

**MCF ENERGY LTD.**  
Suite 3123, 595 Burrard Street  
PO Box 49139, Three Bentall Centre  
Vancouver, British Columbia, V7X 1J1  
Phone: 604.609.6110  
Fax: 604.609.6145

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

**NOTICE** is hereby given that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of **MCF ENERGY LTD.** (the "**Company**"), will be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, on Thursday, September 14, 2023 at 10:00 a.m. (Pacific Time) for the following purposes:

1. To receive and consider the financial statements of the Company for the fiscal year ended December 31, 2022, together with the report of the auditors thereon.
2. To appoint KPMG LLP, Chartered Accountants, as auditors for the Company for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.
3. To fix the number of directors for the ensuing year at five (5).
4. To elect directors for the ensuing year.
5. To consider and, if thought fit, to pass an ordinary resolution to re-approve the stock option plan for the Company, as described in the Company's Management Information Circular dated August 8, 2023.
6. To approve the adoption of the Company's new restricted share unit and deferred share unit plan as described in the Company's Management Information Circular dated August 8, 2023.
7. To transact such other business as may be properly transacted at the Meeting or at an adjournment thereof.

Every registered holder of Common Shares of the Company at the close of business on August 8, 2023 (the "**Record Date**") is entitled to receive notice of, and to vote their Common Shares at the Meeting. The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice, which Information Circular forms part of this Notice.

**Regardless of whether or not a shareholder plans to attend the Meeting in person, we request that each shareholder please complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and information circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure their shares will be voted at the Meeting. A shareholder who holds shares in a brokerage account is not a registered shareholder.**

DATED at Vancouver, British Columbia, this 8th of August, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"James Hill"*

James Hill  
Chief Executive Officer and a Director

# **MCF ENERGY LTD.**

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## **INFORMATION CIRCULAR**

(containing information as at August 8, 2023 unless indicated otherwise)

**For the Annual General & Special Meeting  
to be held on Thursday, September 14, 2023**

### **SOLICITATION OF PROXIES**

This information circular is furnished in connection with the solicitation of proxies by the management of **MCF Energy Ltd.** (the "**Company**") for use at the annual general & Special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of the Company, to be held on **Thursday, September 14, 2023** at the time and place and for the purposes set forth in the accompanying notice of meeting and at any adjournment thereof. The enclosed instrument of proxy is solicited by the management of the Company. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

### **APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the accompanying form of proxy (the "**Proxy**") are directors and/or officers of the Company. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE COMPANY'S REGISTRAR AND TRANSFER AGENT,**

**To Vote Your Proxy Online please visit:**

**<https://login.odysseytrust.com/pxlogin> and click on VOTE. You will require the CONTROL NUMBER printed with your address to the right on your proxy form. If you vote by Internet, do not mail this proxy.**

**1. By Email to [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com); or**

**2. By mail or personal delivery to Odyssey Trust Company, Attn: Proxy Department, Suite 702, 67 Yonge St., Toronto, ON M5E 1J8; or**

**3. By fax to Odyssey, to the attention of the Proxy Department at 1-800-517-4553 (toll free within Canada and the U.S.) or 416-263-9524 (international); or**

**4. By internet <https://login.odysseytrust.com/pxlogin> and follow the online voting instructions given to you.**

The Proxy must be signed and dated by the Shareholder or by his attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a Proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited with the Company's registrar and transfer agent, **Odyssey Trust Company, Suite 702, 67 Yonge St., Toronto, ON M5E**, at any time up to and including the last business day preceding the Meeting, or any adjournment of it, at which the Proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

### **VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES**

On any poll, the persons named in the enclosed Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxyholder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The enclosed Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this information circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be voted on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority greater than one-half of the votes cast will be required unless the motion requires a special resolution, in which case a majority of not less than two-thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested shareholder approval, common shares held by shareholders of the Company who have an interest in the motion and common shares held by their "associates", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

#### ***General***

The authorized capital of the Company consists of an unlimited number of Class A common shares without par and an unlimited number of Class B common shares without par value. There were 220,338,864 Class A common shares of the Company issued and outstanding as of the close of business on August 8, 2023 (the "**Record Date**"), each share carrying the right to one vote. No Class B common shares of the Company are outstanding.

Only Shareholders of record as at the close of business on the Record Date who either personally attend the Meeting or who have completed and delivered a form of Proxy in the manner and subject to the provisions described under the heading "Appointment and Revocation of Proxies" shall be entitled to vote, or have their common shares voted, at the Meeting, or any adjournment thereof. On any poll, each Shareholder of record holding common shares of the Company on the Record Date is entitled to one vote for each common share registered in his or her name on the list of shareholders as at the Record Date.

#### ***Advice to Beneficial Holders of Common Shares***

**The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold common shares in their own name.** Shareholders who 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 whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those common shares will not be registered in the Shareholder's name on the records of the Company. Such common shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such common shares are registered under the name CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). The common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without

specific instructions, a broker and its agents are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the common shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote common shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such common shares are voted.**

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting common shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a shareholder and vote common shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their common shares as a proxyholder.

#### ***Non-Objecting Beneficial Owners***

In accordance with the requirements of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer, the Company is not sending the notice of meeting, this Information Circular and a request for voting instructions (a "**VIF**"), instead of a proxy (the notice of Meeting, Information Circular and VIF or proxy are collectively referred to as the "**Meeting Materials**") directly to the NOBOs, but rather has distributed copies of the Meeting Materials to Nominees for distribution to NOBOs. The Company does not intend to pay for a Nominee to deliver to OBOs, therefore an OBO will not receive the materials unless the OBO's Nominee assumes the costs of delivery.

The Company will not pay for an intermediary to deliver proxy related materials and voting instruction forms to objecting beneficial owners (called OBOs for Objecting Beneficial Owners). OBOs have objected to their intermediary disclosing ownership information about themselves to the Company. Accordingly, OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

The Company is not relying on the "notice-and-access" delivery procedures outlined in National Instrument 54-101 to distribute copies of the proxy related materials in connection with the Meeting.

#### ***Principal Holders of Voting Shares***

To the knowledge of the directors and senior officers of the Company, as at August 8, 2023, there are no persons or corporations that beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Company

### **STATEMENT OF EXECUTIVE COMPENSATION**

#### **Definitions for the Purpose of this Information Circular:**

"Company" means MCF Energy Ltd.;

"company" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

**“compensation securities”** includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

**“equity incentive plan”** means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 Share-based Payment;

**“external management company”** includes a subsidiary, affiliate or associate of the external management company;

**“grant date”** means a date determined for financial statement reporting purposes under IFRS 2 Share-based Payment;

**“incentive plan”** means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

**“incentive plan award”** means compensation awarded, earned, paid, or payable under an incentive plan;

**“named executive officer”** or **“NEO”** means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

**“non-equity incentive plan”** means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

**“option-based award”** means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

**“plan”** includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

**“share-based award”** means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock;

**“underlying securities”** means any securities issuable on conversion, exchange or exercise of compensation securities.

Based on the foregoing definitions during the most recently completed financial year ended December 31, 2022, the Company had three (3) NEOs, namely, Kristen Reinertson, Chief Executive Officer and Director, Tally Barmash, Chief Financial Officer and Corporate Secretary and Claus Andrup, former interim Chief Executive Officer and former Chief Financial Officer.

*All dollar amounts referenced herein, unless otherwise indicated, are expressed in United States dollars and Canadian dollars are referred to as “C\$”.*

## EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

The Company's process for determining executive compensation is very simple. In particular, the Company relies solely on board discussion without any formal objectives, criteria and analysis.

Through its executive compensation practices, the Company seeks to provide value to its Shareholders through a strong executive leadership. Specifically, the Company's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Company's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Company's success, and align the interests of the Company's executives and Shareholders by motivating executives to increase Shareholder value.

The Company did not pay any base salary compensation to its Named Executive Officers for their services in their capacity as Named Executive Officers during the financial year ended December 31, 2022. Compensation to NEOs currently is based on a number of factors including the Company's executive performance during the fiscal year, the roles and responsibilities of the Company's executives, the individual experience and skills of, and expected contributions from, the Company's executives, the Company's executives' historical compensation and performance within the Company, and any contractual commitments the Company has made to its executives regarding compensation.

The board of directors of the Company (the "**Board**") has not conducted a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the when implementing its compensation policies and the Board do not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

### *Base Salary*

The Company has not entered into any management agreements with its executive officers, and did not pay any base salary to its executives in the year ended December 31, 2022. Going forward the Company may determine that payment of a base salary is appropriate for its executives and may enter into management or employment agreements providing for payment of a base salary or other compensation.

### *Option Based Awards*

The Company has in effect a stock option plan (the "**Stock Option Plan**") in order to provide effective incentives to directors, officers, senior management personnel, employees and consultants of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's Shareholders. As at December 31, 2022, the Company had no equity compensation plans other than the Stock Option Plan. The Stock Option Plan is an important part of the Company's long-term incentive strategy for its executive officers, permitting them to participate in any appreciation of the market value of the common shares over a stated period of time. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such executive officer's long term contribution to the Company will be key to its long-term success. Previous grants of stock options are taken into account when considering new grants. The Company also grants options to charitable organizations as part of its commitment to social responsibility.

### *Use of Financial Instruments*

The Company does not have a policy that would prohibit an NEO or director from purchasing financial instruments, including 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. However, management is not aware of any NEO or director purchasing such an instrument.

### *Director and NEO compensation, excluding options and compensation securities*

The following table sets forth all compensation, excluding options and compensation securities, paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, for the two most recently completed financial years, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company.

There were no executive officers of the Company who individually earned more than \$150,000 in total compensation.

#### COMPENSATION EXCLUDING COMPENSATION SECURITIES

Name and Position	Year ended Dec 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Kristen Reinertson<sup>(1)</sup></b> <i>Former CEO and former Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A
<b>Tally Barmash<sup>(2)</sup></b> <i>Former CFO and Corporate Secretary</i>	2022	Nil <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil <sup>(3)</sup>
	2021	N/A	N/A	N/A	N/A	N/A	N/A
<b>David Whelan<sup>(4)</sup></b> <i>Former Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A
<b>Howard Lobar<sup>(5)</sup></b> <i>Former Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A
<b>Scott Young<sup>(6)</sup></b> <i>Former Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	24,000 <sup>(6)</sup>	Nil	Nil	Nil	Nil	24,000 <sup>(6)</sup>
<b>Claus Andrup<sup>(7)</sup></b> <i>Former Interim CEO &amp; CFO</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
<b>Gordon Nielsen<sup>(8)</sup></b> <i>Former Director</i>	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	4,710 <sup>(8)</sup>	Nil	Nil	Nil	Nil	4,710 <sup>(8)</sup>

#### Notes:

- (1) Ms. Reinertson served as CEO and a director of the Company from April 26, 2022 to January 3, 2023.
- (2) Ms. Barmash served as CFO and Corporate Secretary of the Company from April 26, 2022 to January 3, 2023.
- (3) The Company paid to Fiore Management & Advisory Corp. ("FMAC") a corporate administration consulting fee of \$67,500 for the year ended December 31, 2022. Ms. Barmash is an employee of FMAC.
- (4) Mr. Whelan served as a director of the Company from April 26, 2022 to January 3, 2023.
- (5) Mr. Lobar served as a director of the Company from April 26, 2022 to January 3, 2023.
- (6) Mr. Young served as a director of the Company from May 22, 2020 to April 26, 2022. He was paid \$2,000 per month for director fees in 2021 through Freeform Communications Inc.
- (7) Mr. Andrup served as interim CEO and CFO from May 22, 2020 to April 27, 2022.
- (8) Mr. Nielsen served as a director of the Company from May 31, 2017 to March 10, 2021. He was paid \$2,000 per month for director fees through Geologistics Management Corp.

#### Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each NEO and director by the Company or one of its subsidiaries during the financial year ended December 31, 2022, for services provided or to be provided, directly or indirectly, to the Company or any subsidiary thereof.

#### SECURITY BASED COMPENSATION

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class <sup>(1)</sup>	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
<b>Kristen Reinertson</b> <sup>(2)</sup> <i>Former CEO and Former Director</i>	Stock Options	250,000 stock options (8.33%) 250,000 underlying common shares (0.002%)	April 27, 2022	\$0.05	\$0.04	\$0.19	April 27, 2032
<b>Tally Barmash</b> <sup>(3)</sup> <i>Former CFO and Former Corporate Secretary</i>	Stock Options	250,000 stock options (8.33%) 250,000 underlying common shares (0.002%)	April 27, 2022	\$0.05	\$0.04	\$0.19	April 27, 2032
<b>David Whelan</b> <sup>(4)</sup> <i>Former Director</i>	Stock Options	250,000 stock options (8.33%) 250,000 underlying common shares (0.002%)	April 27, 2022	\$0.05	\$0.04	\$0.19	April 27, 2032
<b>Howard Lobar</b> <sup>(5)</sup> <i>Former Director</i>	Stock Options	250,000 stock options (8.33%) 250,000 underlying common shares (0.002%)	April 27, 2022	\$0.05	\$0.04	\$0.19	April 27, 2032

**Notes:**

- (1) The percentage of class is based on the total number of stock options and common shares outstanding as at December 6, 2022, being 3,000,000 stock options outstanding and 112,472,144 common shares issued and outstanding.
- (2) As at December 31, 2022, Ms. Reinertson held no stock options.
- (3) As at December 31, 2022, Ms. Barmash held no stock options.
- (4) As at December 31, 2022, Mr. Whelan held no stock options.
- (5) As at December 31, 2022, Ms. Reinertson held no stock options.

Mr. Young, Mr. Andrup and Mr. Nielsen held no stock options on the last day of the year ended December 31, 2022.

**Exercise of Compensation Securities by Directors and NEOs**

The following table sets forth incentive stock options (option-based awards) pursuant to the Company's stock option plan that were outstanding to NEOs and directors of the Company who were not NEOs of the Company during financial year ended December 31, 2022.



## EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NEOS

Name and Position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of Exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
<b>Kristen Reinertson</b> <i>Former CEO and Former Director</i>	Stock Options	250,000	\$0.05	December 7, 2022	\$0.19	\$0.14	\$35,000
<b>Tally Barmash</b> <i>Former CFO and Corporate Secretary</i>	Stock Options	250,000	\$0.05	December 7, 2022	\$0.19	\$0.14	\$35,000
<b>David Whelan</b> <i>Former Director</i>	Stock Options	250,000	\$0.05	December 7, 2022	\$0.19	\$0.14	\$35,000
<b>Howard Lobar</b> <i>Former Director</i>	Stock Options	250,000	\$0.05	December 7, 2022	\$0.19	\$0.14	\$35,000

***Stock Option Plans and Other Incentive Plans***

The Company has adopted the Stock Option Plan, a “rolling” stock option plan which sets the number of options available for grant by the Company at an amount equal to up to a maximum of 10% of the Company’s issued and outstanding Common Shares from time to time, less any Common Shares reserved for issuance under other share compensation arrangements.

The purpose of the Stock Option Plan is to promote the profitability and growth of the Company by facilitating the efforts of the Company to attract and retain key individuals. The Stock Option Plan provides an incentive for and encourages ownership of Common Shares by its key individuals so that they may increase their stake in the Company and benefit from increases in the value of the Common Shares.

Directors, officers, employees, consultants and eligible charitable organizations (as such terms are defined in the Stock Option Plan) are eligible to be granted stock options under the Stock Option Plan.

Pursuant to the Stock Option Plan: (i) the aggregate number of options granted to any one person (and companies wholly-owned by that person) pursuant to the Stock Option Plan and any other share compensation arrangement in a 12-month period must not exceed 5% of the issued Common Shares calculated on the date an option is granted to the person (unless the Company has obtained the requisite disinterested shareholder approval); (ii) the aggregate number of options granted to any one consultant in a 12-month period pursuant to the Stock Option Plan and any other share compensation arrangement must not exceed 2% of the issued Common Shares, calculated on the date an option is granted to the consultant; (iii) the aggregate number of options granted to all persons retained to provide investor relations activities in any 12-month period pursuant to the Stock Option Plan and any other share compensation arrangement must not exceed 2% of the issued Common Shares, calculated on the date an option is granted to any such person; (iv) the aggregate number of options reserved for issuance pursuant to the Stock Option Plan or any other share compensation arrangement to insiders within a one-year period shall not exceed 10% of the Common Shares outstanding from time to time; and (v) the aggregate number of options reserved for issuance pursuant to the Stock Option Plan or any other share compensation arrangement to insiders shall not exceed 10% of the Common Shares outstanding from time to time. Subject to the Stock Option Plan and otherwise in compliance with the policies of the TSXV, the Board shall determine the manner in which an option shall vest and become exercisable. Options granted to consultants performing investor relations activities shall vest over a minimum of 12 months with no more than one-quarter (1/4) of such options vesting in any three-month period. All options are non-assignable and non-transferable. Disinterested shareholder approval will be required for any reduction in the exercise price of a stock option if the optionee is an insider of the Company at the time of the proposed amendment.

Subject to a minimum exercise price of \$0.05 per Common Share, the exercise price per Common Share for an option shall be not less than the “Market Price” as calculated pursuant to the TSXV Corporate Finance Policies at the date of

grant.

Every option granted under the Stock Option Plan shall have a term not exceeding and shall therefore expire no later than 10 years after the date of grant (subject to extension where the expiry date falls within a “blackout period”). An option will be automatically extended past its expiry date if such expiry date falls within a “blackout period” during which the Company prohibits optionees from exercising their options, subject to the following requirements: (a) the blackout period must (i) be formally imposed by the Company pursuant to its internal trading policies; and (ii) must expire upon the general disclosure of undisclosed material information; and (b) the automatic extension of an option will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under securities laws) in respect of the Company’s securities.

The Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Common Shares.

The Stock Option Plan provides that, if a bona fide offer for Common Shares is made to an optionholder, shareholders of the Company generally or to a class of securityholders of the Company including optionholders, which offer, if accepted in whole or in part, would result in the offeror exercising control over the Company (within the meaning of applicable securities law), the Board will have the sole discretion to conditionally amend, abridge or otherwise eliminate any vesting schedules so that any options may be exercised by the holder thereof to permit such holder to tender the Common Shares received upon such exercise to said offer.

In connection with the exercise of an option, as a condition to such exercise the Company will require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option.

According to the Stock Option Plan, if an optionee dies prior to otherwise ceasing to be an eligible person, each option held by such optionee shall terminate and shall therefore cease to be exercisable no later than the earlier of the expiry date and the date which is 12 months after the date of the optionee’s death. Unless an option agreement specified otherwise, if an optionee (other than an optionee who is involved in investor relations activities) ceases to be an eligible person for any reason other than death, each option held by such optionee shall cease to be exercisable 90 days after such terminating event. If an optionee involved in investor relations activities ceases to be an eligible person for any reason other than death, each option held by such optionee shall cease to be exercisable 30 days after such terminating event.

If any portion of an option is not vested at the time an optionee ceases, for any reason whatsoever, to be an eligible person, such unvested portion of the option may not be thereafter exercised by the optionee or its legal representative, as the case may be, provided that the Board may, in its discretion, thereafter permit the optionee or its legal representative, as the case may be, to exercise all or any part of such unvested portion of the option that would have vested prior to the time such option otherwise terminates.

As of the date hereof, the Company does not have any incentive plans other than the Stock Option Plan.

#### **TERMINATION AND CHANGE OF CONTROL BENEFITS**

During the financial year ended December 31, 2022, the Company did not have any contracts or arrangements with any of its NEOs and thus there are no termination or change of control benefits issuable thereto. During those financial years there were no compensatory plan, contract or arrangement where an NEO is entitled to receive payments from the Company or its subsidiaries in the event of (i) the resignation, retirement or any termination of the NEO’s employment with the Company and its subsidiaries (whether voluntary, involuntary or constructive), (ii) a change of control of the Company or any of its subsidiaries, or (iii) a change in the NEO’s responsibilities.

As of the date of this information circular, the Company has entered into agreements with two of its Named Executive Officers who were appointed on January 3, 2023, which agreements contain terms relating to duties, salaries, compensation, benefits, termination, change of control and severance. The following sets out further details for such

agreements.

The Company has entered into a consulting agreement with Park Energy Advisory Ltd. (a company which Mr. James Park, Executive Chairman of the Company, is Managing Partner), dated January 3, 2023 (the “**Park Agreement**”), whereby Park Energy Advisory Ltd. (“**Park**”) will be paid a consulting fee (the “**Park Consulting Fee**”) of C\$20,000 per month, beginning January 3, 2023 (the “**Park Effective Date**”). In the event that the Company terminates the Park Agreement within two years of the Park Effective Date, the Company must pay to Park an amount equal to six (6) months of the Park Consulting Fee. In the event that the Company terminates the Park Agreement more than two years after the Park Effective Date, the Company must pay Park an amount equal to 12 months of the Park Consulting Fee. In the event a change of control (as defined in the Park Agreement) of the Company occurs during the term of the Park Agreement or within 24 months after termination of the Park Agreement, the Company must pay Park an amount equal to 24 months of the Park Consulting Fee.

The Company has entered into a consulting agreement (the “**Calterra Agreement**”) with Mr. James Hill under his Company, CalTerra Energy LLC (“**CalTerra**”), dated January 3, 2023 (the “**Calterra Effective Date**”). Mr. James Hill, is President and Chief Executive Officer of CalTerra. CalTerra, will be paid a consulting fee of C\$20,000 per month (the “**Calterra Consulting Fee**”) beginning January 3, 2023. In the event that the Company terminates the Calterra Agreement within two years of the Calterra Effective Date, the Company must pay to Calterra an amount equal to six (6) months of the Calterra Consulting Fee. In the event that the Company terminates the Calterra Agreement more than two years after the Calterra Effective Date, the Company must pay Calterra an amount equal to 12 months of the Calterra Consulting Fee. In the event a change of control (as defined in the Calterra Agreement) of the Company occurs during the term of the Calterra Agreement or within 24 months after termination of the Calterra Agreement, the Company must pay Calterra an amount equal to 24 months of the Calterra Consulting Fee.

#### **EMPLOYMENT CONSULTING AND MANAGEMENT CONTRACTS**

Management functions of the Company are performed by the directors and senior officers of the Company and were not to any substantial degree performed by any other person or corporation during the financial year ended December 31, 2022.

#### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets out information as at December 31, 2022 with respect to compensation plans under which equity securities of the Company are authorized for issuance.

##### **EQUITY COMPENSATION PLAN INFORMATION**

<b>Plan Category</b>	<b>A Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>B Weighted average exercise price of outstanding options, warrants and rights</b>	<b>C Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column A)</b>
Equity compensation plans approved by securityholders	Nil	N/A	11,547,211
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>TOTALS:</b>	Nil	N/A	11,547,211

#### **PENSION PLAN BENEFITS**

The Company has instituted no pension, retirement or deferred compensation plans, including defined contribution plans, and none are proposed at this time.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

Other than "routine indebtedness" as defined in applicable securities legislation, none of:

- (a) the executive officers, directors, employees and former executive officers, directors and employees of the Company or any of its subsidiaries;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associates of the foregoing persons;

is or has been indebted to the Company or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, and which was not entirely repaid on or before the date of this information circular.

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

No person who has been a director, senior officer or insider of the Company, no proposed nominee for director and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting other than the election of directors or the approval of the new control person.

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

For purposes of the following discussion, "**Informed Person**" means (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere in this Information Circular or in the Notes to the Company's financial statements for the financial year ended December 31, 2022, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the Company's financial years ended December 31, 2022 and 2021 or in any proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

### **FINANCIAL STATEMENTS**

The audited financial statements of the Company for the period ended December 31, 2022 (the "**Financial Statements**"), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, the Auditor's Report thereon together with related Management's Discussion and Analysis for the financial year ended December 31, 2022 are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The Notice of Annual General and Special Meeting of Shareholders, Information Circular, Request for Financial Statements and form of Proxy will be available from the Company's Registrar and Transfer Agent, Odyssey Trust Company, Suite 702, 67 Yonge St., Toronto, ON M5E 1J8, or from the Company's head office located at Suite 3123, 595 Burrard Street, PO Box 49139, Bentall Three, Vancouver, British Columbia, V7X 1J1.

### **REQUEST FOR FINANCIAL STATEMENTS**

National Instrument 51-102 "Continuous Disclosure Obligations" sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions

in any other written format. Registered shareholders must also provide written instructions in order to receive the Financial Statements.

### **FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS**

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at five (5). Management is nominating five (5) individuals to stand for election.

Each director of the Company is elected annually and holds office until the next annual general meeting of the Shareholders of the Company, until his successor is duly elected, or until his resignation as a director.

In the absence of instructions to the contrary, the shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

#### ***Advance Notice Provisions***

Pursuant to advance notice provisions of Articles of the Company (the "**Advance Notice Provisions**"), an advance notice is required to be given to the Company in circumstances where nomination of persons for election to the Board are made by shareholders of the Company. The Advance Notice Provisions set a deadline by which shareholders must submit nominations (a "**Notice**") for the election of directors to the Company prior to any annual or special meeting of shareholders. The Advance Notice Provisions also set forth the information that a shareholder must include in the Notice to the Company, and establish the form in which the shareholder must submit the Notice for that notice to be in proper written form.

In the case of an annual meeting of shareholders, a Notice must be provided to the Company not less than 30 days and not more than 65 days prior to the date of the annual meeting.

As of the date of this Information Circular, the Company has not received notice of a nomination in compliance with the Advance Notice Provisions.

### **INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT**

The following table sets out the names of the persons proposed to be nominated by management for election as a director, the Province and Country in which each person is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each person has been a director of the Company, the respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of common shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular.

The nominees for the office of director and information concerning them as furnished by the individual nominees are as follows:

<b>Name, Province or State and Country of Residence, and Position with the Company <sup>(1)</sup></b>	<b>Present Principal Occupation, Business or Employment <sup>(1)</sup></b>	<b>Date Served as Director Since</b>	<b>No. of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly <sup>(1)</sup></b>
James Jay Park London, England <i>Executive Chairman and Director</i>	Jay Park KC, is a renowned energy lawyer and entrepreneur based in London, UK. Mr. Park has provided legal advice to energy projects globally for over 40 years. He is the founder of Park Energy Law and former Chairman and CEO of Reconnaissance Energy Africa.	January 3, 2023	4,000,000
James Hill Camarillo, California <i>CEO and Director</i>	James Hill, I, is a professional geologist with over 40 years of technical and executive level experience in petroleum and natural gas exploration and development.	January 3, 2023	2,810,000

Name, Province or State and Country of Residence, and Position with the Company <sup>(1)</sup>	Present Principal Occupation, Business or Employment <sup>(1)</sup>	Date Served as Director Since	No. of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly <sup>(1)</sup>
Richard Wadsworth <sup>(2)</sup> Dubai, UAE <i>Director</i>	Richard Wadsworth is a Petroleum Engineer with over 25 years international oil and gas experience including extensive experience in Europe and the Middle East. Most recently, as General Manager and Head of Operations for Sonangol P&P Iraq.	January 3, 2023	Nil
D. Jeffrey Harder <sup>(2)</sup> West Vancouver, BC <i>Director</i>	Financial advisory professional and a retired Deloitte LLP partner	January 3, 2023	60,000
General Wesley Clark <sup>(2)</sup> Little Rock, Arkansas <i>Director</i>	General Wesley Clark is presently at a strategic advisory and consulting firm, Wesley K. Clark & Associates.	January 3, 2023	30,303

**Notes:**

- (1) The information as to the Province and Country of residence, principal occupation and shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually as of August 8, 2023 being the Record Date of this information circular.
- (2) Member of the audit committee of the Company.

The Company does not currently have an Executive Committee of its Board of Directors. Pursuant to National Instrument 52-110, the Company is required to have an Audit Committee of its Board of Directors. The current members of the Audit Committee are D. Jeffrey Harder (Chairman), Richard Wadsworth, and General Wesley Clark.

Except as disclosed below, none of the proposed nominees for director have been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that:

- (a) while that person was acting in that capacity, 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 for a period of more than 30 consecutive days;
- (b) while that person was acting in that capacity, was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (c) 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
- (d) has been subject to:
  - (i) 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 since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
  - (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

**AUDIT COMMITTEE DISCLOSURE**

The charter of the Company's audit committee and the other information required to be disclosed by Form 52-110F2 are attached as Schedule "A".

## **CORPORATE GOVERNANCE**

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

## **APPOINTMENT AND RENUMERATION OF AUDITOR**

The Corporation announced on August 10, 2023, that MNP LLP, Chartered Professional Accountants, resigned as the auditors of the Corporation at the request of the Corporation and that KPMG LLP, Chartered Professional Accountants, had been appointed as the Corporation's successor auditors. The proposal to change auditors had been considered and approved by the audit committee of the Corporation's board of directors and by the Corporation's board of directors.

The Corporation proposes a resolution ratifying and confirming the appointment of KPMG LLP, Chartered Professional Accountants, of Calgary, Alberta as the auditors of the Corporation. Unless, otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of KPMG LLP as auditors of the Corporation to hold office until the close of the next annual general meeting of the Corporation. It is proposed that the remuneration to be paid to the auditors of the Corporation be fixed by the Board of Directors of the Corporation.

As required by Section 4.11 of National Instrument 51-102, included with this Circular as Schedule "C" are copies of the following materials which have been filed with securities regulatory authorities in connection with the change of auditors:

1. Notice of Change of Auditor dated August 10, 2023;
2. Letter from MNP LLP, Chartered Professional Accountants dated August 10, 2023; and
3. Letter from KPMG LLP, Chartered Professional Accountants dated August 10, 2023.

Unless authority to vote is withheld, it is intended that the common shares of the Corporation represented by the proxies hereby solicited will be voted "FOR" the appointment of KPMG LLP, Chartered Professional Accountants, Calgary, Alberta, as the auditors of the Corporation, to hold office until the next annual meeting of the Corporation's shareholders and to authorize the directors to fix the remuneration of the auditors.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### ***Approval of Stock Option Plan***

At the Company's last annual general meeting, the Shareholders approved the Company's 10% "rolling" stock option plan dated May 16, 2022 (the "Stock Option Plan"). Under the policies of the TSX Venture Exchange, a rolling stock option plan must be re-approved by shareholders on an annual basis. As a result, shareholders will be asked to pass an ordinary resolution re-approving the Stock Option Plan.

A copy of the Stock Option Plan is available on request from the Company, and copies will be available at the Meeting. Some of the key provisions of the proposed Stock Option Plan are as follows:

- (a) the Stock Option Plan reserves, for issuance pursuant to the exercise of stock options, common shares of the Company equal to up to a maximum of 10% of the issued common shares of the Company at the time of any stock option grant;
- (b) under the Policy, an optionee must either be an Eligible Charitable Organization or a Director, Officer, Employee, Consultant or Management Company Employee of the Company at the time the option is granted in order to be eligible for the grant of a stock option to the optionee;
- (c) the aggregate number of options granted to any one Person (and companies wholly owned by that Person) in a 12 month period under this New Stock Option Plan and any other Security Based Compensation must not exceed 5% of the issued common shares of the Company calculated on the date an option is granted to the Person (unless the Company has obtained the requisite Disinterested Shareholder Approval);

- (d) the aggregate number of options granted to any one Consultant in a 12 month period under this Stock Option Plan and any other Security Based Compensation must not exceed 2% of the issued common shares of the Company, calculated at the date an option is granted to the Consultant;
- (e) the aggregate number of options granted to any optionee conducting Investor Relations Activities must not exceed 2% of the issued shares of the Company in any 12 month period, calculated at the date an option is granted to any such Person;
- (f) if the Common Shares are listed for trading on the Exchange, then, notwithstanding anything in the Amended Stock Option Plan to the contrary, the aggregate number of Common Shares that may be issued to Insiders (as a group) pursuant to Options granted under the Stock Option Plan and under any other Security Based Compensation, must not exceed 10% of the outstanding Shares at any point in time, unless the Corporation has obtained the requisite Disinterested Shareholder Approval;
- (g) if the Common Shares are listed for trading on the TSX Venture then, notwithstanding anything in the Stock Option Plan to the contrary, the aggregate number of Common Shares that may be issued to Insiders pursuant to Options granted under the plan and under any other Security Based Compensation in any 12 month period shall not exceed 10% of the outstanding Shares at the time of the grant unless the Corporation has obtained the requisite Disinterested Shareholder Approval;
- (h) options issued to Investor Relations Service Providers must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any 3 month period;
- (i) the minimum exercise price per common share of a stock option must not be less than the Market Price of the common shares of the Company;
- (j) options can be exercisable for a maximum of 10 years from the date of grant (subject to extension where the expiry date falls within a "blackout period" (see (o) below);
- (k) stock options (other than options held by Investor Relations Service Providers) will cease to be exercisable 90 days after the optionee ceases to be a Director (which term includes a senior officer), Employee, Consultant, Eligible Charitable Organization or Management Company Employee otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the Board. Stock options granted to Investor Relations Service Providers will cease to be exercisable 30 days after the optionee ceases to serve in such capacity otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the Board;
- (l) all options are non-assignable and non-transferable;
- (m) Disinterested Shareholder Approval will be obtained for any reduction in the exercise price of a stock option, or the extension of the term of a stock option, if the optionee is an Insider of the Company at the time of the proposed amendment;
- (n) the Stock Option Plan contains provisions for adjustment in the number of common shares or other property issuable on exercise of a stock option, subject to prior acceptance of the TSX Venture Exchange, in the event of an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization, other than in connection with a share consolidation or split;
- (o) upon the occurrence of an Accelerated Vesting Event (as defined in the New Stock Option Plan), the Board will have the power, at its sole discretion and subject to the prior acceptance of the TSX Venture Exchange, to make such changes to the terms of stock options as it considers fair and appropriate in the circumstances, including but not limited to: (a) accelerating the vesting of stock options, conditionally or unconditionally; (b) terminating every stock option if under the transaction giving rise to the Accelerated Vesting Event, options in replacement of the stock options are proposed to be granted to or exchanged with the holders of stock options, which replacement options treat the holders of stock options in a manner which the Board considers fair and appropriate in the circumstances having regard to the treatment of holders of common shares under such transaction; (c) otherwise modifying the terms of any stock option to assist the holder to tender into any take-over bid or other transaction constituting an Accelerated Vesting Event; or (d) following



the successful completion of such Accelerated Vesting Event, terminating any stock option to the extent it has not been exercised prior to successful completion of the Accelerated Vesting Event. The determination of the Board in respect of any such Accelerated Vesting Event shall for the purposes of the Stock Option Plan be final, conclusive and binding;

- (p) in connection with the exercise of an option, as a condition to such exercise the Company shall require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option; and
- (q) a stock option will be automatically extended past its expiry date if such expiry date falls within a blackout period during which the Company prohibits optionees from exercising their options, subject to the following requirements: (a) the blackout period must (i) be formally imposed by the Company pursuant to its internal trading policies; and (ii) must expire following the general disclosure of undisclosed Material Information; (b) the automatic extension of an optionee's stock option will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under Securities Laws) in respect of the Company's securities; and (d) the automatic extension is available to all Eligible Persons under the same terms and conditions.

"Consultant", "Director", "Disinterested Shareholder Approval", "Eligible Charitable Organization", "Employee", "Investor Relations Activities", "Investor Relations Service Provider", "Management Company Employee", "Market Price", "Material Information", "Person", "Securities Laws" and "Security Based Compensation" all have the same definition as in the policies of the TSX Venture Exchange.

Pursuant to the Board's authority to govern the implementation and administration of the Stock Option Plan, all previously granted and outstanding stock options shall be governed by the provisions of the Stock Option Plan.

A copy of the Stock Option Plan is available on request from the Corporation and a copy will be available for viewing at the Meeting.

Management recommends, and the persons named in the enclosed Proxy intend to vote in favour of, and approval of the Stock Option Plan. The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting in person or by Proxy must be voted in favour of the resolution.

**"BE IT RESOLVED THAT** the Company's Stock Option Plan dated May 16, 2022 be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the policies of the TSX Venture Exchange, as the directors of the Company may deem necessary or advisable."

#### ***Approval and Adoption of Restricted Share Unit and Deferred Share Unit Plan ("RSU/DSU Plan")***

The Company is proposing to approve a restricted share unit and deferred share unit compensation plan (the "**RSU/DSU Plan**") of the Company. A copy of the RSU/DSU Plan is available on request from the Company and will be available for viewing at the Meeting.

On August 8, 2023 the Board approved the adoption of a fixed number restricted share unit and deferred share unit plan. The implementation of the RSU/DSU Plan is intended to provide a vehicle by which equity-based incentives may be awarded to the Directors, Officers, Employees, Consultants and other persons or companies engaged to provide ongoing services to the Company and its Affiliates, other than persons involved in Investor Relations Activities relating to the Company (as such terms are defined in the RSU/DSU Plan) (collectively, the "**Eligible Persons**"), to recognize and reward their significant contributions to the long-term success of the Company and to align their interests more closely with Shareholders, as well as to bring the Company's compensation policies in line with trends in industry practice, and to preserve working capital of the Company by paying Eligible Persons compensation in the form of share-based awards as opposed to cash. Pursuant to the RSU/DSU Plan, the Board (or a committee thereof) may grant restricted share unit awards ("**RSUs**") and deferred share unit awards ("**DSUs**" and collectively with the RSUs, "**Awards**") as incentive payments to Eligible Persons. The Board intends to use the Awards as part of the Company's overall executive compensation plan.

The maximum number of Awards that may be reserved for issuance under the RSU/DSU Plan is 22,033,886.

### RSU/DSU Plan

The implementation of the RSU/DSU Plan is intended to provide a vehicle by which equity-based incentives may be awarded to the Eligible Persons to recognize and reward their significant contributions to the long-term success of the Company and to align their interests more closely with the Shareholders, as well as to bring the Company's compensation policies in line with trends in industry practice, and to preserve working capital of the Company by paying Eligible Persons with compensation in the form of share-based awards as opposed to cash. Eligible Persons who are granted RSUs or DSUs under the RSU/DSU Plan are collectively referred to herein as "Participants" or "Grantees". Under the RSU/DSU Plan, settlement of RSUs or DSUs shall be made by payment of (i) delivery of one Common Share for each such RSU or DSU then being settled; or (ii) subject to approval of the Board in its sole discretion, a cash equivalent.

RSUs are performance-based share units which will be granted to Eligible Persons under the RSU/DSU Plan based on both individual and corporate performance criteria as determined by the Board or the Granting Authority (as such term is defined in the RSU/DSU Plan). The RSUs vest and are paid out to the Participant at no later than three years after the year in which the RSUs were granted. Non-vested RSUs are forfeited if the Participant voluntarily leaves his or her employment with the Company. RSUs provide the Company with a more transparent and objective tool for rewarding performance or compensating Participants, while providing the Participant with a better defined incentive award.

The RSU/DSU Plan also makes provision for the use of DSUs as partial payment of an Eligible Person's fees. A DSU is a notional share that has the same value as one Common Share as at the grant date. DSUs are paid out to the Participant as Common Shares when they retire from or no longer provide service to the Company. A retiring Participant can defer the payout of his or her DSUs to the year following his or her departure from the Company. The use of DSUs has the advantage of encouraging higher levels of share ownership by the Participants, thereby aligning their interests more closely with that of the Company while also preserving cash for the Company.

The following is a summary of the additional important provisions of the RSU/DSU Plan. It is not a comprehensive discussion of all of the terms and conditions of the RSU/DSU Plan. Readers are advised to review the full text of the RSU/DSU Plan to fully understand all terms and conditions of the RSU/DSU Plan.

#### *Purpose*

The RSU/DSU Plan is intended to bring the Company's compensation policies in line with trends in industry compensation practice. The RSU/DSU Plan includes provisions for granting RSUs as well as DSUs. Under the RSU/DSU Plan, settlement of RSUs or DSUs shall be made by payment of (i) delivery of one Common Share for each such RSU or DSU then being settled; or (ii) subject to approval of the Board in its sole discretion, a cash equivalent.

The RSU/DSU Plan will advance the interests of the Company by encouraging Participants to receive equity-based compensation and incentives, thereby (i) increasing the proprietary interests of such persons in the Company, (ii) aligning the interests of such persons with the interests of Shareholders generally, (iii) encouraging such persons to remain associated with the Company, and (iv) furnishing such persons with an additional incentive in their efforts on behalf of the Company. The Board also contemplates that through the RSU/DSU Plan, the Company will be better able to compete for and retain the services of the individuals needed for the continued growth and success of the Company.

#### *Administration*

Under the RSU/DSU Plan, the Board may, at any time, appoint a committee to, among other things, interpret, administer and implement the RSU/DSU Plan on behalf of the Board in accordance with such terms and conditions as the Board may prescribe, consistent with the RSU/DSU Plan.

#### *Eligible Persons*

Under the RSU/DSU Plan, Awards may be granted to any Eligible Person. A Participant or Grantee is an Eligible Person to whom an Award has been granted under the RSU/DSU Plan. Pursuant to the terms of the RSU/DSU Plan and TSXV policies, no Awards may be granted to persons performing investor relations activities for the Company.

*Number of Securities Issued or Issuable*

Subject to the adjustment provisions provided for in the RSU/DSU Plan and applicable rules and regulations of all regulatory authorities to which the Company is subject (including the TSXV), the maximum number of Common Shares issuable upon exercise of the Awards under the RSU/DSU Plan is 22,033,886, (which represents 10% of the number of issued and outstanding Common Shares calculated in accordance with the policies of the TSXV as at August 8, 2023, being the date of adoption of the RSU/DSU Plan by the Board).

If any Award is cancelled in accordance with the terms of the RSU/DSU Plan or the agreements evidencing the grant, the Common Shares reserved for issue pursuant to such Award will, upon cancellation of such Awards, revert to the RSU/DSU Plan and will be available for other Awards. Any Award that is settled through the issuance of Common Shares from treasury shall not be considered cancelled, and that number of Common Shares issued shall not be available for other Awards.

*Maximum Grant to Any One Participant*

The issue of Awards to Eligible Persons is subject to, among other things, the following restrictions:

- (a) the number of Common Shares which may be reserved for issue pursuant to the RSU/DSU Plan together with the Common Shares which may be reserved for issue pursuant to any employee- related plan of the Company or options for services granted by the Company, including the Option Plan, to any one Eligible Person within a 12 month period may not exceed in the aggregate 5% of the number of Common Shares issued and outstanding on a non-diluted basis on the date of the grant of the Award unless the Company has received disinterested shareholder approval;
- (b) the number of Common Shares which may be reserved for issue pursuant to the RSU/DSU Plan together with the Common Shares which may be reserved for issue pursuant to any other employee-related plan of the Company or options for services granted by the Company, including the Share Option Plan, to all insiders of the Company shall not exceed 10% of the number of Common Shares issued and outstanding on a non-diluted basis at any point in time unless the Company has received disinterested shareholder approval;
- (c) the number of Common Shares which may be reserved for issue pursuant to the RSU/DSU Plan together with the Common Shares which may be reserved for issue pursuant to any employee- related plan of the Company or options for services granted by the Company, including the Option Plan, to all insiders of the Company within a 12 month period may not exceed in the aggregate 10% of the number of Common Shares issued and outstanding on a non-diluted basis on the date of the grant of the Award unless the Company has received disinterested shareholder approval; and
- (d) the number of Common Shares which may be reserved for issued pursuant to the RSU/DSU Plan together with the Common Shares which may be reserved for issue pursuant to any other share compensation arrangements of the Company, including the Option Plan, to any one consultant in any 12 month period may not exceed 2% of the number of Common Shares issued and outstanding on a non-diluted basis on the date of the grant of the Award.

*Restricted Share Units*

The Granting Authority may determine the vesting schedule of any RSUs at the time of grant, provided that notwithstanding such determination and provided that no RSUs may vest within one year of the date of grant except in the event of the death of the Participant or if the Participant ceases to be an Eligible Person in connection with a Change of Control (as such term is defined in the RSU/DSU Plan), takeover bid, reverse takeover or similar transaction, in the event of a Change of Control (as such term is defined in the RSU/DSU Plan) while the Grantee is employed by the Company or a wholly owned subsidiary of the Company, the termination of the Grantee by the Company without cause or in the event that the Grantee terminates employment with the Company and its subsidiaries by reason of Eligible Retirement (as such term is defined in the RSU/DSU Plan), death or total disability (as determined by the Granting Authority in good faith) (each an “**Accelerated Vesting Event**”), the non-vested RSUs will: (i) in the case of a Change of Control, termination without cause, Eligible Retirement or death being the Accelerated Vesting Event, immediately become 100% vested, or (ii) in the case of total disability being the

Accelerated Vesting Event, vest on the 60th day following the date on which the Participant is determined to be totally disabled.

If the Grantee terminates employment with the Company and its subsidiaries for any reason other than such Eligible Retirement, total disability or death or termination without cause, any non-vested RSUs granted thereunder will be immediately cancelled without liability or compensation therefor and be of no further force and effect. For clarity, where the Grantee voluntarily terminates his/her employment with the Company or is otherwise terminated by the Company for cause, all non-vested RSUs of the Grantee shall be immediately cancelled without compensation or liability therefor and be of no further force and effect.

The term of the RSUs shall be determined by the Granting Authority on the date of the award of RSUs and shall not exceed ten years from the date the RSUs are awarded. Each RSU outstanding and all rights thereunder shall expire at the expiry time determined by the Granting Authority, subject to earlier termination in accordance with the RSU/DSU Plan.

#### *Settlement of Restricted Share Units*

Payment to the Grantee in respect of vested RSUs will be made in the form of (i) fully paid Common Shares, which will be evidenced by book entry registration or by a share certificate registered in the name of the Grantee; or (ii) subject to approval of the Board, in its sole discretion, a cash equivalent, as soon as practicable following the date on which the RSUs become vested, provided that the settlement date may not be later than the third anniversary of the date of grant of the RSU and all payments in respect of vested RSUs in the Grantee's notional account maintained by the Company will be paid in full on or before December 31 of the same calendar year.

#### *Deferred Share Units*

DSUs granted pursuant to the RSU/DSU Plan will be used as a means of reducing the cash payable by the Company in respect of a Participant's compensable amounts. In so doing, the interests of a Participant will become more closely aligned with those of the Company and its Shareholders.

#### *Vesting of Deferred Share Units*

Subject to the vesting provisions otherwise stipulated by the Granting Authority, where a Grantee is terminated for cause or resigns and, in the case of a director of the Company, is otherwise removed as a result of losing his or her eligibility to serve on the Board due to an order by a regulatory body or stock exchange or for culpable conduct as determined by the Granting Authority, all unvested DSUs in the Grantee's notional account maintained by the Company will be immediately cancelled without liability or compensation therefor and be of no further force and effect (unless otherwise determined by the Granting Authority).

No DSUs may vest within one year of the date of grant except in the event of the death of the Participant or if the Participant ceases to be an Eligible Person in connection with a Change of Control (as such term is defined in the RSU/DSU Plan), takeover bid, reverse takeover or similar transaction. Subject to the above, in the event of a Change of Control while the Grantee is employed by or is a director of the Company or a related entity or in the event of the Grantee being terminated without cause, the non-vested DSUs will immediately become 100% vested.

#### *Settlement of Deferred Share Units*

DSUs will be settled upon the third business day (or such other period of time as permitted by the Granting Authority under the grant agreement) following the Eligible Retirement or death of the applicable Participant or at the time the Participant otherwise ceases to hold office subject to payment or other satisfaction of all related withholding obligations in accordance with the provisions of the RSU/DSU Plan. Settlement of DSUs shall be made by payment of (i) one Common Share for each such DSU then being settled; or (ii) subject to the approval of the Board, in its sole discretion, a cash equivalent.

#### *Assignability*

Awards granted under the RSU/DSU Plan are non-transferable and non-assignable to anyone other than to the estate of a Participant in the event of death and then only in accordance with the terms of the RSU/DSU Plan.

#### *Procedure for Amending of the RSU/DSU Plan*

Subject to the terms of the RSU/DSU Plan and any applicable requirements of the TSXV, the Granting Authority has the right at any time to amend the RSU/DSU Plan or any Award agreement thereunder, provided that the requisite shareholder approval has been obtained by ordinary resolution. Notwithstanding the foregoing, shareholder approval is not required for the amendments set out below:

- (a) amendments of a technical, clerical or “housekeeping” nature including, without limiting the generality of the foregoing, any amendments for the purpose of curing any ambiguity, error or omission in the RSU/DSU Plan or to correct or supplement any provision of the RSU/DSU Plan that is inconsistent with any other provision of the RSU/DSU Plan;
- (b) amendments necessary to comply with the provisions of applicable law and the applicable rules of the TSXV; and
- (c) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law or the rules of the TSXV.

#### *Financial Assistance*

The Company does not provide financial assistance to Participants to facilitate the purchase of Common Shares upon exercise of Awards under the RSU/DSU Plan.

#### *Other Material Information*

Appropriate adjustments to the RSU/DSU Plan and to Awards granted thereunder will be made by the Company to give effect to adjustments in the number and type of Common Shares (or other securities or other property) resulting from subdivisions, consolidations, substitutions, or reclassifications of Common Shares, payment of stock dividends or other prescribed changes in the capital of the Company. In the event of any merger, acquisition, amalgamation, arrangement or other scheme of reorganization that results in a Change of Control, the Company may take whatever action with respect to the Awards outstanding that it deems necessary or desirable including accelerating the vesting date of Awards to the date which is immediately preceding the Change of Control. Any such adjustment other than a Common Share consolidation or Common Share split shall be subject to approval of the TSXV. If approved by the Board prior to or within 30 days after such time as a Change of Control is deemed to have occurred, the Board has the right to require that all or any portion of the Awards be settled and discharged in cash based on the “cash value” of such Awards in lieu of settlement by issue of Common Shares.

The foregoing is a summary of the RSU/DSU Plan and is qualified in its entirety by reference to the full text of the RSU/DSU Plan, which can be obtained from the Company on request. A copy of the RSU/DSU Plan will be available for viewing at the Meeting.

Pursuant to the policies of the TSXV, the Company is required to obtain Shareholder approval of the RSU/DSU Plan in connection with the implementation thereof and subsequently at each annual meeting of Shareholders. Accordingly, at the Meeting, Shareholders will be asked to approve an ordinary resolution to approve the RSU/DSU Plan.

The text of the ordinary resolution to be considered at the Meeting will be substantially as follows:

**“BE IT HEREBY RESOLVED** as an ordinary resolution of the Company that:

- (a) the restricted share unit and deferred share unit plan of the Company (the “**RSU/DSU Plan**”), substantially in the form as described in the Management Information Circular of the Company, be and is hereby ratified, approved and adopted as the restricted share unit and deferred share unit plan of the Company;
- (b) the form of the RSU/DSU Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Company;
- (c) the shareholders of the Company hereby expressly authorize the Board of Directors to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and

- (d) any one director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this ordinary resolution.”

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote in favour of the ordinary resolution approving the RSU/DSU Plan.** In order to be effective, an ordinary resolution requires approval of a majority of the votes cast by Shareholders who vote in respect to the resolution.

#### **OTHER MATTERS**

As of the date of this information circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the Proxy.

#### **APPROVAL OF THE DIRECTORS**

The directors of the Company have approved the content and the sending of this information circular.

**DATED** at Vancouver, British Columbia, this 8th day of August, 2023.

#### **MCF ENERGY LTD.**

*“James Hill”*

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James Hill  
Chief Executive Officer and Director

**SCHEDULE "A"**  
**MCF ENERGY LTD.**  
**FORM 52-110F2**  
**AUDIT COMMITTEE DISCLOSURE**

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**ITEM 1: THE AUDIT COMMITTEE'S CHARTER (the "Charter")**

**PURPOSE**

The overall purpose of the audit committee (the "**Audit Committee**") of **MCF ENERGY LTD.** (the "**Company**") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the financial statements and related financial disclosure of the Company, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Company's board of directors (the "**Board**") that through the involvement of the Audit Committee, the external audit will be conducted independently of the Company's management to ensure that the independent auditors serve the interests of shareholders rather than the interests of management of the Company. The Audit Committee will act as a liaison to provide better communication between the Board and the external auditors. The Audit Committee will monitor the independence and performance of the Company's independent auditors.

**COMPOSITION, PROCEDURES AND ORGANIZATION**

- (1) The Audit Committee shall consist of at least three members of the Board.
- (2) At least two (2) members of the Audit Committee shall be independent and the Audit Committee shall endeavour to appoint a majority of independent directors to the Audit Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Audit Committee members' independent judgment. At least one (1) member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has 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 Company's financial statements.
- (3) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.
- (4) Unless the Board shall have appointed a chair of the Audit Committee, the members of the Audit Committee shall elect a chair and a secretary from among their number.
- (5) The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- (6) The Audit Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
- (7) Meetings of the Audit Committee shall be conducted as follows:
  - (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;
  - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Audit Committee; and

- (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
- (8) The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.

#### **ROLES AND RESPONSIBILITIES**

- (1) The overall duties and responsibilities of the Audit Committee shall be as follows:
- (a) assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;
  - (b) establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
  - (c) ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) report regularly to the Board on the fulfilment of its duties and responsibilities.
- (2) The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:
- (a) recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
  - (b) review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) review the audit plan of the external auditors prior to the commencement of the audit;
  - (d) review with the external auditors, upon completion of their audit:
    - A. contents of their report;
    - B. scope and quality of the audit work performed;
    - C. adequacy of the Company's financial and auditing personnel;
    - D. co-operation received from the Company's personnel during the audit;
    - E. internal resources used;
    - F. significant transactions outside of the normal business of the Company;
    - G. significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
    - H. the non-audit services provided by the external auditors;
  - (e) discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and
  - (f) implement structures and procedures to ensure that the Audit Committee meets the external auditors on a regular basis in the absence of management.
- (3) The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company are to:



- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Audit Committee may deem appropriate;
  - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
  - (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
- (4) The Audit Committee is also charged with the responsibility to:
- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
  - (b) review and approve the financial sections of:
    - A. the annual report to shareholders;
    - B. the annual information form, if required;
    - C. annual and interim management's discussion and analysis;
    - D. prospectuses;
    - E. news releases discussing financial results of the Company; and
    - F. other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
  - (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
  - (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
  - (e) review and report on the integrity of the Company's consolidated financial statements;
  - (f) review the minutes of any audit committee meeting of subsidiary companies;
  - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
  - (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
  - (i) develop a calendar of activities to be undertaken by the Audit Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.
- (5) The Audit Committee shall have the authority:
- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
  - (b) to set and pay the compensation for any advisors employed by the Audit Committee; and
  - (c) to communicate directly with the internal and external auditors.

**ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE**

National Instrument 52-110 ("NI 52-110") of the Canadian Securities Administrators provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment. As the Company is a venture issuer, the Company is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent. Mr. Harder, Mr. Wadsworth and Mr. Clark are considered to be independent.

**ITEM 3: RELEVANT EDUCATION AND EXPERIENCE**

NI 52-110 provides that an individual is "financially literate" if he or she has 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 Company's financial statements.

All of the members of the Company's Audit Committee are financially literate as that term is defined in NI 52-110. All members have an understanding of the accounting principles used by the Company to prepare its financial statements and have an understanding of its internal controls and procedures for financial reporting. In addition to each member's general business experience, the education and experience of each Audit Committee member relevant to the performance of his responsibilities as an Audit Committee member is as follows:

D. Jeffrey Harder is a financial advisory professional and company director. He is a Fellow of the Chartered Professional Accountants of British Columbia and the Yukon, a Fellow of the Canadian Institute of Chartered Business Valuators and holds the ICD.D designation from the Institute of Corporate Directors. Mr. Harder is a retired Deloitte LLP partner. He has over 40 years experience in performing financial advisory services, including: business, asset and securities valuations, mergers and acquisitions, business modelling and strategic analysis. He has completed professional services assignments across a range of industries involving companies and assets located across the world. His professional assignments focused on the natural resources sectors including upstream and downstream assets and related infrastructure assets. During his professional services career Mr. Harder held several strategic governance and operational positions, including: Office Managing Partner, Canada business leader, Americas business leader, Global executive committee member and Board of Directors member.

Mr. Richard Wadsworth is a petroleum engineer with over 30 years experience in operations and management internationally. He was a co-founder, director, and President of Bankers Petroleum. Mr. Wadsworth recently led and developed a 55,000 bopd oilfield in Iraq with further development planned to 230,000 bopd.

General Wesley Clark General Clark was NATO's Supreme Allied Commander and the Commander-in-Chief of the U.S. European Command. He has received numerous honorary degrees and awards including the Presidential Medal of Freedom, the Silver Star, Purple Heart and honorary knighthoods from the United Kingdom and the Netherlands. General Clark is a licensed investment banker and has previously served on audit committees of numerous boards.

**ITEM 4: AUDIT COMMITTEE OVERSIGHT**

At no time since the commencement of the Company's financial year ended December 31, 2022 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

**ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS**

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in Section 2.4 or Part 8 of NI 52-110, in whole or in part. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

**ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES**

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable by the Audit Committee, on a case-by-case basis.

**ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)**

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years are as follows:

	<b><u>FY2022</u></b>	<b><u>FY2021</u></b>
Audit fees for the year ended December 31	\$43,499	\$26,906
Audit related fees	Nil	Nil
Tax fees	\$7,792	\$7,792
All other fees (non-tax)	Nil	Nil
<b>Total Fees:</b>	<b>\$51,291</b>	<b>\$34,698</b>

**ITEM 8: EXEMPTION**

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of NI 52-110.

**SCHEDULE "B"**  
**MCF ENERGY LTD.**  
**FORM 58-101F2**  
**CORPORATE GOVERNANCE DISCLOSURE**

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Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, MCF Energy Ltd. (the "**Company**") is required to and hereby discloses its corporate governance practices as follows.

**ITEM 1. BOARD OF DIRECTORS**

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

A director is independent if he or she has no direct or indirect material relationship with the Company that the Board believes could reasonably be perceived to materially interfere with his or her ability to exercise independent judgment. Applicable securities laws set out certain situations where a director is deemed to have a material relationship with the Company.

The Board is currently comprised of five (5) directors, three (3) of whom are considered independent under applicable securities laws.. Of the proposed nominees for directors of the Company, the Board will consist of five (5) directors, three (3) of whom will be considered independent under applicable securities laws, namely, Messrs. Harder, Wadsworth and Clark. James Hill and Jay Park are not independent directors because of their positions as Chief Executive Officer of the Company and as Executive Chairman of the Company respectively.

**ITEM 2. DIRECTORSHIPS**

The following director of the Company is currently director of the following other reporting issuer(s):

Name	Name of Reporting Issuer
Richard Wadsworth	Sonoro Energy Ltd
D. Jeffrey Harder	Butte Energy Inc.

**ITEM 3. ORIENTATION AND CONTINUING EDUCATION**

The Committee briefs all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

**ITEM 4. ETHICAL BUSINESS CONDUCT**

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director

in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

**ITEM 5. NOMINATION OF DIRECTORS**

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

**ITEM 6. COMPENSATION**

The Board of Directors conducts reviews with regard to directors' and officers' compensation once a year. To make its recommendation on directors' and officers' compensation, the Board of Directors relies solely on the experience and knowledge of its members.

**ITEM 7. OTHER BOARD COMMITTEES**

In addition to the Audit Committee, the Board of Directors also has a Compensation, Corporate Governance and Reserves Committee. s committee

**ITEM 8. ASSESSMENTS**

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and committees.

**SCHEDULE "C"  
MCF ENERGY LTD.  
CHANGE OF AUDITORS**

**NOTICE OF CHANGE OF AUDITOR  
National Instrument 51-102**

**MCF ENERGY LTD.  
("the Company")**

**TO: BRITISH COLUMBIA SECURITIES  
COMMISSION  
ALBERTA SECURITIES COMMISSION  
TSX VENTURE EXCHANGE**

Pursuant to National Instrument 51-102 ("NI 51-102"), the Company hereby provides change of auditor notice as follows:

- On August 10, 2023, MNP LLP, (the "Predecessor Auditor") resigned as the Company's auditor, at the request of the Company.
- On August 10, 2023, the Company appointed KPMG LLP, (the "Successor Auditor") to fill the vacancy created by the resignation of the Predecessor Auditor, and to hold such position until the close of the next annual meeting of shareholders of the Company.
- The resignation of the Predecessor Auditor and the appointment of the Successor Auditor was considered and approved by the Board of Directors of the Company.
- There were no modifications of opinion by the Predecessor Auditor in the Auditors' Reports of the two most recently completed fiscal years ended December 31, 2022 and 2021.
- The Board of Directors of the Company is of the opinion that there were no "reportable events" as defined by NI 51-102, which occurred in connection with the audit of the two most recently completed fiscal years or for any period subsequent to the most recently completed fiscal period for which an Auditors' Report was issued.
- DATED at Vancouver, British Columbia, this 10<sup>th</sup> day of August 2023.

**MCF ENERGY LTD.  
BY ORDER OF THE BOARD**

*"James Hill"*

Chief Executive Officer & Director



August 10, 2023

To:

**British Columbia Securities Commission  
Alberta Securities Commission  
TSX Venture Exchange**

**Re: MCF Energy Ltd (the “Company”)**

**Notice Pursuant to National Instrument 51-102 – Change of Auditor (“Notice”)**

As required by National Instrument 51-102, we have reviewed the information contained in the Notice dated August 10, 2023 given by the Company to ourselves.

Based on our knowledge of such information at this date, we agree with the statements set out in the Notice pertaining to our firm.

Yours very truly,

A handwritten signature in black ink that reads 'MNP LLP'.

Chartered Professional Accounts

**MNP LLP**

Suite 2200 MNP Tower, 1021 West Hastings Street, Vancouver B.C., V6E 0C3

1.877.688.8408 T: 604.685.8408 F: 604.685.8594



KPMG LLP  
205 5TH Avenue SW  
Suite 3100  
Calgary AB T2P 4B9  
Tel 403-691-8000  
Fax 403-691-8008  
www.kpmg.ca

To BRITISH COLUMBIA SECURITIES COMMISSION  
ALBERTA SECURITIES COMMISSION

August 10, 2023

Dear Sir/Madam

**Re: Notice of Change of Auditors of MCF Energy Ltd.**

We have read the Notice of MCF Energy Ltd. dated August 10, 2023 and are in agreement with the statements contained in such Notice.

Yours very truly,

KPMG LLP

Chartered Professional Accountants

Calgary, Canada