## NOTICE OF MEETING

and

## MANAGEMENT INFORMATION CIRCULAR

in respect of the

## SPECIAL MEETING OF SHAREHOLDERS

to be held on February 23, 2023

## **ARCTIC FOX MINERALS CORP.**

Dated as of January 19, 2023

## ARCTIC FOX MINERALS CORP.

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF THE CORPORATION TO BE HELD ON FEBRUARY 23, 2023

### TO THE SHAREHOLDERS OF ARCTIC FOX MINERALS CORP.

NOTICE IS HEREBY GIVEN THAT the special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of ARCTIC FOX MINERALS CORP. (the "**Corporation**" or the "**Company**") will be held on February 23, 2023 at 10:00 AM (Toronto time) virtually via Microsoft Teams online at: <u>"Microsoft Teams Meeting Link"</u> for the following purposes:

- (a) to consider and, if thought advisable, pass a special resolution of Shareholders approving the Corporation's consolidation of its common shares;
- (b) to consider and, if thought advisable, pass a special resolution of Shareholders approving the Corporation's name change; and
- (c) to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice is a form of proxy. Any adjournment(s) of the Meeting will be held at a time and place to be specified at the Meeting. Only Shareholders of record at the close of business on January 19, 2023 are entitled to receive notice of and vote at the Meeting and any adjournment(s) or postponement(s) thereof.

Registered Shareholders and duly appointed proxyholders will be able to attend the Meeting, ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the Circular. Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Circular and on their form of proxy or voting instruction form.

A proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to the Corporation no later than 10:00 am (Toronto time) on February 21, 2023 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted) prior to the time of holding the Meeting) in accordance with the delivery instructions set out in the form of proxy. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion, without notice.

DATED this 19<sup>th</sup> day of January 2023.

## BY ORDER OF THE BOARD OF DIRECTORS

## <u>(signed) "Milos Masnikosa"</u> MILOS MASNIKOSA, INTERIM CHIEF EXECUTIVE OFFICER

#### ARCTIC FOX MINERALS CORP. (the "Corporation", the "Company" or "Arctic Fox") 409-22 Leader Ln, Toronto Ontario M5E 0B2

#### **INFORMATION CIRCULAR**

## SOLICITATION OF PROXIES

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF THE CORPORATION FOR USE AT THE SPECIAL MEETING OF SHAREHOLDERS OF THE CORPORATION (AND ANY ADJOURNMENT THEREOF) (THE "MEETING") TO BE HELD VIRTUALLY ON THURSDAY, FEBRUARY 23, 2023 AT 10:00 AM (TORONTO TIME). While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

#### Virtual Meeting Access link:

"Microsoft Teams Meeting Link"

Meeting ID: 296 692 695 655 Passcode: ZFRnVb

# THE CONTENTS AND THE SENDING OF THIS INFORMATION CIRCULAR HAVE BEEN APPROVED BY THE DIRECTORS OF THE CORPORATION.

## APPOINTMENT OF PROXYHOLDERS

The individuals named in the accompanying form of proxy are directors of the Corporation who have been selected by the directors of the Corporation and have indicated their willingness to represent as proxies the Shareholders who appoint them.

A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY.

A proxy will not be valid unless the completed form of proxy is received by Endeavor Trust Company of 702 – 777 Hornby Street, Vancouver BC V6Z 1S2 (the "**Transfer Agent**") by 10:00 am (Toronto time) on February 21, 2023, or in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting.

#### **REVOCATION OF PROXIES**

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the office of the Company, at, 409-22 Leader Lane, Toronto, Ontario M5E 0B2 at any time up to and including the last business day preceding the day of the Meeting or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the

Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

#### **INFORMATION FOR BENEFICIAL SHAREHOLDERS**

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the common shares of the Company (the "Common Shares") they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in their own name (referred to herein as "Beneficial Shareholders") should note that only registered shareholders may vote 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 such shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name 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 for CDS Clearing and Depositary Services Inc., which company acts as nominee for many Canadian brokerage 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. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the brokers' clients. Therefore, each Beneficial Shareholder should ensure that voting instructions 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. Often the Proxy supplied to a Beneficial Shareholder by its broker is identical to the Proxy provided by the Company to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the 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 Common 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 form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted.

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provision of National Instrument 54-101 – Communication with Beneficial Owners of Securities of Reporting Issuers ("*NI 54-101*") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to *NI 54-101*, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares

have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Company has distributed copies of the Notice of Meeting, Circular and Voting Instruction Form ("**VIF**") to intermediaries for distribution to NOBOs. Unless you have waived your right to receive the Notice of Meeting, Circular and VIF, intermediaries are required to deliver them to you as a NOBO of the Company and to seek your instructions on how to vote your common shares.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and accordingly, if the OBO's intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Although Beneficial Shareholders 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 their own names in the blank space on the VIF provided to them and return the same to their broker (or the broker's agent) or Broadridge in accordance with the instructions provided by such broker or Broadridge.

All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

## **VOTING OF PROXIES**

Common Shares represented by properly executed proxies in favour of persons designated in the enclosed form of proxy WILL BE VOTED FOR ALL MATTERS TO BE VOTED ON AT THE MEETING AS SET OUT IN THIS INFORMATION CIRCULAR OR WITHHELD FROM VOTING IF SO INDICATED ON THE FORM OF PROXY.

The shares represented by proxies will, on any poll where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made.

# SUCH SHARES WILL ON A POLL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter that may be presented to the Meeting.

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As of the record date, determined by the board of directors of the Company (the "**Board**") to be the close of business on January 19, 2023 (the "**Record Date**"), a total of 75,086,340 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares of the Company, other than as set forth below:

Name of Shareholder		Percentage of Shares <sup>(1)</sup>	Outstanding
CDS & CO <sup>(2)</sup>	60,784,340	80.953%	

Notes:

Based on 75,086,340 Shares issued and outstanding as of the date of this Circular.

<sup>(2)</sup> CDS & CO is a share depository, the beneficial ownership of which is unknown to the Company.

## **INTEREST OF INFORMED PERSONAS IN MATERIAL TRANSACTIONS**

Other than transactions carried out in the normal course of business of the Company or any of its affiliates, none of the directors or executive officers of the Company, any shareholder beneficially owning shares carrying more than 10% of the voting rights attached to the shares of the Company nor an associate or affiliate of any of the foregoing persons has since the commencement of the Company's most recently completed financial year had any material interest, direct or indirect, in any transaction which materially affected the Company or any of its subsidiaries or in any proposed transaction which has or would materially affect the Company or any of its subsidiaries.

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

No director or executive officer of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon, except that if the Consolidation is approved and completed, the Common Shares held by such persons will be subject to the Consolidation. Such persons will not receive any extra or special benefit or advantage not shared on a proportionate basis by all shareholders of the Company.

## PARTICULAR MATTERS TO BE ACTED UPON

## APPROVAL OF SHARE CONSOLIDATION

The Board has determined that it would be in the best interests of the Company and its shareholders to effect a consolidation (the "**Consolidation**") of all of the issued and outstanding Common Shares on the basis one (1) new Common Share (a "**Post-Consolidation Share**") for every ten (10) existing Common Shares (the "**Pre-Consolidation Shares**"). As at the Record Date, the authorized share capital of the Company consists of an unlimited number of Common Shares of which 75,086,340 are outstanding. If the Consolidation is approved and implemented, the number of issued and outstanding Common Shares will decrease to approximately 7,508,634.

The shareholders will be requested at the Meeting or any adjournment thereof, to consider and, if thought fit, pass, with or without amendment, a special resolution approving the Consolidation. In addition, notwithstanding the approval of the proposed Consolidation, by shareholders, the Board, in its sole discretion, may revoke the special resolution, and abandon the Consolidation without further approval or action by, or prior notice to, the shareholders. Subject to the exercise of such discretion by the Board, the Consolidation will occur on such a date and time as any director or officer of the Company may determine.

## BACKGROUND AND REASONS FOR THE SHARE CONSOLIDATION

The Board is seeking authority to implement the Consolidation for the following reasons.

*Potential for Increased and More Attractive Share Price* - The Company believes that it is desirable for its Common Shares to trade at a higher price per share. An increase in trading price of the Common Shares that may result from a share consolidation could heighten the interest of the financial community in the Company and potentially broaden the pool of investors that may consider investing or may be able to invest in the Company, potentially increasing the trading volume and liquidity of the Common Shares. The Consolidation could also help to attract institutional investors, investment funds and others who have internal policies that prohibit them from purchasing stocks below a certain minimum price and, in respect of institutional investors, tend to discourage individual brokers from recommending such stocks to their customers.

*Improved Trading Liquidity* - The increased interest from institutional investors, investment funds and others could ultimately improve the trading liquidity of the Common Shares.

## CERTAIN RISK FACTORS ASSOCIATED WITH THE CONSOLIDATION

*No Guarantee of an Increased Share Price* - Reducing the number of Common Shares through the Consolidation is intended, absent other factors, to increase the per share market price of the Common Shares; however, the market price of the Common Shares will also be based on the Company's financial and operational results, its available capital and liquidity resources, the state of the market for the shares at the time, general economic, geopolitical, market and industry conditions, the market perception of the Company's business and other factors and contingencies, which are unrelated to the number of shares outstanding. As a result, there can be no assurance that the market price of the Common Shares will in fact increase following the Consolidation or will not decrease in the future.

*No Guarantee of Improved Trading Liquidity* - While the Board believes that a higher share price could help to attract institutional investors, investments funds and others who have internal policies that prohibit them from purchasing stocks below a certain minimum price and, in respect of institutional investors, tend to discourage individual brokers from recommending such stocks to their customers, the Consolidation may not result in a per share market price that will attract institutional investors, investment funds or others and such share price may not satisfy the investing guidelines of institutional investors, investment funds or others. As a result, the trading liquidity of the shares may not improve.

The Consolidation will not materially affect any of the Company's shareholder's percentage ownership in the Company, even though such ownership will be represented by a smaller number of shares. No fractional Post-Consolidation Shares will be issued as a result of the Consolidation. Any fractional Post-Consolidation Shares of the Company that result upon the effectiveness of the Consolidation shall be converted into whole Post-Consolidation Shares such that each fractional common share remaining after the Consolidation that is less than 1/2 of a Post-Consolidation Share be cancelled and each fractional common share that is at least 1/2 of a Post-Consolidation Share shall be changed to one whole Post-Consolidation Share.

#### SHARE CERTIFICATES

If the Consolidation is approved by shareholders, and is implemented, registered shareholders will be required to exchange their existing share certificates for new share certificates representing Post-Consolidation Shares. Provided the Board decides to implement the Consolidation, then following the announcement by the Company of the effective date of the Consolidation, registered shareholders will be sent a letter of transmittal from the Transfer Agent as soon as practicable after the effective date of the Consolidation. The letter of transmittal will contain instructions on how to surrender certificate(s) representing pre-consolidation common shares to the Transfer Agent. The Transfer Agent will forward to each registered shareholder who has sent the required documents a new share certificate representing the number of Post-Consolidation Shares to which the shareholder is entitled. Until surrendered, each share certificate representing pre-consolidation common share will be deemed for all purposes to represent the number of whole Post-Consolidation Shares to which the shareholder is entitled as a result of the Consolidation.

Beneficial Shareholders holding their common shares through a bank, broker or other intermediary should note that such banks, brokers or other intermediaries may have different procedures for processing the Consolidation than those that will be put in place by the Company for registered shareholders. If you hold your common shares with a bank, broker or other intermediary and if you have any questions in this regard, you are encouraged to contact your intermediary. SHAREHOLDERS SHOULD NOT DESTROY ANY SHARE CERTIFICATES(S) AND SHOULD NOT SUBMIT ANY SHARE CERTIFICATES(S) UNTIL REQUESTED TO DO SO.

## ADJUSTMENT TO RESERVED SHARES

Upon the Consolidation becoming effective, the number of shares reserved for issuance by the Company, including those shares reserved for stock options and warrants will be adjusted to give effect to the Consolidation, such that the number of Post-Consolidation Shares issuable will equal the number obtained when the number of Post-Consolidation Shares issuable is divided by the conversion number and the exercise prices of outstanding stock options and warrants to purchase Post-Consolidation Shares will equal the price obtained by multiplying the existing exercise price by the conversion number.

## RESOLUTION

In order to pass the Consolidation resolution, not less than two thirds or 66 2/3% of the votes cast by the Shareholders of the Corporation, whether in person or by proxy, must be voted in favour of it. If the Consolidation does not receive the requisite Shareholder approval, the Corporation will continue with its present share capital. The Corporation requests Shareholders to consider and, if thought advisable, to approve a special resolution substantially in the form set out below:

## **"BE IT RESOLVED THAT:**

- 1. The authorized share structure of the Company be altered by consolidating all of the issued and fully paid Pre-Consolidation Shares on the basis of every ten (10) Pre-Consolidation Shares being consolidated into one (1) Post-Consolidation Share, on such date and time as any director of officer of the Company may determine.
- 2. Any fractional Post-Consolidation Shares of the Company upon effectiveness of the Consolidation shall be converted into whole Post-Consolidation Shares such that each fractional common share remaining after the Consolidation that is less than 1/2 of a Post-Consolidation Share be cancelled

and each fractional common share that is at least 1/2 of a Post-Consolidation Share shall be changed to one whole Post-Consolidation Share.

- 3. 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 foregoing without further approval, ratification or confirmation by the shareholders of the Company.
- 4. the effective date of such Consolidation shall be the date shown in the certificate of amendment issued by the director appointed under the Business Corporations Act (*Ontario*) or such other date indicated in the articles of amendment.
- 5. Any one director and any one officer of the Company be and is hereby authorized and directed to execute and deliver and file all such notices, documents and instruments, and to do such further acts, as he or she in his or her discretion may deem necessary to effect the Consolidation.
- 6. Any one director and any one officer, signing alone, is authorized to execute and deliver all such documents and instruments and to do such further acts, as may be necessary to give fill effect to these resolutions, or as may be required to carry out the full intent and meaning thereof."

## RECOMMENDATION

The Board unanimously recommends that the shareholders vote in favour of the Consolidation. If named as proxy, the management designees of the Company intend to vote the Common Shares represented by such proxy at the Meeting for the approval of the Consolidation, unless otherwise directed in the accompanying form of proxy.

In order to be effected, the Consolidation must be approved by two-thirds or 66 2/3% of the votes cast by the shareholders present in person or represented by proxy at the Meeting.

## APPROVAL OF NAME CHANGE

At the Meeting, Shareholders will be asked to consider, and if deemed advisable, to approve the name change ("**Name Change Resolution**"). In order to become effective, the Name Change Resolution must be approved by at least two thirds or 66 2/3% of the votes cast by Shareholders present virtually or represented by proxy at the Meeting and voting thereon. If Shareholders approval of the Name Change Resolution is obtained, the Company intends to file articles of amendment, in prescribed form pursuant to the Business Corporations Act (Ontario), to effect the legal name change at a date in the future, to be determined by the Board, when it considers it to be in the best interests of the Company to implement the name change.

## RESOLUTION

The following is the text of the Name Change Resolution which will be put forward to Shareholders for approval at the Meeting:

Shareholders will be asked to pass the following special resolution:

## **"BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE SHAREHOLDERS THAT:**

1. Arctic Fox Minerals Corp. (the "**Company**") is hereby authorized to amend its articles to change its name from "ARCTIC FOX MINERALS CORP." to such a name that the board of directors of the Company

determines appropriate (the "**Name Change**"), or such other name as may be accepted by the relevant regulatory authorities and approved by the board of directors of the Company.

2. any director or officer of the Company be and is hereby authorized, for and on behalf of and in the name of the Company, to execute and sign any documents and perform all acts and things necessary or useful, to give effect to the Name Change, including, without limitation, the execution and filing of Articles of Amendment in the prescribed form with the Ontario Ministry of Government and Consumer Services.

3. notwithstanding approval of the Company's shareholders as herein provided, the Board may, in its sole discretion, revoke this special resolution before it is acted upon without further approval of the Company's shareholders.

4. any director or officer of the Company be and is hereby authorized, to execute and deliver all such other deeds, documents and other writings and perform such other acts as may be necessary or desirable to give effect to this special resolution."

## RECCOMENDATION

The Board unanimously recommends that the shareholders vote in favour of the Name Change. If named as proxy, the management designees of the Company intend to vote the Common Shares represented by such proxy at the Meeting for the approval of the Name Change, unless otherwise directed in the accompanying form of proxy.

In order to be effected, the Name Change must be approved by two-thirds or  $66 \ 2/3\%$  of the votes cast by the shareholders present in person or represented by proxy at the Meeting.

## **OTHER MATTERS**

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 409-22 Leader Lane, Toronto Ontario M5E 0B2. Financial information is provided in the Company's comparative annual financial statements and MD&A for its most recently completed financial year.