

SHAMARAN
petroleum corp

**ANNUAL GENERAL
and
SPECIAL MEETING OF SHAREHOLDERS
to be held on June 25, 2024**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
and
MANAGEMENT INFORMATION CIRCULAR**

May 17, 2024

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares in the capital of ShaMaran Petroleum Corp. (the “**Corporation**”) will be held at **Suite 2800, 1055 Dunsmuir Street, Vancouver, B.C., V7X 1L2 Canada, on Tuesday, June 25, 2024, at 8:00 a.m. PDT**, for the following purposes:

1. To receive the consolidated audited financial statements and accompanying management discussion and analysis of the Corporation for the year ended December 31, 2023, together with the report of the auditors;
2. To approve the appointment of PricewaterhouseCoopers LLP, as auditors of the Corporation, to hold office until the next Annual General Meeting, at a remuneration to be fixed by the directors of the Corporation;
3. To set the number of directors at five (5);
4. To elect directors to hold office for the ensuing year;
5. To approve the Corporation’s incentive stock option plan as described in the Corporation’s Management Information Circular; and
6. To transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) of the Meeting.

Accompanying this Notice of Meeting is a Management Information Circular of the Corporation dated May 17, 2024 (the “**Information Circular**”). Reference is made to the Information Circular for details of the matters to be considered at the Meeting.

The Corporation is not aware of any items of business to be brought before the Meeting other than those described in the Information Circular and there will be no management presentation on the business and operations of the Corporation at the Meeting.

The directors of the Corporation have fixed May 8, 2024, as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

As described in the “notice and access” notification mailed to Shareholders of the Corporation, the Corporation has opted to deliver its Meeting materials to Shareholders by posting them on its website at www.shamaranpetroleum.com and under the Corporation’s issuer profile on SEDAR+ at www.sedarplus.ca on May 17, 2024. The use of this alternative means of delivery is more environmentally friendly and more economical as it reduces the Corporation’s paper and printing use and thus reduces the Corporation’s printing and mailing costs. The Meeting materials will be available on the Corporation’s website for one full year.

Shareholders who wish to receive paper copies of the Meeting materials prior to the meeting may request copies from the Corporation by calling +1-855-887-2243 no later than June 11, 2024.

If you are a registered Shareholder and not able to attend the Meeting, please vote by using the proxy form or voting instruction form included with the “notice and access” notification and return it according to the instructions provided before 8:00 a.m. PDT on Friday, June 21, 2024.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through an intermediary, such as an investment dealer, brokerage firm, bank, trust company, trustee, custodian, administrator or other nominee, or a clearing agency in which the intermediary participates (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact the Corporation's transfer agent, Computershare Investor Services Inc., by telephone (toll free in North America) at 1-800-564-6253, by fax at 1-866-249-7775 or by e-mail at service@computershare.com.

DATED at Vésenaz, Switzerland, the 17th day of May, 2024.

ON BEHALF OF THE BOARD

(signed) "Alex Lengyel"

Alex Lengyel
Chief Commercial Officer and Corporate Secretary

SHAMARAN

petroleum corp

MANAGEMENT INFORMATION CIRCULAR

(Containing information as at May 17, 2024, unless indicated otherwise)

PERSONS MAKING THE SOLICITATION

This Management Information Circular (the “Information Circular”) is furnished in connection with the solicitation of proxies being made by the management (“Management”) of ShaMaran Petroleum Corp. (the “Corporation”) for use at the Annual General and Special Meeting (the “Meeting”) of holders (collectively the “Shareholders” and each a “Shareholder”) of common shares in the capital of the Corporation (the “Common Shares”) to be held on Tuesday, June 25, 2024 at 8:00 a.m. PDT at Suite 2800, 1055 Dunsmuir Street, Vancouver, B.C., V7X 1L2 Canada and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation at nominal cost. All costs of this solicitation will be borne by the Corporation.

The contents and the sending of this Information Circular have been approved by the directors of the Corporation.

Unless otherwise stated herein, all currency amounts indicated as “\$” in this Information Circular are expressed in United States dollars, the Corporation’s reporting currency.

HOW TO VOTE

The Corporation is not aware of any items of business to be brought before the Meeting other than those described in the Information Circular and there will be no management presentation on the business and operations of the Corporation at the Meeting.

APPOINTMENT OF PROXYHOLDER AND VOTING BY PROXY

The individuals named in the accompanying form of proxy (the “Proxy”) is an officer or designee of the Corporation (the “Management Proxyholders”). A Shareholder may appoint a person other than the Management Proxyholders to attend and act for and on behalf of the Shareholder at the Meeting, by striking out the names of the Management Proxyholders in the accompanying Proxy form, inserting the desired appointee's name in the blank space provided and executing and delivering that form, or by executing and delivering another acceptable form of proxy. In either case, the completed form of proxy must be received by Computershare Investor Services Inc. prior to the Meeting or any adjournment or postponement thereof. A proxyholder need not be a Shareholder.

You can choose to vote your Common Shares by proxy, whether by mail, by telephone or through the Internet. If you vote your Common Shares by proxy by mail, completed forms of proxies **must be received by the Corporation’s transfer agent, Computershare Investor Services Inc. (“Computershare”), at Proxy Department, at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 Canada.** Telephone and Internet voting can also be completed 24 hours a day, 7 days a week which is noted on your proxy form. If you vote by telephone, you cannot appoint anyone other than the appointees named on the proxy form as your proxyholder. For internet voting, go to www.investorvote.com and follow the instructions on the screen. For either telephone or internet voting, you will need your 15 digit control number which is noted on your proxy form. **Duly completed forms of proxy or a vote using the telephone or over the Internet must be completed no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment or postponement thereof.**

If you are a Beneficial Shareholder (as defined below) and receive these materials through your broker or through another intermediary please complete and return the form of proxy in accordance with the instructions provided by your broker or other intermediary.

ADVICE TO NON-REGISTERED HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to Shareholders that do not hold their Common Shares in their own name. Shareholders who hold their Common Shares through their banks, brokers, trustees or other persons (“Intermediaries”), or who otherwise do not hold their Common Shares in their own name (referred to in this Information Circular as “Beneficial Shareholders”) should note that only proxies deposited by Shareholders who appear on the records maintained by the Corporation’s registrar and transfer agent as registered holders of Common Shares (“Registered Shareholders”) will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by an Intermediary, those Common Shares are likely not registered

in the Shareholder's name but instead registered under the name of the Shareholder's Intermediary. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name of the Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by Intermediaries on behalf of an Intermediary's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting shares for their broker's 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 Intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. The Intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to Registered Shareholders by the Corporation and is commonly referred to as a "**voting instruction form**". However, its purpose is limited to instructing the Registered Shareholder (i.e., the Intermediary) how to vote on behalf of the Beneficial Shareholder. The vast majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails such forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote their Common Shares directly at the Meeting. Such voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through an Intermediary, please contact that Intermediary promptly for assistance.** Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of 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 securities as proxyholder for the Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

These security holder materials are being sent to both Registered Shareholders and Beneficial Shareholders who have not objected to the Intermediary through which their Common Shares are held disclosing ownership information about themselves to the Corporation ("**NOBO**'s"). If you are a NOBO, and the Corporation or its agent has sent these materials directly to you. Your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

If you are a Beneficial Shareholder who has objected to the intermediary through which your common shares are held disclosing ownership information about you to the Corporation (an "**OBO**"), please note that the Corporation does not intend to pay for an intermediary to deliver the proxy-related materials with respect to the Meeting and related forms to you and, therefore, you will not receive the materials with respect to the Meeting unless your intermediary assumes the cost of delivery.

ADVICE TO HOLDERS OF EUROCLEAR SWEDEN REGISTERED SHARES

The information set forth in this section is of significance to Shareholders who hold their Common Shares ("Euroclear Registered Shares") through Euroclear Sweden AB, which Common Shares trade on the NASDAQ First North Growth Market Exchange (Sweden). Shareholders who hold Euroclear Registered Shares Securities are not registered holders of voting securities for the purposes of voting at the Meeting. Instead, Euroclear Registered Shares are registered under CDS & Co., the registration name of the Canadian Depository for Securities holders of Euroclear Registered Shares. Such holders will receive a voting instruction form (the "**VIF**") by mail directly from Computershare AB ("**Computershare Sweden**"). Additional copies of the VIF, together with the Information Circular, can also be obtained from Computershare Sweden and are available on the Corporation's website (www.shamaranpetroleum.com). **The VIF cannot be used to vote securities directly at the Meeting. Instead, the VIF must be completed and returned to Computershare Sweden, strictly in accordance with the instructions and deadlines that will be described in the instructions provided with the VIF.**

REVOCAION OF PROXIES

A Registered Shareholder who has given a Proxy may revoke it by an instrument in writing executed by the Registered Shareholder or by the Registered Shareholder's attorney authorized in writing or, if the Registered Shareholder is a company, by a duly authorized officer or attorney of the company, and delivered: (i) at the registered office of the Corporation at any time up to and including the last business day before the day set for the holding of the Meeting or any adjournment or postponement of it at which the Proxy is to be used; (ii) either to Computershare Investor Services Inc. not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment or postponement of it; or (iii) to the chair of the Meeting on the day of the Meeting or any adjournment or postponement of it. **Only Registered Shareholders have the right to revoke a Proxy. Beneficial Shareholders who wish to change their vote must, in accordance with the instructions provided by the Intermediaries, arrange for their respective Intermediaries to revoke the Proxy on their behalf. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.**

VOTING OF PROXIES

The Common Shares represented by a properly executed proxy in favor of Management Proxyholders will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the Management Proxyholder on any ballot that may be called for; and
- (b) 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 in such proxy.

ON A POLL SUCH COMMON SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED BY THE SHAREHOLDER. 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. If any 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 Management Proxyholders 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 knows of no such amendment, variation or other matter that may be presented to the Meeting.

ELECTRONIC DELIVERY OF DOCUMENTS

Every year the Corporation delivers various documentation to Shareholders. In order to make this process more convenient, Shareholders may choose to be notified by email when the Corporation's documentation, including the Meeting materials, is posted on the Corporation's website www.shamaranpetroleum.com and accordingly, such documentation will not be sent in paper form by mail other than as required by applicable laws.

Delivery in an electronic format, rather than paper, reduces costs to the Corporation and benefits the environment. Shareholders who do not consent to receive documentation through email notification will continue to receive such documentation by mail or otherwise, in accordance with securities laws.

By consenting to electronic delivery, Shareholders: (i) agree to receive all documents to which they are entitled electronically, rather than by mail; and (ii) understand that access to the Internet is required to receive a document electronically and certain system requirements must be installed (currently Adobe Acrobat Reader to view Adobe's portable document format ("PDF")). Such documents may include the interim consolidated financial reports, the annual report (including audited annual consolidated financial statements and management's discussion and analysis ("MD&A")), the notice of annual and/or special meeting and related management information circular and materials, and other corporate information about the Corporation.

At any time, the Corporation may elect to not send a document electronically, or a document may not be available electronically. In either such case, a paper copy will be mailed to Shareholders.

Registered Shareholders can consent to electronic delivery by completing and returning the form of consent included with the form of proxy. Non-registered Shareholders can consent to electronic delivery by completing and returning the appropriate form received from the applicable intermediary.

Shareholders are not required to consent to electronic delivery. The Corporation will notify consenting Shareholders at the email address provided by the Shareholder on the form of proxy when the documents that the Shareholder is entitled to receive are posted on the Corporation's website, with a link to the specific pages of the website containing the PDF document.

NOTICE AND ACCESS

In 2012, the Canadian Securities Administrators announced the adoption of regulatory amendments to securities laws governing the delivery of proxy-related materials by public companies. As a result, public companies are now permitted to advise their Shareholders of the availability of all proxy-related materials on an easily accessible website, rather than mailing physical copies of the materials.

As described in the "notice and access" notification mailed to Shareholders of the Corporation, the Corporation has opted to deliver its Meeting materials to Shareholders by posting them on its website at www.shamaranpetroleum.com and under the Corporation's issuer profile on SEDAR+ at www.sedarplus.ca on May 17, 2024. The Meeting materials will be available on the Corporation's website for one full year.

The Corporation has decided to mail paper copies of the Information Circular to those registered and non-registered Shareholders who had previously elected to receive paper copies of the Corporation's Meeting materials. All other Shareholders will receive a "notice and access" notification which will contain information on how to obtain electronic and paper copies of the Information Circular in advance of the Meeting and for a full year following the Meeting.

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

Except as may be disclosed herein, no director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting. Executive officers may, however, be interested in the annual approval of the Corporation's 10% rolling Incentive Stock Option Plan (the "**Stock Option Plan**") as detailed in "*Particulars of Other Matters to be Acted Upon – Annual Approval of Stock Option Plan*".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of Common Shares, of which 2,827,448,827 Common Shares are issued and outstanding as at May 17, 2024. Each Common Share is entitled to one vote.

In accordance with applicable laws, the board of directors of the Corporation (the "**Board**") has fixed May 8, 2024 (the "**Record Date**") as the record date for the purposes of determining Shareholders entitled to receive notice of and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the form of proxy to attend and vote, deliver their form of proxies at the place and within the time set forth in the notes to the form of proxy.

To the knowledge of the directors and executive officers of the Corporation as at the date of this Information Circular, only the following persons beneficially own or control or direct, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares:

Name	Number of Common Shares ⁽²⁾	Percentage of Total Issued Common Shares ⁽³⁾
Nemesia S.à.r.l. (" Nemesia ") ⁽¹⁾	724,584,065	25.6 %

⁽¹⁾ Nemesia is a private company ultimately controlled by a trust whose settlor is the Estate of the late Adolf H. Lundin.

⁽²⁾ The information above has been obtained by the Corporation from filings on the System for Electronic Disclosure by Insiders (SEDI) as of the date of this Information Circular.

⁽³⁾ The percentage shown has been calculated based on the number of issued and outstanding Common Shares of the Corporation as at May 17, 2024.

BUSINESS OF THE ANNUAL GENERAL AND SPECIAL MEETING

FINANCIAL STATEMENTS AND AUDITORS' REPORT

The Corporation's consolidated financial statements for the year ended December 31, 2023 and the report of the auditors thereon will be placed before the Meeting. Copies of the consolidated financial statements and auditors' report, together with the related management's discussion and analysis, have been mailed to all registered Shareholders and non-registered Shareholder (or Beneficial Shareholders) who have opted to receive such materials. These documents can also be found on the Corporation's website at www.shamaranpetroleum.com and are also available under the Corporation's issuer profile on SEDAR+ at www.sedarplus.ca. No vote by the Shareholders is required to be taken with respect to the consolidated financial statements.

ELECTION OF DIRECTORS

The term of office of each current Director expires at the Meeting. At the Meeting, Shareholders will be asked to elect the five persons named below will be proposed for election as directors of the Corporation for the ensuing year. Unless authority to vote is withheld, the Common Shares represented by the proxies hereby solicited will be voted by the persons named therein **FOR** the election of the nominees whose names are set forth below. All nominees are presently members of the Board and the dates on which they were first elected or appointed are indicated below. Management does not contemplate that any nominee will be unable or unwilling to serve as a director, but if that should occur for any reason prior to the Meeting, Management Proxyholders reserve the right to vote **FOR** another nominee in their discretion, unless the Shareholder has specified in the accompanying form of proxy that such Shareholder's Common Shares are to be withheld from voting on the election of Directors.

Pursuant to the advance notice provisions contained in Part 28 of the Corporation's Articles (the "**Advance Notice Provisions**") any additional Director nominations for the Meeting must be received by the Corporation in compliance with the Advance Notice Provisions no later than 40 days prior to the date of the Meeting. No such nominations have been received by the Corporation as the date for making such nominations as per the Advance Notice Provisions closed prior to the date hereof.

The following table states the name of each person proposed to be nominated by management for election as a Director (a "**proposed Director**"), the jurisdiction in which he is ordinarily resident, all other positions and offices with the Corporation and any significant affiliate now held by each such person, if any, his principal occupation or employment, the period or periods of service as a Director of the Corporation

and the approximate number of Common Shares of the Corporation beneficially owned directly or indirectly, by each such person, or over which he or she exercises control or direction.

Name and jurisdiction of residence	Offices held and date of appointment as a Director	Number of Common Shares beneficially owned or controlled or directed, directly or indirectly ⁽²⁾	Principal Occupation within the Preceding Five Years ⁽¹⁾
Chris Bruijnzeels The Netherlands	Chairman (May 15, 2019) Director (January 19, 2015)	2,579,612	Director of International Petroleum Corp.; Previously President and CEO of the Corporation and Director of Norwegian Energy Company ASA
Michael Ebsary Switzerland	Director (January 1, 2019)	697,625	Proposed Director of Africa Oil Corp.; Previously CEO and Director of Oryx Petroleum Limited
Keith Hill U.S.A.	Director (February 19, 2007)	1,343,000	Director of Africa Oil Corp., Africa Energy Corp., Eco (Atlantic) Oil & Gas Ltd. and TAG Oil Corp.; Previously President and CEO of Africa Oil Corp.
William Lundin Switzerland	Director (June 26, 2019)	2,952,900	President, CEO and Director of International Petroleum Corp.; Director of Filo Mining Corp. and Orrön Energy AB; Previously Chairman of Africa Energy Corp. and COO of International Petroleum Corp.
Garrett Soden Spain	President, CEO and Director (May 15, 2023)	2,000,000	President, CEO and Director of the Corporation; Chairman of Africa Energy Corp. and Director of Panoro Energy ASA; Previously President, CEO and Director of Africa Energy Corp. and Director of Gulf Keystone Petroleum Ltd.

- (1) The information as to the jurisdiction of residence and principal occupation, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (2) The information as to Common Shares beneficially owned or controlled or directed, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.

Chris Bruijnzeels, Chairman of the Board and Director

Mr. Bruijnzeels has over 35 years of experience in the oil and gas industry and has been Chairman of ShaMaran Petroleum since 2019. Previously, he was President, CEO and Director of ShaMaran from 2015 until 2019. From 2003 until 2015, Mr. Bruijnzeels was Senior Vice President Development at Lundin Petroleum where he was responsible for operations, reserves and the development of the asset portfolio. In 1998, he joined PGS Reservoir Consultants in the UK where he worked as Principal Reservoir Engineer and Director of Evaluations. From 1985 until 1998, Mr. Bruijnzeels worked for Shell International in the Netherlands, Gabon and Oman in several reservoir engineering functions. Mr. Bruijnzeels was born in the Netherlands in 1959 and is a graduate of Delft University where he obtained a degree in Mining Engineering.

Michael Ebsary, Director

Mr. Ebsary was previously the Chief Executive Officer and a Director of Oryx Petroleum Limited from 2010 to 2016. Mr. Ebsary served as the Chief Financial Officer of Addax Petroleum Corporation, an international oil and gas exploration and production company, for 11 years between 1998 and 2009, after having held various positions in project finance and treasury with oil companies Elf Aquitaine and Occidental Petroleum both in France and the United Kingdom. Mr. Ebsary began his career with positions at multinational banking institutions in Canada and the United Kingdom. Mr. Ebsary holds an MBA from Queen's University.

Keith Hill, Director

Mr. Hill has over 35 years of experience in the oil and gas industry, including more than 25 years with the Lundin Group, as well as international new venture management and senior exploration positions at Occidental Petroleum and Shell Oil Company. He was until recently President and CEO of Africa Oil Corp., a publicly-traded oil and gas company focused on Africa, and he is still on their Board of Directors. Mr. Hill previously served as President of Valkyries Petroleum, Pearl Exploration and ShaMaran Petroleum. He currently serves as a board member for several public oil and gas companies. His education includes a Master of Science degree in Geology and Bachelor of Science degree in Geophysics from Michigan State University, as well as an MBA from the University of St. Thomas in Houston.

William Lundin, Director

Mr. Lundin is President, Chief Executive Officer and Director of International Petroleum Corp. (“IPC”), an international oil and gas exploration and production company with a portfolio of assets located in Canada, Malaysia and France. He has been with IPC since 2018 as a project engineer in production operations. Prior to IPC, Mr. Lundin operated with BlackPearl Resources Inc. at its Onion Lake prospect located in Onion Lake, Saskatchewan, Canada. Mr. Lundin holds a Bachelor of Engineering in Mineral Resource Engineering from Dalhousie University.

Garrett Soden, President, CEO and Director

Mr. Soden has worked with the Lundin Group since 2007 and has extensive experience as a senior executive and board member of various public companies in the natural resources sector. He has been President, Chief Executive Officer and Director of the Corporation since May 15, 2023. Mr. Soden is currently Chairman of Africa Energy Corp. and Director of Panoro Energy ASA. He was previously President, Chief Executive Officer and Director of Africa Energy Corp. and Director of Gulf Keystone Petroleum Ltd. Mr. Soden holds a BSc honors degree from the London School of Economics and an MBA from Columbia Business School.

The Board of Directors does not have an executive committee. There are presently four standing committees of the Board: the Audit Committee, Compensation Committee, Reserves Committee and the Corporate Governance and Nominating Committee. The following table sets out the proposed membership of such committees following the Meeting:

Audit Committee	Compensation Committee	Reserves Committee	Corporate Governance and Nominating Committee
Michael Ebsary*	Keith Hill*	William Lundin*	Chris Bruijnzeels*
Chris Bruijnzeels	Michael Ebsary	Chris Bruijnzeels	Michael Ebsary
Keith Hill	Chris Bruijnzeels	Keith Hill	William Lundin

*Chair of the Committee

For further information on the standing Board committees, see "Disclosure of Corporate Governance Practices" below.

Other than as disclosed below, none of the proposed Directors (or any of their personal holding companies):

- (a) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that:
 - (i) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an “order”) that was issued while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was the subject of an order that was issued after the person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company 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; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

None of the proposed Directors (or any of their personal holding companies) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed Director.

AUDIT COMMITTEE AND NATIONAL INSTRUMENT 52-110, AUDIT COMMITTEES (“NI 52-110”) DISCLOSURE

The Audit Committee of the Corporation oversees the accounting and financial reporting processes of the Corporation and its subsidiaries and all audits and external reviews of the financial statements of the Corporation on behalf of the Board, and has general responsibility for oversight of internal controls, accounting and auditing activities of the Corporation and its subsidiaries. All auditing services and non-audit services to be provided to the Corporation by the Corporation’s auditors are pre-approved by the Audit Committee. The Audit Committee is responsible for examining all financial information, including annual and quarterly financial statements, prepared for securities commissions and similar regulatory bodies prior to filing or delivery of the same. The Audit Committee also oversees the annual audit process, the Corporation’s internal accounting controls, the Code of Business Conduct and Ethics, as has been amended and restated (the “Code”), any complaints and concerns regarding accounting, internal controls or auditing matters and the resolution of issues identified by the Corporation’s external auditors. The Audit Committee recommends to the Board the firm of independent auditors to be nominated for appointment by the Shareholders and the compensation of the auditors. The Audit Committee meets a minimum of four times per year. The Audit Committee’s Charter is attached as Schedule “A” to this Information Circular.

Composition of the Audit Committee and Relevant Education and Experience

Below are the details of each proposed Audit Committee member, including their name, whether they are independent of the Corporation and financially literate within the meaning of NI 52-110, and a summary of their education and experience which is relevant to the performance of their responsibilities as an Audit Committee member.

Audit Committee Member Name	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Michael Ebsary	Yes	Yes
Chris Bruijnzeels	Yes	Yes
Keith Hill	Yes	Yes

⁽¹⁾ To be considered independent, a member of the audit committee must not have any direct or indirect “material relationship” with the Corporation. A material relationship is a relationship which could, in the view of the Board of Directors of the Corporation, reasonably interfere with the exercise of a member’s independent judgement.

⁽²⁾ To be considered financially literate, a member of the audit committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

Education and experience relevant to performance of Audit Committee duties

Michael Ebsary, Audit Committee Chair and member

Mr. Ebsary was previously the Chief Executive Officer and a Director of Oryx Petroleum Limited from 2010 to 2016. Mr. Ebsary served as the Chief Financial Officer of Addax Petroleum Corporation, an international oil and gas exploration and production company, for 11 years between 1998 and 2009, after having held various positions in project finance and treasury with oil companies Elf Aquitaine and Occidental Petroleum both in France and the United Kingdom. Mr. Ebsary began his career with positions at multinational banking institutions in Canada and the United Kingdom. Mr. Ebsary holds an MBA from Queen’s University. It is proposed that Mr. Ebsary be re-appointed Chair of the Audit Committee following the Meeting.

Chris Bruijnzeels, Audit Committee member

Mr. Bruijnzeels was previously the President and Chief Executive Officer of the Corporation from January 2015 to May 2019 and a Director of the Corporation from 2015 to the present and became the Chairman of the Board of the Corporation in May 2019. He is a graduate of Delft University where he obtained a degree in Mining Engineering and has obtained financial experience and exposure to accounting and financial issues through his roles in the Corporation as President and Chief Executive Officer, Director and Chairman of the Board. It is proposed that Mr. Bruijnzeels be re-appointed as a member of the Audit Committee following the Meeting.

Keith Hill, Audit Committee member

Mr. Hill has been a Director of the Corporation since February 2007 and served as Chairman of the Board from February 2007 to May 2019. Mr. Hill was previously President and Chief Executive Officer of Africa Oil Corp. and is currently a Director of that corporation, as well as a Director of Africa Energy Corp., Eco (Atlantic) Oil & Gas Ltd. and TAG Oil Corp. Prior to his appointment as Chief Executive Officer of Africa Oil Corp., Mr. Hill was President and CEO of Black Pearl Resources Inc. and of Valkyries Petroleum Corp. Mr. Hill holds a Master of Science degree in Geology and Bachelor of Science degree in Geophysics from Michigan State University, as well as an MBA in Finance from the University of St. Thomas in Houston. It is proposed that Mr. Hill be re-appointed as a member of the Audit Committee following the Meeting.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

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

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last two fiscal years ended December 31, 2023, and December 31, 2022:

Fiscal Year	Audit Fees⁽¹⁾ \$⁽²⁾	Audit Related Fees⁽³⁾ \$⁽²⁾	Tax Fees⁽⁴⁾ \$⁽²⁾	All Other Fees⁽⁵⁾ \$⁽²⁾
2023	263,572	67,794	31,151	Nil
2022	152,765	20,894	48,850	Nil

(1) The aggregate fees billed for audit services.

(2) Fees are reported in U.S. Dollars.

(3) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not disclosed in the audit fees column.

(4) The aggregate fees billed for tax compliance, tax advice, and tax planning services.

(5) The aggregate fees billed for professional services other than those listed in the other three columns.

Exemption

The Corporation is relying upon the exemption in section 6.1 of the NI 52-110 – Audit Committees, which exempts venture issuers (as defined therein) from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of that instrument.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular, a Named Executive Officer (a "NEO") means each of the following individuals: (a) the Chief Executive Officer of the Corporation, (b) the Chief Financial Officer of the Corporation, (c) the most highly compensated executive officer of the Corporation including any of its subsidiaries, or the most highly compensated individual acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than CAD \$150,000 as determined in accordance with subsection 1.3(5) of Form 51-102F6V for the financial year ended December 31, 2023; and (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries, nor acting in a similar capacity, as of December 31, 2023.

During the financial year ended December 31, 2023, the Corporation had four NEOs, namely, Mr. Garrett Soden, President and Chief Executive Officer, Dr. Adel Chaouch, formerly President and Chief Executive Officer, Mr. Elvis Pellumbi, Chief Financial Officer, and Mr. Alex Lengyel, Chief Commercial Officer and Corporate Secretary.

COMPENSATION DISCUSSION AND ANALYSIS

The following compensation discussion and analysis describes the Corporation's practices with respect to the compensation of its NEOs.

Overview of Compensation Philosophy

The Corporation's compensation philosophy is to structure remuneration packages that are sufficiently attractive to recruit, retain and motivate the kind of executives who will be instrumental in helping the Corporation achieve its short and long-term objectives, to provide executives with compensation that is in accordance with existing market standards generally, to align the interests of executive officers with those of the Corporation's Shareholders and to link individual executive compensation to the performance of both the Corporation and the individual executive.

The Corporation's compensation structure is based on a European model that takes into account inflation (cost of living) and provides for merit increases (only to the extent that an individual's job description or duties have been substantially altered), and cash bonuses based on a number of factors, including base salary, length of service and specific performance.

Elements of Compensation

Executive compensation is composed of four elements:

- base salaries, which are set at levels competitive with the base salaries paid by corporations of a comparable size within the oil and gas exploration and production industry and with operations at approximately the same stage of development, thereby enabling the Corporation to compete for and retain executives critical to the Corporation's long-term success;
- cash bonuses, which are considered from time to time, based on individual and corporate performance criteria;
- share ownership opportunities through a Stock Option Plan and a Share Unit Plan providing for the issuance, at the discretion of the directors, of stock options, restricted share units and performance share units, which provides additional incentive and aligns the interests of executive officers with the longer-term interests of Shareholders; and
- benefits such as employer contributions to personal medical insurance, life insurance, an allowance for wellness costs and contributions to a defined pension plan or a payment in lieu of a plan.

Each element of the Corporation's executive compensation program is described in more detail below.

Base Salaries

An NEO's base salary is intended to remunerate the NEO for discharging job responsibilities and reflects the executive's performance over time. Individual salary adjustments take into account performance contributions in connection with their specific duties. The base salary of each executive officer is determined by the Compensation Committee based on an assessment of his sustained performance and consideration of competitive compensation levels for the markets in which the Corporation operates. In making its recommendations to the Board, the Compensation Committee also considers the particular skills and experience of the individual. The base salaries of executive officers are reviewed annually.

Performance-based Cash Bonuses

The Corporation may award discretionary cash bonuses to executive officers and employees of the Corporation from time to time. The amount of the bonus that each individual may be eligible for is not set in relation to any formula or specific criteria, but rather is the result of a comprehensive determination of the Corporation's performance, overall industry conditions, as well as the individual's performance and his or her contribution to overall corporate goals. The payment of bonuses is subject to the final approval of the Board, and the Board has the discretion to amend or veto bonuses in its sole discretion.

Long Term Incentive Compensation

The Corporation may, in order to align the performance of its executives to strategic goals of the Corporation and its long-term Shareholder return, issue stock options ("**Stock Options**"), restricted share units ("**RSUs**") and/or, performance share units ("**PSUs**"). A description of these awards follows, and details on each of the plans governing these awards under the heading, "*Securities Authorized For Issuance Under Equity Compensation Plans*".

Stock Options

The stock option component of a NEO's compensation, which includes a vesting element to ensure retention, serves to both motivate the executive toward increasing share value and to enable the executive to share in the future success of the Corporation. Individual stock options are granted by the Board on the recommendation of senior management, in the case of employees, and by the Compensation Committee, in

the case of executive officers, including the NEO's. Options are normally awarded by the Board upon the commencement of an individual's employment with the Corporation based on the level of responsibility within the Corporation. Additional option grants may be made periodically to ensure that the number of stock options granted to any particular individual is commensurate with the individual's level of ongoing responsibility within the Corporation. In considering additional grants, a number of factors are considered, including, the role the individual plays in the Corporation, the number of stock options an individual has been granted, the exercise price and the value of the options and the term remaining on those options. The terms and conditions of the Corporation's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are described under "*Securities Authorized for Issuance Under Equity Compensation Plans*".

Restricted Share Units ("RSUs")

The RSU component of a NEO's compensation is an incentive-based method of compensation pursuant to which executives are awarded units in lieu of cash payments that such individuals are entitled to for their service to the Corporation. When RSUs are granted, the award is valued based on the market price of the Corporation's shares at the time of grant, and the value of a RSU tracks the market value of the Corporation's shares from the date of grant to the date of expiry, which is generally three years from the grant date. When the RSU is paid out, the value of the RSU will be the market value of the Corporation's shares at the payout date. RSUs may be settled in cash or the Corporation's shares issued from treasury as may be determined by the Compensation Committee of the Corporation in its sole discretion.

Performance Share Units ("PSUs")

Similar to RSUs, the performance share unit component of a NEO's compensation is an incentive-based method of compensation pursuant to which executives are awarded units that track the value of the Corporation's common shares. However, PSUs are subject to additional performance conditions that serve to enhance the alignment of executives to key strategic, financial and operational milestones of the Corporation. PSUs will vest when the performance conditions have been met. PSUs may be settled in cash or the Corporation's shares issued from treasury as may be determined by the Compensation Committee of the Corporation in its sole discretion.

Benefits and Perquisites

Benefits form a part of the remuneration package of the named NEOs. Employment benefits, health care, life insurance and, where applicable, state pension plan contributions are provided in a manner which is in keeping with industry standards.

Defined Benefit Pension Plan

During the financial year ended December 31, 2023, each of the NEOs received either employer contributions to a pension plan or a payment in lieu of a plan and employer contributions to personal medical insurance.

The Corporation's Swiss subsidiary, ShaMaran Services S.A. ("**ShaMaran Services**"), has a defined benefit pension plan that is managed through a private pension plan. Independent actuaries determine the cost of the defined benefit plan on an annual basis, and ShaMaran Services pays the annual insurance premium. The pension plan provides benefits coverage to the Swiss-based employees of ShaMaran Services in the event of retirement, death or disability. ShaMaran Services and its Swiss-based employees jointly finance retirement and risk benefits. Swiss-based employees of ShaMaran Services pay 40% of the savings contributions, of the risk contributions and of the cost contributions, and ShaMaran Services contributes the difference between the total of all required pension plan contributions and the total of all employees' contributions. A summary of the key terms of the Corporation's defined benefit pension plan is as follows:

General Information. ShaMaran Services is affiliated to the Swiss Life Collective BVG Foundation in Zurich that offers full insurance coverage. The employees are admitted to the risk insurance after age 18 (death and disability) and to full insurance after age 25 (retirement, death and disability). The normal retirement age ("**NRA**") is 65 years for men and 64 years for women. Early retirement is possible up to 7 years before NRA. Deferred retirement is possible up to age 70.

Salary Definition. The insured salary corresponds to the annual base salary (no coordination offset) and is capped at 3,000% of the maximum Swiss social security pension.

Retirement credits. Amounts are age-related and a percentage of the insured salary (years 18 - 34 = 7%; years 35 - 44 = 10%; years 45 - 54 = 15%; years 55 - 64 female / 55 - 65 male = 18%).

Retirement benefits. The accrued savings capital is converted into a lifelong retirement pension plus a 60% future spouse pension based upon the conversion rate at the age of retirement. The insured member can choose a lump-sum pay-out upon request.

Disability benefits. The temporary disability pension up to NRA is equal to 50% of the insured salary. It is replaced by a lifelong retirement pension based on the accrued savings capital (premium waiver).

Death benefits. The spouse pension amounts to 60% of the projected retirement pension without interest at NRA. A lump sum on death before retirement is equal to the accrued savings capital less the present value of the spouse pension.

Contributions. Employees pay 40% of the savings contributions, of the risk contributions and of the cost contributions. The employer contribution corresponds to the difference between the total of all required pension plan contributions and the total of all employees' contributions.

Vesting. The accrued savings capital is immediately and fully vested. It is transferred to the new employer's pension fund or to a blocked account upon termination of the employment contract.

Other. Pension increases are granted by Swiss pension plan trustees on an ad-hoc basis depending on the financial situation of the pension fund. Employees can pay voluntary contributions up to the legal limit, which is based on a defined percentage of an employee's insured salary over the insurable period of employment. Employees can withdraw part of or all accrued savings capital for the encouragement of home ownership for their own use.

Composition of the Compensation Committee

The Compensation Committee, on behalf of the Board, monitors compensation for the executive officers of the Corporation. For the year ended December 31, 2023, the Compensation Committee consisted of three members: namely, Messrs. Hill (Chair), Ebsary and Bruijnzeels. All members of the Compensation Committee as of the date of the Circular are considered to be "independent" within the meaning of NI 52-110. Since April 2008, the Compensation Committee has maintained a mandate and meets as frequently as necessary in order to fulfill its responsibilities and, in any event, at least once annually.

The following is a summary description of the mandate and responsibilities of the Compensation Committee as it relates to NEO compensation:

- to review and approve corporate goals and objectives relevant to NEO compensation, including the evaluation and performance of the NEO in light of those corporate goals and objectives, and to make recommendations to the Board with respect to NEO compensation levels (including the award of any cash bonuses or share ownership opportunities);
- to consider the implementation of short and long-term incentive plans, including equity-based plans, proposed by management, to make recommendations to the Board with respect to these plans and to annually review such plans after their implementation; and
- to annually review any other benefit plans proposed by management and to make recommendations to the Board with respect to their implementation.

All members of the Compensation Committee have direct experience that is relevant to their responsibilities as Compensation Committee members. All members are or have held senior executive roles within public companies, and therefore have a good understanding of compensation programs. They also have good financial understanding, which allows them to assess the costs versus benefits of compensation plans. The members' combined experience in the resource sector provides them with an understanding of the Corporation's success factors and risks, which is very important when determining metrics for measuring success.

Performance Factors

At this stage of the Corporation's development, no formal criteria have been established to evaluate corporate and individual performance. However, several factors are considered by the Compensation Committee in making recommendations for executive compensation, including, but not limited to:

- the progression of the Corporation's projects framed around budget forecasts presented to and approved by the Board;
- the Corporation's overall financial and operating performance;
- objective factors such as the NEO's level of responsibilities, experience, and expertise, length of service and the levels of compensation provided by industry competitors;
- subjective factors such as leadership and such NEOs specific performance and contribution to the benefit of the Corporation, including maintaining good government relations;
- compensation data of peer group companies;
- the Corporation's market capitalization; and
- the long-term interests of the Corporation and its Shareholders.

Role of Management in Determining Compensation

The accountability for decisions on executive remuneration is within the mandate of the Board with recommendations from the Compensation Committee. However, management has a key role in helping support the Compensation Committee in fulfilling its obligations. For example, the CEO and other senior members of the Corporation's management team provide a source of external data and analysis.

Recruiting and Retention

The Corporation recognizes that its compensation package has to be sufficient to attract and retain the right level of skill, expertise and talent in an increasingly competitive global market.

The structure of the remuneration package must be well-balanced across the short, medium, and longer-term elements, so that it is both attractive to the individual and cost effective for the Corporation. This balance is achieved by providing base salary at a reasonable median level as an anchor, which makes the Corporation a realistic prospect for talented candidates. However, the short-term incentive (discretionary cash bonuses) provides recruits with the opportunity to achieve superior total annual reward through their own delivery of excellence at individual and business levels. Finally, the longer-term reward element (stock option and share unit grants), which provides the opportunity to build ownership and growth in the medium and longer term future in line with the opportunities for success afforded to the Shareholders.

Fiscal 2023 Compensation Review

In December 2023, the Compensation Committee conducted its annual review of NEO salaries and considered bonuses to the NEOs as well as other employees. The Compensation Committee determined that it was appropriate that Messrs. Soden, Pellumbi and Lengyel each receive cash bonuses as are reflected in the Summary Compensation Table below under the column, “*Annual Incentive Plans*”. The Board accepted and approved the recommendations of the Compensation Committee on December 13, 2023.

The Compensation Committee was satisfied that the Corporation’s compensation appropriately considered the factors relevant to the industry, the Corporation’s performance within that industry, and the individual contributions to the Corporation’s performance made by its NEOs.

In March 2024, for the fiscal year ended December 31, 2023, the Corporation made grants to NEOs as well as other employees and consultants under the Stock Option Plan and the Share Unit Plan as further described under the section entitled, “*Stock Options and Other Compensation Securities*”.

Risks Associated with Corporation’s Compensation Policies and Practices

Neither the Board nor the Compensation Committee has proceeded to a formal evaluation of the implications of the risks associated with the Corporation’s compensation policies and practices. Risk management is a consideration of the Board when implementing its compensation program, and the Board and the Compensation Committee do not believe that the Corporation’s compensation program results in unnecessary or inappropriate risk-taking, including risks that are likely to have a material adverse effect on the Corporation.

The Corporation’s NEOs and Directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or Director.

Directors’ Compensation

To encourage the Directors to align their interests with Shareholders, Directors are annually granted deferred share units pursuant to the Corporation’s Deferred Share Unit Plan. A description of these awards follows and full details on the Deferred Share Unit Plan is under the heading, “*Securities Authorized For Issuance Under Equity Compensation Plans*”.

Directors’ and Officers’ Liability Insurance

The Corporation maintains insurance for the benefit of its Directors and officers and the Directors and officers of its subsidiaries, as a group, in respect of their performance of the duties of their offices. The total amount of insurance coverage available to the Corporation in 2023 was up to CAD \$20,000,000, depending on the type of claim, with a deductible of up to CAD \$500,000 throughout all of 2023, depending on the type of claim, for each claim for which the Corporation grants indemnification. The Corporation bears the entire cost of the premiums payable pursuant to this coverage.

Director and NEO Compensation, Excluding Compensation Securities

Set out below is a summary of all compensation paid, payable, awarded, granted, given, or otherwise provided, excluding compensation securities, during the Corporation’s two most recently completed financial years to the Corporation’s NEOs and Directors, in any capacity, for services provided and for services to be provided, directly or indirectly, to the Corporation or any subsidiary thereof. Unless otherwise indicated, all dollar amounts in this section are enumerated in United States dollars, being the Corporation’s reporting currency.

Name and Position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission ^{(2) (3)} (\$)	Bonus (\$)	Committee or meeting fees ⁽³⁾ (\$)	Value of perquisites (\$)	Value of all other compensation ⁽⁴⁾ (\$)	Total compensation (\$)
Garrett Soden ⁽⁵⁾ <i>President, Chief Executive Officer & Director</i>	2023	363,004	287,900 ⁽⁶⁾	N/A	Nil	69,053	719,957
	2022	-	-	-	-	-	-
Adel Chaouch ⁽⁷⁾ <i>Former President, Chief Executive Officer & Director</i>	2023	445,055	528,020	N/A	Nil	947,192	1,920,268
	2022	546,314	738,448	N/A	Nil	219,920	1,504,682
Elvis Pellumbi ⁽⁸⁾ <i>Chief Financial Officer</i>	2023	463,000	231,500	N/A	Nil	95,731	790,231
	2022	125,681	252,942	N/A	Nil	29,117	407,740
Alex Lengyel <i>Chief Commercial Officer & Corporate Secretary</i>	2023	319,526	159,763	N/A	Nil	86,759	566,049
	2022	302,304	644,130	N/A	Nil	67,218	1,013,653
Chris Bruijnzeels <i>Director</i>	2023	Nil	Nil	58,220	Nil	Nil	58,220
	2022	Nil	Nil	59,890	Nil	Nil	59,890
Michael Ebsary <i>Director</i>	2023	Nil	Nil	65,000	Nil	Nil	65,000
	2022	Nil	Nil	65,000	Nil	Nil	65,000
Keith Hill <i>Director</i>	2023	Nil	Nil	58,220	Nil	Nil	58,220
	2022	Nil	Nil	57,500	Nil	Nil	57,500
William Lundin <i>Director</i>	2023	Nil	Nil	50,000	Nil	Nil	50,000
	2022	Nil	Nil	50,000	Nil	Nil	50,000
Nick Walker ⁽⁹⁾ <i>Director</i>	2023	Nil	Nil	42,799	Nil	Nil	42,799
	2022	Nil	Nil	26,099	Nil	Nil	26,099

(1) Financial year ended December 31, 2023.

(2) Salaries and other compensation earned by NEOs have been paid in United States dollars, Swiss francs or British Pounds and, as applicable, are translated into United States dollars or British Pounds using an average exchange rate for the reporting year for United States dollars of 1.07 per Swiss franc and 1.24 per British Pound. The Corporation paid no retainers or commissions in 2023.

(3) Directors' fees in 2023 have been paid in United States dollars.

(4) All other compensation for Mr. Soden is composed of employer pension plan contributions, medical insurance, schooling fees and an allowance towards wellness costs. All other compensation for Dr. Chaouch is composed of employer pension plan contributions, medical insurance, schooling fees, an allowance towards wellness costs and an allowance for accommodation. All other compensation for Mr. Pellumbi is composed of payments in lieu of pension benefit, medical insurance, schooling fees and an allowance towards wellness costs. All other compensation for Mr. Lengyel is composed of payments in lieu of pension benefit, medical insurance and an allowance towards wellness costs.

(5) Mr. Soden was appointed President, Chief Executive Officer and a Director of the Corporation on May 15, 2023, and since his appointment has received compensation for serving as President and Chief Executive Officer but no compensation for serving as a Director.

(6) Part of Mr. Soden's bonus was paid to him in 2024.

(7) Dr. Chaouch was appointed President, Chief Executive Officer and a Director of the Corporation on May 10, 2019, and since his appointment received compensation for serving as President and Chief Executive Officer but no compensation for serving as a Director. Dr. Chaouch resigned as President, Chief Executive Officer and Director of the Corporation on May 15, 2023.

(8) Mr. Pellumbi's first day of employment as Chief Financial Officer was October 1, 2022.

(9) Mr. Walker was elected as a Director on June 23, 2022, and therefore only received Director fees from that date in 2022. He resigned from the Board on November 8, 2023.

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each NEO and Director of the Corporation in 2023 (the most recently completed financial year) for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries:

Compensation Securities							
Name and position	Type of compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$) ⁽³⁾	Closing price of security or underlying security on date of grant (\$) ⁽³⁾	Closing price of security or underlying security at year end (\$) ⁽³⁾	Expiry date ⁽⁴⁾
Garrett Soden ⁽⁵⁾ <i>President, Chief Executive Officer & Director</i>	Stock Options	20,000,000	May 15, 2023	0.065	0.065	0.045	May 15, 2028
Elvis Pellumbi ⁽⁶⁾ <i>Chief Financial Officer</i>	RSUs	5,180,000	May 24, 2023	0.063	0.06	0.045	-
	Stock Options	8,080,000	May 24, 2023	0.063	0.06	0.045	May 24, 2028
Alex Lengyel ⁽⁷⁾ <i>Chief Commercial Officer & Corporate Secretary</i>	RSUs	7,130,000	May 24, 2023	0.063	0.06	0.045	-
	Stock Options	11,120,000	May 24, 2023	0.063	0.06	0.045	May 24, 2028
Chris Bruijnzeels ⁽⁸⁾ <i>Chairman of the Board & Director</i>	DSUs	1,054,232	June 26, 2023	0.05	0.05	0.045	-
Michael Ebsary ⁽⁹⁾ <i>Director</i>	DSUs	1,054,232	June 26, 2023	0.05	0.05	0.045	-
Keith Hill ⁽¹⁰⁾ <i>Director</i>	DSUs	1,054,232	June 26, 2023	0.05	0.05	0.045	-
William Lundin ⁽¹¹⁾ <i>Director</i>	DSUs	1,054,232	June 26, 2023	0.05	0.05	0.045	-
Nick Walker ⁽¹²⁾ <i>Director</i>	DSUs	553,182	June 26, 2023	0.05	0.05	0.045	-

⁽¹⁾ See “Securities Authorized for Issuance Under Equity Compensation Plans” beginning on page 18 for details about vesting provisions and exercise prices.

⁽²⁾ In accordance with the terms of the plans governing the respective compensation securities, and subject to applicable vesting provisions, each outstanding restricted share unit (RSU) and deferred share unit (DSU) is redeemable for one Common Share or the cash equivalent, and each outstanding Stock Option is exercisable for one Common Share.

⁽³⁾ These values are expressed in Canadian dollars.

⁽⁴⁾ In accordance with the terms of the relevant plans: (i) the outstanding Stock Options vest (and thereupon become exercisable) in one-third increments annually over 2 years from the date of grant, and expire 5 years after the date of grant unless exercised; (ii) the outstanding RSUs do not have a fixed expiry date, but vest in one-third increments annually over 3 years from the date of grant and are subject to redemption on vesting (provided that the redemption date cannot be later than December 31 of the calendar year that is three years after the end of the year in which services to which the grant relates were performed by the holder); and (iii) the outstanding DSUs do not have a fixed expiry date, but vest immediately and are subject to redemption only after the holder ceases to be a Director or employee. Stock Options and RSUs are also subject to early termination in the event of the holder ceasing to be a qualified service provider.

⁽⁵⁾ On May 15, 2023, Mr. Soden was appointed President, Chief Executive Officer and Director and was granted Stock Options in connection with his appointment.

⁽⁶⁾ On December 31, 2023, Mr. Pellumbi held a total of 18,260,000 compensation securities, pursuant to which up to a maximum of 18,260,000 Common Shares were issuable, consisting of (i) 5,180,000 RSUs that remained subject to vesting and redemption in accordance with their terms, (ii) 8,720,000 Stock Options exercisable at a weighted-average exercise price of CAD \$0.07 per share that were not yet vested, and (iii) 4,360,000 Stock Options exercisable at a weighted-average exercise price of CAD \$0.07 per share that were vested and exercisable.

⁽⁷⁾ On December 31, 2023, Mr. Lengyel held a total of 32,153,333 compensation securities, pursuant to which up to a maximum of 32,153,333 Common Shares were issuable, consisting of (i) 9,373,333 RSUs that remained subject to vesting and redemption in accordance with their terms, (ii) 8,693,333 Stock Options exercisable at a weighted-average exercise price of CAD \$0.07 per share that were not yet vested, and (iii) 14,086,667 Stock Options exercisable at a weighted-average exercise price of CAD \$0.07 per share that were vested and exercisable.

⁽⁸⁾ On December 31, 2023, Mr. Bruijnzeels held 4,187,898 DSUs, pursuant to which up to a maximum of 4,187,898 Common Shares are issuable upon a future redemption after he ceases to be a Director. Mr. Bruijnzeels does not hold any other compensation securities of the Corporation.

⁽⁹⁾ On December 31, 2023, Mr. Ebsary held 4,187,898 DSUs, pursuant to which up to a maximum of 4,187,898 Common Shares are issuable upon a future redemption after he ceases to be a Director. Mr. Ebsary does not hold any other compensation securities of the Corporation.

⁽¹⁰⁾ On December 31, 2023, Mr. Hill held 4,187,898 DSUs, pursuant to which up to a maximum of 4,187,898 Common Shares are issuable upon a future redemption after he ceases to be a Director. Mr. Hill does not hold any other compensation securities of the Corporation.

⁽¹¹⁾ On December 31, 2023, Mr. Lundin held 3,467,845 DSUs, pursuant to which up to a maximum of 3,467,845 Common Shares are issuable upon a future redemption after he ceases to be a Director. Mr. Lundin does not hold any other compensation securities of the Corporation.

⁽¹²⁾ On November 8, 2023, Mr. Walker resigned as a Director of the Corporation and redeemed all of his 553,182 DSUs for cash on March 15, 2024, in accordance with the terms of the Corporation’s Deferred Share Unit Plan.

Exercise of Compensation Securities by Directors and NEOs

No NEO or Director received settlement of RSUs or DSUs during the 2023 financial year.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Other than as set forth above, and as set out below under Employment Agreements, the Corporation and its subsidiaries have no other compensatory plan, contract or arrangement where a NEO is entitled to receive more than CAD \$100,000 (including periodic payments or instalments) to compensate such executive officer in the event of resignation, retirement or other termination of the NEO's employment with the Corporation or its subsidiaries, a change of control of the Corporation or its subsidiaries, or a change in responsibilities of the NEO, with or without a change in control.

Employment Agreement – Adel Chaouch, former President and Chief Executive Officer

On May 15, 2023, the Corporation announced the resignation of Dr. Chaouch as President, Chief Executive Officer and Director of the Corporation. Pursuant to an employment agreement dated May 1, 2019, between Dr. Adel Chaouch and ShaMaran Services, Dr. Chaouch was employed at an annual base salary (as at the date of his resignation) of CHF 535,900 per annum, exclusive of bonuses, benefits, and other compensation. In connection with his resignation, the Corporation paid Dr. Chaouch for his accrued holiday up to and including May 31, 2023, 4 months' base salary and benefits as per his contract in lieu of working during his notice period, 12 months' base salary as a lump sum payment as per his contract and a voluntary lump sum payment of 8 months' base salary.

Employment Agreement – Garrett Soden, President and Chief Executive Officer

Pursuant to an employment agreement dated May 15, 2023, between Mr. Soden and ShaMaran Services, Mr. Soden is employed at an annual base salary (as at December 31, 2023) of CHF 520,000 per annum, exclusive of bonuses, benefits and other compensation. Mr. Soden's employment agreement may be terminated without prior notice only for just cause as defined in the Swiss Code of Obligations. Pursuant to the employment agreement, ShaMaran Services or Mr. Soden may terminate his employment agreement for any reason upon six months' written notice. In addition, should Mr. Soden be terminated without cause (other than in a change of control), he will also be entitled to a severance payment of 12 months' base salary then in effect.

In the event of the successful completion of an M&A transaction leading to a merger, acquisition, divestment or similar transaction creating significant value for shareholders, as may be determined by the Board of Directors in its full discretion, Mr. Soden will be entitled to a one-off transaction bonus payment of US \$2 million. Additionally, if Mr. Soden elects to resign on six months' notice or if his employment agreement with ShaMaran Services is terminated within one year following a "change of control", Mr. Soden is entitled to receive within 30 days of resignation or termination a lump sum payment of 24 months' base salary then in effect in addition to any applicable bonus. A "change of control" shall be deemed to occur if: (a) a person or entity other than one or more members of the Lundin family (or an investment company controlled by, or a trust whose settlor is, one or more members of the Lundin family) becomes the largest shareholder of the Corporation, (b) ShaMaran is de-listed from the TSX Venture Exchange ("TSX-V") (without a new listing on a recognized stock exchange) or (c) a direct or indirect sale, transfer or other disposal occurs of all or substantially all of the business and assets of the group (taken as a whole) to a person who is not a member of the Lundin family.

Employment Agreement – Elvis Pellumbi, Chief Financial Officer

Pursuant to an employment agreement dated October 1, 2022, between Mr. Pellumbi and ShaMaran Services, Mr. Pellumbi is employed at an annual base salary (as at December 31, 2023) of US \$463,000 per annum, exclusive of bonuses, benefits and other compensation. The employment agreement of Mr. Pellumbi may be terminated without prior notice only for just cause as defined in the Swiss Code of Obligations. Pursuant to the employment agreement, ShaMaran Services or Mr. Pellumbi may terminate the employment agreement for any reason upon the applicable notice period as follows:

<u>Period of Employment</u>	<u>Period of Notice</u>
First 3 years	3 months
4 th to 6 th year inclusive	4 months
7 th year to 9 th year inclusive	5 months
10 th year and thereafter	6 months

In the event Mr. Pellumbi's employment agreement with ShaMaran Services is terminated within one year following a "change of control" of ShaMaran Services or of the Corporation, Mr. Pellumbi is entitled to receive within 30 days of termination a lump sum payment of 24 month's base salary then in effect. A "change of control" shall be deemed to occur if the ultimate parent company of the Corporation is no longer ShaMaran Petroleum Corp. or another person or entity in which one or more members of the Lundin family (including through an investment company or trust) holds the largest shareholding. Further, if Mr. Pellumbi resigns in accordance with the terms of his employment contract following a "change of control", he shall, within 30 days of such written notice, receive a lump sum payment of 24 months' base salary.

Employment Agreement – Alex Lengyel, Chief Commercial Officer and Corporate Secretary

Pursuant to an employment agreement dated January 17, 2020, between Mr. Lengyel and ShaMaran Services, Mr. Lengyel is employed at an annual base salary (as at December 31, 2023) of GBP 257,500 per annum, exclusive of bonuses, benefits and other compensation. The employment agreement of Mr. Lengyel may be terminated without prior notice only for just cause as defined in the Swiss Code of Obligations. Pursuant to the employment agreement, ShaMaran Services or Mr. Lengyel may terminate the employment agreement for any reason upon the applicable notice period as follows:

<u>Period of Employment</u>	<u>Period of Notice</u>
First 3 months	1 week
4 th month to 1 year inclusive	1 month
1 st year to 3 rd year inclusive	3 months
4 th year to 6 th year	4 months
7 th year to 9 th year inclusive	5 months
10 th year and thereafter	6 months

In the event Mr. Lengyel’s employment agreement with ShaMaran Services is terminated within one year following a “change of control”, Mr. Lengyel is entitled to receive within 30 days of termination a lump sum payment of 24 months’ base salary then in effect. A “change of control” shall be deemed to occur if the ultimate parent company of the Corporation is no longer ShaMaran Petroleum Corp. or another person or entity in which one or more members of the Lundin family (including through an investment company or trust) holds the largest shareholding. Further, if Mr. Lengyel resigns in accordance with the terms of his employment contract following a “change of control”, he shall, within 30 days of such written notice, receive a lump sum payment of 24 months’ base salary.

If a “change of control” (as defined in the respective employment agreement) had occurred on December 31, 2023, the following payments would have been payable to the following NEOs:

Name	Lump Sum Payment ⁽¹⁾ (\$)	Value of accelerated share-based awards ⁽²⁾ (\$)	Total (\$)
Garrett Soden	1,238,125 ⁽³⁾	Nil	1,238,125
Elvis Pellumbi	926,000	177,157	1,103,156
Alex Lengyel	657,954	320,568	978,522

- (1) Lump sum payments would be paid in Swiss francs or British Pounds and are translated into United States dollars using the closing exchange rate at December 31, 2023, of 1.19 per Swiss franc and 1.28 per British Pound.
- (2) Share-based award value is calculated based on the closing price of the Corporation’s common shares on the TSX-V as at December 31, 2023, being CAD \$0.045 and are translated into United States dollars using the closing exchange rate at December 31, 2023, of 0.76 per Canadian dollar and assumes full satisfaction of all other vesting conditions.
- (3) As per his employment contract, Mr. Soden is also entitled to a one-off transaction bonus of US \$2 million in certain circumstances, at the discretion of the Board, including if a change of control should occur.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table provides information regarding compensation plans under which securities of the Corporation are authorized for issuance to Directors, officers, employees and consultants in effect as of the end of the Corporation’s most recently completed fiscal year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans approved by securityholders			
Stock Option Plan	80,863,000	CAD \$0.067	160,388,492
Deferred Share Unit Plan	16,584,721	CAD \$0.045	4,215,279
Share Unit Plan	24,600,002	CAD \$0.045	160,388,492
Equity compensation plans not approved by security holders	None	None	None

Percentage of Issued and Outstanding Shares

Stock Option Plan

There are a maximum of 282,436,215 shares issuable under the stock option plan, representing, at December 31, 2023, 10% of the Corporation’s issued and outstanding shares. At December 31, 2023, there were 80,863,000 stock options outstanding, and share units combined representing 3% of shares then issued and outstanding and 160,388,492 stock options remained available for grant, representing 6% of shares then issued and outstanding.

Share Unit Plan

There are a maximum of 175,000,000 shares issuable under the Share Unit Plan, at December 31, 2023, representing 6% of the Corporation's issued and outstanding shares. At December 31, 2023, there were 24,600,002 RSUs outstanding, and there have never been any Performance Units issued by the Corporation.

Deferred Share Unit Plan

There are a maximum of 20,800,000 shares issuable under the Deferred Share Unit Plan, representing, at December 31, 2023, 0.6% of the Corporation's issued and outstanding shares. At December 31, 2023, there were 16,584,721 DSUs outstanding.

The Stock Option Plan

The following is a description of material terms of the Stock Option Plan as amended by the Board on May 10, 2023, and approved by the Shareholders of the Corporation on June 22, 2023:

1. Each person who is a *bona fide* "Consultant", "Director", "Employee" or "Management Company Employee" in relation to the Corporation (as those terms are defined in TSX-V Policy 4.4, Security Based Compensation) is eligible to be granted one or more options (the "**Optionee**"). The Corporation and the Optionee are to ensure and confirm that the Optionee is a *bona fide* "Consultant", "Director", "Employee" or "Management Company Employee" each time one or more options are granted to an Optionee.
2. The Stock Option Plan was amended to comply with TSX-V Policy 4.4. such that the number of Common Shares which may be issuable by the Corporation under any stock option plan, deferred share unit plan, employee stock purchase plan, share unit plan, restricted share unit plan, performance share unit plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Shares, including a share purchase from treasury which is financially assisted by the Corporation by way of loan, guarantee or otherwise ("**Share Compensation Arrangement**") in existence from time to time shall not exceed 10% of the issued and outstanding Common Shares of the Corporation at any point in time, the exercise price of which, as determined by the Board of Directors in its sole discretion, shall not be less than the closing price of the Corporation's Common Shares traded through the facilities of the TSX-V on the date prior to the date of grant, less allowable discounts, in accordance with the policies of the TSX-V, provided that the option price shall not be less than CAD \$0.05 per share.
3. The Stock Option Plan was amended to comply with TSX-V Policy 4.4. such that unless disinterested shareholder approval is obtained, the number of Shares that are issuable to Insiders as a group (as that term is defined under the Policies of the TSX-V) under the Stock Option Plan and all of the Corporation's other previously established or proposed Share Compensation Arrangements shall not exceed 10% of the issued and outstanding share capital of the Corporation at any point in time.
4. The Stock Option Plan was amended to comply with TSX-V Policy 4.4 such that unless disinterested shareholder approval is obtained, the number of Shares that are issuable to Insiders as a group (as that term is defined under the Policies of the TSX-V) in any 12-month period under the Stock Option Plan and all of the Corporation's other previously established or proposed Share Compensation Arrangements shall not exceed 10% of the issued and outstanding share capital of the Corporation, as calculated on the date that the Option is granted.
5. The Stock Option Plan was amended to comply with TSX-V Policy 4.4. such that unless disinterested shareholder approval is obtained, the number of Shares that are issuable to Insiders as a group (as that term is defined under the Policies of the TSX-V) under the Stock Option Plan and all of the Corporation's other previously established or proposed Share Compensation Arrangements shall not exceed 10% of the issued and outstanding share capital of the Corporation at any point in time.
6. The Stock Option Plan was amended to comply with TSX-V Policy 4.4. such that the number of Shares that are issuable to any Consultant in any 12-month period under the Stock Option Plan and all of the Corporation's other previously established or proposed Share Compensation Arrangements shall not exceed 2% of the issued and outstanding share capital of the Corporation, as calculated on the date that the Option is granted.
7. The Stock Option Plan was amended to comply with TSX-V Policy 4.4. such that the number of Shares that are issuable pursuant to Options granted or issued under the Stock Option Plan to all Investor Relations Service Providers (as this term is defined in Policy 4.4, "Security Based Compensation" of the TSX-V) in any 12-month period shall not exceed an aggregate of 2% of the issued and outstanding share capital of the Corporation, as calculated on the date that the Option is granted.
8. Shares subject to, but not issued or delivered under an option which expires or terminates, shall again be available for option under the Stock Option Plan. The maximum term of any option is five years.
9. If the option holder ceases to be an eligible person, being a *bona fide* consultant, a Director, an employee or a management company employee in relation to the Corporation (as those terms are defined in Policy 4.4 of the TSX-V) the option shall terminate no longer than 90 days after such person ceases to be in at least one of those categories, or if an Optionee dies, within one year after the date of such death. Options granted to an option holder who is engaged in investor relations activities must expire within 30 days after the option holder ceases to be so engaged.
10. The options may be subject to such vesting schedule over time as the Board of Directors may, in their discretion, implement or as may be required by the TSX-V. Options granted to consultants engaged to perform investor relations activities must be subject to vesting requirements, whereby such options vest in stages over a 12-month period, with no more than 25% of the Shares vesting in any three-month period.

11. There can be no acceleration of the vesting requirements applicable to Investor Relations Services Providers without the prior written approval of the TSX-V.
12. The options are non-assignable. The Corporation may withhold from the Optionee or its agent, as the case may be, any amounts required by applicable legislation to be withheld for any taxes, or otherwise, as a consequence of such participation in the Stock Option Plan.
13. The Corporation must obtain disinterested Shareholder approval for any grant of stock options to insiders within a 12-month period, of a number of options exceeding 10% of the issued share capital of the Corporation.
14. Specific disinterested Shareholder approval is required to reduce the exercise price of an option for an Optionee who is an insider, or to extend the term of the option.
15. The exercise price and the number of Common Shares which are subject to an option may be adjusted from time to time for share dividends, and in the event of amalgamation or merger.
16. The price per Share at which Shares may be purchased upon the exercise of an Option must not be less than the “Discounted Market Price” (as defined in the policies of the Exchange), provided that the Option Price shall not be less than CAD \$0.05 per Share.
17. The Board may alter, suspend or discontinue the Stock Option Plan, but may not, without the approval of the Shareholders of the Corporation, and subject to the approval of the TSX-V, make any amendments to the Stock Option Plan.

The Corporation does not provide any financial assistance to participants in order to facilitate the purchase of Common Shares under the Stock Option Plan.

A copy of the Stock Option Plan may be inspected at the head office of the Corporation, Suite 2800, 1055 Dunsmuir Street, PO Box 49225, Vancouver, B.C., V7X 1L2 Canada during normal business hours and at the Meeting. In addition, a copy of the Stock Option Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy, in writing, from the Corporate Secretary of the Corporation. Any such requests should be mailed to the Corporation, at its head office, to the attention of the Corporate Secretary.

Deferred Share Unit Plan (the “DSU Plan”)

Set out below is a summary of the DSU Plan, as amended by the Board on May 10, 2023, and approved by the Shareholders on June 22, 2023, which is qualified in its entirety by the full text of the DSU Plan.

Under the DSU Plan, any Director who is not an employee of the Corporation, including any non-executive chair of the Board, is eligible to be granted DSUs (referred to in the following section as “**Participants**”). If a Participant should become an officer (other than non-executive Chairman) or employee of the Corporation while remaining as a Director, his or her eligibility for the DSU Plan shall be suspended effective the date of the commencement of his or her employment and shall resume upon termination of such employment, provided he or she continues as a Director of the Corporation. During the period of such ineligibility, such individual shall not be entitled to receive or be credited with any Deferred Share Units under the DSU Plan, other than dividend equivalent allocations.

Administration of Plan

The Board may, in its discretion, delegate such of its powers, rights and duties under the DSU Plan, in whole or in part, to a committee of the Board or any one or more Directors, officers or employees of the Corporation as it may determine from time to time, on terms and conditions as it may determine, except the Board shall not, and shall not be permitted to, delegate any such powers, rights or duties to the extent such delegation is not consistent with Applicable Law. Subject to the foregoing, the Board shall, in its sole and absolute discretion: (i) interpret and administer the Plan; (ii) establish, amend and rescind any rules and regulations relating to the Plan; and (iii) make any other determinations that the Board deems necessary or desirable for the administration of the Plan.

Payment of Annual Cash Remuneration

“Annual Cash Remuneration” means all amounts ordinarily payable in cash to the Participant by the Corporation in respect of the services provided by the Participant to the Corporation in connection with such Participant’s service on the Board in a fiscal year, including without limitation (i) the fee for serving as a member of a Board committee; (ii) the fee for chairing a Board committee; and (iii) meeting and per diem fees, which amounts may be payable as determined by the Board.

A Participant receives his or her Annual Cash Remuneration in the form of DSUs and cash.

The DSU Plan was amended such that the number of Deferred Share Units (including fractional Deferred Share Units) to be granted to a Participant as of a particular date determined by the Board (the “**Grant Date**”) shall be determined by dividing that Participant’s fee for serving as a member of the Board for the applicable period to be satisfied by Deferred Share Units by the Market Price on the particular Grant Date, which, unless otherwise determined by the Board, shall be the last day of the Quarter in which such fee was earned. The “Market Price,” as defined in the DSU Plan, is the average trading price on the TSX-V for the five trading days immediately preceding such date (subject to such price not being less than the Discounted Market Price (as defined in the policies of the TSX-V)).

A DSU is a unit credited to a Participant by way of a bookkeeping entry in a notional account in favour of the participant (a “**DSU Account**”) in the books of the Corporation as of the Grant Date, the value of which is equivalent to a Common Share (based on the closing trading price of the common shares on the TSX-V on the immediately preceding trading date, being the “**Fair Market Value**” as defined in the DSU Plan, on the date on which the DSUs are credited). In cases where the initial value of the grant or issuance of a Deferred Share Unit is tied to the market price, the TSX-V’s pricing rules applicable to stock options will apply, including that the price at which Deferred Share Units may be purchased must not be less than the “Discounted Market Price” (as defined in the policies of the TSX-V).

Deferred Share Units

In addition to the election above with respect to Annual Cash Remuneration, the Board may award such number of DSUs to a Participant as the Board deems advisable to provide the Participant with appropriate equity-based compensation for the services he or she renders to the Corporation. Subject to Applicable Law, the Board shall determine the date on which such DSUs may be granted and the date as of which such Deferred Share Units shall be credited to a Participant’s DSU Account, together with any terms or conditions with respect to the vesting of such Deferred Share Units.

DSUs credited to a Participant’s DSU Account, together with any additional DSUs granted, will vest in accordance with such terms and conditions as may be determined by the Board and set out in the agreement setting out the terms of any DSU award in the form of Schedule B in the DSU Plan (the “**DSU Award Agreement**”), but will not vest before the date that is one year following the date that the DSUs were granted to the Participant. However, as outlined in section 2.3(6) of the DSU Plan, DSUs to a Participant’s DSU Account, together with any additional DSUs granted in lieu of dividends, may vest immediately for a Participant who dies or ceases to be an eligible Participant in connection with a change of control, take-over bid, RTO or other similar transaction.

Notwithstanding any other provision hereunder, at the discretion of the Board, a Participant may receive a grant of DSUs under the DSU Plan upon such Participant’s first election or appointment to the Board. The aggregate equity award value, based on grant date fair value, of any grants of Deferred Share Units that are eligible to be settled in Shares, in combination with the aggregate equity award value, based on grant date fair value, of any grants under any other Share Compensation Arrangement, that may be made to a Participant for a year shall not exceed CAD \$150,000 (the “**Aggregate Equity Award Limit**”).

Maximum Number of Common Shares Issuable

DSUs may be granted in accordance with the DSU Plan, provided the aggregate number of DSUs outstanding pursuant to the DSU Plan from time to time that are eligible to be settled through the issuance of common shares does not exceed 20,800,000 of the Corporation’s outstanding common shares, provided that the number of common shares issued or issuable under all Share Compensation Arrangements or to Insiders as a group shall not exceed 10% of the number of issued and outstanding common shares on a non-diluted basis at any point in time, unless disinterested shareholder approval has been obtained. The DSU Plan is a “fixed number” plan, therefore, should the Corporation issue additional common shares in the future, the number of common shares issuable pursuant to DSUs will not increase. All common shares subject to DSUs that terminate or are cancelled without being settled shall be available for any subsequent grant.

The DSU Plan provides that the maximum number of common shares issuable under the DSU Plan, together with any common shares issuable pursuant to any other Share Compensation Arrangement (which includes the Share Unit Plan and the Stock Option Plan), in any 12 month period: (a) to any one Participant, shall not exceed 5% of the total number of issued and outstanding common shares on the grant date on a non-diluted basis, unless disinterested shareholder approval has been obtained; (b) to insiders (as that term is defined by the TSX-V) as a group shall not exceed 10% of the total number of issued and outstanding common shares on the grant date on a non-diluted basis, unless disinterested shareholder approval has been obtained; and (c) to any one consultant shall not exceed 2% in the aggregate of the total number of issued and outstanding common shares on the grant date on a non-diluted basis. The Aggregate Equity Award Limit of a Participant is subject to the percentage limits for Participants described in subparagraphs (a), (b) and (c) above.

Redemption of DSUs

The DSU Plan was amended such that following the date of a Participant’s death or retirement from, or loss of office or employment with the Corporation or a corporation related to the Corporation for purpose of the *Income Tax Act* (Canada) (the “**Termination Date**”), the redemption of DSUs shall be no later than one-month after the Termination Date (the “**Redemption Date**”). The redemption of DSUs shall be made in accordance with a signed Redemption Certificate, in the form at Schedule C of the DSU Plan, that has been filed with the Corporate Secretary of the Corporation no later than the Redemption Date.

A Participant will be entitled to receive from the Corporation, as a single distribution and not in installments:

1. A cash payment, subject to the DSU Award Agreement applicable to such DSUs, if any. Settlement of DSUs in cash shall be made by way of the lump sum payment of an amount equal to the Fair Market Value on the Redemption Date multiplied by the number of Deferred Share Units being settled in cash as of such Redemption Date.
2. A settlement in Shares, to be made by way of the issuance by the Corporation of one Share for each Deferred Share Unit being settled in Shares as of the Redemption Date.
3. A combination of cash and shares.

No fractional shares will be issued and any fractional DSUs shall be settled in cash based on Fair Market Value on the Redemption Date.

Notwithstanding any other provision of the DSU Plan, all Shares issuable and any payments thereto, or in respect of, a Participant shall be issued or paid, as applicable, as soon as practicable after the Participant's Termination Date.

Transferability

No right to receive payment of deferred compensation or retirement awards shall be transferable or assignable by any Participant. During the lifetime of a Participant, the Deferred Share Units may only be redeemed by the Participant.

Adjustments and Reorganizations

Notwithstanding any other provision of the DSU Plan, any change in the common shares, other than in connection with a share consolidation or share split, is subject to the prior approval of the TSX-V, including by reason of any stock dividend, recapitalization, reclassification, amalgamation, arrangement, merger, consolidation, combination or exchange of common shares or distribution of rights to holders of common shares or any other form of corporate reorganization whatsoever, an equitable adjustment permitted under applicable law shall be made to any DSUs then outstanding. Such adjustment shall be made by the Board, subject to applicable law, shall be conclusive and binding for all purposes of the DSU Plan.

Dividends

On any payment date for dividends paid on the common shares, a Participant shall be credited with dividend equivalents in respect of DSUs credited to the Participant's Account as of the record date for payment of dividends. Such dividend equivalents shall be converted into additional Deferred Share Units (including fractional Deferred Share Units) based on the Fair Market Value as of the date on which the dividends on the Shares are paid. In the event that the issuance of additional Deferred Share Units (including fractional Deferred Share Units) would result in any of the limit on the maximum number of shares issuable being exceeded, or the Corporation otherwise does not have sufficient Shares available to be issued, the Corporation will settle its obligation in respect of such dividends described hereto in cash. The DSU Plan was amended such that in the event that the issuance of additional Deferred Share Units (including fractional Deferred Share Units) would result in any of the limits described in the Maximum Number of Common Shares Issuable section above being exceeded, or the Corporation otherwise does not have sufficient Shares available to be issued, the Corporation will settle its obligation in respect of such dividends described hereto in cash.

Amendments to the DSU Plan

The Board may amend, suspend or cancel the DSU Plan or DSUs granted thereunder as it deems necessary or appropriate, provided that: (a) any Shareholder and TSX-V approvals required under applicable law or the rules and policies of the TSX-V are obtained; (b) Shareholder approval will be sought where the proposed addition or amendment results in: (i) an increase in the maximum number of common shares issuable from treasury under the DSU Plan, other than in accordance with the terms of the DSU Plan that permit the Board to make equitable adjustments in the event of transactions affecting the Corporation or the common shares; (ii) amendments to the DSU Plan that would increase the insider participation limits set out in the DSU Plan; (iii) any amendments to increase the maximum aggregate equity award value, based on grant date fair value, of any grants made to a Participant under any other Share Compensation Arrangement to exceed \$150,000; (iv) amendments permitting awards other than DSUs to be made under the DSU Plan; (v) an amendment that would permit DSUs to be granted to persons other than eligible Participants on a discretionary basis; (vi) an amendment to permit DSUs to be transferred other than for estate settlement purposes or to a beneficiary; and (vii) amendments deleting or reducing the range of amendments which require Shareholder approval.

A copy of the DSU Plan may be inspected at the head office of the Corporation, Suite 2800, 1055 Dunsmuir Street, Vancouver, B.C., V7X 1L2 Canada during normal business hours and at the Meeting. In addition, a copy of the DSU Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy, in writing, from the Corporate Secretary of the Corporation. Any such requests should be mailed to the Corporation, at its head office, to the attention of the Corporate Secretary.

Share Unit Plan (the "Share Unit Plan")

The Share Unit Plan was established as a vehicle by which equity-based incentives may be awarded to the employees (including officers) and consultants of the Corporation (in this section "**Eligible Participants**"), to recognize and reward their significant contributions to the long-term success of the Corporation including to align employee, and consultant interests more closely with the Shareholders of the Corporation.

Set out below is a summary of the Share Unit Plan, which is qualified in its entirety by the full text of the Share Unit Plan.

Administration of the Share Unit Plan

The Board has authorized the Compensation Committee to administer the Share Unit Plan. The Compensation Committee may (a) interpret and administer the Share Unit Plan; (b) establish, amend and rescind any rules and regulations relating to the Share Unit Plan; and (c) make any other determinations that the Board deems necessary or desirable for the administration of the Share Unit Plan.

Share Units

Share Units may be granted as Restricted Share Units (RSUs) or Performance Share Units (PSUs). Generally, RSUs are subject to time-based vesting requirements whereas PSUs are subject to performance-based vesting requirements.

Maximum Number of Common Shares Issuable

Share Units may be granted in accordance with the Share Unit Plan provided the aggregate number of Share Units outstanding under the Share Unit Plan that are eligible to be settled through the issuance of common shares does not exceed 175,000,000 common shares. The Share Unit Plan is a “fixed number” plan, therefore, should the Corporation issue additional common shares in the future, the number of common shares issuable pursuant to Share Units will not increase. All common shares subject to Share Units that terminate or are cancelled without being settled shall be available for any subsequent grant.

The Share Unit Plan provides that the maximum number of common shares issuable under the Share Unit Plan, together with any common shares issuable pursuant to any other Share Compensation Arrangement (which includes the DSU Plan and the Stock Option Plan), in any one-year period: (a) to any one Eligible Participant, shall not exceed 5% of the total number of issued and outstanding common shares on the grant date on a non-diluted basis; (b) to insiders (as that term is defined by the TSX-V) as a group shall not exceed 10% of the total number of issued and outstanding common shares on the grant date on a non-diluted basis; and (c) to any one consultant shall not exceed 2% in the aggregate of the total number of issued and outstanding common shares on the grant date on a non-diluted basis.

Redemption of Share Units

Share Units may be redeemed by an Eligible Participant on the Redemption Date (being the date on which all of the time-based vesting criteria have been satisfied, in the case of an RSU or the date on which each of the performance based vested criteria have been satisfied, in the case of a PSU). On the Redemption Date, Share Units may be redeemed for cash, common shares or a combination of cash and common shares, at the discretion of the Compensation Committee. In no event will the Redemption Date in respect of any Share Unit be after the end of the calendar year which is three years following the end of the year in which services to which the grant of such Share Unit relates were performed by the employee or consultant to whom such Share Unit was granted (the “**Termination Date**”).

Transferability

Rights respecting Share Units are not transferable or assignable by any Eligible Participant except by will or laws of descent and distribution.

Adjustments and Reorganizations

If any change occurs in the outstanding common shares by reason of a Reorganization (as defined in the Share Unit Plan), the Compensation Committee, in its sole discretion, and without liability to any person, shall make such equitable changes or adjustments, if any, as it considers appropriate, in such manner as the Compensation Committee may consider equitable, to reflect such change or event including, without limitation, adjusting the number of Share Units credited to Eligible Participants, provided that any such adjustment will not otherwise extend the Redemption Date otherwise applicable.

Dividends

On any payment date for dividends paid on the common shares an Eligible Participant shall be credited with dividend equivalents in respect of Share Units credited to the Eligible Participant’s account as of the record date for payment of dividends. Such dividend equivalents shall be converted into additional Share Units (disregarding fractional Share Units) based on the Fair Market Value as of the date on which the dividends on the common shares are paid.

Termination Provisions

(i) Voluntary Resignation

In the event an Eligible Participant’s employment or service is terminated due to his or her voluntary resignation, then (a) all Share Units granted to the Eligible Participant which have not vested on or before the date of termination shall be forfeited and cancelled effective as of the date of termination; and (b) any vested Share Units credited to the Eligible Participant’s account as at the date of termination remain payable in accordance with the Share Unit Plan.

(ii) Termination without Cause

In the event an Eligible Person's employment or service is terminated by the Corporation without cause, (a) a portion of the unvested RSUs shall vest in accordance with Section 4.1 of the Share Unit Plan; (b) any unvested PSUs held by such Eligible Participant will remain outstanding for the balance of their term pursuant to the Share Unit Plan and the applicable Grant Agreement and in the event that the applicable performance conditions are met prior to expiry, such PSUs will vest and may be redeemed; and (c) any vested Share Units credited to the Eligible Participant's account as of his or her date of termination will remain payable in accordance with the terms of the Share Unit Plan.

(iii) Termination for Cause

In the event that an Eligible Participant's employment or service is terminated for cause, the Eligible Participant's Share Units, whether vested or unvested, shall be forfeited and cancelled as of the date of termination.

(iv) Retirement, Death or Disability

Upon the retirement, death or disability of an Eligible Participant, (a) a portion of the unvested RSUs held by the Eligible Participant shall immediately vest on the date of retirement, death or disability (as applicable) in accordance with Section 4.2 of the Share Unit Plan; (b) any unvested PSUs held by such Eligible Participant will remain outstanding for the balance of their term pursuant to the Share Unit Plan and the applicable Grant Agreement and in the event that the applicable performance conditions are met prior to expiry, such PSUs will vest and may be redeemed; and (c) any vested Share Units credited to the Eligible Participant's account as of his or her date of retirement, death or disability (as applicable) will remain payable in accordance with the terms of the Share Unit Plan.

Amendments to the Share Unit Plan

The Board reserves the right, in its sole discretion, to amend, suspend or terminate the Share Unit Plan or any portion thereof at any time, in accordance with applicable legislation, without obtaining the approval of Shareholders. Notwithstanding the foregoing, the Corporation will be required to obtain the Disinterested Shareholder approval for any amendment related to (a) the number or percentage of issued and outstanding common shares available for grant under the Share Unit Plan; (b) a change in the method of calculation of redemption of Share Units held by Eligible Participants; or (c) an extension to the term for redemption of Share Units held by Eligible Participants.

A copy of the Share Unit Plan may be inspected at the head office of the Corporation, Suite 2800, 1055 Dunsmuir Street, PO Box 49225, Vancouver, B.C., V7X 1L2 Canada during normal business hours and at the Meeting. In addition, a copy of the Share Unit Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy, in writing, from the Corporate Secretary of the Corporation. Any such requests should be mailed to the Corporation, at its head office, to the attention of the Corporate Secretary.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Directors or executive officers of the Corporation, proposed nominees for directorship, or associates or affiliates of the said person, have been indebted to the Corporation at any time since the beginning of the last completed financial year of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out below and in this Information Circular, and other than transactions carried out in the ordinary course of business of the Corporation, none of the Directors or executive officers of the Corporation, a Director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation, nor any Shareholder beneficially owning, directly or indirectly, Common Shares of the Corporation, or exercising control or direction over Common Shares of the Corporation, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding shares of the Corporation nor an associate or affiliate of any of the foregoing persons has since January 1, 2023 (being the commencement of the Corporation's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Corporation or any of its subsidiaries.

In connection with the Corporation's US \$240 million senior bond issue completed in July 2018 (the "**2023 Bond**"), Nemesia S.à.r.l. ("**Nemesia**"), a private company controlled by a trust settled by the estate of the late Adolf H. Lundin, agreed to guarantee the Corporation's obligations under the 2023 Bond up to US \$22.8 million (an equivalent of one year of bond interest, the "**Liquidity Guarantee**"). In exchange for the Liquidity Guarantee, the Corporation entered into a Debenture in favour of Nemesia dated February 25, 2019 (the "**Debenture**") and agreed to issue an initial 2,000,000 common shares to Nemesia for providing the Liquidity Guarantee and a further 50,000 common shares of the Corporation for each US \$500,000 drawdown per month until the drawn amount is repaid. In July 2020, the Corporation announced a full drawdown of the Liquidity Guarantee in the amount of US \$22.8 million followed by the full and final discharge of such Liquidity Guarantee by Nordic Trust as Bond Trustee. The Corporation then commenced the monthly issuance of common shares to Nemesia. In addition, the Corporation was required to accrue interest on the amount due to Nemesia at an annual rate of 5% with payment of the accrued interest and principal by the Corporation to Nemesia being payable on or before July 5, 2024, and such claim for repayment was subordinated to all obligations under the Corporation's 2024 and 2025 Bond Terms. The Debenture was amended and restated in connection with the closing of the acquisition by the Corporation of TEPKRI Sarsang A/S (now known as ShaMaran Sarsang A/S) (the "**Sarsang Acquisition**") and after the successful closing of the Sarsang Acquisition and the 2023 Bond conversion into the 2025 Bond on September 27, 2022, US \$7.2 million of the existing US \$22.8 million debt owed by the Corporation to Nemesia was refinanced into the new

2025 Bond, the balance of US \$15.6 million remains as a loan to the Corporation with an adjusted interest rate to match the interest rate on the new 2025 Bond of 12% (payable in cash semi-annually) plus an additional interest amount of 2% per annum payable in kind. The monthly common share allotment to Nemesia by the Corporation has been eliminated.

In connection with the US \$30.5 million rights offering of the Corporation announced on July 12, 2021 and launched on April 5, 2022 in Canada and on April 7, 2022 in Sweden (the “**Rights Offering**”), Nemesia entered into a Standby Purchase Commitment Agreement (“**SPCA**”) with the Corporation and agreed to acquire all shares in such Rights Offering not taken up by other Shareholders of the Corporation up to a maximum of US \$30 million. The Rights Offering was over-subscribed, so no call was required to be made pursuant to the SPCA on Nemesia.

APPOINTMENT OF AUDITORS

PricewaterhouseCoopers SA has declined to stand for reappointment as the auditor of the Corporation on its own initiative to allow for PricewaterhouseCoopers LLP to be elected as the auditor, at a remuneration to be determined by the Directors.

MANAGEMENT CONTRACTS

No management functions of the Corporation are to any substantial degree performed by a person or company other than the Directors or executive officers of the Corporation.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

The Corporation’s Board of Directors and management have established certain corporate governance practices which, in the opinion of the Board, are consistent with the overall business of the Corporation and its stage of development. The following represents the disclosure required by National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”).

Corporate Governance Practices

National Policy 58-201 - *Corporate Governance Guidelines* (“**NP 58-201**”) sets out guidelines for effective corporate governance. These guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance.

The Board has considered the guidelines set out in NP 58-201 and believes that its approach to corporate governance is appropriate and works effectively for the Corporation and its Shareholders. The following is a description of the Corporation’s corporate governance practices which have been approved by the Board.

The Board of Directors

Of the five proposed nominees for election as Directors at the Meeting, all are current Directors of the Corporation.

The Board of Directors currently comprises Chris Bruijnzeels, Michael Ebsary, Keith Hill, William Lundin, and Garrett Soden. With the exception of Mr. Soden, all other proposed nominees for election as Directors are “independent” within the meaning of NI 58-101. Mr. Soden is not “independent” as he is the current President and Chief Executive Officer of the Corporation.

The independent Directors exercise their responsibilities for independent oversight of management and are provided with leadership through their position on the Board and ability to meet independently of management whenever deemed necessary.

Directorships

The Directors of the Corporation may serve as Directors of other reporting issuers. The following nominees for re-election as Directors of the Corporation serve (or have served in the past five years) on the boards of directors of other reporting issuers or reporting issuer equivalent(s) as follows:

Director	Reporting Issuer(s) or Equivalent(s)
Chris Bruijnzeels	<ul style="list-style-type: none"> • International Petroleum Corp. • Norwegian Energy Company ASA
Michael Ebsary	<ul style="list-style-type: none"> • Proposed Director of Africa Oil Corp.
Keith Hill	<ul style="list-style-type: none"> • Africa Oil Corp. • Africa Energy Corp. • Eco (Atlantic) Oil & Gas Ltd. • TAG Oil Corp.
William Lundin	<ul style="list-style-type: none"> • Africa Energy Corp. • Filo Mining Corp. • Orrön Energy AB
Garrett Soden	<ul style="list-style-type: none"> • Africa Energy Corp. • Gulf Keystone Petroleum Ltd. • Panoro Energy ASA

During the fiscal year ended December 31, 2023, the Board and its committees held the number of meetings as set forth in the table below. The following table does not include decisions made by the Board and the committees of the Board by written resolution during 2023:

Director	2023 BOARD / STANDING COMMITTEES				
	Board 11 meetings ⁽¹⁾	Audit Committee 4 meetings ⁽¹⁾	Compensation Committee 2 meetings ⁽¹⁾	Reserves Committee 1 meeting ⁽¹⁾	Corporate Governance and Nominating Committee No meeting ⁽¹⁾⁽²⁾
Chris Bruijnzeels	11 of 11	4 of 4	2 of 2		-
Adel Chaouch ⁽³⁾	5 of 6				
Garrett Soden ⁽⁴⁾	6 of 6				
Michael Ebsary	11 of 11	4 of 4	2 of 2		-
Keith Hill	11 of 11	4 of 4	2 of 2	1 of 1	
William Lundin	11 of 11			1 of 1	
Nick Walker ⁽⁵⁾	8 of 10			1 of 1	-

⁽¹⁾ The numbers in each row represent the number of meetings the Director/committee member attended in 2023 and the second number represents the number that he was eligible to attend.

⁽²⁾ The Corporate Governance and Nominating Committee chose not to formally meet in 2023.

⁽³⁾ Dr. Chaouch resigned from the Board on May 15, 2023, and chose not to attend the May 15th meeting of the Board.

⁽⁴⁾ Mr. Soden joined the Board on May 15, 2023.

⁽⁵⁾ Mr. Walker resigned from the Board in November 2023 and chose not to attend the October and November meetings of the Board.

Orientation and Continuing Education

The measures that the Board of Directors takes in connection with orienting new Board members regarding the role of the Board, its Directors, the committees of the Board and the nature and operation of the Corporation's business include providing each new member with information concerning the role and responsibilities of a public company director and discussing with new members the Corporation's operations. New Directors also can meet with management, technical experts and consultants of the Corporation. As each Director has a different set of skills and professional background, the Board seeks to tailor the orientation of new members according to the particular needs and experience of each new Director. For example, if the new Director is highly sophisticated regarding the oil and gas industry, orientation on that matter would not be necessary, or if a Director has a high level of financial expertise, finance orientation may not be included. In addition, all new and existing Board members are provided with a Board Manual, which contains, among other things, information regarding the functioning of the Board of Directors, committees and copies of the Corporation's corporate governance policies, the Board's mandate, the charters of the Board and its committees, corporate policies and other relevant information. The Board Manual is updated periodically.

The Board encourages continued education for its Directors and ensures that all Directors are kept apprised of changes in the Corporation's operations and business and changes in the regulatory environment affecting the Corporation's day-to-day business. At every Board meeting,

management provides updates and briefings to Directors with respect to the business and operations of the Corporation. The Corporation's outside legal counsel also provides Directors and senior officers with summary updates of any developments relating to the duties and responsibilities of Directors and officers and corporate governance matters. Board members may also attend external education seminars that they determine necessary to keep themselves up-to-date with current issues relevant to their services as Directors of the Corporation. In addition, as part of the annual Director assessment process, Directors are canvassed by the Corporate Governance and Nominating Committee for their input on what additional information would assist them in increasing their effectiveness as Directors. The Corporate Governance and Nominating Committee considers Directors' responses and makes recommendations.

Ethical Business Conduct

The Corporation is committed to conducting its business in compliance with the law and the highest ethical standards. Accordingly, the Corporation has adopted a written Code of Business Conduct and Ethics, as amended and restated in 2024 (the "Code"), applicable to Directors, officers and all employees of the Corporation. Directors, officers or employees who have concerns or questions about violations of laws, rules or regulations, or of the Code, are required to report them to the Chief Financial Officer of the Corporation, or, if the matter involves such person, then to the Chair of the Corporation's Audit Committee. All such complaints will be investigated and reported to the Board, which will take, as may be required on a case-by-case basis, corrective actions, if appropriate, up to and including termination of employment. The Corporation encourages all Directors, officers, and employees to report promptly any suspected violation of the Code. The Corporation does not tolerate any retaliation for reports or complaints regarding suspected violations of the Code that were made in good faith. There has been no departure from the Code during the Corporation's most recently completed financial year.

All Directors, officers and employees have an obligation to act in the best interest of the Corporation. Any situation that presents an actual or potential conflict between a Director, officer or employee's personal interest and the interests of the Corporation are to be reported to the Corporation's Chief Financial Officer, or if that person is involved in the conflict, then to the Chair of the Corporation's Audit Committee.

The Code is available on the Corporation's website at www.shamaranpetroleum.com, and is available on the SEDAR+ website, which may be accessed at www.sedarplus.ca. In addition to the Code, the Corporation has adopted policies to assist in the conduct of ethical business that also includes:

- An Amended and Restated Insider Trading and Disclosure Policy to ensure compliance with applicable securities law requirements as well as effective communication between the Corporation, its Shareholders and the public; and
- an Environment, Society and Governance (ESG) Statement.

At the present time, the Board has four (4) standing committees: the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Reserves Committee. Disclosure with respect to the Audit Committee, as required by NI 52-110 – *Audit Committees*, is contained under the heading "*Audit Committee and National Instrument 52-110, Audit Committees ("NI 52-110") Disclosure*" and in Schedule "A" to this Information Circular.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee is composed of three Directors. The current members of this committee are Messrs. Buijnzeels (Chair), Ebsary and Lundin. No changes are currently proposed to be made following the Meeting. The Corporate Governance and Nominating Committee is responsible for developing and monitoring the Corporation's approach to corporate governance issues. The Committee oversees the effective functioning of the Board, oversees the relationship between the Board and management, ensures that the Board can function independently of management at such times as is desirable or necessary, identifies individuals qualified to become new Board members and recommends to the Board the Director nominees at each annual meeting of Shareholders and, with the assistance of the Board and where necessary, develops an orientation and education program for new recruits to the Board. In identifying possible nominees to the Board, the Corporate Governance and Nominating Committee considers the competencies and skills necessary for the Board as a whole, the skills of existing Directors and the competencies and skills each new nominee will bring to the Board, as well as whether or not each nominee will devote sufficient time and resources to the Board. The Corporate Governance and Nominating Committee also annually reviews and makes recommendations to the Board with respect to: (i) the size and composition of the Board; (ii) the appropriateness of the committees of the Board; and (iii) the effectiveness and contribution of the Board, its committees and individual Directors, having reference to their respective mandates, charters and position descriptions. The Corporate Governance and Nominating Committee meets at least once annually.

Compensation Committee

The Compensation Committee is composed of three Directors. The current members of this committee are Messrs. Hill (Chair), Ebsary and Buijnzeels. No changes are currently proposed to be made following the Meeting. The Compensation Committee evaluates the CEO's performance and establishes executive and senior officer compensation, determines the general compensation structure, policies and programs of the Corporation, including the extent and level of participation in incentive programs in conjunction with the Board, and delivers an annual report to Shareholders on executive compensation. The Compensation Committee has also been mandated to review the adequacy and form of the compensation of Directors and to ensure that such compensation realistically reflects the responsibilities and risk involved in being an effective Director. The Compensation Committee meets at least once annually. The Compensation Committee's role in the compensation of Directors and the CEO of the Corporation is further described under "*Compensation Discussion and Analysis*".

Reserves Committee

The Reserves Committee is composed of three Directors. The current members are Messrs. Lundin (Chair), Bruijnzeels, and Hill. No changes are currently proposed to be made following the Meeting. The Reserves Committee has the responsibility in general for developing the Corporation's approach to the reporting of oil and gas reserves and other oil and gas information required to be publicly disclosed. The Reserves Committee's mandate prescribes the methodology that the Corporation and the independent evaluator selected by management and approved by the Reserves Committee will adhere to in the calculation of oil and gas reserves and the valuation of those reserves. The Reserves Committee meets at least once annually.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Annual Approval of the Stock Option Plan

The Corporation's Stock Option Plan governing the issuance of stock options was initially adopted by the Shareholders at the annual and special meeting held on June 21, 2004, and was most recently approved by the Shareholders of the Corporation at the annual general and special meeting on June 22, 2023.

The policies of the TSX-V require that rolling plans be approved by the Shareholders of the Corporation on a yearly basis.

A summary of the terms and conditions of the Corporation's Stock Option Plan (as reviewed by the Board on May 8, 2024) are set forth under "*Securities Authorized for Issuance under Equity Compensation Plans – The Stock Option Plan*" above. A copy of the Stock Option Plan is included at Schedule B. There are no amendments to the Stock Option Plan being proposed at the Meeting.

Accordingly, Shareholders are being asked to pass an ordinary resolution to approve the Stock Option Plan, which permits the issuance of up to 10% of the issued and outstanding Common Shares of the Corporation from time to time. To become effective, the resolution must be passed by a simple majority of the votes cast thereon by Shareholders present in person or by proxy at the Meeting. If the resolution to approve the Stock Option Plan is not approved by Shareholders of the Corporation, all unallocated stock options will be cancelled, and the Corporation will not be permitted to make any further grants until Shareholder approval is obtained.

Shareholders will be asked to pass an ordinary resolution, in substantially the following form, to re-approve the Stock Option Plan:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the Stock Option Plan of the Corporation, as described and included in the Management Information Circular dated May 17, 2024, be and is hereby approved and ratified, and the Corporation be and is hereby authorized to reserve for issuance pursuant to the Stock Option Plan up to 10% of the issued and outstanding common shares of the Corporation from time to time;
2. the Board of Directors be and is hereby authorized on behalf of the Corporation to make any further amendments to the Stock Option Plan as may be required by regulatory authorities or otherwise made necessary by applicable legislation, with further approval of the Shareholders of the Corporation, as required in order to ensure the adoption and efficient function of the Stock Option Plan; and
3. any Director or officer of the Corporation be and is hereby authorized and directed to do such things and to execute and deliver all such instruments, deeds and documents, and any amendments thereto, as may be necessary or advisable to give effect to the foregoing resolutions, and to complete all transactions in connection with the implementation of the Stock Option Plan.”

The Directors of the Corporation believe the passing of the foregoing ordinary resolutions are in the best interests of the Corporation and recommend that Shareholders of the Corporation vote **IN FAVOR** of the resolutions. **In the absence of contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend(s) to vote IN FAVOR of the Stock Option Plan.**

ANY OTHER MATTERS

Management of the Corporation knows of no other matters that will be brought before the Meeting, other than those referred to in the Notice of Meeting. Should any other matters properly be brought before the Meeting, the Common Shares represented by the proxies solicited hereby will be voted on those matters in accordance with the best judgment of the person voting such proxies.

ADDITIONAL INFORMATION

Additional information relating to the Corporation and its business activities is available on SEDAR+ website located at www.sedarplus.ca “Corporation’s profiles” – *Shamaran Petroleum Corp*”. Financial information regarding the Corporation is provided in the Corporation’s consolidated annual financial statements and related management’s discussion and analysis (“**MD&A**”) for its most recently completed financial year and may be viewed on the SEDAR+ website at the location noted above. Copies of the audited consolidated financial statements and related MD&A, for the fiscal year ended December 31, 2023, may be accessed on the Corporation’s website at www.shamaranpetroleum.com, or Shareholders may contact the Corporation to request copies of such documents as follows:

E-mail: info@shamaranpetroleum.com
Telephone: +1 604-689-7842
Mail: ShaMaran Petroleum Corp.
1055 Dunsmuir Street, Suite 2800
PO Box 49225
Vancouver, B.C., V7X 1L2, Canada
Attn: Investor Relations

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved, and the delivery of it to each Shareholder of the Corporation entitled thereto, to the Corporation’s auditors and to the appropriate regulatory agencies has been authorized by the Board.

Dated as of the 17th day of May 2024.

BY ORDER OF THE BOARD OF DIRECTORS OF SHAMARAN PETROLEUM CORP.

(signed) “Chris Bruijnzeels”

Chris Bruijnzeels
Chairman of the Board

SCHEDULE “A”
AUDIT COMMITTEE CHARTER
(As last reviewed by the Board on May 8, 2024)

I. MANDATE

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of ShaMaran Petroleum Corp. (the “**Corporation**”) shall assist the Board in fulfilling its financial oversight responsibilities. The Committee’s primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Corporation’s financial statements and other financial information;
2. The compliance of such financial statements and financial information with legal and regulatory requirements;
3. The qualifications and independence of the Corporation’s independent external auditor (the “**Auditor**”); and
4. The performance of the Corporation’s internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. Composition

The Committee will be composed of a minimum of three members.

B. Qualifications

Each member of the Committee must be a member of the Board.

A majority of the members of the Committee must, with the exception of certain qualifying exemptions, be “independent” (as defined in Sec. 1.4 of National Instrument 52-110 (Audit Committees)) (“NI 52-110”).

Each member of the Committee must be “financially literate” (as defined in NI 52-110) or must become financially literate within a reasonable period of time after his or her appointment to the Committee.

Each member of the Committee must not, with the exception of certain qualifying exemptions, be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation (as defined in NI-52-110).

C. Appointment and Removal

In accordance with the By-laws of the Corporation, the members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. Sub-Committees

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that a decision of such subcommittee to grant a pre-approval shall be presented to the full Committee at its next scheduled meeting.

F. Meetings

The Committee shall meet at least four times in each fiscal year, or more frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Corporation’s annual and interim financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Corporation.

At each meeting, a quorum shall consist of a majority of members that are not executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Corporation’s financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Corporation, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Corporation's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee will:

Independence of Auditor

1. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Corporation, consistent with the independence criteria set out in the Chartered Professional Accountants (British Columbia) Code of Professional Conduct.
2. Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.
3. Require the Auditor to report directly to the Committee.
4. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Corporation.

Performance & Completion by Auditor of its Work

5. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
6. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Corporation's shareholders of the existing, Auditor.
7. Pre-approve all auditing services and permitted non-audit services, including the fees and terms thereof, to be performed for the Corporation by the Auditor unless such non-audit services:
 - (a) which are not pre-approved, are reasonably expected not to constitute, in the aggregate, more than 5% of the total amount of revenues paid by the Corporation to the Auditor during the fiscal year in which the non-audit services are provided;
 - (b) were not recognized by the Corporation at the time of the engagement to be non-audit services; and
 - (c) are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Internal Financial Controls & Operations of the Corporation

8. Establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Preparation of Financial Statements

9. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies.
10. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Corporation's financial statements or accounting policies.
11. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
12. Discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.
13. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
 - (a) The adoption of, or changes to, the Corporation's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.
 - (b) The management inquiry letter provided by the Auditor and the Corporation's response to that letter.
 - (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Corporation

14. Review the Corporation's annual and interim financial statements, management discussion and analysis (MD&A) and earnings press releases and provide a recommendation to the Board with respect to the approval of the financial statements, MD&A and earnings press release prior to their release to the public.
15. Where reasonably possible, review the Corporation's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Corporation's public disclosures containing financial information, including news releases, prior to release to the public. The Committee must be satisfied that adequate procedures are in place for the review of the Corporation's public disclosures of financial information extracted or derived from the Corporation's financial statements, other than disclosure described in the previous paragraph, and periodically assess the adequacy of those procedures.
16. Review disclosures made to the Committee by the Corporation's Chief Executive Officer and Chief Financial Officer during their certification process of the Corporation's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

Other Responsibilities

17. Review the findings of any examinations by securities regulatory authorities and stock exchanges.
18. Review with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements.
19. Consult with the Auditor, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
20. Request any officer or employee of the Corporation or the Corporation's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
21. Meet with management, any internal auditor and the Auditor in separate executive sessions at least quarterly.
22. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee advisors.
23. Make regular reports to the Board about the Committee's activities and make appropriate recommendations.
24. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
25. Annually review the Committee's own performance.
26. Provide an open avenue of communication among the Auditor, the Corporation's financial and senior management and the Board.
27. Not delegate these responsibilities other than to one or more independent members of the Committee the authority to pre-approve, which the Committee must ratify at its next meeting, non-audit services to be provided by the Auditor.

C. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.

SCHEDULE “B”
CORPORATION’S EMPLOYEE INCENTIVE STOCK OPTION PLAN
(Tier 2 Issuer, Rolling 10%)

(Approved by the Board on May 8, 2024, and subject to approval of the
Shareholders of the Corporation at the Meeting)

1. Purpose

1.01 The purpose of the Incentive Stock Option Plan (the “**Plan**”) is to promote the profitability and growth of ShaMaran Petroleum Corp. (the “**Company**”) by facilitating the efforts of the Company and its subsidiaries to obtain and retain key individuals. The Plan provides an incentive for and encourages ownership of the Company's shares by its key individuals so that they may increase their stake in the Company and benefit from increases in the value of the Company's shares.

2. Administration

2.01 The Plan will be administered by the board of directors of the Company (the “**Board**”) or a committee of the Board to which the duties of the Board hereunder are delegated. If a committee is appointed for this purpose, all references to the term “Board” will be deemed to be references to the committee.

2.02 The Board will be authorized, subject to the provisions of the Plan, to adopt such rules and regulations as it deems consistent with the Plan's provisions and, in its sole discretion, to designate options (“**Options**”) to purchase shares of the Company pursuant to the Plan. The Board may authorize one or more individuals of the Company to execute, deliver and receive documents on behalf of the Board.

3. Eligibility

3.01 Each person (an “**Optionee**”) who is a *bona fide* “Consultant”, a “Director”, an “Employee” or a “Management Company Employee” in relation to the Company (as those terms are defined in Policy 4.4, “Security Based Compensation”, of the TSX Venture Exchange (the “**Exchange**”) is eligible to be granted one or more Options.

3.02 The Company and the Optionee to ensure and confirm that the Optionee is a *bona fide* “Consultant”, a “Director”, an “Employee” or a “Management Company Employee” under section 3.01 each time one or more Options are granted to an Optionee.

3.03 Nothing in the Plan or in any Option shall confer any right on any individual to continue in the employ of, or association with the Company or its subsidiaries or will interfere in any way with the right of the Company or subsidiaries to terminate at any time the employment of a person who is an Optionee.

3.04 As a condition of participation in the Plan, an Optionee shall authorize the Company in written form to collect and withhold from the Optionee or its agent, as the case may be, any amounts required by applicable legislation to be withheld for any taxes, or otherwise, as a consequence of such participation in the Plan.

4. Shares Subject to Option

4.01 The shares to be optioned under the Plan will be authorized but unissued Common Shares without par value (“**Shares**”) of the Company.

4.02 Shares subject to, but not issued or delivered under an Option which expires or terminates shall again be available for option under the Plan.

4.03 The number of Common Shares which may be issuable by the Company under this Plan, and any deferred share unit plan, employee stock purchase plan, share unit plan, restricted share unit plan, performance share unit plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Shares, including a share purchase from treasury which is financially assisted by the Company by way of loan, guarantee or otherwise (“**Share Compensation Arrangement**”) in existence from time to time shall not exceed 10% of the issued and outstanding common share capital at any point in time, subject to adjustment under Section 11 below.

4.04 Unless disinterested shareholder approval is obtained, the number of Shares that are issuable to any one Optionee in any 12 month period under this Plan and all of the Company’s other previously established or proposed Share Compensation Arrangements shall not exceed 5% of the issued and outstanding share capital of the Company, as calculated on the date that the Option is granted.

4.05 Unless disinterested shareholder approval is obtained, the number of Shares that are issuable to Insiders as a group (as that term is defined under the Policies of the Exchange) in any 12 month period under this Plan and all of the Company's other previously established or proposed Share Compensation Arrangements shall not exceed 10% of the issued and outstanding share capital of the Company, as calculated on the date that the Option is granted.

4.06 Unless disinterested shareholder approval is obtained, the number of Shares that are issuable to Insiders as a group (as that term is defined under the Policies of the Exchange) under this Plan and all of the Company's other previously established or proposed Share Compensation Arrangements shall not exceed 10% of the issued and outstanding share capital of the Company at any point in time.

4.07 The number of Shares that are issuable to any Consultant in any 12 month period under this Plan and all of the Company's other previously established or proposed Share Compensation Arrangements shall not exceed 2% of the issued and outstanding share capital of the Company, as calculated on the date that the Option is granted.

4.08 The number of Shares that are issuable pursuant to Options granted or issued under this Plan to all Investor Relations Service Providers (as this term is defined in Policy 4.4, "Security Based Compensation" of the Exchange) in any 12 month period shall not exceed an aggregate of 2% of the issued and outstanding share capital of the Company, as calculated on the date that the Option is granted.

4.09 All Options granted under this Plan to all Investor Relations Service Providers (as this term is defined in Policy 4.4, "Security Based Compensation" of the Exchange) must vest in stages over a 12 month period, with no more than 25% of the Shares vesting in any three month period.

4.10 In certain circumstances, an Option and any Shares issued under such Option may be subject to a four-month hold period from the time the Option was granted during which period they cannot be sold and, in accordance with the Exchange's policies, the certificates representing such Shares shall be legended accordingly. Shares issued on the exercise of an Option may be subject to such other hold periods as may be imposed by the Exchange or under applicable securities legislation.

5. Granting of Options

5.01 The Board may from time to time at its discretion, subject to the provisions of the Plan, determine those eligible individuals to whom Options will be granted, the number of Shares subject to such Options, the dates on which such Options are to be granted and the term of such Options.

5.02 The Board may, at its discretion, with respect to any Option, impose additional terms and conditions which are more restrictive on the Optionee than those provided for in the Plan. Notwithstanding the foregoing, any Option granted to an Optionee that is providing investor relations services to the Company shall vest in stages over a period of no less than 12 months with a maximum of one-quarter of such Option vesting in any three month period.

5.03 Each Option will be evidenced by:

- (a) a written agreement between, and executed by, the Company and the individual containing terms and conditions established by the Board with respect to such Option and will be consistent with the provisions of the Plan; or
- (b) a certificate executed by the Company and delivered to the Optionee setting out the material terms of the Option, with a copy of this Plan attached thereto.

5.04 Notwithstanding anything else herein to the contrary, and subject to prior approval of the Exchange if required, in the event of a Change of Control, all outstanding Options which have not vested shall immediately vest and become exercisable on the date of (or, if so determined by the Board, immediately prior to) such Change of Control in accordance with the terms of this Plan. There can be no acceleration of the vesting requirements applicable to Investor Relations Services Providers described in section 5.0 2 without the prior written approval of the Exchange. For purposes of this Plan, "**Change of Control**" includes:

- (i) the acquisition by any persons acting jointly or in concert (as determined by the Securities Act (British Columbia)), whether directly or indirectly, of voting securities of the Company that, together with all other voting securities of the Company held by such persons, constitute in the aggregate more than 50% of all outstanding voting securities of the Company;
- (ii) an amalgamation, arrangement or other form of business combination of the Company with another Company that results in the holders of voting securities of that other Company holding, in the aggregate, more than 50% of

all outstanding voting securities of the Company resulting from the business combination;

- (iii) the sale, lease or exchange of all or substantially all of the property of the Company to another person, other than in the ordinary course of business of the Company or to a related entity; or
- (iv) any other transaction that is deemed to be a "Change of Control" for the purposes of this Plan by the Board in its sole discretion.

6. Option Price

6.01 The price per Share at which Shares may be purchased upon the exercise of an Option (the "**Option Price**") must not be less than the "**Discounted Market Price**" (as defined in the policies of the Exchange, provided that the Option Price shall not be less than CAD \$0.05 per Share.

6.02 The Option Price must be paid in full at the time of exercise of the Option together with the amount necessary to satisfy the Company's withholding obligations pursuant to Section 3.03 and no Shares will be issued and delivered until full payment of such amounts is made.

6.03 An Optionee will not be deemed the holder of any Shares subject to his Option until the Shares are delivered to him.

7. Term of Option

7.01 The maximum term of any Option will be five years.

8. Assignability and Transferability of Options

8.01 An Option may not be assigned. During the lifetime of an Optionee, the Option may be exercised only by the Optionee.

8.02 An Option may not be transferred. During the lifetime of an Optionee, the option may be exercised only by the Optionee.

9. Termination of Employment

9.01 An Option granted to a person who is a Director, Employee, Consultant or Management Company Employee shall terminate no longer than 90 days after such person ceases to be in at least one of those categories.

9.02 An Option granted to a person who is engaged in Investor Relations Activities shall terminate no longer than 30 days after such person ceases to be employed to provide Investor Relations Activities.

9.03 The Company shall be under no obligation to give an Optionee notice of termination of an Option.

10. Death

10.01 Notwithstanding any other provision of this Plan, if any Optionee shall die holding an Option which has not been fully exercised, his personal representative, heirs or legatees may, at any time within one year after the date of such death (notwithstanding the normal expiry date of the Option under the provisions of Section 7 hereof) exercise the Option with respect to the unexercised balance of the Shares subject to the Option.

11. Change in Shares

11.01 In the event the authorized common share capital of the Company as constituted on the date that this Plan comes into effect is consolidated into a lesser number of Shares or subdivided into a greater number of Shares, the number of Shares for which Options are outstanding will be decreased or increased proportionately as the case may be and the Option Price will be adjusted accordingly and the Optionees will have the benefit of any stock dividend declared during the period within which said Optionee held his Option.

11.02 Any adjustment to the Options granted or issued under the Plan, other than in connection with section 11.01, are subject to the prior acceptance of the Exchange, including adjustments relating to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization.

12. Cancellation of Options

12.01 The Board may, with the consent of the Optionee, cancel an existing Option, in accordance with the policies of the Exchange.

13. Amendment or Discontinuance

13.01 The Board may alter, suspend or discontinue the Plan, but may not, without the approval of the shareholders of the Company, and subject to the approval of the Exchange, make any amendments to this Plan, including those which would:

- (a) increase the aggregate number of Shares subject to Option under the Plan except as provided in Section 11; or
- (b) decrease the Option Price except as provided in Section 11.01.

Any amendments to the terms of this Plan or to grants or issuances of Options will be subject to the approval of the Exchange, and to shareholder approval where applicable. Notwithstanding the foregoing, the terms of an existing Option may not be altered, suspended or discontinued without the consent in writing of the Optionee.

13.02 If the Option Price of an Option is reduced, or the term of an option is extended, at any time when the Optionee is an Insider of the Company, the approval of the disinterested shareholders must be obtained prior to the exercise of such Option at the reduced Option Price or extension of the term of the Option.

14. Interpretation

14.01 The Plan will be construed according to the laws of the Province of British Columbia.

15. Liability

15.01 No director, officer or employee of the Company will be personally liable for any act taken or omitted in good faith in connection with the Plan.