NOTICE OF MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general 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 26, 2026 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, 2025, 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**"); and
5. 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 February 04, 2026, 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.

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, 2025 (the "**Financial Statements**") and the management's discussion and analysis of the Company's results of operations and financial condition for 2025 (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 March 17, 2026 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 4H1. 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 24, 2026, 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 4th day of February 2026 BY ORDER OF THE BOARD OF DIRECTORS

"Glenn Leroux"
President and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

in respect of an Annual General Meeting to be held on Thursday, March 26, 2026

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 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 26, 2026, 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 February 4, 2026, 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 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, 2025 (the "**Financial Statements**") and management's discussion and analyses for 2025 (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 17, 2025 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 4H1, 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 24, 2026 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 Depositary 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 February 4, 2026, 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, 92,627,156 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.	17,946,964	19.38
Equinox Partners Investment Management, LLC	12,947,001	13.98

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 four (4) directors (the "**Nominees**"). The number of directors to be elected at the Meeting has been fixed by the Board at four. 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 or her office is earlier vacated in accordance with the Company's by-laws.

Name, Province, Country of Residence, and Position Held in the Company		Principal Occupation	Director Since	Common Shares Owned[1]
Lowell Jackson[3][5]	Chairman, Alberta, Canada	Chairman, Canadian Premium Sand Inc.	2013	1,198,688
John Assman[4][5]	Director, Alberta, Canada	President and CEO, Landtran Systems Inc.	2013	2,338,888
Brad Virbitsky[2][4]	Director, Connecticut, USA	Portfolio Manager and Partner, Equinox Partners	2025	-
Glenn Leroux	Director, Alberta, Canada	President & CEO, Canadian Premium Sand Inc.	2020	424,947

(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 Committee.

(4) Member of the Governance Committee

(5) Member of the Health Safety and Environment 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 4,404,045 Common Shares, representing approximately 4.8% 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.

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 comprise 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, 2026, 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 13, 2025 annual 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 February 4, 2026, the Corporation had 6,173,667 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 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.

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, Isha Kular, 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. 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, 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. 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, 2025, $5,000 cash bonuses were paid to each of two NEOs totaling $10,000. The Board has not set specific performance targets for the calendar year ended December 31, 2026 that may result in cash incentive payouts to NEO's.

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, 2025, 2024 and 2023.

NEO Name and Principal Position	Year	Salary ($)	Share-Based Awards ($)	Option-Based Awards ($)	Annual incentive plans ($)	Pension Value ($)	Other Compensation ($)[1]	Total Compensation ($)
Glenn Leroux	2025	265,505	Nil	69,310	Nil	Nil	Nil	334,815
	2024	256,993	Nil	116,895	Nil	Nil	Nil	373,888
	2023	244,590	Nil	119,228	Nil	Nil	Nil	363,818
Isha Kular(2)	2025	118,420	Nil	34,681	Nil	Nil	180,860	333,961
Cameron Deller(3)	2024	240,416	Nil	78,469	Nil	Nil	Nil	318,885
	2023	226,215	Nil	75,333	Nil	Nil	Nil	301,548
Alasdair Knox(4)	2025	241,518	Nil	58,594	Nil	Nil	Nil	300,112
	2024	221,353	Nil	78,469	Nil	Nil	Nil	299,822
	2023	203,443	Nil	72,013	Nil	Nil	Nil	275,456
Anshul Vishal(5)	2025	228,197	Nil	60,105	Nil	Nil	Nil	288,302
	2024	206,625	Nil	87,671	Nil	Nil	Nil	294,296
	2023	188,087	Nil	85,605	Nil	Nil	Nil	273,692

(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) Isha Kular was appointed as Chief Financial Officer effective October 3, 2024. Compensation paid during the period consisted of consulting fees and salary.
(3) Cameron Deller was appointed Chief Financial Officer effective September 7, 2021, and ceased to be Chief Financial Officer at the end of September 2024.
(4) Alasdair Knox was appointed as Vice President of Project Engineering effective July 1, 2021.
(5) Anshul Vishal was appointed as Vice President of Corporate Development effective March 1, 2022.

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, 2025.

Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)
Glenn Leroux	325,000	0.38	06/25/2026	NIL
Glenn Leroux	200,000	0.42	04/25/2027	NIL
Glenn Leroux	400,000	0.59	05/23/2028	NIL
Glenn Leroux	240,000	0.31	12/21/2028	NIL
Glenn Leroux	360,000	0.28	03/20/2030	NIL
Isha Kular	70,000	0.33	10/23/2029	NIL
Isha Kular	125,000	0.28	03/20/2030	NIL
Isha Kular	75,000	0.23	04/21/2030	NIL
Alasdair Knox	100,000	0.38	06/25/2026	NIL
Alasdair Knox	125,000	0.42	04/25/2027	NIL
Alasdair Knox	250,000	0.59	05/23/2028	NIL
Alasdair Knox	180,000	0.31	12/21/2028	NIL
Alasdair Knox	100,000	0.32	02/04/2030	NIL
Alasdair Knox	210,000	0.28	03/20/2030	NIL
Anshul Vishal	100,000	0.38	06/25/2026	NIL
Anshul Vishal	150,000	0.42	04/25/2027	NIL
Anshul Vishal	300,000	0.59	05/23/2028	NIL
Anshul Vishal	180,000	0.31	12/21/2028	NIL
Anshul Vishal	100,000	0.32	02/04/2030	NIL
Anshul Vishal	210,000	0.28	03/20/2030	NIL

Cameron Deller ceased to be Chief Financial Officer at the end of September 2024. Mr. Deller's options were forfeited by December 31, 2024.

There have been no grants of RSUs, DSUs or PSUs for any period up to February 4, 2026.

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, 2025 there was $nil 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 Chief Financial Officer and President and CEO) will receive a severance payment equal to three month's salary plus three months' salary for each year of service to a maximum of 12 months' 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). The Chief Financial Officer will receive a severance payment equal to six months' salary plus six months' salary following the completion of one full year of service to a maximum of 12 months' salary plus an amount equal to the average of the two most recent annual bonuses paid if any, prior to the termination date prorated to the number of months of base salary severance paid (less applicable withholdings). 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 325,000 Options were granted to non-executive Directors under the existing Omnibus Equity Incentive Compensation Plan during the fiscal year ended September 30, 2025. No Options held by directors were exercised during the financial year ended September 30, 2025, 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, 2025.

Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)
Lowell Jackson	150,000	0.38	06/25/2026	NIL
Lowell Jackson	100,000	0.42	04/25/2027	NIL
Lowell Jackson	100,000	0.59	05/23/2028	NIL
Lowell Jackson	60,000	0.31	12/21/2028	NIL
Lowell Jackson	50,000	0.28	03/20/2030	NIL
John Assman	125,000	0.38	06/25/2026	NIL
John Assman	75,000	0.42	04/25/2027	NIL
John Assman	75,000	0.59	05/23/2028	NIL
John Assman	45,000	0.31	12/21/2028	NIL
John Assman	40,000	0.28	03/20/2030	NIL
Todd Garman	125,000	0.38	06/25/2026	NIL
Todd Garman	75,000	0.42	04/25/2027	NIL
Todd Garman	75,000	0.59	05/23/2028	NIL
Todd Garman	45,000	0.31	12/21/2028	NIL
Todd Garman	40,000	0.28	03/20/2030	NIL
Theresa Jester	75,000	0.59	05/23/2028	NIL
Theresa Jester	45,000	0.31	12/21/2028	NIL
Theresa Jester	40,000	0.28	03/20/2030	NIL
Rodrigo Sousa	125,000	0.38	06/25/2026	NIL

Rodrigo Sousa	75,000	0.42	04/25/2027	NIL
Rodrigo Sousa	75,000	0.59	05/23/2028	NIL
Rodrigo Sousa	45,000	0.31	12/21/2028	NIL
Rodrigo Sousa	40,000	0.28	03/20/2030	NIL
Brad Virbitsky	75,000	0.32	02/04/2030	NIL
Brad Virbitsky	40,000	0.28	03/20/2030	NIL
Richard Williams	125,000	0.38	06/25/2026	NIL
Richard Williams	75,000	0.42	04/25/2027	NIL
Richard Williams	75,000	0.59	05/23/2028	NIL
Richard Williams	45,000	0.31	12/21/2028	NIL

Richard Williams ceased to be a director of the Company in 2024 having served as a director since 2005. In recognition of Mr. Williams tenure on the Company's Board, Mr. Williams past option grants remain active by special resolution of the Board of Directors. Mr. Virbitsky was appointed director of the Company on January 24, 2025. Mr. Sousa ceased to be a director of the Company on January 29, 2026 having served as a director since 2018. Mr. Sousa's unvested options are forfeited on termination, and the vested options remain exercisable until the earlier of the expiry date and three months post-termination.

There have been no grants of RSUs, DSUs or PSUs for any period up to February 4, 2026.

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, 2025, there was $nil 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 comprised of Mr. Rodrigo Sousa (Chair) until January 29, 2026, Mr. Todd Garman, and Mr. Brad Virbitsky. 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 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. As of January

29, 2026, Mr. Sousa ceased to be a director of the Company and no longer served as Chair and member of the Audit Committee. The Board will fill the resulting vacancy by appointing an Audit Committee member and Chair at the February 19, 2026 Board meeting.

Todd Garman

Mr. Garman is an oilfield services and financial executive with 30 years experience, and is currently President of Iron Horse Energy Services, a leading independent Canadian pressure pumping company. Prior thereto, Mr. Garman spent several years as a partner and oilfield services analyst primarily at Peters & Co. Limited, an energy-focused investment bank in Calgary, Alberta. Prior to that, he spent several years at Trican Well Service, a public pressure pumping company. Mr. Garman holds a Bachelor of Commerce degree from The University of Calgary, and an MBA from Queen's University. Following the 2026 election of directors, Mr. Garman will cease to be a director of the Company and no longer serve as a member of the Audit Committee. The Board will fill the resulting vacancy by appointing an Audit Committee member at the February 19, 2026 Board meeting.

Brad Virbitsky

Mr. Virbitsky is a portfolio manager at Equinox Partners LP. He developed sector expertise in diverse areas including energy, financials, logistics, real estate services, consumer, health care, technology, and investment companies. Mr. Virbitsky recently served as board member of Crew Energy Inc. where he participated in a special committee that reviewed multiple acquisition proposals, encouraged multiple rounds of increased bids, and ultimately entered into a transaction for sale of Crew Energy Inc. Mr. Virbitsky holds a Bachelor of Arts from Princeton University and a certification in Finance from Princeton's Bendheim Center.

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, 2025 and 2024:

	Audit Fees ($)	**Tax Fees ($)**	**All Other Fees ($)**
Year ended September 30, 2025	100,000	15,500	Nil
Year ended September 30, 2024	95,000	10,000	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.*

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.*

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 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 Committee, Governance Committee, and the Health, Safety and Environment 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). As of the date hereof, the Board has not adopted a formal policy with respect thereto. However, the 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 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 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 five employees (four of which are NEOs) for a total of ten individuals. Of these ten individuals, three are female, one of which is a director, one is an officer, one is a visible minority along with one male who is a visible minority. This represents 40% 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 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, 2025, 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)	6,277,000	$0.40	2,985,716

(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 9,262,716 Common Shares may be reserved for issuance pursuant to the Omnibus Equity Incentive Plan at February 4, 2026, being 10% of the issued Common Shares as of February 4, 2026.

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 4th day of February 2026

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.