



NOTICE OF MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") in the capital of Canadian Premium Sand Inc. (the "**Company**") will be held at the Company's offices at Suite 2000, 715 5 Avenue S.W., Calgary, Alberta T2P 2X6 on Thursday, March 9, 2023 at 1:00 p.m. (Calgary time), for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended September 30, 2022, together with the report of the auditors thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint the auditors of the Company for the ensuing year and to authorize the board of directors of the Company (the "**Board**") to fix their remuneration;
4. to consider and, if thought advisable, pass an ordinary resolution of Shareholders re-approving the Company's Omnibus Equity Incentive Compensation Plan, as more particularly described in the accompanying management information circular (the "**Information Circular**");
5. to consider and, if thought advisable, pass, with or without modification, a special resolution (the "**Preferred Share Resolution**") approving an amendment to the articles of the Company to create a new class of preferred shares (the "**Preferred Shares**") that may be issued in one or more series, with rights and restrictions attaching thereto that allow the board of directors of the Company to fix the number of shares in the series and to fix the preferences, special rights and restrictions, privileges, conditions and limitations attaching to the shares of that series, as more particularly described in the Information Circular; and
6. to transact such further and other business as may be properly brought before the Meeting or any adjournment(s) or postponement(s) thereof.

Shareholders are referred to the accompanying Information Circular for more detailed information with respect to the matters to be considered at the Meeting. The Board has fixed January 18, 2023 as the record date (the "**Record Date**"). Only Shareholders whose names are entered on the register of the Company at the close of business on the Record Date, will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any Common Shares after the Record Date and the transferee of those Common Shares establishes ownership of such Common Shares and demands to be included in the list of Shareholders eligible to vote at the Meeting not later than ten days before the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

The Company reserves the right to change the location, date and time of the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy. Shareholders are encouraged not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms. As always, the Company encourages Shareholders to vote their shares prior to the Meeting by following the voting instructions in the accompanying Information Circular.

Notice-and-Access

The Company is utilizing the notice-and-access mechanism (the "**Notice and Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements for the financial year ended September 30, 2022 (the "**Financial Statements**") and the management's discussion and analysis of the Company's results of operations and financial condition for 2022 (the "**MD&A**") may be found on the Company's SEDAR profile at www.sedar.com and also at <https://docs.tsxtrust.com/2146>. The Company will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access

Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

Obtaining Paper Copies of Materials

Shareholders with questions about notice-and-access can call the Company's transfer agent, TSX Trust Company, toll-free at 1 (866) 600-5869 or email TMXEInvestorServices@tmx.com or a Shareholder can vote their Common Shares online at: www.voteproxyonline.com. Shareholders may also obtain paper copies of the Information Circular, the Financial Statements and the MD&A free of charge by contacting TSX Trust Company at the same toll-free number or upon request to the Company's President and Chief Executive Officer. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or TSX Trust Company, as applicable, no later than February 27, 2023, in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies to TSX Trust Company or voting instruction forms to intermediaries, as applicable, before the proxy deadline.

Voting

If you are a registered Shareholder of the Company, please date and execute the accompanying form of proxy and return it in the envelope provided to TSX Trust Company, 301-100 Adelaide St West, Toronto, Ontario M5H 1S3. In order to be valid and acted upon at the Meeting, proxies must be received by TSX Trust Company by 1:00 p.m. (Calgary time) on March 7, 2023, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of any adjourned Meeting. You may also send your form of proxy via fax: (416) 595-9593 or by email at TSX Trust Proxy Voting tsxtrustproxyvoting@tmx.com.

If you are a beneficial Shareholder of the Company and received these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

DATED this 27th day of January 2023

BY ORDER OF THE BOARD OF DIRECTORS

"Glenn Leroux"
President and Chief Executive Officer



MANAGEMENT INFORMATION CIRCULAR

in respect of an Annual General and Special Meeting to be held on Thursday, March 9, 2023

PURPOSE OF SOLICITATION

This Management Information Circular (this "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Canadian Premium Sand Inc. ("**CPS**", the "**Company**" or the "**Corporation**") for use at the annual general and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares in the capital of the Company ("**Common Shares**"). The Meeting will be held at the Company's offices at Suite 2000, 715 5 Avenue S.W., Calgary, Alberta T2P 2X6 on Thursday, March 9, 2023 at 1:00 p.m. (Calgary time), for the purposes set forth in the notice of meeting of Shareholders (the "**Notice of Meeting**") accompanying this Information Circular. References in this Information Circular to the Meeting include any adjournment or postponements thereof.

Information contained herein is given as of January 27, 2023, unless otherwise specifically stated.

It is expected that the solicitation of proxies will be primarily by mail, subject to the use of the Notice and Access Provisions (as defined below) in relation to the delivery of the meeting materials, however, proxies may also be solicited by telephone, facsimile or in person by directors, officers and employees of the Company who will not be additionally compensated therefor. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies will be borne by the Company.

GENERAL INFORMATION RESPECTING THE MEETING

The Company is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") concerning the delivery of proxy-related materials to shareholders found in section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") in the case of registered Shareholders, and section 2.7.1 of NI 54-101 in the case of Beneficial Shareholders (as defined below).

The Notice-and-Access Provisions are a mechanism that allows reporting issuers other than investment funds to choose to deliver proxy-related materials (such as information circulars and annual financial statements) to registered holders and beneficial owners of securities by posting such materials on System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than sending such materials by mail. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of this Information Circular at the Company's expense. The Company anticipates that notice-and-access will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least 40 days prior to the meeting in order to ensure there is sufficient time for the meeting materials to be posted on the applicable website and other materials to be delivered to Shareholders. The Notice-and-Access Provisions require a reporting issuer to provide basic information about the meeting and the matters to be voted on thereat, explain how a shareholder can obtain a paper copy of the Meeting materials and management's discussion and analyses, and explain the Notice-and-Access Provisions. All such matters are described in the Notice of Meeting. The Notice of Meeting has been delivered to Shareholders by the Company, along with the applicable voting document (a form of proxy in the case of registered Shareholders or a voting instruction form in the case of Beneficial Shareholders). Electronic copies of this Information Circular, financial statements of the Company for the financial year ended September 30, 2022 (the "**Financial Statements**") and management's discussion and analyses for 2022 (the "**MD&A**") may be found on the Company's SEDAR profile at www.sedar.com and also at <https://docs.tsxtrust.com/2146>.

The Company will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Information Circular to some Shareholders with the Notice of Meeting. In relation to the Meeting, all Shareholders

will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Information Circular.

Shareholders are reminded to review this Information Circular before voting.

Shareholders with questions about notice-and-access can call the transfer agent and registrar for the Common Shares, TSX Trust Company, toll-free at 1 (866) 600-5869 or email TMXEInvestorServices@tmx.com. Shareholders may also obtain paper copies of this Information Circular, the Financial Statements and the MD&A free of charge by contacting TSX Trust Company at the same toll-free number or upon request to the Company's President and Chief Executive Officer.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or TSX Trust Company, as applicable, no later than March 7, 2023, in order to allow sufficient time for Shareholders to receive the paper copies and to return their form of proxies or voting instruction forms, as applicable, by their respective due dates.

APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy (the "**Form of Proxy**") for use at the Meeting. **The persons named in the Form of Proxy are officers of the Company. A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent him or her at the Meeting other than the persons designated in the enclosed Form of Proxy by inserting the name of his or her chosen nominee in the space provided.**

A Form of Proxy will not be valid for the Meeting unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, it is executed by a duly authorized officer or attorney thereof. A Shareholder who is unable to attend the Meeting in person is requested to complete and sign the enclosed Form of Proxy and to deliver it to TSX Trust Company by mail or hand delivery to 301-100 Adelaide St West, Toronto, Ontario M5H 1S3, by fax: (416) 595-9593 or by email at TSX Trust Proxy Voting tsxtrustproxyvoting@tmx.com or a Shareholder can vote their Common Shares online at: www.voteproxyonline.com. In order to be valid and acted upon at the Meeting, the Form of Proxy must be received no later than 1:00 p.m. (Calgary time) on March 7, 2023 or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of any adjourned Meeting.

If you are a Beneficial Shareholder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the registered office of the Company or the office of TSX Trust Company at any time prior to 4:00 p.m. (Calgary time) on the last business day preceding the day of the Meeting at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting.

ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many Shareholders of CPS, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of CPS as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions,

brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder receiving a Broadridge proxy cannot use that proxy to vote Common Shares directly at the Meeting. A Broadridge proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. A Beneficial Shareholder who wishes to attend the Meeting and indirectly vote his/her Common Shares as proxyholder for the registered Shareholder should enter his/her own name in the blank space on the instrument of proxy provided and return the same to his/her broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted for or against, or withheld from voting, as the case may be, on any ballot that may be called, in accordance with the instructions given by the Shareholder, and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **In the absence of any such instruction, the persons whose names appear on the printed Form of Proxy will vote in favour of all the matters set out thereon.** The enclosed Form of Proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting, discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The board of directors of the Company (the "**Board**") has fixed January 18, 2023 as the record date (the "**Record Date**"). Holders of Common Shares at the close of business on the Record Date, are entitled to receive notice and vote at the Meeting on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote his or her Common Shares at the Meeting.

As at the date of this Information Circular, 77,715,660 Common Shares were issued and outstanding as fully paid and non-assessable.

Except as set forth in the table below, to the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, there are no other persons, firms or corporations that beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company.

Name of Shareholder	Securities Owned, Controlled or Directed	% of the Class of Outstanding Voting Securities of the Company
Paramount Resources Ltd.	12,353,179	15.90
Equinox Partners Investment Management, LLC	9,822,000	12.64

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The proxy solicitation rules under the Exchange Act 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 and territories of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces and territories of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by investors of civil liabilities under United States federal securities laws may be affected adversely because the Company is a corporation existing under the laws of Canada. The Company exists under the laws of Canada, and all of its executive offices, administrative activities and assets are located outside the United States. In addition, all of the directors and officers of the Company are residents of jurisdictions other than the United States and all or a substantial portion of the assets of those persons are or may be 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 the jurisdiction of, or judgment by, a United States court.

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 Financial Statements, and the report of the auditor thereon will be placed before the Meeting but will not be subject to a vote. The Financial Statements are available for review under the Company's profile on SEDAR (www.sedar.com).

2. Election of Directors

At the Meeting, shareholders of the Company will be asked to elect six (6) directors (the "Nominees"). The number of directors to be elected at the Meeting has been fixed by the Board at six. 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 Company's by-laws.

Name, Province and Country of Residence, and Position Held in the Company	Principal Occupation	Director Since	Common Shares Owned ⁽¹⁾
Lowell Jackson ⁽²⁾ Chairman, Alberta, Canada	Chairman, Canadian Premium Sand Inc.	2013	1,170,288
Richard Williams ⁽²⁾⁽³⁾ Secretary, Ontario, Canada	President, Blackwell Investor Relations	2005	743,149
John Assman ⁽³⁾ Director, Alberta, Canada	President and CEO, Landtran Systems Inc.	2013	2,005,486
Todd Garman ⁽³⁾ Director, Alberta, Canada	President, Iron Horse Energy Services	2017	83,400
Rodrigo Sousa ⁽²⁾ Director, Alberta, Canada	EVP, Corporate Development & Planning, Paramount Resources	2018	623,133
Glenn Leroux Director, Alberta, Canada	President & CEO, Canadian Premium Sand Inc.	2020	281,580

(1) Number of Common Shares of the Company Beneficially Owned, Directly or Indirectly, or Controlled or Directed at Present. The information has been furnished by the respective Nominees, individually.

(2) Member of the Audit Committee.

(3) Member of the Compensation and Governance Committee.

As at the date of this Information Circular, the current directors and senior officers of the Company as a group, directly or indirectly, beneficially own or exercise control or direction over 5,098,208 Common Shares, representing approximately 6.6% of the issued and outstanding Common Shares.

Majority Voting for Directors

The *Canada Business Corporations Act* (the "**CBCA**") now requires majority voting for individual directors in uncontested director elections in accordance with the provisions set out in the CBCA, which amendments came into effect on August 31, 2022. The applicable provisions of the CBCA provide that if there is only one candidate nominated for each position available on the board, as is the case at the Meeting, each candidate is elected only if the number of votes cast in their favour represents a majority of the votes cast for and against them by the shareholders who are present in person or represented by proxy, unless the articles require a greater number of votes (which the Corporation's articles do not). However, the CBCA also provides for a transitional period for any incumbent director who is not re-elected at the Meeting as a result of not receiving a majority of the votes in their favour, which permits such director to continue in office until the earlier of: (a) the 90th day after the day of the election; and (b) the day on which their successor is appointed or elected.

Penalties or Sanctions

No proposed director of CPS has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, nor has any proposed director ever entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

Corporate Cease Trade Orders

Other than as set forth below, no proposed director of CPS has, within the ten years prior to the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days.

Mr. Richard Williams, a director and Corporate Secretary of the Company, was a director and CEO of Waseco Resources Inc. when the Ontario Securities Commission issued a CTO dated July 5, 2019 for failure to make financial disclosure filings. The filings were subsequently made and the CTO was revoked on August 1, 2019.

Bankruptcies

No proposed director of CPS is at the date hereof, or has been within the ten years prior to the date of this Information 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.

Personal Bankruptcies

No proposed director of CPS is as at the date hereof, or has within the ten years preceding the date of this Information 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 individual.

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.

3. Appointment of Auditor

It is proposed to re-appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors of the Company for the year ending September 30, 2023, and to authorize the directors to fix its remuneration. PricewaterhouseCoopers LLP has been the auditors of the Company since January 17, 2020.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPOINTMENT OF PRICEWATERHOUSECOOPERS 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.

4. Re-Approval of Omnibus Equity Incentive Compensation Plan

On February 16, 2022, the Board approved of the omnibus equity incentive compensation plan (the "**Omnibus Equity Incentive Compensation Plan**" or the "**Plan**"), which was subsequently approved by Shareholders at the March 31, 2022 annual and special general meeting.

At the Meeting, Shareholders will be asked to consider re-approving the Plan. The Plan is to be re-approved annually by Shareholders in accordance with Exchange Policy 4.4 - *Security Based Compensation* (the "**Exchange Policy**") of the TSX Venture Exchange (the "**Exchange**").

As of January 27, 2023, the Corporation had 2,715,000 Options and nil RSUs, DSUs and PSUs (as such terms are defined below) outstanding.

The following is a summary of the principal terms of the Plan, which is qualified in its entirety by reference to the text of the Plan. A copy of the Omnibus Equity Incentive Compensation Plan may be obtained upon request from the Corporation at Suite 2000, 715 5 Avenue S.W., Calgary, Alberta T2P 2X6 or by telephone at (587) 355-3714.

The Omnibus Equity Incentive Compensation Plan

The purpose of the Plan is to advance the interests of the Corporation and its subsidiaries by: (i) assisting the Corporation and its subsidiaries in attracting and retaining individuals with experience and ability, (ii) allowing certain executive officers, key employees and Consultants of the Corporation and its subsidiaries to participate in the long term success of the Corporation, and (iii) promoting a greater alignment of interests between the executive officers, key employees and Consultants designated under the Plan and the Shareholders.

Shareholders will be asked at the Meeting to pass an ordinary resolution re-approving, ratifying and confirming the Plan, and approving the issuance of Awards (as defined in the Plan) up to a maximum of ten percent (10%) of the Company's issued and outstanding share capital from time to time (the "Omnibus Equity Incentive Compensation Plan Resolution").

The Plan provides for a "rolling" number of the Corporation's share options ("**Options**"), Restricted Share Units ("**RSUs**"), Deferred Share Units ("**DSUs**"), Performance Units ("**PSUs**") and other share-based awards that may be issued under the Plan of up to a maximum of ten percent (10%) of the Company's issued and outstanding share capital from time to time. In no event will the maximum number of Common Shares of the Corporation available for issuance under the Plan exceed ten percent (10%) of the Corporation's issued and outstanding Common Shares from time to time, less the number of Common Shares reserved for issuance under all other security-based compensation arrangements of the Corporation.

Purpose

The purpose of the Plan is to: (a) promote a significant alignment between officers and employees of the Corporation and its Affiliates (as defined in the Plan) and the growth objectives of the Corporation; (b) to associate a portion of

participating employees' compensation with the performance of the Corporation over the long term; and (c) to attract, motivate and retain the critical employees to drive the business success of the Corporation.

Types of Awards

The Plan provides for the grant of Options, RSUs, DSUs, PSUs and other share-based awards (each an "**Award**" and collectively, the "**Awards**"). All Awards are granted by an agreement or other instrument or document evidencing the Award granted under the Plan (an "**Award Agreement**").

Plan Administration

The Plan is administered by the Board which may delegate its authority to the Compensation and Governance Committee (the "**Committee**") or any other duly authorized committee of the Board appointed by the Board to administer the Plan. Subject to the terms of the Plan, applicable law and the rules of the Exchange, the Board (or its delegate) has the power and authority to:

- (a) select Award recipients;
- (b) establish all Award terms and conditions, including grant, exercise price, issue price and vesting terms;
- (c) determine Performance Goals applicable to Awards and whether such Performance Goals have been achieved;
- (d) make adjustments under Section 4.10 of the Plan (subject to Article 13 of the Plan); and
- (e) adopt modifications and amendments, or sub-plans to the Plan or any Award Agreement, including, without limitation, any that are necessary or appropriate to comply with the laws or compensation practices of the jurisdictions in which the Corporation and its Affiliates operate.

Shares Available for Awards

Subject to adjustments as provided for under the Plan, the maximum number of Common Shares of the Corporation available for issuance under the Plan will not exceed ten percent (10%) of the Corporation's issued and outstanding Common Shares from time to time, less the number of Common Shares reserved for issuance under all other security-based compensation arrangements of the Corporation, as defined in the Plan.

In no event will the maximum number of Common Shares of the Corporation available for issuance under the Plan exceed ten percent (10%) of the Corporation's issued and outstanding Common Shares from time to time, less the number of Common Shares reserved for issuance under all other security-based compensation arrangements of the Corporation.

The Plan is considered to be a "rolling" plan as Common Shares of the Corporation covered by Awards which have been exercised or settled, as applicable, will be available for subsequent grant under the Plan and the number of Awards that may be granted under the Plan increases if the total number of issued and outstanding Common Shares of the Corporation increases.

The number of Common Shares of the Corporation issuable to Insiders, as defined in the Plan, at any time, under all security-based compensation arrangements of the Corporation may not exceed ten percent (10%) of the Corporation's issued and outstanding Common Shares. The number of Common Shares of the Corporation issued to Insiders within any one-year period, under all security-based compensation arrangements of the Corporation may not exceed ten percent (10%) of the Corporation's issued and outstanding Common Shares.

Eligible Persons

Any Employee, Non-Employee Directors or Consultants (as such terms are defined in the Plan) shall be eligible to be selected to receive an Award under the Plan (the "**Eligible Persons**").

Limits for Individuals

Unless the Corporation has obtained the requisite disinterested shareholder approval pursuant to the Exchange Policy, the maximum aggregate number of Shares of the Corporation that are issuable pursuant to all Security Based Compensation granted or issued in any 12 month period to any one Person must not exceed 5% of the Issued Shares of the Corporation, calculated as at the date any Security Based Compensation is granted or issued to the Person, except as expressly permitted and accepted by the Exchange for filing under Part 6 of the Exchange Policy shall not be included in calculating this 5% limit.

Limits for Consultants

The maximum aggregate number of Shares of the Corporation that are issuable pursuant to all Security Based Compensation granted or issued in any 12 month period to any one Consultant must not exceed 2% of the Issued Shares of the Corporation, calculated as at the date any Security Based Compensation is granted or issued to the Consultant, except that securities that are expressly permitted and accepted for filing under Part 6 of the Exchange Policy shall not be included in calculating this 2% limit.

Limits for Investor Relations Service Providers

- (a) The maximum aggregate number of Shares of the Corporation that are issuable pursuant to all Options granted in any 12 month period to all Investor Relations Service Providers in aggregate shall not exceed 2% of the Issued Shares of the Corporation, calculated as at the date any Option is granted to any such Investor Relations Service Provider.
- (b) Options granted to any Investor Relations Service Provider shall vest in stages over a period of not less than 12 months such that:
 - (i) no more than 1/4 of the Options vest no sooner than three months after the Options were granted;
 - (ii) no more than another 1/4 of the Options vest no sooner than six months after the Options were granted;
 - (iii) no more than another 1/4 of the Options vest no sooner than nine months after the Options were granted; and
 - (iv) the remainder of the Options vest no sooner than 12 months after the Options were granted.

Blackout Period

In the event that the expiry date of any Award would otherwise occur in a Blackout Period or within ten days of the end of the Blackout Period, the expiry date shall be extended to the tenth business day following the last day of a Blackout Period. A blackout period is defined as a period during which a Participant (as defined in the Plan) cannot

sell Common Shares, due to applicable law or policies of the Corporation in respect of insider trading (the "**Blackout Period**").

Vesting

All Awards, other than an Option, may not vest before one year from the date of grant of the Award.

Description of Awards and Effect of Termination on Awards

Options

Subject to the provisions of the Plan, the Board or its delegate, will be permitted to grant Options under the Plan. An Option entitles a holder to purchase a Common Share of the Corporation at an exercise price set at the time of the grant. Options vest over a period of time as established by the Board from time to time. The term of each Option will be fixed by the Board or its delegate, but may not exceed 10 years from the date of grant. Under no circumstances will the Corporation issue Options at less than fair market value. Fair market value is defined as the greater of: (a) the volume weighted average trading price of the Common Shares of the Corporation on the Exchange for the five most recent trading days immediately preceding the grant date; and (b) the closing price of the Common Shares on the Exchange on the trading day immediately prior to the grant date.

Options granted pursuant to the Plan shall be exercisable at such times and on the occurrence of such events, and be subject to such restrictions and conditions, as the Committee shall in each instance approve, which need not be the same for each grant or for each Participant. Without limiting the foregoing, the Committee may, in its sole discretion, permit the exercise of an Option through either:

- (a) a cashless exercise (a "**Cashless Exercise**") mechanism, whereby the Corporation has an arrangement with a brokerage firm pursuant to which the brokerage firm:
 - (i) agrees to loan money to a Participant to purchase the Shares underlying the Options to be exercised by the Participant;
 - (ii) then sells a sufficient number of Shares to cover the exercise price of the Options in order to repay the loan made to the Participant; and
 - (iii) receives an equivalent number of Shares from the exercise of the Options and the Participant receives the balance of Shares pursuant to such exercise, or the cash proceeds from the sale of the balance of such Shares (or in such other portion of Shares and Cash as the broker and Participant may otherwise agree); or
- (b) a net exercise (a "**Net Exercise**") mechanism, whereby Options, excluding Options held by any Investor Relations Service Provider, are exercised without the Participant making any cash payment so the Corporation does not receive any cash from the exercise of the subject Options, and instead the Participant receives only the number of underlying Shares that is the equal to the quotient obtained by dividing:
 - (i) the product of the number of Options being exercised multiplied by the difference between the VWAP (as defined in the Plan) of the underlying Shares and the exercise price of the subject Options; by
 - (ii) the VWAP of the underlying Shares.

Except as may otherwise be set forth in an underlying employment agreement, if an optionee ceases to be an Eligible Person in the event of retirement, each vested Option held by that person will cease to be exercisable on the earlier of the original expiry date and six months after the termination date. In the case of the optionee being terminated, each

vested Option will cease to be exercisable on the earlier of the original expiry date and three months after the termination date. In the event of death of an optionee, the legal representative may exercise the vested Options for a period until the earlier of the original expiry date and 12 months after the date of death. In all cases, any unvested Options held by the optionee shall terminate and become void on the date of termination, retirement or death, as applicable.

Restricted Share Units

Subject to the provisions of the Plan, the Board or its delegate will be permitted to grant RSUs under the Plan. An RSU is an award denominated in units that does not vest until after a specified period of time, or satisfaction of other vesting conditions as determined by the board, or its delegate, and which may be forfeited if conditions to vesting are not met, and provides the holder thereof with a right to receive Common Shares upon settlement of the Award, subject to any such restrictions that the Board or its delegate may impose.

The Board, in its discretion, may award dividend equivalents with respect to Awards of RSUs. Such dividend equivalent entitlements may be subject to accrual, forfeiture or payout restrictions as determined by the Board or its delegate in their sole discretion.

If the holder of RSUs ceases to be an Eligible Person for any reason, other than death, disability or retirement, any RSUs held by the Participant that have vested before the termination date will be paid to the Participant, provided that all unvested RSUs held at the termination date shall be immediately cancelled and forfeited on the termination date. Unless otherwise approved by the Board, unvested RSUs previously credited to the Participant's account will vest immediately in the event that the Participant dies and will continue to vest, pursuant to the terms of the Plan, in the event that the Participant retires or is disabled, subject to the adjustment provisions in the Plan in the event the Participant is disabled. RSUs that have vested at the termination date will be paid to the Participant, or the Participant's estate, as applicable.

Deferred Share Units

Subject to the provisions of the Plan, the Board or its delegate will be permitted to grant DSUs to Participants under the Plan. A DSU is an award denominated in units that provides the holder thereof with a right to receive Common Shares upon settlement of the Award, subject to any such restrictions that the Board or its delegate may impose.

Each award agreement will provide the extent to which the Eligible Person will have the right to retain DSUs following termination of the Eligible Person's employment or other relationship with the Corporation. Such provisions shall be determined in the sole discretion of the Board or its delegate, and need not be uniform among all DSUs issued pursuant to the Plan.

Performance Units

Subject to the provisions of the Plan, the Board or its delegate may grant Performance-based Awards in the form of PSUs under the Plan that are subject to specified performance criteria. Performance-based Awards are based on the attainment of certain target levels of, or a specified increase or decrease (as applicable) in one or more performance goals, which may include performance relative to the Corporation's peers or affiliates. Performance goals may also be based upon the individual Participant as determined by the Board, in its sole discretion. A PSU is an award denominated in units that does not vest until the performance criteria it is subject to are met, the value of which at the time it is payable is determined as a function of the extent to which corresponding performance criteria have been achieved and provides the holder thereof with a right to receive Common Shares upon settlement of the Award, subject to any such restrictions that the Board or its delegate may impose.

The Board, in its discretion, may award dividend equivalents with respect to Awards of PSUs. Such dividend equivalent entitlements may be subject to accrual, forfeiture or payout restrictions as determined by the Board or its delegate in their sole discretion.

Unless otherwise determined by the Board or its delegate, unvested PSUs previously credited to the Participant's account will be immediately cancelled and forfeited to the Corporation on the termination date in the event that the Participant is terminated for any reason other than death, disability or retirement. Unvested PSUs previously credited to the Participant's account will vest immediately in the event that the Participant dies and will continue to vest pursuant to the Plan in the event that the Participant retires or is disabled, subject to the adjustment provisions in the Plan in the event the Participant is disabled. PSUs and that have vested at the termination date will be paid to the Participant, or the Participant's estate, as applicable.

Change in Control

In the event of a change in control (as described in the Plan), unless otherwise provided in an Award Agreement, the Board or its delegate shall have the discretion to unilaterally determine that all outstanding Awards shall be cancelled upon a change in control, and that the value of such Awards, as determined by the Board or its delegate in accordance with the terms of the Plan and the Award Agreements, shall be paid out in cash in an amount based on the Change in Control Price within a reasonable time subsequent to the Change in Control, subject to the approval of the Exchange.

Notwithstanding the foregoing, no cancellation, acceleration of vesting, lapsing of restrictions or payment of an Award shall occur with respect to any Award if the Board or its delegate reasonably determines in good faith prior to the occurrence of a Change of Control that such Award shall be honored or assumed, or new rights substituted therefor (with such honored, assumed or substituted Award hereinafter referred to as an "**Alternative Award**") by any successor to the Corporation or an Affiliate as described in Article 12 of the Plan; provided, however, that any such Alternative Award must:

- (a) be based on stock which is traded on a recognized stock exchange;
- (b) provide such Participant with rights and entitlements substantially equivalent to or better than the rights, terms and conditions applicable under such Award, including, but not limited to, an identical or better exercise or vesting schedule (including vesting upon termination of employment) and identical or better timing and methods of payment;
- (c) recognize, for the purpose of vesting provisions, the time that the Award has been held prior to the Change of Control;
- (d) provide for similar eligibility requirements for such Alternative Award as provided for in the Plan; and
- (e) have substantially equivalent economic value to such Award (determined prior to the time of the Change of Control).

Term of the Plan

The Plan shall remain in effect until terminated by the Board.

Assignability

Except as may be permitted by the Board or its delegate or as specifically provided in an Award Agreement, no Award or other benefit payable under the Plan shall, except as otherwise specifically provided by law or permitted by the

Board or its delegate, be transferred, sold, assigned, pledged or otherwise disposed in any manner other than by will or the law of descent.

Amendment

Unless otherwise restricted by law or the Exchange rules, the Board or its delegate may at any time and from time to time, alter, amend, modify, suspend or terminate the Plan or any Award in whole or in part without notice to, or approval from, *shareholders*, including, but not limited to for the purposes of:

- (a) making any amendments to the general vesting provisions of any Award;
- (b) making any amendments to the general term of any Award provided that no Award held by an Insider may be extended beyond its original expiry date;
- (c) making any amendments to add covenants or obligations of the Corporation for the protection of Participants;
- (d) making any amendments not inconsistent with the Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Board, it may be expedient to make, including amendments that are desirable as a result of changes in law or as a "housekeeping" matter; or
- (e) making such changes or corrections which are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error.

However, other than as expressly provided in an Award Agreement or with respect to a Change of Control, the Committee shall not alter or impair any rights or increase any obligations with respect to an Award previously granted under the Plan without the consent of the Participant.

Shareholder approval is however required to make the following amendments:

- (a) A reduction in the Option Price of a previously granted Option benefitting an Insider of the Corporation or one of its Affiliates (unless carried out pursuant to Section 4.10 of the Plan).
- (b) Any amendment or modification which would increase the total number of Common Shares available for issuance under the Plan (unless carried out pursuant to Section 4.10 of the Plan).
- (c) An increase to the limit on the number of Common Shares issued or issuable under the Plan to Insiders of the Corporation (unless carried out pursuant to Section 4.10 of the Plan);
- (d) An extension of the expiry date of an Option other than as otherwise permitted hereunder in relation to a Blackout Period or otherwise;
- (e) An extension of the expiry date of an Option issued to Insiders; or
- (f) Any amendment to the amendment provisions of the Plan.

Approval

The Plan is considered a "**rolling up to 10%**" Plan as defined in the Exchange Policy. In accordance with Exchange policies, the Plan requires shareholder approval on an annual basis.

The Board recommends that Shareholders vote for the Omnibus Equity Incentive Compensation Plan Resolution.

The Omnibus Equity Incentive Compensation Plan Resolution is an ordinary resolution, which must be passed by more than 50% of the votes cast by those Shareholders entitled to vote, whether cast in person or by proxy. In the absence of contrary instructions, the management nominees named in the accompanying form of proxy intend to vote the Shares represented thereby FOR the Omnibus Equity Incentive Compensation Plan Resolution.

Omnibus Equity Incentive Compensation Plan Resolution

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass, with or without modification, the following:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT, subject to regulatory approval:

1. The omnibus equity incentive compensation plan (the "**Plan**") of Canadian Premium Sand Inc. (the "**Corporation**") is hereby re-approved, authorized and adopted.
2. The number of common shares ("Common Shares") reserved for issuance under the Plan and all other security-based compensation arrangements of the Corporation will be a rolling number of Awards (as defined in the Plan) issuable under the Plan up to ten percent (10%) of the issued and outstanding share capital from time to time.
3. The Corporation is hereby authorized and directed to issue such Common Shares pursuant to the Plan as fully paid and non-assessable Common Shares.
4. The board of directors of the Corporation is hereby authorized and empowered to make any changes to the Plan as may be required by the TSX Venture Exchange.
5. Any one director or officer of the Corporation is hereby authorized and directed for and on behalf of the Corporation to execute or cause to be executed, under the corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered, all such other documents and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing."

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE FOREGOING RESOLUTION IN RESPECT OF THE RE-APPROVAL OF THE OMNIBUS EQUITY INCENTIVE COMPENSATION PLAN, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

5. Creation of New Class of Preferred Shares

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass a special resolution (the "**Preferred Share Resolution**") approving an amendment to the articles of the Corporation to create a new class of preferred shares that may be issued in one or more series (the "**Preferred Shares**"). The Board will have the ability to fix the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares. The Preferred Shares will have priority over the Common Shares with respect to the payment of dividends and distributions in the event of liquidation, dissolution or winding-up of the Corporation. The text of the provisions of the Preferred Shares is included in the attached Schedule "B" to this Information Circular.

Purpose of Creation of the Preferred Shares

The Board has determined that at this time, the creation of the Preferred Shares is in the best interests of the Corporation in order to increase the Corporation's flexibility in its capital structure and ability to take advantage of any future financing opportunities, including in relation to any project financing. The Corporation does not currently

have any specific plans, arrangements or understandings in respect of the issuance of Preferred Shares. The Corporation does not intend to use the issuance of Preferred Shares for anti-takeover purposes.

The Board will have the ability to establish any dividend rights (including rates and attributes), conversion, exchange, redemption and voting rights, if any, applicable to the Preferred Shares. This flexibility will allow the Board to determine the terms of any series of Preferred Shares in accordance with the particular needs and concerns of the investors and the Corporation at such time. The Board will provide only those rights which the Board wishes to grant, instead of being required to issue Common Shares in connection with any capital raising efforts. This will also avoid the expense and delay of calling a shareholders' meeting to approve specific terms of any series of Preferred Shares. The Preferred Shares may be used by the Corporation for any appropriate corporate purpose, including, without limitation, financing transactions or issuances in public or private sales as a means of obtaining additional capital for use in the Corporation's business and operations or in connection with acquisitions of other businesses or properties.

The actual effect of the issuance of any Preferred Shares upon the rights of holders of Common Shares cannot be fully stated until the Board determines all specific rights of the particular series of Preferred Shares. When ultimately issued, the articles providing for the creation of a series of Preferred Shares will set out the terms and restrictions in respect of such series of Preferred Shares. This will provide the holders of Common Shares with an indication of the possible effects of an issuance of a particular series of Preferred Shares, specifically with respect to dividends, liquidation, redemption, conversion, dilution, voting rights and limitations on issuances of Preferred Shares. Such effects may include holders of Common Shares receiving less in the event of liquidation, dissolution or other winding up of the Corporation, or a reduction in the amount of funds, if any, available for dividends on Common Shares.

Creation of the Preferred Shares

If the Preferred Share Resolution is passed, the Corporation will file articles of amendment with the Director under the CBCA. The amendment to the articles will not become effective until articles of amendment have been delivered to the Director under the CBCA and a certificate of amendment has been received in accordance with the CBCA. No further action on the part of Shareholders would be required to effect the creation of the Preferred Shares. The text of the Preferred Share Resolution authorizes the directors of the Corporation to revoke the resolution without further approval of the Shareholders at any time prior to the receipt of the certificate of amendment from the Director under the CBCA. The directors do not have any present intention to revoke the Preferred Share Resolution.

Shareholders who vote against the Preferred Share Resolution will be entitled to dissent and require that the Corporation acquire the Common Shares of the Corporation that they hold for fair value if the Preferred Share Resolution passes and the articles are amended. These rights of dissent are described in greater detail below. The Corporation reserves the right not to proceed with the amendment to the articles in the event that Shareholders exercise and do not withdraw rights of dissent.

Rights of Dissenting Shareholders

Under Section 190 of the CBCA, a Registered Shareholder of the Corporation is entitled to send a written objection to the Preferred Share Resolution. In addition to any other right a Shareholder may have, when the action authorized by the Preferred Share Resolution becomes effective, a Registered Shareholder who complies with the dissent procedure under Section 190 of the CBCA is entitled to be paid the fair value of his or her Common Shares in respect of which he or she dissents, determined as at the close of business on the day before the Preferred Share Resolution is adopted. The full text of the dissent procedures provided by Section 190 of the CBCA is attached as Schedule "C" to this Information Circular. The following summary of Section 190 of the CBCA is qualified in its entirety by reference to Schedule "C" to this Information Circular. **ALL SHAREHOLDERS ARE URGED TO READ SCHEDULE "C" TO THIS CIRCULAR CAREFULLY AND IN ITS ENTIRETY.**

A Shareholder is not entitled to dissent if such Shareholder votes any of the Common Shares beneficially held by him or her in favour of the Preferred Share Resolution. A Shareholder is only entitled to dissent with respect to all of the Common Shares such Shareholder holds in a single class of shares, and may not partially dissent. The execution or exercise of a proxy does not constitute a written objection for the purposes of Section 190 of the CBCA.

Persons who are beneficial owners of Shares registered in the name of a broker, custodian, nominee, other intermediary or in some other name who wish to dissent, should be aware that only the registered owner of such securities is entitled to dissent. A Non-Registered Shareholder will not be entitled to exercise his or her right to dissent directly (unless the Common Shares are re-registered in the Non-Registered Shareholder's name). A Non-Registered Shareholder who wishes to exercise the right of dissent should immediately contact the intermediary with whom the Non-Registered Shareholder deals with in respect of his or her Common Shares and either (i) instruct the intermediary to exercise the right to dissent on the Non-Registered Shareholder's behalf (which, if the Common Shares are registered in the name of a clearing agency, would require that the Common Shares first be re-registered in the name of the intermediary), or (ii) instruct the intermediary to re-register the Common Shares in the name of the Non-Registered Shareholder, in which case the Non-Registered Shareholder would be required to exercise the right to dissent directly.

A Registered Shareholder who objects to the Preferred Share Resolution and who wishes to exercise his or her right of dissent (a "**Dissenting Shareholder**") must send to Canadian Premium Sand Inc., Suite 2000, 715 5 Avenue S.W., Calgary, Alberta T2P 2X6, a written notice of such holder's objection to the resolution (a "**Notice of Objection**") prior to the Meeting or deliver a Notice of Objection to the Chairman of the Board at the Meeting.

The filing of a Notice of Objection does not deprive a Shareholder of the right to vote at the Meeting; however the CBCA provides, in effect, that a Shareholder who has submitted a Notice of Objection and who votes in favour of the Preferred Share Resolution will be deprived of further rights under section 190 of the CBCA. A Shareholder need not vote his or her Common Shares against the Preferred Share Resolution in order to dissent. Similarly, the revocation of a proxy conferring authority on the proxyholder to vote in favour of the Preferred Share Resolution does not constitute a Notice of Objection. However, any proxy granted by a Shareholder who intends to dissent, other than a proxy that instructs the proxyholder to vote against the Preferred Share Resolution, should be validly revoked in order to prevent the proxyholder from voting such Shares in favour of the Preferred Share Resolution and thereby causing the Shareholder to forfeit his or her right to dissent.

FAILURE TO ADHERE STRICTLY TO THE REQUIREMENTS OF SECTION 190 OF THE CBCA AND THE TIME FRAMES SPECIFIED THEREIN WILL RESULT IN THE LOSS OR UNAVAILABILITY OF RIGHTS UNDER THAT SECTION.

Resolution

The Board has unanimously approved the filing of articles of amendment to create the Preferred Shares and recommends that Shareholders vote **FOR** the Preferred Share Resolution. To be effective, the Preferred Share Resolution must be approved by at least two-thirds of the votes cast in person or by proxy at the Meeting. Notwithstanding the foregoing, as indicated in the text of the Preferred Share Resolution below, the Board may, in its sole discretion, determine that the Corporation not proceed with the Preferred Share Resolution.

The complete text of the resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

"RESOLVED AS A SPECIAL RESOLUTION THAT:

1. subject to the receipt of all necessary regulatory and stock exchange approvals, the Corporation is hereby authorized to file articles of amendment to create preferred shares in the capital of the Corporation, issuable in a series, on substantially the terms set out in Schedule "B" to the management information circular dated January 27, 2023 (the "**Preferred Share Resolution**");
2. notwithstanding that this resolution has been passed by Shareholders, the directors of the Corporation, in their sole discretion, are hereby authorized and empowered without further notice to, or approval of, the Shareholders, to determine not to proceed with the Preferred Share Resolution at any time prior to the filing of the articles of amendment giving effect to the Preferred Share Resolution;

3. upon articles of amendment having become effective, the articles of the Corporation are amended accordingly; and
4. any one officer and director of the Corporation is hereby authorized for and on behalf of the Corporation to execute and deliver all such instruments and documents and to do all such acts and things as may be necessary to effect to this special resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE FOREGOING RESOLUTION IN RESPECT OF THE PREFERRED SHARE RESOLUTION, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION. AN AFFIRMATIVE VOTE OF TWO-THIRDS OF THE VOTES CAST AT THE MEETING BY SHAREHOLDERS IS SUFFICIENT FOR THE APPROVAL OF THE SPECIAL RESOLUTION.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this Information 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, Cameron Deller, Chief Financial Officer, Alasdair Knox, Vice President Project Engineering and Anshul Vishal, Vice President of Corporate Development.

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 Options, RSUs, DSUs and PSUs. 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.

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; and
- to evaluate executive performance on the basis of key measurements that correlate to long-term shareholder value.

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 a similar 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 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 been established by the Company for the calendar year 2023. A combination of fixed and variable compensation will be used to motivate executives to achieve overall corporate goals comprised of:

- fixed salary;
- annual incentives (cash bonus); and
- long term incentive plan awards (Option and RSU, DSU and PSU compensation).

Fixed salary comprises a portion of the total cash-based compensation; however, going forward, annual incentives and long-term incentive plan awards 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 individual performance targets, 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 including current competitive market conditions, compensation levels within the peer group, level of responsibility, leadership ability, management effectiveness, relevant 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 Board may award annual incentives as motivation for 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 incentives. The Board will assess each NEO's performance on the basis of his or her 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 will be used by the Board with respect to the determination of annual incentive payouts for the NEOs.

For the financial year ended September 30, 2022, no cash bonuses were paid to NEOs. The Board has set specific performance targets for the calendar year ended December 31, 2023 that may result in cash incentive payouts to NEO's, if achieved.

Long Term Incentive Plan Awards – Omnibus Equity Incentive Plan

The Company currently has the Omnibus Equity Incentive Plan. The purpose of the Omnibus Equity Incentive 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 Omnibus Equity Incentive 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.

A description of the terms of the Omnibus Equity Incentive Plan are described above under the heading "Re-Approval of Omnibus Equity Incentive Compensation Plan" above.

At the Meeting, Shareholders will be asked to consider re-approving the Plan. See "Matters to be Acted Upon at the Meeting – Re-Approval of Omnibus Equity Incentive Compensation Plan".

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.

Purchase of Financial Instruments Not Prohibited

As of the date of this Information 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.

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 fiscal years ending September 30, 2022, 2021 and 2020.

NEO Name and Principal Position	Year	Salary (\$)	Share- Based Awards (\$)	Option- Based Awards (\$)	Annual incentive plans (\$)	Pension Value (\$)	Other Compen- sation (\$)(1)	Total Compen- sation (\$)
Glenn Leroux	2022	228,750	Nil	79,851	Nil	Nil	Nil	308,601
	2021	188,161	Nil	90,293	Nil	Nil	Nil	278,454
	2020	162,500	Nil	134,008	Nil	Nil	Nil	296,508
Cameron Deller(2)	2022	203,333	Nil	44,272	Nil	Nil	Nil	247,605
	2021	14,359	Nil	18,871	Nil	Nil	Nil	33,230
Anshul Vishal(3)	2022	167,750	Nil	40,320	Nil	Nil	Nil	208,070
	2021	154,250	Nil	30,754	Nil	Nil	Nil	185,004
	2020	137,500	Nil	48,563	Nil	Nil	Nil	186,063
Alasdair Knox(4)	2022	167,750	Nil	34,907	Nil	Nil	Nil	202,657
	2021	41,250	Nil	14,707	Nil	Nil	Nil	55,957

- (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) Cameron Deller was appointed Chief Financial officer on September 7, 2021.
- (3) Anshul Vishal was appointed as Vice President of Corporate Development effective March 1, 2022.
- (4) Alasdair Knox was appointed as Vice President of Project Engineering effective July 1, 2021.

Long Term Incentive Plan Awards - Outstanding Option and Share Based Awards

The following table sets forth information concerning all option-based awards to NEO's at September 30, 2022.

Name	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options
	(#)	(\$)		(\$)
Glenn Leroux	90,000	0.35	03/02/2025	9,000
Glenn Leroux	325,000	0.38	06/25/2026	22,750
Glenn Leroux	200,000	0.42	04/25/2027	6,000
Cameron Deller	125,000	0.47	08/16/2026	NIL
Cameron Deller	125,000	0.42	04/25/2027	3,750
Anshul Vishal	50,000	0.35	03/02/2025	5,000
Anshul Vishal	100,000	0.38	06/25/2025	7,000
Anshul Vishal	150,000	0.42	04/25/2027	4,500
Alasdair Knox	100,000	0.38	06/25/2026	7,000
Alasdair Knox	125,000	0.42	04/25/2027	3,750

There have been no grants of RSUs, DSUs or PSUs for any period up to January 27, 2023.

Value Vested or Earned During the Year

The aggregate dollar value that would have been realized if the Options under the option-based awards had been exercised on the vesting date is based on the difference between the closing market price of the Common Shares on the date immediately preceding the vesting date compared to the exercise price. During the financial year ended September 30, 2022 there was \$875 of value vested or earned in respect of option-based awards by the NEO's.

Termination and Change of Control Benefits

The Company has entered into employment contracts with each of its executive officers 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 such officer (other than the President and CEO) will receive a severance payment equal three month's salary plus three month's salary for each year of service to a maximum of 12 month's salary plus an amount equal to the average of the two most recent annual bonuses paid to the executive, if any, prior to the termination date prorated to the number of months of base salary severance paid (less applicable withholdings) and in the case of the President & CEO will receive a severance payment equal to 24 month's salary plus an amount equal to the two most recent annual bonuses paid if any, prior to the termination date (less applicable withholdings).

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. They may be compensated for expenses incurred as a direct result of performing their duties as Board members. Other than Options to purchase Common Shares which are granted to the Company's directors from time to time and the Omnibus Equity Incentive Compensation Plan, 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.

Each year the Board considers whether to grant additional Options to the Directors. A total of 400,000 Options were granted to non-executive Directors under the existing Omnibus Equity Incentive Compensation Plan during the fiscal

year ended September 30, 2022. No Options held by directors were exercised during the financial year ended September 30, 2022 and there were no grants of RSUs, DSUs or PSUs.

Outstanding Option and Share Based Awards

The following table sets out for each non-executive director, the option-based awards outstanding at September 30, 2022.

Name	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options
	(#)	(\$)		(\$)
Lowell Jackson	20,000	0.35	03/02/2025	2,000
Lowell Jackson	150,000	0.38	06/25/2026	10,500
Lowell Jackson	100,000	0.42	04/25/2027	3,000
Richard Williams	20,000	0.35	03/02/2025	2,000
Richard Williams	125,000	0.38	06/25/2026	8,750
Richard Williams	75,000	0.42	04/25/2027	2,250
John Assman	20,000	0.35	03/02/2025	2,000
John Assman	125,000	0.38	06/25/2026	8,750
John Assman	75,000	0.42	04/25/2027	2,250
Todd Garman	20,000	0.35	03/02/2025	2,000
Todd Garman	125,000	0.38	06/25/2026	8,750
Todd Garman	75,000	0.42	04/25/2027	2,250
Rodrigo Sousa	20,000	0.35	03/02/2025	2,000
Rodrigo Sousa	125,000	0.38	06/25/2026	8,750
Rodrigo Sousa	75,000	0.42	04/25/2027	2,250

There have been no grants of RSUs, DSUs or PSUs for any period up to January 27, 2023.

Value Vested or Earned During the Year

The aggregate dollar value that would have been realized if the Options under the option-based awards had been exercised on the vesting date is based on the difference between the closing market price of the Common Shares on the date immediately preceding the vesting date compared to the exercise price. During the financial year ended September 30, 2022 there was \$1,083 of value vested or earned in respect of option-based awards by directors of the Company.

AUDIT COMMITTEE INFORMATION

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.

Lowell Jackson 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. His key areas of responsibility are Strategy, Business Development, Planning & Capital Allocation, and Investor Relations. 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 (Finance) degree with Distinction from the University of Calgary and a Chartered Financial Analyst designation from the CFA institute.

Lowell Jackson

Mr. Jackson is Chairman of the Board and an independent businessman. He has been involved at an executive level in four separate startup oil and gas ventures, all of which became Canadian listed companies. Mr. Jackson is a registered Professional Engineer and has served several terms as a Governor of the Canadian Association of Petroleum Producers including a tenure as Chair of the Board of Governors (2011-2012).

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 Company for two years, before gaining additional experience with several mining companies, including Republic Goldfields Ltd. and Minefinders Company, 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, 2022 and 2021:

	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
	(\$)	(\$)	(\$)	(\$)
Year ended September 30, 2022	50,000	Nil	6,000	Nil
Year ended September 30, 2021	47,000	Nil	4,000	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 newly adopted International Financial Reporting Standards.

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

Under National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), the Company is required to include in this Information Circular the disclosure required under Form 58-101F2 with respect to its corporate governance practices. In establishing its corporate governance practices, the Board has been guided by Canadian securities legislation and the TSXV guidelines for effective corporate governance, including National Policy 58-201 *Corporate Governance Guidelines* and other regulatory requirements such as National Instrument 52-110 *Audit Committees* ("**NI 52-110**"). In addition, the CBCA sets out required disclosure in respect of diversity among directors and members of senior management (as prescribed in the regulations) that is required to be placed before shareholders at every annual meeting of a publicly listed CBCA corporation.

Board of Directors

The Board is currently composed of six (6) directors, five (5) of whom are independent and one (1) of which is not independent, being Glenn Leroux as he is also the President and Chief Executive Officer of the Company. The By-laws allow up to seven (7) Board members. 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 the Compensation and Governance Committee, the Board reviews executive compensation and recommends security-based compensation awards such as Options, RSUs, DSUs and PSUs.

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, Board members are typically 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 non-executive directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's 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 its governing statute, 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 Omnibus Equity Incentive Compensation Plan.

Other Board Committees

In addition to the Audit Committee, the Company also has the Compensation and Governance Committee.

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.

Director Tenure

The Board believes that existing directors provide valuable perspective into the operations of the Company based on their experience and understanding of the Company's history, policies and objectives. The Board does, however, recognize the benefit of new approaches and ideas that a new director may introduce. Accordingly, the Board has adopted the following terms, which are applicable to all directors who are not also executive officers of the Company, subject to being annually re-elected by shareholders: (a) a non-executive director shall not stand for re-election at the annual general meeting of shareholders following the latter of his or her 75th birthday and 15 years of Board tenure; and (b) the Board, with the approval of a majority of the incumbent directors, may extend the term of any such non-executive directors for up to a three-year period.

Directorships and Board Interlocks

None of the directors of the Company are currently serving on boards of other reporting companies (or equivalent), except for Mr. Richard Williams who serves of the board of Waseco Resources Inc, Spartan Resources Inc. and Terreno Resources Inc., all TSX Venture listed and First Metals Inc. As of the date hereof, the Board has not adopted a formal policy with respect thereto. However, the Compensation and Governance Committee actively monitors the number of public company memberships of the directors of the Company. The Board intends to consider interlocking memberships on a case-by-case basis and will consider recommendations from the Compensation and Governance Committee with respect thereto.

Diversity

The Company recognizes the importance of having diversity on its Board and in senior management. Diversity enriches discussions among the directors of the Board and members of senior management and better reflects the Company's evolving relationships with its employees, shareholders and other stakeholders. In furtherance of this purpose, the Compensation and Governance Committee and the Board are guided by the following principles when identifying candidates to recommend for election or appointment to the Board or to fill a senior management position, respectively: (a) an intention that the Board and senior management be composed of individuals who possess extensive knowledge and competencies, diverse points of view, and relevant expertise, enabling each director and member of senior management to make an active, informed and positive contribution to the operation and oversight of the Company, the conduct of its business and its future development; (b) seeking a balance in terms of the knowledge and competencies of directors and members of senior management to help the Board and senior management, respectively, fulfil their responsibilities in all respects; and (c) considering diversity criteria by seeking directors and

members of senior management who represent both genders, various ages, and geographic and ethnic diversity, as well as a broad range of business and educational experience, professional expertise, personal skills and perspectives.

The Company is in the exploration and evaluation phase of its business activities and currently has five non-executive directors, and six employees (four of which are NEOs) for a total of eleven individuals. Of these eleven individuals, one is female, one is indigenous and one is a visible minority. This represents 30% diversity of its staff and directors on a combined basis. As part of the annual performance evaluation of the effectiveness of the Board, its committees and individual directors, the Compensation and Governance Committee will consider the balance of skills, experience, independence and knowledge of directors as well as diversity representation on the Board, including gender. Similarly, as part of its evaluation of the performance and effectiveness of senior management, the Board will consider the balance of skills, experience, independence and knowledge of members of senior management as well as diversity representation of senior management, including with regards to gender.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information at September 30, 2022, 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 (#)
Omnibus Equity Incentive Plan ⁽¹⁾	2,715,000	\$0.40	5,056,566

- (1) The Company has in place the Omnibus Equity Incentive Plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Omnibus Equity Incentive Plan will not exceed 10% of the issued Common Shares at the time of grant. An aggregate of 7,771,566 Common Shares may be reserved for issuance pursuant to the Omnibus Equity Incentive Plan at January 27, 2023, being 10% of the issued Common Shares as of January 27, 2023.

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 Information 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.

OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting of Shareholders. If any other business properly comes before the Meeting, it is the intention of the persons named in the Form of Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

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 Financial Statements. Copies of the Financial Statements and this Information Circular are available without charge to shareholders upon request to the President and Chief Executive Officer of the Company at Suite 2000, 715 5 Avenue S.W., Calgary, Alberta T2P 2X6; Telephone: (587) 355-3714; email: glenn.leroux@cpsmail.com. The Company may require the payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

APPROVAL AND CERTIFICATE

The contents and the sending of this Information Circular have been approved by the Board.

DATED this 27th day of January 2023

BY ORDER OF THE BOARD OF DIRECTORS

"Glenn Leroux"
President and Chief Executive Officer

SCHEDULE "A"

CANADIAN PREMIUM SAND INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

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 auditor's 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 CBCA, 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"
AUTHORIZED CAPITAL AMENDMENTS

Capitalized terms not otherwise defined in this Schedule "B" shall have the meanings ascribed to such terms in the accompanying management information circular of Canadian Premium Sand Inc. (the "Corporation") dated January 27, 2023.

The articles of the Corporation shall be amended to provide that the Common Shares and the Preferred Shares, issuable in series shall have attached thereto the following rights, privileges, restrictions and conditions.

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series. The rights, privileges, restrictions and conditions attaching to the Common Shares and the Preferred Shares, issuable in series shall be as follows:

COMMON SHARES

1. The holders of the common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and any other class of shares of the Corporation ranking senior to the Common Shares, to receive any dividend declared by the Corporation.
2. Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than common shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of the common shares, each holder of common shares shall be entitled to one (1) vote in respect of each common share held by that holder.
3. In the event of the liquidation, dissolution or winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among the shareholders by way of repayment of capital, subject to the rights of the Preferred Shares and any other class of shares of the Corporation ranking senior to the common shares, all the remaining property and assets of the Corporation shall be paid or distributed to the holders of the common shares.

PREFERRED SHARES

1. The Preferred Shares shall be issuable in series and the Board shall have the right, from time to time, to fix the number of shares in, and to determine the designation, rights, privileges, restrictions and conditions attaching to, the Preferred Shares of each series subject to the limitations, if any, set out in the articles of the Corporation.
2. The holders of any series of the Preferred Shares shall be entitled to receive in priority to the holders of common shares and of shares of any other class of the Corporation ranking subordinate to the Preferred Shares, as and when declared by the Board, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such Preferred Shares form part.
3. Upon any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among shareholders for the purpose of winding up its affairs, before any amount shall be paid to or any assets distributed among the holders of common shares or of shares of any other class of the Corporation ranking subordinate to the Preferred Shares, the holders of the Preferred Shares shall be entitled to receive with respect to the shares of each series thereof all amounts which may be provided in the articles of the Corporation to be payable thereon in respect of return of capital, premium and accumulated dividends remaining unpaid, including all cumulative dividends, whether or not declared. Unless the articles of the Corporation otherwise provide with respect to any series of the Preferred Shares, after payment to the holders of the Preferred Shares of the amounts provided in the articles of the Corporation to be payable to them, such holders shall not be entitled to share in any further distribution of the assets of the Corporation.

4. Unless the articles of the Corporation otherwise provide with respect to any series of the Preferred Shares, the holders of the Preferred Shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting; provided that at any meeting of shareholders at which, notwithstanding the foregoing, the holders of the Preferred Shares are required or entitled by law to vote separately as a class or a series, each holder of the Preferred Shares of any series thereof shall be entitled to cast one vote in respect of each such share held.
5. The holders of the Preferred Shares shall not be entitled to vote separately as a class and, unless the articles of the Corporation otherwise provide, the holders of any series of the Preferred Shares shall not be entitled to vote separately as a series, pursuant to subsection 17(1) of the CBCA, upon a proposal to amend the articles of the Corporation in the case of an amendment of a kind referred to in paragraphs (a), (b) and (c) of such subsection.
6. Any meeting of shareholders at which the holders of the Preferred Shares are required or entitled by law to vote separately as a class or a series shall, unless the articles of the Corporation otherwise provide, be called and conducted in accordance with the by-laws of the Corporation; provided that no amendment to or repeal of the provisions of such by-laws made after the date of the first issue of any of the Preferred Shares by the Corporation shall be applicable to the calling and conduct of meetings of holders of the Preferred Shares voting separately as a class or as a series unless such amendment or repeal has been theretofore approved by an ordinary resolution adopted by the holders of the Preferred Shares voting separately as a class.

SCHEDULE "C"
SECTION 190 OF THE CBCA

Right to dissent

190 (1) Subject to sections 191 and 241, a holder of shares of any class of a corporation may dissent if the corporation is subject to an order under paragraph 192(4)(d) that affects the holder or if the corporation resolves to

- (a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of that class;
- (b) amend its articles under section 173 to add, change or remove any restriction on the business or businesses that the corporation may carry on;
- (c) amalgamate otherwise than under section 184;
- (d) be continued under section 188;
- (e) sell, lease or exchange all or substantially all its property under subsection 189(3); or
- (f) carry out a going-private transaction or a squeeze-out transaction.

Further right

(2) A holder of shares of any class or series of shares entitled to vote under section 176 may dissent if the corporation resolves to amend its articles in a manner described in that section.

If one class of shares

(2.1) The right to dissent described in subsection (2) applies even if there is only one class of shares.

Payment for shares

(3) In addition to any other right the shareholder may have, but subject to subsection (26), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents or an order made under subsection 192(4) becomes effective, to be paid by the corporation the fair value of the shares in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted or the order was made.

No partial dissent

(4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

Objection

(5) A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting and of their right to dissent.

Notice of resolution

(6) The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (5) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn their objection.

Demand for payment

(7) A dissenting shareholder shall, within twenty days after receiving a notice under subsection (6) or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing

- (a) the shareholder's name and address;
- (b) the number and class of shares in respect of which the shareholder dissents; and
- (c) a demand for payment of the fair value of such shares.

Share certificate

(8) A dissenting shareholder shall, within thirty days after sending a notice under subsection (7), send the certificates representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent.

Forfeiture

(9) A dissenting shareholder who fails to comply with subsection (8) has no right to make a claim under this section.

Endorsing certificate

(10) A corporation or its transfer agent shall endorse on any share certificate received under subsection (8) a notice that the holder is a dissenting shareholder under this section and shall forthwith return the share certificates to the dissenting shareholder.

Suspension of rights

(11) On sending a notice under subsection (7), a dissenting shareholder ceases to have any rights as a shareholder other than to be paid the fair value of their shares as determined under this section except where

- (a) the shareholder withdraws that notice before the corporation makes an offer under subsection (12),
- (b) the corporation fails to make an offer in accordance with subsection (12) and the shareholder withdraws the notice, or
- (c) the directors revoke a resolution to amend the articles under subsection 173(2) or 174(5), terminate an amalgamation agreement under subsection 183(6) or an application for continuance under subsection 188(6), or abandon a sale, lease or exchange under subsection 189(9), in which case the shareholder's rights are reinstated as of the date the notice was sent.

Offer to pay

(12) A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (7), send to each dissenting shareholder who has sent such notice

- (a) a written offer to pay for their shares in an amount considered by the directors of the corporation to be the fair value, accompanied by a statement showing how the fair value was determined; or

(b) if subsection (26) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares.

Same terms

(13) Every offer made under subsection (12) for shares of the same class or series shall be on the same terms.

Payment

(14) Subject to subsection (26), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (12) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made.

Corporation may apply to court

(15) Where a corporation fails to make an offer under subsection (12), or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as a court may allow, apply to a court to fix a fair value for the shares of any dissenting shareholder.

Shareholder application to court

(16) If a corporation fails to apply to a court under subsection (15), a dissenting shareholder may apply to a court for the same purpose within a further period of twenty days or within such further period as a court may allow.

Venue

(17) An application under subsection (15) or (16) shall be made to a court having jurisdiction in the place where the corporation has its registered office or in the province where the dissenting shareholder resides if the corporation carries on business in that province.

No security for costs

(18) A dissenting shareholder is not required to give security for costs in an application made under subsection (15) or (16).

Parties

(19) On an application to a court under subsection (15) or (16),

(a) all dissenting shareholders whose shares have not been purchased by the corporation shall be joined as parties and are bound by the decision of the court; and

(b) the corporation shall notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to appear and be heard in person or by counsel.

Powers of court

(20) On an application to a court under subsection (15) or (16), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall then fix a fair value for the shares of all dissenting shareholders.

Appraisers

(21) A court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders.

Final order

(22) The final order of a court shall be rendered against the corporation in favour of each dissenting shareholder and for the amount of the shares as fixed by the court.

Interest

(23) A court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment.

Notice that subsection (26) applies

(24) If subsection (26) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (22), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

Effect where subsection (26) applies

(25) If subsection (26) applies, a dissenting shareholder, by written notice delivered to the corporation within thirty days after receiving a notice under subsection (24), may

(a) withdraw their notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to their full rights as a shareholder; or

(b) retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

Limitation

(26) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

(a) the corporation is or would after the payment be unable to pay its liabilities as they become due; or

(b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities.