

## AURWEST RESOURCES CORPORATION

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that the Annual and Special Meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of **AURWEST RESOURCES CORPORATION** (“**Aurwest**” or the “**Corporation**”) will be held on Monday, August 29, 2022, at 10:00 a.m. (Calgary time) in person and by teleconference call (details below). Shareholders are encouraged to attend the Meeting in person or complete and return a form of proxy as the **teleconference call will only allow Shareholders to listen to the Meeting (see dial-in instructions below)** for the following purposes:

- (a) to receive the audited financial statements of Aurwest as at and for the year ended December 31, 2021;
- (b) to fix the number of directors of the Corporation for the ensuing year at three (3);
- (c) to elect Colin Christensen, Cameron Macdonald and Brian Prokop as directors of the Corporation;
- (d) to appoint Charlton and Company, Chartered Professional Accountants as the auditors of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors;
- (e) to consider and, if thought fit, pass, with or without variation, a special resolution approving an arrangement (the “**Plan of Arrangement**”) under Division 8 of Part 2 of the *Business Corporations Act* (British Columbia) (the “**Act**”) which involves, among other things and subject to certain conditions, the distribution to the Aurwest Shareholders shares of; (i) a company to be formed under the *Business Corporations Act* (British Columbia) (“**BCBCA**”) a company to be formed under the BCBCA (“**Stellar Stars SpinCo**”), (ii) a company to be formed under the BCBCA (“**SpinCo1**”), (iii) a company to be formed under the BCBCA (“**SpinCo2**”), (iv) a company to be formed under the BCBCA (“**SpinCo3**”), (v) a company to be formed under the BCBCA (“**SpinCo4**”), and a company to be formed under the BCBCA (“**SpinCo5**”), companies which will be wholly-owned subsidiaries of the Corporation, the full text of which is set forth in the accompanying Management Information Circular and Proxy Statement (the “**Management Proxy Circular**”);
- (f) to consider and, if thought fit, pass, with or without variation, an ordinary resolution approving the stock option plans for Stellar Stars SpinCo and each of the SpinCos (as defined herein); and
- (g) to transact such further business as may properly come before the Meeting or any adjournment thereof. Information relating to matters to be acted upon by the Shareholders at the Meeting is set forth in the accompanying Management Proxy Circular.

**AND TAKE NOTICE** that Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their Shares subject to strict compliance with the provisions of the interim order (as set forth herein), the Plan of Arrangement and sections 237 to 247 of the Act. The dissent rights are described in Schedule “F” of the Management Proxy Circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the Act may result in the loss of any right of dissent.

As at the date of this Notice, the Corporation intends to hold the Meeting in person and also to allow Shareholders to listen to the Meeting via teleconference call. To participate or submit questions during the Meeting, Shareholders must attend in person. The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak.

#### Dial in Details

**Toll-free dial-in number in Canada and the USA: 1-855-453-6957**

**Local dial-in number in Calgary: 403-410-3051**

**International dial-in numbers: [www.conf solutions.ca](http://www.conf solutions.ca)**

**Conference ID: 5774064**

Shareholders may attend the Meeting or may be represented at the Meeting by proxy. **Shareholders are requested to complete, sign and date the form of proxy or follow online voting instructions set out herein.** An Instrument of Proxy will not be valid unless it is deposited at the Corporation's registrar and transfer agent, at Olympia Trust Company, by mail to PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Department, in the enclosed self-addressed envelope, by facsimile at (403) 668-8307, by email to [proxy@olympiustrust.com](mailto:proxy@olympiustrust.com), or on the internet at

<https://css.olympiatrust.com/pxlogin> (with the 12-digit control number you have been provided), not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxy holder need not be a Shareholder of the Corporation.

Only Shareholders of record as at the close of business on July 25, 2022 (the “**Record Date**”) are entitled to receive notice of the Meeting.

**SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.**

DATED: July 28, 2022.

By Order of the Board of Directors

(signed) “*Colin Christensen*”

President, Chief Executive Officer and  
Director