EAST WEST PETROLEUM CORP.

Suite 1305 – 1090 West Georgia Street
Vancouver, British Columbia, Canada V6E 3V7
Telephone: 604-685-9316 – Facsimile: 604-683-1585

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the special meeting of holders ("**Shareholders**") of common shares of **East West Petroleum Corp.** (the "**Company**") will be held at Suite 1305 – 1090 West Georgia Street, Vancouver, British Columbia, Canada, on Friday, August 16, 2024 at 10:00 a.m. (PDT) (the "**Meeting**").

The Meeting will be held for the following purposes:

1. to consider and if thought advisable, to pass, with or without amendment, a special resolution, in the form set out in Schedule "A" to the accompanying management information circular of the Company dated July 16, 2024, authorizing and approving (i) the amendment of the articles of the Company to re-designate the existing class of common shares of the Company as "Class A Common Shares" (the "**Class A Common Shares**") and amend the special rights and restrictions of the Class A Common Shares to provide the right to exchange the Class A Common Shares for unissued shares of the Company, at the sole discretion of the board of directors of the Company (the "**Board**"), (ii) the further amendment of the articles of the Company to create a new class of common shares of the Company to be designated as "Common Shares" (the "**New Common Shares**"), (iii) the exchange of each re-designated Class A Common Share (in accordance with their special rights and restrictions) for (a) one New Common Share and (b) up to $0.03 in cash per Class A Common Share outstanding as of the date of such exchange pursuant to Section 76(a) of the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), and (iv) concurrently with item (iii), a reduction in the stated capital account of the Class A Common Shares by an aggregate amount of up to $3,000,000 pursuant to Section 74(1) of the BCBCA for the purposes of distributing such amount to holders of the Class A Common Shares on a pro-rata basis by way of a return of capital, all as more particularly described in the Circular; and

2. to transact such other business as may properly be put before the Meeting.

No other matters are contemplated for the Meeting; however, any permitted amendment to or variation of the matter identified in this Notice may properly be considered at the Meeting.

The Circular accompanies this Notice, which contains details of the matter to be considered at the Meeting. In addition to the Notice and the Circular is a form of proxy (the "**Proxy**") for use at the Meeting. Any meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Registered Shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy.

If your shares are held in a brokerage account, you are not a registered shareholder. Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form provided to them by their intermediary and return the same in accordance

with the return instructions provided by their intermediary to ensure that their shares will be voted at the Meeting.

DATED at Vancouver, British Columbia, this 16th day of July, 2024.

BY ORDER OF THE BOARD

"Nick Demare"

Nick Demare
Interim CEO and Director

EAST WEST PETROLEUM CORP.

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Vancouver, British Columbia, Canada V6E 3V7
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INFORMATION CIRCULAR

(*as at July 10, 2024, except as otherwise indicated*)

This Information Circular (the "**Circular**") is furnished in connection with the solicitation of proxies by the management of **East West Petroleum Corp.** (the "**Company**" or "**East West**") for use at the special meeting (the "**Meeting**") of the Company (and any adjournment thereof) to be held on August 16, 2024 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

This Circular describes the matters that need to be dealt with at the annual general meeting of the Company, pertaining to annual corporate matter requirements, which are detailed below.

In this Circular, references to the "**Company**", "**East West**", "**we**" and "**our**" refer to East West Petroleum Corp. "**Common Shares**" means common shares without par value in the capital of the Company. "**Beneficial Shareholders**" means shareholders who do not hold Common Shares in their own name and "**intermediaries**" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of the Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

(a) each matter or group of matters identified therein, for which a choice is not specified, other than the appointment of an auditor and the election of directors,

(b) any amendment to or variation of any matter identified therein, and

(c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

If you are a registered shareholder, you may wish to vote by proxy whether or not you are able to attend the Meeting in person. To submit a proxy you may do so using one of the following methods:

(a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Trust Company of Canada ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at 1-416-263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or;

(b) use a touch-tone phone to transmit voting choices to a toll-free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll-free number, the holder's account number and the proxy access number; or

(c) log on to Computershare's internet voting website at www.investorvote.com. Registered Shareholders must follow the instructions provided at the site and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In each of the above cases Registered Shareholders must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays, and holidays) prior to the Meeting or the adjournment thereof.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing process and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners ("**OBOs**") object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners ("**NOBOs**") who do not object to the issuers of the securities they own knowing who they are.

Pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") the Company distributes copies of the Notice of Meeting, this Information Circular and the form of Proxy (collectively, the "Meeting materials") to the Depository and Intermediaries for onward distribution to Beneficial Shareholders. The Company does not send Meeting materials directly

to Beneficial Shareholders. Intermediaries are required to forward the Meeting materials to all Beneficial Shareholders for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

These securityholder materials are being sent to both registered and non-registered (beneficial) owners of the securities of the Company. If you are a beneficial owner, and the Company or its agent sent these materials to you directly, your name, address and information about your holdings of securities were obtained in accordance with applicable securities regulatory requirements by the intermediary holding securities on your behalf.

If you are a Beneficial Shareholder:

If you are a Beneficial Shareholder you should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and in the United States. Broadridge mails a Voting Instruction Form ("**VIF**") in lieu of the proxy provided by the Company. The VIF will name the same persons as are named on the Company's form of Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), who is different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge's instructions. Broadridge will then tabulate the results of all instructions received and provide appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting to vote your Common Shares.**

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

(a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the registered shareholder is a company, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the registered office address of the Company, 1305 – 1090 West Georgia Street, Vancouver, British Columbia Canada, V6E 3V7 (the "**Registered Office**") at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or

(b) personally attending the Meeting and voting the registered shareholder's East West Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Notice to Shareholders in the United States

The solicitation of proxies is not subject to the requirements of Section 14(a) of the U.S. Exchange Act by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 of the U.S. Exchange Act. Accordingly, this Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Company's shares by shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

If financial statements are included or incorporated by reference herein, they have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada. Such consequences for the Company Shareholders who are resident in, or citizens of, the United States may not be described fully in this Circular.

The enforcement by the Company Shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company is incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named herein are residents of a foreign country and that the major assets of the Company are located outside the United States.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than as set out under "*Particulars of Matters to be Acted Upon*" below.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board of Directors of the Company (the "**Board**") has fixed July 10, 2024 as the record date (the "**Record Date**") for determining persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Common Shares are listed on the TSX Venture Exchange (the "**TSXV**") under stock symbol "EW". The Company is authorized to issue an unlimited number of Common Shares. As of Record date, there were 90,485,665 Common Shares, without par value, issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding shares as at Record Date.

VOTES NECESSARY TO PASS RESOLUTIONS

A special majority of at least 66⅔% of affirmative votes cast at the Meeting is required to pass the Exchange Resolution (as defined below). See "*Particulars of Matters to be Acted Upon"* below.

PARTICULARS OF MATTERS TO BE ACTED UPON

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

Re-Designation of existing Common Shares as Class A Common Shares, Creation of New Common Shares and Exchange of Class A Common Shares for New Common Shares and Pro Rata Share of the Capital Reduction

The Board has determined that it is in the best interests of the Company to effect a reduction in the stated capital of the Company, which is currently $39,922,761 by up to $3,000,000 (the "**Capital Reduction**"), pursuant to the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), for the purposes of distributing to the Shareholders of the Company a portion of the Company's cash in the amount of up to $0.03 per share (the "**Distribution**"). The reduction in the stated capital of the Company in respect of the Class A Common Shares will be an amount equal to the value of the Distribution so distributed at the effective time of the Distribution. In accordance with the provisions of the BCBCA, the Company's governing statute, any reduction of capital requires the approval of the Company's shareholders by special resolution. If completed, the Capital Reduction will be reflected under "shareholders' equity" on the Company's balance sheet as a reduction in the "share capital" amount.

In furtherance of the Distribution, Shareholders will be asked at the Meeting to consider, and if thought advisable, to approve, with or without variation, a special resolution (the "**Exchange Resolution**"), the form of which is set out in Schedule "A" to this Circular, to (i) re-designate the class of existing Common Shares as "Class A Common Shares" (referred to in this section as the "**Class A Common Shares**") and amend the special rights and restrictions of the re-designated Class A Common Shares to provide the rights to exchange the Class A Common Shares for unissued shares of the Company, at the sole discretion of the Board, (ii) create a new class of common shares in the capital of the Company to be designed as " Common Shares" (the "**New Common Shares**"), (iii) exchange each Class A Common Share for (a) one New Common Share and (b) a pro rata share of the Distribution up to $0.03 in cash per Class A Common Share (the "**Share Exchange**"), and (iv) concurrently with item (iii), effect a reduction in the stated capital account of the Class A Common Shares by up to $3,000,000, for the purposes of distributing to the holders of Class A Common Shares of the Company a portion of the Company's cash in the amount of up to $0.03 per Class A Common Share.

The New Common Shares and the Class A Common Shares will have the same attributes except that the Class A Common Shares will have the right of exchange noted above. Subject to approval of the Exchange Resolution at the Meeting and the approval of the TSXV, it is expected that the Share Exchange and the related Distribution will be as soon as practicable following the Meeting and on such date as may be determined by the Board. Upon the exchange of the Class A Common Shares by the Company, such shares will be cancelled. Holders of options of the Company that are not exercised prior to such time will not be eligible to participate in the Share Exchange or the Distribution.

To be approved, the Exchange Resolution must be passed by at least two-thirds of the votes cast by the Shareholders present in person or represented by proxy at the Meeting. The Company must also be satisfied that there are no reasonable grounds for believing that it is or, after the taking of such action, would be unable to pay its liabilities as they become due, or after the taking of such action, the realizable value of the Company's assets would be less than the aggregate of its liabilities and the stated capital of all classes.

The amendment to the articles of the Company will not become effective until filing of the Alteration Notice with the Registrar of Companies appointed under the BCBCA to amend the Notice of Articles and Articles to reflect the sequential amendments set out in the Exchange Resolution. If approved, the Company intends to file the Alteration Notice at a time to be determined by the Board.

The Distribution and the Share Exchange remain subject to the receipt of all regulatory approvals, including the approval of the TSXV. The Exchange Resolution authorizes the Board to revoke the Exchange Resolution without further approval of Shareholders of the Company at any time prior to the effective time of the Share Exchange, which shall occur on or about filing of the Alteration Notice.

Shareholder Approval

At the Meeting, Shareholders will be asked to approve the following special resolution in substantially the following form:

"**RESOLVED** as a special resolution that:

1. The articles of the Company shall be amended to re-designate the class of existing common shares of the Company into "Class A Common Shares" (the "**Class A Common Shares**") having the special rights and restrictions, in the form attached as Appendix I hereto, allowing for the exchange of the Class A Common Shares for unissued shares of the Company.

2. The articles of the Company shall be amended by increasing the authorized capital of the Company by creating a new class of an unlimited number common shares designated as "Common Shares" (the "**New Common Shares**").

3. Each of the issued and outstanding Class A Common Shares of the Company shall be exchanged for (i) one New Common Share of the Company and (ii) up to $0.03 in cash per Class A Common Share outstanding as of the date of such exchange.

4. The stated capital account maintained by the Company in respect of the Class A Common Shares be reduced by an aggregate amount up to $3,000,000 pursuant to Section 74(1)(b) of the *Business Corporations Act* (British Columbia) (the "**Capital Reduction**") for the purpose of distributing to holders of Class A Common Shares an aggregate amount up to $3,000,000 (the "**Distribution**") if, as and when determined by the board of directors of the Company (the "**Board**"), in its sole discretion, and the stated capital account in respect of the Class A Common Shares shall be adjusted to reflect the Capital Reduction, all as more particularly set forth in the management information circular of the Company dated July 16, 2024.

5. Any officer or director of the Company is hereby authorized and directed, for and on behalf of the Company, to do all things and execute and deliver all such agreements, documents and instruments necessary or desirable in connection with the foregoing.

6. Such amendments to the articles shall be filed on such date as may be determined by the Board.

7. Notwithstanding the approval of this special resolution by shareholders of the Company, the Board may, prior to the effective time of such matter, elect not to proceed with the matter set out in the foregoing resolutions."

The Board is of the view that the approval of the Exchange Resolution is in the best interests of the Company and unanimously recommends that shareholders vote in favour of the approval of the Exchange Resolution. In the absence of a contrary instruction, the persons named in the enclosed form of proxy intend to vote in favour of the Exchange Resolution.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

For purposes of this summary, Class A Common Shares are hereafter included in any reference to "Common Shares".

The following summary describes the principal Canadian federal income tax considerations under the Tax Act, as of the date hereof, in respect of the Share Exchange generally applicable to a beneficial owner of Common Shares who, at all relevant times, for purposes of the Tax Act: (i) deals at arm's length with the Company; (ii) is not affiliated with the Company; (iii) holds Common Shares and will hold the New Common Shares received pursuant to the Share Exchange, as capital property; and (iv) is not a Tax Exempt Person (a "**Shareholder**"). Generally, the Common Shares and New Common Shares will be considered to be capital property to a holder thereof provided the holder does not use or hold such securities in the course of carrying on a business and has not acquired such securities in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the "**Regulations**"), and our understanding of the current published administrative practices and policies of the CRA. This summary takes into account all specific proposals to amend the Tax Act and Regulations (the "**Proposed Amendments**") announced by the Minister of Finance (Canada) prior to the date hereof. It is assumed that the Proposed Amendments will be enacted as currently proposed and that there will be no other change in law or administrative or assessing practice, whether by legislative, governmental, or judicial action or decision, although no assurance can be given in these respects. This summary does not take into account provincial, territorial or foreign income tax considerations, which may differ materially from the Canadian federal income tax considerations discussed below.

This summary is not applicable to a Shareholder: (i) that is a "specified financial institution" for the purposes of the Tax Act; (ii) that is a "financial institution" for the purposes of the mark-to-market rules in the Tax Act; (iii) an interest in which is or for whom a Common Share or New Common Share would be a "tax shelter investment" for the purposes of the Tax Act; (iv) that reports its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency; (v) that is a "foreign affiliate" (as defined in the Tax Act) of a taxpayer resident in Canada; or (vi) that has entered into or will enter into a "derivative forward agreement or a "synthetic disposition arrangement" (each as defined in the Tax Act) in respect of the Common Shares or New Common Shares, Such Shareholders should consult their own tax advisors.

The summary assumes that (i) the redesignation of Common Shares as Class A Common Shares and the amendment of the terms of such shares to change the period of notice to be provided to Shareholders for Shareholders' meetings will not, in and of itself, result in holders being deemed to have disposed of their Common Shares for the purposes of the Tax Act, and (ii) the Share Exchange (as described below) will be considered to occur "in the course of a reorganization of capital" of the Company such that section 86 of the Tax Act will apply in respect of the Share Exchange. **No tax ruling or legal opinion has been**

sought or obtained in this regard, or with respect to any of the assumptions made throughout this summary of Certain Canadian Federal Income Tax Considerations, and the summary below is qualified accordingly.

This summary is of a general nature only and is not and should not be construed as legal or tax advice to any particular person (including a Shareholder as defined above). Each person who may be affected by the Share Exchange should consult the person's own tax advisors with respect to the person's particular circumstances.

Holders Resident in Canada

This portion of this summary is generally applicable to Shareholders who are, or are deemed to be, resident solely in Canada for the purposes of the Tax Act and any applicable income tax treaty or convention (each, a "**Resident Shareholder**").

A Resident Shareholder whose Common Shares, or New Common Shares received in connection with the Share Exchange, might not otherwise qualify as capital property may be entitled to make an irrevocable election permitted by subsection 39(4) of the Tax Act to deem such shares, and every other "Canadian security" (as defined in the Tax Act), held by such person, in the taxation year of the election and each subsequent taxation year to be capital property. Resident Shareholders whose Common Shares and New Common Shares might not otherwise be considered to be capital property should consult their own tax advisors concerning this election.

Exchange of Common Shares for New Common Shares and pro rata share of Capital Reduction

A Resident Shareholder who exchanges Common Shares for New Common Shares and a pro rata share of the Capital Reduction pursuant to the Share Exchange will be deemed to have received a taxable dividend equal to the amount, if any, by which the fair market value of the cash and New Common Shares distributed to the Resident Shareholder pursuant to the Share Exchange at the time of the Share Exchange exceeds the "paid-up capital" (as defined in the Tax Act) ("**PUC**") of the Resident Shareholder's Common Shares determined at that time. Any such taxable dividend will be taxable as described below under "*Holders Resident in Canada - Taxation of Dividends – Common Shares and New Common Shares*". However, the Company expects that the fair market value of the New Common Shares and cash received by the Shareholders pursuant to the Share Exchange will not exceed the PUC of the Common Shares. Specifically, the Company has determined the PUC per Common Share is approximately $0.4412 as at the date of this Circular and the fair market value of the New Common Shares and cash received by the Shareholders per Common Share, is approximately $0.105 as of the Record Date (however, this fair market value is not binding on the CRA and is subject to change at the effective time of the Share Exchange). Accordingly, the Company does not expect that any Resident Shareholder will be deemed to receive a taxable dividend on the Share Exchange but there is no guarantee this will be the case.

A Resident Shareholder who exchanges Common Shares for New Common Shares and cash pursuant to the Share Exchange will realize a capital gain equal to the amount, if any, by which the amount of the cash received at the effective time of the Share Exchange, less the amount of any taxable dividend deemed to be received by the Resident Shareholder as described in the preceding paragraph, exceeds the "adjusted cost base" (as defined in the Tax Act) ("**ACB**") of the Resident Shareholder's Common Shares determined immediately before the Share Exchange. Any capital gain so realized will be taxable as described below under "*Holders Resident in Canada - Taxation of Capital Gains and Capital Losses*".

The Resident Shareholder will acquire the New Common Shares received on the Share Exchange at a cost equal to the amount, if any, by which the ACB of the Resident Shareholder's Common Shares

immediately before the Share Exchange exceeds the fair market value of the cash received as at the effective time of the Share Exchange.

Disposition of New Common Shares after the Share Exchange

A Resident Shareholder who disposes or is deemed to dispose of a New Common Share generally will realize a capital gain (or capital loss) equal to the amount, if any, by which the proceeds of disposition therefor are greater (or less) than the ACB of the share to the Resident Shareholder, less reasonable costs of disposition. Any such capital gain or capital loss will be subject to the treatment generally described below under "*Holders Resident in Canada – Taxation of Capital Gains and Capital Losses*".

Taxation of Dividends – Common Shares and New Common Shares

A Resident Shareholder who is an individual (other than certain trusts) and receives, or is deemed to receive, a taxable dividend in a taxation year on the Resident Shareholder's Common Shares or New Common Shares will be required to include the amount of the dividend in income for the year, subject to the dividend gross-up and tax credit rules applicable to taxable dividends received by a Canadian resident individual from a taxable Canadian corporation, including the enhanced dividend gross-up and tax credit that may be applicable if and to the extent that the Company designates the taxable dividend to be an "eligible dividend" in accordance with the Tax Act.

A Resident Shareholder that is a corporation and receives or is deemed to receive a taxable dividend in a taxation year on its New Common Shares must include the amount in its income for the year, but generally will be entitled to deduct an equivalent amount from its taxable income, subject to all restrictions under the Tax Act.

In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Shareholder that is a corporation as proceed of disposition or capital gain. Resident Shareholders that are corporations are urged to consult their own tax advisers having regard to their particular circumstances.

A Resident Shareholder that is a "private corporation" or a "subject corporation" (as defined in the Tax Act) may also be liable under Part IV of the Tax Act to pay a special tax (refundable in certain circumstances) on any such dividends to the extent that the dividend is deductible in computing the corporation's taxable income.

A Resident Shareholder that is throughout its taxation year a "Canadian-controlled private corporation" or that is at any time in its taxation year a "substantive CCPC", each as defined in the Tax Act, may be liable to pay a refundable tax on its "aggregate investment income" (as defined in the Tax Act), including amounts in respect of dividends.

Taxation of Capital Gains and Capital Losses

Subject to the proposed changes included in the federal budget released by the Government of Canada on April 16, 2024 (the "**2024 Budget Proposals**") regarding the treatment of capital gains and capital losses (discussed below), a Resident Shareholder who realizes a capital gain or capital loss in a taxation year on the actual or deemed disposition of a share, including a Common Share or New Common Share, generally will be required to include one-half of any such capital gain (a "taxable capital gain") in income for the year, and entitled to deduct one-half of any such capital loss (an "allowable capital loss") against taxable capital gains realized in the year and, to the extent not so deductible, in any of the three preceding

taxation years or any subsequent taxation year, to the extent and in the circumstances specified in the Tax Act.

Pursuant to the 2024 Budget Proposals, which were introduced in Parliament on June 10, 2024 by way of a "*Notice of Ways and Means Motion to introduce An Act to amend the Income Tax Act and the Income Tax Regulations*" (the "**NWMM**"), will, subject to certain transitional rules, generally have the effect of increasing the capital gains inclusion rate (i.e., the portion of any capital gain that is a taxable capital gain) in respect of capital gains realized on or after June 25, 2024 from one-half to two-thirds in respect of capital gains realized (i) by a Resident Shareholder that is an individual (including certain specified trusts), including capital gains realized indirectly through a trust or partnership, in a taxation year (or, in the case of the 2024 taxation year, the portion of the year beginning on June 25, 2024) that exceed $250,000 (net of current-year capital losses, capital losses of other years applied to reduce current-year capital gains, and capital gains subject to certain statutory exemptions and incentives), and (ii) by a Resident Shareholder that is a corporation or trust (excluding certain specified trusts) in a taxation year (or, in the case of the 2024 taxation year, the portion of the year beginning on June 25, 2024). Under the 2024 Budget Proposals and the NWMM, two-thirds of capital losses (including capital losses realized prior to June 25, 2024) will in effect be deductible against capital gains included in income at the two-thirds inclusion rate such that a capital loss will offset an equivalent capital gain regardless of the inclusion rate. The announcements accompanying the NWMM indicated that additional draft legislation to implement that 2024 Budget Proposals will be released at the end of July 2024; pending such draft legislation, aspects of the proposals remain unclear. **Resident Shareholders should consult their own tax advisors regarding the possible implications of the proposed change in the capital gains inclusion rate in their particular circumstances.**

The amount of any capital loss realized by a Resident Shareholder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on the share (or on a share substituted therefor) to the extent and in the circumstances described in the Tax Act. Similar rules may apply where the corporation is a member or beneficiary of a partnership or trust that held the share, or where a partnership or trust of which the corporation is a member or beneficiary is itself a member of a partnership or a beneficiary of a trust that held the share. Affected Resident Shareholders should consult their own tax advisors in this regard.

A Resident Shareholder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation" or, at any time in the year, a "substantive CCPC", each as defined in the Tax Act, may be liable to pay an additional tax on its "aggregate investment income", as defined in the Tax Act, which includes certain amounts in respect of taxable capital gains and interest income. Such additional tax may be refundable in certain circumstances. **Resident Shareholders should consult their own tax advisors regarding the possible implication of recent amendments to the Tax Act regarding "substantive CCPCs" in their particular circumstances.**

Minimum Tax on Individuals

A Resident Shareholder who is an individual (including certain trusts) and receives a taxable dividend on, or realizes a capital gain on the disposition of, a share, including a Common Share or New Common Share, may thereby be liable for minimum tax to the extent and within the circumstances set out in the Tax Act.

Holders Not Resident in Canada

This portion of this summary applies only to Shareholders each of whom at all material times for the purposes of the Tax Act (i) has not been and is not resident or deemed to be resident in Canada for

purposes of the Tax Act, and (ii) does not and will not use or hold Common Shares or New Common Shares in connection with carrying on a business in Canada (each, a "**Non-Resident Shareholder**").

Special rules, which are not discussed in this summary, may apply to a Non-Resident Shareholder that is an insurer carrying on business in Canada and elsewhere, or an "authorized foreign bank" as defined in the Tax Act. Such Non-Resident Shareholders should consult their own tax advisers with respect to the Share Exchange.

Exchange of Common Shares for New Common Shares and pro rata share of Capital Reduction

The discussion of the tax consequences of the Share Exchange for Resident Shareholders under the heading "*Holders Resident in Canada - Exchange of Common Shares for New Common and pro rata share of Capital Reduction*" generally will also apply to Non-Resident Shareholders in respect of the Share Exchange. The general taxation rules applicable to Non-Resident Shareholders in respect of a deemed taxable dividend or capital gain arising on the Share Exchange are discussed below under the headings "*Holders Not Resident in Canada – Taxation of Dividends –Common Shares and New Common Shares*" and "*Holders Not Resident in Canada – Taxation of Capital Gains and Capital Losses*" respectively.

Taxation of Dividends – Common Shares and New Common Shares

A Non-Resident Shareholder to whom the Company pays or credits (or is deemed to pay or credit) an amount as a dividend in respect of the Share Exchange (if at all), or otherwise in respect of the Non-Resident Shareholder's New Common Shares, will be subject to Canadian withholding tax equal to 25% (or such lower rate as may be available under an applicable income tax convention, if any) of the gross amount of the dividend. In general, in the case of a Non-Resident Shareholder who is a resident of the United States for the purposes of the Canada-US Tax Act Convention (1980), as amended (the "**Treaty**"), who is the beneficial owner of the dividend, and who qualifies for full benefits of the Treaty, the rate of such withholding tax will be reduced to 15%.

Taxation of Capital Gains and Capital Losses

A Non-Resident Shareholder will not be subject to Canadian federal income tax in respect of any capital gain arising on an actual or deemed disposition of a Common Share or New Common Share unless, at the time of disposition, the share is "taxable Canadian property" as defined in the Tax Act, and is not "treaty-protected property" as so defined.

Generally, a Common Share or New Common Share, as applicable, of the Non-Resident Shareholder will not be taxable Canadian property of the Non-Resident Shareholder at any time at which the share is listed on a "designated stock exchange" as defined in the Tax Act unless, at any time during the 60 months immediately preceding the disposition of the share:

(a) the Non-Resident Shareholder, one or more persons with whom the Non-Resident Shareholder did not deal at arm's length, partnerships in which the Non-Resident Shareholder or persons with whom the Non-Resident Shareholder did not deal at arm's length held membership interests (directly or indirectly), or any combination of the foregoing, owned 25% or more of the issued shares of any class of the capital stock of the Company, as applicable; and

(b) the share derived more than 50% of its fair market value directly or indirectly from, or from any combination of, real property situated in Canada, "Canadian resource

properties", "timber resource properties" (as those terms are defined in the Tax Act), and interest, rights or options in or in respect of any of the foregoing.

Shares may also be deemed to be "taxable Canadian property" under other provisions of the Tax Act.

A Non-Resident Shareholder who disposes or is deemed to dispose of a Common Share or New Common Share that, at the time of disposition, is taxable Canadian property and is not "treaty-protected property" will realize a capital gain (or capital loss) equal to the amount, if any, by which the Non-Resident Shareholder's proceeds of disposition of the share exceeds (or is exceeded by) the Non-Resident Shareholder's ACB in the share and reasonable costs of disposition. The Non-Resident Shareholder generally will be required to include one-half of any such capital gain (taxable capital gain) in the Non-Resident Shareholder's taxable income earned in Canada for the year of disposition, and be entitled to deduct one half of any such capital loss (allowable capital loss) against taxable capital gains included in the Non-Resident Shareholder's taxable income earned in Canada for the year of disposition and, to the extent not so deductible, against such taxable capital gains realized in any of the three preceding taxation years or any subsequent taxation year, to the extent and in the circumstances set out in the Tax Act.

Non-Resident Shareholders who may hold shares as "taxable Canadian property" should consult their own tax advisors in this regard, including with respect to the potential Canadian income tax filing requirements of owning and disposing of such shares.

FOREIGN TAX CONSIDERATIONS

THE TAX CONSEQUENCES OF THE SHARE EXCHANGE AND DISTRIBUTION MAY VARY DEFENDING UPON THE PARTICULAR CIRCUMSTANCES OF EACH SHAREHOLDER, INCLUDING THE JURISDICTION IN WHICH SUCH SHAREHOLDER IS SUBJECT TO TAX. SHAREHOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS IN THEIR TAXING JURISDICTION TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO THEM OF THE SHARE EXCHANGE.

ADDITIONAL INFORMATION

Additional information relating to the Company may be obtained under the Company's SEDAR profile at www.Sedarplus.ca or upon request from the Company at Suite 1305 – 1090 West Georgia Street, Vancouver, BC V6E 3V7, telephone 604-685-9316. The Company may require payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

OTHER MATTERS

As of the date of this Circular, management of the Company is not aware of any other matters which may come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Circular.

This Information Circular has not been reviewed by the TSXV. The transactions contemplated by the Exchange Resolution remain subject to acceptance by the TSXV.

The contents of this Information Circular and the distribution to shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, this 16th day of July, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Nick Demare"*

Nick Demare
Interim CEO and Director

SCHEDULE "A"

AMENDMENT OF ARTICLES TO (I) RE-DESIGNATE COMMON SHARES AS CLASS A COMMON SHARES AND (II) CREATE NEW COMMON SHARES TO BE DESIGNATED AS COMMON SHARES, AND EXCHANGE OF CLASS A COMMON SHARES FOR NEW COMMON SHARES AND CONCURRENT CAPITAL REDUCTION

1. The articles of the Company shall be amended to re-designate the class of existing common shares of the Company into Class A Common Shares (the "**Class A Common Shares**") having the special rights and restrictions, in the form attached as Appendix I hereto, allowing for the exchange of the Class A Common Shares for unissued shares of the Company.

2. The articles of the Company shall be amended by increasing the authorized capital of the Company by creating a new class of an unlimited number common shares designated as "Common Shares" (the "**New Common Shares**").

3. Each of the issued and outstanding Class A Common Shares of the Company shall be exchanged for (i) one New Common Share of the Company and (ii) up to $0.03 in cash per Class A Common Share outstanding as of the date of such exchange.

4. The stated capital account maintained by the Company in respect of the Class A Common Shares be reduced by an aggregate amount up to $3,000,000 pursuant to Section 74(1)(b) of the *Business Corporations Act* (British Columbia) (the "**Capital Reduction**") for the purpose of distributing to holders of Class A Common Shares an aggregate amount up to $3,000,000 (the "**Distribution**") if, as and when determined by the board of directors of the Company (the "**Board**"), in its sole discretion, and the stated capital account in respect of the Class A Common Shares shall be adjusted to reflect the Capital Reduction, all as more particularly set forth in the management information circular of the Company dated July 16, 2024.

5. Any officer or director of the Company is hereby authorized and directed, for and on behalf of the Company, to do all things and execute and deliver all such agreements, documents and instruments necessary or desirable in connection with the foregoing.

6. Such amendments to the articles shall be filed on such date as may be determined by the Board.

7. Notwithstanding the approval of this special resolution by shareholders of the Company, the Board may, prior to the effective time of such matter, elect not to proceed with the matter set out in the foregoing resolutions.

APPENDIX I

CLASS A COMMON SHARES

FORM OF SPECIAL RIGHTS AND RESTRICTIONS

Exchange for Common Shares

At the sole discretion of the Board of Directors, each Class A Common Share may be exchanged for fully paid and non-assessable unissued common shares in the capital of the Company, for cash, or for a combination of both, at an exchange ratio determined by the Board of Directors. Each Class A Common Share so exchanged will be cancelled and returned to the authorized and unissued capital of the Company.