

12) review any other matters that the Committee feels are important to its mandate or that the Board chooses to delegate to it;

13) with respect to the financial reporting process:

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

**5. Authority**

Following each meeting, in addition to a verbal report, the Committee will report to the Board by way of providing copies of the minutes of such Committee meeting at the next Board meeting after a Committee meeting is held (these may still be in draft form).

Supporting schedules and information reviewed by the Committee shall be available for examination by any director.

The Committee shall have the authority to investigate any financial activity of the Corporation, and to communicate directly with the internal and external auditors. All employees are to cooperate as requested by the Committee.

The Committee may retain, and set and pay the compensation for, persons having special expertise and/or obtain independent professional advice to assist in fulfilling its duties and responsibilities at the expense of the Corporation.







