

AMENDING AGREEMENT No. 2

THIS AMENDING AGREEMENT is made as of the 25th day of October, 2021.

AMONG: BAYSHORE PETROLEUM CORP.

a corporation incorporated under the laws of the Province of Alberta
("BSH")

AND: 1308039 B.C. LTD.

a corporation incorporated under the laws of the Province of British Columbia
("Subco")

AND: INFINITUM COPPER CORP.

a corporation incorporated under the laws of the Province of British Columbia
("ICC")

WHEREAS BSH, Subco and ICC (collectively, the "**Parties**") entered into an amalgamation agreement dated June 25, 2021, as amended on August 27, 2021 (together, the "**Amalgamation Agreement**"), which the Parties wish to further amend in the manner provided herein.

NOW THEREFORE, in consideration of the covenants and agreements herein contained, and for other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged) the Parties hereby agree as follows:

1. All capitalized words and phrases used herein that are not defined have the meanings ascribed thereto in the Amalgamation Agreement.
2. To reflect a lower consolidation ratio, the Amalgamation Agreement is hereby amended by replacing the definition of "BSH Consolidation" thereof, with the following:

"**BSH Consolidation**" means, following completion of the BSH Debt Restructuring and the BSH Business disposition, the consolidation by BSH of its then outstanding BSH Shares on the basis of 20 pre-consolidation BSH Shares for one post-consolidation BSH Share, such that the Company will have 5,918,536 post-consolidation BSH Shares outstanding immediately prior to Closing and the Cancellation."
3. To reflect the cancellation of certain BSH Shares upon Closing, the Amalgamation Agreement is hereby amended by adding the following definition to section 1.1 thereof:

"**Cancellation**" means the cancellation of 2,204,166 BSH Shares, pursuant to the Voluntary Surrenders, upon Closing."
4. To reflect the voluntary surrender of certain BSH Shares upon Closing, the Amalgamation Agreement is hereby amended by adding the following definition to section 1.1 thereof:

“**Voluntary Surrenders**” means the voluntary, irrevocable surrenders to BSH by Ivan Po Kwong Chan, Peter Tak Yuen Ho and Raymond Go of an aggregate of 2,204,166 BSH Shares, for Cancellation.”

5. To reflect an increased financing, the Amalgamation Agreement is hereby amended by replacing the contents of section 3.2(b) thereof with the following:

“ICC Financings: ICC is undertaking the distribution of approximately (i) 11,333,333 ICC Shares at \$0.15 per share, and (ii) at least 5,750,000 ICC Units at \$0.40 per unit, to raise an aggregate minimum of \$4,000,000 (collectively the “**ICC Financings**”).”
6. To reflect the Cancellation of certain BSH Shares upon Closing, the Amalgamation Agreement is hereby amended by:
 - (i) adding a new section 2.4(f) as follows:

“(f) the Voluntary Surrenders and the Cancellation will be completed;”

and sections 2.4(f) and (g) will be re-numbered as 2.4(g) and (h) respectively.
 - (ii) amending section 6.1 by adding the words “, including the Voluntary Surrenders and Cancellation” to the end thereof.
 - (iii) amending section 7.3(b) to read:

“(b) each of the acts and undertakings of BSH to be performed on or before the Effective Date pursuant to the terms of this Agreement shall have been duly performed by BSH, including that the BSH Debt Restructuring will have been completed prior to the Effective Date, and that the BSH Business Disposition, the BSH Consolidation, the Voluntary Surrenders and the Cancellation will have been completed on the Effective Date;”
 - (iv) adding a new section 8.3(i) as follows:

“(i) Voluntary Surrenders: The Voluntary Surrenders executed by Ivan Po Kwong Chan, Peter Tak Yuen Ho and Raymond Go; and evidence of the Cancellation.”

and section 8.3(i) will be re-numbered as 8.3(j).
7. Except as modified herein, all other provisions of the Amalgamation Agreement shall remain unchanged.

[signature page follows]

8. This amending agreement may be executed in counterparts and delivered electronically, each of which shall be deemed to be an original and all of which shall constitute the same document.

IN WITNESS WHEREOF the Parties have executed this amending agreement as of the date first written above.

BAYSHORE PETROLEUM CORP.

by its authorized signatory:

“Peter Ho”

1308039 B.C. LTD.

by its authorized signatory:

“Peter Ho”

INFINITUM COPPER CORP.

by its authorized signatory:

“Steve Robertson”
