

CANADIAN PREMIUM SAND INC.

MANAGEMENT INFORMATION CIRCULAR

Solicitation of Proxies

THIS MANAGEMENT INFORMATION CIRCULAR ("CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF CANADIAN PREMIUM SAND INC. (THE "COMPANY") of proxies to be used at the annual meeting of holders of common shares ("**Common Shares**") of the Company (the "**Meeting**") to be held at the Calgary Petroleum Club, 319 Fifth Avenue SW, Calgary, Alberta on Thursday, January 23, 2020, at 3:00 p.m. (Calgary time) and at any adjournment thereof for the purposes set forth in the enclosed Notice of Meeting. Except where otherwise indicated, the information contained herein is stated as of December 12, 2019. Although it is expected that the solicitation of the proxies will be primarily by mail, proxies may also be solicited personally or other similar means of communication by the directors and/or officers of the Company at nominal cost. The cost of solicitation will be borne by the Company.

Appointment and Completion of Proxies

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons named in the enclosed form of proxy represent management of the Company. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM AT THE MEETING MAY DO SO** by filling in the name of such person in the blank space provided in the proxy or by completing another proper form of proxy. A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit their duly executed form of proxy with the Company's registrar and transfer agent not later than 3:00 p.m. (Calgary time) January 21, 2020 or, if the Meeting is adjourned, not later than 48 hours, excluding non-business days and holidays, preceding the time of such adjourned meeting, at which the proxy is to be used. Such shareholders should notify the nominee of the appointment, obtain the nominee's consent to act as proxyholder and provide instructions on how the shareholder's shares are to be voted. The nominee should bring personal identification with them to the Meeting. A proxy should be executed by the shareholder or his or her attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

Notice-and-Access

The Company has elected to use the "notice-and-access" provisions (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – Communications with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**") for the Meeting in respect of mailings to its Beneficial Shareholders (as defined below) but not in respect of mailings to the registered holders of Common Shares ("**Registered Shareholders**"). 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 a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online. Unless requested in the manner described below,

Beneficial Shareholders will only receive a notice-and-access notification and a Form of Proxy or voting instruction form, as applicable.

The Company anticipates that notice-and-access will directly benefit the Company through substantial reductions in postage and printing costs. The Company believes that notice-and-access is also environmentally responsible to the extent that it decreases the large volume of paper documents generated by printing proxy-related materials.

The Company will be delivering proxy-related materials to non-objecting beneficial owners of its Common Shares directly with the assistance of TSX Trust Company. Please note that the Company's management does not intend to pay for intermediaries to forward, under NI 54-101, the notice-and-access notification and Form 54-101F7 – Request for Voting Instructions Made by Intermediary to those Beneficial Shareholders who have objected to their intermediary disclosing ownership information about them pursuant to Canadian securities legislation ("**Objecting Beneficial Shareholders**"). Consequently, if you are an Objecting Beneficial Shareholder, you will not receive these materials unless the intermediary holding Common Shares on your account assumes the cost of delivery.

Shareholders with questions about notice-and-access can call TSX Trust Company toll free at 1-866-600-5869 or email TMXEInvestorServices@tmx.com.

In order to receive a paper copy of this Circular and other relevant information, requests by Shareholders may be made up to one year from the date the Circular was filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") by: (i) mailing a request to the Company at Suite 400, 522 11 Avenue SW, Calgary, Alberta, T2R 0C8, Attention: Investor Relations; (ii) calling TSX Trust Company toll free at 1-866-600-5869; or (iii) emailing a request to TMXEInvestorServices@tmx.com.

The Company estimates that a Shareholder's request for paper copies of the Circular and other relevant information will need to be received prior to January 14, 2020 in order for such Shareholder to have sufficient time to receive and review the materials requested and return the completed Form of Proxy by the due date set out under the heading "General Proxy and Meeting Matters – Appointment and Revocation of Proxies" in this Circular. A copy of the Circular and other relevant information is also available online at the following websites: www.sedar.com or <https://docs.tsxtrust.com/2146>.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the form of proxy and returning it to the Company's transfer agent, TSX Trust Company, by mail or hand delivery at 301 – 100 Adelaide Street West, Toronto Ontario, M5H 4H1 or facsimile at 416 595 9593; or
- (b) using the internet through the website of the Company's transfer agent at www.voteproxyonline.com and enter the 12 digit control number provided. Registered Shareholders must follow the instructions that appear on the screen and refer to the proxy form for the holder's Control Number.

In all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. Proxies received after that time may not be accepted by the Chairman of the Meeting in the Chairman's discretion, and the Chairman is under no obligation to accept late proxies.

Beneficial Shareholders

The information set forth in this section is of significant importance as many shareholders do not hold shares in their own name.

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are non-registered shareholders ("**Beneficial Shareholders**") because the shares they own are not registered in their names, but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (an "**Intermediary**"). If you purchased your shares through a broker, you are likely a Beneficial Shareholder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the notice of meeting, this Circular and the form of proxy. Intermediaries are required to forward the Meeting materials to Beneficial Shareholders who request copies and to seek their voting instructions in advance of the Meeting. Shares held by Intermediaries can only be voted in accordance with the instructions of the Beneficial Shareholder. The Intermediaries often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Intermediary in order to ensure your shares are voted at the Meeting.

If you, as a Beneficial Shareholder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Intermediary, and you should return the form to the Intermediary in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

There are two kinds of Beneficial Shareholders – those who object to their identity being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners), and those who do not (called "**NOBOs**" for Non-Objecting Beneficial Owners).

Non-Objecting Beneficial Owners

The Company is relying on the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), which permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form ("**VIF**") from TSX Trust Company. The VIF is to be completed and returned to TSX Trust Company as set out in the instructions provided on the VIF. TSX Trust Company will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. These shareholder materials are being sent to both registered and non-registered owners of the shares. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address, and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) carrying out your voting instructions. Please return your VIF as specified in the request for voting instructions sent to you.

Objecting Beneficial Owners

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their shares are voted at the Meeting. The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and Canada. Broadridge mails a VIF in lieu of the proxy provided by the Company. The VIF will name the same persons as the Company's proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder, and who can be yourself), other than any of the persons designated in the VIF, to represent your shares at the Meeting. To exercise this right, insert the name of the desired representative, who may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile, or provided to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting and the

appointment of any shareholders representative. If you receive a VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to have your shares voted, or to have an alternate representative duly appointed to attend and vote your shares at the Meeting.

Voting of Proxies

Shares represented by properly executed proxies in favour of persons designated in the printed portion of the enclosed form of proxy **WILL BE VOTED FOR EACH OF THE MATTERS TO BE VOTED ON BY SHAREHOLDERS AS DESCRIBED IN THIS CIRCULAR OR WITHHELD FROM VOTING OR VOTED AGAINST IF SO INDICATED ON THE FORM OF PROXY.**

Voting at the Meeting will be by a show of hands, each Registered Shareholder and each proxyholder (representing a registered or unregistered shareholder) having one vote, unless a poll is required or requested, whereupon each such shareholder and proxyholder is entitled to one vote for each Common Share held or represented, respectively. Each shareholder may instruct their proxyholder how to vote their Common Shares by completing the blanks on the proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting when a poll is required or requested and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the proxy, the management designees, if named as proxyholder, will vote in favour of the matters set out therein.**

The enclosed proxy confers discretionary authority upon the management designees, or other person named as proxyholder, with respect to amendments to or variations of matters identified in the notice of meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of, or other matters which may come before the Meeting. If other matters come before the Meeting, then the management designees intend to vote in accordance with the judgment of the Company.

Revocation of Proxies

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A proxy may be revoked by a Registered Shareholder personally attending at the Meeting and voting their shares. A shareholder may also revoke their proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the Registered Shareholder or by their authorized attorney in writing, or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company's registrar and transfer agent at the foregoing address or the Company at Suite 400, 522 11 Avenue SW, Calgary, Alberta, T2R 0C8, at any time, up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such meeting on the day of the Meeting, or adjournment thereof, or in any other manner permitted by law. Only Registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate and securities laws of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company was continued under the *Canada Business Corporations Act*, certain of its directors and its executive officers are residents of Canada, and a substantial portion of its assets and the assets of such

persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Quorum

At least two persons present in person holding or representing by proxy not less than five (5%) of the shares entitled to vote at the Meeting, will constitute a quorum at the Meeting or any adjournment or postponement thereof. The Company's list of shareholders as of the Record Date (as defined below) has been used to deliver to shareholders the notice of meeting and this Circular as well as to determine who is eligible to vote at the meeting.

Voting Shares and Principal Holders Thereof

The authorized share capital of the Company consists of an unlimited number of Common Shares. As of the date hereof, the Company had 21,244,460 Common Shares issued and outstanding, each of which carries the right to one vote in respect of each of the matters properly coming before the Meeting.

The board of directors of the Company (the "**Board**") has fixed a record date of December 4, 2019 (the "**Record Date**") to determine shareholders entitled to receive the Notice of Meeting. The failure of any shareholder to receive a copy of the Notice of Meeting does not deprive the shareholder of the right to vote at the Meeting. Only holders of Common Shares as of the Record Date are entitled to vote such Common Shares at the Meeting on the basis of one vote in respect of each Common Share. Approval of any matter at the Meeting requires a majority of the votes cast at the Meeting on the question.

To the knowledge of the directors and executive officers of the Company, as at the Record Date, no person or company owns beneficially, or exercises control or direction over, directly or indirectly, securities carrying in excess of 10% of the voting rights attached to any class of outstanding voting securities of the Company, other than:

<u>Name of Shareholder</u>	<u>Securities Owned, Controlled or Directed</u>	<u>% of the Class of Outstanding Voting Securities of the Company</u>
Paramount Resources Ltd.	2,759,394	12.99

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this Circular, the only "**Named Executive Officers**" or "**NEOs**" of the Company for the most recently completed fiscal year were Glenn Leroux, President and Chief Executive Officer, Lowell Jackson, Former Acting Chief Executive Officer, Arvin Ramos, Former Chief Financial Officer, Anshul Vishal, VP of Business Development and Robert Archibald, Former Chief Operating Officer.

Compensation Discussion and Analysis

Overview

The Board is responsible for ensuring that the Company has in place an appropriate plan for executive compensation. The Board ensures that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company's compensation philosophy.

Compensation plays an important role in achieving short and long-term business objectives that ultimately drive business success. The Company's compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options, a significant component of executive compensation. This approach is based on the assumption that the performance of the Common Share price over the long term is an important indicator of long-term performance.

The Company's compensation philosophy is based on the following fundamental principles:

- Compensation programs align with shareholder interests – the Company aligns the goals of executives with maximizing long term shareholder value;
- Performance sensitive – compensation for executive officers should be linked to operating and market performance of the Company and fluctuate with the performance; and
- Offer market competitive compensation to attract and retain talent – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest caliber.

Objectives of Compensation Program

The objectives of the compensation program in compensating all NEOs were developed based on the above-mentioned compensation philosophy and are as follows:

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with shareholders' interests and with the execution of the Company's business strategy;
- to evaluate executive performance on the basis of key measurements that correlate to long-term shareholder value; and
- to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

Competitive Compensation

Aggregate compensation for each NEO is designed to be competitive. The Board reviews compensation practices of similarly situated companies in determining its own compensation policy. Although the Board reviews each element of compensation for market competitiveness and may weigh a particular element more heavily based on the NEO's role within the Company, total compensation is primarily based on remaining competitive in the market.

The Board is expected to review data related to compensation levels and programs of various companies that are similar in size to the Company and operate within the mining exploration and development industry, prior to making its decisions.

The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar revenues and business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish as a basis for developing salary adjustments and short-term and long-term incentive awards for the directors' approval.

Aligning the Interests of the NEOs with the Interests of the Company's Shareholders

The Company believes that transparent, objective and easily verified corporate goals, combined with individual performance goals, play an important role in creating and maintaining an effective compensation strategy for the

NEOs. The Company's objective is to establish benchmarks and targets for its NEOs which, if achieved, will enhance shareholder value. Specific benchmarks and targets for the NEOs have not yet been established by the Company.

A combination of fixed and variable compensation will be used to motivate executives to achieve overall corporate goals. For the 2020 financial year, it is anticipated that the basic components of executive officer compensation program will be:

- fixed salary;
- annual incentives (cash bonus); and
- option-based compensation.

Fixed salary comprises a portion of the total cash-based compensation; however, going forward, annual incentives and option based compensation are expected to represent compensation that is "at risk", and thus may or may not be paid to the respective executive officer depending on whether the executive officer is able to meet or exceed his or her applicable performance targets. To date, no specific formulae have been developed to assign a specific weighting to each of these components. Instead, it is expected that the Board will consider both performance target, and the Company's performance, and assign compensation based on this assessment.

Base Salary

The Board approves the salary ranges for the NEOs. At the current stage of the Company's development, salaries have been determined by Board discussion without any formal targeted objectives. Going forward, the base salary review for each NEO will be based on an assessment of factors, such as current competitive market conditions, compensation levels within the peer group, and particular skills; such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Company's peer group will also be accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers is consistent with the administration of salaries for all other employees.

Annual Incentives

The Company is not currently awarding any annual incentives by way of cash bonuses. For the financial year ended September 30, 2019, no bonuses were paid to NEOs. The Company, in its discretion, may award annual incentives in order to motivate executives to achieve short-term corporate goals.

The success of NEOs in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in the determination of their annual bonus. The determination of annual bonus is subjective, however, it is expected that the Board will assess each NEO's performance on the basis of his respective contribution to the achievement of corporate objectives, as well as to needs of the Company that arise on a day-to-day basis. This assessment is expected to be used by the Board with respect to the determination of annual bonuses for the NEOs.

Compensation and Measurements of Performance

The Board is expected to set targeted amounts of annual incentives for each NEO at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies. At the current stage of the Company's development, the Board has not yet established specific targeted amounts in order to determine annual incentives for NEOs.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities, will trigger the award of a bonus payment to the NEO. The NEO will receive a partial or full incentive payment depending on the number of the predetermined targets met, and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board, and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

Long Term Compensation

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the stock option plan of the Company (the "**Stock Option Plan**"), as discussed below. The purpose of the Stock Option Plan is to encourage Common Share ownership by directors, senior officers, employees and consultants of the Company and its affiliates and other designated persons. The Board believes the Stock Option Plan aligns the interests of the NEOs with shareholders, by linking a component of executive compensation to the longer-term performance of the Common Shares.

Option Based Awards

Under the terms of the Stock Option Plan, the Board is able to grant stock options to executive officers and directors, among others. The Stock Option Plan provides compensation to participants and an additional incentive to work toward long-term corporate performance. Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. The Stock Option Plan is used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board will take into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of any exchange on which the Common Shares of the Company are then listed, and closely align the interests of the executive officers with the interests of shareholders of the Company.

Long-term Incentive Plan Awards

The Board determines the level of compensation in respect of the senior executive officers of the Company. Other than options to purchase Common Shares granted under the Stock Option Plan, there were no longer-term incentive awards made to the NEOs during the most recently completed financial year.

Pension Plans

The Company does not have a pension, retirement or deferred compensation plans including defined contribution plans and none are proposed at this time.

Purchase of Financial Instruments Not Prohibited

As of the date of this Circular, the Board had not, collectively, considered the implications of any risks associated with policies and practices regarding compensation of its NEOs or directors. The Company does not prohibit its NEOs or directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEOs or directors.

Stock Option Plan Information

The Company has a 10% rolling incentive Stock Option Plan to attract, retain and motivate directors, officers, employees and persons engaged to provide ongoing management and consulting services ("**service providers**") by providing them with the opportunity, through share options, to acquire a proprietary interest in the Company and benefit from its growth.

The number of Common Shares reserved for issue under the Stock Option Plan may not exceed 10% of the issued and outstanding Common Shares of the Company at any given time. The options granted under the Stock Option Plan are non-assignable and may be granted for a term not exceeding five years. Options may be granted under the Stock Option Plan only to directors, officers, employees and other service providers subject to the rules and regulations of applicable regulatory authorities and any Canadian stock exchange upon which the Common Shares may be listed or may trade from time to time. The exercise price of options issued under the Stock Option Plan may not be less than

the market price of the Common Shares at the time the option is granted, subject to any discounts permitted by applicable legislative and regulatory requirements.

The Stock Option Plan contains the following restrictions as to insider and individual eligibility thereunder: (i) the maximum number of Common Shares which may be reserved for issuance to insiders under the Stock Option Plan, any other employer stock option plans or options for services, shall be 10% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis); (ii) the maximum number of options which may be granted to insiders under the Stock Option Plan, any other employer stock option plans or options for services, within any 12 month period, shall be 10% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis); and (iii) the maximum number of Common Shares which may be issued to any one optionee, together with any other previously established or proposed share compensation arrangements, within a one year period shall be 5% of the Common Shares outstanding at the time of the grant (on a non-diluted basis). The maximum number of stock options which may be granted to any one consultant under the Stock Option Plan, any other employer stock options plans or options for services, within any 12 month period, must not exceed 2% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of stock options which may be granted to "investor relations persons" under the Stock Option Plan, any other employer stock options plans or options for services, within any 12 month period must not exceed, in the aggregate, 2% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis).

As at the date hereof, there are 1,036,666 options outstanding under the Stock Option Plan.

Compensation Summary

The table below sets forth information concerning the compensation paid, awarded or earned by each of the NEOs for services rendered in all capacities to the Company during the three most recently completed fiscal year ends.

Summary Compensation Table

NEO Name and Principal Position	Year	Salary, Consulting Fees (\$)	Share- Based Awards (\$)	Option- Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compen- sation (\$) ⁽¹⁾	Total Compen- sation (\$)
					Annual incentive plans	Long- term incentive plans			
Glenn Leroux ⁽²⁾	2019	102,083	Nil	147,436	Nil	Nil	Nil	Nil	249,519
Lowell Jackson ⁽²⁾	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Charles Gryba ⁽²⁾	2017	120,000 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	120,000
Arvin Ramos ⁽⁴⁾	2019	5,000	Nil	Nil	Nil	Nil	Nil	Nil	5,000
	2018	7,000 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	7,000
Rebecca Hudson ⁽⁴⁾	2017	7,500 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	7,500
Robert Archibald ⁽⁵⁾	2019	95,027 ⁽³⁾	Nil	1,481	Nil	Nil	Nil	Nil	96,508
	2018	22,237 ⁽³⁾	Nil	52,563	Nil	Nil	Nil	Nil	74,800
Anshul Vishal ⁽⁶⁾	2019	127,885	Nil	49,146	Nil	Nil	Nil	Nil	177,031

Notes:

- (1) Perquisites and other personal benefits that do not exceed the lesser of \$50,000 or 10% of the total annual salary for each of the NEOs are not disclosed.
- (2) Glenn Leroux was appointed President and CEO on March 1, 2019. Lowell Jackson resigned as Acting CEO effective March 1, 2019. Charles Gryba resigned as President and CEO effective December 31, 2017.
- (3) Consulting fees paid to former President and CEO, Charles Gryba, former CFO, Arvin Ramos, former CFO, Rebecca Hudson and former COO, Robert Archibald.
- (4) Arvin Ramos resigned as CFO effective August 8, 2019.
- (5) Robert Archibald resigned as COO effective June 12, 2019.
- (6) Anshul Vishal was appointed as VP of Business Development effective November 26, 2018.

Incentive Plan Awards

Outstanding Option-based and Share-based Awards

The following table sets forth information concerning all awards outstanding as at September 30, 2019. Other than as set forth in table below, no other NEO has any awards outstanding as at September 30, 2019.

Name	Option-Based Awards			Share-Based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Glenn Leroux	300,000	1.10	06/20/2022	NIL	NIL	NIL	NIL
Anshul Vishal	100,000	1.10	06/20/2022	NIL	NIL	NIL	NIL

On December 12, 2019, the Board approved the issuance of 140,000 options under the existing Stock Option Plan to named executive officers.

Value Vested or Earned During the Year

During the financial year ended September 30, 2019, there was no value vested or earned in respect of option-based awards, share-based awards and non-equity incentive plan compensation by the NEOs.

Termination and Change of Control Benefits

The Company has entered into an employment contract with Glenn Leroux, the President and Chief Executive Officer of the Company which provides for certain severance arrangements if: (a) there is a change of control of the Company and such officer's employment is terminated by the Company as a result of a materially detrimental change in the terms of employment; or (b) the services of such officer are terminated by the Company without cause, then the President and Chief Executive Officer will receive a severance payment equal to 12 month's salary plus an amount equal to the average of the two most recent annual bonuses paid to the officer, if any, prior to the termination date (less applicable withholdings).

In the event that the President and Chief Executive Officer had been terminated without cause, or as the result of a change in control of the Company, as at September 30, 2019 \$175,000 would have been payable to such NEO.

Pension and Retirement Plans and Payments made upon Termination of Employment

The Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or has previously acted as a NEO of the Company, in connection with or related to the retirement, termination or resignation of such person and the Company has provided no compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates.

Director Compensation

Directors of the Company do not receive any compensation for attending meetings of the Board, serving on committees of the Board, and attending shareholders meetings. Other than stock options to purchase Common Shares, which are granted to the Company's directors from time to time, the Company does not have any arrangements pursuant to which directors are remunerated by the Company or any of its subsidiaries for their services in their capacities as directors, consultants or experts.

Outstanding Option-based and Share-based Awards

The following table sets out for each non-executive director, the incentive stock options (option-based awards) and share-based awards outstanding as at September 30, 2019. These incentive stock options either vested at the time of grant or were fully vested during the year ended September 30, 2019. The closing price of the Company's shares on the TSXV on September 30, 2019 was \$1.00.

Name	Option-Based Awards				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Lowell Jackson	120,000	1.275	01/24/2021	NIL	NIL	NIL	NIL
Thomas MacInnis	100,000	1.275	01/24/2021	NIL	NIL	NIL	NIL
Richard Williams	100,000	1.275	01/24/2021	NIL	NIL	NIL	NIL
John Assman	100,000	1.275	01/24/2021	NIL	NIL	NIL	NIL
Todd Garman	100,000	1.275	01/24/2021	NIL	NIL	NIL	NIL
Rodrigo Sousa	100,000	2.175	10/05/2021	NIL	NIL	NIL	NIL

Value Vested or Earned During the Year

During the financial year ended September 30, 2019, there was no value vested or earned in respect of option-based awards, share-based awards and non-equity incentive plan compensation by directors of the Company (who are not also NEOs).

Discussion

The significant terms of all plan-based awards, including non-equity incentive plan awards, issued or vested, or under which options have been exercised, during the year, or outstanding at year end, are set out above in the "Compensation Discussion and Analysis" section. No options held by directors were exercised during the financial year ended September 30, 2019.

Generally, each year the Board considers whether to grant additional options to the directors. However, there are no definitive arrangements, and such consideration is done after review and consideration by the Board. During the fiscal year ended September 30, 2019, 100,000 of options were granted to Rodrigo Sousa. No other directors were granted options in the fiscal year ended September 30, 2019. No directors exercised options during the year.

On December 12, 2019, the Board approved the issuance of 20,000 options per Director or a total of 120,000 options under the existing Stock Option Plan.

MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. RECEIPT OF FINANCIAL STATEMENTS

The audited financial statements of the Company for the fiscal years ended September 30, 2019 and 2018, and the reports of the auditor thereon will be placed before the Meeting but will not be subject to a vote. These financial statements are filed on the Corporation's profile on SEDAR (www.sedar.com).

2. FIX NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING

At the Meeting, shareholders of the Company will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting. In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by shareholders who vote in respect of the resolution. At the Meeting, it will be proposed that seven (7) directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. Unless otherwise directed, the persons named in the form of proxy intend to vote "FOR" the ordinary resolution fixing the number of directors to be elected at the Meeting at seven (7).

3. ELECTION OF DIRECTORS

At the Meeting, shareholders of the Company will be asked to elect seven (7) directors (the "Nominees"). The following table provides the names of the Nominees and information concerning them. Shareholders may vote for all of the Nominees, some of them and withhold for others, or withhold from all of them. The persons in the enclosed form of proxy intend to vote for the election of the Nominees. Management does not contemplate that any of the Nominees will be unable to serve as a director. Each director will hold office until the next annual meeting or until his successor is duly elected unless his office is earlier vacated in accordance with the by-laws.

Name, Province or State and Country of Residence, and Position Held in the Company	Principal Occupation	Director Since	Number of Common Shares of the Company Beneficially Owned, Directly or Indirectly, or Controlled or Directed at Present ⁽¹⁾
Lowell Jackson ⁽⁴⁾ Calgary, Alberta, Executive Chairman	Executive Chairman, Canadian Premium Sand Inc.	2013	869,788
Richard Williams ⁽²⁾ Ontario, Canada Director and Secretary	President, Blackwell Investor Relations	2005	157,083
John Assman ⁽³⁾⁽⁴⁾ Edmonton, Alberta Director	President and CEO, Landtran Systems Inc.	2013	1,422,088
Thomas MacInnis ⁽²⁾⁽³⁾ Calgary, Alberta Director	Independent businessman. Presently a director of Bellatrix Exploration Ltd. and Crestwynd Exploration Ltd. and an advisory committee member for a number of private equity funds managed by Lex Capital Management Inc.	2017	668,544
Todd Garman ⁽³⁾ Calgary, Alberta Director	President, Iron Horse Energy Services	2017	nil

Name, Province or State and Country of Residence, and Position Held in the Company	Principal Occupation	Director Since	Number of Common Shares of the Company Beneficially Owned, Directly or Indirectly, or Controlled or Directed at Present ⁽¹⁾
Rodrigo Sousa ⁽²⁾⁽⁴⁾ Calgary, Alberta Director	Executive Vice President, Corporate Development & Planning, Paramount Resources Ltd.	2018	33,333
Glenn Leroux, Calgary, Alberta Director	President & CEO, Canadian Premium Sand Inc.	Nominee Director	2380

Notes:

- (1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective Nominees, individually.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation and Corporate Governance Committee.
- (4) Member of the Environmental, Health and Safety Committee.

As at the date of this Circular, the current directors and senior officers of the Company as a group, directly or indirectly, beneficially own or exercise control or direction over 3,153,216 Common Shares, representing approximately 14.84% of the issued and outstanding Common Shares.

Corporate Cease Trade Orders or Bankruptcies

Other than as indicated below, none of the directors or executive officers:

- (a) is, as at the date of this Circular, or was within 10 years before the date of this Circular, a director or chief executive officer or chief financial officer of any company that:
 - (i) was the subject of an order (as defined in Multilateral Instrument 51-102F5) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer, or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer, or chief financial officer.

None of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (b) is at the date hereof, or has been within 10 years before the date of this Circular, a director or executive officer of any company that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (c) has, within the 10 years before this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. MacInnis is a director of Bellatrix Exploration Ltd. ("**Bellatrix**"). On October 2, 2019 Bellatrix applied for and received an order (the "**Initial Order**") for protection pursuant to the *Companies' Creditors Arrangement Act* (CCAA), R.S.C.1985, c.C-36, as amended, from the Court of Queen's Bench of Alberta (the "Court"). The Initial Order includes among other things, a stay of proceedings against Bellatrix, and the appointment of PricewaterhouseCoopers Inc., LIT as monitor of Bellatrix.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

4. APPOINTMENT OF AUDITOR

It is proposed to re-appoint RSM Alberta LLP, Chartered Professional Accountants, as auditors of the Corporation for the year ending September 30, 2020, and to authorize the directors to fix its remuneration. RSM Alberta LLP has been the auditors of the Company since October 11, 2019. Prior thereto the Company's auditor was RSM Canada LLP (the "**Former Auditor**"). The Former Auditor resigned due to the Company changing its head office to Calgary, Alberta from Toronto, Ontario and its desire to have its auditor located in Calgary. The Company was also been informed by the Former Auditor that a change in auditors was necessary because RSM Alberta LLP and the Former Auditor are independent legal entities. There were no reservations in the Former Auditor's reports in connection with the financial statements of the Company since the Former Auditor's appointment; and any periods subsequent for which an audit report was issued and preceding the effective date of expiry of the Former Auditor's term of office and at the time of the change of auditors the Company confirmed that there were no reportable events as defined in the National Instrument 51-102 and, in its opinion, there were no reportable events pending. The applicable change of auditor documents are available under the Corporation's profile on SEDAR at www.sedar.com.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPOINTMENT OF RSM ALBERTA LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF THE SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

5. CONFIRMATION OF STOCK OPTION PLAN

The Company has adopted the Stock Option Plan which is a "rolling plan", as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. At no time will more than 10% of the outstanding shares be subject to grant under the Stock Option Plan. If a stock option expires, is exercised or otherwise terminates for any reason, the number of Common Shares of the Company in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Stock Option Plan. The principal features of the Stock Option Plan are described in more detail above (see "Stock Option Plan Information").

Pursuant to Policy 4.4 of the TSX Venture Exchange ("**TSXV**"), a listed company on the TSXV is required to obtain the approval of its shareholders for a "rolling" stock option plan at each annual meeting of shareholders.

The text of the Stock Option Plan is attached hereto as Schedule "B". Disinterested shareholders are being asked to approve the following resolution:

"BE IT RESOLVED THAT:

1. the stock option plan of the Company attached as Schedule "B" to the Management Information Circular dated December 12, 2019, be and it is hereby approved.
2. all unallocated options issuable pursuant to the Stock Option Plan are hereby approved and authorized; and
3. any one director or officer of the Company is hereby authorized and directed for and in the name of an on behalf of the Company to execute or cause to be executed, whether under seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to give effect to this resolution."

In accordance with the policies of the TSXV, the Stock Option Plan must be approved by the majority of votes cast at the Meeting on the resolution.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE FOREGOING RESOLUTION IN RESPECT OF THE STOCK OPTION PLAN, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Audit Committee and Relationship with Auditor

National Instrument 52-110 ("**NI 52-110**") requires that certain information regarding the Audit Committee of a "venture issuer" (as such term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer's annual meeting.

Audit Committee Charter

The full text of the charter of the Company's Audit Committee is attached hereto as Schedule "A", "Charter of the Audit Committee of the Board of Directors."

The Audit Committee is comprised of Mr. Rodrigo Sousa (Chair), Mr. Thomas MacInnis and Mr. Richard Williams. All members of the Audit Committee are considered to be "independent" for service on the Audit Committee and "financially literate" within the meanings of such terms in NI 52-110.

Relevant Education and Experience

Set out below is a description of the education and experience of each of the Company's current Audit Committee members, which is relevant to the performance of his responsibilities as an Audit Committee member.

Rodrigo Sousa

Mr. Sousa is Paramount's Executive Vice President, Corporate Development & Planning. Prior thereto, Mr. Sousa held senior roles as an oil and gas executive and in investment banking at TD Securities Inc., Ross Smith Sousa Energy Advisors and Scotia Capital. He holds a Bachelor of Commerce degree with Distinction from the University of Calgary and a Chartered Financial Analyst designation from the CFA Institute.

Thomas MacInnis

Mr. MacInnis is an independent businessman. He is presently an independent director of Bellatrix and Crestwynd Exploration Ltd., each of which are oil and gas companies based in Calgary, Alberta. He is also presently an advisory committee member for a number of private equity funds managed by Lex Capital Management Inc., a private equity firm that invests in high growth, resource opportunities in the Canadian energy sector based in Regina, Saskatchewan. Previously he was the Head of Financial Markets for National Bank Financial, Calgary from 2009 to 2017. Prior thereto, he was a founder and Managing Director of Tristone Capital, an energy focused boutique investment banking practice in Calgary, Alberta, from 2000 to 2009. He holds an ICD.D from the Canadian Institute of Corporate Directors.

Richard Williams

Mr. Williams is the President and founder of Blackwell Investor Relations Corp., an investor relations firm specializing in establishing and strengthening relationships between public companies and the investment community. Following graduation from the University of Ottawa Faculty of Law in 1979, Mr. Williams served as European counsel to a Canadian multi-national corporation for two years, before gaining additional experience with several mining companies, including Republic Goldfields Ltd. and Minefinders Corporation., where he was Vice-President and Secretary-Counsel. Mr. Williams currently serves as an officer and director of several mining exploration companies, including, Sparton Resources Inc., Terreno Resources Inc. and Waseco Resources Inc., on the TSX Venture Exchange, and First Metals Inc.

Pre-Approval Policies and Procedures

The Audit Committee's charter sets out responsibilities regarding the provision of non-audit services by the Company's external auditors. This policy encourages consideration of whether the provision of services other than audit services is compatible with maintaining the auditors' independence and requires Audit Committee pre-approval of permitted audit and audit-related services

External Auditor Service Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended September 30, 2019 and 2018:

	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
	(\$)	(\$)	(\$)	(\$)
Year ended September 30, 2019	32,100	Nil	Nil	Nil
Year ended September 30, 2018	32,100	Nil	Nil	Nil

Audit Fees – aggregate fees billed for professional services rendered by the auditor for the audit of the Company's annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of audit procedures performed related to the Company's transition to International Financial Reporting Standards and of the review of quarterly financial statements and related documents.

Tax Fees – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

All Other Fees – aggregate fees billed for professional services which included accounting advice and advice related to relocating employees.

Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

1. the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditors annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit); or
2. an exemption from the requirements of MI 52-110, in whole or in part, granted by a securities regulator under Part 8 (Exemptions) of NI 52-110.

Corporate Governance General

This section sets out the Company's approach to corporate governance and addresses the Company's compliance with National Instrument 58-101 Disclosure of Corporate Governance Practices ("**NI 58-101**").

Board of Directors

The Board is currently composed of six (6) directors, five (5) of which are independent and one (1) of which is not independent, being Lowell Jackson as he is also the Executive Chairman of the Company.

Management has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company's internal control processes and management information systems. With the assistance of its compensation committee, the Board reviews executive compensation and recommends stock option grants.

Directorships

The following table sets forth the directors of the Company who currently hold directorships with other reporting issuers:

Name	Name of Reporting Corporation	Name of Exchange or Market (if applicable)	Position	From	To
Richard Williams	Waseco Resources Inc.	TSX Venture Exchange	President, Director	December 1996	Present
	Sparton Resources Inc.	TSX Venture Exchange	Director	June 2009	Present
	Terreno Resources Inc.	TSX Venture Exchange	Director	May 2017	Present

Orientation and Continuing Education

The Board does not have a formal orientation or education program for its members. The Board's continuing education is typically derived from information provided by the Company's legal counsel on recent developments in relevant corporate and securities law matters. Additionally, historically Board members have been nominated who are familiar with the Company and the nature of its business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual

directors participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the CBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest.

Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

Nomination of Directors

The recruitment of new directors has generally resulted from recommendations made by directors and shareholders. Prior to standing for election, new nominees to the Board are reviewed by the entire Board.

Compensation

Non-executive directors of the Company do not receive any fees for service on the Board but are entitled to reimbursement of out-of-pocket expenses incurred in connection with their duties and are eligible to participate in the Company's Stock Option Plan.

Other Board Committees

In addition to the Audit Committee and the Compensation and Corporate Governance Committee, the Company also has an Environmental, Health and Safety Committee. The function of the Environmental, Health and Safety Committee is to assist the Board in its oversight of environmental, health and safety issues and has authority to investigate any activity of the Company and its subsidiaries relating to environmental, health or safety matters.

Assessments

Currently the Board takes responsibility for monitoring and assessing its effectiveness as a whole, and the performance of its committees and individual directors, including reviewing the Board's decision-making processes and the quality of information provided by management, and among other things:

- overseeing strategic planning;
- monitoring the performance of the Company's assets;
- evaluating the principal risks and opportunities associated with the Company's business and overseeing the implementation of appropriate systems to manage these risks;
- approving specific acquisitions and divestitures;
- evaluating senior management; and
- overseeing the Company's internal control and management information systems.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information in respect of the Company's equity compensation plans under which equity securities of the Company are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Company's shareholders and all equity plans not approved by the Company's shareholders:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options (#)	Weighted Average Exercise Price of Outstanding Options (\$)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#)
Equity compensation plans approved by securityholders ⁽¹⁾	1,036,666	\$1.309	1,087,780
Equity compensation plans not approved by securityholders	NIL	\$NIL	NIL
Total	1,036,666	\$1.309	1,087,780

Notes:

- (1) See "Stock Option Plan Information" for a description of the Plan. The Company has in place the Stock Option Plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued Common Shares at the time of grant. As at September 30, 2019, 2,124,446 Common Shares may be reserved for issuance pursuant to the Stock Option Plan.
- (2) On December 12, 2019, the Board approved the issuance of 350,000 options in accordance with the requirements of the existing Stock Option Plan.

INDEBTEDNESS OF OFFICERS AND DIRECTORS

As of the date hereof, there is no indebtedness of any executive officers, directors (or any associate of such director or executive officer), employees, or former executive officers, directors or employees, to the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No "informed person" (as such term is defined under applicable securities laws), proposed nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed nominee has or had a material interest, direct or indirect, in any transaction since the beginning of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company other than as disclosed elsewhere in this Circular.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise set out herein, no director or officer of the Company or any proposed nominee for election as a director of the Company or any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

ADDITIONAL INFORMATION AND AVAILABILITY OF DOCUMENTS

Additional information relating to the Company can be found on SEDAR at www.sedar.com. Financial information is provided in the Company's financial statements for its most recently completed financial year. Copies of the following documents are available without charge to shareholders upon request to the President and CEO of the Company at Suite 400, 522 – 11th Avenue SW, Calgary, Alberta T2R 008; Telephone: (587) 350-5772; email: glenn.leroux@cpsmail.com:

1. the financial statements for the year ended September 30, 2019, together with the accompanying report of the auditor; and
2. this Circular.

APPROVAL AND CERTIFICATE

The contents and the sending of this Circular have been approved by the Board. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED this 12th day of December, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Lowell Jackson*"
Lowell Jackson, Executive Chairman

SCHEDULE "A"

CANADIAN PREMIUM SAND INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Name

There shall be a committee of the board of directors (the "**Board**") of CANADIAN PREMIUM SAND INC. (the "**Company**") known as the Audit Committee (the "**Committee**").

Purpose

The Committee has been established to assist the Board in fulfilling its oversight responsibilities and fiduciary obligations. The primary functions and areas of responsibility of the Committee are to:

- review, report and provide recommendations to the Board on the annual and interim financial statements and related Management's Discussion and Analysis ("**MD&A**");
- identify and monitor the management of the principal risks that could impact the financial reporting of the Company;
- make recommendations to the Board regarding the appointment, terms of engagement and compensation of the external auditor;
- monitor the integrity of the Company's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- oversee the work of the external auditors engaged for the purpose of preparing or issuing an auditors report or performing other audit, review or attest services for the Company;
- resolve disagreements between management and the external auditor regarding financial reporting;
- receive the report of the external auditors, who must report directly to the Committee; and
- provide an avenue of communication among the Company's external auditors, management, and the Board.

Composition and Qualifications

All Committee members shall meet all applicable requirements prescribed under the *Canada Business Corporations Act*, as well as any requirements or guidelines prescribed from time to time under applicable securities legislation, including National Instrument 52-110 ("**NI 52-110**") as amended, restated or superseded. The Committee shall be comprised of not less than three directors as determined from time to time by the Board. Subject to certain exceptions enumerated in NI 52-110, each member shall be an independent director who is free from any direct or indirect relationship that would, in the view of the Board, reasonably interfere with the exercise of the members' independent judgment. While it is not necessary for members to have a comprehensive knowledge of generally accepted accounting principles and standards, all members of the Committee shall be "financially literate" (as such term is defined under NI 52-110) so as to be able to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the issues raised by the Company's financial statements. A director who is not financially literate may be appointed to the Committee by the Board provided that such director becomes financially literate within a reasonable period following his or her appointment, and provided that the Board has determined that such appointment will not materially adversely affect the ability of the Committee to act independently.

Committee members shall be appointed by the Board. The Board shall designate the Chair of the Committee. If a Chair is not designated or present at any meeting, the members of the Committee may designate a Chair by majority vote. The Chair shall have responsibility for ensuring that the Committee fulfills its mandate and duties effectively.

Each member of the Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy at any time.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate, and at least once in each fiscal quarter. A notification for each of the meetings shall be disseminated to Committee members two days prior to each meeting. A majority of the members of the Committee shall constitute a quorum for meetings.

An agenda shall be prepared by the Chair of the Committee as far in advance of each meeting as reasonably practicable. Minutes of all meetings of the Committee shall be prepared as soon as possible following the meeting and submitted for approval at or prior to the next following meeting.

The Committee should meet privately at least once per year with management of the Company, the Company's external auditors, and as a committee to discuss any matters that the Committee or any of these groups believe should be discussed.

Specific Responsibilities and Duties

Specific responsibilities and duties of the Committee shall include, without limitation, the following:

General Review Procedures

1. Review and reassess the adequacy of this Charter at least annually and submit any proposed amendments to the Board for approval.
2. Review the Company's annual audited financial statements, related MD&A, and other documents prior to filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Review should include discussion with management and external auditors of significant issues regarding accounting principles, practices, and significant management estimates and judgments.
3. Annually, in consultation with management and external auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the external auditors and the internal auditing department together with management's responses.
4. Review the effectiveness of the overall process for identifying the principal risks affecting financial reporting and provide the Committee's views to the Board of Directors.
5. Review with financial management and the external auditors the Company's quarterly financial results, related MD&A and other documents prior to the filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Discuss any significant changes to the Company's accounting principles. The Chair of the Committee may represent the entire Committee for purposes of this review.

External Auditors

6. The external auditors are ultimately accountable to the Committee, as representatives of the shareholders. The external auditors must report directly to the Committee, who shall review the independence and performance of the auditors and annually recommend to the Board the appointment of the external auditors

or approve any discharge of auditors when circumstances warrant. The Committee shall approve the compensation of the external auditors.

7. The Committee must approve all non-audit and non-tax services to be provided to the Company or its subsidiary entities.
8. On an annual basis, the Committee should review and discuss with the external auditors all significant relationships they have with the Company that could impair the auditors' independence.
9. Review the external auditors' audit plan and discuss and approve the audit scope, staffing, locations, reliance upon management, and general audit approach.
10. Prior to releasing the year-end earnings, discuss the results of the audit with the external auditors. Discuss any matters that are required to be communicated to audit committees in accordance with the standards established by the Chartered Professional Accountants of Canada.
11. Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting.

Legal Compliance

12. On at least an annual basis, review with the Company's counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies.

Other Miscellaneous Responsibilities

13. Annually assess the effectiveness of the Committee against its mandate and report the results of the assessment to the Board.
14. Prepare and disclose a summary of the mandate to shareholders.
15. Perform any other activities consistent with this mandate, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

Authority

The Committee shall have the authority to:

1. delegate approval-granting authority to pre-approve non-audit services by the external auditor to one or more of its members;
2. engage independent counsel and other advisors as it determines necessary to carry out its duties;
3. set and pay the compensation for any advisors employed by the Committee; and
4. communicate directly with the external auditors.

Reporting

The Committee shall report its deliberations and discussions regularly to the Board and shall submit to the Board the minutes of its meetings.

Resources

The Committee shall have full and unrestricted access to all of the Company's books, records, facilities and personnel as well as the Company's external auditors and shall have the authority, in its sole discretion, to conduct any investigation appropriate to fulfilling its responsibilities. The Committee shall further have the authority to retain, at the Company's expense, such special legal, accounting or other consultants or experts as it deems necessary in the performance of its duties and to request any officer or employee of the Company or the Company's external counsel or auditors to attend a meeting of the Committee.

Limitation on the Oversight Role of the Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Company by such persons or organizations.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations, each of which is the responsibility of management and the Company's external auditors.

SCHEDULE "B"

CANADIAN PREMIUM SAND INC.

STOCK OPTION PLAN

1. PURPOSE OF PLAN

- 1.1 The purpose of the Plan is to attract, retain and motivate persons as directors, officers, key employees and consultants of the Corporation and its Subsidiaries and to advance the interests of the Corporation by providing such persons with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

2. DEFINED TERMS WHERE USED HEREIN, THE FOLLOWING TERMS SHALL HAVE THE FOLLOWING MEANINGS, RESPECTIVELY:

- 2.1 "**Board**" means the board of directors of the Corporation or, if established and duly authorized to act, the Executive Committee or another Committee appointed for such purpose by the board of directors of the Corporation;
- 2.2 "**Business Day**" means any day, other than a Saturday or a Sunday, on which the Exchange is open for trading;
- 2.3 "**Consultant**" means an individual (including an individual whose services are contracted through a personal holding corporation) with whom the Corporation or any Subsidiary has a contract for substantial services;
- 2.4 "**Corporation**" means Canadian Premium Sand Inc. and includes any successor corporation thereto and any subsidiary thereof;
- 2.5 "**Eligible Person**" means any director, officer, employee (part-time or full-time), service provider or Consultant of the Corporation or any Subsidiary;
- 2.6 "**Exchange**" means the TSX Venture Exchange and, where the context permits, any other exchange on which the Shares are or may be listed from time to time;
- 2.7 "**Insider**" means:
- (a) an Insider as defined under Section 1 (1) of the Securities Act (Ontario), other than a person who falls within that definition solely by virtue of being a director or senior officer of a Subsidiary; and
 - (b) an associate as defined under Section 1 (1) of the Securities Act (Ontario) of any person who is an insider by virtue of (a) above;
- 2.8 "**Market Price**" at any date in respect of the Shares shall be the greatest closing price of such Shares on any Exchange on the last Business Day preceding the date on which the Option is approved by the Board (or, if such Shares are not then listed and posted for trading on the Exchange, on such stock exchange in Canada on which the Shares are listed and posted for trading as may be selected for such purpose by the Board). In the event that such Shares did not trade on such Business Day, the Market Price shall be the average of the bid and ask prices in respect of such Shares at the close of trading on such date. In the event that such Shares are not listed and posted for trading on any stock exchange, the Market Price shall be the fair market value of such Shares as determined by the Board in its sole discretion;
- 2.9 "**Option**" means an option to purchase Shares granted under the Plan;

- 2.10 "**Option Price**" means the price per Share at which Shares may be purchased under the Option, as the same may be adjusted from time to time in accordance with Article 8;
- 2.11 "**Optionee**" means an Eligible Person to whom an Option has been granted;
- 2.12 "**Person**" means an individual, a corporation, a partnership, an unincorporated association or organization, a trust, a government or department or agency thereof and the heirs, executors, administrators or other legal representatives of an individual and an associate or affiliate of any thereof as such terms are defined in the *Business Corporations Act* (Ontario);
- 2.13 "**Plan**" means the Canadian Premium Sand Inc. Stock Option Plan, as the same may be amended or varied from time to time;
- 2.14 "**Share Compensation Arrangement**" means any stock option or stock option plan;
- 2.15 "**Shares**" means the common shares of the Corporation or, in the event of an adjustment contemplated by Article 8, such other shares or securities to which an Optionee may be entitled upon the exercise of an Option as a result of such adjustment; and
- 2.16 "**Subsidiary**" means any corporation which is a subsidiary as such term is defined in the *Business Corporations Act* (Ontario) (as such provision is from time to time amended, varied or re-enacted) of the Corporation.

3. **ADMINISTRATION OF THE PLAN**

- 3.1 The Plan shall be administered in accordance with the rules and policies of the Exchange in respect of employee stock option plans by the Board. The Board shall receive recommendations of management and shall determine and designate from time to time those directors, officers, employees and Consultants of the Corporation or its Subsidiaries to whom an Option should be granted and the number of Shares, which will be optioned from time to time to any Eligible Person and the terms and conditions of the grant.
- 3.2 The Board shall have the power, where consistent with the general purpose and intent of the Plan and subject to the specific provisions of the Plan:
- (a) to establish policies and to adopt, prescribe, amend or vary rules and regulations for carrying out the purposes, provisions and administration of the Plan and make all other determinations necessary or advisable for its administration;
 - (b) to interpret and construe the Plan and to determine all questions arising out of the Plan and any Option granted pursuant to the Plan and any such interpretation, construction or determination made by the Board shall be final, binding and conclusive for all purposes;
 - (c) to determine which Eligible Persons are granted Options and to grant Options;
 - (d) to determine the number of Shares covered by each Option;
 - (e) to determine the Option Price;
 - (f) to determine the time or times when Options will be granted and exercisable;
 - (g) to determine if the Shares which are subject to an Option will be subject to any restrictions upon the exercise of such Option; and
 - (h) to prescribe the form of the instruments relating to the grant, exercise and other terms of Options.

4. **SHARES SUBJECT TO THE PLAN**

- 4.1 Options may be granted in respect of authorized and unissued Shares provided that, the maximum aggregate number of Shares reserved by the Corporation for issuance and which may be purchased upon the exercise of all Options, subject to adjustment of such number pursuant to the provisions of Section 8 hereof, shall not exceed 10% of the then issued and outstanding Shares of the Corporation. Shares in respect of which Options are not exercised shall be available for subsequent Options under the Plan. No fractional Shares may be purchased or issued under the Plan.

5. **ELIGIBILITY, GRANT, TERMS OF OPTIONS**

- 5.1 Options may be granted to Eligible Persons. The Corporation covenants that all employees, service providers, Consultants or individuals employed by companies providing management services to the Corporation shall be bona fide employees, service providers, Consultants or employees of such Consultants or service providers of the Corporation or its subsidiaries.
- 5.2 Options may be granted by the Corporation pursuant to the recommendations of the Board from time to time provided and to the extent that such decisions are approved by the Board.
- 5.3 Subject to the provisions of this Plan, the number of Shares subject to each Option, the Option Price, the expiration date of each Option, the extent to which each Option is exercisable from time to time during the term of the Option and other terms and conditions relating to each such Option shall be determined by the Board. At no time shall the period during which an Option shall be exercisable exceed 5 years.
- 5.4 In the event that no specific determination is made by the Board with respect to any of the following matters, the period during which an Option shall be exercisable shall be 5 years from the date the Option is granted to the Optionee and the Options shall vest on the date of the grant save and except that Options granted to persons or Consultants employed in Investor Relations Activities (as defined in the policies of the Exchange) shall vest in stages over 12 months with no more than one quarter of the Options vesting in any three month period.
- 5.5 The Option Price of Shares which are the subject of any Option shall in no circumstances be lower than the Market Price of the Shares at the date of the grant of the Option less any applicable discounts permitted by the Exchange.
- 5.6 The maximum number of Shares which may be reserved for issuance to Insiders under the Plan or under any other Share Compensation Arrangement in any 12 month period shall be 10% of the Shares outstanding at the date of the grant (on a non-diluted basis).
- 5.7 The maximum number of Shares which may be issued to any one Optionee and such Optionee's associates under the Plan and any other Share Compensation Arrangement in any 12 month period shall be 5% of the Shares outstanding at the date of the issuance (on a non-diluted basis).
- 5.8 The maximum number of shares which may be reserved for issuance to persons employed in Investor Relations Activities under the Plan or under any other Share Compensation Arrangement in any 12 month period shall not exceed 2% of the Shares outstanding at the date of grant (on a non-diluted basis).
- 5.9 The maximum number of shares which may be reserved for issuance to any one person employed as a Consultant under the Plan or any other Share Compensation Arrangement in any 12 month period shall not exceed 2% of the Shares outstanding at the date of the grant (on a non-diluted basis).
- 5.10 Any entitlement to acquire Shares granted pursuant to the Plan or any other Share Compensation Arrangement prior to the Optionee becoming an Insider shall be excluded for the purposes of the limits set out in 5.6 and 5.7 above.

- 5.11 An Option is personal to the Optionee and is non-assignable and non-transferable.
- 5.12 Disinterested shareholder approval shall be required for any reduction in the exercise price of the Options if the option holder is an Insider of the Corporation at the time of a proposed amendment to the exercise price.

6. EXERCISE OF OPTIONS

- 6.1 Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Corporation at its registered office of a written notice of exercise addressed to the Secretary of the Corporation specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full of the Option Price of the Shares to be purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable period of time following the receipt of such notice and payment.
- 6.2 Notwithstanding any of the provisions contained in the Plan or in any Option, the Corporation's obligation to issue Shares to an Optionee pursuant to the exercise of an Option shall be subject to:
 - (a) completion of such registration or other qualification of such Shares or obtaining approval of such governmental or regulatory authority as counsel to the Corporation shall reasonably determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;
 - (b) the listing of such Shares on the Exchange; and
 - (c) the receipt from the Optionee of such representations, agreements and undertakings, including as to future dealings in such Shares, as the Corporation or its counsel reasonably determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

In this connection the Corporation shall, to the extent necessary, take all reasonable steps to obtain such approvals, registrations and qualifications as may be necessary for the issuance of such Shares in compliance with applicable securities laws and for the listing of such Shares on the Exchange.

7. TERMINATION OF EMPLOYMENT: DEATH

- 7.1 Subject to Section 7.2 and any express resolution passed by the Board with respect to an Option, an Option, and all rights to purchase pursuant thereto, shall expire and terminate 30 days after the Optionee ceasing to be a director, officer or a part-time or full-time employee or service provider of the Corporation or of any Subsidiary. The entitlement of a Consultant to Options including the termination thereof shall be in accordance with the terms of the consulting agreement entered into between the Corporation or the Subsidiary and the Consultant.
- 7.2 If, before the expiry of an Option in accordance with the terms thereof, the employment of the Optionee with the Corporation or with any Subsidiary shall terminate, in either case by reason of the death of the Optionee, such Option may, subject to the terms thereof and any other terms of the Plan, be exercised by the legal representative(s) of the estate of the Optionee at any time during the first six months following the death of the Optionee (but prior to the expiry of the Option in accordance with the terms thereof) but only to the extent that the Optionee was entitled to exercise such Option at the date of the termination of his employment.
- 7.3 Options shall not be affected by any change of employment of the Optionee or by the Optionee ceasing to be a director where the Optionee continues to be employed by the Corporation or continues to be a director of the Subsidiary or an officer of the Corporation or any Subsidiary.

8. CHANGE IN CONTROL AND CERTAIN ADJUSTMENTS

8.1 Notwithstanding any other provision of this Plan in the event of:

- (a) the acquisition by any Person who was not, immediately prior to the effective time of the acquisition, a registered or a beneficial shareholder in the Corporation, of Shares or rights or options to acquire Shares of the Corporation or securities which are convertible into Shares of the Corporation or any combination thereof such that after the completion of such acquisition such Person would be entitled to exercise 30% or more of the votes entitled to be cast at a meeting of the shareholders; or
- (b) the sale by the Corporation of all or substantially all of the property or assets of the Corporation;

then notwithstanding that at the effective time of such transaction the Optionee may not be entitled to all the Shares granted by the Option, the Optionee shall be entitled to exercise the Options to the full amount of the Shares remaining at that time within 90 days of the close of any such transaction.

8.2 Appropriate adjustments with respect to Options granted or to be granted, in the number of Shares optioned and in the Option Price, shall be made by the Board to give effect to adjustments in the number of Shares of the Corporation resulting from subdivisions, consolidations or reclassifications of the Shares of the Corporation, the payment of stock dividends or cash dividends by the Corporation (other than dividends in the ordinary course), the distribution of securities, property or assets by way of dividend or otherwise (other than dividends in the ordinary course), or other relevant changes in the capital stock of the Corporation or the amalgamation or merger of the Corporation with or into any other entity, subsequent to the approval of the Plan by the Board. The appropriate adjustment in any particular circumstance shall be conclusively determined by the Board in its sole discretion, subject to approval by the shareholders of the Corporation and to acceptance by the Exchange respectively, if applicable.

9. AMENDMENT OR DISCONTINUANCE

9.1 The Board may amend or discontinue the Plan at any time upon receipt of requisite regulatory approval including without limitation, the approval of the Exchange, provided, however, that no such amendment may increase the maximum number of Shares that may be optioned under the Plan, change the manner of determining the minimum Option Price or, without the consent of the Optionee, alter or impair any of the terms of any Option previously granted to an Optionee under the Plan. Any amendments to the terms of an Option shall also require regulatory approval, including without limitation, the approval of the Exchange.

10. MISCELLANEOUS PROVISIONS

10.1 The holder of an Option shall not have any rights as a shareholder of the Corporation with respect to any of the Shares covered by such Option until such holder shall have exercised such Option in accordance with the terms of the Plan (including tendering payment in full of the Option Price of the Shares in respect of which the Option is being exercised) and the issuance of Shares by the Corporation.

10.2 Nothing in the Plan or any Option shall confer upon an Optionee any right to continue in the employ of the Corporation or any Subsidiary or affect in any way the right of the Corporation or any Subsidiary to terminate his employment at any time; nor shall anything in the Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation or any Subsidiary to extend the employment of any Optionee beyond the time which he would normally be retired pursuant to the provisions of any present or future retirement plan of the Corporation or any Subsidiary or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any Subsidiary.

- 10.3 To the extent required by law or regulatory policy or necessary to allow Shares issued on exercise of an Option to be free of resale restrictions, the Corporation shall report the grant, exercise or termination of the Option to the Exchange and the appropriate securities regulatory authorities.

11. **SHAREHOLDER AND REGULATORY APPROVAL**

The Plan shall be subject to the approval of the shareholders of the Corporation to be given by a resolution passed at a meeting of the shareholders of the Corporation in accordance with the Canada Business Corporations Act and to acceptance by the Exchange. Any Options granted prior to such approval and acceptances shall be conditional upon such approval and acceptance being given and no such Options may be exercised unless such approval and acceptance is given.