

**STAMPER OIL & GAS CORP.**  
**(Formerly Panorama Petroleum Inc.)**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON NOVEMBER 27, 2017**

**NOTICE IS HEREBY GIVEN THAT** the Annual General and Special Meeting (the "Meeting") of the shareholders of STAMPER OIL & GAS CORP., a company incorporated pursuant to the laws of British Columbia (the "Company"), will be held at 502 – 815 Hornby Street, Vancouver, British Columbia, at 11:00 a.m. on Monday, November 27, 2017 for the following purposes:

1. to have placed before the Meeting the directors' report, the audited financial statements of the Company for the fiscal year ended June 30, 2017 and the report of the auditors thereon;
2. to elect seven (7) directors;
3. to appoint Davidson & Company LLP, Chartered Accountants, as the auditors of the Company and to authorize the directors to fix their remuneration;
4. to approve Company's 2017 Stock Option Plan;
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Accompanying this notice are the Management Information Circular, a form of Proxy and a request form for Annual and Interim Financial Statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting and is hereby incorporated into this notice.

Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare 9th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 by 11:00 am, Pacific Time, on November 24, 2017 for deposit same with the chairman of the Meeting on the day of the Meeting or any adjournment thereof, prior to the vote on which it is to be exercised.

Dated this November 01, 2017

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Lutfur Rahman Khan"*  
Chairman of the Board of Directors

**MANAGEMENT INFORMATION CIRCULAR**  
**November 01, 2017**

This Management Information Circular accompanies the Notice of Annual General and Special Meeting (the "Meeting") of the shareholders of STAMPER OIL & GAS CORP. (the "Company") to be held at 11:00 a.m. on Monday, November 27, 2017 and is furnished in connection with the solicitation of proxies by management for use at that Meeting and any adjournment thereof.

**SOLICITATION OF PROXIES**

**The enclosed proxies are being solicited by the management of the Company.** Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by directors, officers and employees of the Company. The Company may reimburse shareholders' nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy. The cost of the solicitation will be borne by the Company.

**These security holder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.**

**EXECUTION OF PROXIES**

The execution of a proxy shall be by the registered shareholder or his attorney authorized in writing or, in the case of a corporation, by a duly authorized officer or attorney of the corporation. In order to be effective, completed proxies must be deposited at the office of the Company's transfer agent, Computershare 9th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 by 11:00 am, Pacific Time, on November 24, 2017 or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof, prior to the vote on which it is to be exercised. **A registered shareholder has the right to appoint a person (who need not be a registered shareholder) to represent him at the Meeting, other than the persons named in the enclosed proxy. Such right may be exercised by inserting the name of such other person in the blank space provided in the proxy and striking out the names of the management's proposed proxyholders therein.**

**NON-REGISTERED HOLDERS**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares.** More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "non-registered holder") but which are registered either: (a) in the name of an intermediary (an "intermediary") that the non-registered holder deals with in respect of the shares (intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian

Depository for Securities Limited (“CDS”)) of which the intermediary is a participant. In accordance with the requirements of National Instrument 54-101 (Communication with Beneficial Owners of Securities of a Reporting Issuer), the Company has distributed copies of the Notice of Annual General and Special Meeting, this Management Information Circular and the proxy (collectively, the “Meeting Materials”) to the clearing agencies and intermediaries for onward distribution to non-registered holders.

Intermediaries are required to forward the Meeting Materials to non-registered holders unless a non-registered holder has waived the right to receive them. Very often, intermediaries will use service companies to forward the Meeting Materials to non-registered holders. Generally, non-registered holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the non-registered holder but which is otherwise not completed. Because the intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the non-registered holder when submitting the proxy. In this case, the non-registered holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with Computershare** as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the intermediary**, and which, when properly completed and signed by the non-registered holder and **returned to the intermediary or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the non-registered holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the intermediary or its service company in accordance with the instructions of the intermediary or its service company.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the shares which they beneficially own. Should a non-registered holder who receives one of the above forms wish to vote at the Meeting in person, the non-registered holder should strike out the names of the management proxyholders named in the form and insert the non-registered holder’s name in the blank space provided. **In either case, non-registered holders should carefully follow the instructions of their intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

## REVOCATION OF PROXIES

Any registered shareholder returning an enclosed form of proxy may revoke the same at any time insofar as it has not been exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing, including a proxy bearing a later date, executed by the registered shareholder or by his attorney authorized in writing or, where the registered shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of

the Company at 502-815 Hornby Street, Vancouver, British Columbia, V6Z 2E6 at any time up to and including 11:00 am, Pacific Time, on November 24, 2017 or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof, and upon either of such deposits, the proxy is revoked. **Only registered shareholders have the right to revoke a proxy. Non-registered holders who wish to change their vote must, at least seven (7) days before the Meeting, arrange for their respective intermediaries to revoke the proxy on their behalf.**

### **VOTING OF PROXIES**

**The shares represented by proxies in favour of management nominees will, if the instructions are certain, be voted on any poll and, where a choice with respect to the matter to be acted upon has been specified in the form of proxy, will be voted in accordance with the specification so made. Where no choice is specified, such shares will be voted on a poll in favour of each matter specifically described in the enclosed proxy.**

When so authorized by the registered shareholder, the accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice of Annual General and Special Meeting and such other matters as may properly come before the Meeting. At the date of this Management Information Circular, management of the Company knows of no such amendments, variations or other matters which may come before the Meeting.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

#### **Authorized and Issued Capital**

The authorized capital of the Company consists of an unlimited number of common shares without par value (the "Common Shares"). On November 01, 2017 the Company had 26,111,524 Common Shares outstanding and entitled to be voted at the Meeting.

Registered shareholders are entitled to receive notice of and to attend meetings of shareholders of the Company. At such meetings, each registered shareholder is entitled to cast one (1) vote per Common Share.

#### **PRINCIPAL SHAREHOLDERS**

To the knowledge of the directors and senior officers of the Company, only the following persons beneficially owned, directly or indirectly, or had control or direction over, more than 10% of the outstanding voting shares of the Company as at November 01, 2017:

Name of the Corporation or Individual	Number of Shares	Percentage of Issued Shares
Lutfur Rahman Khan <sup>(1)</sup>	15,853,830	60.45%

**Note:**

1,742,422 Common Shares are beneficially owned by Larnite Corporation (Pvt) Ltd., 14,092,925 Common Shares are beneficially owned by Maverick Petroleum Ltd., and 18,483 Common Shares are owned by Lutfur Rahman Khan, the Chairman and a director of the Company.

**Only shareholders of record on October 23, 2017 will be entitled to vote at the Meeting. Those registered shareholders desiring to vote at the Meeting by proxy must deliver the applicable form of proxy to the Company's transfer agent, Computershare 9th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 by 11:00 am. Pacific Time, on November 24, 2017 or deposit same with the chairman of the Meeting on the day of the Meeting or any adjournment thereof, prior to the vote on which it is to be used.**

### FINANCIAL STATEMENTS

**The directors of the Company will submit to the shareholders at the Meeting the directors' report, financial statements of the Company for the fiscal year ended June 30, 2017 and the report of the auditors thereon. No vote by the shareholders with respect to the financial statements is required or proposed to be taken.**

### ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of shareholders or until their successors are elected or appointed. The number of directors is presently fixed at seven (7). The management of the Company proposes to nominate the persons listed below for election as directors of the Company. Unless otherwise instructed, or unless the shareholder's instructions are uncertain as they relate to the election of directors, shares represented by proxies given pursuant to the solicitation by the management of the Company will be voted for the nominees herein listed. **The management does not contemplate that any of the nominees will be unable to serve as a director.**

The nominees for the office of director and information concerning them as furnished by the individual nominees are as follows:

Name, Municipality of Ordinary Residence and Office Now Held	Principal Occupations During the Past Five Years	Date first became a Director of the Company	Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed <sup>(1)</sup>
<b>LUTFUR RAHMAN KHAN</b> Director and Chairman of the Board Richmond, British Columbia	Chairman of the Company since Nov., 1994; President of the Company from Nov. 1994 to Dec. 2008; Director of International Sovereign Energy Corp. from Sept. 1996 to June 2008.	March 16, 1994	15,853,830
<b>DAVID GREENWAY</b> President and CEO Director Vancouver, British Columbia	He has held directorships, senior management and business development positions including his role as the CEO of Consolidated Gold Mines, SNS Silver Corp and his board position in Mountain View Conservation Centre.	December 22, 2016	0
<b>ZAKI R. KHAN</b> Director Surrey, British Columbia	Director and President of State Petroleum Overseas Inc. from 2012-2014, and Director of Maverick Petroleum Ltd. since 2014. Employed in the energy sector since 2008 and a graduate of UNBC.	December 09, 2015	92,947
<b>MAHMOOD ARSHAD</b> Director Calgary, Alberta	President of CISL, a private investment company. Mr. Mahmood has twenty years international business experience in construction and finance. Director of International Sovereign Energy Corp. from May 2000 to June 2008.	November 16, 2000	10,000
<b>DR. WASEEM RAHMAN</b> Director Richmond, British Columbia	President of the Company from Dec. 2008 to Dec 2016.	November 15, 1996	408,502
<b>JOHN RYAN</b> Director Coeur d'Alene, Idaho, USA	Over 20 years of active entrepreneur in the resources sector with extensive experience in the natural resource sector, having served as an officer and/or director of companies such as Cadence Resources. High Plains Uranium, U.S. Silver Corporation, and Western Goldfields, Inc.	December 22, 2016	0
<b>SASKO DESPOTOVSKI</b> Director Vancouver, British Columbia	Holds advisory board seats at Smart Plants AS, Excitus AS, and Teaja Inc. and is a board member of Vidom AS, Synergy Space AS, Sharc International Systems Inc. (SHRC.V) and Stamper Oil and Gas Inc. (STMP.V) and is a University of British Columbia (Jack Bell Research Centre) and University of the Fraser Valley science graduate and has held various alumni posts within both institutions.	April 10, 2017	0

**Notes:**

As at November 01, 2017.

1,742,422 Common Shares are beneficially owned by Larnite Corporation (Pvt) Ltd., 14,092,925 Common Shares are beneficially owned by Maverick Petroleum Ltd., and 18,483 Common Shares are owned by Lutfur Rahman Khan, the Chairman and a director of the Company.

The Company has an audit committee, the members of which for prior year were John Ryan, Zaki R. Khan and Mahmood Arshad.

The Company has a Compensation Committee, the members of which are Lutfur Rahman Khan, Mahmood Arshad and David Greenway.

The Company also has a Corporate Governance and Nominating Committee, the members of which are Lutfur Rahman Khan, Zaki Khan and Waseem Rahman.

**APPOINTMENT OF AUDITORS**

The shareholders will be asked to vote for the reappointment of Davidson & Company, Chartered Accountants, of 1200 – 609 Granville Street, Vancouver, British Columbia as auditors of the Company and to authorize the directors to fix their remuneration. Davidson & Company LLP were appointed as auditors of the Company in 2005. Unless otherwise instructed, or unless the shareholder's instructions are uncertain as they relate to the appointment of auditors, shares represented by proxies given pursuant to the solicitation by the management of the Company will be voted for the reappointment of Davidson & Company LLP and for authorizing the directors to fix their remuneration.

**APPROVAL OF STOCK OPTION PLAN**

The Board of Directors of the Company has approved a stock option plan which increases the number of Common Shares reserved for the grant of incentive stock options from 2,700,000 to 5,000,000 (the "2017 Stock Option Plan"). The 2017 Stock Option Plan is a fixed plan and replaces the stock option plan put in place in 2014. The 2017 Stock Option Plan was established with the intent of advancing the interests of the Company by encouraging and enabling the acquisition of equity interest in the Company by the participants.

Approval of the 2017 Stock Option Plan requires passage of an ordinary resolution of shareholders, being a majority of the votes cast by shareholders on the resolution. The Shareholders will be asked to consider, and, if thought advisable, approve the 2017 Stock Option Plan reserving 5,000,000 Common Shares of the Company. The 2017 Stock Option Plan is also subject to regulatory approval. A copy of the 2017 Stock Option Plan, in the form approved by the Directors of the Company, is attached as Schedule 2.

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION THAT:

- 1. The 2017 Stock Option Plan is hereby authorized and approved by the Shareholders, subject to receipt of TSXV approval; and*

*2 Any one director or officer of the Company be and is hereby authorized and directed to do all such things and to execute and deliver for and on behalf of the Company all such notices, documents and instruments, as may be considered necessary or desirable to give effect to the foregoing resolution, and to complete all transactions in connection with the implementation of the 2017 Stock Option Plan.”*

## **EXECUTIVE COMPENSATION**

This disclosure is intended to communicate the compensation provided to the Company's President and Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), each of the Company's most highly compensated executive officers of the Company in 2017 whose individual total compensation was more than \$150,000 in 2017 (collectively, the "Named Executive Officers" or "NEO") and the directors of the Corporation. For 2017, the Named Executive Officers were the CEO and the CFO.

### **Compensation Discussion and Analysis**

The executive compensation programs adopted by the Company and applied to their executive officers (including the Named Executive Officers) are designed to attract and retain qualified and experienced executives who will contribute to the success of the Company. The executive compensation programs attempts to ensure that the compensation of the senior executive officers provides a competitive base compensation package and a strong link between corporate performance and compensation. Senior executive officers are motivated through the programs to meet annual corporate and individual performance goals and enhance long-term shareholders. The senior executive officers of the Company currently are the CEO, and CFO of the Company.

### **Elements of Compensation**

The executive compensation program consists of two components. One of the components, base compensation, is recommended by management to the board of directors comprising of the compensation committee ("Compensation Committee"). The second component is a long-term compensation component in the form of options for Common Shares. This component is determined and administered by the Board of Directors of the Company based on recommendations by management of the Company. For the Named Executive Officers, the stock option component is an essential part of their compensation.

The compensation Committee meets from time to time each year for the purpose of reviewing the overall compensation policy. The Compensation Committee makes specific recommendations to the Board of Directors on salaries of Named Executive Officers and directors and bonus and stock option allocations. Recommendations of the Compensation Committee are reviewed and discussed by the full Board of Directors before final approval.

#### *(a) Base Compensation*

Base compensation for the senior executive officers of the Company is set annually, having regard to the individual's job responsibilities, contribution, experience and proven or expected performance, as well as to market conditions. In setting base compensation levels, consideration is given to such factors as level of responsibility, experience and expertise. Subjective factors such as leadership, commitment and attitude are also considered. The Company and the Compensation Committee have accessed public

disclosure information available for other similar sized companies which are used to determine the competitiveness of the base and other compensation. The Company pays base salary compensation to retain the NEO and has historically tried to pay base compensation near the median.

*(b) Stock Options*

To provide a long-term component to the executive compensation program, certain executive officers and employees of the Company participate in the Company's stock option plan. The maximization of shareholder value is encouraged by granting stock options. Consideration is given to distributing options amongst the various organization levels including Directors, NEO and key employees. The CEO makes recommendations for the CFO and other key employees. These recommendations for options historically have taken into account factors such as: awards made in previous years, the number of options outstanding per individual and the level of organizational responsibility. The Compensation Committee recommends to the Board of Directors the options for the executive officers, namely the CEO and the CFO, and for the Directors. These recommendations for options historically have taken into account factors such as awards made in previous years, the number of options outstanding per individual and the distribution of options amongst the groups.

**Summary Compensation**

The following table sets forth, for the periods indicated, the compensation during such periods earned by the Named Executive Officers:

*Summary Compensation*

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long Term Incentive Plans			
<b>DAVID GREENWAY</b> CEO and President	2017	Nil	-	-	-	-	-	NIL	NIL
<b>DR. WASEEM RAHMAN</b> CEO and President	2016	Nil	-	-	-	-	-	-	-
	2015	Nil	-	-	-	-	-	60,000	60,000
<b>OMAIR CHOUDHRY</b> CFO	2017	Nil	-	-	-	-	-	60,000	60,000
	2016	Nil	-	-	-	-	-	60,000	60,000
	2015	Nil	-	-	-	-	-	60,000	60,000

## **Incentive Plan Awards**

### **Stock Option Plan - Highlights**

The 2017 Stock Option Plan is prepared in accordance with the requirements of the TSX Venture Exchange (the "Exchange"). The 2017 Stock Option Plan is a fixed plan and provides for option grants of up to 5,000,000 shares of the Company and is a fixed plan. The rules of the Exchange require stock option plans to be approved by shareholders at the time of their implementation.

The Optionee must at the time of the grant be a director, senior officer, employee, management company employee or consultant of the Company or a subsidiary of the Company, or a company wholly-owned by any of the foregoing.

The number of Company shares that may be reserved for issuance as incentive stock options, whether granted under the 2017 Stock Option Plan or otherwise, must not exceed (a) in the case of options granted in any 12 month period to any one individual, 5% of the Company's issued shares; (b) in the case of options granted in any 12 month period to any one consultant, 2% of the Company's outstanding shares; and (b) in the case of options granted in any 12 month period to any one person engaged in investor relations activities, 2% of the Company's outstanding shares; in each case calculated at the time of the grant.

The minimum exercise price must not be less than the last daily closing price of the Company's shares on the Exchange on the last day on which a board lot was traded prior to the time of the grant, less a discount ranging from 15% to 25% depending upon the amount of the closing price.

The term of an option must not exceed ten years. All options are non-assignable and non-transferable. No option may be exercised after the expiry of the term. An option may only be exercised while the Optionee (or, if the Optionee is an eligible company, its owner) is a director, officer, employee, management company employee or consultant of the Company or any of its subsidiaries or within 90 days thereafter, except in the case of disability, retirement with the consent of the board of directors or death, in which case the option may be exercised within one year thereafter.

Disinterested shareholder approval must be obtained for any reduction in the exercise price of an option if the Optionee is an insider of the Company at the time of the proposed reduction.

As at the Record Date, the Company has a total of 2,300,000 options outstanding.

## **Outstanding Share-based Awards and Option-based Awards**

The following table sets forth information in respect of all options granted to the Named Executive Officers and that were outstanding as at November 01, 2017:

Name	Option-Based Awards			Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested	Market or payout value of share awards that have not vested
<b>DAVID GREENWAY</b> President, CEO and Director	100,000	0.66	April 09, 2018	Nil	Nil	Nil
<b>OMAIR CHOUDHRY</b> CFO	75,000	0.66	April 09, 2018	Nil	Nil	Nil

### Value on Pay-Out or Vesting of Incentive Plan Awards

The following table sets forth information in respect of the aggregate dollar value realized upon pay-out or vesting of the options or shares:

Name	Option-based awards Value vested during the year (1) (\$)	Share-based awards Value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
<b>DAVID GREENWAY</b> President, CEO and Director	Nil	Nil	Nil
<b>OMAIR CHOUDRY</b> CFO	Nil	Nil	Nil

**Note:**

- The option exercise prices exceed the market price of the Common Shares on the vesting dates and therefore the values vested during the year was \$Nil for each Named Executive Officer.

### Retirement Plan Benefits

The Corporation currently has no defined benefit plans or deferred compensation plans.

### Termination of Employment, Changes in Responsibilities and Employment Contracts

The Corporation has employment contracts with the Chief Executive Officer and Chief Financial Officer. Upon termination of the Chief Executive Officer's or the Chief Financial Officer's employment, other than for cause, or upon a change of control of the Corporation, the Chief Executive Officer and the Chief Financial Officer shall be entitled to a termination payment, in the amount of \$120,000 in the case of the Chief Financial Officer and Eighteen Months Salary in the case of the Chief Executive Officer.

### Compensation of Directors

The Compensation Committee of the Board of Directors for fiscal 2017 was composed of Lutfur Rahman Khan, Mahmood Arshad and David Greenway. All of the members are directors of the Corporation and hold options to purchase shares of the Corporation. The Compensation Committee recommends and reviews the compensation of the directors and officers annually. The directors were paid no cash fees or other non-cash compensation for the fiscal year ended June 30, 2017.

### Outstanding Share-based Awards and Option-based Awards

The following table sets forth information in respect of all options granted to the directors and that were outstanding as at November 01, 2017:

Name	Option-Based Awards				Share-Based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested	Market or payout value of share awards that have not vested
<b>LUTFUR RAHMAN KHAN</b> Chairman and Director	100,000	0.66	April 09, 2018	Nil	Nil	Nil
<b>DAVID GREENWAY</b> President, CEO & Director	100,000	0.66	April 09, 2018	Nil	Nil	Nil
<b>DR. WASEEM RAHMAN</b> Director	75,000	0.66	April 09, 2018	Nil	Nil	Nil
<b>ZAKI KHAN</b> Director	75,000	0.66	April 09, 2018	Nil	Nil	Nil
<b>MAHMOOD ARSHAD</b> Director	75,000	0.66	April 09, 2018	Nil	Nil	Nil
<b>SASKO DESPOTOVSKI</b> Director	Nil	Nil	Nil	Nil	Nil	Nil
<b>JOHN RYAN</b> Director	75,000	0.66	April 09, 2018	Nil	Nil	Nil

### Value on Pay-Out or Vesting of Incentive Plan Awards

The following table sets forth information in respect of the aggregate dollar value realized upon pay-out or vesting of the options or shares:

<b>Name</b>	<b>Option-based awards – Value vested during the year (1)</b>	<b>Shar-based awards – Value vested during the year</b>	<b>Non-equity incentive plan compensation – value earned during year</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
<b>LUTFER RAHMAN KHAN</b> Chairman and Director	Nil	Nil	Nil
<b>DAVID GREENWAY</b> President, CEO and Director	Nil	Nil	Nil
<b>DR. WASEEM RAHMAN</b> Director	Nil	Nil	Nil
<b>ZAKI KHAN</b> Director	Nil	Nil	Nil
<b>MAHMOOD ARSHAD</b> Director	Nil	Nil	Nil
<b>SASKO DESPOTOVSKI</b> Director	Nil	Nil	Nil
<b>JOHN RYAN</b> Director	Nil	Nil	Nil

**Note:**

- (1) The option exercise prices exceeded the market price of the Common Shares on the vesting dates and therefore the values vested during the year was \$Nil for each Director.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table provides information with respect to the total number of Common Shares authorized for issuance under the 2014 Stock Option Plan as at November 01, 2017.

*Equity Compensation Plan Information*

<b>Plan Category</b>	<b>Number of Securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
<b>Equity compensation plans approved by securityholders</b>	2,300,000	\$.705	400,000
<b>Equity compensation plans not approved by securityholders</b>	Nil	Nil	Nil
<b>Total</b>	2,300,000	\$.705	400,000

## INDEBTEDNESS OF DIRECTORS AND OFFICERS

The Corporation has no knowledge of any indebtedness to the Corporation outstanding as at June 30, 2017, by executive officers, directors, employees and former executive officers, directors, employees of the Corporation except as set out below.

Aggregate Indebtedness (\$)		
Purpose	To the Corporation or its subsidiaries	To Another Entity
Share Purchases	Nil	Nil
Other	Nil	Nil

No director or officer of the Corporation, or proposed nominee for election as a director, or associate or affiliate of them, of the Corporation is or has been indebted to the Corporation since the beginning of the last completed fiscal year of the Corporation other than those described below:

None of the directors or executive officers is indebted to the Company under securities purchase programs or other similar programs.

## CORPORATE GOVERNANCE REPORT

The Board of Directors remains committed to maximizing shareholder value employing good corporate governance and risk management in accordance with the wishes of our shareholders and the investment community.

The Board continues to fulfill its corporate governance role directly and through Committees to which it delegates certain responsibilities. The Board and its Committees are focused on the continued improvement of our governance principles and practices while maintaining aggressive exploration, exploitation and development of our resources. It is committed to constantly reviewing such principles and practices to ensure continued evolution of good cost effective corporate governance.

### Board of Directors

The majority of the Company's current Board members (three of the five), are considered by the Board to be "independent", as defined in National Instrument 58-101 (Disclosure of Corporate Governance Practices). As Chief Executive Officer and President of the Company, Mr. Greenway is not considered independent. Chairman of the Board Mr. Lutfur Rahman Khan is not an independent director. Messrs. Khan, Arshad and Mahmood are considered independent. See "Election of Directors" above for more information about each director, including other directorships and share ownership.

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. The Board encourages open and candid discussion among its independent directors.

The Chairman of the Board is not an independent director. No lead director has been appointed. The Board intends to determine appropriate steps to promote leadership for its independent directors through the development of the Board mandate referred to below under "Board Mandate".

The following table summarizes the attendance in person or by phone, the current members of the Board of Directors at Board meetings held during the period since July 1, 2016:

<u>Name</u>	<u>Board Meetings Attended</u>
Lutfur Rahman Khan	4 of 4
Dr. Waseem Rahman	4 of 4
Mahmood Arshad	4 of 4
Zaki Khan	4 of 4
David Greenway	3 of 4
John Ryan	1 of 4
Sashko Despotovski	1 of 4

**Board Mandate.** The Board has adopted a mandate, the text of which is as follows:

“To maximize shareholder value, manage risk and conduct the affairs of the Company in a manner that reflects integrity and ethical business practices and responsibility.

*The board assumes responsibility for the stewardship of the Company, including responsibility for:*

- (a) to the extent feasible, satisfying itself as to the integrity of the chief executive officer (the CEO) and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;*
- (b) adopting a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business;*
- (c) identification of the principal risks of the Company’s business, and ensuring the implementation of appropriate systems to manage these risks;*
- (d) succession planning (including appointing, training and monitoring senior management);*
- (e) adopting a communications policy for the Company;*
- (f) ensuring the integrity of the Company’s internal control and management information systems;*
- (g) developing the Company’s approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Company.*
- (h) implementing measures for receiving feedback from the shareholders, and*
- (i) establishing expectations and responsibilities of directors.”*

The Board has adopted a Corporate Governance policy setting out the procedure for the above items, which policy is continually monitored by the board for review and improvement.

**Position Descriptions.** The bylaws of the Company provide for the positions of directors and chairman. The Board has designated certain board committees and has established a respective chairman of each committee. Conventional rules of meeting conduct prevail at all such meetings of the Board and committees. The Corporate Governance and Nominating Committee will address such positions as director, chairman, committee chairman and chief executive officer and devise a description and method to assess such individual performances. Currently, leadership and management issues (if any) are addressed by the Board.

**Orientation and Continuing Education.** All members of the Board of Directors have previous public company experience. New members are given copies of the Corporate Governance Policy and access to all public records and directors minutes of the Company. Each is orientated on the operations of the Company by the CEO. The Board supports continuing education where such programs would benefit the members and the Company. Orientation is also provided through the review of documents relating to the Company's history and its current operations. Directors appointed to committees are oriented through meetings with the committee chairpersons. Directors are encouraged to attend conferences to increase their knowledge of matters relevant to the Company's business and their own obligations. Directors are also encouraged to engage in dialog with the business community as it relates to the diamond industry.

**Ethical Business Conduct.** The Board of Directors has provided an environment of sound ethical business conduct. It has established a written Code of Business Conduct and Ethics, which is by no means exhaustive in describing the corporate culture that exists. It is the responsibility of the Corporate Governance and Nominating Committee to monitor the Code and its adherence thereto by the directors, officers, employees and consultants. The Board has not granted a waiver from any provisions of its Code.

**Nomination of Directors.** Where members of the Board of Directors or members of management feel that the Company would be best served by new members offering certain business skills that would foster the advancement of the Company and such candidates are approached by such members, the candidates are presented to the Corporate Governance and Nominating Committee for recommendation to the Board of Directors.

**Compensation.** The Company's directors are compensated through grants of stock options. Option grants are made in accordance with the Company's stock option plan pursuant to resolutions of the Board. In most years, directors are also compensated by the payment of nominal compensation for attending Board meetings, in amounts determined by the Board from time to time.

#### **Other Board Committees**

The Company has three standing committees, the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. The Audit Committee Terms of Reference are attached to this Management Information Circular as Schedule 1.

**Regular Board Assessments.** The Corporate Governance and Nominating Committee has been charged with the terms of reference regarding the composition of the Board and committees and the Chief Executive Officer, relating to tenure as a director or officer, to implement a process for assessing the effectiveness of the Board, the Committees, the chairmen of such committees and individual directors and to the size of the Board.

## **MANAGEMENT CONTRACTS**

Management functions of the Company or any of its subsidiaries are not, to any substantial degree, performed by persons other than the directors and senior officers of the Company and its subsidiaries.

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

Except as disclosed herein, since the commencement of the last completed financial year, no insider of the Company or any proposed nominee for election as a director of the Company or any associate or affiliate of such insider or proposed nominee has had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

## **INTEREST OF MANAGEMENT AND INSIDERS IN MATTERS TO BE ACTED UPON**

The directors and senior officers of the Company will be eligible for grants of options under the 2017 Stock Option Plan. Except as disclosed herein, no insider of the Company or proposed nominee for election as a director of the Company or any associate or affiliate of such insider or proposed nominee has any material interest, direct or indirect, in any matter to be acted upon at the Meeting.

## **OTHER MATTERS TO BE ACTED UPON**

The management knows of no matters to come before the Meeting of the shareholders other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the proxies solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the proxies.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's comparative financial statements and Management's Discussion & Analysis for the year ended June 30, 2017 copies of which can be obtained upon request from the Company at 604-684-2401 or by sending the attached request card.

## **APPROVAL OF THE BOARD OF DIRECTORS**

Except as otherwise indicated, the information contained herein is given as of the November 01, 2017. The contents of this Management Information Circular and the sending thereof to the members of the Company have been approved by the Board of Directors of the Company.

BY ORDER OF THE BOARD

*"Lutfur Rahman Khan"*  
Chairman of the Board of Directors

November 01, 2017  
Vancouver, British Columbia

## Schedule 1

### AUDIT COMMITTEE TERMS OF REFERENCE

The Audit Committee will assist the board of directors (the “Board”) in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Corporation’s process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Corporation’s business, operations and risks.

The Board shall elect annually from among its members a committee to be known as the Audit Committee to be composed of a minimum of three directors, composed entirely of independent directors. Two members of the Audit Committee shall constitute a quorum.

Any member of the Audit Committee may be removed or replaced at any time by the Board and shall at any time cease to be a member of the Audit Committee upon ceasing to be a director. Subject to the foregoing, each member of the Audit Committee shall hold office as such until the next annual meeting of shareholders after his election.

#### **The Audit Committee will**

- a) require the external auditor to report directly to it;
- b) recommend to the board of directors:
  - i) the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the issuer; and
  - ii) the compensation of the external auditor.
- c) review all annual and interim financial statements intended for circulation among shareholders and shall report thereon to the Board;
- d) be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the issuer, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- e) pre-approve all non-audit services to be provided to the issuer or its subsidiary entities by the issuer’s external auditor.
- f) review the issuer’s financial statements, MD&A and annual and interim earnings press releases before the issuer publicly discloses this information.
- g) be satisfied that adequate procedures are in place for the review of the issuer’s public disclosure of financial information extracted or derived from the issuer’s financial statements, other than the public disclosure referred to in subsection f), and must periodically assess the adequacy of those procedures.
- h) establish procedures for:
  - i) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters;
  - ii) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
  - iii) review and approve the issuer’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.

In addition, the Board may refer to the Audit Committee such matters and questions relating to the financial position of the Corporation and its affiliates as the Board may from time to time see fit. The members of the Audit Committee shall have the right for the purpose of performing their duties of inspecting all the books and records of the Corporation and its affiliates and of discussing such accounts and records and any matters relating to the financial position of the Corporation with the officers and auditors of the Corporation and its affiliates. In addition, the Audit Committee may engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.

The Board shall designate one of the members appointed to the Committee to be the Chairman and the Secretary of the Corporation shall be the Secretary of the Audit Committee.

The times of and places where meetings of the Audit Committee shall be held and the calling of and procedure at such meetings shall be determined from time to time by the Audit Committee; provided that notice of every such meeting shall be given to the auditors of the Corporation and that meetings shall be convened whenever requested by the auditors in accordance with the Business Corporation Act.

**Schedule 2**

**STAMPER OIL & GAS CORP.  
2017 STOCK OPTION PLAN  
November 01, 2017**

**1. The Plan**

A Stock Option Plan (the "Plan") for directors, officers, employees and consultants of STAMPER OIL AND GAS CORP. (the "Corporation") and its subsidiaries to purchase authorized but unissued common shares of the Corporation ("Common Shares") shall be established on the terms and conditions hereinafter set forth. The 2017 Stock Option Plan is a fixed plan and shall be effective from and after the date (the "Effective Date") upon which it has been accepted by the TSX Venture Exchange and approved by the shareholders of the Corporation.

**2. Purpose**

The purpose of the Plan is to promote the profitability and growth of the Corporation by facilitating the efforts of the Corporation and its subsidiaries to attract and retain directors, officers, employees, management company employees and consultants. The Plan provides an incentive for and encourages ownership of the Common Shares by such persons to induce them to make a maximum contribution to the Corporation's success and to benefit from increases in the value of the Common Shares.

**3. Eligibility**

The following persons ("Eligible Participants") are eligible for grants of options under the Plan:

- (a) directors, officers and employees of the Corporation and any of its subsidiaries;
- (b) employees of any management company that provides management services to the Corporation or any of its subsidiaries;
- (c) consultants to the Corporation or any of its subsidiaries, including consulting companies and partnerships of which an individual providing consulting services to the Corporation or any of its subsidiaries is an employee, shareholder or partner; and
- (d) companies wholly-owned by any of the above;

in each case subject to such person satisfying the criteria for eligibility set out in the policies of the TSX Venture Exchange or any other exchange upon which the Common Shares are listed (the "Exchange"), and subject to the availability of a statutory exemption from the prospectus requirements under applicable securities laws.

**4. Grants of Options**

The Board of Directors of the Corporation or, if the Board of Directors so directs, the Compensation Committee of the Board of Directors (the "Committee"), may from time to time in

its discretion grant to any Eligible Participant who in the opinion of the Board of Directors or the Committee is suitable to receive options under the Plan (an "Optionee"), an option to purchase such number of Common Shares ("Optioned Shares") as is fixed by the Board of Directors or the Committee at the time such option is granted, upon and subject to the terms, conditions and limitations herein contained and otherwise as the Board of Directors or the Committee may from time to time determine at the time of the grant.

Each option shall be evidenced by a written agreement between, and executed by, the Corporation and the Eligible Participant containing the terms and conditions with respect to such option, which terms and conditions shall be consistent with the provisions of the Plan. In the case of an option granted to an Eligible Participant other than a director or senior officer of the Corporation or any of its subsidiaries, such agreement shall contain a representation from the Corporation that the Optionee is, as the case may be, either a *bona fide* employee of the Corporation or any of its subsidiaries, a *bona fide* employee of a management company that provides management services to the Corporation or any of its subsidiaries or a *bona fide* consultant to the Corporation or any of its subsidiaries, in each case as determined in accordance with the policies of the Exchange.

#### 5. **Common Shares Subject to the Plan**

The number of Common Shares that are available for grants of options under the Plan shall be such number as may from time to time be approved by the Board or the Committee, provided that the aggregate number of Common Shares subject to director, officer, employee, management company employee and consultant incentive stock options, whether granted under the Plan or otherwise, shall not at any time exceed 5,000,000. Common Shares subject to options that have lapsed or been terminated, whether granted under the Plan or otherwise, shall upon such lapse or termination become available for option grants under the Plan.

The number of Common Shares subject to options to Eligible Participants, whether granted under the Plan or otherwise:

- (a) in the case of options granted in any twelve (12) month period to any one individual, shall not exceed five (5%) percent of the number of outstanding Common Shares, calculated at the time of grant;
- (b) in the case of options granted in any twelve (12) month period to any one employee conducting investor relations activities, shall not exceed two (2%) percent of the issued shares, calculated at the time of grant; and
- (c) in the case of options granted in any twelve (12) month period to any one consultant, shall not exceed two (2%) percent of the issued Common Shares, calculated at the time of grant;

except in each case as otherwise permitted by the Exchange.

#### 6. **Exercise Price**

The purchase price of the Common Shares upon exercise of each option granted under the Plan shall be the exercise price fixed for such option by the Board of Directors or the Committee at

the time of the grant, but such exercise price shall not be less than the fair market value of the Common Shares at the time of the grant less the maximum discount therefrom permitted by the Exchange. Except as may be otherwise required by the Exchange, the fair market value for this purpose shall be deemed to be the closing price at which board lots of the Common Shares were traded on the Exchange on the day preceding the day on which the option is granted (or on the day the option is granted if the option is granted after the close of trading on the Exchange on such day), or if no board lots were traded on such day then the closing price at which board lots were traded on the most recent day upon which at least one board lot was traded on the Exchange.

The Board of Directors or the Committee may in its discretion from time to time reduce the exercise price for an option granted to an Optionee, subject to any requirements for shareholder approval set out in the policies of the Exchange. As at the Effective Date, the policies of the TSX Venture Exchange required disinterested shareholder approval (as defined therein) for any reduction in the exercise price of an option granted to an Optionee who is an insider of the Corporation at the time of the proposed amendment.

## 7. **Vesting and Term of Options**

Each option shall become exercisable and the Common Shares subject to such option shall become purchasable at such time or times after the option is granted as may be determined by the Board of Directors or the Committee at the time of the grant. If no such time or times are so determined, then each option (other than an option granted to a consultant performing investor relations activities for the Corporation or any of its subsidiaries) may be exercised as to a maximum of one-half (1/2) of the number of Common Shares subject thereto from the date of the grant and as to all of the Common Shares subject thereto after one (1) year from the date of the grant.

Under securities laws applicable in the Province of British Columbia, the Corporation is not permitted as at the Effective Date to grant incentive stock options to consultants performing investor relations activities for the Corporation or any of its subsidiaries. However, if the Corporation becomes entitled to grant options to such consultants, an option granted to any such consultant shall vest in stages over a minimum of twelve (12) months, with no more than one-fourth (1/4th) of the option vesting in any three (3) month period.

Notwithstanding the foregoing, each option shall become exercisable to its full extent if the Board of Directors determines in its sole discretion that there are circumstances which justify amending the vesting terms to permit early exercise of the option, including by reason that a change in control of the Corporation has occurred or is expected to occur.

Each option, unless sooner terminated in accordance with the terms, conditions and limitations of the option or unless sooner exercised, shall expire at the close of business on the date (the "Expiry Date") determined by the Board of Directors or the Committee at the time the option is granted, or failing such determination, on the fifth (5<sup>th</sup>) anniversary of the date of the grant of the option, provided that no option shall have a term exceeding ten (10) years from the date of grant. Common Shares subject to an option which has lapsed or been terminated shall become available for option grants under the Plan.

8. **Termination**

In the event that an Optionee (or, if the Optionee is a wholly-owned company, its owner) prior to the close of business on the Expiry Date for an option granted to such Optionee, ceases to be a director, officer, employee, management company employee or consultant of the Corporation or any of its subsidiaries, then such option shall remain exercisable to and only to the extent of the Optioned Shares which may be purchased under paragraph 7 above, determined as of the date the Optionee (or, if the Optionee is a wholly-owned company, its owner, as the case may be) ceases to be a director, officer, employee or consultant, for a period commencing on such date and ending ninety (90) days thereafter or the Expiry Date, whichever is earlier, and thereafter shall be of no further force or effect whatsoever, provided that:

- (a) in the event of the termination of the Optionee (or, if the Optionee is a wholly-owned company, its owner) as a director, officer, employee, management company employee or consultant of the Corporation or any of its subsidiaries by reason of disability, or by reason of retirement with the consent of the Board of Directors of the Corporation or of such subsidiary, as the case may be, an option granted to such Optionee may be exercised in whole or in part by the Optionee during the period commencing on the date of such termination and ending one (1) year thereafter or on the Expiry Date, whichever is earlier; and
- (b) in the event of the death of the Optionee (or, if the Optionee is a wholly-owned company, its owner) while a director, officer, employee, management company employee or consultant of the Corporation or any of its subsidiaries, an option granted to such Optionee may be exercised in whole or in part by the legal personal representatives of the Optionee (or, if the Optionee is a wholly-owned company, the Optionee) during the period commencing on the date of death and ending one (1) year thereafter or on the Expiry Date, whichever is earlier.

9. **Issue of Common Shares**

No Optionee shall have any of the rights of a shareholder with respect to any Common Shares subject to an option until such shares have been paid for in full and have been issued to such person.

10. **Transferability**

No option granted under the Plan shall be assignable or transferable, provided that an option granted to a deceased Optionee may be exercised by the Optionee's legal personal representatives as provided in paragraph 8(b) above.

11. **Change in Shares Subject to the Plan**

If the Common Shares are subdivided or consolidated, an adjustment shall be made in the number of Common Shares deliverable upon the exercise of any option granted under the Plan without change in the exercise price. If the Corporation is reorganized or is merged, consolidated or amalgamated with another corporation, the Board of Directors or the Committee shall make such adjustments to the number and class of shares subject to outstanding options and

the exercise price payable upon the exercise of outstanding options as the Board considers appropriate to prevent impairment or enlargement of the rights of the Optionees.

12. **Administration**

Within the limitations set forth in the Plan, the Board of Directors or the Committee, as the case may be, is authorized to provide for the grant, exercise and method of exercise of options on such terms (which may vary as between options) as it shall determine. All decisions and interpretations made by the Board of Directors or the Committee shall be binding and conclusive on the Corporation and all Eligible Participants. Time shall be of the essence with respect to the Plan and the administration thereof.

13. **Method of Exercise of Option**

Each option or part thereof may be exercised by the Optionee or his legal personal representative by giving a notice in writing addressed to the Corporation at its principal office in the City of Vancouver, in the Province of British Columbia, and delivered or mailed by registered mail to the Chief Executive Officer or Secretary of the Corporation. Such notice shall specify the number of Optioned Shares with respect to which the option is being exercised and shall be accompanied by payment in full, by certified cheque or other form of payment acceptable to the Corporation, of the purchase price for such number of Optioned Shares so specified therein. Upon any such exercise of an option as aforesaid, the Corporation shall forthwith cause the transfer agent and registrar of the Corporation to deliver to the Optionee or his legal personal representatives or to the order thereof a certificate representing the aggregate number of fully paid and non-assessable Common Shares that the Optionee or his legal personal representatives shall have then paid for. Notwithstanding the foregoing, no option shall be exercisable unless the Corporation shall be satisfied that the issuance of Common Shares on exercise of the option will be in compliance with applicable securities laws in Canada and the United States and in compliance with the requirements of the Exchange.

14. **Amendment and Discontinuance**

The Board of Directors may at any time amend any of the provisions of the Plan, subject to obtaining any required approval of the Exchange or other regulatory authorities, provided that any such amendment may not, without the consent of the Optionee, adversely affect or impair any option previously granted to an Optionee under the Plan. The Board of Directors may at any time terminate the Plan with respect to any Common Shares not at the time subject to option.

15. **Interpretation**

The Plan shall be construed in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein.

16. **Liability**

No member of the Committee or any director, officer or employee of the Corporation or any of its subsidiaries shall be personally liable for any act taken or omitted in good faith in connection with the Plan.