

## MAINSTREAM MINERALS CORPORATION

217 Queen Street West, Suite 401  
Toronto, Ontario M5V 0R2

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the shareholders of **Mainstream Minerals Corporation** (the “**Company**”) will be held on **Tuesday, November 16, 2021**, at the hour of 10:00 a.m. (Eastern time), at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended November 30, 2020 and the report of the auditors thereon;
2. to elect the directors of the Company;
3. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
4. to elect the directors of the Company conditional upon and effective following the completion of the proposed share purchase transaction between the Company and Radio Fuels Resources Corp. (“**Radio Fuels**”) and the shareholders of Radio Fuels;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the articles of incorporation of the Company to:
  - (a) change the name of the Company to “Radio Fuels Energy Corp.” or such other name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Canada Business Corporations Act*;
  - (b) decrease the authorized capital of the Company by cancelling all of the authorized and unissued Class A retractable shares and Class B retractable shares from the authorized capital of the Company;
  - (c) increase the authorized capital of the Company by the creation of an unlimited number of special shares, issuable in series; and
  - (d) declare that, after giving effect to the foregoing, the authorized capital of the Company shall consist of an unlimited number of common shares, without par value, and an unlimited number of special shares, without par value, issuable in series.
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 5 above is attached to this notice of Meeting as Exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company’s transfer agent and registrar, Capital Transfer Agency ULC, at 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2 not later than 10:00 a.m. (Eastern time) on Friday, November 12, 2021, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Tuesday, October 12, 2021, as the record date for the Meeting, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

### **COVID-19 GUIDANCE**

**In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the management information circular dated October 18, 2021.**

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at [www.sedar.com](http://www.sedar.com).

**DATED** this 18<sup>th</sup> day of October, 2021.

### **BY ORDER OF THE BOARD**

*"Daniel Nauth" (signed)*

President, Chief Executive Officer, Corporate Secretary  
and Director

**EXHIBIT A**  
**SPECIAL RESOLUTION OF THE SHAREHOLDERS**  
**OF**  
**MAINSTREAM MINERALS CORPORATION (THE “COMPANY”)**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

**“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the articles of incorporation of the Company be amended as follows:
  - (a) to change the name of the Company to “Radio Fuels Energy Corp.” or such other name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Canada Business Corporations Act*;
  - (b) to decrease the authorized capital of the Company by cancelling all of the authorized and unissued Class A retractable shares and Class B retractable shares from the authorized capital of the Company;
  - (c) to increase the authorized capital of the Company by the creation of an unlimited number of special shares, issuable in series; and
  - (d) to declare that, after giving effect to the foregoing, the authorized capital of the Company shall consist of an unlimited number of common shares, without par value, and an unlimited number of special shares, without par value, issuable in series, having the attributes attached hereto as Appendix A.
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby, authorized and directed to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the articles of amendment and to determine not to proceed with the amendment of the articles of the Company without further approval of the shareholders of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of articles of amendment in the prescribed form to the Director appointed under the *Canada Business Corporations Act*, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

## **APPENDIX A**

### **ATTRIBUTES OF AUTHORIZED CAPITAL OF MAINSTREAM MINERALS CORPORATION**

The Company is authorized to issue:

1. an unlimited number of common shares; and
2. an unlimited number of special shares, issuable in series.

#### **Common Shares**

- (1) Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Company, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each common share held by such holder.
- (2) The holders of common shares shall be entitled to receive dividends if and when declared by the board of directors.
- (3) In the event of any liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled, subject to the rights of holders of shares of any class ranking prior to the common shares, to receive the remaining property or assets of the Company.

#### **Special Shares**

- (1) The special shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the endorsement thereon of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of special shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.
- (2) The special shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, rank on a parity with the special shares of every other series and be entitled to preference over the common shares and over any other shares of the Company ranking junior to the special shares. The special shares of any series may also be given such other preferences, not inconsistent with these articles, over the special shares and any other shares of the Company ranking junior to the special shares as may be fixed as provided herein.
- (3) If any cumulative dividends or amounts payable on the return of capital in respect of a series of special shares are not paid in full, all series of special shares shall participate rateably in respect of such dividends and return of capital.
- (4) The special shares of any series may be made convertible into special shares of any other series or common shares at such rate and upon such basis as the directors in their discretion may determine.
- (5) Unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of special shares shall be entitled to one vote at a meeting of shareholders.

### **Voting Restrictions**

The holders of shares of a class or of a series of the Company are not entitled to vote separately as a class or series, as the case may be, upon, and shall not be entitled to dissent in respect of, any proposal to amend the articles to:

- (1) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;
- (2) effect an exchange, reclassification or cancellation of the shares of such class or series; or
- (3) create a new class or series of shares equal or superior to the shares of such class or series.