

SHOAL POINT ENERGY LTD.

#203-700 West Pender Street, Vancouver, BC V6C 1G8
Tel: 416 637 2181

MANAGEMENT INFORMATION CIRCULAR

(This document contains information as at October 18, 2022 and all amounts are in Canadian dollars, unless otherwise indicated.)

GENERAL PROXY INFORMATION

This Management Information Circular is furnished to the shareholders (the "**Shareholders**") of Shoal Point Energy Ltd. (the "**Company**") by the management of the Company (the "**Management**") in connection with the solicitation of proxies to be voted at the Annual and Special Meeting (the "**Meeting**") of the Shareholders to be held on Tuesday, November 22, 2022 at 10:00 a.m. PST at the offices of the Company situated at Suite 203, 700 West Pender Street, Vancouver, BC V6C 1G8.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, regular officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

APPOINTMENT, VOTING AND REVOCATION OF PROXY

Appointment of Proxy

Registered shareholders as of October 18, 2022, the record date, are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share that such shareholder holds on the record date on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc. at their offices located at 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Alternatively, the completed form of proxy may be delivered to the Chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Voting

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the common shares represented will be voted or withheld from the vote on that matter accordingly. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the

Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

Revocation

In addition to revocation in any other manner permitted by law, a proxy given pursuant to this solicitation may be revoked by instrument in writing, including another proxy bearing a later date, executed by the registered shareholder or by its attorney authorized in writing, and by depositing such instrument at the office of the transfer agent indicated on the enclosed envelope not later than 5:00 p.m. (Toronto time) on the last business day (which excludes Saturdays, Sundays and statutory holidays in Toronto) before the date of the Meeting (or any adjournment or postponement thereof), or in any other manner permitted by law. However, the revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

A Beneficial Shareholder (as defined below) who has submitted a proxy may revoke it by contacting the intermediary through which the Beneficial Shareholder's Common Shares are held and following the instructions of the intermediary respecting the revocation of proxies.

Beneficial Holders

The information set out in this section is of significant importance to those Shareholders who do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name of the Canadian Depository for Securities, which acts as nominee for many Canadian broker firms.) Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. With specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent to the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to

Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting.

A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

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

Beneficial Shareholders consist of non-objecting beneficial owners and objecting beneficial owners. A non-objecting beneficial owner is a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner does not object, for that account, to the intermediary disclosing ownership information about the beneficial owner under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), of the Canadian Securities Administrators. An objecting beneficial owner is a beneficial owner of securities that has provided instructions to the intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner objects, for that account, to the intermediary disclosing ownership information about the beneficial owner under NI 54-101.

The Company is sending proxy-related materials directly to non-objecting beneficial owners of the Shares. The Company will not pay for the delivery of proxy-related materials to objecting beneficial owners of the Shares. The objecting beneficial owners of the Shares will not receive the materials unless their intermediary assumes the costs of delivery.

All references to shareholders in this Information Circular and the accompanying instrument of proxy and notice of Meeting are to registered shareholders unless specifically stated otherwise.

Registered Shareholders

Registered holders of Common Shares as shown on the shareholders list prepared as of October 18, 2022 (the "**Record Date**") will be entitled to vote such shares at the Meeting on the basis of one vote for each Common Share held.

Registered shareholders may also, rather than returning the proxy received from the Company by mail or hand delivery, elect to submit a form of proxy by use of the telephone or of the Internet. Those registered holders electing to vote by telephone require a touch-tone telephone to transmit their voting preferences.

Registered holders electing to vote by telephone or via Internet must follow the instructions included in the form of proxy received from the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No (a) person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) proposed nominee for election as director of the Company; and (c) associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any of the matters to be acted upon other than the election of directors and the appointment of auditors.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As of the Record Date, the Company had outstanding 90,703,141 Common Shares. Each Common Share carries one vote per share. To the knowledge of the directors and officers of the Company, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over securities carrying in excess of 10% of the voting rights to any class of outstanding voting securities of the Company other than Mark Jarvis, the CEO, who owns or controls 9,551,932 shares, representing 10.5% of the outstanding Common Shares of the Company.

APPOINTMENT AND REMUNERATION OF THE AUDITORS

Shareholders will be asked to vote for an ordinary resolution to appoint Crowe Mackay LLP, Chartered Professional Accountants of Vancouver, British Columbia, as the auditors of the Company until the next annual general meeting of the Shareholders and to authorize the Board to fix their remuneration.

UNLESS SUCH AUTHORITY IS WITHHELD, PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF CROWE MACKAY LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE SHAREHOLDERS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION.

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting of the Company and hold office until the next annual general meeting or until their successors are elected or appointed, unless the director's office is earlier vacated in accordance with the Company's Articles or applicable corporate statutes.

The Shareholders will be asked to pass an ordinary resolution to fix the number of directors of the Company at four (4). Management of the Company proposes to nominate each of the following persons for re-election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Nominee Position with the Company and Residence	Principal Occupation for the Past Five Years	Director of the Company Since	Common Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly	Committee Membership
Mark Jarvis ⁽⁴⁾	Businessman, Chairman, President and CEO of the Company and CEO of	28-Jun-13	9,551,932	Nomination Committee

North Vancouver, British Columbia CEO & Director	Giga Metals Corporation from January 2004 to present.			Disclosure Committee Audit Committee
Eric Schneider ⁽³⁾ Waterloo, Ontario Director	Partner of Miller Thomson LLP since January 2002	28-Jun-13	107,919	Compensation Committee Audit Committee Nomination Committee Disclosure Committee
Brian Usher-Jones ⁽²⁾⁽⁵⁾ Toronto, Ontario Director	Merchant banker since 1995	16-Dec-13	173,333	Audit Committee Compensation Committee
Robert Millar West Vancouver, British Columbia Director	Practiced law continuously from 1982 with predecessor firms to, and with Fasken Martineau DuMoulin LLP until his retirement from Fasken Martineau DuMoulin LLP in February 2022. Mr. Millar continues to practice law is a director of a private company involved in the development of a gravel extraction business in the lower mainland of B.C.	01-Jul-22	312,000	

- (1) The information as to security holdings of each director has been provided by the respective proposed directors and nominees and is not within the Company's knowledge.
- (2) Chairman of the Audit Committee
- (3) Chairman of the Nomination Committee
- (4) Chairman of the Disclosure Committee
- (5) Chairman of the Compensation Committee

Management recommends shareholders to vote for the nominees for re-election as directors.

UNLESS SUCH AUTHORITY IS WITHHELD, PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF A RESOLUTION TO SET THE NUMBER OF DIRECTORS AT FOUR (4) AND ELECT MARK JARVIS, ROBERT MILLAR, ERIC SCHNEIDER AND BRIAN USHER-JONES AS DIRECTORS OF THE COMPANY.

Orders

No director or proposed director of the Company is, or within the ten years prior to the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any Company (including the Company) that:

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

Bankruptcies

No director or proposed director of the Company is, or was, within the ten (10) years before the date of this Information Circular, a director or an executive officer of any Company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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.

No director or proposed director of the Company has, within the ten (10) years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became 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 or Sanctions

No director or proposed director of the Company has 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.

STOCK OPTION PLAN

The Shareholders will be asked to ratify, confirm and approve the form of Stock Option Plan for the Company (the "**Plan**"). A copy of the Plan is available for review on the Company's profile at www.sedar.com and at the office of the Company at Suite 203 – 700 West Pender, Vancouver, British Columbia, V6C 1G8 or at the registered offices of the Company, at Bennett Jones LLP, Suite 3400, 1 First Canadian Place, Toronto, Ontario M5X 1A4 during normal business hours up to and including the date of the Meeting.

UNLESS SUCH AUTHORITY IS WITHHELD, PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF A RESOLUTION APPROVING THE STOCK OPTION PLAN AS PRESENTED TO THE SHAREHOLDERS AT THE MEETING.

STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of this Statement of Executive Compensation:

"**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 Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

"**NEO**" or "**named executive officer**" means:

- (a) each individual who served as chief executive officer ("**CEO**") of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer ("**CFO**") of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

"**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; and

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

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof for each of the two most recently completed financial years, excluding compensation securities:

Name & Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Value of Pre-requisites	Committee or Meeting Fees ⁽¹⁾ (\$)	Value of all Compensation* (\$)	Total Compensation (\$)
MARK JARVIS Director & CEO ⁽¹⁾⁽²⁾	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	7,500	Nil	Nil	Nil	Nil	7,500
NATASHA TSAI CFO ⁽³⁾	2022	17,020	Nil	Nil	Nil	Nil	17,020
	2021	15,207	Nil	Nil	Nil	Nil	15,207
ERIC SCHNEIDER Director ⁽⁴⁾	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
BRIAN USHER-JONES Director ⁽⁵⁾	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
ROBERT MILLAR Director ⁽⁶⁾	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A

- (1) Mr. Mark Jarvis was appointed Chief Executive Officer of the Company on June 28, 2013.
- (2) Effective March 15, 2020 Mr. Jarvis' salary was decreased to 0.
- (3) Natasha Tsai was appointed Chief Financial Officer of the Company on April 19, 2018.
- (4) Mr. Eric Schneider was appointed director of the Company on June 28, 2013.
- (5) Mr. Brian Usher-Jones was appointed director of the Company on December 16, 2013.
- (6) Mr. Robert Millar was appointed director of the Company on July 1, 2022.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended January 31, 2022 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End	Expiry Date
Mark Jarvis, ⁽¹⁾ Director and CEO	Stock Options	200,000	05-Mar-21	0.10	0.09	0.03	05-Mar-26
Natasha Tsai ⁽²⁾ CFO	Stock Options	100,000	05-Mar-21	0.10	0.09	0.03	05-Mar-26
Eric Schneider ⁽³⁾ Director	Stock Options	100,000	05-Mar-21	0.10	0.09	0.03	05-Mar-26
Brian Usher-Jones ⁽⁴⁾ Director	Stock Options	100,000	05-Mar-21	0.10	0.09	0.03	05-Mar-26
Robert Millar ⁽⁵⁾ Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) As at January 31, 2022, Mr. Jarvis held 500,000 stock options exercisable at \$0.07 per share until expiry on March 15, 2023 and 200,000 stock options exercisable at \$0.10 per share until expiry on March 5, 2026.
- (2) As of January 31, 2022, Ms. Tsai held 100,000 stock options exercisable at \$0.07 per share until March 15, 2023 and 100,000 stock options exercisable at \$0.10 per share until expiry on March 5, 2026.
- (3) As of January 31, 2022, Mr. Schneider held 500,000 stock options exercisable at \$0.07 per share until March 15, 2023 and 100,000 stock options exercisable at \$0.10 per share until expiry on March 5, 2026.
- (4) As of January 31, 2022, Mr. Usher-Jones held 500,000 stock options exercisable at \$0.07 per share until March 15, 2023 and 100,000 stock options exercisable at \$0.10 per share until expiry on March 5, 2026.
- (5) As of January 31, 2022, Mr. Millar held no stock options.

Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised any compensation securities, being solely comprised of stock options, during the year ended January 31, 2022.

Stock Option Plans and Other Incentive Plans

The Company's current stock option plan (the "**Plan**") is a "rolling" stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. The Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase shares of the Company. As at the date hereof, there are 8,150,000 options outstanding under the Plan.

A copy of the Plan is available for review on the Company's profile at www.sedar.com and at the office of the Company at Suite 203 – 700 West Pender, Vancouver, British Columbia, V6C 1G8 or at the registered offices of the Company, at Bennett Jones LLP, Suite 3400, 1 First Canadian Place, Toronto, Ontario M5X 1A4 during normal business hours up to and including the date of the Meeting.

Employment, Consulting and Management Agreements

For the year ended January 31, 2022, other than the agreement Malaspina Consultants Inc. ("**Malaspina**") does not have any employment, consulting or management agreements or arrangements with any of the Company's current NEOs or directors. Pursuant to an agreement dated February 11, 2021 (the "**Malaspina Agreement**") the Company has engaged Malaspina to provide accounting services. Ms. Natasha Tsai, the Company's CFO, is a Senior Consultant with Malaspina. Pursuant to the terms of Malaspina Agreement, Malaspina charges the Company an hourly fee the quantum of which is dependent on the experience of the Malaspina staff providing the services to the Company. The Malaspina Agreement can be terminated by either party on 60 days' notice and contains no change of control provisions.

Oversight and Description of Director and NEO Compensation

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of improving overall corporate performance and creating long-term value for the Company's shareholders. The compensation program is intended to

reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Company. The Company's current compensation program is comprised of base salary or fees and long term incentives such as stock options. The Compensation Committee determines the compensation for the NEOs. Currently the CFO receives consulting fees and stock options and the CEO and Directors are compensated only through stock options.

Pension Plan Benefits

The Company does not have any pension or retirement plans that provide for payment or benefits at, following, or in connection with retirement or provide for retirement or deferred compensation plans.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans as at the end of the most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	6,200,000	\$0.09	1,058,201 ⁽¹⁾
Equity compensation plans not approved by security holders	Nil	n/a	n/a
Total	6,200,000	\$0.09	1,058,201

⁽¹⁾ Based on 72,582,014 common shares outstanding as at January 31, 2022. The Plan is a 'rolling' stock option plan whereby the maximum number of Common Shares that may be reserved for issuance to the Plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant.

AUDIT COMMITTEE

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

Audit Committee Charter

The full text of the charter of the Company's Audit Committee is attached hereto as Appendix "A".

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors: Brian Usher-Jones (Chair), Mark Jarvis and Eric Schneider. As defined in NI 52-110, Mr. Brian Usher-Jones and Mr. Eric Schneider are "independent". All of the Audit Committee members are "financially literate", as defined in National Instrument 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The audit committee members meet periodically with management and annually with the external auditors.

Relevant Education and Experience

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting.

Brian Usher-Jones (Chairman) – Member in good standing of the Chartered Professional Accountants of Ontario and over 40 years of experience in business and public companies.

Eric Schneider – Member in good standing of the Law Society of Upper Canada and Ontario Bar Association and over 30 years of experience in business and public companies.

Mark Jarvis - Mr. Jarvis has more than 30 years' experience in exploration and development of mineral resources, both in oil and gas and metals. After a career in financing exploration projects as a stockbroker, Mr. Jarvis moved to the corporate side of the business in 1996.

Of the Company's current directors, all directors except Mark Jarvis are considered to be independent directors, as they have no direct or indirect material relationship with the Company. Mark Jarvis is not considered to be an independent director as he is also an executive officer of the Company.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*); section 6.1.1(4) (*Circumstances Affecting the Business or Operations of Venture Issuers*); section 6.1.1(5) (*Events Outside the Control of Member*); section 6.1.1(6) (*Death, Incapacity or Resignation*); or an exemption, in whole or in part granted under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Charter.

Audit Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended January 31, 2022 and 2021.

Year Ended	Audit Fees (\$)⁽¹⁾	Audit Related Fees (\$)⁽²⁾	Tax Fees (\$)⁽³⁾	All Other Fees (\$)⁽³⁾
Jan 31 2022	18,000	225	Nil	Nil
Jan 31 2021	14,175		Nil	Nil

⁽¹⁾Audit Fees – aggregate fees billed for professional services rendered by the auditor for the audit of the Company's annual financial statements as well as services provided in connection with statutory and regulatory filings.

⁽²⁾Audit-Related Fees – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of the review of quarterly financial statements and related documents.

⁽³⁾Tax Fees – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

⁽⁴⁾All Other Fees – aggregate fees billed for professional services which included accounting advice and advice related to relocating employees.

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

As of the date hereof, there was no indebtedness owing to the Company by any individuals who at any time during the fiscal period ended January 31, 2022 were directors, executive officers or senior officers of the Company or associates of the foregoing, and none of such persons were indebted to a third party during such period where their indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any subsidiary.

MANAGEMENT CONTRACTS

Since the start of the Company's financial year ended January 31, 2022, there were no management functions of the Company, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 (*Disclosure of Corporate Governance Practices*) ("**NI 58-101**") requires the Company to disclose its corporate governance practices by providing in the Information Circular the disclosure required by Form 58-101F2. NI 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through meetings of the Board.

Each of Brian Usher-Jones (Chair) and Eric Schneider are "independent", in that they are independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with their respective abilities to act in the best interests of the Company. As Mark Jarvis is the CEO of the Company, he is not considered independent.

Directorships

The following table is a list of directorships in other reporting issuers held by the director(s) of the Company:

Name of Director	Reporting Issuer
Mark Jarvis	Giga Metals Corporation

Orientation and Continuing Education

Due to the size of the Company's current Board, the Board does not have a formal process of orientation or education program for the new members of the Board. However, any new directors will be given the

opportunity to: (a) familiarize themselves with the Company, the current directors and members of management; (b) review copies of recently publicly filed documents of the Company, technical reports and the Company's internal financial information; (c) have access to technical experts and consultants; and (d) review a summary of significant corporate and securities legislation. Directors are also given the opportunity for continuing education.

Board meetings may also include presentations by the Company's management and consultants to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board monitors the ethical business conduct of the Company and ensures that it complies with the applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges.

Nomination Committee

The Nomination Committee is responsible for proposing new nominees to the Board. The Nomination Committee will select individuals with the desired background and qualifications, taking into account the needs of the Board at the time.

The Nomination Committee members are currently Eric Schneider and Mark Jarvis. Eric Schneider is independent. Mark Jarvis is not independent by virtue of his management role with the Company.

Compensation Committee

To determine compensation payable, the Compensation Committee reviews compensation paid for directors and executive officers of companies of similar size and stage of development and determine any appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company.

The Compensation Committee members are currently Eric Schneider and Brian Usher-Jones. All members are independent.

Disclosure Committee

The Disclosure Committee is responsible for ensuring compliance with the Company's corporate disclosure policy, which provides for timely, factual and accurate disclosure of corporate information to security holders and to the public. The members of the Disclosure Committee are currently are Mark Jarvis and Eric Schneider. Mark Jarvis is not independent by virtue of his management role in the Company.

Assessments

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

- overseeing strategic planning
- monitoring the performance of the Company's assets

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

PARTICULARS OF OTHER MATTERS TO BE ACTED ON

Continuation into British Columbia

The Company is currently governed by the *Business Corporations Act* (Ontario) (the "**OBCA**"). The Company has determined it is in its best interests to continue from the laws of Ontario under the OBCA to the laws of British Columbia under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), and the Company is therefore seeking the approval and authorization of its shareholders to the continuance (the "**Continuance**") of the Company from the Province of Ontario to the Province of British Columbia.

Accordingly, the Company intends to apply for the discontinuance of the Company from the Province of Ontario and for the Continuance of the Company under the BCBCA to the Province of British Columbia. At the Meeting, shareholders will be asked to pass a special resolution, the text of which is set out below, authorizing the Board, in its sole discretion, to continue the Company from the Province of Ontario into the Province of British Columbia. The Continuance, if approved, will change the legal domicile of the Company and will affect certain rights of the shareholders as they currently exist under the OBCA. Accordingly, shareholders should consult their own independent legal advisors regarding implications of the Continuance, which may be of particular importance to them.

If the special resolution approving the Continuance (the "**Continuance Resolution**") is approved at the Meeting, it would give the Board authority to implement the Continuance.

The Continuance is subject to receipt of all required regulatory approvals and to the approval of the Continuance by the shareholders at the Meeting. If these approvals are received, the Continuance will be effected at a time determined by the Board and announced by a press release of the Company. Notwithstanding if the required approvals are received, the Company may determine not to proceed with the Continuance at the discretion of the Board without further approval or action by or prior notice to shareholders.

A copy of the Articles which will govern the Company upon completion of the Continuance are attached hereto as Schedule "B".

Effect of the Continuance

Assuming that the Continuance Resolution is approved by the shareholders at the Meeting, it is expected that an Application for Authorization to continue in another Jurisdiction (Form 7) will be filed with the Ministry of Government Services for the Province of Ontario and the procedures to give effect to the Continuance will begin as soon as practicable thereafter, as determined by the Board in its sole discretion.

Shareholders' rights under the OBCA and the BCBCA are not identical. See "*Comparison of Rights under the BCBCA and the OBCA*" below. The Continuance, if approved, will effect a change in the legal domicile of the Company on the effective date thereof to the Province of British Columbia. Upon issue of a Certificate of Continuation for the Company under the BCBCA, the Company will cease to be a corporation governed by the OBCA and will become a company governed by the BCBCA. The Continuance will not

create a new legal entity and will not prejudice or affect the continuity of the Company. The Continuance will not result in any change in the business of the Company.

Subject to obtaining the requisite approval of shareholders at the Meeting, and the implementation by the Board, the directors and officers of the Company immediately following the Continuance will be identical to the then current directors of the Company. As of the effective date of the Continuance, the election, duties, resignations and removal of the Company's directors and officers shall be governed by the BCBCA and the Company will no longer be subject to the corporate governance provisions of the OBCA.

By operation of law applicable under the laws of the Province of British Columbia, as of the effective date of the Continuance, all of the of the property, rights, interests and obligations of the Company immediately prior to the Continuance will continue to be the property, rights, interests and obligations of the Company after the Continuance. An existing cause of action, claim or liability to prosecution of the Company will be unaffected; a legal proceeding being prosecuted or pending by or against the Company may be prosecuted or continued to be prosecuted by or against the Company; and a conviction against, or a ruling, order or judgment in favour of or against the Company may be enforced by or against the continued Company.

Comparison of Rights under the OBCA and the BCBCA

The provisions of the BCBCA dealing with shareholder rights and protections are generally comparable to those contained in the OBCA. Shareholders of the Company will not lose or gain any significant rights or protection as a result of the Continuance.

The following is a summary comparison of the provisions of the OBCA and the BCBCA which pertain to the rights of shareholders. This summary is not intended to be exhaustive and does not cover all of the differences between the OBCA and the BCBCA affecting corporations and their shareholders and is qualified in its entirety by the complete text of the relevant provisions of the BCBCA and the OBCA. Upon completion of the Continuance, the rights of the shareholders of the Company will also be subject to the articles of the Company, as set forth in further detail below. Shareholders should consult their legal advisors regarding all of the implications of the Continuance. Notwithstanding the alteration of shareholders' rights and obligations under the BCBCA and the articles of incorporation for the Company, the Company will still be bound by the rules and policies of the Exchange as well as the applicable securities legislation.

Nothing that follows should be construed as legal advice to any particular Shareholder, all of whom are advised to consult their own legal advisors respecting all of the implications of the Continuance. The following is a summary only. Reference should be made to the full text of both statutes and the regulations thereunder for particulars of the differences between them.

Charter Documents

Under the BCBCA, charter documents consist of a "Notice of Articles", which sets forth the name of a company and the amount and type of authorized capital, and "Articles" which govern the management of the corporation. The Notice of Articles is filed with the Registrar of Companies and the Articles are filed only with the company's registered and records office.

Under the OBCA, a corporation has "articles", which set forth the name of the corporation and the amount and type of authorized capital, and "bylaws" which govern the management of the corporation. The articles are filed with the Director under the OBCA and the bylaws are filed with the corporation's registered and records office.

Therefore, the current articles of the Company are suitable for a company governed by the OBCA but not for a corporation governed by the BCBCA, and will thus be replaced with the Articles that are suitable for a British Columbia corporation. The Company's application to the Registrar of Companies for the Province of British Columbia will include a Notice of Articles reflecting the information that will apply to the Company upon Continuance, which Notice of Articles shall be in substantially the form attached as Appendix "B" to this Circular.

Sale of a Corporation's Undertaking

The OBCA requires approval of the holders of two-thirds of the shares of a corporation represented at a duly called meeting to approve a sale, lease or exchange of all or substantially all of the property of the corporation, other than in the ordinary course of business. If a sale, lease or exchange of all or substantially all of the property of a corporation would affect a particular class or series of shares in a manner that is different than the shares of another class or series entitled to vote, then such class or series of shares are entitled to a separate class or series vote, regardless of whether or not such shares otherwise carry the right to vote.

Under the BCBCA, the directors of a company may dispose of all or substantially all of the business or undertaking of the company only if it is in the ordinary course of the company's business or with shareholder approval authorized by special resolution. Under the BCBCA, a special resolution requires the approval of a "special majority", which means the majority specified in a company's articles of at least two-thirds and not more than by three-quarters of the votes cast by those shareholders voting in person or by proxy at a general meeting of the company, or, if the company's articles do not specify, by two-thirds of the votes cast by those shareholders voting in person or by proxy at a general meeting of the company.

Amendments to the Charter Documents of a Corporation

Under the OBCA, substantive changes to the charter documents of a corporation require a resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the alteration and, where certain specified rights of the holders of a class of shares are affected differently by the alteration than the rights of the holders of other classes of shares, a resolution passed by not less than two-thirds of the votes cast by the holders of all of the shares of a corporation, whether or not they carry the right to vote, and a special resolution of each such class, or series, as the case may be, even if such class or series is not otherwise entitled to vote. A resolution to amalgamate an OBCA corporation requires a special resolution passed by the holders of each class of shares or series of shares, whether or not such shares otherwise carry the right to vote, if such class or series of shares are affected differently.

Changes to the articles of a company under the BCBCA are effected by the type of resolution specified in the articles of the company, which, for many alterations, including change of name or alterations to the articles, could provide for approval solely by a resolution of the directors. In the absence of anything in the articles, most corporate alterations will require a special resolution. Alteration of the special rights and restrictions attached to issued shares requires, in addition to any resolution provided for by the articles, consent by a special resolution of the holders of the class or series of shares affected. A proposed amalgamation or continuation of a company out of the jurisdiction requires a special resolution as described above.

Rights of Dissent and Appraisal

The BCBCA provides that shareholders, including beneficial holders, who dissent from certain actions being taken by a company, may exercise a right of dissent and require the company to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is applicable where the company proposes to, among other things:

- alter the articles to alter restrictions on the powers of the company or on the business it is permitted to carry on;
- adopt an amalgamation agreement;
- approve an amalgamation under Division 4 of Part 9 of the BCBCA;
- approve an arrangement, the terms of which arrangement permit dissent;
- authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking; and
- authorize the continuation of the company into a jurisdiction other than British Columbia.

The OBCA contains a similar dissent remedy, although the procedure for exercising this remedy is different from that contained in the BCBCA.

Oppression Remedies

Under the OBCA, a shareholder, beneficial shareholder, former shareholder or beneficial shareholder, director, former director, officer, former officer of a corporation or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy, and in the case of an offering corporation, the Ontario Securities Commission, may apply to a court for an order to rectify the matters complained of where in respect of a corporation or any of its affiliates, any act or omission of a corporation or its affiliates effects a result, the business or affairs of a corporation or its affiliates are or have been exercised in a manner that is oppressive or unfairly prejudicial to, or that unfairly disregards the interest of, any security holder, creditor, director or officer.

The oppression remedy under the BCBCA is similar to the remedy found in the OBCA, with a few differences. Under the OBCA, the applicant can complain not only about acts of the corporation and its directors but also acts of an affiliate of the corporation and the affiliate's directors, whereas under the BCBCA, the applicant can only complain of oppressive conduct of the company. In addition, under the BCBCA the applicant must bring the application in a "timely manner", which is not required under the OBCA.

Shareholder Derivative Actions

Under the BCBCA, a shareholder, including a beneficial shareholder or a director of a company, may, with leave of the court, bring an action in the name and on behalf of the company to enforce an obligation owed to the company that could be enforced by the company itself or to obtain damages for any breach of such an obligation. An applicant may also, with leave of the court, defend a legal proceeding brought against a company.

A broader right to bring a derivative action is contained in the OBCA and this right extends to officers, former shareholders, directors or officers of a corporation or its affiliates, and any person who, in the discretion of the court, is a proper person to make an application to court to bring a derivative action. In addition, the OBCA permits derivative actions to be commenced in the name and on behalf of a corporation or any of its subsidiaries.

Requisition of Meetings

The OBCA permits the holders of not less than 5% of the issued shares that carry the right to vote at a meeting sought to be held to require the directors to call and hold a meeting of the shareholders of the corporation for the purposes stated in the requisition. If the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

The BCBCA provides that one or more shareholders of a company holding not less than 5% of the issued voting shares of the company may give notice to the directors requiring them to call and hold a general meeting which meeting must be held within 4 months.

Form of Proxy and Information Circular

The BCBCA requires a reporting company, such as the Company, to provide with each notice of a general meeting a form of proxy for use by every shareholder entitled to vote at such meeting as well as an information circular containing prescribed information regarding the matters to be dealt with at the meeting. The OBCA contains provisions which likewise require the mandatory solicitation of proxies and delivery of a management proxy circular.

Place of Meetings

The OBCA provides that meetings of shareholders may be held either inside or outside Ontario as the directors may determine.

The BCBCA requires all meetings of shareholders to be held in British Columbia unless a location outside British Columbia is provided for in the company's articles, approved by an ordinary resolution before the meeting or approved in writing by the Registrar under the BCBCA.

Directors

The OBCA requires that at least 25% of a corporation's directors be resident Canadians, and if a corporation has less than four directors, the board of the corporation must have at least one resident Canadian director. Like the BCBCA, the OBCA provides that a public company must have at least three directors.

The BCBCA provides that a public company must have at least three directors but does not have any residency requirements for a company's directors.

Differences between the Company's Articles and its Former Bylaws

The following is a summary comparison of certain provisions of the Company's Articles under the BCBCA and its former bylaws under the OBCA (the "**Former Bylaws**").

Quorum

The Articles provide that the required quorum for the transaction of business at a meeting of shareholders is two shareholders entitled to vote at the meeting in person or by proxy who hold, in the aggregate, at least 5% of the issued shares entitled to be voted at the meeting. The Former Bylaws set the quorum at two persons present in person or by proxy.

Alterations

Pursuant to the Articles, the Board has power to effect the following alterations by director resolution:

- a) change its name;
- b) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;
- c) create one or more classes or series of shares or eliminate a class or series of shares;
- d) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
- e) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
- f) alter the identifying name of any of its shares; and
- g) otherwise alter its shares or authorized share structure when required or permitted to do so by the BCBCA.

The Former Bylaws are silent on the above points, and therefore the provisions of the OBCA govern. Under the OBCA, articles of amendment are required in order to effect the above alterations, which require the approval of the shareholders by special resolution.

Resolution Approving the Continuance

The Board, having considered all the factors it determined necessary to be considered based on the information available to it, has concluded that the Continuance as described in this Circular is favourable to the Company and the shareholders of the Company and recommends approval of the Continuance. Notwithstanding the foregoing, as indicated in the text of the special resolution below, the Board may, in its sole discretion, determine that the Company not proceed with the Continuance.

At the Meeting, shareholders will be requested to approve the following special resolution authorizing and approving the Continuance of the Company from Ontario to British Columbia, which must be passed by two-thirds of the votes cast by the shareholders in person or by proxy at the Meeting, subject to such amendment, variation and addition as may be approved at the Meeting:

"BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. the continuance (the "**Continuance**") of Shoal Point Energy Ltd. (the "**Company**") out of the jurisdiction of the Province of Ontario and into the Province of British Columbia under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") be and is hereby authorized and approved;
2. the application to the Director appointed under the *Business Corporations Act* (Ontario) (the "**OBCA**") for authorization to continue out of the Province of Ontario and into the Province of British Columbia under the BCBCA be and is hereby authorized and approved;
3. effective upon issuance of the Certificate of Continuance, the articles of the Company attached as Appendix "B" to the information circular of the Company dated October 24, 2022 are hereby adopted and approved, with such amendments, modifications and alterations thereto as the board of directors of the Company may approve, in substitution for the current articles of incorporation and by-laws of the Company;

4. the application by the Company to the Registrar of Companies under the BCBCA for a certificate of continuance in order to continue out of the Province of Ontario and into the Province of British Columbia under the BCBCA under its current name or such other name as the board of directors may approve, be and is hereby authorized and approved;
5. effective upon the issuance of the Certificate of Continuance, the board of directors of the Company is hereby authorized to determine from time to time, the number of directors within the minimum and maximum number provided for in the articles of the Company;
6. any director or officer of the Company is hereby authorized, empowered and instructed, acting for, in the name and on behalf of Company, to execute or cause to be executed, under the seal of Company or otherwise, and to deliver or to cause to be delivered, all such other documents and to do or to cause to be done all such other acts and things as in such person's opinion may be necessary or desirable in order to carry out the intent of the foregoing paragraphs of these resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the doing of such act or thing; and
7. notwithstanding that this special resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they hereby are, authorized and empowered to revoke this special resolution at any time before it is acted on and to determine not to proceed with the continuance of the Company under the OBCA without further approval of the shareholders of the Company.

Management recommends, and the persons named as Management's proxyholder nominees in the form of Proxy intend to vote in favour of the Continuance Resolution. In order to be approved, the resolution must be approved by two-thirds of the votes cast at the Meeting.

UNLESS SUCH AUTHORITY IS WITHHELD, PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE SPECIAL RESOLUTION CONTINUANCE.

Pursuant to the OBCA, a shareholder is entitled to dissent to the Continuance and be paid fair value for the shares held by such shareholder if the shareholder dissents to the Continuance Resolution. A management summary of shareholders' dissent rights is set forth below under the heading "*Shareholders Rights of Dissent to the Continuance*". Failure to adhere strictly to the requirements of the OBCA may result in the loss or unavailability of the shareholders' right of dissent.

Shareholders Rights of Dissent to the Continuance

The shareholders have the right to dissent to the Continuance pursuant to section 181 of the OBCA, the text of which is set forth in this Circular. In the event that the actions approved by the Continuance Resolution become effective, any shareholder who dissents in accordance with the provisions of section 185 of the OBCA (a "**Dissenting Shareholder**") will be entitled to be paid by the Company the fair value of the Common Shares held by such shareholder determined as at the close of business on the last business day before the Continuation Resolution was adopted.

The procedure for exercising this remedy is set forth in Appendix "C" and should be reviewed carefully. **Failure to adhere strictly to the requirements of section 185 of the OBCA may result in the loss or unavailability of the noncompliant shareholders' rights under that section.**

In any event, if a notice of dissent is given by a shareholder it is the present intention of Management to determine in its discretion whether or not to proceed with the completion and filing of Continuance Application under the BCBCA.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the most recently completed financial year or in the current financial year or in any proposed transaction that has materially affected or will materially affect the Company.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

The management knows of no matters to come before the Meeting other than as set forth in the Notice of Meeting. **However, if other matters which are not known to the management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.**

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Security holders may contact the Company in order to request copies of the Company's consolidated financial statements at the offices of the Company at Suite 203, 700 West Pender Street, Vancouver, BC V6C 1G8. Financial information about the Company may be found in the Company's consolidated financial statements and Management's Discussion and Analysis for its most recently completed financial year.

GENERAL

The contests and the sending of the Notice of Meeting, the Information Circular and related meeting materials to each shareholder of the Company entitled thereto, each director of the Company, the auditor of the Company and, where required, all applicable securities regulatory authorities have been approved by the board of directors of the Company.

Dated at Vancouver, British Columbia this 24th day of October, 2022.

"Mark Jarvis"

Mark Jarvis, Chairman,
Director and Chief Executive Officer

APPENDIX "A"

AUDIT COMMITTEE CHARTER

Overall Purpose and Objectives

- The audit committee will assist the board in fulfilling its oversight responsibilities.
- The audit committee will review the quarterly and annual financial statements, including the MD&A, prior to the presentation of the statements to the board.
- The audit committee will review the Company's internal financial reporting system and the audit process, and make recommendations to the board as required.
- In performing its duties, the committee will maintain effective working relations with the board of directors, the management, and the external auditors.
- Each committee member will obtain an understanding of the committee's responsibilities, and their responsibilities as committee members.

Authority

- The board authorizes the audit committee, within the scope of its responsibilities, to:
 1. Seek any information it requires from any employee (and all employees are directed to cooperate with any request made by the audit committee).
 2. Ensure the attendance of Company officers at meetings as appropriate.
 3. Obtain outside legal or other professional advice.
- The audit committee shall recommend to the board their choice for auditor, and the compensation of the auditor ¹.
- The auditor shall report directly to the audit committee ².
- The audit committee shall pre-approve any non-audit services to be provided by the auditor ³.

Organization

- The audit committee will consist of (3) members, of which (2) will be independent.
- Members will be appointed for a (1) year term.
- The chairman of the audit committee will be nominated by the board.
- A quorum for any meeting will be (2) members.
- The secretary of the audit committee will be the Company secretary.
- Meetings will be held not less than (4) times a year. Special meetings may be convened as required.
- The meetings will be minuted.
- The auditor may convene a meeting if they consider it necessary.
- The auditor will be invited to at least (1) meeting a year, and invited to make presentations as required.

Roles and Responsibilities – Financial Statements

- Review the financial statements and determine whether they are complete and consistent with the information known to the committee members.
- Review the financial statements with respect to appropriate accounting principles.
- Meet with management to review the statements.

- Review the management discussion and analysis to ensure it is understandable and consistent with their knowledge of the financial statements.

Roles and Responsibilities – Annual Audit

- Review the auditor’s proposed audit scope, and ensure there are no unreasonable restrictions or limitations on the scope.
- Consider the independence of the auditor by reviewing any other services they provide the Company (tax, consulting, etc.).
- Meet with management and the auditors to review the results of the audit.
- Review the performance of the auditors.
- Make recommendations to the board regarding the reappointment of the auditor.
- Meet separately with the auditor to discuss any matters that the committee or the auditors believe should be discussed privately.
- Ensure that significant findings and recommendations made by the auditors are brought to the attention of the full board.
- Ensure that management responds to the recommendations from the auditor.

Roles and Responsibilities – Other

- Ensure the board is aware of matters which may significantly impact the financial statements or affairs of the Company.
- If necessary, institute special investigations and if deemed necessary, hire special counsel or experts to assist.
- Review and update the charter, and have changes approved by the board.
- Establish procedures for the confidential submission by employees with respect to questionable accounting practices⁴.
- Establish procedures with respect to the treatment of complaints received by the Company regarding accounting or auditing matters⁵.

¹ Mandatory requirement under Multilateral Instrument 52-110, Audit Committees.

² Same.

³ Same.

⁴ Mandatory requirement under Multilateral Instrument 52-110, Audit Committees.

⁵ Same.

APPENDIX "B"

Articles and Notice of Articles

(See attached)

APPENDIX "C"

Dissent Procedures under Section 185 of the *Business Corporations Act* (Ontario)

(See attached)