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# **STRALAK RESOURCES INC.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF  
SHAREHOLDERS TO BE HELD ON  
APRIL 19, 2021**

**– AND –**

**MANAGEMENT INFORMATION CIRCULAR**

## STRALAK RESOURCES INC.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that the annual general and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Stralak Resources Inc. (the “**Company**”) will be held at the offices of Garfinkle Biderman LLP, legal to the Company, at Suite 801, 1 Adelaide Street East, Toronto, Ontario, M5C 2V9, on April 19, 2021 at 1:00 p.m. (Toronto time) for the following purposes:

1. To receive the audited annual financial statements of the Company for the year ended November 30, 2020, together with the report of the auditor thereon.
2. To reappoint McGovern Hurley LLP as auditor of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to fix the auditor’s remuneration.
3. To elect directors of the Company for the ensuing year, as more particularly set forth in the accompanying proxy and management information circular dated March 19, 2021, and prepared for the purpose of the Meeting (the “**Information Circular**”).
4. To consider, and if deemed advisable, to approve, with or without variation, a special resolution (the “**Alteration Resolution**”), the full text of which is set forth in the Information Circular, to approve an amendment and alteration to the Notice of Articles of the Company to alter the authorized capital of the Company from 100,000,000 common shares (“**Common Shares**”) to an unlimited number of common shares.
5. To transact such other business as may be properly brought before the Meeting or any postponement(s) or adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the accompanying Information Circular.

#### **Voting by Proxy**

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

Unregistered Shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered Shareholder.

#### **Notice-and-Access**

The details of all matters proposed to be put before the Shareholders at the Meeting are set out in the Information Circular. The Company has decided to not use the notice and access model for delivery of meeting materials to the Shareholders (both registered and beneficial).

#### **COVID-19**

Amid ongoing concerns about the Coronavirus Disease 2019 (COVID-19) pandemic, the Company remains mindful of the well-being of the Shareholders and their families, and the Company’s industry partners and other stakeholders. In light of current provincial recommendations regarding gatherings, and in view of current and potential future guidance regarding social distancing and further restrictions on gatherings, in order to ensure as many Common Shares as possible are represented at the Meeting, the Shareholders are strongly encouraged to carefully read the section entitled “Voting by Proxy”, above, and vote their Common Shares by duly completing and delivering a form of proxy or a voting instruction form, as applicable, in accordance with the instructions set out in the above section and in the Information Circular.

**DATED** at Vancouver, British Columbia, March 19, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ "Aaron Meckler"*

**Aaron Meckler**  
**Chief Executive Officer, Chief Financial Officer, and Director**

## MANAGEMENT INFORMATION CIRCULAR

as at March 19, 2021

This Management Information Circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Stralak Resources Inc. (the “**Company**”) for use at the annual general and special meeting (the “**Meeting**”) of its shareholders (“**Shareholders**”) to be held on April 19, 2021 at the time and place and for the purposes set forth in the accompanying notice of the meeting (“**Notice of Meeting**”).

In this Information Circular, (i) references to “the Company”, “we” and “our” refer to Stralak Resources Inc., (ii) “Common Shares” means the common shares without par value in the capital of the Company, (iii) “Beneficial Shareholders” means Shareholders who do not hold Common Shares in their own name, (iv) “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders, and (v) “Management” refers to the management of the Company.

### GENERAL PROXY INFORMATION

#### Solicitation of Proxies

The solicitation of proxies will be primarily by mail. Proxies may also be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. The Company has 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.

The Company will not be sending proxy-related materials to the Shareholders (whether registered holders or beneficial owners) using notice-and-access.

#### Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are directors or officers 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 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 (and striking out the names now designated) or by completing and delivering another suitable form of proxy.** For instructions regarding the delivery of instruments of proxy, please see below under the heading “Registered Shareholders”.

#### Voting by Proxyholders

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:

- (i) each matter or group of matters identified therein for which a choice is not specified;
- (ii) any amendment to or variation of any matter identified therein; and
- (iii) 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. Except as set forth in the Notice of Meeting and the Information Circular, Management is not currently aware of any other matter that could come before the Meeting.**

## Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed Proxy and returning it to the Company's transfer agent, Computershare Trust Company of Canada ("**Computershare**"), 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or by facsimile at 416-263-9524 or 1-866-249-7775, no later than 1:00 p.m. (Toronto time) on April 15, 2021, or at least forty eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia and the Province of Ontario) prior to any adjournment(s) or postponement(s) of the Meeting.

## 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).

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 the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, 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).

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

### *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 voting instruction form ("**VIF**") 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 on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a VIF in lieu of a Proxy provided by the Company. The VIF will name the same persons as the Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Shareholder), other than the persons designated in the VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, you cannot use it to vote your Common Shares directly at the Meeting. 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.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you to do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the VIF provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and 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:

- (i) executing a proxy bearing a later date or by executing an instrument or act in writing, either of the foregoing to be executed by the registered Shareholder or the registered Shareholder's authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, at Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or by facsimile at 416-263-9524 or 1-866-249-7775, 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
- (ii) personally attending the Meeting and voting the registered Shareholder's Common Shares.

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

### **RECORD DATE AND QUORUM**

The board of directors of the Company (the "**Board**") has fixed the record date for the Meeting at the close of business on March 15, 2021 (the "**Record Date**"). The Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of the Shareholders entitled to vote at the Meeting prepared as at the Record Date.

The quorum for the transaction of business at a meeting of Shareholders is one (1) person who is, or who represents by proxy, one or more Shareholders who, in the aggregate, hold at least 5% of the issued Common Shares entitled to be voted at the Meeting.

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

The directors and officers of the Company have an interest in the resolution concerning the election of directors. Otherwise, no director or senior officer of the Company or any associate of the foregoing has any substantial interest, direct or indirect, by way of beneficial ownership of shares or otherwise in the matters to be acted upon at the Meeting, except for any interest arising from the ownership of shares of the Company where the Shareholder will receive no extra or special benefit or advantage not shared on a *pro rata* basis by all holders of shares in the capital of the Company.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The voting securities of the Company consist of Common Shares. The Company is authorized to issue 100,000,000 Common Shares. As of March 19, 2021, being the effective date of this Information Circular (the "**Effective Date**"), 97,563,375 Common Shares were issued and outstanding, with each such share carrying the right to one (1) vote at the Meeting.

Other than as disclosed below, as at the Effective Date, to the knowledge of the Company, and based on the Company's review of the records maintained by Computershare, electronic filings with System for Electronic Document Analysis and Retrieval ("**SEDAR**") and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), no person or company beneficially owns, or controls or directs, directly or indirectly, 10% or more of any class of voting securities of the Company, on a non-diluted basis.

Name	Aggregate Number of Common Shares	Percentage of Outstanding Common Shares
9801871 Canada Inc. <sup>(1)</sup>	45,000,000	46.12%
2694057 Ontario Ltd. <sup>(2)</sup>	28,333,330	29.04%
Amuka Holdings Ltd.	11,666,670	11.96%

**Notes:**

1. 9801871 Canada Inc. is a non-arm's length entity to, and controlled by, Mr. Aaron Meckler.
2. 2694057 Ontario Ltd. is a non-arm's length entity to, and controlled by, Mr. Daniel Talkins.

## CURRENCY

In this Information Circular, unless otherwise indicated, all references to "CAD\$" or "\$" refer to Canadian dollars.

## STATEMENT OF CORPORATE GOVERNANCE

### Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of Management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201") establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of the Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101"), the Company is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

### Board of Directors

The Board is currently composed of four (4) directors: Aaron Meckler, Daniel Talkins, Michael Meckler, and Joseph Meckler. NI 58-201 suggests that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as "independent" directors, within the meaning set out under National Instrument 52-110 *Audit Committees* ("NI 52-110"), which provides that a director is independent if he or she has no direct or indirect "material relationship" with a company. "Material relationship" is defined as a relationship which could, in the view of a company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Of the current directors, Aaron Meckler is a current executive officer, and Daniel Talkins is a control person of the Company (within the meaning of NI 52-110), and accordingly, Mr. Meckler and Mr. Talkins are not considered to be "independent" within the meaning of NI 52-110. However, the remaining directors, Michael Meckler and Joseph Meckler, are considered to be independent directors since they are independent of management and free from any material relationship with the Company. In assessing NI 58-101 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

The Board has a majority of independent directors. The Board seeks to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. Directors are expected to become and remain informed about the Company and its affairs, properties, risks and prospects and are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company. The directors are also responsible for ensuring that periodic reviews are undertaken of the integrity of the Company's internal controls and management information systems.

The Board has taken reasonable steps to ensure that adequate structures and processes are in place to permit the Board to function independently of Management. The Board is of the opinion that the size of the Board is adequate and facilitates the efficiency of its deliberations, while ensuring a diversity of opinion and experience. It believes that each and every director is eager to fulfil his or her obligations and assume his or her responsibilities in the Company's best interests, with due regard to the best interests of the Shareholders. The independent directors of the Board meet independently of Management as they deem appropriate after Board meetings.

The Board provides leadership for its independent directors through formal Board meetings, by encouraging independent directors to bring forth agenda items, and by providing independent directors with access to senior management, outside advisors, and unfettered access to information regarding the Company's activities. The relatively small size of the Board facilitates this process.

#### Directorships

The following directors currently serve on the board of directors of the reporting issuers (or equivalent) listed below, each of which are reporting issuers in one or more Canadian jurisdictions:

Name	Name of Other Reporting Issuer(s)
Aaron Meckler	Brandenburg Energy Corp.
Daniel Talkins	Brandenburg Energy Corp.
Michael Meckler	Brandenburg Energy Corp.

#### Orientation and Continuing Education

The Company does not provide a formal orientation and education program for new directors. However, any new directors will have the opportunity to become familiar with the Company by meeting with the other directors and officers of the Company.

In addition, the Company does not provide continuing education for its directors. However, new directors, if any, will be briefed on the Company's strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies.

#### Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation, the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of Management and in the best interests of the Company.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as some of the directors of the Company may also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. In the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with his or her fiduciary obligations as a director of the Company, disclose the nature and extent of his or her interest to the meeting and abstain from voting on or against the approval of such participation.



### Nomination of Directors

The Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. As a result of the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a nominating committee to be inappropriate at this time.

### Assessments

Given its current status and operations and limited number of directors on the Board, the Board does not formally review the contributions of its individual directors.

### Other Board Committees

Other than the Audit Committee, the Board has not established any other committees.

### **Audit Committee Disclosure**

Pursuant to NI 52-110, the Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor.

### Audit Committee's Charter

The Board is responsible for reviewing and approving the unaudited interim financial statements, and the annual audited financial statements, together with other financial information of the Company and for ensuring that Management fulfills its financial reporting responsibilities. The audit committee of the Company (the "**Audit Committee**") assists the Board in fulfilling this responsibility. The Audit Committee meets with Management to review the financial reporting process, the unaudited interim financial statements, and the annual audited financial statements, together with other financial information of the Company. The Audit Committee reports its findings to the Board for its consideration in approving the unaudited interim financial statements, and the annual audited financial statements, together with other financial information of the Company for issuance to the Shareholders.

Pursuant to NI 52-110, the Audit Committee is required to have a charter. A copy of the Company's Audit Committee Charter is annexed hereto as Schedule "A" to this Information Circular.

### Composition of the Audit Committee

The following are the members of the Audit Committee:

<u>Name</u>	<u>Independence</u> <sup>(1)</sup>	<u>Financial Literacy</u> <sup>(2)</sup>
Aaron Meckler	Not Independent	Financially literate
Michael Meckler	Independent	Financially literate
Joseph Meckler	Independent	Financially literate

### Notes:

1. Within the meaning of subsection 6.1.1(3) of NI 52-110, which requires a majority of the members of an audit committee of a venture issuer not to be executive officers, employees or control persons of the venture issuer or of an affiliate of the venture issuer.
2. Within the meaning of subsection 1.6 of NI 52-110.

### Relevant Education and Experience

Each member of the Audit Committee has adequate education and experience that is relevant to the performance of his or her responsibilities as a member of the Audit Committee and, in particular, education and experience that have provided the member with: (i) an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) 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 individuals engaged in such activities, and (iv) an understanding of internal controls and procedures for financial reporting.

The below is a summary of the experience of each member of the Audit Committee.

Mr. Aaron Meckler, *CEO, CFO & Director* – Mr. Meckler is a seasoned corporate finance professional with experience in public markets and private equity, covering real estate, growth-stage ventures, and M&A transactions. He has assembled and raised institutional & HNW retail capital for several projects and is able to diligently underwrite and execute on projects with speed and precision given his hands-on experience, working on both the buy-side and sell-side. Mr. Meckler holds the Chartered Investment Manager (CIM) designation and the Fellow of CSI (FCSI) designation, and is presently the Co-Founder, Chief Financial Officer and Director for the Amuka Group of Companies.

Mr. Joseph Meckler, *Director* – Mr. Meckler is a Sr. IT Consultant providing services to major healthcare organizations across North America. He has an extensive set of technical skills within information technology, data systems, web design, and security. Joseph has expert knowledge of data systems and security, which is beneficial to the company as they look to enter into new business opportunities. Joseph graduated from York University with a Specialized Honours Bcom in Information Technology.

Mr. Michael Meckler, *Director* – Mr. Meckler is an actuarial analyst working within the risk management department at RBC Insurance. He is a risk management professional with a broad range of technical skills, including data science and complex financial modelling. Mr. Meckler's diverse skill set has been acquired through years of working at large financial services institutions, such as RBC Insurance and Foresters Financial. He is nearly registered at the associate level from the Society of Actuaries and the Canadian Institute of Actuaries. He graduated with first class standing from York University with a Specialized Honours in Actuarial Sciences. He was also the recipient of the school's prestigious George R and Mary L Wallace award in 2017.

### Audit Committee Oversight

At no time since the commencement of the Company's fiscal year ended November 30, 2020 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### Reliance on Certain Exemptions

Other than as disclosed below, at no time since the commencement of the Company's most recently completed fiscal year has the Company relied on an exemption from the provisions of NI 52-110.

The Company, as a venture issuer, is relying on the exemption provided in Section 6.1 of NI 52-110, which provides that 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.

### Pre-Approval Policies and Procedures

In carrying out its duties, the Audit Committee must meet with the Company's executives responsible for finance and its external auditors to examine issues relating to the presentation of the financial information, accounting practices,

the internal accounting system and the financial controls, auditing procedures and programs. The Audit Committee also oversees and evaluates the efficiency and the integrity of the internal control and management information systems. It is further responsible for reviewing the Company’s quarterly and annual financial statements, as well as all other public disclosure documents containing financial information, before they are approved by the Board, and for examining together with management and, as the case may be, the external auditors, any discrepancies between the accounting practices and any other financial matters judged appropriate before publication. The Audit Committee is also responsible for the quality control of the auditing services provided by the Company’s external auditors, the pre-approval of the mandate and audit fees for the non-related audit services and to ensure itself for the external auditors’ independence and for making recommendations to the Board regarding the appointment of the external auditors or the renewal of their mandate.

External Auditor Service Fees

Aggregate fees paid to the Auditor during the fiscal periods indicated were as follows:

Category	Fiscal Year ended November 30, 2020	Fiscal Year ended November 30, 2019
Audit Fees <sup>(1)</sup>	Nil	Nil
Audit-related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	Nil	Nil
All Other Fees <sup>(4)</sup>	Nil	Nil
<b>Total</b>	Nil	Nil

**Notes:**

1. Includes fees associated with (i) the audit of the Company’s consolidated financial statements as well as quarterly reviews, (ii) the review of tax provisions and for accounting consultations on matters reflected in the financial statements, and (iii) the provision of audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
2. Includes services that are traditionally performed by the auditor, such as employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
3. Includes fees for all tax services other than those included under “Audit Fees” and “Audit-Related Fees”, and in particular, includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
4. Includes fees incurred in connection with all other non-audit services.

**STATEMENT OF EXECUTIVE COMPENSATION**

**Summary Compensation Table for Named Executive Officers**

The following table provides a summary of total compensation earned during the fiscal years ended November 30, 2020 and 2019 by the Company’s Chief Executive Officer and Chief Financial Officer, the most highly compensated executive officer of the Company who was serving as such as at the end of the applicable fiscal year and whose total compensation was more than \$150,000 (the “**Other Executive Officer**”), if any, and each other individual who would have been an Other Executive Officer but for the fact that such individual was neither serving as an executive officer, nor acting in a similar capacity, as at the end of the applicable fiscal year, for services rendered in all capacities during such period (collectively, the “**Named Executive Officers**”). The Named Executive Officers of the Company for the purposes of this Information Circular are the individuals listed below.

**Table of Compensation Excluding Compensation Securities**

<b>Name and Position</b>	<b>Year</b>	<b>Salary, Consulting Fee, Retainer or Commission</b>	<b>Bonus</b>	<b>Committee or Meeting Fees</b>	<b>Value of Perquisites</b>	<b>Value of all Other Compensation</b>	<b>Total Compensation</b>
Robert Gartenberg <sup>(1)</sup> <i>CEO and CFO</i>	2020 2019	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A
Aaron Meckler <sup>(1)</sup> <i>CEO and CFO</i>	2020 2019	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A

**Notes:**

1. Mr. Gartenberg resigned as the Chief Executive Officer, the Chief Financial Officer, and a director of the Company on November 23, 2020.
2. Mr. Meckler was appointed as the Chief Executive Officer, the Chief Financial Officer, and a director of the Company on November 23, 2020.

**Compensation of Directors**

The Company did not provide any compensation to the directors of the Company during the fiscal years ended November 30, 2020 and 2019.

**Stock Options and Other Compensation Securities**

The Company has in place a 10% stock option plan (the “**Stock Option Plan**”), approved and adopted by the Board on January 11, 2021, to replace the Company’s previous stock option plan. The Stock Option Plan is a “rolling” plan which allows the Company to grant stock options to directors and officers of the Company, employees and consultants, up to an aggregate maximum of 10% of the issued and outstanding Common Shares, from time to time.

No incentive stock options were granted and/or issued to the Company’s Named Executive Officers and directors during the most recently completed fiscal year, ending November 30, 2020, for services provided or to be provided, directly or indirectly, to the Company.

**Exercise of Compensation Securities by Named Executive Officers and Directors**

There were no incentive stock options exercised by any Named Executive Officer or director during the most recently completed fiscal year, ending November 30, 2020.

**The Stock Option Plan**

The Stock Option Plan provides that stock options may be granted to directors, officers, employees and consultants of the Company as an incentive to serve the Company in attaining its goal of improved shareholder value. The principal purposes of the Stock Option Plan are (i) to permit the directors, executive officers, employees, consultants and persons providing investor relation services to participate in the growth and development of the Company through the grant of equity-based awards, and (ii) to allow the Company to reduce the proportion of executive compensation otherwise paid in cash and reallocate those funds to other corporate initiatives.

The following summary of certain terms of the Stock Option Plan is qualified, in its entirety, by the full text of the Stock Option Plan, which is available on SEDAR under the Company’s issuer profile, at [www.sedar.com](http://www.sedar.com).

- (a) Under the Stock Option Plan, stock options may be granted to directors, officers, consultants, and employees of the Company or its subsidiaries, provided that the number of Common Shares which will be available for

purchase pursuant to the Stock Option Plan does not exceed ten percent (10%) of the number of Common Shares that are outstanding from time to time.

- (b) The grant date and the expiry date of a stock option shall be the dates fixed by the Board or a committee of the Board to which the responsibility of approving the grant of stock options has been delegated, and set out in the option agreement entered into in respect of such stock options.
- (c) The period during which a particular stock option may be exercised (the “**Exercise Period**”) may not exceed ten (10) years from the date of the grant. Any stock option or part thereof not exercised within the Exercise Period fixed by the Board or a committee thereof, as applicable, shall terminate and become null, void and of no effect as of the expiry date.
- (d) The exercise price of the stock options is determined by the Board, and such such price may not be lower than the fair market value (the “**market price**”) of the Common Shares on the date of grant of the option, as determined in in good faith by the Board or a committee thereof, as applicable, provided that if the Common Shares are then listed on a stock exchange or posted for trading on any dealing network, subject to the terms of the Stock Option Plan (and in particular, in respect of the provisions thereof in respect of the Canadian Securities Exchange and the TSX Venture Exchange), the market price shall be the prior trading day closing price of the Common Shares on such stock exchange, or last trading price on the prior trading day on such dealing network.
- (e) The stock options granted under the Stock Option Plan may contain such provisions as the Board may determine with respect to adjustments to be made in the number and kind of shares covered by such stock options and in the exercise price in the event of any such change.
- (f) The stock options are non-assignable and not transferable, except under limited circumstances.

## **Compensation Discussion and Analysis**

### *Introduction*

The Compensation Discussion and Analysis section of this Information Circular sets out the objectives of the Company’s executive compensation arrangements, the Company’s executive compensation philosophy and the application of this philosophy to the Company’s executive compensation arrangements.

The Board has responsibility for approving the compensation program for the Company’s Named Executive Officers and directors. The primary objective of the Company’s director and executive compensation philosophy is to recruit, retain and motivate top quality individuals at the director and executive level. As such, the Company’s director and executive compensation program is designed (a) to assist the Company in reaching its potential by achieving long term goals and success and (b) to encourage and reward its directors and executive officers in connection with the ongoing development of the Company and its operations.

The Company believes that director and executive compensation should meet the following objectives: (i) align the interests of director and executive officers with the short and long term interests of shareholders; (ii) link director and executive compensation to the performance of the Company and the individual; and, (iii) compensate directors and executive officers at a level and in a manner that ensures the Company is capable of attracting, motivating, retaining, and inspiring individuals with exceptional skills. The Board believes that director and executive compensation should be fair and reasonable and be determined, in part, based on industry standard for similar positions in other comparable issuers.

No compensation was paid to any director or Named Executive Officer in the fiscal year ended November 30, 2020.

## Termination and Change of Control Benefits, Management Contracts, and Pensions

There are no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer or director at, following or in connection with respect to change of control of the Company, or severance, termination or constructive dismissal of or a change in a Named Executive Officer's or director's responsibilities. The Company has no pension or group benefits plans and does not offer its Named Executive Officers any perquisites or personal benefits

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as at the end of the Company's most recently completed fiscal year, ending November 30, 2020.

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options, Warrants and Rights.	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Common Shares Remaining Available for Issuance Under Equity Compensation Plans (Excluding Outstanding Securities Reflected in Column 1)
Equity compensation plans approved by securityholders	Nil	N/A	1,256,337 <sup>(1)</sup>
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total:</b>	<b>N/A</b>	<b>N/A</b>	<b>1,256,337</b>

### Notes:

1. The maximum number of stock options available for grant under the Stock Option Plan is, in the aggregate, 10% of the Company's issued and outstanding Common Shares from time to time.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors of the Company, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other Management are indebted to the Company as of the date hereof or were indebted to the Company at any time during the fiscal year ended November 30, 2020.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management is not aware of any material interest, direct or indirect, of any informed person of the Company, or any associate or affiliate of any such informed person, in any transaction since the commencement of the Company's fiscal year ended November 30, 2020 or in any proposed transaction, that has materially affected or would materially affect the Company.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### 1. Financial Statements

The audited financial statements of the Company for the year ended November 30, 2020 and the report of the auditor thereon will be received at the Meeting. No vote will be taken on the financial statements. The audited financial statements of the Company and the report of the auditor have been provided to each Shareholder entitled to receive a copy of the Notice of Meeting and this Information Circular and who requested a copy of the audited financial statements and the report of the auditor thereon. The financial statements are also available on SEDAR under the Company's issuer profile, at [www.sedar.com](http://www.sedar.com).

## 2. Reappointment of Auditor

The directors propose to nominate McGovern Hurley LLP for reappointment as the auditor of the Company, to hold office until the earlier of the close of the next annual meeting of Shareholders or their removal by the Company, at a remuneration to be fixed by the Audit Committee. Approval of the appointment of the auditor will require a majority of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting.

**Absent contrary instructions, Common Shares represented by proxies in favour of the Management nominees will be voted in favour of reappointing McGovern Hurley LLP as auditor of the Company until the earlier of the close of the next annual meeting of Shareholders or their removal by the Company, at a remuneration to be fixed by the Audit Committee.**

## 3. Election of Directors

At the Meeting, a board of four (4) directors will be proposed to be elected for a term that will expire upon the earlier of the next annual meeting of Shareholders or upon their successor being duly elected or appointed, unless his or her office is earlier vacated (the “**Proposed Board**”). Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

The following table sets forth certain information regarding the Proposed Board, their respective positions with the Company, principal occupations or employment during the last five years, the dates on which they became directors of the Company and the approximate number of Common Shares beneficially owned by them, directly or indirectly, or over which control or direction is exercised by them as of the Effective Date.

<b>Name of Nominee, Current Position with the Company, and Province/State and Country of Residence</b>	<b>Occupation, Business or Employment<sup>(1)</sup></b>	<b>Director Since</b>	<b>Number of Voting Securities<sup>(2)</sup></b>
Aaron Meckler <sup>(3)</sup> <i>Director, CEO, and CFO</i> Ontario, Canada	Mr. Meckler is the Co-Founder, Chief Financial Officer and Director for the Amuka Group of Companies. He is a seasoned corporate finance professional with experience in public markets and private equity, covering real estate, growth-stage ventures, and M&A transactions.	November 23, 2020	45,000,000 <sup>(4)</sup>
Daniel Talkins <i>Director</i> Ontario, Canada	Mr. Talkins is the Co-Founder, Chief Executive Officer and Director for the Future Balance CPAs Group of Companies. He is a seasoned public accountant and finance professional with specialized experience as a fractional controller and chief financial officer. He holds both Chartered Accountant (CA) and Chartered Professional Accountant (CPA) designations.	November 23, 2020	28,333,330 <sup>(5)</sup>
Joseph Meckler <sup>(3)</sup> <i>Director</i> Ontario, Canada	Mr. Meckler (Joseph) is a Sr. IT Consultant providing services to major healthcare organizations across North America. He has an extensive set of technical skills within information technology, data systems, web design, and security.	January 12, 2021	Nil

Name of Nominee, Current Position with the Company, and Province/State and Country of Residence	Occupation, Business or Employment <sup>(1)</sup>	Director Since	Number of Voting Securities <sup>(2)</sup>
Michael Meckler <sup>(3)</sup> <i>Director</i> Ontario, Canada	Mr. Meckler (Michael) is an actuarial analyst working within the risk management department at RBC Insurance. He is a risk management professional with a broad range of technical skills, including data science and complex financial modelling. Mr. Meckler's diverse skill set has been acquired through years of working at large financial services institutions, such as RBC Insurance and Foresters Financial.	November 23, 2020	Nil

**Notes:**

1. Information furnished by the respective director nominees.
2. Voting securities of the Company beneficially owned, or controlled or directed, directly or indirectly as of the Effective Date. Information regarding voting securities held does not include voting securities issuable upon the exercise of options, warrants or other convertible securities of the Company. Information in the table above is derived from the Company's review of insider reports filed with System for Electronic Disclosure by Insiders (SEDI) and from information furnished by the respective director nominees.
3. Member of the Audit Committee.
4. Represents Common Shares beneficially owned by Mr. Meckler and held of record by 9801871 Canada Inc., a non-arm's length entity to, and controlled by, Mr. Meckler.
5. Represents Common Shares beneficially owned by Mr. Talkins and held of record by 2694057 Ontario Ltd., a non-arm's length entity to, and controlled by, Mr. Talkins.

***Corporate Cease Trade Orders or Bankruptcies***

No member of the Proposed Board is, or has been, within the past 10 years before the date hereof, a director or executive officer of any issuer that, while that person was acting in that capacity: (i) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation for a period of more than 30 consecutive days; or (ii) was subject to an event that resulted, after the person ceased to be a director or executive officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation for a period of more than 30 consecutive days.

No member of the Proposed Board is, or has been, within the past 10 years before the date hereof, a director or executive officer of any issuer that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

***Personal Bankruptcies***

No member of the Proposed Board has, within the 10 years before the date hereof, 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 such person's assets.

***Penalties or Sanctions***

No member of the Proposed Board has: (i) been subject to 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, other than penalties for late filing of insider reports; or (ii) been subject to any other



penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

**It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR the election of each of the members of the Proposed Board specified above as directors of the Company, to serve for a term that will expire upon the earlier of the next annual meeting of Shareholders or upon their successor being duly elected or appointed. If, prior to the Meeting, any vacancies occur in the proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by Management and FOR each of the remaining proposed nominees.**

#### **4. Alteration of Notice of Articles**

The Company's current authorized capital is 100,000,000 common shares without par value. The *Business Corporations Act* (British Columbia) does not require a company's Notice of Articles to contain a numerical limit on the authorized capital with respect to each class of shares. Accordingly, Management wishes to alter the Notice of Articles of the Company to alter the authorized capital of the Company to an unlimited number of common shares without par value. Management believes that having unlimited authorized capital provides the Company with greater flexibility for future corporate activities. The special rights and restrictions attached to the Company's shares will not change as a result of the alteration of the authorized capital of the Company.

Accordingly, Shareholders will be asked to approve the following special resolution (the "**Alteration Resolution**") in order to alter the Notice of Articles of the Company:

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

- (a) The maximum number of common shares ("**Common Shares**") that Stralak Resources Inc. (the "**Company**") is authorized to issue be eliminated by providing that the Company is authorized to issue an unlimited number of Common Shares without par value.
- (b) The Notice of Articles of the Company be altered to reflect the altered authorized share structure of the Company.
- (c) The Notice of Articles as altered shall, at the time of filing, comply with the *Business Corporations Act* (British Columbia), and shall take effect upon compliance with the requirements of Section 259 of the *Business Corporations Act* (British Columbia).
- (d) Any one officer or director of the Company be, and is hereby, authorized and directed for, in the name of and on behalf of the Company to execute and file with the Registrar of Companies a Notice of Alteration of the Notice of Articles and to execute and file all such other documents and take such further actions as may be necessary to give effect the foregoing.
- (e) The board of directors of the Company is hereby authorized, at any time in its absolute discretion, to determine whether or not to proceed with the above resolutions (including, for greater certainty, to delay or abandon the filing the revisions to the Notice of Articles), without further approval, ratification or confirmation by the shareholders of the Company."

The amendments to the Notice of Articles will take effect immediately on the date and at the time the Notice of Alteration of the Notice of Articles is filed with the Registrar of Companies. In order to be effective, the Alteration Resolution must be approved by not less than 66<sup>2/3</sup>% of the votes cast by the Shareholders present or represented by proxy at the Meeting.

**The directors of the Company believe the passing of the foregoing special resolution is in the best interests of the Company and recommend that Shareholders vote in favour of the Alteration Resolution. Absent contrary**

**instructions, Common Shares represented by proxies in favour of the Management nominees will be voted in favour of the Alteration Resolution.**

#### **INDICATION OF OFFICER AND DIRECTORS**

All of the directors and executive officers of the Company, to the extent they hold Common Shares, have indicated that they intend to vote their Common Shares in favour of each of the above resolutions. In addition, unless authority to do so is indicated otherwise, the persons named in the enclosed form of proxy intend to vote the Common Shares represented by such proxies in favour of each of the above resolutions.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR under the Company's issuer profile, at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at 1049 Chilco Street, Suite 405, Vancouver, British Columbia, V6G 2R7, Attention: Chief Executive Officer, to request copies without charge of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for the fiscal year ended November 30, 2020, which is filed on SEDAR.

#### **OTHER MATTERS**

Management is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

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

*[Remainder of page intentionally left blank.]*

**DATED** at Vancouver, British Columbia, March 19, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ "Aaron Meckler"*

**Aaron Meckler**  
**Chief Executive Officer, Chief Financial Officer, and Director**

**SCHEDULE "A"**  
**AUDIT COMMITTEE CHARTER**

See attached.

# **STRALAK RESOURCES INC.**

(the “Corporation”)

## **CHARTER OF THE AUDIT COMMITTEE**

### **PURPOSE OF THE COMMITTEE**

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of the Corporation is to provide an open avenue of communication between management, the Corporation’s external auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Corporation’s financial reporting and disclosure practices;
- the Corporation’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Corporation’s external auditor.

The Committee shall also perform any other activities consistent with this Charter, the Corporation’s articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Corporation or of an affiliate of the Corporation. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Corporation’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with international financial reporting standards (“IFRS”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The external auditor’s responsibility is to audit the Corporation’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Corporation in accordance with IFRS.

The Committee is responsible for recommending to the Board the external auditor to be nominated for the purpose of auditing the Corporation’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation, and for reviewing and recommending the compensation of the external auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the external auditor. The external auditor shall report directly to the Committee.

### **AUTHORITY AND RESPONSIBILITIES**

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Corporation’s Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the external auditor the adequacy and effectiveness of the Corporation's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the external auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Corporation's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Corporation, including consideration of the external auditor's judgment about the quality and appropriateness of the Corporation's accounting policies. This review may include discussions with the external auditor without the presence of management.
8. Review with management and the external auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Corporation by the external auditor.
10. Monitor the independence of the external auditor by reviewing all relationships between the external auditor and the Corporation and all non-audit work performed for the Corporation by the external auditor.
11. Establish and review the Corporation's procedures for the:
  - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
  - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Corporation.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting issuer pursuant to National Instrument 52-110, the *Business Corporations Act* (British Columbia) and the articles of the Corporation.