

RECORD RESOURCES INC.

**NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD
SEPTEMBER 6, 2023**

To the holders of Common Shares:

Notice is hereby given that a special meeting of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Record Resources Inc. (“**Record Resources**” or the “**Corporation**”) will be held via tele- and videoconference (1-[855-703-8985](tel:855-703-8985), Meeting ID: 865 5096 8502 or <https://us02web.zoom.us/j/86550968502>) on Wednesday, September 6, 2023 at 11:00 AM (Mountain time) and at any or all adjournments or postponements thereof (the “**Meeting**”), for the following purposes:

- (1) to approve the non-arm’s length option to earn-in 80% of mining exploration properties and to enter into a joint venture with Pelangio Exploration Inc. and the execution of the mining claim option agreement entered into by and between the Corporation and Record Gold Corp.; and
- (2) to approve the purchase price of \$2,000,000 concerning the non-arm’s length, mining claim option agreement, in which the consideration is payable in 39,999,984 common shares of the Corporation to Record Gold Corp. at a unit price of \$0.05.

COVID-19 Plan: This year, to proactively deal with the ongoing public health impact of the Coronavirus (COVID-19) and in order to mitigate potential risks to the health and safety of its shareholders, employees, communities and other stakeholders, the Company is holding this special shareholder meeting virtually rather than in person. Due to issues related to the verification of Shareholder identity via teleconference, in-person voting will not be permitted at the Meeting. If you are a Registered Shareholder and wish to have your vote counted, you will be required to complete, date, sign and return, the accompanying form of proxy (“**Proxy**”) for use at the Meeting or any adjournment thereof (or vote in one of the other manners described below under the heading “**Appointment and Revocation of Proxies**”).

SHAREHOLDERS WILL HAVE AN EQUAL OPPORTUNITY TO PARTICIPATE AT THE MEETING REGARDLESS OF THEIR GEOGRAPHIC LOCATION. PARTICIPANTS SHOULD DIAL IN 5-10 MINUTES PRIOR TO THE SCHEDULED START TIME AND ASK TO JOIN THE CALL. SHAREHOLDERS WILL NOT BE ABLE TO VOTE ON THE CONFERENCE CALL. VOTING WILL BE CONDUCTED EXCLUSIVELY BY PROXY.

The nature of the business to be transacted at the Meeting and the specific details of the matters proposed to be put to the Meeting are described in further detail in the information circular of the Corporation dated July 13, 2023 accompanying this Notice.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is August 7, 2023. Shareholders of the Corporation whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of his Common Shares after such date and the transferee of those Common Shares establishes that he owns the Common Shares and requests, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

Management is soliciting proxies. Shareholders who are unable to attend the Meeting or any adjournment thereof in person and who wish to ensure that their Common Shares will be voted are requested to complete, date and sign the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the management information circular of the Corporation dated July 13, 2023 accompanying this Notice, and mail it to or deposit it with Trans Canada Transfer Inc, Proxy Department 13th Floor, 25 Adelaide Toronto, Ontario M5C 3A1 not later than 11:00 AM (Toronto time).

For the proxy to be valid, the duly completed and signed form of proxy must be received by not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time set for the Meeting or any adjournment of the Meeting. A Shareholder may appoint as his, her or its proxy a person other than those named in the enclosed form of proxy. That person does not have to be a Shareholder. Registered shareholders may also use the internet at www.investorvote.com to transmit their voting instructions.

Shareholders of the Corporation holding Common Shares registered in the name of a broker or other nominee should ensure that they make arrangements to instruct the broker or other nominee how their Common Shares are to be voted at the Meeting in order for their vote to be counted at the Meeting.

DATED at Calgary, Alberta this 13th day of July 2023.

**BY ORDER OF THE BOARD OF
DIRECTORS OF RECORD RESOURCES INC.**

(signed) "*Michael C. Judson*"

Michael C. Judson

President and Chief Executive Officer

RECORD RESOURCES INC.

MANAGEMENT INFORMATION CIRCULAR SPECIAL MEETING OF SHAREHOLDERS OF RECORD RESOURCES INC. TO BE HELD ON SEPTEMBER 6, 2023

Solicitation of Proxies

This Information Circular is furnished by the management of Record Resources Inc. (the “**Corporation**”) to the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of the Corporation in connection with the solicitation of proxies to be voted at a special meeting of the Shareholders (the “**Meeting**”) to be held by videoconference on September 6, 2023 at 11:00 AM (Mountain time), and at any adjournment thereof for the purposes set forth in the notice of meeting enclosed with this Information Circular (the “**Notice of Meeting**”). It is expected that such solicitation will be primarily by mail. The information contained in this Management Information Circular is given as of July 13, 2023.

Only Shareholders of the Corporation of record on August 7, 2023 are entitled to notice of, to attend and to vote at the Meeting, unless a Shareholder has transferred any shares subsequent to that date and the transferee shareholder, not later than 10 days before the Meeting, establishes ownership of the shares and demands that the transferee’s name be included on the list of Shareholders.

The instrument appointing a proxy must be in writing and must be executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by a duly authorized officer or attorney of the corporation.

The enclosed form of proxy (the “**Proxy Form**”) is solicited by the management of the Corporation. **The persons named in the enclosed Proxy Form are directors and/or officers of the Corporation (the “management designees”). As a Shareholder submitting a proxy you have the right to appoint a person (who need not be a Shareholder) to represent you at the Meeting other than the person or persons designated in the Proxy Form furnished by the Corporation. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Proxy Form and strike out the other names or submit another appropriate proxy.** In order to be effective, the Proxy Form must be mailed so as to be deposited at the office of the Corporation’s transfer agent, Trans Canada Transfer Inc, Proxy Department, 25 Adelaide Street, Suite 1301, Toronto, Ontario M5C 3A1 or faxed to 1 (416) 603-4402 not later than 11:00 AM (Toronto time) on the second last business day preceding the date of the Meeting or any adjournment or postponement thereof. Registered Shareholders may also email us their signed proxy at transcanadatransfer@yahoo.ca to transmit their voting instructions.

Advice to Beneficial Holders

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 do not hold their Common Shares in their own name (referred to herein as “**Beneficial Shareholders**”) are advised that only proxies from Shareholders of record can be recognized and voted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder’s name on the records of the Corporation. 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 Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). 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.

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.**

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

Revocability of Proxy

A Shareholder who has given a proxy has the power to revoke it. In addition to revocation in any other manner permitted by law, a registered Shareholder who has given a proxy may revoke it by: (i) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered Shareholder or the registered Shareholder’s authorized attorney in writing, or, if the registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or (ii) personally attending the Meeting and voting the registered Shareholder’s Common Shares.

Persons Making the Solicitation.

This solicitation is made on behalf of management of the Corporation. The Corporation will bear the costs incurred in the preparation and mailing of the Proxy Form, Notice of Meeting and this Information Circular. In addition to mailing forms of proxy, proxies may be solicited by personal interviews, or by other means of communication, by directors, officers and employees of the Corporation who will not be remunerated therefor.

In accordance with National Instrument 54-101 - *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. However, the Corporation does not intend to pay for an intermediary to deliver solicitation materials to objecting beneficial owners (as described in NI 54-101), including this Management Information Circular, and objecting beneficial owners will not receive such materials unless their intermediary assumes the costs of delivery.

Exercise of Discretion by Proxy

The persons named in the Proxy Form will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot or show of hands that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. **In respect of a matter for which a choice is not specified in the Proxy Form, the persons named in the Proxy Form will vote the Common Shares represented by the Proxy Form FOR the approval of such matter.**

If any amendment or variation to matters identified in the Notice of Meeting is proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment or postponement thereof, the enclosed proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. Unless otherwise stated, the Common Shares represented by this proxy will be voted in favour of the election of nominees set forth in this Management Information Circular. As at the date of this Management Information Circular, the management of the Corporation is not aware of any amendments or variations or other matters to come before the Meeting.

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders who choose to submit a proxy may do so by completing, dating and signing the enclosed Proxy Form and returning it to the Corporation's transfer agent, Trans Canada Transfer, by fax at 1 (416) 603-4402, or by mail or by hand to c/o Proxy Department. Registered Shareholders may also email us their signed proxy at transcanadatransfer@yahoo.ca to transmit their voting instructions.

The proxy must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the board of directors of the Corporation at its discretion without notice.

Voting Shares and Principal Holders Thereof

The Corporation is authorized to issue an unlimited number of Common Shares, without nominal or par value. As of July 13, 2023, there were 32,971,684 Common Shares of the Corporation issued and outstanding. The board of directors has fixed August 7, 2023 as the record date (the "**Record Date**") for the determination of Shareholders entitled to notice of and to vote at the Meeting, and at any adjournment thereof, except to the extent that such holder transfers ownership of the Common Shares after the Record Date, in which case the transferee shall be entitled to vote such Common Shares upon establishing ownership and requesting not later than 10 days before the Meeting, to be included in the list of Shareholders entitled to vote at the Meeting. Each Shareholder is entitled to one (1) vote in person or by proxy for each Common Share held on all matters to come before the Meeting.

To the best of the knowledge of the Corporation's directors and officers, no person beneficially owns directly or indirectly, or exercises control or direction over, 10% or more of the votes attached to the Common Shares.

Interest of Certain Persons or Companies in Matters to be Acted Upon

No director or officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting except as otherwise disclosed in this Information Circular.

Quorum

Under the Corporation's by-laws, a quorum for the transaction of business at any meeting of shareholders shall be at least two persons present in person or represented by proxy holding or representing not less than 5% of the Common Shares entitled to be voted at the meeting. Under the Corporation's by-laws and the *Business Corporations Act* (Alberta) ("**ABCA**"), if a quorum is present at the opening of the Meeting, the Shareholders present may proceed with the business of the Meeting notwithstanding that a quorum is not present throughout the Meeting. If a quorum is not present at the opening of the Meeting, the Shareholders present may adjourn the Meeting to a fixed time and place but may not transact any other business.

PARTICULARS OF THE MATTERS TO BE ACTED UPON AT THE MEETING

A. SPECIAL BUSINESS

1. Approval of Mining Claim Purchase Agreement

On September 6, 2022, Record Gold Corp. (“**Record Gold**”) entered into a definitive, earn-in and joint venture agreement with Pelangio Exploration Inc. (“**Pelangio**”) with the option to earn-in 80% gold exploration properties and to enter into a joint venture with Pelangio, the current 100% owner of the gold exploration properties (the “**Option**”). One day later on September 7, 2022, the Corporation entered into a mining claim option agreement to acquire the Option from Record Gold (the “**Mining Claim Option Agreement**”). Pelangio will hold a 100% interest on the gold exploration properties until the earn-in is completed. Record Gold has agreed to exchange its Option to acquire 80% percent ownership of two concessions of gold and other precious metals claims located in the Kirkland Lake region of Ontario to the Corporation in return for \$2,000,000 payable in 39,999,984 Common Shares of Record Resources at a price of \$0.05 per share. Upon the closing of the transaction, the 39,999,984 Common Shares of Record Resources are to be exchanged, *pro rata*, on 1:1 basis to shareholders of Record Gold. Following the closing of the transaction, Record Resources would have a total of 72,971,668 issued and outstanding Common Shares.

Record Gold is an Ontario-based, private gold exploration company and a non-arm’s length party and, as such, the Option is a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). In particular, Mr. Michael C. Judson is a director of Record Resources, a director and the President of Record Gold, a shareholder of Record Gold and a shareholder of Record Resources; Dr. Paul Craig is a director of Record Resources and a shareholder of Record Gold; and Mr. David A. Johnson is a director of Record Resources, the Corporate Secretary of Record Gold and Record Resources and a shareholder of Record Gold.

The acquisition of the Option is subject to the approval of the majority of disinterested shareholders, voting in person or by proxy at the Meeting, which excludes 4,321,230 Common Shares held by non-arm’s length parties of the Issuer in accordance with MI 61-101 (the “**Excluded Shares**”). The Excluded Shares are held directly by Mr. Judson, Dr. Craig and Mr. Johnson. Mr. Judson owns 1,783,513 Common Shares, Dr. Craig owns 1,922,251 Common Shares and Mr. Johnson owns 615,466 Common Shares. Final approval from the TSX Venture Exchange (“**TSXV**”) will also be required.

In accordance with the Mining Claim Option Agreement, Record Gold's option is on a gold exploration concession consisting of 38 contiguous mining cells and 8 leased claims, covering an area of approximately 6.7 square kilometres, and located approximately 10 kilometres northwest of Agnico Eagle's Macassa Mine in Kirkland Lake, Ontario owned by Kirkland Lake Gold (“**Grenfell**”). Grenfell is in the same area as the Issuer’s Amikougami and Otto concessions.

Pursuant to the Mining Claim Option Agreement, Record Resources is purchasing Grenfell for a price of \$2,000,000 in which the consideration is payable in 39,999,984 Common Shares of the Corporation at a unit price of \$0.05. There is no cash component. There is a 2.75% net smelter royalty (“**NSR**”) on leased claims and 0.75% NSR on staked claims that follows Grenfell with respect to any production generated on the properties, in favour of the arm’s length previous owners. There are \$2,000,000 of work costs associated with the Option to be incurred by the Corporation within 5 years in accordance with the following schedule:

- i. \$250,000 twenty-four (24) months from the date of the signing of the Option;
- ii. \$500,000 on or before the third anniversary date of the signing of the Option;
- iii. \$750,000 on or before the fourth anniversary date of the signing of the Option; and
- iv. \$500,000 on or before the fifth anniversary date of the signing of the Option.

With an effective date of April 1, 2023 and amended date of May 25, 2023, an independent and NI43-101 technically compliant geological report entitled “Silk Road NI 43-101 Independent Technical Report on the Grenfell Property for Silk Road Energy Inc., Kirkland Lake, Ontario 48.17oN, -80.19oW” was completed on the property by Michael Kilbourne, P.Geo and has been filed on SEDAR, which documented the following points of interest on the various veins:

- The Property is hosted in the Lower Blake River Group dominated by a suite of mafic volcanics and is littered with gold occurrences and abandoned gold mines.

- The CCLdz, a well-documented primary deformation zone lies 7 km to the south of the Property which is integral to the second and third-order gold-bearing faults and shears that hosts and has hosted the gold mines of the Kirkland Lake gold camp.
- The Kiryan gold mine located on the Property hosts the No 1 and No. 6 vein which has been developed on two levels and has reported high grade gold values.
- Historic drilling has demonstrated high-grade gold (>5 g/t Au) shoots within a wider envelope of lower grade (1-3 g/t Au).
- Orogenic gold mineralization within quartz veined and silicified mafic volcanics appears to be related to the contact between magnetic iron tholeiites and non-magnetic mafic volcanics, a contact easily traceable through geophysical methods.
- Little systematic exploration for additional gold mineralization peripheral to the Kiryan gold mine.

2. Exemption from Formal Valuation Requirement

Since the Option constitutes a Related Party Transaction under MI 61-101 and Policy 5.9 of the TSXV, Record Resources is required to obtain a formal valuation in respect of the Option, unless an exemption to this requirement is available under MI 61-101.

The Corporation is relying on an exemption on the requirements of a formal evaluation in MI 61-101 on the grounds that no securities of Record Resources are listed on the Toronto Stock Exchange as the Corporation is listed on the TSXV . Given that the securities of Record Resources are listed on the TSXV, the Corporation may and is relying upon the exemption described in Section 5.5(b) of MI 61-101, which provides that an issuer is exempt from the formal valuation requirement if none of its securities are listed or quoted on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States other than the AIM Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc. The Corporation will rely on the exemption contained in section 5.5(b) of MI 61-101 (Issuer Not Listed on Specified Markets) by virtue of the fact that the Common Shares are listed on the TSXV.

The Option was acquired by Record Gold from an arm's length party on September 6, 2022. The Corporation entered into the Mining Claim Option Agreement with Record Gold, a non-arm's length party, on September 7, 2022 to acquire the Option.

Previously, the Corporation was cease-traded until October 1, 2021 and encountered delays in obtaining these revocations in addition to 'general' or systemic delays brought about by the current pandemic. The Corporation has also experienced financial hardship during this period. While the Corporation was able to conduct and conclude a private placement with closings occurring from July 2020 to March 2021, closing on gross proceeds of \$164,500, while it was cease-traded and after receiving a variation order from the Alberta Securities Commission in October 2019, the funds have been primarily used to maintain its regulatory compliance and regulatory disclosure requirement through the payments made to regulators (securities' commission and SEDAR), the NEX and the TSXV, auditors and external counsel. With no revenue generating properties owned by the Corporation and lengthy periods of being unable to see its securities trade, the Corporation has encountered funding issues. The Corporation was reinstated on the TSXV in July 2022. Despite recent market difficulties, subsequent private placements in October 2022 and February 2023 have closed on gross proceeds of \$72,000 and \$39,779 respectively.

There are no prior valuations made in the last 24 months before the date of this written consent form.

The Option is subject to the requirement to obtain approval from majority of the disinterested shareholders as described above.

Recommendation of the Board of Directors

To remain in compliance with the policies of the TSXV and to receive full acceptance on acquisition of the Option, the Corporation are presenting to the Shareholders a special resolution. Approval is required by a majority of Shareholders,

with the two items of the special resolution subject to the approval of the majority of the disinterested Shareholders as described above.

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

“BE IT RESOLVED, AS A SPECIAL RESOLUTION THAT:

1. The non-arm’s length, mining claim option agreement entered into by and between Record Resources Inc. (the “**Corporation**”) and Record Gold Corp. (“**Record Gold**”) in which the Corporation has the option to earn-in 80% of the gold exploration concession consisting of 38 contiguous mining cells and 8 leased claims, known as Grenfell, and to enter into a joint venture with Pelangio Exploration Inc. in Ontario on September 7, 2022 is hereby approved (the “**Option**”);
2. the purchase price of \$2,000,000 for the Option, in which the consideration is payable in 39,999,984 Common Shares of the Corporation to Record Gold at a share price of \$0.05 and valued at \$2,000,000, is hereby approved; and
3. Any officer or director of the Corporation is hereby authorized and directed for and on behalf of the Corporation to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, agreements and instruments, and to perform or cause to be performed all such acts and things, as such officer or director shall determine to be necessary or desirable to give full effect to this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements or instruments or the performing or causing to be performed of such other acts or things.”

The Option Resolution must be passed by a majority of the votes cast by the disinterested Shareholders who vote at the Meeting either in person or by proxy.

2. 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.**