ALTURA ENERGY CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

TO BE HELD ON DECEMBER 8, 2026

DATED: OCTOBER 29, 2026

ALTURA ENERGY CORP.
Suite 3123, 595 Burrard Street
Vancouver, British Columbia, V7X 1J1
Tel: (604) 609-6110

October 29, 2026

Dear Shareholders,

The board of directors (the "**Board**") of Altura Energy Corp. ("**Altura**" or the "**Corporation**") invites you to attend the annual general and special meeting (the "**Meeting**") of the holders of common shares (the "**Common Shares**") of Altura ("**Shareholders**"), to be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, on Tuesday December 8, 2026 at 11:00 a.m. (Vancouver time) for the purposes set forth in the accompanying notice of annual general and special meeting.

At the Meeting, Shareholders will be asked to: (i) receive the audited financial statements of the Corporation for the years ended March 31, 2026 and 2025 and the auditor's report thereon; (ii) approve annual routine matters, such as the appointment of the auditor and election of directors; and (iii) re-approve the Stock Option Plan (as defined and described in the accompanying management information circular dated October 29, 2026).

Your vote is important regardless of the number of Common Shares that you own. If you are a registered holder of Common Shares, you are encouraged to take the time now to complete, sign, date and return the enclosed form of proxy in the return envelope addressed to Computershare Investor Services Inc. to be received by no later than 11:00 a.m. (Vancouver time) on December 4, 2026 to ensure that your Common Shares are voted at the Meeting in accordance with your instructions, whether or not you are able to attend in person. Non-registered Shareholders, including those who hold Common Shares through an intermediary, will receive a voting instruction form that can be used to provide voting instructions. The voting instruction form contains instructions on how to complete the form, where to return it to and the deadline for returning it. It is important to read and follow the instructions on the voting instruction form in order to have your vote count.

On behalf of the Board, I would like to express our gratitude for the ongoing support our Shareholders have demonstrated. We would also like to thank our employees who have worked tirelessly to support the growth of Altura.

Sincerely,

"Ashley Lastinger"

Ashley Lastinger

Chief Executive Officer and Director

ALTURA ENERGY CORP.
Suite 3123, 595 Burrard Street
Vancouver, British Columbia, V7X 1J1
Tel: (604) 609-6110

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of holders (the "**Shareholders**") of common shares (the "**Common Shares**") of Altura Energy Corp. ("**Altura**" or the "**Corporation**") will be held at the offices of the Corporation, Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, at 11:00 a.m. (Pacific Time / PCT), on Tuesday, December 8, 2026, for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended March 31, 2026 and 2025, together with the auditor's report thereon;

2. to set the number of directors of the Corporation at four (4) for the ensuing year;

3. to elect two alternate slates of directors, namely (i) a slate consisting of the three (3) incumbent directors of the Corporation and one (1) nominated director (the "**Incumbent Slate**") and (ii) conditional on, and effective upon, the closing of a strategic investment into the Corporation, as more fully described in the accompanying management information circular (the "**Information Circular**"), an alternate slate of four (4) directors to replace the Incumbent Slate;

4. to appoint De Visser Gray LLP as auditor of the Corporation for the ensuing year and authorizing the board of directors to fix the auditor's remuneration;

5. to re-approve the Corporation's 10% rolling stock option plan, as more particularly described in the accompanying Information Circular; and

6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

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

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is October 29, 2026 (the "**Record Date**"). Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Registered Shareholders who are unable to attend the Meeting in person are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Information Circular. In order to be valid for use at the Meeting, proxies must be received by 11:00 a.m. (Vancouver time) on December 4, 2026, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. The time limit for the deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

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

DATED at Vancouver, British Columbia as of October 29, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

ALTURA ENERGY CORP.

/signed/ "Ashley Lastinger"
Ashley Lastinger, Chief Executive Officer and Director

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MANAGEMENT INFORMATION CIRCULAR

This management information circular ("**Information Circular**" or "**Circular**") accompanies the Notice of the Annual General and Special Meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**" or the "**Altura Shares**") of Altura Energy Corp. (the "**Corporation**" or "**Altura**") to be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, on Tuesday, December 8, 2026 at 11:00 a.m. (Vancouver time), and is furnished in connection with a solicitation of proxies by management for use at that Meeting and at any adjournment thereof. The solicitation will be primarily by mail. Proxies may also be solicited personally or by telephone by regular employees of the Corporation at nominal cost. The Corporation does not reimburse Shareholders, nominees or agents for the cost incurred in obtaining from their principals' authorization to execute forms of proxy. No solicitation will be made by agents. The cost of solicitation by management of the Corporation will be borne by the Corporation. The information contained herein is given as of October 29, 2026, unless otherwise indicated.

All references to "$" in this Information Circular are to Canadian dollars unless otherwise indicated. References to "US$" are to United States dollars.

SUMMARY

The following is a summary of certain information contained in this Information Circular. This summary is not intended to be complete and is fully qualified in its entirety by the more detailed information contained elsewhere in this Information Circular and the attached schedules, all of which are important and should be reviewed carefully. Capitalized terms used in this summary without definition have the meanings ascribed to them elsewhere in this Information Circular.

Date and Place of the Meeting

The Meeting will be held at the offices of the Corporation, Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, at 11:00 a.m. (Vancouver time), on Tuesday, December 8, 2026.

Purpose of the Meeting

At the Meeting, the Shareholders will consider resolutions to: (a) to set the number of directors at four (4) for the ensuing year; (b) to elect two alternate slates of directors, namely (i) a slate consisting of the three (3) incumbent directors of the Corporation and one (1) nominated director (the "**Incumbent Slate**") and (ii), conditional on and effective upon the closing of a strategic investment into the Corporation, as more fully described in this Information Circular, an alternate slate of four (4) directors to replace the Incumbent Slate (the "**Alternate Slate**"); (c) appoint the auditor of the Corporation for the ensuring year at a remuneration to be fixed by the board of directors of the Corporation (the "**Board**"); and (d) re-approve the 10% rolling stock option plan.

GENERAL PROXY INFORMATION

Appointment of Proxyholder

A duly completed form of proxy will constitute the persons named in the enclosed form of proxy as the Shareholder's proxyholder. The persons whose names are printed in the enclosed form of proxy for the Meeting are officers or directors of the Corporation (the "**Management Proxyholders**").

A Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Shareholder at the Meeting by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.

Voting by Proxy

Common Shares represented by properly executed proxies in the accompanying form will be voted or withheld from voting on each respective matter in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder has specified a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

If no choice is specified and one of the Management Proxyholders is appointed by a Shareholder as proxyholder, such person will vote in favour of the matters proposed by management at the Meeting and for all other matters proposed by management at the Meeting.

The enclosed form of proxy confers discretionary authority upon the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

Completion and Return of Proxy

Completed forms of proxy must be deposited at the office of the Corporation's registrar and transfer agent, Computershare Investor Services Inc., Attention: Proxy Department, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof, unless the chair of the Meeting elects to exercise his discretion to accept proxies deposited subsequently.

Non-Registered Shareholders

Only registered holders of Common Shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, Common Shares beneficially owned by a holder (a "**Non-Registered Holder**") are registered either:

(a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or

(b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "**NOBOs**". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as "**OBOs**".

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators ("**NI 54-101**"), the Corporation has elected to send the Notice of Meeting and this Information Circular (together, the "**Meeting Materials**") directly to the NOBOs, and indirectly through Intermediaries to the OBOs. The Corporation is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with the Meeting.

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. Intermediaries will frequently use service companies to forward the Meeting Materials to the OBOs. Generally, an OBO who has not waived the right to receive Meeting Materials will either:

(a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the OBO and must be completed, but not signed, by the OBO and deposited with Computershare Investor Services Inc.; or

(b) more typically, be given a voting instruction form ("**VIF**") which is not signed by the Intermediary, and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow.

The Corporation will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the Meeting Materials and related documents. Accordingly, an OBO will not receive copies of the Meeting Materials and related documents unless the OBO's Intermediary assumes the costs of delivery.

The Meeting Materials are being sent to both registered Shareholders of the Corporation and Non-Registered Holders. If you are a Non-Registered Holder, and the Corporation or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (a) delivering these materials to you, and (b) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Meeting Materials sent to NOBOs who have not waived the right to receive Meeting Materials are accompanied by a VIF, instead of a proxy form. By returning the VIF in accordance with the instructions noted on it, a NOBO is able to instruct the voting of the Common Shares owned by the NOBO.

VIFs, whether provided by the Corporation or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Common Shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on the Non-Registered Holder's behalf, the Non-Registered Holder may

request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder, or the Non-Registered Holder's nominee, the right to attend and vote at the Meeting.

Non-Registered Holders should return their voting instructions as specified in the VIF sent to them. Non-Registered Holders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

Although Non-Registered Holders may not be recognized directly at the Meeting for the purpose of voting Common Shares registered in the name of their Intermediary, a Non-Registered Holder may attend the Meeting as a proxyholder for a registered Shareholder and vote Common Shares in that capacity. Non-Registered Holders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should contact their Intermediary well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Common Shares as a proxyholder.

Revocability of Proxy

A registered Shareholder who has given a proxy may revoke it by a duly signed instrument in writing that is (a) received at the registered office of the Corporation at any time up to and including the last business day before the day set for the holding of the Meeting, or (b) provided at the Meeting to the chair of the Meeting before any vote in respect of which the proxy is to be used shall have been taken, or in any other manner provided by law.

Non-Registered Holders who wish to change their vote, must arrange for their Intermediaries (bank, broker or financial institution that hold the Common Shares) to revoke the proxy on their behalf.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Each Common Share carries the right to one vote at the Meeting. The Board has fixed October 29, 2026 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment thereof, and only Shareholders of record at the close of business on that date are entitled to such notice and to vote at the Meeting. As at October 29, 2026, the Corporation has 74,446,613 Common Shares were issued and outstanding.

To the knowledge of the directors and executive officers of the Corporation, there are no persons or companies who beneficially own, directly or indirectly, or exercise control or direction over Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation.

Under the Corporation's articles, the quorum for the transaction of business at the Meeting consists of two persons who are, or who represent by proxy, Shareholders. Each of the matters to be addressed at the Meeting, must be approved by a simple majority of not less than 50% plus one of the votes cast by the Shareholders present in person or voting by proxy or VIF at the Meeting.

Proposed Strategic Investment

On July 28, 2026, the Corporation and a leading conglomerate from a Southeast Asian nation (the "**Investor**") entered into a sale and purchase agreement pursuant to which the Investor proposes to acquire 18,541,400 units of the Corporation for gross proceeds of approximately C$3,000,000 (the "**Strategic Investment**"). Further details regarding the Strategic Investment can be found in the Corporation's news releases dated July 28, 2026 and October 5, 2026, available under the Corporation's profile on SEDAR+ at www.sedarplus.com.

In connection with the Strategic Investment, the Corporation and the Investor anticipate entering into an investor rights agreement (the "**Rights Agreement**"). The Rights Agreement is expected to provide the Investor with the right to participate in future financings of the Corporation on a pro rata basis, contingent on the Investor maintaining ownership of at least 9.99% of the outstanding Common Shares. The Rights Agreement will also provide the Investor with a right to nominate one member to the Board of the Corporation, contingent on the Investor maintaining ownership of at least 5% of the outstanding Common Shares.

BUSINESS OF THE MEETING

Financial Statements

The audited financial statements of the Corporation for the years ended March 31, 2026 and 2025 (the "**Financial Statements**"), together with the auditor's report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, the auditor's report thereon together with related Management's Discussion and Analysis for the financial years ended March 31, 2026 and 2025 is available on SEDAR+ at (www.sedarplus.ca). The Notice of Annual General and Special Meeting of Shareholders, Information Circular, Request for Financial Statements and form of proxy will be available from the Corporation's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or from the Corporation's head office located at Suite 3123, 595 Burrard Street, PO Box 49139, Bentall Three, Vancouver, British Columbia, V7X 1J1. The Financial Statements were audited by De Visser Gray LLP, Chartered Professional Accountants of Vancouver, British Columbia.

Management will review the Corporation's financial results at the Meeting and Shareholders and proxyholders will be given an opportunity to discuss these results with management. **No approval or other action needs to be taken at the Meeting in respect of the Financial Statements.**

Request for Financial Statements

National Instrument 51-102 – *Continuous Disclosure Obligations* sets out the procedures for a Shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered Shareholders must also provide written instructions in order to receive the Financial Statements.

Fixing the Number of Directors

The number of directors of the Corporation to be elected at the Meeting for the ensuing year is proposed to be fixed at four (4).

Unless contrary instructions are indicated on the instrument of proxy or the VIF, the Management Proxyholders intend to vote FOR fixing the number of directors of the Corporation to be elected at the Meeting at four (4).

Election of Directors

The Board currently consists of three (3) members, Ashley Lastinger, Robert Johnston and Ian Telfer, who, along with nominated director Kia Russell, represent the "Incumbent Slate". The Board has proposed that the Incumbent Slate be nominated for re-election at the Meeting and take office immediately following the Meeting and has proposed that an alternate slate of four (4) directors, being the "Alternate Slate", be elected at the Meeting to replace the Incumbent Slate conditional on and effective upon the completion of the Strategic Investment.

In the event that the Strategic Investment is not completed, each member of the Incumbent Slate will continue to hold office until the next annual meeting of shareholders or until his or her successor is duly elected or appointed unless prior thereto he or she resigns or his or her office becomes vacant by reason of death or other cause. In the event that the Strategic Investment is completed, each member of the Alternate Slate will hold office until the next annual meeting of shareholders or until his or her successor is duly elected or appointed unless prior thereto he or she resigns or his or her office becomes vacant by reason of death or other cause. Ashley Lastinger and Robert Johnston form part of the Incumbent Slate and Alternate Slate. If both the Incumbent Slate, and the Alternate Slate, are elected, upon closing of the Strategic Investment: (a) Ashley Lastinger, and Robert Johnston will remain on the Board; (b) Ian Telfer and Kia Russell will step down as directors of the Corporation; and (c) Dr. Phung Khac Hoan and James Bowen shall be appointed as new directors of the Corporation.

These persons, as discussed above and named in the table below, will be presented for election at the Meeting as management's nominees.

Unless contrary instructions are indicated on the instrument of proxy or the VIF, the Management Proxyholders intend to vote FOR the election of management's nominees in the Incumbent Slate and the Alternate Slate. Management does not contemplate that any of the nominees of either the Incumbent Slate or the Alternate Slate will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Corporation or until their successor is elected or appointed, unless their office is earlier vacated in accordance with the articles of the Corporation, or with the provisions of the *Business Corporations Act* (British Columbia) (the "**Act**").

Management recommends that Shareholders vote FOR the election of the persons named below and nominated for election as part of the Incumbent Slate and the Alternate Slate.

The following table sets out the names of the nominees for election as directors, the province or state and the country in which each is ordinarily resident, all offices of the Corporation now held by each of them, their principal occupations, business or employment the period of time for which each has been a director of the Corporation, and the number of Common Shares beneficially owned by each, or controlled or directed, directly indirectly, as at the date hereof.

Name, Position Province/State and Country of Residence	Principal Occupation, Business or Employment	Period as a director of the Corporation	No. of Shares[3]
Ashley Lastinger *Director and Chief Executive Officer* Oklahoma, United States	Director of Altura Energy Corp. CEO of Altura Energy Corp.	Since December 17, 2025 Since July 1, 2025	110,000
Dr. Phung Khac Hoan *Director* Hanoi, Vietnam	General Director of Vietnam based Big Energy Joint Stock Company and Head of Business Development of Bitexco Energy Ltd., since 2022.	To serve as director upon completion of the Strategic Investment	Nil[4]

Name, Position Province/State and Country of Residence	Principal Occupation, Business or Employment	Period as a director of the Corporation	No. of Shares[3]
James Bowen *Director* Toronto, Ontario	Principal of Loderock Advisors since 2019, advising public companies on governance, investor relations, and capital markets strategy; formerly Vice President and Portfolio Manager at Sprott Asset Management and Ninepoint Partners. Director of RIWI since 2026.	To serve as director upon completion of the Strategic Investment	Nil
Robert Johnston *Director* Oklahoma, United States	President and Chief Executive Officer of Atalaya Resources from 2014 to 2022.	Since September 21, 2021	Nil
Ian Telfer *Director* British Columbia, Canada	Mining industry executive; Chief Executive Officer of Goldcorp from 2004-2006. Chairman of Goldcorp from 2006 to 2019.	Since September 21, 2021	2,320,000
Kia Russell *Director* British Columbia, Canada	VP Corporate Finance at Fiore Management & Advisory Corp. Corporate Secretary of Altura Energy Corp. from 2021. CFO and Corporate Secretary for Elton Resources Corp, for Butte Energy Inc., now Argenta Silver Corp. from 2022 to 2024, and for Oronova Energy Inc., now Seva Mining Corp. from 2022 to 2026 and served as a Director from 2025 to 2026. Corporate Secretary for StrikePoint Gold Inc. from 2023.	Nominee	17,000
		Total	**2,447,000**

(1) *The information as to province/state and country of residence, principal occupation, business or employment and Common Shares beneficially owned is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees.*

(2) *Members of the Audit Committee are Ian Telfer, Ashley Lastinger and Robert Johnston.*

(3) *On May 12, 2025, the Corporation consolidated its outstanding share capital on the basis of ten (10) pre-consolidation Common Shares for (1) post consolidation Common Share (the "**Consolidation**"). The Common Shares in the table above are all calculated on a post-Consolidation basis.*

(4) *Dr. Phung Khac Hoan will exercise control and direction over 18,541,400 Common Shares held by the Investor upon completion of the Strategic Investment.*

The Corporation does not currently have an Executive Committee of its Board.

Orders and Bankruptcies

None of the proposed nominees for election as a director of the Corporation:

(a) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

(i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, which order was in effect for a period of more than 30 consecutive days (an "**Order**") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,

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

(c) has, within the ten years before 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 proposed director.

Penalties and Sanctions

Other than as disclosed below, none of the proposed nominees for election as a director of the Corporation have been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditors

Management of the Corporation recommends De Visser Gray LLP be re-appointed as auditor of the Corporation and that the Board be authorized to fix their remuneration. De Visser Gray LLP was first appointed March 8, 2021.

At the Meeting, Shareholders will be asked to re-appoint De Visser Gray LLP as auditor of the Corporation until the next annual meeting of the Corporation and to authorize the Board to fix their

remuneration as such. **Unless contrary instructions are indicated on the instrument of proxy or the VIF, the Management Proxyholders intend to vote FOR the re-appointment of De Visser Gray LLP to serve as auditor of the Corporation until the next annual meeting of the Corporation and to authorize the Board to fix their remuneration as such.**

Re-Approval of Stock Option Plan

At the Corporation's last annual general meeting held on June 26, 2025, the Shareholders approved the Corporation's 10% "rolling" stock option plan (the "**Stock Option Plan**"). The following is a summary of certain material provisions of the Stock Option Plan and is subject to, and qualified in its entirety by, the full text of the Stock Option Plan.

As of the Record Date, stock options to purchase 5,437,000 Common Shares were outstanding under the Stock Option Plan.

Under the policies of the TSX Venture Exchange (the "**Exchange**"), a rolling stock option plan, such as the Corporation's Stock Option Plan, must be approved by Shareholders on a yearly basis. Accordingly, at the Meeting, Shareholders will be asked to pass an ordinary resolution re-approving the Stock Option Plan. A summary of the material provisions of the Stock Option Plan are as follows:

(a) the Stock Option Plan reserves, for issuance pursuant to the exercise of stock options, Common Shares of the Corporation equal to up to a maximum of 10% of the issued Common Shares of the Corporation at the time of any stock option grant;

(b) under the Stock Option Plan, an optionee must either be an Eligible Charitable Organization or a Director, Officer, Employee, Consultant or Management Company Employee (all as defined in the Stock Option Plan) of the Corporation at the time the option is granted in order to be eligible for the grant of a stock option to the optionee;

(c) the aggregate number of options granted to any one Person (and companies wholly owned by that Person) in a 12-month period under the Stock Option Plan and any other Security Based Compensation Plan must not exceed 5% of the issued Common Shares of the Corporation calculated on the date an option is granted to the Person (unless the Corporation has obtained the requisite Disinterested Shareholder Approval);

(d) the aggregate number of options granted to any one Consultant in a 12-month period under the Stock Option Plan and any other Security Based Compensation Plan must not exceed 2% of the issued Common Shares of the Corporation, calculated at the date an option is granted to the Consultant;

(e) the aggregate number of options granted to all Investor Relations Service Providers must not exceed 2% of the issued Common Shares of the Corporation in any 12-month period, calculated at the date an option is granted to any such Person;

(f) the aggregate number of outstanding Charitable Stock Options must not exceed 1% of the issued Common Shares of the Corporation, calculated at the date an option is granted to an Eligible Charitable Organization;

(g) if the Common Shares are listed for trading on the Exchange, then, notwithstanding anything in the Stock Option Plan to the contrary, the aggregate number of Common Shares that may be issued to Insiders (as defined in the Stock Option Plan) (as a group) pursuant to options granted under the Stock Option Plan and under any other Security Based Compensation Plan, must not exceed 10% of the issued Common Shares at any point in time, unless the Corporation has obtained the requisite Disinterested Shareholder Approval;

(h) if the Common Shares are listed for trading on the Exchange then, notwithstanding anything in the Stock Option Plan to the contrary, the aggregate number of Common Shares that may be issued to Insiders (as a group) pursuant to options granted under the Stock Option Plan and under any other Security Based Compensation Plan in any 12-month period shall not exceed 10% of the issued Common Shares at the time of the grant, unless the Corporation has obtained the requisite Disinterested Shareholder Approval;

(i) options issued to Investor Relations Service Providers must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any 3-month period;

(j) the minimum exercise price per Common Share of a stock option must not be less than the Market Price of the Common Shares of the Corporation, subject to a minimum exercise price of $0.05;

(k) options can be exercisable for a maximum of 10 years from the date of grant (subject to extension where the expiry date falls within a “blackout period” (see (s) below));

(l) a Charitable Stock Option must expire on or before the earlier of: (i) the date that is 10 years from the date of grant; and (ii) the 90th day following the date that the holder of the Charitable Stock Option ceases to be an Eligible Charitable Organization;

(m) stock options (other than options held by Investor Relations Service Providers) will cease to be exercisable 90 days after the optionee ceases to be a Director (which term includes a senior officer), Employee, Consultant, Eligible Charitable Organization or Management Company Employee otherwise than by death, or for a “reasonable period” not exceeding 12 months after the optionee ceases to serve in such capacity, as determined by the Board. Stock options granted to Investor Relations Service Providers will cease to be exercisable 30 days after the optionee ceases to serve in such capacity otherwise than by death, or for a “reasonable period” after the optionee ceases to serve in such capacity, as determined by the Board;

(n) all options are non-assignable and non-transferable;

(o) Disinterested Shareholder Approval will be obtained for any reduction in the exercise price of a stock option, or the extension of the term of a stock option, if the optionee is an Insider of the Corporation at the time of the proposed amendment;

(p) the Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option, subject to prior acceptance of the Exchange, in the event of an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization, other than in connection with a share consolidation or split;

(q) upon the occurrence of an Accelerated Vesting Event, the Board will have the power, at its sole discretion and subject to the prior acceptance of the Exchange, to make such changes to the terms of stock options as it considers fair and appropriate in the circumstances, including but not limited to: (a) accelerating the vesting of stock options, conditionally or unconditionally, except in the case of stock options held by Investor Relations Service Providers; (b) terminating every stock option if under the transaction giving rise to the Accelerated Vesting Event, options in replacement of the stock options are proposed to be granted to or exchanged with the holders of stock options, which replacement options treat the holders of stock options in a manner which the Board considers fair and appropriate in the circumstances having regard to the treatment of holders of Common Shares under such transaction; (c) otherwise modifying the terms of any stock option to assist the holder to tender into any take-over bid or other transaction constituting an Accelerated Vesting Event;

or (d) following the successful completion of such Accelerated Vesting Event, terminating any stock option to the extent it has not been exercised prior to successful completion of the Accelerated Vesting Event. The determination of the Board in respect of any such Accelerated Vesting Event shall for the purposes of the Stock Option Plan be final, conclusive and binding;

(r) in connection with the exercise of an option, as a condition to such exercise the Corporation shall require the optionee to pay to the Corporation an amount as necessary so as to ensure that the Corporation is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option, provided that in no circumstances will any arrangement for withholding result in an adjustment to the effective exercise price of an option; and

(s) a stock option will be automatically extended past its expiry date if such expiry date falls within a blackout period during which the Corporation prohibits optionees from exercising their options, provided that any extension will not exceed ten business days after the expiry of the applicable blackout period and subject to the following requirements: (a) the blackout period must (i) be formally imposed by the Corporation pursuant to its internal trading policies; and (ii) must expire following the general disclosure of undisclosed Material Information; (b) the automatic extension of an optionee's stock option will not be permitted where the optionee or the Corporation is subject to a cease trade order (or similar order under Securities Laws) in respect of the Corporation's securities; and (d) the automatic extension is available to all Eligible Persons (as defined below) under the same terms and conditions.

"Accelerated Vesting Event", "Consultant", "Charitable Stock Option", "Director", "Disinterested Shareholder Approval", "Eligible Charitable Organization", "Employee", "Investor Relations Activities", "Investor Relations Service Provider", "Management Company Employee", "Market Price", "Material Information", "Person", "Securities Laws" and "Security Based Compensation Plan" all have the same definition as in the policies of the Exchange or as in the Stock Option Plan, as applicable.

Pursuant to the Board's authority to govern the implementation and administration of the Stock Option Plan, all previously granted and outstanding stock options shall be governed by the provisions of the Stock Option Plan.

A copy of the Stock Option Plan is available on request from the Corporation and a copy will be available for viewing at the Meeting.

The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting or in person or by proxy must be voted in favour of the resolution.

Management recommends and, unless contrary instructions are indicated on the instrument of proxy or the VIF, the Management Proxyholders intend to vote FOR such resolution:

"BE IT RESOLVED THAT the Corporation's 10% rolling Stock Option Plan be and is hereby authorized, approved, ratified and confirmed with such additional provisions and amendments, provided that such are not inconsistent with the policies of the TSX Venture Exchange, as the directors of the Corporation may deem necessary or advisable."

Other Matters

As of the date of this Information Circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the Common

Shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the proxy.

Additional information relating to the Corporation is available on the SEDAR+ website at (www.sedarplus.ca). Copies of the Corporation's Financial Statements and the related Management's Discussion and Analysis may be obtained, without charge, upon request from Suite 3123 - 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, Attention: Kia Russell, or by email request to krussell@jaspermac.com. Financial information is provided in the Corporation's Financial Statements and related Management's Discussion and Analysis for its most recently completed financial years ended March 31, 2026 and 2025.

STATEMENT OF EXECUTIVE COMPENSATION

Definitions for the purposes of this Circular:

"**Chief Executive Officer**" or "**CEO**" of the Corporation means an individual who served as chief executive officer of the Corporation or performed functions similar to a chief executive officer for any part of the fiscal period ended March 31, 2026.

"**Chief Financial Officer**" or "**CFO**" of the Corporation means an individual who served as chief financial officer of the Corporation or performed functions similar to a chief financial officer for any part of the fiscal period ended March 31, 2026.

"**corporation**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

"**external management company**" includes a subsidiary, affiliate or associate of the external management company.

"**Named Executive Officers**" or "**NEOs**" means each of the following individuals:

(a) each CEO;

(b) each CFO;

(c) the most highly compensated executive officer of the Corporation or any of its subsidiaries, other than the CEO and CFO, at the end of the fiscal period ended March 31, 2026 whose total compensation was more than $150,000 for that fiscal period; and

(d) each individual who would be a NEO under (c) above, but for the fact that the individual was not an executive officer of the Corporation, nor acting in a similar capacity, at the end of the fiscal period ended March 31, 2026.

"**plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons.

"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation

The following information is presented in accordance with Form 51-102F6V: Statement of Executive Compensation – Venture Issuers, and provides details of all compensation for each of the directors and Named Executive Officers of the Corporation for the fiscal year ended March 31, 2026.

During the fiscal period ended March 31, 2026, the Corporation had three (3) Named Executive Officers, namely Ashley Lastinger (CEO), Robert Johnston (Executive Chairman and Former CEO) and Aaron Triplett (CFO). There were four (4) individuals who served as a director of the Corporation for all or part of the fiscal year, two (2) of which were also Named an Executive Officer of the Corporation, being Ashley Lastinger and Robert Johnston.

Oversight and Description of Director and Executive Officer Compensation

Compensation Objectives and Principles

The compensation of the Corporation's NEOs and directors has been established with a view of attracting and retaining executives critical to the Corporation's short and long-term success and to continue providing executives with compensation that is in accordance with existing market standards. Compensation provided to the Corporation's NEOs and directors is determined and reviewed by the Board.

Compensation Elements

Compensation of the Corporation's NEOs and directors may be comprised of a base salary (or director fees) and the granting of options to purchase Common Shares under the Corporation's Stock Option Plan (as more particularly described below under the headings *Business of the Meeting – Re-Approval of Stock Option Plan* above and *Stock Option Plans and Other Incentive Plans* below.) Through its executive compensation practices, the Corporation seeks to provide value to its Shareholders by employing a strong executive leadership team. Specifically, the Corporation's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Corporation's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Corporation's success, and align the interests of the Corporation's executives and Shareholders by motivating executives to increase Shareholder value. The Corporation does not use peer groups to determine compensation.

a) Base Salary

The Corporation believes that a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and experienced executives. The Corporation also believes that attractive base salaries can motivate and reward executives for their overall performance. Base salary amounts are calculated based on the skill, qualifications, experience level, level of responsibility involved in the position, the existing stage of development of the Corporation, the Corporation's resources, industry practice and regulatory guidelines regarding executive compensation levels.

The Corporation has paid CAD$124,379 in fees to Ashley Lastinger in her capacity as Chief Executive Officer. The Corporation paid no fees to Robert Johnston, in his capacity as Former Chief Executive Officer of the Corporation and CAD$124,401 in fees in his capacity as Executive Chairman. Going forward the Corporation may determine that payment of a base salary or other compensation is appropriate for its executives and may enter into management or employment agreements providing for payment of a base salary or other compensation.

b) Stock Options

The Corporation grants stock options to NEOs and directors from time to time to help enable the Corporation to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per Common Share value created for the Corporation's Shareholders. In determining stock option grants, the Board together with management takes into consideration factors that include the amount and exercise price of previous option grants, the individual's experience, level of expertise and responsibilities, and the contributions of each individual towards the completion of corporate transactions in any given fiscal year.

The Corporation granted 3,850,000 stock options to its executives and directors in the fiscal period ended March 31, 2026.

c) Restricted Share Units & Deferred Share Units

The Corporation has in place the Restricted Share Unit & Deferred Share Unit Plan (the "**RSU/DSU Plan**") intended to provide a vehicle by which equity-based incentives may be awarded to the Directors, Employees, Consultants and other persons or companies engaged to provide ongoing services to the Corporation and its affiliates, other than persons involved in Investor Relations Activities (as defined in the RSU/DSU Plan) relating to the Corporation. Pursuant to the RSU/DSU Plan, the Board (or a committee thereof) may grant restricted share unit awards ("**RSUs**") and deferred share unit awards ("**DSUs**" and collectively with the RSUs, "**Awards**") as incentive payments to eligible persons. The Board intends to use the Awards as part of the Corporation's overall executive compensation plan. In determining the number of Awards to be granted, the Board will consider previous grants of stock options and Awards and the overall number of Awards that are outstanding relative to the number of outstanding Common Shares in determining whether to make any new grants and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the eligible persons.

The maximum number of Awards that may be reserved for issuance under the RSU/DSU Plan is 657,584. On May 12, 2025, the Corporation completed the Consolidation. The aggregate number RSUs and DSUs issuable under the RSU/DSU Plan are presented on a post-Consolidation basis.

d) Performance Warrants

The Corporation grants performance warrants (the "**Performance Warrants**") to NEOs and directors from time to time to help enable the Corporation to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Corporation's Shareholders. In determining Performance Warrant grants, the Board together with management takes into consideration factors that include the amount and exercise price of previous Performance Warrant grants, the individual's experience, level of expertise and responsibilities, and the contributions of each individual towards the completion of corporate transactions in any given fiscal year.

The Corporation granted 2,200,000 Performance Warrants to its executives and directors in the fiscal period ended March 31, 2026.

Director and Named Executive Officer Compensation – Excluding Compensation Securities

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation to each NEO and director, in any capacity, for all or portion of the fiscal periods ended March 31, 2026 and 2025.

Table of Compensation Excluding Compensation Securities							
Name and position	**Year Ended March 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Ashley Lastinger [(1)] CEO, Director	2026	124,379	Nil	Nil	Nil	Nil	124,379
	2025	Nil	Nil	Nil	Nil	Nil	Nil
Aaron Triplett [(2)] CFO	2026	Nil [(3)]	Nil	Nil	Nil	Nil	Nil [(3)]
	2025	Nil [(3)]	Nil	Nil	Nil	Nil	Nil [(3)]
Robert Johnston [(4)] Director, Executive Chairman, Former CEO	2026	124,401	Nil	Nil	Nil	Nil	124,401
	2025	Nil	Nil	Nil	Nil	Nil	Nil
Ian Telfer [(5)] Director	2026	Nil	Nil	Nil	Nil	Nil	Nil
	2025	Nil	Nil	Nil	Nil	Nil	Nil
Gordon Keep [(6)] Former Director	2026	Nil [(3)]	Nil	Nil	Nil	Nil	Nil [(3)]
	2025	Nil [(3)]	Nil	Nil	Nil	Nil	Nil [(3)]

Notes:

(1) Ashley Lastinger has served as Chief Executive Officer since July 1, 2025 and director of the Corporation since December 17, 2025. Ashley Lastinger received $124,379 for her position as Chief Executive Officer and $nil for her position as director.

(2) Aaron Triplett has served as the Chief Financial Officer of the Corporation since January 20, 2023.

*(3) The Corporation paid Jasper Management & Advisory Corp. ("**JMAC**") a corporate administration consulting fee of $120,000 for the year ended March 31, 2026. The Corporation owed to JMAC a corporate administration consulting fee of $120,000 for the year ended March 31, 2025 and a corporate administration consulting fee of $60,000, with a balance of $60,000 outstanding for the year ended March 31, 2024 respectively. Gordon Keep is the largest shareholder of JMAC. Aaron Triplett is an employee of JMAC. On June 11, 2025 the Corporation closed the payables settlement of outstanding payables of $231,000 owing to JMAC for accounting, auditing and corporate governance services rendered between September 1, 2023 until April 1, 2025, which was settled for $150,000 and the remaining amount owing was written off by JMAC (the "**Payables Settlement**"). Pursuant to the Payables Settlement, the Corporation issued 1,500,000 Common Shares at a deemed price of $0.10 per Common Share to JMAC. The Common Shares issued pursuant to the Payable Settlement had a hold period of four months and one day from the date of issuance, expiring on October 12, 2025, in accordance with applicable securities laws.*

(4) Robert Johnston served as Chief Executive Officer from October 29, 2023 until July 1, 2025. Robert Johnston has served as director of the Corporation since September 21, 2021 and Executive Chairman since July 1, 2025. Robert Johnston received $124,401 for his position as Executive Chairman and $nil for his position as director and former CEO.

(5) Ian Telfer served as a director of the Corporation since September 21, 2021.

(6) Gordon Keep served as a director of the Corporation from September 21, 2021 to December 17, 2025.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each NEO and director by the Corporation during the fiscal year ended March 31, 2026 and 2025 for services provided or to be provided, directly or indirectly, to the Corporation.

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class [(1) (2)]**	**Date of issue or grant**	**Issue, conversion or exercise price ($)[(1)]**	**Closing price of security or underlying security on date of grant ($)[(1)]**	**Closing price of security or underlying security at year end ($)[(3)]**	**Expiry Date**
Ashley Lastinger [(6)] CEO, Director	Stock Options[(4)]	1,000,000 stock options (13.63%) (1,000,000 underlying Common Shares: 1.43%)	March 9, 2026	$0.155	$0.150	$0.285	March 9, 2031
	Stock Options[(4)]	1,000,000 stock options (13.63%) (1,000,000 underlying Common Shares: 1.43%)	July 7, 2025	$0.30	$0.295	$0.285	July 7, 2030
	Performance Warrants[(5)]	1,000,000 Performance Warrants (13.63%) (1,000,000 underlying Common Shares: 1.43%)	July 7, 2025	$0.30	$0.295	$0.285	July 7, 2030
Aaron Triplett [(7)] CFO	Stock Options[(4)]	150,000 stock options (2.04%) (150,000 underlying Common Shares: 0.21%)	July 7, 2025	$0.30	$0.295	$0.285	July 7, 2030
Robert Johnston [(8)] Director, Executive Chairman, Former CEO	Stock Options[(4)]	500,000 stock options (6.81%) (500,000 underlying Common Shares: 0.71%)	March 9, 2026	$0.155	$0.150	$0.285	March 9, 2031
	Stock Options[(4)]	1,000,000 stock options (13.63%) (1,000,000 underlying Common Shares: 1.43%)	July 7, 2025	$0.30	$0.295	$0.285	July 7, 2030
	Performance Warrants[(5)]	1,000,000 Performance Warrants (13.63%) (1,000,000 underlying Common Shares: 1.43%)	July 7, 2025	$0.30	$0.295	$0.285	July 7, 2030
Ian Telfer [(9)] Director	Stock Options[(4)]	200,000 stock options (2.73%) (200,000 underlying Common Shares: 0.29%)	July 7, 2025	$0.30	$0.295	$0.285	July 7, 2030
	Performance Warrants[(5)]	200,000 Performance Warrants (2.73%) (200,000 underlying Common Shares: 0.29%)	July 7, 2025	$0.30	$0.295	$0.285	July 7, 2030

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class [(1)] [(2)]**	**Date of issue or grant**	**Issue, conversion or exercise price ($)[(1)]**	**Closing price of security or underlying security on date of grant ($)[(1)]**	**Closing price of security or underlying security at year end ($)[(3)]**	**Expiry Date**
Gordon Keep [(10)] Former Director	Stock Options[(4)]	Nil stock options (0.00%) (Nil underlying Common Shares: 0.00%)	N/A	N/A	N/A	N/A	N/A

Notes:

(1) On May 12, 2025, the Corporation completed the Consolidation. The stock options, exercise price and the closing prices in the table above and the footnotes are all presented on a post-Consolidation basis.

(2) Percentage of class represents percentage of compensation securities granted over the total number of compensation securities of the Corporation outstanding as at March 31, 2026. Percentages are based on 4,937,000 stock options outstanding, 2,400,000 Performance Warrants, Nil RSUs/DSUs outstanding and 69,961,588 Common Shares issued and outstanding as at March 31, 2026.

(3) Reflects the closing price of the Common Shares on the Exchange on March 31, 2026, the last trading date of March, 2026.

(4) As at March 31, 2026 2,412,090 stock options granted are fully vested. Each stock option entitles the holder to acquire one Common Share upon exercise.

*(5) As at March 31, 2026 nil Performance Warrants granted are fully vested. 1/4 of the Performance Warrants become exercisable upon the Corporation's stock price on the Exchange (the "**Stock Price**") reaching $0.35; 1/4 of the Performance Warrants become exercisable upon the Stock Price reaching $0.75, 1/4 of the Performance Warrants become exercisable upon the Stock Price reaching $1.00 and 1/4 of the Performance Warrants become exercisable upon the Stock Price reaching $1.50.Each Performance Warrant entitles the holder to acquire one Common Share upon exercise.*

(6) As at March 31, 2026 the total amount of compensation securities held by Ashley Lastinger was 2,000,000 stock options to acquire 2,000,000 Common Shares, representing 40.51% of the outstanding stock options of the Corporation of which 916,700 are vested. Ashley Lastinger also held a total amount of 1,000,000 Performance Warrants to acquire 1,000,000 Common Shares representing 41.67% of the outstanding Performance Warrants of the Corporation of which nil are vested.

(7) As at March 31, 2026, Aaron Triplett held a total of 150,000 stock options to acquire 150,000 Common Shares, representing 3.04% of the outstanding stock options of the Corporation of which 100,005 are vested.

(8) As at March 31, 2026 the total amount of compensation securities held by Robert Johnston was 1,565,000 stock options to acquire 1,565,000 Common Shares, representing 31.70% of the outstanding stock options of the Corporation of which 856,700 are vested. Robert Johnston also held a total amount of 1,000,000 Performance Warrants to acquire 1,000,000 Common Shares representing 41.67% of the outstanding Performance Warrants of the Corporation of which nil are vested.

(9) As at March 31, 2026 the total amount of compensation securities held by Ian Telfer was 260,000 stock options to acquire 260,000 Common Shares, representing 5.27% of the outstanding stock options of the Corporation of which 193,340 are vested. Ian Telfer also held a total amount of 200,000 Performance Warrants to acquire 200,000 Common Shares representing 8.33% of the outstanding Performance Warrants of the Corporation of which nil are vested.

(10) As at March 31, 2026 the total amount of compensation securities held by Gordon Keep was 60,000 stock options to acquire 60,000 Common Shares, representing 1.22% of the outstanding stock options of the Corporation of which 60,000 are vested.

Exercise of Compensation Securities by Directors and NEOs

No stock options, Performance Warrants, RSUs or DSUs were exercised by a NEO or director during the fiscal year ended March 31, 2026 and 2025.

Stock Option Plans and Other Incentive Plans

The Corporation has in place the Stock Option Plan which was approved at the Corporation's annual general and special meeting held on October 18, 2023, pursuant to which its Directors, Officers, Employees, Consultants and Eligible Charitable Organizations may be granted options to acquire Common Shares of the Corporation, subject to shareholder and regulatory approval. A maximum of

10% of the issued Common Shares of the Corporation, from time to time, may be reserved for issuance pursuant to the exercise of options.

Under the policies of the Exchange, a rolling stock option plan, such as the Corporation's Stock Option Plan, must be approved by Shareholders on a yearly basis.

For details on the Stock Option Plan, see "*Business of the Meeting – Re-Approval of Stock Option Plan*".

In addition to the Stock Option Plan, the Corporation has in place the RSU/DSU Plan to form part of its incentive awards plans. A copy of the RSU/DSU Plan is available on request from the Corporation and will be available for viewing at the Meeting.

At the Corporation's annual general meeting held on November 30, 2022, the Shareholders approved the Corporation's RSU/DSU Plan. The implementation of the RSU/DSU Plan is intended to provide a vehicle by which equity-based incentives may be awarded to the Directors, Employees, Consultants and other persons or companies engaged to provide ongoing services to the Corporation and its affiliates, other than persons involved in Investor Relations Activities (as such term is defined in the RSU/DSU Plan) relating to the Corporation (collectively, the "**Eligible Persons**"), to recognize and reward their significant contributions to the long-term success of the Corporation and to align their interests more closely with Shareholders, as well as to bring the Corporation's compensation policies in line with trends in industry practice, and to preserve working capital of the Corporation by paying Eligible Persons with compensation in the form of share-based awards as opposed to cash. Pursuant to the RSU/DSU Plan, the Board (or a committee thereof) may grant Awards as incentive payments to eligible persons. The Board intends to use the Awards as part of the Corporation's overall executive compensation plan.

The maximum number of Awards that may be reserved for issuance under the RSU/DSU Plan is currently 657,584. On May 12, 2025, the Corporation completed the Consolidation. The aggregate number RSUs and DSUs issuable under the RSU/DSU Plan are presented on a post-Consolidation basis.

Employment, Consulting and Management Agreements

Management functions of the Corporation are performed by the directors and senior officers of the Corporation and were not to any substantial degree performed by any other person or corporation during the financial years ended March 31, 2026 and March 31, 2025.

Except as described below, the Corporation does not have any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in an NEO's responsibilities:

Robert Johnston (Executive Chairman)

The Corporation entered into an executive consulting agreement with Robert Johnston effective July 1, 2025. The agreement is for a one-year period beginning July 1, 2025 and is renewed for additional one (1) year terms until terminated in accordance with the terms of the agreement. The agreement provides for an annual base salary of US$120,000 and benefits such as, directors' and officers' liability insurance and reimbursement of business expenses. Additional compensation is awarded at the discretion of the Board. Mr. Johnston's engagement may be cancelled at any time by mutual

agreement of the parties or by one party providing at least thirty (30) days written notice. There are no provisions with respect to change of control, severance, termination or constructive dismissal.

Ashley Lastinger (CEO)

The Corporation entered into an executive consulting agreement with Mrs. Lastinger effective July 1, 2025. The agreement is for a one-year period beginning July 1, 2025 and is renewed for additional one (1) year terms until terminated in accordance with the terms of the agreement. The agreement provides for an annual base salary of US$120,000 and benefits such as, directors' and officers' liability insurance and reimbursement of business expenses. Additional compensation is awarded at the discretion of the Board. Ashley Lastinger's engagement may be cancelled at any time by mutual agreement of the parties or by one party providing at least thirty (30) days written notice. There are no provisions with respect to change of control, severance, termination or constructive dismissal.

Pension Plan Benefits

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Corporation and none are proposed at this time.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of March 31, 2026 and 2025:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) [1]	Weighted-average exercise price of outstanding options, warrants and rights (b) [1]	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) [1]
Equity compensation plans approved by securityholders	4,937,000 options (2026) 237,000 options (2025)	$0.71 per option (2026) $10.00 per option (2025)	2,059,159 (2026) [2] 7,869,354 (2025) [2]
Equity compensation plans *not* approved by securityholders	N/A	N/A	N/A

(1) On May 12, 2025, the Corporation completed the Consolidation. Accordingly, the number of securities and the exercise prices have been adjusted to reflect the Consolidation.

(2) Represents 2,059,159 Common Shares at March 31, 2026 and 786,935 Common Shares at March 31, 2025 available for issuance under the Stock Option Plan, which reserves a number of Common Shares for issuance, pursuant to the exercise of options that is equal to 10% of the issued and outstanding Common Shares, and 657,584 Common Shares available for issuance under the RSU/DSU Plan.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

As at the date hereof, no director or executive officer of the Corporation, no proposed nominee for election as a director of the Corporation, no associate of any such director, executive officer or proposed nominee (including companies controlled by them), no employee of the Corporation or any of its subsidiaries, and no former executive officer, director or employee of the Corporation or any of its subsidiaries, is indebted to the Corporation or any of its subsidiaries (other than for "routine indebtedness" as defined under applicable securities legislation) or is indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

AUDIT COMMITTEE DISCLOSURE

The Charter of the Corporation's Audit Committee and the other information required to be disclosed by Form 52-110F2: Disclosure by Venture Issuers is attached to this Information Circular as Schedule "A" – *Audit Committee Disclosure*.

MANAGEMENT CONTRACTS

Other than as disclosed herein, no management functions of the Corporation are to any substantial degree performed by a person other than the directors or executive officers of the Corporation.

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and by Form 58-101F2: Corporate Governance Disclosure (Venture Issuers) is attached to this Circular as Schedule "B".

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Management of the Corporation is not aware of any other material interest, direct or indirect, by way of beneficial ownership or otherwise, of any director or any officer or anyone who has held such positions since the beginning of the Corporation's last financial year or of any nominee for director, or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, exclusive of the election of directors or the appointment of auditors. Directors and officers may, however, be interested in the approval of the Stock Option Plan as detailed in the "*Stock Option Plan*", as such persons are entitled to participate in the Stock Option Plan.

INTEREST OF INFORMED PERSONS IN MATTERS TO BE ACTED UPON

For purposes of the following discussion, "**Informed Person**" means:

(a) a director or officer;

(b) a director or executive officer of a person or Corporation that is itself an Informed Person or a subsidiary;

(c) any person or Corporation who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Corporation, other than the voting securities held by the person or Corporation as underwriter in the course of a distribution; and

(d) the Corporation itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere herein or in the notes to the Corporation's Financial Statements, none of (a) the Informed Persons of the Corporation; (b) the proposed nominees for election as a director; or (c) any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in a proposed transaction which has materially affected or would materially affect the Corporation or any subsidiary of the Corporation.

Additional information relating to the Corporation is on SEDAR+ at www.sedarplus.com.

DATED at Vancouver, British Columbia as of October 29, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

ALTURA ENERGY CORP.

/signed/ "Ashley Lastinger"

Ashley Lastinger, Chief Executive Officer and Director

SCHEDULE "A"
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE
(VENTURE ISSUERS)

Item 1: The Audit Committee's Charter

Purpose

The overall purpose of the Audit Committee (the "**Committee**") of Altura Energy Corp. (the "**Corporation**") is to ensure that the Corporation's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Corporation, and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Corporation's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Corporation. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Corporation's independent auditors.

Composition, Procedures and Organization

1. The Committee shall consist of at least three members of the Board of Directors (the "**Board**").

2. At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Corporation. For the purposes of this Charter, an individual is financially literate if he or she has the ability 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 breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

5. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

6. The Committee shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

7. Meetings of the Committee shall be conducted as follows:

   (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

   (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

   (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

8. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

Roles and Responsibilities

1. The overall duties and responsibilities of the Committee shall be as follows:

   (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;

   (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;

   (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and

   (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

   (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;

   (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

(c) review the audit plan of the external auditors prior to the commencement of the audit;

(d) to review with the external auditors, upon completion of their audit:

(i) contents of their report;

(ii) scope and quality of the audit work performed;

(iii) adequacy of the Corporation's financial and auditing personnel;

(iv) co-operation received from the Corporation's personnel during the audit;

(v) internal resources used;

(vi) significant transactions outside of the normal business of the Corporation;

(vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

(viii) the non-audit services provided by the external auditors;

(e) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and

(f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:

(a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and

(d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

4. The Committee is also charged with the responsibility to:

(a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

(b) review and approve the financial sections of:

(i) the annual report to Shareholders;

(ii) the annual information form, if required;

(iii) annual and interim MD&A;

(iv) prospectuses;

(v) news releases discussing financial results of the Corporation; and

(vi) other public reports of a financial nature requiring approval by the Board,

and report to the Board with respect thereto;

(c) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(e) review and report on the integrity of the Corporation's consolidated financial statements;

(f) review the minutes of any audit committee meeting of subsidiary companies;

(g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;

(h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

5. The Committee shall have the authority:

   (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

   (b) to set and pay the compensation for any advisors employed by the Committee; and

   (c) to communicate directly with the internal and external auditors.

Item 2: Composition of The Audit Committee

The current members of the Audit Committee are Ian Telfer (Chair), Ashley Lastinger and Robert Johnston, all of whom are financially literate and of which Ian Telfer is considered to be independent, as defined by NI 52-110 – *Audit Committees* ("**NI 52-110**"). To assess financial literacy, the Board considers the ability 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 breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. Kia Russell will join the audit committee if the Incumbent Slate is elected. If the Alternate Slate replaces the Incumbent Slate, Dr. Phung Khac Hoan and James Bowen are also financially literate and considered to be independent as defined by NI 52-110.

Item 3: Relevant Education and Experience

All members of the Audit Committee have been involved in enterprises which engage corporate acquisitions and/or private equity investing, each of which requires a working understanding of, and ability to analyze and assess, financial information (including financial statements).

Ashley Lastinger
Ms. Lastinger has a background in Petroleum Engineering spanning over 15 years, serving as both an engineer and engineering manager for multiple energy exploration and production companies of various sizes. She has experience in reservoir, production, and facilities engineering, as well as regulatory compliance and project management. She has been responsible for all facets of operations in multiple onshore US energy fields, from heavy oil to natural gas. Ms. Lastinger holds a Bachelor of Science in Petroleum Engineering and Master of Energy Business, both from the University of Tulsa. Mr. Lastinger has experience serving on the board of directors, and has experience reviewing financial statements and accounting issues for private enterprises and will be assisted by the other members of the Audit Committee, the CFO, as well as the Corporation's auditor with the role as needed.

Ian Telfer
Mr. Telfer is a Canadian executive and philanthropist who is known for his success in the mining and resource sector. He has a BA in Political Science from the University of Toronto and a Master of Business Administration from the University of Ottawa. Mr. Telfer is also a Fellow in the Institute of Chartered Accountants, a member of the National Association of Corporate Directors, and a member of the Institute of Corporate Directors. From 2001 to 2019 Mr. Telfer was the Chief Executive Officer and Chairman of the Board of Goldcorp until it merged with Newmont Mining, creating the world's largest gold company.

Robert Johnston
Mr. Johnston was formerly President of Atalaya Resources, LLC, a private oil and gas exploration company operating in Western Oklahoma and the Texas Panhandle from 2014 until 2022. Retired from Apache Corporation in 2014 as Executive Vice President. His positions at Apache included

Vice President of the Central Region, responsible for the Anadarko Basin, Permian Basin, and East Texas Basin; Country Manager Apache Argentina, responsible for Neuquén Basin, Austral Basin, and Cuyo Basin; Exploitation Manager, Apache Canada, responsible for southern Alberta and Saskatchewan; and Development Manager, Apache Eqypt, responsible for Khalda concession. Mr. Johnston began career in 1982 as geologist with Apache Corporation. Mr. Johnston received a Bachelor of Science degree from the University of Tulsa.

Mr. Johnston has five years experience serving on the audit committee of a public company, and has experience reviewing financial statements and accounting issues for private enterprises and will be assisted by the other members of the Audit Committee, the CFO, as well as the Corporation's auditor with the role as needed.

Item 4: Audit Committee Oversight

At no time during the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor (currently, De Visser Gray LLP) not adopted by the Board.

Item 5: Reliance on Certain Exemptions

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a Corporation to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Item 6: Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Corporation's Board, and where applicable by the Audit Committee, on a case by case basis.

Item 7: External Auditor Service Fees (By Category)

The aggregate fees charged to the Corporation by the external auditors in each of the last three fiscal years are as follows:

	2026[(1)]	**2025[(1)]**	**2024[(1)]**
Audit Fees[(2)]	$25,000	$22,000	$26,161
Audit-Related Fees[(2)]	Nil	Nil	Nil
Tax Fees[(2)]	Nil	Nil	Nil
All Other Fees[(2)]	Nil	Nil	Nil
Total Fees:	**$25,000**	**$22,000**	**$26,161**

(1) *Financial year ended March 31.*

(2) *As such terms are defined in Section 7 of Form 52-110F2*.

Item 8: Exemption

In respect of the most recently completed financial year, the Corporation is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

SCHEDULE "B"
CORPORATE GOVERNANCE DISCLOSURE
(VENTURE ISSUERS)

Item 1: Board of Directors

The board of directors of the Corporation (the "**Board**") supervises the CEO and the CFO. Both the CEO and CFO are required to act in accordance with the scope of authority provided to them by the Board. The Board exercises independent supervision through meetings of the Board at which members of management or non-independent directors are not in attendance.

Incumbent Slate

Director	Independence
Ashley Lastinger	**Not independent, as she is the CEO of the Corporation**
Ian Telfer	**Independent**
Kia Russell	**Independent**
Robert Johnston	**Not independent, as he was the former CEO of the Corporation**

Alternate Slate

Director	Independence
Ashley Lastinger	**Not independent, as she is the CEO of the Corporation**
Dr. Phung Khac Hoan	**Independent**
James Bowen	**Independent**
Robert Johnston	**Not independent, as he was the former CEO of the Corporation**

Item 2: Directorships

The following directors of the Corporation are also currently directors of the following reporting issuers:

Incumbent Slate

Director	Name of Reporting Issuer
Ashley Lastinger	**None**
Ian Telfer	**Aris Mining Corporation (TSX)**
Kia Russell	**None**
Robert Johnston	**None**

Alternate Slate

Director	Name of Reporting Issuer
Ashley Lastinger	**None**
Dr. Phung Khac Hoan	**Max Power Mining Corp. (TSX-V)**
James Bowen	**RIWI Corp. (TSX-V)**
Robert Johnston	**None**

Item 3: Orientation and Continuing Education

The Board does not have a formal process for the orientation of new Board members. Orientation is done on an informal basis. New Board members are provided with such information as is considered necessary to ensure that they are familiar with the Corporation's business and understand the responsibilities of the Board.

The Board does not have a formal program for the continuing education of its directors. The Corporation expects its directors to pursue such continuing education opportunities as may be required to ensure that they maintain the skill and knowledge necessary to fulfill their duties as members of the Board. Directors can consult with the Corporation's professional advisors regarding their duties and responsibilities, as well as recent developments relevant to the Corporation and the Board.

Item 4: Ethical Business Conduct

The Board has not adopted a formal code of ethics. In the Board's view, the fiduciary duties placed on individual directors by corporate legislation and the common law, and the restrictions placed by 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 Corporation.

Although the Corporation has not adopted a formal code of ethics, the Corporation promotes an ethical business culture. Directors and officers of the Corporation are encouraged to conduct themselves and the business of the Corporation with the utmost honesty and integrity. Directors are also encouraged to consult with the Corporation's professional advisors with respect to any issues related to ethical business conduct.

Item 5: Nomination of Directors

The identification of potential candidates for nomination as directors of the Corporation is primarily done by the CEO, but all directors are encouraged to participate in the identification and recruitment of new directors. Potential candidates are primarily identified through referrals by business contacts.

Item 6: Compensation

The compensation of directors and the CEO is determined by the Board as a whole. Such compensation is determined after consideration of various relevant factors, including the expected

nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

Item 7: Other Board Committees

The Board does not have any standing committees other than the Audit Committee.

Item 8: Assessments

The Board does not have any formal process for assessing the effectiveness of the Board, its committees, or individual directors. Such assessments are done on an informal basis by the CEO and the Board as a whole.