



**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

and

**MANAGEMENT INFORMATION CIRCULAR**

**MEETING TO BE HELD AT:**

**Calgary Petroleum Club  
319 – 5 Avenue S.W.  
Calgary, Alberta T2P 0L5**

**Wednesday, May 24, 2023  
at 9:00 a.m. (Calgary time)**

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## **LETTER TO SHAREHOLDERS**

April 6, 2023

Dear Shareholder:

We are pleased to invite you to attend our annual meeting of shareholders of Rubellite Energy Inc. to be held at the Calgary Petroleum Club, 319 - 5<sup>th</sup> Avenue S.W., Calgary, Alberta at 9:00 a.m. (Calgary time) on Wednesday, May 24, 2023.

At the meeting you will have the opportunity to participate in our meeting and ask questions and vote on a number of important matters, which we strongly encourage you to do. This is your opportunity to hear from us, learn more about our current activities and our future growth plans, and vote on the items of business which include the election of our directors and the appointment of our auditors.

More information about Rubellite may be found in our 2022 Annual Report and at [www.rubelliteenergy.com](http://www.rubelliteenergy.com).

The attached notice of meeting and management information circular includes important information about the meeting and how to vote as well as our director and executive compensation and corporate governance practices. Please take the time to read these documents and to vote. If you cannot attend the meeting, please complete the enclosed form of proxy and submit it as soon as possible and listen to the live webcast on our website ([www.rubelliteenergy.com](http://www.rubelliteenergy.com)).

We thank you for your continued support of Rubellite.

Sincerely,



Susan L. Riddell Rose  
President and Chief Executive Officer

**RUBELLITE ENERGY INC.  
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD MAY 24, 2023**

NOTICE IS HEREBY GIVEN that the annual meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**" or "**Rubellite Common Shares**") of Rubellite Energy Inc. ("**Rubellite**" or the "**Corporation**") will be held at the Calgary Petroleum Club, 319 – 5<sup>th</sup> Avenue S.W., Calgary, Alberta on May 24, 2023 at 9:00 a.m. (Calgary time) for the following purposes:

- a. to receive and consider the audited financial statements of the Corporation for the period ended December 31, 2022, together with the auditor's report thereon;
- b. to elect the directors of the Corporation;
- c. to appoint auditors of the Corporation and to authorize the directors to fix their remuneration as such; and
- d. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

Specific details of the matters to be put before the Meeting are set forth in the attached Management Information Circular dated April 6, 2023 (the "**Information Circular**"). The Information Circular also contains important information on how to vote at and participate in the Meeting. Please read the Information Circular carefully.

Rubellite has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "**Notice-and-Access Provisions**") for this Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing Rubellite to post the Information Circular and any additional materials online. See "*General Proxy Matters – Notice and Access*" in the Information Circular for further information on the Notice-and-Access Provisions. Rubellite has posted the Information Circular and additional materials on their website at [www.rubelliteenergy.com](http://www.rubelliteenergy.com). A Shareholder may also use the toll-free number 1-800-811-5522 to obtain additional information about the Notice-and-Access Provisions or to receive a paper copy of the Information Circular.

The record date (the "**Record Date**") for determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 6, 2023. Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers Shares after the Record Date and the transferee of those Shares, having produced properly endorsed certificates evidencing such Shares or having otherwise established that he or she owns such Shares, demands, not later than 10 days before the Meeting, that his or her name be included in the list of Shareholders entitled to vote at the Meeting, in which case such person shall be entitled to vote such Shares at the Meeting.

Each Share outstanding on the Record Date is entitled to one vote at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by Proxy. **If you are a registered Shareholder and are unable to attend the Meeting or any adjournment thereof in person, please exercise your right to vote by dating, signing and returning the accompanying form of proxy to Odyssey Trust Company ("Odyssey"), the Corporation's transfer agent.** To be valid, proxy forms must be dated, completed, signed and deposited with Odyssey, (i) by mail using the enclosed return envelope or one addressed to Odyssey Trust Company, Proxy Department, 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8, (ii) by hand delivery to Odyssey Trust Company, 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8, (iii) by facsimile to 1-800-517-4553, or (iv) by internet by clicking "Vote" at <https://login.odysseytrust.com/pxlogin> and following the instructions provided. **You will require your 12 digit Control Number found on your proxy form. If you vote through the Internet, you may also appoint another person to be your proxyholder. Your proxy or voting instructions must be received in each case no later than 11:00 a.m. (Calgary time) on Friday, May 19, 2023, or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.**

A replay of the Meeting will be posted as soon as practical at: [www.rubelliteenergy.com](http://www.rubelliteenergy.com) along with answers to questions pertinent to the matters being considered at the Meeting and that are received in connection with the Meeting that cannot be answered due to time constraints.

DATED at the City of Calgary, in the Province of Alberta, this 6<sup>th</sup> day of April, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS OF RUBELLITE ENERGY INC.**

A handwritten signature in black ink that reads "Susan Riddell Rose". The signature is written in a cursive style with a large, prominent initial 'S'.

Susan L. Riddell Rose  
President and Chief Executive Officer

## MANAGEMENT INFORMATION CIRCULAR

DATED APRIL 6, 2023

### GENERAL INFORMATION

This Management Information Circular (the "**Information Circular**") is provided in connection with the solicitation of proxies by the management of Rubellite Energy Inc. ("**Rubellite**" or the "**Corporation**"), for use at the annual meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**" or "**Common Shares**") of Rubellite to be held on May 24, 2023, and at all adjournments of the Meeting. The information in this Information Circular is as of April 6, 2023, unless otherwise noted. All dollar figures are in Canadian currency, except as noted. When used herein, the term "market value" shall mean the closing price of the Shares on the Toronto Stock Exchange ("**TSX**"). Except as otherwise indicated, information contained in or otherwise accessed through Rubellite's website, or any other website, does not constitute part of this Information Circular.

### ABOUT RUBELLITE

Rubellite is a Canadian energy company engaged in the exploration, development and production of heavy crude oil from the Clearwater formation in Eastern Alberta, utilizing multi-lateral drilling technology. Rubellite has a pure play Clearwater asset base and is pursuing a robust growth plan focused on superior corporate returns while maintaining a conservative capital structure and prioritizing environmental, social and governance ("**ESG**") excellence. Additional information on Rubellite can be accessed at the Company's website at [www.rubelliteenergy.com](http://www.rubelliteenergy.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

In 2021 the Corporation was successfully spun off from Perpetual Energy Inc. ("**Perpetual**"). Perpetual provides management services to Rubellite pursuant to the terms of the MSA (as defined herein). See "*Management Contracts*" in this Information Circular.

### MATTERS TO BE CONSIDERED AT THE MEETING

#### Receive Financial Statements

The audited financial statements of Rubellite for the period ended December 31, 2022, together with the auditor's report on those statements, have been filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and have been mailed to Rubellite's registered Shareholders and to beneficial Shareholders who have requested such materials.

#### Election of Directors

At the Meeting, Shareholders will be asked to elect five (5) directors. Rubellite's articles provide that the Board of Directors (the "**Board**" or "**Rubellite Board**") shall consist of a minimum of three and a maximum of eleven directors. By resolution on April 6, 2023, the Board fixed the number of directors to be elected at the Meeting at five, each of whom will serve until the next annual meeting of Shareholders or until their respective successors are elected or appointed.

The five (5) nominees for election as directors of Rubellite by Shareholders are as follows:

Susan L. Riddell Rose;  
Holly A. Benson;  
Tamara L. MacDonald;  
Ryan A. Shay; and  
Bruce C. Shultz.

See "*Director Nominees*" in this Information Circular for additional information on the director nominees.

As described below under "*Majority Voting for Directors*", the election of each individual director of the Corporation will be effected by an ordinary resolution requiring the approval of more than 50% of the votes cast in respect of the resolution by or on behalf of Shareholders present in person or represented by proxy at the Meeting. It is the intention of the persons named in the enclosed form of proxy, if named as proxy and not expressly directed to the contrary in the form of proxy, to vote those proxies FOR the election of each of the persons specified above. Management does not contemplate that any of the nominees will be unable to serve as a director, but should that circumstance arise for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion.

The Corporation's articles permit the Board, between annual meetings of Shareholders, to appoint one or more additional directors (up to a maximum of one-third of the number of directors who held office at the expiration of the last annual meeting of Shareholders).

### **Majority Voting for Directors**

The Board has adopted a majority voting policy (the "**Policy**") that applies only to uncontested elections.

An "**uncontested election**" means any election of directors where the election does not involve the circulation of proxy material required by applicable securities legislation in support of one or more nominees who are not part of the slate supported by the Board of Rubellite.

In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "**majority withhold vote**") is required to tender his or her resignation for consideration by the Board to the Chair of the Compensation and Corporate Governance Committee promptly following certification of the shareholder vote, such resignation to be effective upon acceptance by the Board. If the Chair of the Compensation and Corporate Governance Committee received a majority withhold vote, then he or she is required to tender his or her resignation to the Chair of the Rubellite Board.

The Compensation and Corporate Governance Committee will promptly consider the tendered resignation and recommend to the Board whether to accept or reject it and absent exceptional circumstances, the Compensation and Corporate Governance Committee will recommend the Board accept a resignation. In determining whether exceptional circumstances apply, the Compensation and Corporate Governance Committee will consider all factors it deems relevant including, without limitation:

- (a) the reasons, if known, why shareholders "withheld" or were requested to "withhold" votes from the director. In particular, the Compensation and Corporate Governance Committee will consider if shareholders "withheld" or were requested to "withhold" votes from the director for reasons other than the qualifications or individual actions of the director;
- (b) the impact with respect to covenants in agreements or plans, if any; and
- (c) legal requirements, policies or guidelines (regulatory, securities or corporate laws, or stock exchange rules) for director numbers and qualifications.

The Board is required to consider the Compensation and Corporate Governance Committee's recommendation not later than 90 days following the date of the shareholders' meeting at which the election occurred. In deciding whether to accept or reject the tendered resignation, the Board will consider the factors considered by the Compensation and Corporate Governance Committee and any additional information and factors the Board believes to be relevant. The Board will accept a resignation absent exceptional circumstances.

Promptly following the Board's decision, Rubellite is required to disclose that decision, including an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation, in a press release and provide a copy of the press release to the TSX. If the Board decides to accept the director's resignation, the Compensation and Corporate Governance Committee will recommend to the Board whether to fill the resulting vacancy or to continue with the reduced size of the Board.

Any director who tenders his or her resignation pursuant to the Policy will not participate in the Compensation and Corporate Governance Committee recommendation or the Board consideration whether to accept or reject the tendered resignation. If a majority of the members of the Compensation and Corporate Governance Committee received a majority withhold vote at the same election, then the directors who did not receive a majority withhold vote will appoint a Board committee among themselves solely for the purpose of considering the tendered resignations and such special committee will recommend to the Board whether to accept or reject them within the 90 day period. If a sufficient number of directors have received a majority withhold vote and have tendered a resignation in accordance with the Policy, such that the Board would no longer have a quorum if all resignations were accepted, then such directors who have tendered a resignation in accordance with the Policy shall not vote in any meeting of the Board at which his or her resignation is considered. However, in that case, each such director present at a meeting of the Board may be counted for the purpose of determining whether the Board has quorum at the particular meeting. Except as set forth in this paragraph, a director who tenders his or her resignation pursuant to the Policy will continue to participate in all meetings of the

Board and any applicable committees of the Board on which such director serves until such time, if applicable, as the Board decides to accept the director's tendered resignation.

In the event that any director who received a majority withhold vote does not tender his or her resignation in accordance with the Policy, he or she shall not be re-nominated by the Board and shall not be entitled to any benefits (financial or otherwise) of a director or past director of Rubellite.

The Board and the Compensation and Corporate Governance Committee may adopt such procedures as it sees fit to assist in its determinations under the Policy.

### **Advance Notice Provisions of the Corporation's By-Laws**

The Corporation's by-laws (the "**By-Laws**") incorporate advance notice provisions with respect to director nominations. The By-Laws set forth a procedure requiring advance notice to the Corporation by any Shareholder who intends to nominate any person for election as a director of the Corporation other than pursuant to: (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (Alberta) (the "**ABCA**"); or (ii) a Shareholder proposal made pursuant to the provisions of the ABCA.

Among other things, the advance notice provisions set a deadline by which such Shareholders must notify the Corporation in writing of an intention to nominate directors prior to any meeting of Shareholders at which directors are to be elected and set forth the information that the Shareholder must include in the notice for it to be valid. The advance notice provisions of the By-Laws provide a reasonable time frame for Shareholders to notify the Corporation of their intention to nominate directors and require Shareholders to disclose information concerning the proposed nominees that is mandated by applicable securities laws. The Board will be able to evaluate the proposed nominees' qualifications and suitability as directors and respond as appropriate in the best interests of the Corporation.

The advance notice provisions also ensure an orderly and efficient meeting process by providing a structured and transparent framework for nominating directors.

No person nominated by a Shareholder will be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of the Corporation's By-laws. A copy of the By-laws are available on the Corporation's website ([www.rubelliteenergy.com](http://www.rubelliteenergy.com)) and on SEDAR ([www.sedar.com](http://www.sedar.com)).

### **Appointment of Auditors**

Shareholders will consider an ordinary resolution to appoint the firm of KPMG LLP, Chartered Professional Accountants, of Calgary, Alberta, to serve as auditors of the Corporation until the next annual meeting of the Shareholders. KPMG LLP has served as the auditors of the Corporation since its inception on July 12, 2021.

Certain information regarding the Audit Committee and auditors, including the fees paid to the Corporation's auditors in the last fiscal year, that is required to be disclosed in accordance with National Instrument 52-110 of the Canadian Securities Administrators, is contained in the Annual Information Form of the Corporation for the period ended December 31, 2022, an electronic copy of which is available on the internet under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **DIRECTOR NOMINEES**

The following pages set out the names of the proposed nominees for election as directors, together with their age, place of primary residence, principal occupation, year first elected or appointed as a director, independence status on the Board, membership on committees of the Board and related qualifications, attendance at Board and committee meetings during 2022 and directorships of other public entities and votes for and withheld at the most recent Annual Shareholder Meeting held May 24, 2023 ("**2022 AGM**"). Also indicated for each director nominee is the number of Common Shares and Share Units (as defined herein) beneficially owned, or controlled or directed, directly or indirectly, on December 31, 2022 and, as at such date, the value of such Common Shares and Share Units.

The Board has determined that all of the nominees with the exception of Susan L. Riddell Rose and Ryan A. Shay are independent within the meaning of National Instrument 58-101.

<p><b>SUSAN L. RIDDELL ROSE</b>  President and Chief Executive Officer of Rubellite  Calgary, Alberta, Canada  Age: 58  Director Since: July 2021  Non-Independent</p>	<p>Ms. Riddell Rose is the President and Chief Executive Officer of Rubellite and has held the same role with Perpetual Energy Inc. since 2002. Ms. Riddell Rose graduated from Queen's University, Kingston, Ontario with a Bachelor of Science in Geological Engineering (1986) and has over 30 years of experience in the Canadian oil and gas industry. She began her career as a geological engineer with Shell Canada. From 1990 until 2002 Sue was employed by Paramount Resources Ltd. in various capacities culminating in the position of Corporate Operating Officer. She has been a director of Paramount Resources Ltd. since 2000. Ms. Riddell Rose is also on the board of directors of Secure Energy Services Inc and AltaLink LP. She is a member of the Association of Professional Engineers and Geoscientists of Alberta, the Canadian Society of Petroleum Geologists, the American Association of Petroleum Geologists and is a Governor of the Canadian Association of Petroleum Producers.</p>	
<p><b>Board/Committee Membership</b></p>	<p>Director, Chair of the Board</p>	
<p><b>Overall Meeting Attendance in 2022</b></p>	<p>100%</p>	
<p><b>Current Other Public Board Membership</b></p>	<p>Perpetual Energy Inc., Paramount Resources Ltd. and Secure Energy Services Inc.</p>	
<p><b>Voting Results of 2022 AGM</b></p>	<p><b>Number of Votes</b></p>	<p><b>% of Votes</b></p>
<p>Votes For</p>	<p>32,796,061</p>	<p>99.913</p>
<p>Votes Withheld</p>	<p>28,632</p>	<p>0.087</p>
<p><b>Common Shares<sup>(1)(2)</sup></b></p>	<p><b>Number of Common Shares</b></p>	<p><b>Value<sup>(3)</sup></b></p>
	<p>17,056,336</p>	<p>\$31,554,222</p>
	<p><b>Number of Share Units</b></p>	<p><b>Value<sup>(4)</sup></b></p>
	<p>110,000</p>	<p>\$203,500</p>

<p><b>HOLLY A. BENSON</b>  Calgary, Alberta, Canada  Age: 54  Director Since: August 2021  Independent</p>	<p>Holly Benson was the Vice President, Finance and Chief Financial Officer for Peters &amp; Co. Limited, having joined the firm in 1995. She was also a member of its Board of Directors and served as its Corporate Secretary. In her former role, she maintained oversight of the financial reporting and tax, securities settlements and cage functions, regulatory compliance, and human resources. Ms. Benson was also Vice President, Finance &amp; Chief Financial Officer, Corporate Secretary and a member of the Board of Directors of the firm's wholly-owned subsidiary, Peters &amp; Co. Equities Inc., a broker-dealer registered with the Financial Industry Regulatory Authority and the United States Securities and Exchange Commission. Ms. Benson graduated from the University of Calgary with a Bachelor of Commerce degree and went on to complete her Chartered Accountants designation with Ernst &amp; Young. During her time with Ernst &amp; Young, Ms. Benson worked in the Corporate Audit group, specializing in the audits and reviews of oil &amp; gas companies.</p>	
<p><b>Board/Committee Membership</b></p>	<p>Director  Chair of Audit Committee  Member of Compensation and Corporate Governance Committee  Member of Environmental, Health &amp; Safety Committee  Member of Reserves Committee</p>	
<p><b>Overall Meeting Attendance in 2022</b></p>	<p>100%</p>	
<p><b>Current Other Public Board Membership</b></p>	<p>None</p>	
<p><b>Voting Results of 2022 AGM</b></p>	<p><b>Number of Votes</b></p>	<p><b>% of Votes</b></p>
<p>Votes For</p>	<p>32,821,056</p>	<p>99.989</p>
<p>Votes Withheld</p>	<p>3,640</p>	<p>0.011</p>
<p><b>Common Shares<sup>(1)</sup></b></p>	<p><b>Number of Common Shares</b></p>	<p><b>Value<sup>(3)</sup></b></p>
	<p>158,420</p>	<p>\$293,077</p>
	<p><b>Number of Share Units</b></p>	<p><b>Value<sup>(4)</sup></b></p>
<p><b>Audit Committee Qualifications</b></p>	<p>Ms. Benson graduated from the University of Calgary with a Bachelor of Commerce degree, majoring in accounting and holds a CA, CPA designation. She worked as the Vice President, Finance and CFO for Peters &amp; Co. Limited and Peters &amp; Co. Equities Inc. and served on the audit committee of the Investment Industry Regulatory Organization of Canada from 2015 to 2021.</p>	

<p><b>Compensation &amp; Corporate Governance Committee Qualifications</b></p>	<p>In her former role of Vice President, Finance and CFO, Ms. Benson was responsible for all human resources related matters in addition to being on the Board of Directors of Peters &amp; Co. Limited where executive compensation matters were addressed. She also served as the Corporate Secretary, being responsible for administration of corporate governance matters. She also served on the Human Resources &amp; Pension Committee of the Investment Industry Regulatory Organization of Canada from January to November 2015.</p>
<p><b>Reserves Committee Qualifications</b></p>	<p>Ms. Benson has over 30 years of oil and gas focused investment industry and audit experience where she reviewed aspects of reserve reports from time to time.</p>

<p><b>TAMARA L. MACDONALD</b>  Calgary, Alberta, Canada  Age: 53  Director Since: August 2021  Independent</p>	<p>Ms. MacDonald was most recently the Senior Vice President, Corporate and Business Development of Crescent Point Energy Corp., a position she held from October 2004 to July 2018. Ms. MacDonald has over 28 years of industry experience and has been involved in over 530 transactions totaling over \$14.5 billion. Prior to Crescent Point, Ms. MacDonald worked with NCE Petrofund Corp., Merit Energy Ltd., Tarragon Oil &amp; Gas Ltd. and Northstar Energy Corp. Ms. MacDonald holds a Bachelor of Commerce degree with a major in Petroleum Land Management from the University of Calgary and an Institute of Corporate Directors (ICD.D) designation. Ms. MacDonald currently sits on the board of directors of Spartan Delta Corp. and Southern Energy Corp.</p>	
<p><b>Board/Committee Membership</b></p>	<p>Director  Member of Audit Committee  Chair of Compensation and Corporate Governance Committee  Member of Environmental, Health &amp; Safety Committee  Member of Reserves Committee</p>	
<p><b>Overall Meeting Attendance in 2022</b></p>	<p>93%</p>	
<p><b>Current Other Public Board Membership</b></p>	<p>Spartan Delta Corp. and Southern Energy Corp.</p>	
<p><b>Voting Results of 2022 AGM</b></p>	<p><b>Number of Votes</b></p>	<p><b>% of Votes</b></p>
<p>Votes For</p>	<p>32,821,061</p>	<p>99.989</p>
<p>Votes Withheld</p>	<p>3,632</p>	<p>0.011</p>
<p><b>Common Shares<sup>(1)</sup></b></p>	<p><b>Number of Common Shares</b></p>	<p><b>Value<sup>(3)</sup></b></p>
	<p>45,000</p>	<p>\$83,250</p>
	<p><b>Number of Share Units</b></p>	<p><b>Value<sup>(4)</sup></b></p>
	<p>17,500</p>	<p>\$32,375</p>
<p><b>Audit Committee Qualifications</b></p>	<p>Ms. MacDonald holds a BComm from the University of Calgary and has taken additional financial accounting courses over the span of her career. She was a senior executive officer for 14 years and has served as a director of several publicly traded and private companies which provided for extensive exposure to accounting data, financial reporting and interaction with auditors. Ms. MacDonald has also completed the ICD.D program.</p>	
<p><b>Compensation &amp; Corporate Governance Committee Qualifications</b></p>	<p>As a senior executive officer for an oil and gas company, Ms. MacDonald annually and mid-year reviewed compensation plans for staff. She has also served on compensation committees with several public and private company boards.</p>	
<p><b>Reserves Committee Qualifications</b></p>	<p>Ms. MacDonald has over 28 years of corporate experience where she was involved with and reviewed aspects of reserve reports.</p>	

<p><b>RYAN A. SHAY</b>  Vice President, Finance &amp; Chief  Financial Officer of Rubellite  Calgary, Alberta, Canada  Age: 51  Director Since: July 2021  Non-Independent</p>	<p>Mr. Shay is the Vice President, Finance and Chief Financial Officer of Rubellite and Perpetual Energy Inc. and has in excess of 25 years of experience in the oil and gas industry. Mr. Shay was the Managing Director, Head of Investment Banking at Cormark Securities Inc. until he retired therefrom in June 2016. Mr. Shay was a member of Cormark's Executive Committee, Risk Committee, Capital Markets Committee, Compensation Committee, Compliance Committee and Audit Committee. Mr. Shay joined Cormark in 1999 as an Energy Research Analyst and was promoted to the Executive Committee of the firm in 2000. Mr. Shay transitioned careers from Research to Investment Banking in 2007 and was promoted to Co-Head of Investment Banking in 2010 and Head of Investment Banking in 2013. Mr. Shay began his career in the investment industry with Peters &amp; Co. Limited in 1996, earning his Chartered Financial Analyst designation in 1999 and was formerly with Deloitte &amp; Touche in 1993, earning his Chartered Accountant designation in 1996. Mr. Shay received his Bachelor of Commerce from the University of Saskatchewan and graduated with Great Distinction. Mr. Shay also sits on the board of Crew Energy Inc. and was formerly a director of Journey Energy Inc. and formerly a member of the National Board of the Juvenile Diabetes Research Foundation.</p>	
<p><b>Board/Committee Membership</b></p>	<p>Director</p>	
<p><b>Overall Meeting Attendance in 2022</b></p>	<p>100%</p>	
<p><b>Current Other Public Board Membership</b></p>	<p>Perpetual Energy Inc. and Crew Energy Inc.</p>	
<p><b>Voting Results of 2022 AGM</b></p>	<p><b>Number of Votes</b></p>	<p><b>% of Votes</b></p>
<p>Votes For</p>	<p>32,811,496</p>	<p>99.960</p>
<p>Votes Withheld</p>	<p>13,197</p>	<p>0.040</p>
<p><b>Common Shares<sup>(1)</sup></b></p>	<p><b>Number of Common Shares</b></p>	<p><b>Value<sup>(3)</sup></b></p>
	<p>941,981</p>	<p>\$1,742,665</p>
	<p><b>Number of Share Units</b></p>	<p><b>Value<sup>(4)</sup></b></p>
	<p>65,000</p>	<p>\$120,250</p>

<p><b>BRUCE C. SHULTZ</b>          Calgary, Alberta, Canada          Age: 67          Director Since: August 2021          Independent</p>	<p>Mr. Shultz was most recently President and Chief Executive Officer of Huron Resources Corp., a private junior oil and gas exploration company with drilling success in a newly defined Wabamun oil play in Southern Alberta. Previously he was the President and Chief Executive Officer of Huron Energy Corporation which experienced success in the Montney of NEBC, and prior to that, Rubicon Energy Corp., which made a significant Nisku oil discovery in the Pembina Area of Alberta. He is a graduate of the University of Waterloo with a Bachelor of Science Degree in Earth Sciences and has over 40 years of oil and gas exploration experience beginning his career with Gulf Canada in 1980.</p>	
<p><b>Board/Committee Membership</b></p>	<p>Director          Member of Audit Committee          Member of Compensation and Corporate Governance Committee          Chair of Environmental, Health &amp; Safety Committee          Chair of Reserves Committee</p>	
<p><b>Overall Meeting Attendance in 2022</b></p>	<p>100%</p>	
<p><b>Current Other Public Board Membership</b></p>	<p>None</p>	
<p><b>Voting Results of 2022 AGM</b></p>	<p><b>Number of Votes</b></p>	<p><b>% of Votes</b></p>
<p>Votes For</p>	<p>32,811,496</p>	<p>99.960</p>
<p>Votes Withheld</p>	<p>13,197</p>	<p>0.040</p>
<p><b>Common Shares<sup>(1)</sup></b></p>	<p><b>Number of Common Shares</b></p>	<p><b>Value<sup>(3)</sup></b></p>
	<p>236,700</p>	<p>\$437,895</p>
	<p><b>Number of Share Units</b></p>	<p><b>Value<sup>(4)</sup></b></p>
	<p>17,500</p>	<p>\$32,375</p>
<p><b>Audit Committee Qualifications</b></p>	<p>Mr. Shultz has served as President and CEO, a board member and a member of audit committees of numerous entities since 1998. Mr. Shultz's multiple senior executive positions has required regular review of financial statements and he has served as a member of the audit committee for a number of private companies and not-for-profit boards.</p>	
<p><b>Compensation &amp; Corporate Governance Committee Qualifications</b></p>	<p>Mr. Shultz has been responsible for compensation and corporate governance matters while acting as President and CEO of multiple energy companies and has participated as a board member with other entities since 1998.</p>	
<p><b>Reserves Committee Qualifications</b></p>	<p>Mr. Shultz was previously the CEO of oil and gas companies where he was responsible for all corporate activities including reserves.</p>	

Notes:  
<sup>(1)</sup> The information as to Shares beneficially owned or controlled or directed, directly or indirectly, is based upon information furnished to the Corporation by the nominees as of December 31, 2022.

- (2) Ms. Riddell Rose holds 1,009,490 Shares directly. The majority of Ms. Riddell Rose's indirect ownership of Shares is held through Dreamworks Investment Holdings Ltd., which holds 15,485,061 Shares. Ms. Riddell Rose exercises control and direction over Dreamworks Investment Holdings Ltd. A further 561,785 Shares are held indirectly by Ms. Riddell Rose's spouse and in trust for children. In addition, 296,546 Shares are held by an associated entity for which Ms. Riddell Rose has joint authority.
- (3) Calculated based on the market value of the Shares at December 31, 2022 (\$1.85/Share).
- (4) Calculated based on the difference between the market value of the Shares at December 31, 2022 (\$1.85/Share) and the exercise price for both vested and unvested Share Units, as the case may be.

## **MANAGEMENT CONTRACTS**

The Corporation does not have any employees. Instead, members of Perpetual's executive leadership team and its employees provide Rubellite with management services under the MSA (as defined and described below).

In connection with the disposition of the Clearwater Assets to Rubellite, on July 15, 2021, Perpetual and Rubellite entered into a management and operating services agreement, as amended (the "**MSA**") pursuant to which Perpetual is providing management, operating and administrative services (the "**Services**") to Rubellite in respect of its assets, including the Clearwater Assets. The Services include, but are not limited to, regulatory reporting and submissions, administering land records, geological and geophysical support, executing drilling operations, marketing (arranging transport and risk management contracts), accounting and tax filing, office administration and investor relations.

In consideration for Perpetual's provision of the Services, Rubellite on a monthly basis: (i) reimburses Perpetual for all actual documented out-of-pocket costs and expenses paid to any third party by Perpetual on behalf of Rubellite in relation to the provision of the Services; (ii) reimburses Perpetual the portion of the operating and capital expenses allocated to and relating to Rubellite's assets where incurred by Perpetual; and (iii) pays Perpetual a service fee calculated as the product of (A) shared general and administrative expenses less shared overhead recoveries, multiplied by (B) the proportion that Rubellite's petroleum and natural gas production bears to Perpetual's petroleum and natural gas production for the same month ((iii) defined as the "**Services Fees**"), provided that in no month will the Services Fees exceed the amount resulting from a predetermined annual cap, divided by 12. The current annual cap is set at \$3.5 million. Each year the Rubellite board of directors and the board of directors of Perpetual will review and approve the annual budgets for general and administrative expenses and overhead and the annual allocation of production between Rubellite and Perpetual for each calendar quarter. The MSA provides for quarterly and thirteenth month reconciliations to actuals. In addition, in the event that Rubellite undergoes a Change of Control (as such term is defined in the MSA), Rubellite must pay a break fee to Perpetual equal to the Annual Cap (as such term is defined in the MSA).

In the period beginning in January 2022 and ended December 31, 2022, the aggregate Service Fees paid by Rubellite to Perpetual was \$1.9 million. Rubellite's average production represented 20% of the combined production and shared general and administrative expenses were allocated proportionately based on production in accordance with the MSA.

Pursuant to the MSA, where and to the extent possible, Rubellite will enter into its own contracts and agreements directly with third parties and, upon providing reasonable notice to Perpetual, Rubellite may assume responsibility for some or all of the Services and the MSA will be deemed to be terminated in respect of such assumed Services.

The MSA is in effect for an initial term of two years and thereafter, shall be automatically renewed for successive two year terms unless terminated on notice not less than 12 months prior to the expiration of the initial or renewal term (provided that the MSA may be terminated by a party without the aforementioned notice periods in certain other circumstances, including upon a continuing breach of a material obligation, an insolvency event or a change of control event of either Perpetual or Rubellite). Termination on a change of control event in respect of Rubellite triggers a termination payment by Rubellite to Perpetual in an amount equal to the current annual cap.

The board of directors of each of Perpetual and Rubellite set out how business opportunities will be allocated between the two entities and will annually review and approve such business opportunities policy to determine any required amendments, as mutually agreed between the parties.

A copy of the MSA has been filed on SEDAR at [www.sedar.com](http://www.sedar.com).

## STATEMENT OF EXECUTIVE COMPENSATION

### Introduction

The Corporation is externally managed by Perpetual pursuant to the terms of the MSA. See "*Management Contracts*" above. The Corporation's named executive officers as defined in National Instrument 51-102 (the "**NEOs**") would be considered the same named executive officers of Perpetual, being the executive leadership team of Perpetual, given that they perform management functions for the Corporation that may make them NEOs of the Corporation as well. To date, and other than as described below, Perpetual, and not the Corporation, has determined and paid the NEOs their executive compensation. A description of the annual compensation, including base salary and benefits, and Perpetual's portion of the annual bonus, medium term incentives, and long term incentives for the financial period ended December 31, 2022 paid by Perpetual to the NEOs is contained in Perpetual's management information circular dated March 31, 2023 under the heading "Statement of Executive Compensation" (the "**Perpetual Executive Compensation Disclosure**") which Perpetual Executive Compensation Disclosure is incorporated by reference herein and is available on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders are encouraged to read the Perpetual Executive Compensation Disclosure. Any additional compensation that is not contained in the Perpetual Executive Compensation Disclosure that the NEOs are entitled to receive directly from Rubellite currently consists of payments made in accordance with Rubellite annual bonus program (the "**Rubellite Annual Bonus Plan**") and awards made pursuant to Rubellite's omnibus equity incentive plan (the "**Rubellite Incentive Plan**"). These awards are further described below.

### Benchmarking

The total compensation for the executive officers is reviewed by the Compensation and Corporate Governance Committee and compared to the total compensation of similar positions of executives in other Canadian oil and gas exploration and production companies with a view to ensuring that such overall compensation packages are set at competitive levels relative to individual skill sets, expertise and the Corporation's Peer Group. The Corporation reviews comparative compensation data received through annual compensation surveys, conducted by an independent consultant, Mercer (Canada) Limited ("**Mercer**"), for salary, benefits and incentive programs ("**Independent Compensation Surveys**"), as well as other compensation information derived from analysis of information based on oil and gas companies in Canada considered by the Compensation and Corporate Governance Committee to be most closely comparable with Rubellite for these purposes. When determining the appropriate comparison group for benchmarking purposes, the Compensation and Corporate Governance Committee recognizes measures such as market capitalization, production levels, enterprise value, and number of employees. The Corporation used the following junior oil & gas companies based on average production of between 5,000 and 20,000 barrels of oil equivalent per day for its Peer Group in 2022: Bonterra Energy Corp; Cardinal Energy Ltd.; Gear Energy Ltd.; Headwater Exploration Inc.; Journey Energy Inc.; Kelt Exploration Ltd; Kiwetinohk Energy Corp; Lucero Energy Corp; Pine Cliff Energy Ltd.; Surge Energy Inc.; and Yangarra Resources Ltd. (collectively, the "**Peer Group**").

### Compensation Consultant

The Corporation has not retained a compensation consultant or advisor to assist the Board or the Compensation and Corporate Governance Committee in the past two years.

### No Hedging Permitted

The Corporation's directors, officers and all employees (if applicable) are prohibited from selling, directly or indirectly, a security of the Corporation if such person selling such security does not own or has not fully paid for the security to be sold. In addition, directors, officers and employees (if applicable) of the Corporation are prohibited from, directly or indirectly, buying or selling a call or put in respect of a security of the Corporation.

## Rubellite Annual Bonus Plan

In 2022 Rubellite adopted its own bonus program for the year ending December 31, 2022.

### *Annual Bonus*

The Corporation's executive compensation structure includes a short term incentive in the form of an annual bonus, paid in cash or short term incentives, which is based on the principle of rewarding extraordinary performance in the achievement of certain annual objectives. The annual bonus pool is established by the Board, based on recommendations by the Compensation and Corporate Governance Committee, giving consideration to performance with respect to two components: a corporate performance and a corporate excellence component. The corporate performance component is based on quantitative analysis of the Corporation's performance relative to certain targets and performance metrics that are established annually based on strategic objectives, budgets and the expected performance of its Peer Group. The corporate excellence component of the bonus pool is qualitative in its application, and recognizes exceptional performance in advancing strategic goals and priorities that are important to short and long term value creation for our Shareholders and also considers overall return to Shareholders, changes in net asset value, market conditions, the overall business climate and other general considerations.

Each year the Compensation and Corporate Governance Committee recommends: (a) a target compensation matrix designating the target and maximum size of the bonus pool, typically as a percentage of the base salary pool; (b) the proportionate split of the bonus pool that will be based on the corporate performance component and the corporate excellence component; (c) threshold performance hurdles; and (d) a performance matrix outlining the performance metrics and targets and their relative weighting to be used to establish the corporate performance component of the bonus pool, giving consideration to budgets and Peer Group performance expectations to set target, threshold and maximum payout metrics.

Prior to the end of the first quarter the following year, the Compensation and Corporate Governance Committee recommends and the Board approves the actual earned bonus pool for the organization for the previous year and distribution of the bonus pool for individual executive team members, as well as aggregate bonus levels for management, field and office employees based on actual results. The payment of an annual bonus is not guaranteed, and the Board has discretion to adjust the magnitude of the bonus pool or defer any bonus payments. The approved bonus pool is distributed on a discretionary basis to all staff based on individual merit, considering performance and contribution to the corporate goals, initiatives and results.

### *Annual Bonus Performance Measures*

*Corporate Excellence Component:* Results relative to the Corporation's strategic priorities guide the determination of the corporate excellence component of the annual bonus pool. Other considerations for the corporate excellence component of the annual bonus pool include overall return to Shareholders, change in net asset value, general market conditions, the overall business climate and other considerations that relate to the relative performance of the Corporation.

*Corporate Performance Component:* Performance metrics, including various operational and financial measures, are incorporated into a performance matrix annually to establish the corporate performance component of the annual bonus pool. For each performance metric, a target is established with a threshold and maximum set, and the bonus pool contribution for each metric is calculated using a sliding scale between the threshold and maximum. The target is typically derived based on Rubellite's budget expectations. The threshold and maximum payout level for each metric bracket the target and are set giving consideration to minimum expected performance and extraordinary performance. See "**Benchmarking**" in this information circular. The performance metrics are weighted and considered key to measuring the Corporation's fundamental goal of value creation for its Shareholders and other stakeholders.

Actual bonus pool calculations are derived from Rubellite's consolidated financial statements, production reports, reserve reports, land reports and internal prospect inventory. The calculations are prepared by management and reviewed and approved by the Compensation and Corporate Governance Committee. The Board has the discretion to adjust the final performance factors when considering other qualitative factors relative to building longer-term value for the Corporation's Shareholders, and accordingly, the discretion to increase or decrease the size of any annual bonus payout regardless of whether these performance measures were attained.

### 2022 Bonus Program:

The target compensation matrix established for determination of the 2022 bonus pool for senior executives and the CEO is outlined below:

<i>(% of Base Salary Pool)</i>	<b>Corporate Excellence Component</b>	<b>Corporate Performance Component Target/Maximum</b>	<b>Target/Maximum</b>
CEO	0-5	0-30/60	0-32.5/65
Senior Executives	0-5	0-15/30	0-17.5/35

In 2022, Rubellite's top six Strategic Priorities which drove the assessment of the Corporate Excellence Component of the annual bonus pool were:

1. Deliver Robust Organic Production Growth Profile to Unlock Free Funds Flow;
2. Drive Top Quartile Capital Efficiencies;
3. Materially Grow Reserve Based NAV and De-risk Locations;
4. Accretively Grow Clearwater Land Base and Prospect Inventory;
5. Maintain Pristine Balance Sheet and Manage Risk; and
6. Record Positive Performance metrics to Validate ESG Excellence.

Safety and environmental performance is considered within the operational goals embedded in the 2022 Strategic Priorities.

In 2022, the quantitative performance metrics, weighted equally, to establish the Corporate Performance Component of the bonus pool included:

1. 2022 Production<sup>(1)</sup>;
2. 2022 Capital Efficiency<sup>(1)</sup>;
3. 2022 Year End Reserves<sup>(1)</sup>;
4. PPUD, Development, Step-out Inventory Count<sup>(1)</sup>; and
5. Funds Flow netback<sup>(1)</sup>.

(1) Production, capital efficiency, reserves, PPUD, development, step-out inventory count and funds flow netback do not have standardized terms prescribed by GAAP. Management believes that in addition to net income (loss) and net cash flows from (used in) operating activities as defined by GAAP, these terms are useful supplemental measures to evaluate operating performance. Users are cautioned however that these measures should not be construed as an alternative to net income (loss) or net cash flows from (used in) operating activities determined in accordance with GAAP as an indication of Rubellite's performance and may not be comparable with the calculation of similar measurements by other entities. For additional reader advisories in regards to non-GAAP and other financial measures, including Rubellite's method of calculation and reconciliation of these terms to their corresponding GAAP measures, see the section entitled "Non-GAAP and Other Financial Measures" within the Corporation's most recent MD&A filed on SEDAR.

For 2022, a minimum adjusted funds flow<sup>(1)</sup> hurdle of \$40 million was established for the bonus pool, with discretion retained by the Board of Directors (see "Annual Bonus Performance Measures"). Based on 2022 financial results this minimum adjusted funds flow<sup>(1)</sup> hurdle was not met and therefore the entire bonus was discretionary. The target was exceeded for two corporate performance metrics. The Board of Directors exercised their discretion and bonuses awarded for 2022 were paid out in March 2023.

Based on the recommendation of the Compensation and Corporate Governance Committee with input from the CEO, the Board of Directors also approved a 'Discretionary Special Bonus' to select members of the executive team, representing approximately 15% of their earned salaries paid in 2022 in recognition of their loyalty and transformative progress towards strategic goals. Perpetual and Rubellite each paid their proportionate share of the Discretionary Special Bonuses as derived under the MSA. Rubellite's share of the Discretionary Special Bonuses totaled \$38,936 and was paid to five executive team members, including the Corporation's VP Finance & CFO, VP Corporate & Engineering Services, VP Land and Business Development, VP Exploration & New Ventures and VP Production & Development, and excluding the President & CEO and VP Marketing, on November 30, 2022.

### 2023 Bonus Program:

The target compensation matrix for determination of the 2023 bonus pool is outlined below:

<i>(% of Base Salary Pool)</i>	<b>Corporate Excellence Component</b>	<b>Corporate Performance Component Target/Maximum</b>	<b>Target/Maximum</b>
CEO	0-16	0-24.5/49	0-32.5/65
Senior Executives	0-15	0-17.5/35	0-25/50

For 2023, a minimum adjusted funds<sup>(1)</sup> flow hurdle of \$30 million has been established.

The Corporate Excellence Component of the bonus pool will be established based on a qualitative assessment of performance with respect to Rubellite's 2023 Strategic Priorities:

1. Deliver Robust Organic Production Growth Profile to Unlock Free Funds Flow;
2. Drive Top Quartile Capital Efficiencies;
3. Increase Reserve Based NAV, De-risk Inventory and Advance Secondary Recovery;
4. Grow Clearwater Land Base and Prospect Inventory;
5. Maintain Pristine Balance Sheet and Manage Risk; and
6. Record Positive Performance metrics to Validate ESG Excellence.

Safety and environmental performance is considered within the operational goals embedded in the 2023 Strategic Priorities.

The quantitative performance metrics to establish the Corporate Performance Component of the 2023 bonus pool include consideration of production performance, cash costs, capital efficiency, reserves and the change in potential asset value of the prospect inventory.

## **Rubellite Incentive Plan**

### ***Background***

On July 28, 2021, the board of directors of Perpetual approved, on behalf of Rubellite, the adoption of the Rubellite Incentive Plan, which was subsequently approved by Shareholders on August 31, 2021. The Rubellite Incentive Plan is designed to provide flexibility to Rubellite to grant equity-based incentive awards in the form of share options ("**Rubellite Options**"), share units ("**Rubellite Share Units**" or "**Share Units**") and deferred share units ("**Rubellite DSUs**") under a single, streamlined, plan. The Rubellite DSUs, Rubellite Options and Rubellite Share Units are collectively, the "**Rubellite Awards**".

### ***Purpose***

The purpose of the Rubellite Incentive Plan is to permit Rubellite to grant Rubellite Awards to Eligible Participants (as hereinafter defined), for the following purposes: (a) to increase alignment by increasing the interest in Rubellite's affairs of those Eligible Participants who share responsibility for the management, growth and protection of the business of Rubellite and its subsidiaries; (b) to provide an incentive to such Eligible Participants to continue to provide their services for Rubellite or any of its subsidiaries and to encourage such Eligible Participants whose skills, performance and loyalty to the objectives and interests of Rubellite and its subsidiaries are necessary or essential to its success, reputation or activities; (c) to reward any Eligible Participant (each, a "**Participant**") for their performance of services to Rubellite and its subsidiaries; and (d) to provide a means through which Rubellite and its subsidiaries may attract and retain the talent required to accomplish its business plan and create value for its Shareholders.

A summary of the key terms of the Rubellite Incentive Plan is set out below, which is qualified in its entirety by the full text of the Rubellite Incentive Plan.

### **Summary of the Rubellite Incentive Plan**

#### *Administration of the Rubellite Incentive Plan*

The Rubellite Incentive Plan is administered and interpreted by the Rubellite Board, which may delegate its authority to a committee or plan administrator appointed by the Rubellite Board. The Rubellite Board determines which directors, officers, consultants and employees are eligible to receive Rubellite Awards under the Rubellite Incentive Plan, the time or times at which Rubellite Awards may be granted, the conditions under which Rubellite Awards may be granted or forfeited to Rubellite, the number of Rubellite Common Shares to be covered by any award, the exercise price of any Rubellite Award, whether restrictions or limitations are to be imposed on the Rubellite Common Shares issuable pursuant to grants of any Rubellite Award, and the nature of any such restrictions or limitations, any acceleration of exercisability or vesting, or waiver of termination regarding any Rubellite Award, based on such factors as the Rubellite Board may determine.

In addition, the Rubellite Board interprets the Rubellite Incentive Plan and may adopt guidelines and other rules and regulations relating to the Rubellite Incentive Plan, and make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Rubellite Incentive Plan.

#### *Eligibility*

The following individuals (collectively, "**Eligible Participants**") are eligible to participate in the Rubellite Incentive Plan: (i) in respect of a grant of Rubellite Options or Rubellite Share Units: (A) any director, executive officer, employee or consultant of Rubellite or any of its subsidiaries; and (B) any director, executive officer, employee or consultant of Perpetual provided that the MSA is in effect and has not been terminated; and (ii) in respect of a grant of Rubellite DSUs, any director who is not otherwise an employee or executive officer of Rubellite or any of its subsidiaries or Perpetual (an "**Independent Director**"). The extent to which any Eligible Participant is entitled to receive a grant of a Rubellite Award pursuant to the Rubellite Incentive Plan will be determined in the sole and absolute discretion of the Rubellite Board.

#### *Rubellite Common Shares Subject to the Rubellite Incentive Plan*

The Rubellite Incentive Plan is a "rolling" plan which provides that the aggregate maximum number of Rubellite Common Shares reserved for issuance under the Rubellite Incentive Plan shall not exceed 10% of Rubellite's issued and outstanding Rubellite Common Shares from time to time, less any Rubellite Common Shares underlying securities granted under any other share compensation arrangements of Rubellite, if any.

The Rubellite Incentive Plan is considered to be an "evergreen" plan as Rubellite Common Shares covered by Rubellite Awards which have been settled will be available for subsequent grant under the Rubellite Incentive Plan, and the number of Rubellite Awards that may be granted under the Rubellite Incentive Plan increases if the total number of issued and outstanding Rubellite Common Shares increases. As such, the Rubellite Incentive Plan must be approved by the majority of Rubellite's Board and Shareholders every three (3) years following its adoption pursuant to the requirements of the TSX.

#### *Insider Participation Limit, Individual Limits, Annual Grant Limits and Independent Director Limits*

The Rubellite Incentive Plan provides that the maximum number of Rubellite Common Shares: (a) issuable to insiders at any time; and (b) issued to insiders within any one year period, under the Rubellite Incentive Plan, or when combined with all of Rubellite's other share compensation arrangements, cannot exceed 10% of Rubellite's issued and outstanding securities.

The maximum number of Rubellite Common Shares that may be made issuable pursuant to Rubellite Awards made to employees and Independent Directors under the Rubellite Incentive Plan within any one-year period shall not exceed 5% of issued and outstanding Rubellite Common Shares (as of the commencement of such one-year period). The annual grant of Rubellite Awards under the Rubellite Incentive Plan to any one Independent Director shall not exceed \$150,000 in value, of which no more than \$100,000 may comprise Rubellite Options; provided that, the foregoing limits shall not apply to: (i) one-time initial grants to a new director upon joining the Rubellite Board; and (ii) Rubellite DSUs or other

equity awards that non-employee directors receive in lieu of cash fees, provided that the equity granted has the same value as the cash fees given up in exchange.

### *Types of Awards*

The Rubellite Incentive Plan provides for the grant of Rubellite Options, Rubellite Share Units and Rubellite DSUs. All of the Rubellite Awards described below are subject to the conditions, limitations, restrictions, exercise price, vesting, settlement and forfeiture provisions determined by the Rubellite Board, in its sole discretion, subject to such limitations provided in the Rubellite Incentive Plan, and will generally be evidenced by an award agreement. In addition, subject to the limitations provided in the Rubellite Incentive Plan and in accordance with applicable law, the Rubellite Board may accelerate or defer the vesting or payment of Rubellite Awards, modify outstanding Rubellite Awards, and waive any condition imposed with respect to Rubellite Awards or Rubellite Common Shares issued pursuant to Rubellite Awards.

### *Stock Options*

A Rubellite Option entitles a holder thereof to purchase a prescribed number of Rubellite Common Shares from treasury at an exercise price set at the time of the grant. The Rubellite Board will establish the exercise price at the time each Rubellite Option is granted, which exercise price must in all cases be not less than the volume weighted average trading price of the Rubellite Common Shares on the TSX for the five (5) trading days immediately prior to the date of grant (the "**Market Value**"). Subject to the provisions set forth in the Rubellite Incentive Plan and any shareholder or regulatory approval which may be required, the Rubellite Board shall, from time to time, in its sole discretion, (i) designate the Eligible Participants who may receive Rubellite Options under the Rubellite Incentive Plan, (ii) fix the number of Rubellite Options, if any, to be granted to each Eligible Participant and the date or dates on which such Rubellite Options shall be granted, and (iii) determine the relevant vesting provisions (including performance criteria, if applicable) and the option term, which shall not be more than ten (10) years from the date the Rubellite Option is granted.

The Rubellite Board may, at any time and on such terms as it may in its discretion determine, grant to a Participant who is entitled to exercise a Rubellite Option the alternative right (the "**Cashless Exercise Right**") to deal with such Rubellite Option on a "cashless exercise" basis. Without limitation, the Rubellite Board may determine in its discretion that such Cashless Exercise Right, if any, granted to a Participant in respect of any Rubellite Options entitles the Participant the right to surrender such Rubellite Options, in whole or in part, to Rubellite upon giving notice in writing to Rubellite of the Participant's intention to exercise such Cashless Exercise Right and the number of Rubellite Options in respect of which such Cashless Exercise Right is being exercised, and, upon such surrender, to receive, as consideration for the surrender of such Rubellite Options as are specified in the notice, that number of Rubellite Common Shares, disregarding fractions, equal to the quotient obtained by: (a) subtracting the applicable Rubellite Option price from the Market Value of a Rubellite Common Share (determined as of the date such notice of cashless exercise is received by Rubellite), and multiplying the remainder by the number of Rubellite Options specified in such notice; (b) subtracting from the amount obtained under subsection (a) the amount of any applicable withholding taxes as determined by Rubellite in its sole discretion; and (c) dividing the net amount obtained under subsection (b) by the Market Value of a Rubellite Common Share determined as of the date such notice of cashless exercise is received by Rubellite.

### *Share Units*

A Rubellite Share Unit is a Rubellite Award in the nature of a bonus for services rendered in the year of grant, that, upon settlement, entitles the recipient to receive a cash payment equal to the Market Value of a Rubellite Common Share (or, at the sole discretion of Rubellite, a Rubellite Common Share), and subject to such restrictions and conditions on vesting as the Rubellite Board may determine at the time of grant, unless such Rubellite Share Unit expires prior to being settled. Restrictions and conditions on vesting of the Rubellite Share Units, may, without limitation, be based on the passage of time during continued employment or other service relationship (referred to as a "**Restricted Share Unit**" or "**RSU**") the achievement of specified performance criteria (referred to as a "**Performance Share Unit**" or "**PSU**"), or both. The Rubellite Board shall, from time to time, in its sole discretion, (i) designate the Eligible Participants who may receive Rubellite Share Units under the Rubellite Incentive Plan, (ii) fix the number of Rubellite Share Units, if any, to be granted to each Eligible Participant and the date or dates on which such Rubellite Share Units shall be granted, (iii) determine the relevant conditions, vesting provisions (including the applicable performance period and performance criteria, if any) and the period between the date of grant of such Rubellite Share Units and the latest vesting date in respect of any portion of such Rubellite Share Units (the "**Restriction Period**") of such Rubellite Share Units, and (iv) determine any other terms and conditions applicable to the granted Rubellite Share Units. Target grant

levels under the PSU Plan are based on market-competitive compensation but will adjust based on a multiplier positively or negatively, to a maximum of 2.0 times or a minimum of 0.5 times as the case may be, with Rubellite's performance.

Subject to the vesting and other conditions and provisions in the Rubellite Incentive Plan and in the applicable award agreement, each Rubellite Share Unit entitles the holder thereof to receive, on settlement, a cash payment equal to the Market Value of a Rubellite Common Share, or at the discretion of Rubellite, one Rubellite Common Share or any combination of cash and Rubellite Common Shares as Rubellite in its sole discretion may determine, in each case less any applicable withholding taxes. A Participant's vested Rubellite Share Units shall be redeemed in consideration for a cash payment on the date that is the earliest of (i) the 15th day following the applicable vesting date for such vested Rubellite Share Units (or, if such day is not a business day, on the immediately following business day), and (ii) December 15 of the third calendar year following the end of the calendar year in respect of which such Rubellite Share Unit is granted.

#### *DSUs*

A Rubellite DSU is a Rubellite Award for future services to be rendered, and that, upon settlement, entitles the recipient Participant to receive cash or acquire Rubellite Common Shares, as determined by Rubellite in its sole discretion, unless such Rubellite DSU expires prior to being settled. The Rubellite Board shall, from time to time, in its sole discretion, (i) designate the Independent Directors who may receive Rubellite DSUs under the Rubellite Incentive Plan, (ii) fix the number of Rubellite DSUs, if any, to be granted to any Independent Director and the date or dates on which such Rubellite DSUs shall be granted, and (iii) determine any other terms and conditions applicable to the granted Rubellite DSUs. In addition, each Independent Director is given the right, subject to the terms and conditions of the Rubellite Incentive Plan, to elect to receive all or a portion of any director fees that are otherwise intended to be paid in cash in the form of Rubellite DSUs in lieu of cash.

Subject to the vesting and other conditions and provisions in the Rubellite Incentive Plan and in any award agreement, each Rubellite DSU awarded to a Participant shall entitle the Participant to receive on settlement a cash payment equal to the Market Value of a Rubellite Common Share, or at the discretion of Rubellite, one Rubellite Common Share or any combination of cash and Rubellite Common Shares as Rubellite in its sole discretion may determine. Except as otherwise provided in the Rubellite Incentive Plan, (i) Rubellite DSUs of a Participant who is a U.S. taxpayer shall be redeemed and settled by Rubellite on the first business day following the Participant's Separation from Service (as defined in the Rubellite Incentive Plan), and (ii) Rubellite DSUs of a Participant who is a Canadian Participant (or who is neither a U.S. taxpayer nor a Canadian Participant) shall be redeemed and settled by Rubellite as soon as reasonably practicable following the Participant's Termination Date (as defined in the Rubellite Incentive Plan), but in any event not later than, and any payment (whether in cash or in Rubellite Common Shares) in respect of the settlement of such Rubellite DSUs shall be made no later than, December 15 of the first calendar year commencing immediately after the Participant's Termination Date.

#### *Dividend Equivalents*

Dividend equivalents may, as determined by the Rubellite Board in its sole discretion, be awarded in respect of unvested Rubellite Share Units and Rubellite DSUs in a Participant's account on the same basis as cash dividends declared and paid on Rubellite Common Shares as if the Participant was a shareholder of record of Rubellite Common Shares on the relevant record date. Dividend equivalents, if any, will vest on the same basis as the underlying securities and be credited to the Participant's account in additional Rubellite Share Units or Rubellite DSUs, the number of which shall be equal to a fraction where the numerator is the product of (i) the number of Rubellite Share Units in such Participant's account on the date that dividends are paid multiplied by (ii) the dividend paid per Rubellite Common Share and the denominator of which is the Market Value of one Rubellite Common Share calculated as of the date that dividends are paid.

#### *Black-out Periods*

If a Rubellite Award expires during, or within nine business days after, a routine or special trading blackout period imposed by Rubellite to restrict trades in Rubellite's securities, then, subject to certain exceptions, the Rubellite Award shall expire ten business days after the expiration of the blackout period.

### *Expiry Date of Awards*

While the Rubellite Incentive Plan does not stipulate a specific term for Rubellite Awards granted thereunder, (a) the expiry date of a Rubellite Option may not be more than 10 years from its date of grant, and (b) the expiry date of a Rubellite Share Unit may not be later than December 15 of the third year from its date of grant, except, in each case, where an expiry date would have fallen within a blackout period of Rubellite. All Rubellite Awards must vest and settle in accordance with the provisions of the Rubellite Incentive Plan and any applicable award agreement, which award agreement may include an expiry date for a specific Rubellite Award.

### *Termination of Employment or Services*

The following table describes the impact of certain events upon the participants under the Rubellite Incentive Plan, including resignation, termination for cause, termination without cause, disability, death, retirement or voluntary leave of absence, subject, in each case, to the terms of a participant's applicable employment agreement, award agreement or other written agreement:

<b>Event</b>	<b>Option Provisions</b>	<b>Share Unit Provisions</b>
<i>Resignation</i>	<p>Each unvested Rubellite Option granted to such Participant shall terminate and become void immediately upon the Participant's Termination Date.</p> <p>Each vested Rubellite Option held by such Participant shall cease to be exercisable on the earlier of (A) ninety (90) days after the Participant's Termination Date and (B) the expiry date of such Rubellite Option as set forth in the applicable grant agreement, after which such vested Rubellite Option will expire.</p>	<p>The Participant's participation in the Rubellite Incentive Plan shall be terminated immediately upon the Participant's Termination Date, all Rubellite Share Units credited to such Participant's account that have not vested as of the Participant's Termination Date shall be forfeited and cancelled, and the Participant's rights that relate to such Participant's unvested Rubellite Share Units shall be forfeited and cancelled on the Termination Date.</p>
<i>Termination for Cause</i>	<p>Any vested or unvested Rubellite Option granted to such Participant shall terminate immediately upon the Participant's Termination Date.</p>	<p>The Participant's participation in the Rubellite Incentive Plan shall be terminated immediately upon the Participant's Termination Date, all Rubellite Share Units credited to such Participant's account that have not vested as of the Participant's Termination Date shall be forfeited and cancelled, and the Participant's rights that relate to such Participant's unvested Rubellite Share Units shall be forfeited and cancelled on the Termination Date.</p>

<p><i>Termination without Cause</i></p>	<p>Each unvested Rubellite Option granted to such Participant shall expire and become void immediately upon the Participant's Termination Date.</p> <p>Each vested Rubellite Option held by such Participant shall cease to be exercisable on the earlier of (A) ninety (90) days after the Participant's Termination Date (or such later date as the Rubellite Board may, in its sole discretion, determine) and (B) the expiry date of such Rubellite Option as set forth in the applicable grant agreement, after which such vested Rubellite Option will expire.</p>	<p>Subject to certain exceptions, all unvested Rubellite Share Units in the Participant's account as of the Participant's Termination Date relating to a Restriction Period in progress shall be forfeited and cancelled.</p>
<p><i>Disability</i></p>	<p>Each unvested Rubellite Option granted to such Participant shall terminate and become void immediately upon the Participant's Termination Date.</p> <p>Each vested Rubellite Option held by such Participant shall cease to be exercisable on the earlier of (A) ninety (90) days after the Participant's Termination Date, and (B) the expiry date of such Rubellite Option as set forth in the applicable grant agreement, after which such vested Rubellite Option will expire.</p>	<p>Subject to certain exceptions, all unvested Rubellite Share Units in the Participant's account as of the date his or her employment or service relationship with Rubellite or any of its subsidiaries being terminated by reason of injury or disability relating to a Restriction Period in progress shall be forfeited and cancelled.</p>
<p><i>Death</i></p>	<p>Each unvested Rubellite Option granted to such Participant shall terminate and become void effective immediately prior to the Eligible Participant's time of death.</p> <p>Each vested Rubellite Option held by such Participant at the time of death may be exercised by the legal representative of the Participant, provided that any such vested Rubellite Option shall cease to be exercisable on the earlier of (A) the date that is six (6) months after the Participant's death or (B) the expiry date of such Rubellite Option as set forth in the applicable grant agreement, after which such vested Rubellite Option will expire.</p>	<p>Subject to certain exceptions, all unvested Rubellite Share Units in the Participant's account as of the date of death of such Participant relating to a Restriction Period in progress shall be forfeited and cancelled.</p>

<i>Retirement</i>	<p>Each unvested Rubellite Option granted to such Participant shall terminate and become void immediately upon the Participant's Termination Date.</p> <p>Each vested Rubellite Option held by such Participant shall cease to be exercisable on the earlier of (A) ninety (90) days after the Participant's Termination Date, and (B) the expiry date of such Rubellite Option as set forth in the applicable grant agreement, after which such vested Rubellite Option will expire.</p>	<p>Subject to certain exceptions, all unvested Rubellite Share Units in the Participant's account as of the date of retirement of such Participant relating to a Restriction Period in progress shall be forfeited and cancelled.</p>
<i>Leave of Absence (more than 12 months)</i>	<p>The Rubellite Board may determine, at its sole discretion but subject to applicable laws, that such Participant's participation in the Rubellite Incentive Plan shall be terminated, provided that all vested Rubellite Options shall remain outstanding and in effect until the applicable exercise date, or an earlier date determined by the Rubellite Board at its sole discretion.</p>	<p>Subject to certain exceptions, all unvested Rubellite Share Units in the Participant's account as of the date on which a Participant elects a voluntary leave of absence of more than 12 months relating to a Restriction Period in progress shall be forfeited and cancelled.</p>

#### *Change of Control*

Under the Rubellite Incentive Plan, in the event of a potential Change of Control (as defined below), the Rubellite Board may exercise its discretion to: (i) accelerate the vesting of Rubellite Options to assist the Participants to tender into a takeover bid or participating in any other transaction leading to a Change of Control; or (ii) accelerate the vesting of, or waive the performance criteria or other vesting conditions applicable to, outstanding Rubellite Share Units, and the date of the such action shall be the vesting date of such Rubellite Share Units.

If Rubellite completes a transaction constituting a Change of Control and within 12 months following the Change of Control, a Participant who was also an officer or employee of, or consultant to, Rubellite prior to the Change of Control has their employment agreement or consulting agreement terminated, then: (i) all unvested Rubellite Options granted to such Participant shall immediately vest and become exercisable, and remain open for exercise until the earlier of (A) their expiry date as set out in the applicable grant agreement, and (B) the date that is 90 days after such termination or dismissal; and (ii) all unvested Rubellite Share Units shall become vested, and the date of such Participant's Termination Date (as defined in the Rubellite Incentive Plan) shall be deemed to be the vesting date.

Under the Rubellite Incentive Plan, a "Change of Control" includes, unless the Rubellite Board determines otherwise, the happening, in a single transaction or in a series of related transactions, of any of the following events:

- (a) any transaction (other than a transaction described in clause (c) below) pursuant to which any person or group of persons acting jointly or in concert acquires the direct or indirect beneficial ownership of securities of Rubellite representing 50% or more of the aggregate voting power of all of Rubellite's then issued and outstanding securities entitled to vote in the election of directors of Rubellite, other than any such acquisition that occurs upon the exercise or settlement of options or other securities granted by Rubellite under any of Rubellite's equity incentive plans;
- (b) there is consummated an arrangement, amalgamation, merger, consolidation or similar transaction involving (directly or indirectly) Rubellite and, immediately after the consummation of such arrangement, amalgamation, merger, consolidation or similar transaction, the shareholders of Rubellite immediately prior thereto do not beneficially own, directly or indirectly, either (A) outstanding voting securities representing more than 50% of the combined outstanding voting power of the surviving or resulting entity in such

- amalgamation, merger, consolidation or similar transaction or (B) more than 50% of the combined outstanding voting power of the parent of the surviving or resulting entity in such arrangement, amalgamation, merger, consolidation or similar transaction, in each case in substantially the same proportions as their beneficial ownership of the outstanding voting securities of Rubellite immediately prior to such transaction;
- (c) the sale, lease, exchange, license or other disposition, in a single transaction or a series of related transactions, of assets, rights or properties of Rubellite or any of its subsidiaries which have an aggregate book value greater than 50% of the book value of the assets, rights and properties of Rubellite and its subsidiaries on a consolidated basis to any other person or entity, other than a disposition to a wholly-owned subsidiary of Rubellite in the course of a reorganization of the assets of Rubellite and its wholly-owned subsidiaries;
  - (d) the passing of a resolution by the Rubellite Board or Shareholders to substantially liquidate the assets of Rubellite or wind up Rubellite's business or significantly rearrange its affairs in one or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding-up or re-arrangement (except where such re-arrangement is part of a bona fide reorganization of Rubellite in circumstances where the business of Rubellite is continued and the shareholdings remain substantially the same following the re-arrangement);
  - (e) individuals who, immediately prior to a particular time, are members of the Rubellite Board (the "**Incumbent Board**") cease for any reason to constitute at least a majority of the members of the Rubellite Board immediately following such time; provided, however, that if the appointment or election (or nomination for election) of any new Rubellite Board member was approved or recommended by a majority vote of the members of the Incumbent Board then still in office, such new member will, for purposes of the Rubellite Incentive Plan, be considered as a member of the Incumbent Board;
  - (f) upon the sale to a non-arm's length third party of more than 60% of those voting securities of Rubellite held collectively by Sue Riddell Rose, the Riddell Family Charitable Foundation, Dreamworks, and other associates thereof; or
  - (g) the completion of any transaction or the first of a series of transactions which would have the same or similar effect as any transaction or series of transactions referred to in (a) through (f) above.

Notwithstanding the foregoing, for purposes of any Rubellite Award that constitutes "deferred compensation" (within the meaning of Section 409A of the United States *Internal Revenue Code of 1986*), the payment of which would be accelerated upon a Change of Control, a transaction will not be deemed a Change of Control for Rubellite Awards granted to any Participant who is a U.S. taxpayer unless the transaction qualifies as "a change in control event" within the meaning of Section 409A of the United States *Internal Revenue Code of 1986*.

#### *Non-Transferability of Awards*

Except as specifically provided in a grant agreement approved by the Rubellite Board, each Rubellite Award granted under the Rubellite Incentive Plan is not assignable or transferable by the holder of such Rubellite Award, whether voluntarily or by operation of law, except by will or by the laws of succession of the domicile of a deceased holder of such Award. No Rubellite Award granted under the Rubellite Incentive Plan shall be pledged, hypothecated, charged, transferred, assigned or otherwise encumbered or disposed of on pain of nullity.

#### *Amendments to the Rubellite Incentive Plan*

Subject to certain exceptions, the Rubellite Board may from time to time, without notice and without approval of the Shareholders, amend, modify, change, suspend or terminate the Rubellite Incentive Plan or any Rubellite Awards granted pursuant thereto as it, in its discretion, determines appropriate.

The Rubellite Board may, from time to time, in its absolute discretion and without approval of the Shareholders, make the following amendments to the Rubellite Incentive Plan:

- (a) any amendment to the vesting provision of the Rubellite Awards;

- (b) any amendment to the expiration date of a Rubellite Award that does not extend the terms of the Rubellite Award past the original date of expiration of such Rubellite Award;
- (c) any amendment regarding the effect of termination of a Participant's employment or engagement;
- (d) any amendment which accelerates the date on which any Rubellite Option may be exercised under the Rubellite Incentive Plan;
- (e) any amendment necessary to comply with applicable law (including taxation laws) or the requirements of the TSX (or any other stock exchange on which the Rubellite Common Shares are listed) or any other regulatory body;
- (f) any amendment of a "housekeeping" nature, including to clarify the meaning of an existing provision of the Rubellite Incentive Plan, correct or supplement any provision of the Rubellite Incentive Plan that is inconsistent with any other provision of the Rubellite Incentive Plan, correct any grammatical or typographical errors or amend the definitions in the Rubellite Incentive Plan;
- (g) any amendment regarding the administration of the Rubellite Incentive Plan;
- (h) any amendment to adopt a clawback provision applicable to equity compensation; and
- (i) any other amendment that does not require the approval of the Shareholders under the Rubellite Incentive Plan.
- (j) Notwithstanding the above, and subject to the rules of the TSX, the approval of Shareholders is required to effect any of the following amendments to the Rubellite Incentive Plan:
- (k) any increase to the maximum number of Rubellite Common Shares issuable under the Rubellite Incentive Plan, except in the event of an adjustment pursuant to the provisions of the Rubellite Incentive Plan;
- (l) except in the case of an adjustment pursuant to the provisions of the Rubellite Incentive Plan, any amendment which reduces the exercise price of a Rubellite Option or any cancellation of a Rubellite Option and replacement of such Rubellite Option with a Rubellite Option with a lower exercise price or other entitlements;
- (m) any amendment which extends the expiry date of any Rubellite Award, or the Restriction Period of any Rubellite Share Unit beyond the original expiry date or Restriction Period;
- (n) any amendment to the number of Rubellite Common Shares that may be made issuable pursuant to Rubellite Awards made to employees and Independent Directors;
- (o) any amendment which would permit Rubellite Awards granted under the Rubellite Incentive Plan to be transferable or assignable other than for normal estate settlement purposes;
- (p) any amendment to the limits on Rubellite Awards to Independent Directors;
- (q) any amendment to the definition of an Eligible Participant under the Rubellite Incentive Plan; and
- (r) any amendments to the provisions of the Rubellite Incentive Plan which govern the amendments requiring approval of the Shareholders,

provided that Rubellite Common Shares held directly or indirectly by insiders benefiting from the foregoing amendments shall be excluded when obtaining such Shareholder approval.

## Financial Assistance

Unless otherwise determined by the Rubellite Board, Rubellite shall not offer financial assistance to any Participant in regards to the exercise of any Rubellite Award granted under the Rubellite Incentive Plan.

### Annual Burn Rate Disclosure

Year	Rubellite Options Granted	Weighted Average number of securities outstanding	Annual Burn Rate
2022	927,000	52,093,224	1.8%
2021	768,500	32,812,884 <sup>(1)(3)(4)</sup>	2.3%

Year	Rubellite Share Units Granted <sup>(2)</sup>	Weighted Average number of securities outstanding	Annual Burn Rate
2022	447,500	52,093,224	0.9%
2021	396,000	32,812,884 <sup>(1)</sup>	1.2%

Notes:

- 1) The weighted average number of securities outstanding from September 3, 2021 (date of initial capitalization share issuance) to December 31, 2021 is the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the securities are outstanding as a proportion of the total number of days in the period; a reasonable approximation of the weighted average is adequate in many circumstances. The weighted average number of securities outstanding is to be calculated in accordance with the CPA Canada Handbook, as such may be amended or superseded from time to time.
- 2) Comprised of 211,000 RSUs and 185,000 PSUs for 2021 and 284,500 RSUs and 163,000 PSUs for 2022.
- 3) The weighted average number of securities outstanding from July 12, 2021 (date of incorporation) to December 31, 2021 is 22,701,937.
- 4) The weighted average number of securities outstanding from October 4, 2021 (date of share issuance pursuant to Rubellite financings) to December 31, 2021 is 43,808,556.

### Securities Authorized for Issuance under Equity Compensation Plans

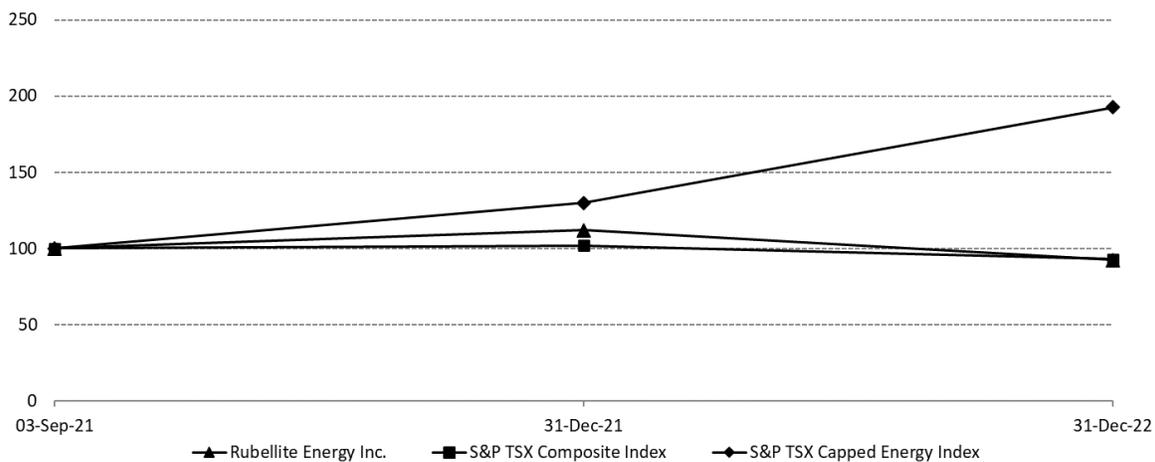
Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Rubellite Awards at December 31, 2022	Weighted Average Exercise Price of Outstanding Rubellite Awards <sup>(1)</sup>	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans
Equity Compensation Plan Approved by Shareholders (Rubellite Incentive Plan)	2,387,875 Shares	\$1.78 per Share	1,411,861 Shares
Equity Compensation Plans Not Approved by Shareholders	Nil	n/a	Nil
Total	2,387,875 Shares	\$1.78 per Share	1,411,861 Shares

Note:

- (1) Comprised of 1,668,625 Options, 371,250 RSUs and 348,000 PSUs.

## Performance Graph

Rubellite's initial capitalization Shares were issued at \$2.00/Share. The Shares are listed and posted for trading on the TSX under the trading symbol "RBY". The Shares commenced trading on September 14, 2021. The following graph illustrates changes from September 3, 2021 to December 31, 2022, in cumulative Shareholder return, assuming an initial investment of \$100 in Shares with all cash distributions/dividends reinvested, compared to the S&P/TSX Composite Index and the S&P/TSX Capped Energy Trust Index with all dividends and distributions reinvested.



	03-Sep-21	31-Dec-21	31-Dec-22
Rubellite Energy Inc. <sup>(1)</sup>	100	112	93
S&P TSX Composite Index	100	102	93
S&P TSX Capped Energy Index	100	130	193

Note: Market value of the Shares at September 3, 2021 and December 31, 2021 was \$2.00/Share and \$2.24/Share respectively.

From September 3, 2021 to December 31, 2022, Rubellite's Share price decreased by 7% with a corresponding decrease in the S&P/TSX Composite Index of 7% and increase in the S&P/TSX Capped Energy Index of 93%. This decrease is reflective of the volatility of benchmark oil prices and Rubellite's capital investment in drilling programs.

## Summary Compensation Table

Outlined below is a summary description of the compensation earned by the NEOs in their capacity as employees of Perpetual that has been attributed by Rubellite to Perpetual for services provided to the Corporation under the MSA. The NEOs do not receive any cash compensation directly from Rubellite. The Corporation does not recommend or approve compensation paid to the NEOs by Perpetual. Therefore, the below amounts represent compensation attributed to Rubellite for purposes only of this management information circular but are paid to the NEO by Perpetual, all in accordance with the terms of the MSA.

NEO Name and Principal Position	Year	Salary <sup>(1)</sup> (\$)	Share-based Awards (Rubellite Share Units) <sup>(2)(3)</sup> (\$)	Option-based Awards (Rubellite Options) <sup>(3)</sup> (\$)	Annual Incentive Plans (Cash Bonus) <sup>(4)</sup> (\$)	All Other Compensation <sup>(1)(5)</sup> (\$)	Total Compensation (\$)
<b>Susan L. Riddell Rose</b> President and Chief Executive Officer	2022	81,000	203,500	299,897	5,227	6,660	596,284
	2021	11,762	120,000	163,200	Nil	729	295,691
	2020 <sup>(6)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
<b>Ryan A. Shay</b> Vice President, Finance and Chief Financial Officer	2022	70,000	122,100	159,320	14,929	5,835	372,184
	2021	10,165	70,000	86,700	Nil	641	167,506
	2020 <sup>(6)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
<b>Karlton H. Rumpf<sup>(7)</sup></b> Vice President, Exploration and New Ventures	2022	31,094	90,000	257,909	Nil	2,332	381,336
<b>Linda L. McKean</b> Vice President, Exploration & Development	2022	56,660	89,540	121,833	12,062	4,834	281,929
	2021	8,228	50,000	66,300	Nil	534	125,062
	2020 <sup>(6)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
<b>Jeffrey R. Green</b> Vice President, Corporate & Engineering Services	2022	52,000	73,260	93,718	11,357	4,485	234,820
	2021	7,551	40,000	51,000	Nil	477	99,028
	2020 <sup>(6)</sup>	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- Rubellite paid their proportionate share of Salary and All Other Compensation as per the MSA at 20% for 2022. In 2021, Rubellite paid their proportionate share of Salary and All Other Compensation as per the MSA at 9%, representing the period from from September 3, 2021, the effective date of the completion of the Arrangement, to December 31, 2021 (annualized 3%). Full compensation information is available in the Perpetual Executive Compensation Disclosure which is incorporated by reference herein.
- Rubellite Share Units are PSUs. See "Summary of the Rubellite Incentive Plan – Share Units".
- Dollar amounts are based on grant date fair value of the awards. Grant date fair value of option-based awards are calculated using the Black Scholes option valuation model. The valuation methodology is based on a number of variables including share volatility, a dividend yield, risk-free interest rate, market price, award exercise price and the option term. Rubellite typically grants Rubellite Options that vest equally over a four-year period.
- Cash bonuses are generally paid in March pertaining to results from the previous calendar year and as such are recorded in the year paid. The bonuses earned for 2021 were paid by Perpetual in March 2022. The percentage attributed to Rubellite as per the MSA was 3%. The bonuses earned for 2022 were paid by Perpetual in March 2023. The Rubellite bonus paid is: Susan Riddell Rose \$60,720; Ryan Shay \$57,914; Karlton Rumpf \$25,482; Linda McKean \$48,185; Jeff Green \$44,330.
- Includes amounts paid under Perpetual's employee savings program as well as a parking allowance.
- No amounts were paid as per the MSA in 2020. Rubellite Energy was incorporated on July 12, 2021 and the MSA was executed on July 15, 2021. Assuming the MSA was in effect in 2020, Rubellite's share of Salary, Annual Incentive Plans and All Other Compensation paid as a percentage of production under the MSA would have been less than 3% for NEO's on an annual basis.
- Karlton H. Rumpf was hired on June 15, 2022.

## Incentive Plan Awards

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

The following table sets forth all Rubellite Options and Rubellite Share Units outstanding for each NEO at December 31, 2022.

Name	Option-based Awards (Rubellite Options)				Share-based Awards (Rubellite Share Units)		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of Rubellite Share Units that have not vested <sup>(2)(3)</sup> (#)	Market or payout value of share-based awards that have not vested <sup>(1)</sup> (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Susan L. Riddell Rose	160,000	\$2.00	September 9, 2026	Nil	110,000	\$203,500	Nil
	160,000	\$2.92	August 22, 2027	Nil			
Ryan A. Shay	85,000	\$2.00	September 9, 2026	Nil	65,000	\$120,250	Nil
	85,000	\$2.92	August 22, 2027	Nil			
Karlton H. Rumpf	65,000	\$3.65	June 27, 2027	Nil	25,000	\$46,250	Nil
	65,000	\$2.92	August 22, 2027	Nil			
Linda L. McKean	65,000	\$2.00	September 9, 2026	Nil	47,000	\$86,950	Nil
	65,000	\$2.92	August 22, 2027	Nil			
Jeffrey R. Green	50,000	\$2.00	September 9, 2026	Nil	38,000	\$70,300	Nil
	50,000	\$2.92	August 22, 2027	Nil			

Notes:

1. Calculated based on the difference between the market value of the Shares at December 31, 2022 (\$1.85/Share) and the exercise price for both vested and unvested Rubellite Options and Rubellite Share Units, as the case may be.
2. Holders of Rubellite Share Units are entitled to one Share of Rubellite per Rubellite Share Unit. See "Summary of the Rubellite Incentive Plan – Share Units".
3. These Rubellite Share Units are PSUs. See "Summary of the Rubellite Incentive Plan – Share Units".

### **Incentive Plan Awards – Value Vested or Earned During the Year**

The following table reflects the value vested or earned during the 2022 calendar year of all Rubellite Options and Rubellite Share Units awards for each NEO.

<b>Name</b>	<b>Option-based awards (Rubellite Options) Value vested during the year<sup>(1)</sup> (\$)</b>	<b>Share-based awards (Performance Share Units) Value vested during the year<sup>(1)</sup> (\$)</b>	<b>Non-equity incentive plan compensation Value earned during the year (\$)</b>
Susan L. Riddell Rose	23,200	Nil	Nil
Ryan A. Shay	12,325	Nil	Nil
Karlton H. Rumpf	Nil	Nil	Nil
Linda L. McKean	9,425	Nil	Nil
Jeffrey R. Green	7,250	Nil	Nil

Note:

<sup>1</sup> Calculated based on the difference between the market value of the Shares on the vesting date and the exercise price on the vesting date.

### **Pension Plan Benefits**

The Corporation does not have a pension plan in place for any executive officers or directors.

### **Termination and Change of Control Benefits**

There are no employment contracts between the NEOs and the Corporation. None of the NEOs have any termination, change of control arrangement or other compensatory plan, contract or arrangement with the Corporation other than in connection with the Rubellite Incentive Plan.

### **DIRECTOR COMPENSATION**

The compensation program for the Corporation's non-management directors is intended to fairly compensate them for the time and effort required of a director based upon the size and complexity of the Corporation's business. Compensation to directors takes the form of monetary cash consideration as well as equity which involve the grant of Rubellite Share Units and Rubellite Options, to further align the interests of the Corporation's directors with Shareholders.

The amount and form of director compensation is reviewed by the Compensation and Corporate Governance Committee annually, with any resulting recommendations made to the Board, to ensure that such compensation realistically reflects the responsibilities and risks associated with carrying out their duties as an effective director. To assist in its evaluation of director compensation, the Compensation and Corporate Governance Committee and the Board periodically reviews comparable compensation information based on the Peer Group and other public companies, all while taking into account various factors and circumstances unique or specific to the Corporation. For 2022, all directors, with the exception of Ms. Riddell Rose and Mr. Shay, received an annual cash retainer in the amount of \$40,000 per annum.

The following table set out all amounts of compensation provided to Rubellite's non-management directors in 2022.

Name	Fees earned (\$)	Share-based awards (Rubellite RSUs) <sup>(1)</sup> (\$)	Option-based awards (Rubellite Options) <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Holly Benson	40,000	30,000	37,487	Nil	Nil	Nil	107,487
Tamara MacDonald	40,000	30,000	37,487	Nil	Nil	Nil	107,487
Bruce Shultz	40,000	30,000	37,487	Nil	Nil	Nil	107,487

Note:

Dollar amounts are based on grant date fair value of the awards. Grant date fair value of option-based awards are calculated using the Black Scholes option valuation model. The valuation methodology is based on a number of variables including share volatility, a dividend yield, risk-free interest rate, market price, award exercise price and the option term.

The Corporation maintains ownership guidelines for directors as a way of aligning directors and Shareholder interests. Directors are expected to own Shares, the number of which represents a minimum of three times the annual base retainer at any given time and is based on the greater of the acquisition cost or market value of the Shares. Rubellite Share Units are included in the share ownership amount. Directors are required to continuously maintain his/her ownership of Shares in the Corporation at three times the annual base retainer and as such, any increases over time to the annual base retainer, the Directors shall have until July 1<sup>st</sup> of the year following any such increase in annual base retainer being made to increase his/her ownership of Shares to the required amount. For new directors, a time period of up to five years is provided to accumulate the required ownership. Incorporating the provisions noted above, all directors meet Rubellite's required share ownership guidelines.

### **Share-Based Awards, Option Based Awards and Non-Equity Incentive Plan Compensation**

The following table sets forth all option and share-based awards outstanding for each non-management director at December 31, 2022.

Name	Option-based Awards (Rubellite Options)				Share-based Awards (Rubellite Share Units)	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of Rubellite Share Units that have not vested (#)	Market or payout value of share-based awards that have not vested <sup>(1)</sup> (\$)
Holly Benson	30,000	\$2.00	September 9, 2026	Nil	17,500	\$32,375
	20,000	\$2.92	August 22, 2027	Nil		
Tamara MacDonald	30,000	\$2.00	September 9, 2026	Nil	17,500	\$32,375
	20,000	\$2.92	August 22, 2027	Nil		
Bruce Shultz	30,000	\$2.00	September 9, 2026	Nil	17,500	\$32,375
	20,000	\$2.92	August 22, 2027	Nil		

Note:

Calculated based on the difference between the market value of the Shares at December 31, 2022 (\$1.85/Share) and the exercise price for both vested and unvested Rubellite Options and Rubellite Share Units, as the case may be.

The following table sets forth the value vested or earned during the year of all Rubellite Options and Rubellite DSUs for each non-management director.

Name	Option-based awards (Rubellite Options) Value vested during the year <sup>(1)</sup> (\$)	Share-based awards (Rubellite RSUs) Value vested during the year (\$)	Non-equity incentive plan compensation Value earned during the year (\$)
Holly Benson	4,350	19,350	Nil
Tamara MacDonald	4,350	19,350	Nil
Bruce Shultz	4,350	19,350	Nil

Note: <sup>(1)</sup> Calculated based on the difference between the market value of the Shares on the vesting date and the exercise price on the vesting date.

## CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 – *Disclosure of Corporate Governance Practices ("NI 58-101")* requires that if management of an issuer solicits proxies from its securityholders for the purpose of electing directors, certain prescribed disclosure respecting corporate governance matters be included in its management information circular.

The prescribed corporate governance disclosure for Rubellite is that contained in Form 58-101F1 – *Corporate Governance Disclosure ("Form 58-101F1 Disclosure")*.

The Board is responsible for the overall governance and stewardship of the Corporation, and has put in place standards and benchmarks by which that responsibility can be measured. Set out below is a description of the Corporation's current corporate governance practices, relative to the Form 58-101F1 Disclosure (which is set out below in italics).

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In the case of equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

### 1. Board of Directors

a. ***Disclose the identity of directors who are independent.***

Holly Benson, Tamara MacDonald and Bruce Shultz are independent directors of Rubellite.

b. ***Disclose the identity of directors who are not independent, and describe the basis for that determination.***

Susan L. Riddell Rose and Ryan A. Shay are not independent as Ms. Riddell Rose and Mr. Shay are executive officers of Rubellite.

c. ***Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors (the board) does to facilitate its exercise of independent judgment in carrying out its responsibilities.***

The Board of Directors presently consists of five (5) directors, three (3) of whom are independent, therefore a majority (60%) of Rubellite's directors are independent.

- d. ***If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.***

Certain directors are presently directors of other issuers that are reporting issuers (or the equivalent). See "Director Nominees" in this Information Circular.

- e. ***Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.***

The independent directors meet without members of management and without non-independent directors at the end of every meeting of the Board and every meeting of any committee of the Board. Since the beginning of Rubellite's most recently completed financial year, the independent directors have held in camera sessions without non-independent directors at every Board and independent committee meeting. See (g) below for the number of independent director meetings.

The Compensation and Corporate Governance Committee, Reserves Committee, Audit Committee and Environment, Health and Safety Committee are all made up of independent directors of Rubellite. Their meetings provide another forum for open and candid discussion among Rubellite's independent directors.

Further, the independent directors will meet on an ad hoc basis where circumstances warrant. There was no other separate meeting of the independent directors during the most recently completed financial year. The independent members of the Board are authorized to retain independent financial, legal and other experts as required whenever, in their opinion, matters come before the Board which requires an independent analysis by the independent members of the Board.

- f. ***Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.***

The Chair of the Board is Susan L. Riddell Rose who is not an independent director. At this time a lead director or independent chair has not been appointed. Due to the high percentage of independent directors and their level of experience, Rubellite's independent directors each play an important leadership role on the Board and have considerable influence on Board decisions. Each of the Board committees has an independent chair that takes the leadership role during meetings of the independent directors related to the scope of each committee's mandate. See "Director Nominees" in this information circular. In addition, as mentioned above, the independent directors meet regularly in the absence of Rubellite's non-independent directors and management. Further, Rubellite's independent directors are empowered to retain independent experts.

g. **Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.**

The attendance record for each director at Board and committee meetings held in 2022 is set forth in the table below.

Name	Board Meetings <sup>(1)</sup> Attended / Held	Audit Committee Meetings <sup>(1)</sup> Attended / Held	Compensation & Corporate Governance Committee Meetings <sup>(1)</sup> Attended / Held	Reserves Committee Attended / Held	Environmental, Health & Safety Committee Attended / Held
Susan L. Riddell Rose <sup>(2)</sup>	4/4	4/4	3/3	2/2	2/2
Holly A. Benson	4/4	4/4	3/3	2/2	2/2
Tamara L. MacDonald	4/4	4/4	3/3	2/2	1/2
Ryan A. Shay <sup>(2)</sup>	4/4	4/4	3/3	2/2	2/2
Bruce C. Shultz	4/4	4/4	3/3	2/2	2/2

Notes:

1. Independent directors' meetings, excluding management and non-independent directors, were held as in-camera sessions after each Board meeting and committee meeting in 2022.
2. Ms. Riddell Rose and Mr. Shay attended Audit Committee, Compensation and Corporate Governance Committee, Environmental, Health and Safety Committee and Reserves Committee meetings as representatives of management.

## 2. Board Mandate

a. **Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.**

Rubellite has a written mandate for its Board and for its Board committees. The Board, or a committee of the Board, reviews these mandates on an annual basis. Rubellite's directors have a corporate governance manual that is also reviewed on an annual basis. Revisions to these documents are made as required. Rubellite's Board mandate is as follows:

The Board must ensure the long term financial viability and operational efficiency of Rubellite. To help meet these objectives the Board must establish, implement and monitor procedures, policies and processes. Specifically, the Board must:

- select and appoint directors; assess the contribution of the Board, committees and all directors annually; and evaluate the President and CEO of the Corporation;
- plan the succession of the Board;
- ensure an appropriate, formal orientation program for new Directors;
- ensure that the Corporation performs efficiently and in accordance with its mandate by reviewing and approving:
  - the strategic direction of the Corporation, including the establishment of a strategic planning process and the monitoring of performance versus plans;
  - annual budgets as well as corporate objectives, including monitoring of performance and compliance;
  - the principal risks to the Corporation and ensuring the implementation of systems to manage these risks;
  - the internal control systems and disclosure control systems and processes, as evidenced in the Management Responsibility for Internal Control Policy and the Disclosure Policy;
  - succession planning, including appointing, training and monitoring the performance of executive leadership; and

- the compensation of the executive leadership team.

### 3. Position Descriptions

- Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.***

Rubellite has developed written position descriptions for the Chair of the Board and the Chair of each Board committee. The Board charges each chair with overseeing each meeting and with ensuring that each committee discharges its duties in accordance with its committee mandate/charter.

- Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.***

Rubellite has developed a written position description for its CEO.

### 4. Orientation and Continuing Education

- Briefly describe what measures the board takes to orient new directors regarding (i) the role of the board, its committees and its directors and (ii) the nature and operation of the issuer's business.***

The Board has an orientation program for all new directors, which provides new directors with access to all background documents of Rubellite, including its Corporate Governance Director's Manual, all corporate records and prior Board materials. The orientation program is designed to build each director's understanding of Rubellite's operations and other relevant matters through introduction to members of Rubellite's executive team, update sessions, technical overview sessions, and strategic planning sessions in conjunction with Board meetings throughout the year. All directors have a standing invitation to attend all committee meetings, regardless of membership, and new directors are encouraged to attend committee meetings as part of their orientation process. Further, the Environmental, Health and Safety Committee has periodic field site visits and all directors are invited to attend to become more closely educated on Rubellite's operations.

- Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.***

Rubellite is committed to an active program of training and development for its directors. Rubellite provides ongoing education and information for the Board through technical overview sessions, strategic planning sessions, regular reports from the executive leadership on operations, finance and human resources activities, plant and operational site visits, internal presentations regarding aspects of Rubellite's business and operations, presentations by consultants and advisors, public education seminars, industry analyst reports and conferences and presentations from external consultants from time to time.

## 5. Ethical Business Conduct

- a. ***Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:***

- i. Disclose how a person or company may obtain a copy of the code.***

The Board has adopted a written Code of Business Conduct (the "**Code**") for the directors, officers, employees and consultants of Rubellite. Each director, officer, employee and consultant of Rubellite is provided with a copy of the Code at the beginning of that person's employment or tenure, and must complete a re-certification at the beginning of each calendar year. A copy of the Code is available for review on Rubellite's website at [www.rubelliteenergy.com](http://www.rubelliteenergy.com).

- ii. Describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code.***

Upon commencement of their employment or tenure, each director, officer, employee and consultant of Rubellite is required to review the Code and certify in writing that the individual has read, understands, and is not in violation of the Code. This certification must also be used by a director, officer, employee or consultant to disclose any conflict of interest situation that arises during that individual's employment or tenure. Directors of Rubellite are required to provide this certification annually to the CEO and Chair of the Board. The Code itself requires individuals to seek input from their supervisor, the CEO or the CFO if they have any questions about a specific situation they may be involved in or aware of that relates to business ethics. If necessary, the directors are also encouraged to seek clarification of the Code from Rubellite's Compensation and Corporate Governance Committee. The Whistleblower Policy allows for identification of individuals that also may not be in compliance with the Code to be identified to the Chair of the Audit Committee.

- iii. Provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the Code.***

Rubellite has not filed any such material change reports.

- b. ***Describe any steps the board takes to ensure directors exercise independent judgment considering transactions and agreements in respect of which a director or executive officer has a material interest.***

Rubellite's directors are required to immediately report any event that may give rise to a conflict of interest situation to the President and CEO of the Corporation. Many examples of potential conflict situations are enumerated in the Code. Any potential conflict of interest must also be reported and documented at the next meeting of the Board of Directors. A director may not vote on any matter where a conflict of interest situation exists. If a conflict exists that cannot be effectively managed, the Board may require the director to resign from any specific position giving rise to the conflict of interest or alternatively, may require the director to resign from the Board.

- c. ***Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.***

Rubellite is committed to the highest standards of transparency, honesty and accountability. To this end, in addition to the Code, Rubellite has in place an employee whistleblower program and a workplace anti-violence and harassment policy. The whistleblower program provides an avenue for individuals to confidentially and anonymously report complaints and concerns regarding accounting, internal auditing controls or auditing matters without the fear of victimization, discrimination or disadvantage. The workplace anti-violence and harassment policy defines what behavior is considered as harassing, threatening, or violent in nature and to establish processes for resolving complaints and implementing disciplinary action.

Furthermore, Rubellite and Perpetual, in delivering administrative and management services under the MSA, surveys employees and consultants from time to time using an external company to gauge the company's fraud, compliance, controls and employee engagement.

## 6. Nomination of Directors

### a. ***Describe the process by which the board identifies new candidates for board nomination.***

Rubellite has established a framework to guide Board composition which includes diversity considerations such as geography, sector and gender and incorporates a skills/competencies process that verifies the primary and secondary competencies of its member's spectrum of knowledge to provide in aggregate the full experience and perspective required to fulfill the Board's mandate. The Board, through the Compensation and Corporate Governance Committee, has developed a competency matrix to ensure that the members of the Board, through their knowledge, business expertise and experience, meet the needs of the Corporation and the Board. The following table sets out some of the relevant knowledge, expertise and experience of the director nominees:

	<b>Susan Riddell Rose</b>	<b>Holly Benson</b>	<b>Tamara MacDonald</b>	<b>Ryan Shay</b>	<b>Bruce Shultz</b>
Executive Leadership / Enterprise Management	✓		✓	✓	✓
Board and Corporate Governance Experience	✓	✓	✓	✓	✓
Business Development	✓	✓	✓	✓	✓
Strategic Planning	✓	✓	✓	✓	✓
Risk Evaluation & Management	✓	✓	✓	✓	✓
Operations	✓		✓	✓	✓
Project Management	✓		✓	✓	✓
Financial Literacy	✓	✓	✓	✓	✓
Accounting	✓	✓	✓	✓	✓
Corporate Finance	✓	✓	✓	✓	✓
Capital Markets	✓	✓	✓	✓	✓
Reserve Evaluation	✓		✓	✓	✓
Human Resources / Executive Compensation	✓	✓	✓	✓	✓
Health and Safety Management	✓		✓	✓	✓
Environmental Performance	✓		✓	✓	✓
Government / Public Policy	✓		✓	✓	✓
Legal	✓	✓	✓	✓	✓
Communication / Investor Relations	✓		✓	✓	✓
Digital Transformation	✓	✓	✓	✓	✓

Rubellite's Compensation and Corporate Governance Committee, consisting entirely of independent directors, considers and recommends candidates to fill new positions on the Board created either by expansion or vacancies created by the resignation, retirement or removal of any of the Corporation's directors. The Compensation and Corporate Governance Committee reviews candidates recommended by or to it. This review includes conducting inquiries into the backgrounds and qualifications of possible candidates. If the committee is satisfied that specific potential candidates would be suitable members of the Board, the committee recommends the director nominees for approval by the Board. The Compensation and Corporate Governance Committee further establishes an "evergreen" list of potential director candidates containing information regarding background, skills, experience and other characteristics that contribute to assessment of diversity and inclusion.

- b. ***Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.***

The Board does not have a separate nominating committee; however, it is the responsibility of the Compensation and Corporate Governance Committee to handle the nomination process. All of the directors on the Compensation and Corporate Governance Committee are independent. This, combined with the consideration of background, skills, experience and diversity, ensures, among other things, that the nomination process is objective.

- c. ***If the board has a nominating committee, describe the responsibilities, powers and operations of the nominating committee.***

See (b) above.

## **7. Compensation**

- a. ***Describe the process by which the board determines the compensation for the issuer's directors and officers.***

The Board has constituted a Compensation and Corporate Governance Committee to ensure that the Corporation's compensation is fair, equitable, competitive and in line with the rest of industry in which Rubellite operates. Given that Perpetual's executive leadership team and employees provide services to Rubellite under the MSA, the Compensation and Corporate Governance Committee also reviews and recommends, as appropriate, the annual salary, incentive compensation and other benefits or perquisites of the executive and officers of Perpetual as well as the aggregate compensation of executive officers and employees of the Corporation. The Compensation and Corporate Governance Committee is also empowered to retain an outside consulting firm to evaluate the overall compensation arrangements for executives or to develop new compensation plans. Rubellite and Perpetual benchmark the compensation of its officers and employees against the annual compensation survey/report prepared by Mercer (Canada) Limited and from public information disclosed relating to Rubellite's Peer Group of oil and gas exploration and production corporations.

The Compensation and Corporate Governance Committee reviews and makes recommendations to the Board to approve annual salaries, incentive compensation and other benefits for officers and for employees of Rubellite and of Perpetual in their provision of services to Rubellite under the MSA in aggregate. The Compensation and Corporate Governance Committee also makes recommendations for new or modified compensation plans to Rubellite and Perpetual's if appropriate.

In addition, the Corporation reviews publicly available peer data and has engaged third party consultants to assess director compensation. With respect to director's compensation, when changes are considered, management reviews industry Peer Group practices as they relate to directors and makes recommendations. Generally, if changes are recommended, a third party consultant is hired to review the recommendations and propose adjustments as required.

- b. ***Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.***

Rubellite's Compensation and Corporate Governance Committee is composed entirely of independent directors, to ensure, amongst other things, that the compensation process is objective.

- c. ***If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.***

The responsibilities, powers and operation of Rubellite's Compensation and Corporate Governance Committee are set out as in 7(a) above and in more detail in the Compensation and

Corporate Governance Committee charter, which is available for review on Rubellite's website at [www.rubelliteenergy.com](http://www.rubelliteenergy.com).

## 8. Other Board Committees

***If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.***

The Board has an Audit Committee, a Reserves Committee, a Compensation and Corporate Governance Committee and an Environmental, Health and Safety Committee.

The Reserves Committee's purpose is to provide assistance to the Board with respect to Rubellite's selection and remuneration of the Reserves Evaluator; establishment of processes and procedures to ensure flow of relevant information to the Reserves Evaluator; review of the annual and periodic independent engineering reports; compliance with regulatory requirements; disclosure of reserves information; review of the externally disclosed oil and gas reserves data of Rubellite; and review of the reserves data of the Reserves Evaluator charged with evaluating the Corporation's reserves.

The Environmental, Health & Safety Committee's overall purpose is to ensure that the Corporation's policies and procedures meet the obligations of the Board of Directors to achieve regulatory compliance and meet acceptable industry standards with respect to health, safety and environmental matters. This includes review and monitoring on behalf of the Board of Directors matters involving: environmental policies and obligations which might arise as a result of the business and operations of the Corporation; and the policies and activities of the Corporation as they relate to health, safety and occupational work standards in the workplace in which the Corporation carries on business.

## 9. Assessments

***Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.***

On an annual basis, the Compensation and Corporate Governance Committee assesses the effectiveness of the entire Board, as well as that of each director. To assist in this process, the Compensation and Corporate Governance Committee has created a Board Assessment and Evaluation Questionnaire, which is completed by each director annually. The first part of the Questionnaire assesses the overall effectiveness of the Board as a whole, based on a range of relevant factors. The second part of the Questionnaire is a Director Peer Feedback section, which assesses the contribution of each director based on a range of factors. The results of both parts of the Questionnaire are utilized to identify areas for improvement in performance of the Board and individual directors, and to also identify and evaluate requirements for new Board nominees.

The Board Assessment and Evaluation Questionnaire is completed by the directors and returned to the CEO and Vice President, Corporate and Engineering Services and/or the Corporation's Legal Assistant, who then compiles the results and communicates them to the Compensation and Corporate Governance Committee. The CEO and Vice President, Corporate and Engineering Services review the assessments, determine if any specific action is required related to suggestions for improvement or areas of concern, and follow up with members of the Board as required.

## 10. Director Term Limits and Other Mechanisms of Board Term Limit

***Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board Term Limit and, if so, include a description of those director term limits or other mechanisms of board Term Limit. If the issuer has not adopted director term limits or other mechanisms of board Term Limit, disclose why it has not done so.***

Based on the recommendations of the Compensation and Corporate Governance Committee, the

Board has adopted a Board Diversity and Term Limit Policy (the "**Diversity and Term Limit Policy**"). Under the Diversity and Term Limit Policy, the Compensation and Corporate Governance Committee annually reviews the skills and experience of the current directors of the Corporation to assess whether the Board's skills and experience need to be strengthened in any area. In addition to considering the skills and experience of the Board, the Compensation and Corporate Governance Committee also assesses the knowledge, character and diversity of perspectives of all nominees to the Board and other factors such as independence of the directors to ensure that the Board is operating independently of management and performing at a high level of effectiveness.

The Board does not believe that fixed term limits or mandatory retirement ages are in the best interest of the Corporation; however, pursuant to the Diversity and Term Limit Policy the Governance Committee considers both the term of service and age of individual directors, the average term of the Board as a whole and turnover of directors over the prior years when proposing nominees for election of the directors of the Corporation. The Compensation and Corporate Governance Committee considers the benefits of regular renewal in the context of the needs and diversity of the Board at the time and the benefits of the institutional knowledge of the Board members.

## **11. Policies Regarding the Representation of Women on the Board**

- a. ***Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.***

The Diversity and Term Limit Policy as adopted by the Board addresses the identification and nomination of women directors of the Corporation.

- b. ***If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy:***

- (i) ***a short summary of its objectives and key provisions,***
- (ii) ***the measures taken to ensure that the policy has been effectively implemented,***
- (iii) ***annual and cumulative progress by the issuer in achieving the objectives of the policy, and***
- (iv) ***whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.***

The main principle of the Diversity and Term Limit Policy is that Board nominations and executive officer appointments should be made on the basis of the skills, knowledge, experience and character of individual candidates and the requirements of the Board and management at the time. The Corporation is committed to meritocracy and believes that considering the broadest group of individuals who have the skills, knowledge, experience and character required to provide leadership needed to achieve our business objectives, without prejudice to their age or gender is in the best interests of the Corporation and all of its stakeholders.

The Board recognizes the benefits of diversity within the Board and within management of the Corporation. Pursuant to the Diversity and Term Limit Policy, the Board encourages the consideration of the broadest group of individuals representative of the population of individuals generally known to meet the sought after criteria, who have the necessary skills, knowledge, experience and character when considering new potential candidates for the Board.

To ensure the effectiveness of Diversity and Term Limit Policy, the Compensation and Corporate Governance Committee will review the number of women considered or brought forward as potential nominees for Board positions and the skills, knowledge, experience and character of any such women candidates relative to other candidates to ensure that women candidates are being fairly considered along with other candidates. The Compensation and Corporate Governance Committee will also review the number of women actually appointed and serving on the Board to

evaluate whether it is desirable to adopt additional requirements or policies with respect to the diversity of the Board in the future.

**12. Consideration of the Representation of Women in the Director Identification and Selection Process**

***Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.***

As a result of the Corporation's commitment to meritocracy the level of representation of women on the Board is not specifically mandated and therefore is not a distinct determining factor in nominating candidates for election or re-election to the Board. However, pursuant to the Diversity and Term Limit Policy the Board requires consideration of the broadest group of individuals representative of the population of individuals generally known to meet the sought after criteria, who have the necessary skills, knowledge, experience and character when considering new potential candidates for the Board and therefore female candidates will be identified for consideration. The Compensation and Corporate Governance Committee will also review the number of women actually appointed and serving on the Board to evaluate whether it is desirable to adopt additional requirements or policies with respect to the diversity of the Board in the future.

**13. Consideration Given to the Representation of Women in Executive Officer Appointments**

***Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.***

As a result of the Corporation's commitment to meritocracy the level of representation of women in executive officer positions is not specifically mandated but rather indirectly considered when making executive officer appointments. However, pursuant to the Diversity and Term Limit Policy the Board encourages the consideration of the broadest group of individuals representative of the population of individuals generally known to meet the sought after criteria, who have the necessary skills, knowledge, experience and character when considering new potential candidates for executive officer positions and therefore female candidates will be identified for consideration. The Compensation and Corporate Governance Committee will also review the number of women actually appointed and serving as executive officers to evaluate whether it is desirable to adopt additional requirements or policies with respect to the diversity of management in the future.

**14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions**

- a. ***For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.***
- b. ***Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.***
- c. ***Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.***

- d. ***If the issuer has adopted a target referred to in either (b) or (c), disclose:***
- (i) ***the target, and***
  - (ii) ***the annual and cumulative progress of the issuer in achieving the target.***

While the Corporation does not support arbitrary targets or rules to force the composition of a board or management team, the Board supports the objectives of increasing diversity and, in particular, the number of women directors and executive officers.

## **15. Number of Women on the Board and in Executive Officer Positions**

***(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women (b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.***

There are presently three women serving on the Board which represents approximately 60% of the number of directors on the Board.

There are presently two women serving in executive officer positions at the Corporation and its major subsidiaries which represents approximately 33% of the executive officer positions (excluding the Chair) at the Corporation and its major subsidiaries.

## **GENERAL PROXY MATTERS**

### **Solicitation of Proxies and Voting Instructions**

This Information Circular is furnished in connection with the solicitation of proxies by the management of Rubellite to be used at the Meeting. Solicitations of proxies will be primarily by mail, subject to the use of the Notice and Access Provisions in relation to the delivery of the Information Circular, but may also be by written publication, in person or by telephone, fax, email or oral communication by directors, officers, employees or agents of Rubellite. All costs of the solicitation for the Meeting will be borne by Rubellite.

### **Appointment and Revocation of Proxies**

Accompanying this Information Circular is a form of proxy for holders of Common Shares.

The persons named in the enclosed form of proxy or voting instruction form are directors and/or officers of the Corporation. A registered Shareholder who wishes to appoint some other person to represent them at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, sending or delivering the completed proxy to the offices of Odyssey Trust Company, Attention: Proxy Department, 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8. The form of proxy must be received by Odyssey by 11:00 a.m. (Calgary time) on Friday, May 19, 2023 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting. Failure to so deposit a form of proxy shall result in its invalidation.

A Shareholder who has given a form of proxy may revoke it as to any matter on which a vote has not already been cast pursuant to its authority by an instrument in writing executed by such Shareholder or by his attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized, and deposited either at the above mentioned office of Odyssey on or before the second last business day immediately preceding the day of the Meeting or any adjournment thereof or with the Chair of the Meeting on the day of the Meeting or any adjournment thereof.

### **Beneficial Holders of Shares**

The information set forth in this section is provided to beneficial holders of shares of the Corporation who do not hold their Shares in their own name ("**Beneficial Shareholders**"). Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost

all cases those Shares will not be registered in the Beneficial Shareholder's name on the records of the Corporation. Such Shares will more likely be registered under the name of the Beneficial Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominees for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting Shares for their clients. The Corporation does not know for whose benefit the Shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically provides a scannable voting request form or applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting request forms or proxy forms to Broadridge. Often Beneficial Shareholders are alternatively provided with a toll-free telephone number to vote their shares or website address where shares can be voted. 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 receiving a voting instruction request or a proxy with a Broadridge sticker on it cannot use that instruction request or proxy to vote shares directly at the Meeting as the proxy must be returned as directed by Broadridge well in advance of the Meeting in order to have the Shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed instructions or proxies as directed by Broadridge well in advance of the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their 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 (or agent), well in advance of the Meeting.

### **Revocation of Proxies**

A registered Shareholder who has given a proxy may revoke the proxy: a) by completing a proxy signed by the Shareholder or by the Shareholder's attorney, authorized in writing, bearing a later date, and depositing it with Broadridge as described above; b) by depositing an instrument of revocation in writing, executed by the Shareholder or by the Shareholder's attorney, authorized in writing: (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of the Meeting, at which the proxy is to be used; or (ii) with the Chair of the Meeting prior to the exercise of the proxy; or c) in any other manner permitted by law.

Registered Shareholders may also vote during the Meeting by submitting an online ballot through the live audio webcast platform, which will revoke their previous proxy.

A Beneficial Shareholder may revoke a voting instruction form or a waiver of the right to receive meeting materials and to vote given to an intermediary at any time by written notice to the intermediary, except that an intermediary may not act on a revocation of a voting instruction form or of a waiver of the right to receive meeting materials and to vote that is not received by the intermediary in sufficient time prior to the Meeting.

### **Voting of Proxies**

The persons named in the accompanying form of proxy, who are directors and/or officers, will vote or withhold from voting Shares in respect of which they are appointed, on any ballot that may be called for, in accordance with the instructions of the Shareholder as indicated on the proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. In the absence of such specification, such Shares will be voted FOR all of the matters to be acted upon as set out herein. The persons appointed under the form of proxy are conferred with discretionary authority with respect to amendments or variations of those matters specified in the form of proxy and Notice of Annual Meeting of Shareholders, which may be properly brought before the Meeting. In the event that amendments or variations to matters identified in the Notice of Annual Meeting of Shareholders are

properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their judgment on such matter or business. At the time of printing this Information Circular, the directors knew of no such amendment or variation.

## Record Date

The record date for determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 6, 2023. Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers Shares after the Record Date and the transferee of those Shares, having produced properly endorsed certificates evidencing such Shares or having otherwise established that he or she owns such Shares, demands, not later than 10 days before the Meeting, that his or her name be included in the list of Shareholders entitled to vote at the Meeting, in which case such individual shall be entitled to vote such Shares at the Meeting.

## Notice and Access

The Notice and Access Provisions are a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to registered holders and beneficial owners of securities by posting such materials on a non-SEDAR website (usually the reporting issuer's website and sometimes the transfer agent's website) rather than delivering such materials by mail. The Notice and Access Provisions can be used to deliver materials for both special and general meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the information circular at the reporting issuer's expense. The use of the Notice and Access Provisions reduces paper waste and mailing costs to the issuer.

**Rubellite will be delivering proxy-related materials to non-objecting beneficial owners indirectly with the assistance of Broadridge. Rubellite does not intend to pay for delivery of materials to objecting beneficial holders ("OBO"). As a result, OBOs will not receive the materials unless the OBO's intermediary assumes the cost of delivery.**

Beneficial Shareholders may request paper copies of the meeting materials be sent to them by postal delivery at no cost. Requests for meeting material may be made up to one year from the date the Information Circular was filed on SEDAR, online at [www.ProxyVote.com](http://www.ProxyVote.com) or by telephone at 1-877-907-7643 and entering the 16-digit control number located on the voting instruction form and following the instructions provided. If you do not have a 16-digit control number, please call toll-free at 1-844-916-0609 (English) or 1-844-973-0593 (French) to receive a paper copy of the Information Circular. Requests should be received at least 5 business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the Meeting date.

## Voting Securities and Principal Holders Thereof

As at April 6, 2023, 61,830,366 Shares were issued and outstanding, each such Share carrying the right to one vote on a ballot at the Meeting. A quorum for the transaction of business at the Meeting will be present if there are not less than two persons present at the Meeting holding or representing by proxy not less than twenty-five percent (25%) of the Shares entitled to be voted at the Meeting.

To the best of the knowledge of the directors and executive officers of Rubellite, there is no person or corporation which beneficially owns or controls or directs, directly or indirectly, Shares carrying more than ten percent (10%) of the voting rights attached to the issued and outstanding Shares of the Corporation which may be voted on at the Meeting, except as set forth in the table below.

Name	Number of Shares	Percent of Class
Susan Riddell Rose <sup>(1)</sup>	21,570,936	34.9%

Note:

<sup>1</sup> Ms. Riddell Rose holds 2,009,490 Shares directly. The majority of Ms. Riddell Rose's indirect ownership of Shares is held through Dreamworks Investment Holdings Ltd., which holds 17,999,661 Shares. Ms. Riddell Rose exercises control and direction over Dreamworks Investment Holdings Ltd. A further 1,561,785 Shares are held indirectly by Ms. Riddell Rose's spouse and in trust for children. In addition, 296,546 Shares are held by an associated entity for which Ms. Riddell Rose has joint authority.

As of April 6, 2023, the directors and officers of Rubellite and their associates, as a group, beneficially own, directly or indirectly, or exercise control or direction over, an aggregate of approximately 23,356,817 Shares, representing approximately 37.8% of the outstanding Shares.

### **Shareholder Resolutions**

The Board has acted in accordance with all past Shareholder resolutions.

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

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or nominee for director, or executive officer of the Corporation or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

To the knowledge of the directors and executive officers of the Corporation, as of the Record Date there is no indebtedness of any director, executive officer, employee or former executive officer of the Corporation or any of its subsidiaries or any associate of any such director, officer or proposed nominee to the Corporation or any subsidiary of the Corporation or to any other entity which is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any subsidiary of the Corporation.

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

There were no material interests, direct or indirect, of any informed persons (as defined in National Instrument 51-102) of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the most recently completed financial year of the Corporation or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries, other than as disclosed herein.

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information of the Corporation is provided in the Corporation's comparative annual financial statements and management's discussion and analysis for the most recently completed year. Copies of the Corporation's financial statements and management's discussion and analysis are available upon request from Rubellite at Suite 3200, 605 – 5th Avenue S.W., Calgary, Alberta, T2P 3H5, Attention: Investor Relations, telephone (403) 269-4400.