

**WINTERTIDE VENTURES INC.**  
Suite 510 – 580 Hornby Street  
Vancouver, British Columbia, V6C 2E8  
Tel: (604) 558-4300

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Wintertide Ventures Inc. (“**Wintertide**” or the “**Corporation**”) will be held at the offices of the Corporation, Suite 3123 – 595 Burrard Street, Vancouver, British Columbia V7X 1J1, at 10:00 a.m. (Vancouver time), on September 21, 2021, for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended March 31, 2021, together with the auditors report thereon;
2. to appoint De Visser Gray LLP as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.;
3. to set the number of Directors of the Corporation at four (4) for the ensuing year;
4. to elect Directors to hold office for the ensuing year;
5. to approve the adoption of a new stock option plan, as more particularly described in the accompanying management information circular of the Corporation dated August 17, 2021 (the “**Information Circular**”);
6. to approve the adoption of a new set of articles of the Corporation, in accordance with the *Business Corporations Act* (British Columbia), as more particularly described in the Information Circular;
7. to consider and, if deemed advisable, to pass with or without variation, an ordinary resolution (the “**Acquisition Resolution**”) authorizing and approving the transactions (the “**Acquisition**”) contemplated in the share purchase agreement dated August 6, 2021 between the Corporation, Brooks Energy Company and Brooks Range Corporation, as more particularly described in the Information Circular; and
8. to transact such other business as may properly come before the Meeting or any adjournment thereof.

A form of proxy and the Information Circular accompany this Notice. The Information Circular provides additional information relating to the matters to be addressed at the Meeting, including the Acquisition, and is deemed to form part of this Notice of Meeting.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is August 17, 2021 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders of Wintertide as of the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Registered Shareholders who are unable to attend the Meeting in person are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Information Circular. In order to be valid for use at the Meeting, proxies

must be received by 10:00 a.m. (Vancouver time) on September 17, 2021, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. The time limit for the deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

If you are a non-registered Shareholder, please refer to the section in the Information Circular titled “*Non-Registered Shareholders*” for information on how to vote your Common Shares. **If you are a non-registered Shareholder and you do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.**

DATED at Vancouver, British Columbia as of the August 17, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

*“Gordon Friesen”*

Gordon Friesen

Chief Executive Officer, Chief Financial Officer and Corporate Secretary