



**MANAGEMENT INFORMATION CIRCULAR DATED MAY 10, 2023
FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD JUNE 14, 2023**

TUKTU RESOURCES LTD.

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD
JUNE 14, 2023**

TO THE HOLDERS OF COMMON SHARES

Notice is hereby given that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Tuktu Resources Ltd. ("**Tuktu**" or the "**Corporation**") will be held at the offices of Burnet, Duckworth & Palmer LLP located at 2400, 525 – 8th Avenue SW, Calgary, Alberta on Wednesday, June 14, 2023, at 10:00 a.m. (Calgary time) for the following purposes:

1. to receive the financial statements of the Corporation for the year ended December 31, 2022 and the auditor's report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to consider and, if thought appropriate, to elect directors of the Corporation;
4. to consider and, if thought appropriate, to appoint the auditors of the Corporation, authorizing the directors to fix their remuneration as such;
5. to consider and, if thought appropriate, to pass an ordinary resolution re-approving the Corporation's amended and restated share option plan, as more particularly described under "*Matters to be Acted Upon at the Meeting – Re-Approval of Amended and Restated Share Option Plan*" in the accompanying management information circular of the Corporation dated May 10, 2023 (the "**Information Circular**"); and
6. to transact such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The nature of the business to be transacted at the Meeting and the specific details of the matters proposed to be put to the Meeting are described in further detail in the accompanying Information Circular.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is May 10, 2023 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of his or her Common Shares after such date and the transferee of those Common Shares establishes that he or she owns the Common Shares and requests, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

Shareholders who are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment(s) or postponement(s) thereof. To be effective, the accompanying form of proxy must be mailed so as to reach or be deposited with Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile at 1-866-249-7775, not later than forty eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof. Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America).

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The persons named in the accompanying form of proxy are directors and officers of the Corporation. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend the Meeting and to act for such Shareholder and on such Shareholder's behalf at the Meeting. To exercise such right, the names of the management nominees should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

DATED this 10th day of May, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Tim de Freitas"

Tim de Freitas

President, Chief Executive Officer and Director

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TUKTU RESOURCES LTD.

MANAGEMENT INFORMATION CIRCULAR

**FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, JUNE 14, 2023**

DATED: MAY 10, 2023

Solicitation of Proxies

This management information circular (this "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Tuktu Resources Ltd. ("**Tuktu**" or the "**Corporation**") for use at the annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of the Corporation to be held on Wednesday, June 14, 2023 at 10:00 a.m. (Calgary time) at the offices of Burnet, Duckworth & Palmer LLP located at 2400, 525 – 8th Avenue SW, Calgary, Alberta, T2P 1G1 and at any adjournment(s) or postponement(s) thereof, for the purposes set forth in the Notice of Annual and Special Meeting.

The board of directors of the Corporation (the "**Board**") have fixed the record date for the Meeting at the close of business on May 10, 2023 (the "**Record Date**").

Forms of proxy must be addressed to and reach Computershare Trust Company of Canada ("**Computershare**"), Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile at 1-866-249-7775, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the province of Alberta) before the time for the holding of the Meeting or any adjournment(s) or postponement(s) thereof.

Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America). Shareholders should have the form of proxy in hand when they access the website and will be prompted to enter their control number, which is located on the form of proxy. If Shareholders vote by internet, their vote must be received not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the province of Alberta) before the time for the holding of the Meeting. The website may be used to appoint a proxy holder to attend and vote on a Shareholder's behalf at the Meeting and to convey a Shareholder's voting instructions.

Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares, included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, except to the extent that any such Shareholder transfers their Common Shares after the Record Date and the transferee of such Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that he or she owns such Common Shares, demands, not later than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Unless otherwise stated, information provided in this Information Circular is given as at May 10, 2023.

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and officers of the Corporation. Each Shareholder has the right to appoint a proxyholder other than the persons designated in the Form of Proxy accompanying this Information Circular, who need not be a Shareholder, to attend and to act for the Shareholder at the Meeting. To exercise such right, the names of the management nominees should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

Beneficial Holders of Common Shares

The information set forth in this section is provided to beneficial holders of Common Shares who do not hold their Common Shares in their own name ("**Beneficial Shareholders**"). Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation 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 Beneficial Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Beneficial Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Beneficial Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against/withhold from resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting Common Shares for their clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires 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, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically provides a scannable voting request form or applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting request forms or proxy forms to Broadridge. Often Beneficial Shareholders are alternatively provided with a toll-free telephone number to vote their Common Shares or website address where Common Shares can be voted. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction request or a proxy with a Broadridge sticker on it cannot use that instruction request or proxy to vote Common Shares directly at the Meeting as the proxy must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed instructions or proxies as directed by Broadridge well in advance of the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote their 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 enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Notice-And-Access

The Corporation is not using "notice-and-access" to send its proxy-related materials to Shareholders, and paper copies of such materials will be sent to all Shareholders, including Beneficial Shareholders. The Corporation will be delivering proxy-related materials to non-objecting Beneficial Shareholders with the assistance of Broadridge Investor Communications, Canada and the non-objecting Beneficial Shareholder's intermediary and intends to pay for the costs of an intermediary to deliver proxy-related materials to objecting Beneficial Shareholders.

Revocability of Proxy

A Shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends the Meeting at which such proxy is to be voted, voting at the Meeting will revoke such person's previous proxy. 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 the Shareholder's attorney authorized in writing deposited either at the registered office of the Corporation at any time up to and including the last business day preceding the day of the

Meeting or any adjournment(s) or postponement(s) thereof or in any other manner permitted by law, including pursuant to the provisions of the *Business Corporations Act* (Alberta) (the "ABCA").

Persons Making the Solicitation

The solicitation is made on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the enclosed form of proxy, Notice of Annual and Special Meeting and this Information Circular will be borne by the Corporation. In addition to solicitation by mail, proxies may be solicited by personal interviews, telephone or other means of communication and by directors, officers and employees of the Corporation, who will not be specifically remunerated therefore.

Exercise of Discretion by Proxy

The Common Shares represented by proxy in favour of management nominees shall be voted on each resolution at the Meeting and, where the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares shall be voted for or against/withheld from voting on each resolution in accordance with the specification so made.

In the absence of such specification, the Common Shares will be voted in favour of the matters to be acted upon. The persons appointed under the form of proxy furnished by the Corporation are conferred with discretionary authority with respect to amendments or variations of those matters specified in the enclosed form of proxy, the Notice of Annual and Special Meeting and this Information Circular. At the time of printing this Information Circular, management of the Corporation knows of no such amendment, variation or other matter.

MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements and Auditor's Report

Pursuant to the ABCA, the Board will place before the Shareholders at the Meeting the audited financial statements of the Corporation as at and for the years ended December 31, 2022 and 2021 and the auditor's report thereon, which accompanies this Information Circular. Shareholder approval is not required in relation to the audited financial statements.

Fix the Number of Directors to be elected at the Meeting at Five

At the Meeting, Shareholders will be asked to fix the number of directors to be elected at the Meeting at five (5) members. There are currently five directors of the Corporation.

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of fixing the number of directors at five (5).

Election of Directors

Subject to the approval of the above, at the Meeting, Shareholders will be asked to elect five (5) directors to hold office until the next annual meeting or until their successors are elected or appointed.

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of the election as directors of the following five (5) nominees:

Tim de Freitas
Natalie Sweet

Robert Dales
Kathleen Dixon

William (Bill) Guinan

The directors will be elected on an individual basis and the voting for or withhold on one director will be mutually exclusive to the voting for or withhold on any other director.

The names, provinces and countries of residence, the number of voting securities of the Corporation beneficially owned, or directed or controlled, directly or indirectly, the offices held in the Corporation, the period served as director and the principal occupation and background of each person nominated for election as a director are set forth below. The information as to Common Shares beneficially owned or directed or controlled, directly or indirectly, is based upon information furnished to the Corporation by the nominees as at May 10, 2023.

Name, Province and Country of Residence and Position with the Corporation	Principal Occupation and Background	Director Since	Number of Common Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly
Tim de Freitas ⁽³⁾ Alberta, Canada President, Chief Executive Officer and Director	Tim de Freitas has been the President and Chief Executive Officer of the Corporation since July 15, 2022. Prior thereto, Mr. de Freitas was a founder of five previous oil and gas companies with assets both in Canada and internationally. Mr. de Freitas was the Chief Operating Officer of Pieridae Energy Limited from December 21, 2018 until January 5, 2021. Prior thereto, he was the President and Chief Executive Officer of Ikkuma Resources Corp. from May of 2014 to December of 2018. Prior thereto, Mr. de Freitas was the Vice President, Exploration and Chief Operating Officer of Manitok Energy Inc. from its inception in 2005 until October of 2013.	December 14, 2021	1,141,111
Robert Dales ⁽¹⁾⁽²⁾ British Columbia, Canada Director	Robert Dales has been the President of Valhalla Ventures Inc., a private investment corporation since January of 1999. Mr. Dales has over 25 years of public issuer experience, both as an officer and a director, including serving as the Lead Director of Celtic Exploration from inception to 2013 and Lead Director of Kelt Exploration Ltd. from 2013 to 2021. Mr. Dales received a Bachelor of Commerce from the University of Calgary and a Master of Business Administration degree from the University of Alberta.	July 15, 2022	1,112,000
William (Bill) Guinan ⁽¹⁾⁽²⁾ Alberta, Canada Director	William (Bill) Guinan practiced law primarily as a Partner at Borden Ladner Gervais LLP from 1982 until 2021. He has extensive experience with corporate governance and corporate finance matters as well as with mergers and acquisitions transactions. Mr. Guinan has served as a director and as corporate secretary for numerous public and private corporations over the last 30 years. He holds a Bachelor of Business Administration from Acadia University (1977) and an MBA and LLB from Dalhousie University (1982).	July 15, 2022	555,555

Name, Province and Country of Residence and Position with the Corporation	Principal Occupation and Background	Director Since	Number of Common Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly
Natalie Sweet ⁽¹⁾⁽³⁾ Alberta, Canada Director	Natalie L. Sweet is a Professional Geologist with 25 years of exploration and development experience in the petroleum industry. She has held senior technical and leadership roles at several public and private corporations including Penn West Exploration Ltd., Apache Canada Ltd. and Mount Bastion Oil and Gas Corp. Ms. Sweet holds a Bachelor of Science in Geology from Queen's University (1991) and a Master of Science in Earth Sciences from the University of Ottawa (1995).	October 19, 2022	Nil
Kathleen Dixon ⁽²⁾⁽³⁾ Alberta, Canada Director	Kathleen Dixon is formerly a Director with BMO Capital Markets in the Energy Acquisitions and Divestitures advisory from 2010 to 2023. Prior thereto, she worked for 10 years as an area geologist for Canadian Natural Resources Ltd. and Iteration Energy. Prior thereto, Ms. Dixon was President and Director of an ASE listed mineral exploration company. Ms. Dixon currently sits on three private company and not-for-profit boards. Ms. Dixon holds a BSc (Geology) from the University of British Columbia (1990) and an MBA from Durham University (1995). Ms. Dixon holds an ICD.D designation from the Rotman School of Business (2022).	April 17, 2023	14,051,919 ⁽⁴⁾

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Compensation and Governance Committee.
- (3) Member of the Reserves, Safety and ESG Committee.
- (4) Kathleen Dixon is an executor of the Estate of Mr. Gordon F. Dixon, which owns 14,051,919 Common Shares.

Advance Notice By-laws

The Corporation's by-laws (the "**By-Laws**") contain advance notice provisions regarding advance notice of nominations of directors of the Corporation (the "**Advance Notice Provisions**"). The Advance Notice Provisions provide that advance notice to the Corporation must be made in circumstances where nominations of persons for election to the Board are made by Shareholders other than pursuant to: (i) a "proposal" made in accordance with the ABCA; or (ii) a requisition of a meeting made pursuant to the ABCA.

The Advance Notice Provisions fix a deadline by which Shareholders must submit director nominations to the Chief Financial Officer of the Corporation prior to any annual or special meeting of Shareholders and outlines the specific information that a nominating Shareholder must include in the written notice to the Chief Financial Officer of the Corporation for an effective nomination to occur. No person nominated by a Shareholder will be eligible for election as a director of the Corporation unless nominated in accordance with the Advance Notice Provisions.

In the case of an annual meeting of Shareholders, notice to the Chief Financial Officer of the Corporation must be made not less than 30 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following

such public announcement. In the case of a special meeting of Shareholders (which is not also an annual meeting), notice to the Corporation must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

If Notice-and-Access Provisions are used for delivery of proxy related materials in respect of a meeting described above and the notice date in respect of the meeting is not less than 50 days before the date of the applicable meeting, the notice must be received not later than the close of business on the 40th day before the date of the applicable meeting.

In the event of an adjournment or postponement of an annual meeting or special meeting of Shareholders or any announcement thereof, a new time period shall commence for the giving of timely notice.

The Board may, in its sole discretion, waive any requirement of the Advance Notice Provisions of the By-Laws. A copy of the By-Laws can be found on the Corporation's SEDAR profile at www.sedar.com.

Corporate Cease Trade Orders or Bankruptcies

No proposed director is as at the date hereof, or has been, within 10 years of the date hereof, a director or chief executive officer or chief financial officer (or any executive officer, for the purpose of subsection (iii)) of any company, including the Corporation, that: (i) while that person was acting in that capacity, was 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 (an "**order**"); (ii) after that person ceased to act in that capacity, was the subject of an order that resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer; or (iii) is or has, within 10 years before the date of this Information Circular become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets, while that person was acting in that capacity.

No proposed director has, within the ten (10) years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceeding, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

No proposed director 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; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Appointment of Auditors

Unless otherwise directed, it is management's intention to vote the proxies in favour of appointing the firm of KPMG LLP, Chartered Professional Accountants, ("**KMPG**") of Calgary, Alberta to serve as auditors of the Corporation until the next annual meeting of the Shareholders and to authorize the directors to fix their remuneration. KPMG has been the Corporation's auditors since March 27, 2023 following the requested resignation of the Corporation's previous auditors, Crowe Mackay LLP.

The Notice of Change of Auditor, the letter from Crowe Mackay LLP as the Corporation's predecessor auditor, and the letter from KPMG as the Corporation's successor auditor (collectively, the "**Reporting Package**") are attached hereto as Schedule "A". As indicated in the Reporting Package, there were no reportable events (including disagreements, unresolved issues and consultations) in connection with the audits of the Corporation's financial statements by its former auditor, Crowe Mackay LLP, Chartered Professional Accountants for the period commencing at the beginning of the Corporation's two most recently completed financial years and ending on the date of the Reporting Package.

For information relating to the fees paid to the Corporation's auditors in the two most recently completed financial years, see "Audit Committee Information".

Re-Approval of Amended and Restated Share Option Plan

At the Meeting, Shareholders will be asked to consider and re-approve the Corporation's amended and restated share option plan (the "**Option Plan**"). The Option Plan was approved by the Board on July 15, 2022, and was last approved by Shareholders at the Corporation's annual and special meeting held on October 19, 2022.

The Option Plan is a 10% "rolling option plan" whereby the number of Common Shares that may be reserved for issuance pursuant to options to purchase Common Shares (the "**Options**") under the Option Plan cannot, in the aggregate together with any Common Shares issuable pursuant to other incentive securities under any other Security Based Compensation Plans (as such term is defined in Policy 4.4 of the TSX Venture Exchange ("**TSXV**") Corporate Finance Policies) outstanding at any time, exceed 10% of the aggregate number of Outstanding Securities (as defined in the Option Plan), subject to adjustment as set forth in the Option Plan, and further subject to the applicable rules and regulations of all regulatory authorities, including the TSXV, to which the Corporation may be subject. In accordance with the policies under the TSXV, rolling options plans must receive shareholder approval yearly at the annual meeting of shareholders.

The following description of the Option Plan is qualified, in its entirety, by the terms of the Option Plan. The full text of the Option Plan can be found on Tuktuk's SEDAR profile, at www.sedar.com. Capitalized terms used in this section and not otherwise defined herein are defined in the Option Plan.

The purpose of the Option Plan is to develop the interest of directors, officers, employees and consultants, and if the Common Shares are then listed on the TSXV, Management Company Employees (as such term is defined in the policies of the TSXV), (collectively, "**Eligible Service Providers**") of the Corporation and its subsidiaries, if applicable, in the growth and development of the Corporation by providing them with the opportunity through Options to acquire an increased proprietary interest in the Corporation. The Option Plan will be administered by the Board, which may delegate its authority to a committee of the Board (the "**Committee**"). The Option Plan provides that the Committee may from time to time, in its discretion and subject to the limits set forth therein, grant Options to Eligible Service Providers.

In addition to the foregoing, if the Common Shares are listed on the TSXV, the number of Common Shares issuable pursuant to all Security Based Compensation Plans, including the Option Plan to any one person in any 12-month period shall not exceed 5% of the Outstanding Securities (unless the Corporation has obtained the requisite disinterested shareholder approval). Furthermore, pursuant to the Option Plan: (i) the number of Common Shares issuable to Insiders (as a group), at any time, under all Security Based Compensation Plans, including the Option Plan, shall not exceed 10% of the aggregate number of Outstanding Securities (unless the Corporation has obtained the requisite disinterested shareholder approval); (ii) the number of Common Shares issued to Insiders (as a group), within any 12-month period, under all Security Based Compensation Plans, including the Option Plan, shall not exceed 10% of the aggregate number of Outstanding Securities (unless the Corporation has obtained the requisite disinterested shareholder approval); (iii) if the Common Shares are listed on the TSXV, the aggregate number of Common Shares reserved for issuance to any one Consultant (as such term is defined in the policies of the TSXV) in any 12-month period under all Security Based Compensation Plans, including the Option Plan, shall not exceed 2% of the aggregate number of Outstanding Securities; and (iv) if the Common Shares are listed on the TSXV, the aggregate number of Common Shares reserved for issuance to all persons employed to provide Investor Relations Activities (as such term is defined in the policies of the TSXV) in any 12-month period the Option Plan, shall not exceed 2% of the aggregate number of Outstanding Securities.

The Board sets the term of the Options granted under the Option Plan provided that such term does not exceed a maximum term of 10 years. At the time of grant, the Board will set the time during which Options shall vest and the method of vesting, provided that Options issued to persons retained to provide Investor Relations Activities (as such term is defined by the policies of the TSXV) must vest in stages over a period of not less than 12 months with no more than one quarter of the Options vesting in any 3-month period. The Committee may, in its sole discretion, accelerate the vesting of Options following the date on which they are granted. No Options granted to Investor Service Providers (as such term is defined in the policies of the TSXV) may be accelerated without prior TSXV acceptance.

If a Change of Control occurs, notwithstanding any other provision contained in the Option Plan or the terms of any Option Agreement, all issued and outstanding Options shall be automatically fully vested and exercisable (whether or not then vested) immediately prior to the time such Change of Control takes place and shall terminate on the 90th day after the occurrence of such Change of Control, or at such earlier time as may be established by the Board, in its absolute discretion, prior to the time such Change of Control takes place. Subject to the applicable rules and regulations, including those of the TSXV, the exercise price of any Option shall be fixed by the Committee when such Option is granted, provided that such price shall not be less than the closing price of the Common Shares on the TSXV on the trading day immediately preceding the date of the Option grant. The Option Plan provides that Options may be exercisable for up to a maximum of 10 years. Options are not transferable or assignable except in accordance with the Option Plan and the holders of Options are not entitled to any rights as a Shareholder.

In addition and unless otherwise determined by the Board, each Option shall provide that: (i) upon the death of the Optionee, any vested Options shall terminate on the date that is not longer than 12 months following the date of death of the Optionee; (ii) if the Optionee shall no longer be a director or officer of, be in the employ of, or be providing ongoing management or consulting services to, the Corporation or its subsidiaries (other than by reason of termination for cause), such Optionee's Options shall terminate on the earlier of the expiry date of the Options and the expiry of the period not in excess of 90 days prescribed by the Committee at the time of grant, following the date that the Optionee ceases to be a director, officer or employee of the Corporation, or ceases to provide ongoing management or consulting services to, the Corporation, as the case may be; (iii) if the Optionee shall no longer be a director or officer of or be in the employ of, or consultant or other service provider to, the Corporation or its subsidiaries by reason of termination for cause, such Optionee's Options shall terminate immediately on such termination for cause (whether notice of such termination occurs verbally or in writing), provided that the number of Common Shares that the Optionee (or his or her heirs or successors) shall be entitled to purchase until such date of termination: (iv) shall, in the case of death of the Optionee, be all of the Common Shares that may be acquired on exercise of the Options held by such Optionee (or his or her heirs or successors) whether or not previously vested, and the vesting of all such Options shall be accelerated on the date of death for such purpose; and (v) in any case other than death or termination for cause, shall be the number of Common Shares which the Optionee was entitled to purchase on the date the Optionee ceased to be an officer, director, employee, consultant or other service provider, as the case may be. In the event of termination for cause, all of the Options, whether vested or unvested shall be forfeited.

Subject to the provisions of the Option Plan, if permitted by the Committee, an Optionee (if the Common Shares are listed on the TSXV, other than any Investor Relations Service Provider) may elect to net exercise Options by surrendering such Options in exchange for the issuance of Common Shares equal to the number determined by dividing the VWAP (meaning, the volume weighted average trading price of the Common Shares on the TSXV, calculated by dividing the total value by the total volume of such securities trading for the 5 trading days immediately preceding the exercise of the subject option) into the difference between the VWAP and the exercise price of such Options. If exercising Options in this manner, a written notice of exercise specifying that the Optionee has elected to net exercise such Options and the number of Options to be exercised must be delivered to the Corporation in accordance with the Option Plan.

A written agreement will be entered into between the Corporation and each Optionee to whom Options are granted under the Option Plan, which agreement will set out the number of Common Shares subject to Option, the exercise price, the expiry date, provisions as to vesting (if applicable), and any other terms approved by the Committee, all in accordance with the provisions of the Option Plan.

Subject to the restrictions set out in the Option Plan, the Committee may amend or discontinue the Option Plan and Options granted thereunder at any time without Shareholder approval, provided any amendment to the Option Plan that requires approval of the TSXV may not be made without approval. Without the prior approval of the Shareholders, or such approval as may be required by the TSXV, the Committee may not: (i) make any amendment to the Option Plan to increase the percentage of Common Shares reserved for issuance on exercise of outstanding Options at any time; (ii) reduce the exercise price of any outstanding Options granted to Insiders; (iii) extend the term of any outstanding Options granted to an Insider beyond the original expiry date of such Options (other than in accordance with the Option Plan); (iv) make an amendment to increase the maximum limit on the number of securities that may be issued under all Security Based Compensation Plans (as outlined above); (v) make any amendment to the Option Plan that would permit an Optionee to transfer or assign Options to a new beneficial Optionee other than in the case of death of the Optionee; or (vi) amend the amendment clause of the Option Plan. In addition, no amendment to the

Option Plan or Options granted pursuant to the Option Plan may be made without the consent of the Optionee if it adversely alters or impairs any Options previously granted to such Optionee under the Option Plan. In respect of the foregoing (ii), (iii) and (iv), reference to prior Shareholder approval shall mean prior disinterested shareholder approval.

The Committee may amend or terminate the Option Plan or any outstanding Options granted thereunder at any time without the approval of the directors of the Corporation, the Shareholders or any Optionee whose Options are amended or terminated, in order to conform the Option Plan or such Options, as the case may be, to applicable law or regulations or the requirements of the TSXV or any relevant exchange or regulatory authority, whether or not that amendment or termination would affect any accrued rights, subject to the approval of the applicable exchange or regulatory authority.

Approval Required

At the Meeting, Shareholders will be asked to consider, and if thought appropriate, to pass the following ordinary resolution (the "**Option Plan Resolution**"):

"BE IT RESOLVED, as an ordinary resolution of the holders (the "**Shareholders**") of common shares of Tuktuk Resources Ltd. (the "**Corporation**") that:

1. the amended and restated share option plan of the Corporation, as described under the heading "*Matters to be Acted Upon at the Meeting – Re-Approval of Amended and Restated Share Option Plan*" in the management information circular of the Corporation dated May 10, 2023, is hereby re-approved and confirmed;
2. any director or officer of the Corporation be and is hereby authorized and directed to do such things and to execute and deliver all such instruments, deeds and documents, and any amendments thereto, as may be necessary or advisable in order to give effect to the foregoing resolutions, and to complete all transactions in connection therewith; and
3. notwithstanding that this resolution has been passed by the Shareholders, the directors of the Corporation are hereby authorized and empowered to revoke this resolution, without any further approval of the Shareholders, at any time if such revocation is considered necessary or desirable by the directors."

The Option Plan Resolution must be approved by a simple majority of votes cast by the Shareholders present or represented by proxy at the Meeting. It is the intention of the persons named in the accompanying form of proxy, if named as proxy and not expressly directed to the contrary in the form of proxy, to vote those proxies FOR the Option Plan Resolution.

INFORMATION CONCERNING THE CORPORATION

Voting Securities and Principal Holders Thereof

Tuktuk is authorized to issue an unlimited number of Common Shares. As at May 10, 2023, 83,006,560 Common Shares were issued and outstanding, with each Common Share carrying the right to one (1) vote on a ballot at the Meeting. A quorum for the transaction of business at the Meeting will be present if not less than two (2) Shareholders representing not less than 25% of the Common Shares are present or represented by proxy at the Meeting.

The Record Date as of which Shareholders are entitled to vote at the Meeting has been fixed by the Corporation as May 10, 2023.

To the knowledge of the directors and senior officers of the Corporation, other than as noted below, as at the date hereof, no person or company beneficially owned, or controlled or directed, directly or indirectly, voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation.

<u>Name</u>	<u>Number of Common Shares⁽²⁾</u>	<u>Percentage of Class⁽³⁾</u>
Estate of Gordon F. Dixon ⁽¹⁾	14,051,919	16.9%
Tri-Energy Resources Ltd.	10,000,000	12.0%

Notes:

- (1) Mr. Kenneth Dixon, Ms. Dena Dixon, Ms. Marion Dixon and Ms. Kathleen Dixon are the executors of the Estate of Mr. Dixon and all actions regarding the Common Shares require the unanimous approval of the executors.
- (2) Based on information filed on the SEDI website at www.sedi.ca as of May 10, 2023.
- (3) The percentage of issued and outstanding Common Shares owned has been calculated based on the number of issued and outstanding Common Shares on May 10, 2023.

STATEMENT OF EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation (excluding Compensation Securities)

The Named Executive Officers (as defined in Form 51-102F6V) of the Corporation during the year ended December 31, 2022 were: (i) Tim de Freitas, the President and Chief Executive Officer; (ii) Mark Smith, the Vice President Finance and Chief Financial Officer; (iii) Gordon Dixon, the former President, Chief Executive Officer and Secretary; and (iv) Paul Seo, the former Chief Financial Officer (each a "Named Executive Officer" or "NEO"). No other employees of the Corporation satisfy the criteria of "Named Executive Officer" for the year ended December 31, 2022.

The following table sets forth for the years ended December 31, 2022 and 2021, all compensation (other than Compensation Securities as defined in Form 51-102F6V) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation to each Named Executive Officer and director, 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 Named Executive Officer or director for services provided and for services to be provided, directly or indirectly, to the Corporation.

TABLE OF COMPENSATION (EXCLUDING COMPENSATION SECURITIES)							
Name and Position	Year Ended	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Tim de Freitas ⁽¹⁾⁽³⁾ <i>President and Chief Executive Officer and a Director</i>	2022	77,917	Nil	Nil	Nil	Nil	77,917
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Mark Smith ⁽²⁾⁽³⁾ <i>Vice President, Finance and Chief Financial Officer</i>	2022	68,750	Nil	Nil	Nil	Nil	68,750
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Gordon Dixon ⁽⁴⁾⁽⁵⁾⁽¹⁰⁾ <i>Former President, Chief Executive Officer and Secretary and a Director</i>	2022	2,500	Nil	Nil	Nil	Nil	2,500
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Paul Seo ⁽⁶⁾⁽⁷⁾ <i>Former Chief Financial Officer</i>	2022	7,000	Nil	Nil	Nil	Nil	7,000
	2021	9,500	Nil	Nil	Nil	Nil	9,500
William (Bill) Guinan ⁽⁸⁾⁽¹⁰⁾ <i>Director</i>	2022	4,592	Nil	Nil	Nil	Nil	4,592
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Robert (Bob) Dales ⁽⁸⁾⁽¹⁰⁾ <i>Director</i>	2022	4,592	Nil	Nil	Nil	Nil	4,592
	2021	N/A	N/A	N/A	N/A	N/A	N/A

Natalie Sweet ⁽⁹⁾⁽¹⁰⁾ <i>Director</i>	2022 2021	2,011 N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	2,011 N/A
Jean-Pierre Pelletier ⁽¹¹⁾ <i>Former Director</i>	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
M. Blake Willard ⁽¹¹⁾ <i>Former Director</i>	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Notes:

- (1) Mr. de Freitas was appointed as a director of the Corporation on December 14, 2021 and was subsequently appointed as the President and Chief Executive Officer in connection with Recapitalization (as defined below) on July 15, 2022. In connection with the services performed by Mr. de Freitas prior to the Recapitalization, he was granted 1,000,000 Options on March 23, 2022. Following the Recapitalization, Mr. de Freitas did not receive any compensation in respect of his position as a director of the Corporation.
- (2) Mr. Smith was appointed as the Vice President, Finance and Chief Financial Officer of the Corporation on July 15, 2022 in connection with the Recapitalization.
- (3) Mr. de Freitas and Mr. Smith's annualized salary as officers of the Corporation are \$170,000 and \$150,000, respectively. Amounts shown in the table above represent amounts actually received during the year ended December 31, 2022.
- (4) Mr. Gordon Dixon resigned as President, Chief Executive Officer and Secretary of the Corporation on July 15, 2022 in connection with the Recapitalization however he remained a director of the Corporation until November 27, 2022.
- (5) Mr. Dixon did not receive any compensation during the year ended December 31, 2021 in respect of his roles as an officer and a director of the Corporation. During the year ended December 31, 2022, Mr. Dixon received no compensation in his role as an officer of the Corporation however he did receive a grant of 200,000 Options on July 25, 2022 in respect of his role as a director of the Corporation.
- (6) Mr. Paul Seo resigned as Chief Financial Officer of the Corporation on July 15, 2022 in connection with the Recapitalization.
- (7) Mr. Seo invoiced the Corporation for hours spent in his capacity as Chief Financial Officer of the Corporation and did not receive a salary.
- (8) Individual appointed as a director of the Corporation on July 15, 2022 in connection with the Recapitalization.
- (9) Ms. Sweet was appointed as a director of the Corporation on October 19, 2022.
- (10) Following the Recapitalization, each non-management director was entitled to an annual retainer of \$10,000 payable on a quarterly basis in arrears beginning October 15, 2022. Amounts shown in the table above represent amounts accrued during the year ended December 31, 2022.
- (11) Individual resigned as a director of the Corporation on July 15, 2022 in connection with the Recapitalization.

External Management Companies

No individual acting as a NEO is not also an employee of the Corporation. The Corporation has not entered into an understanding, arrangement or agreement with an external management company to provide executive management services to the Corporation, directly or indirectly.

Options and Other Compensation Securities

The following table sets forth all the Options granted to each Named Executive Officer and director by the Corporation during the year ended December 31, 2022. The Corporation has no other Compensation Securities other than Options.

Compensation Securities							
Name and Position	Type of Compensation Security ⁽³⁾	Number of Compensation Securities, Number of underlying securities and percentage of class ⁽⁴⁾	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
Tim de Freitas ⁽¹⁾ <i>President and Chief Executive Officer and a Director</i>	Options	1,000,000 1,250,000 (3.0%)	March 23, 2022 July 25, 2022	0.08 0.15	0.04 0.14	0.10	March 23, 2027 July 25, 2027
Mark Smith <i>Vice President, Finance and Chief Financial Officer</i>	Options	1,000,000 (1.4%)	July 25, 2022	0.15	0.14	0.10	July 25, 2027
Gordon Dixon ⁽²⁾ <i>Former President, Chief Executive Officer and Secretary and a Director</i>	Options	200,000 (0.3%)	July 25, 2022	0.15	0.14	0.10	July 25, 2027 ⁽⁶⁾

Paul Seo <i>Former Chief Financial Officer</i>	-	-	-	-	-	-	-
William Guinan <i>Director</i>	Options	200,000 (0.3%)	July 25, 2022	0.15	0.14	0.10	July 25, 2027
Robert Dales <i>Director</i>	Options	200,000 (0.3%)	July 25, 2022	0.15	0.14	0.10	July 25, 2027
Natalie Sweet <i>Director</i>	Options	200,000 (0.3%)	December 13, 2022	0.15	0.095	0.10	December 13, 2027
Jean-Pierre Pelletier ⁽²⁾ <i>Former Director</i>	-	-	-	-	-	-	-
M. Blake Willard <i>Former Director</i>	-	-	-	-	-	-	-

Notes:

- (1) Mr. de Freitas was appointed as a director of the Corporation on December 14, 2021 and was subsequently appointed as the President and Chief Executive Officer in connection with Recapitalization on July 15, 2022. In connection with services performed by Mr. de Freitas prior to the Recapitalization, he was granted 1,000,000 Options on March 23, 2022, which all vested on March 23, 2022. Following the Recapitalization, Mr. de Freitas did not receive any compensation in respect of his position as a director of the Corporation.
- (2) During the year ended December 31, 2022, Mr. Dixon received no compensation in his role as an officer of the Corporation however he did receive a grant of 200,000 Options on July 25, 2022 in respect of his role as a director of the Corporation.
- (3) Each Option entitles the holder thereof to purchase one (1) Common Share, subject to the adjustment provisions provided for in the Option Plan.
- (4) The percentage of underlying Common Shares outstanding has been calculated based on the number of Common Shares outstanding as at December 31, 2022.
- (5) Following the Recapitalization, all Options granted pursuant to the Option Plan vest on the following schedule: (i) one-third upon grant; (ii) one-third on the first anniversary of the date of grant; and (iii) one-third on the second anniversary of the date of grant.
- (6) Pursuant to the terms of the Option Plan, Mr. Dixon's Options will expire 12 months from November 27, 2022.

Except as otherwise disclosed herein, no Options were exercised during the year ended December 31, 2022. In connection with the Recapitalization and effective July 15, 2022, Messrs. Pelletier and Willard entered into exercise and cancellation agreements pursuant to which each agreed to surrender all of their respective outstanding Options for cancellation for an aggregate payment to each individual of \$1.00.

Option Plan

Please see "*Matters to be Acted Upon at the Meeting – Re-Approval of Amended and Restated Share Option Plan*" for information on the material terms of the Option Plan.

Employment, Consulting and Management Agreements

The Corporation does not have any agreements or arrangements under which compensation was provided during the year ended December 31, 2022 or is payable in respect of services provided to the Corporation that were performed by a director or NEO of the Corporation or performed by any other party but are services typically provided by a director or a NEO of the Corporation.

Oversight and Description of Director and Named Executive Officer Compensation

Prior to the Recapitalization, the Corporation did not pay any regular or consistent compensation to its Named Executive Officers or directors. Following the Recapitalization, the reconstituted Board, initially comprised of Tim de Freitas, William (Bill) Guinan, Robert (Bob) Dales and Gordon Dixon, assumed the role of determining compensation for the directors and the Named Executive Officers. The Board did establish a Compensation and Corporate Governance Committee late in 2022, which was initially comprised of William (Bill) Guinan, Robert (Bob) Dales and Gordon Dixon, however the committee did not formally meet during the year.

Director Compensation

Following the Recapitalization, director compensation was determined by the Board. Upon completion of the Recapitalization and the reconstitution of the Board, the Board considered the size of the Corporation, the stage of development and the Board's role in the growth and strategy of the Corporation on a go-forward basis and approved a director compensation model comprised of Options and an annual cash retainer of \$10,000, payable in quarterly

installments in arrears. The Board's compensation will be reviewed concurrently with the next review of the salaries and other compensation of the Named Executive Officers.

NEO Compensation

Following the Recapitalization, officer compensation was determined by the Board. Upon completion of the Recapitalization, the Board considered the size and the stage of development of the Corporation and approved an officer compensation model comprised of annual salary and Options. It is anticipated that the officer compensation model will be reviewed during the year ended December 31, 2023 in light of the development and growth of the business since the completion of the Recapitalization.

Components of Compensation in 2022

Following the Recapitalization, compensation awarded to, earned by, paid or payable to the NEOs consisted of annual salaries and Options.

Performance Criteria or Goals

Following the Recapitalization, neither the total compensation nor any significant element of total compensation of the NEOs was tied to one or more performance criteria or goals, such as milestones, agreements or transactions.

Significant Events Affecting Compensation

Other than the Recapitalization, there were no significant events that occurred during the year ended December 31, 2022 that have significantly affected NEO compensation.

Compensation Determinations

When making recommendations with respect to NEO compensation, the Board reviews the recommendations of management and considers compensation in light of the Corporation's industry peers and its stage of development.

Use of Peer Group

Although the Board reviews the compensation offered by the Corporation's peers to their named executive officers on an ad hoc basis when evaluating the competitiveness and continued appropriateness of, and potential changes to, the Corporation's compensation package for its NEOs, the Board did not make use of a formal peer group to determine NEO compensation during the year ended December 31, 2022.

Significant Changes to Compensation Policies

Other than changes implemented by the Board following the Recapitalization, the Corporation did not make any significant changes to its compensation policies during (or after) the year ended December 31, 2022 that could or will have an effect on director or NEO compensation.

Pension Disclosure

The Corporation does not provide a pension to any of its directors or NEOs.

Clawback Policy

On August 24, 2022 the Board implemented a new clawback policy (the "**Clawback Policy**") providing for the reimbursement of incentive compensation in certain circumstances. The Clawback Policy defines incentive compensation to include, without limitation, cash bonuses paid under any short-term incentive plans, any awards under any long-term incentive plans and any payments (or other compensation) made upon vesting or settlement of any awards under any long-term incentive plans. Where the Board determines it is in the best interests of Tuktū, it may

demand repayment of all or a portion of, or effect the cancellation of unvested awards under long-term incentive plans, any incentive compensation granted to executive officers in cases where: (i) the amount of the incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results or other performance goals that were subsequently the subject of or affected by a substantial restatement of all or a portion of the financial statements of Tuktū; (ii) the executive officer engaged in negligence, intentional misconduct or fraud that caused or substantially caused the need for the substantial restatement of the financial statements; and (iii) the amount of the incentive compensation that would have been awarded to the executive officer had the financial results been properly reported would have been lower than the amount actually awarded or received.

In addition, under the Clawback Policy, in the event that any executive officer is found to have engaged in intentional misconduct, fraud, theft or embezzlement, the Board may in its discretion, to the full extent permitted by applicable laws and to the extent it determines that it is in best interests of Tuktū to do so, require the reimbursement of some or all of the after-tax amount of any incentive compensation already paid or awarded in the previous 24 months or the forfeiture of any vested or unvested incentive compensation awards regardless of whether or not a restatement of the financial statements of Tuktū has occurred or is required. The Clawback Policy applies to any employee or consultant of Tuktū who is serving or who served as a vice president or senior officer of the Corporation.

Short Sales, Puts, Calls and Options

The Board has also put in place a Disclosure, Confidentiality and Trading Policy (the "**Disclosure Policy**"). Pursuant to the Disclosure Policy, directors, officers, employees and consultants of the Corporation are not to sell directly or indirectly, a security of the Corporation if such person does not own or has not fully paid for the security to be sold. Such persons also shall not engage in any of the following: (i) buying or selling a call or put in respect of a security of the Corporation; (ii) selling the Corporation's securities short; or (iii) purchasing any other financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of securities of the Corporation.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth information in respect of securities authorized for issuance under the Corporation's equity compensation plans as at December 31, 2022.

Plan Category	Number of securities to be issued upon exercise of outstanding Options, warrants and rights (a)	Weighted average exercise price of outstanding Options, warrants and rights (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders ⁽¹⁾⁽³⁾	7,250,000 ⁽²⁾	0.14	1,050,656
Equity compensation plans not approved by securityholders	—	—	—
Total	7,250,000	0.14	1,050,656

Notes:

- (1) The Option Plan allows for Options to be granted, provided that the aggregate number of Common Shares reserved for issuance under the Option Plan does not exceed 10% of the issued and outstanding Common Shares less the number of Common Shares reserved under any other Security Based Compensation Plan. See "*Matters to be Acted Upon at the Meeting – Re-Approval of Amended and Restated Share Option Plan*" above. As at May 10, 2023, the Corporation had Options to acquire a total of 7,250,000 Common Shares outstanding (representing approximately 8.7% of the outstanding Common Shares) under the Option Plan.
- (2) Effective July 15, 2022, in connection with the Recapitalization, Dena Dixon, the former Assistant Treasurer and Jean-Pierre Pelletier and M. Blake Willard, former directors of the Corporation, surrendered all of their outstanding Options for nominal consideration, being an aggregate of 275,000 Options.

- (3) In connection with the Recapitalization, the Corporation issued 51,941,773 Units (as defined below) under the Private Placements (as defined below). Each Unit was comprised of 1 Common Share and 1 Warrant and each Warrant gives the holder the right to purchase one Common Share at a price of \$0.11 per Common Share. The Warrants will vest and become exercisable as to one third upon the 20-day volume weighted average price of the Common Shares on the TSXV equaling or exceeding each of \$0.13, \$0.155 and \$0.18 per Common Share. The Warrants are not considered to be securities granted under an equity compensation plan.

AUDIT COMMITTEE INFORMATION

The following disclosure is provided in accordance with National Instrument 52-110 – *Audit Committees* ("NI 52-110"). The Corporation is a venture issuer and relies on an exemption to provide the Audit Committee disclosure contained in this Information Circular as required by Form 52-110F2 – *Disclosure by Venture Issuers*.

Audit Committee's Charter

The Audit Committee Charter is attached as Schedule "B" to this Information Circular.

Composition of the Audit Committee

The current members of the Audit Committee, all of whom are independent directors and all of whom are financially literate (for the purposes of NI 52-110), are William Guinan (Chairman), Robert Dales, and Natalie Sweet.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Corporation. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the Audit Committee is considered 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 Corporation.

The education and related experience of each of the Audit Committee members relevant to the performance of their responsibilities as members of the Audit Committee is set out above under the heading "*Matters to be Acted Upon at the Meeting – Election of Directors*".

Audit Committee Oversight

Since the completion of the Recapitalization and establishment of the Audit Committee in connection therewith, the Board has not failed to adopt any recommendation of the Audit Committee, including to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the completion of the Recapitalization and establishment of the Audit Committee in connection therewith, the Corporation has not relied on the exemptions contained in sections 2.4, 6.1.1 or 8 of NI 52-110. 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. Subsections 6.1.1(4), (5) and (6) provide exemptions in certain circumstances from the requirement that the Corporation's Audit Committee be comprised of a majority of members who are not executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation. Section 8 permits an issuer to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has adopted policies regarding non-audit services to be rendered by the external auditor which are refinements of the general policies in the Audit Committee's Charter (attached hereto as Schedule "B") including that the Audit Committee shall review and pre-approve any non-audit services to be provided to the Corporation by

the external auditors. The Audit Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provide that the member(s) report to the Committee at the next scheduled meeting such pre-approval and the member(s) comply with such other procedures as may be established by the Audit Committee from time to time. In pre-approving non-audit services, the Audit Committee or such delegatee member(s) shall consider the impact the non-audit services may have on the independence of the external auditors.

External Auditor Service Fees

The aggregate fees billed by the Corporation's external auditors (Crowe Mackay LLP) in each of the last two fiscal years for audit and other fees are as follows:

Fiscal Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾	Total
December 31, 2022	\$19,512	\$nil	\$nil	\$nil	\$19,512
December 31, 2021	\$14,294	\$nil	\$nil	\$nil	\$14,294

Notes:

- (1) "Audit Fees" include (i) fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements, (ii) fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements, and (iii) audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services, which includes systems and organizational controls audit services and privacy regulation compliance services.

CORPORATE GOVERNANCE

Set forth below is a description of the Corporation's current corporate governance practices, as prescribed by Form 58-101F2, of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"). NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201") has been adopted in each of the provinces and territories in Canada, and provides guidance on corporate governance practices.

Board of Directors

Disclose the identity of directors who are independent.

The following three (3) proposed director nominees of the Corporation are independent (for purposes of NI 58-101):

Robert Dales
William Guinan
Natalie Sweet

Disclose the identity of directors who are not independent, and describe the basis for that determination.

NP 58-201 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgment. The Board is currently comprised of three of five independent directors. A majority of the proposed nominees are independent.

Tim de Freitas is not independent as he occupies the position of President and Chief Executive Officer. Kathleen Dixon is not independent as she is an immediate family member of Gordon Dixon, who was an executive officer of the Corporation within the last three years.

Directorships

If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

The following directors are presently directors of other issuers that are reporting issuers (or the equivalent):

Name	Name of Reporting Issuer
William Guinan	Kelt Exploration Ltd.

Orientation and Continuing Education

Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.

While the Corporation does not currently have a formal orientation and education program for new recruits to the Board, the Corporation provides such orientation and education on an informal basis. As new directors join the Board, management provides these individuals with corporate policies, historical information about the Corporation, as well as information on the Corporation and its strategic plan with an outline of the general duties and responsibilities entailed in carrying out their duties. The Board believes that these procedures are a practical and effective approach in light of the Corporation's size and stage of development and the experience and expertise of the members of the Board.

At this time, the Board has not implemented a formal continuing education plan for its directors. Presentations are made on an as needed basis to the Board and committees to educate and inform them of changes within the Corporation and on appropriate other subjects such as regulatory and industry requirements and standards, capital markets, commodity pricing and corporate governance.

The Board will continue to assess whether it is appropriate to develop a formal continuing education program for its directors to ensure the directors maintain the skill and knowledge necessary to meet their obligations as directors. Each director of the Corporation has the responsibility for ensuring that he maintains the skill and knowledge necessary to meet his obligations as a director.

Ethical Business Conduct

Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.

The Board adopted a Code of Business Conduct and Ethics (the "**Code**") on August 24, 2022. Each of the Corporation's employees, officers and directors will confirm his or her understanding, acceptance and compliance of the Code on an annual basis. Any reports of variance from the Code will be reported to the Board. To the extent that management is unable to make a determination as to whether a breach of the Code has taken place, the Board will review the alleged breach in order to make a determination.

The Board monitors compliance with the Code by requiring each of the senior officers of the Corporation to affirm in writing on a regular basis his or her agreement to abide by the Code, as to his or her ethical conduct and with respect to any conflicts of interest.

In accordance with the ABCA, directors who are a party to, or are a director or an officer of a person which is a party to, a material contract or material transaction or a proposed material contract or proposed material transaction are required to disclose the nature and extent of their interest and not to vote on any resolution to approve the contract or

transaction. In addition, in certain cases, an independent committee of the Board may be formed to deliberate on such matters in the absence of the interested party. Any potential conflicts of interest must be reported immediately to senior management.

The Board has also adopted a whistleblower policy which provides employees with the ability to report, on a confidential and anonymous basis, any violations within the organization, including (but not limited to) questionable accounting practices, inadequate internal accounting controls, the misleading or coercion of auditors, disclosure of fraudulent or misleading financial information and instances of corporate fraud.

The Board has also adopted a Disclosure, Confidentiality and Trading Policy which provides guidance on disclosure of material information and maintaining confidentiality and restrictions on trading securities of the Corporation.

Nomination of Directors

Disclose what steps, if any, are taken to identify new candidates for board nomination, including: (i) who identifies new candidates, and (ii) the process of identifying new candidates.

The Board has established a Compensation and Corporate Governance Committee (the "**C&G Committee**"), however, to date, the Board has fulfilled the role of the C&G Committee. Historically, the nominees were generally the result of recruitment efforts by the Board including both formal and informal discussions among the Board and officers of the Corporation.

Pursuant to its mandate, the C&G Committee is responsible for selecting or recommending for selection the nominees for election to the Board, and, in conjunction with the Board, criteria to consider when making such recommendations. The criteria the C&G Committee shall consider include: (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competencies and skills that the Board considers each existing director to possess; (iii) the competencies and skills each new nominee will bring to the boardroom; and (iv) whether or not each potential candidate can devote sufficient time and resources to his or her duties as a member of the Board. In addition, the C&G Committee shall also maintain a list of potential candidates for Board membership and, where appropriate, interview potential candidates for board membership.

The C&G Committee will also periodically review the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors and the composition of the Board to ensure an appropriate number of independent directors and an appropriate number of total directors sit on the Board.

Compensation

Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including (i) who determines compensation; and (ii) the process of determining compensation.

The Board has established the C&G Committee. The key role and objective of the C&G Committee is to generally assume responsibility for developing the approach of the Corporation to matters concerning corporation governance, human resources and compensation, and to review and make recommendations to the Board regarding such matters. To date, the role of the C&G Committee has been fulfilled by the Board, who has focused on maintaining general and administrative expenses at a relatively low level to preserve the Corporation's balance sheet strength for acquisition opportunities in the short term and to align the interests of the executive officer's with the Shareholder's interests in increasing the value of the Common Shares over the long-term.

For information relating to the process of determining compensation and the compensation of directors and executive officers of the Corporation see "*Statement of Executive Compensation*" herein.

Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board has established a Reserves, Safety and ESG Committee (the "**Reserves Committee**"). The key responsibilities of the Reserves Committee is set out below.

Reserves Committee

The Reserves Committee is generally responsible for: (i) overseeing the evaluation of Tuktu's petroleum and natural gas reserves, including the retention of one or more independent qualified reserves evaluators or auditors to report to the Reserves Committee on Tuktu's reserves; (ii) overseeing and monitoring Tuktu's programs, policies, procedures and performance on matters relating to environmental health and safety; and (iii) assisting management of Tuktu with reviewing, reporting and making recommendations to the Board on Tuktu's policies, standards and responsibilities with respect to environmental, social and governance ("**ESG**") matters and ensure that Tuktu's ESG objectives, strategies and targets are being adequately resourced and met.

To date, the Reserves Committee has not met as the Corporation did not have any assets of significance until the end of the first quarter of 2023.

Assessment

Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.

Neither the Corporation nor the Board has determined formal means or methods to regularly assess the Board, its committees or its individual directors. The Board relies on informal review and assessments of the adequacy of the committees of the Board on a regular basis.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is or has been a director or executive officer of the Corporation at any time since the beginning of the year ended December 31, 2022, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, is or was indebted to (i) the Corporation, or (ii) another entity where such indebtedness is or was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation in either case at any time since the beginning of the year ended December 31, 2022.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise set forth below, there were no material interests, direct or indirect, of directors, nominees for director or executive officers of the Corporation, or any Shareholder who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the outstanding Common Shares, or any other Informed Person (as defined in NI 51-102) or any known associate or affiliate of such persons, in any transaction since the commencement of the last completed financial year of the Corporation or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

Prior to the Recapitalization, the Corporation was indebted to Gordon Dixon, the former President and Chief Executive Officer, a director and a significant Shareholder of Tuktu, and entities owned and controlled by Gordon Dixon, in the aggregate amount of approximately \$240,000. In connection with the Recapitalization, on July 15, 2022, the Corporation settled the debt by the issuance of 2,666,667 Common Shares at a deemed price of \$0.09 per Common Share pursuant to debt settlement agreements. Ms. Kathleen Dixon, a director of the Corporation, is the daughter of the late Gordon Dixon, and is an executor of the Estate of Gordon Dixon.

Private Placements and Reconstitution of Management

On June 19, 2022, the Corporation entered into a reorganization and investment agreement (the "**Recapitalization Agreement**") with Tim de Freitas, Mark Smith, Greg Feltham and Kent Busby (collectively, the "**Initial Investors**") which provided for: (i) a non-brokered private placement of not less than 22,222,223 units ("**Units**") of the Corporation at a price of \$0.09 per Unit for gross proceeds of approximately \$2.0 million (the "**Non-Brokered Private Placement**"); (ii) a brokered private placement of not less than 20,000,000 Units for gross proceeds of approximately \$1.8 million (the "**Brokered Private Placement**" and together with the Non-Brokered Private Placement, the "**Private Placements**"); (iii) the conversion of \$240,000 of debt of the Corporation into Common Shares at a deemed price of \$0.09 per share; and (iv) (A) the resignation and appointment of directors in accordance with the Recapitalization Agreement, such that following the reconstitution, the members of the Board would consist of the following: Tim de Freitas, Robert Dales, Gordon Dixon and William Guinan (the "**Reconstituted Board**"); and (B) the resignation and appointment of officers of the Corporation in accordance with the Recapitalization Agreement, such that following the reconstitution, the officers of the Corporation would include Tim de Freitas as President and Chief Executive Officer, Mark Smith as Vice President, Finance and Chief Financial Officer, Greg Feltham as Vice President, Exploration, Kent Busby as Vice President, Production and Bronwyn Inkster as Corporate Secretary (collectively, the "**New Management Team**") ((i) to (iv) referred to herein as the "**Recapitalization**"). Each Unit issued pursuant to the Private Placements was comprised of one Common Share and one Common Share purchase warrant ("**Warrant**") of the Corporation. Each Warrant entitled the holder to purchase one Common Share at a price of \$0.11 per Common Share for a period of four years from July 15, 2022, subject to certain terms and conditions. The Warrants will vest and become exercisable as to one-third upon the 20 day volume weighted average price of the Common Shares on the TSXV equaling or exceeding each of \$0.13, \$0.155 and \$0.18 per Common Share. An aggregate of 51,941,773 Units were issued pursuant to the Private Placements.

In addition, the Corporation was indebted approximately \$240,000 to certain entities owned or controlled by Gordon Dixon, a director and former President and Chief Executive Officer of the Corporation. In connection with the Recapitalization, the debt was settled by the issuance of 2,666,667 Common Shares at a deemed price of \$0.09 per Common Share pursuant to debt settlement agreements.

On July 15, 2022, the Corporation completed the Recapitalization. As a result of the Recapitalization, as at July 15, 2022: (i) the Board was reconstituted to consist of Tim de Freitas, Robert Dales, Gordon Dixon and William Guinan; and (ii) the officers of the Corporation consisted of Tim de Freitas as President and Chief Executive Officer, Mark Smith as Vice President, Finance and Chief Financial Officer, Greg Feltham as Vice President, Exploration, Kent Busby as Vice President, Production and Bronwyn Inkster as Corporate Secretary.

For a complete description of the transactions completed in connection with the Recapitalization, reference should be made to the Recapitalization Agreement and the material change report of the Corporation dated June 29, 2022, copies of which have been filed on SEDAR at www.sedar.com.

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

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership or otherwise of any director or nominee for director, or executive officer of the Corporation, or anyone who has held office as such since the beginning of the Corporation's last financial year, or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, other than the election of directors and the re-approval of the Option Plan.

OTHER MATTERS

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Annual and Special Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Financial information in respect of the Corporation and its affairs is provided in the Corporation's annual audited comparative financial statements for the year ended December 31, 2022 and the related management's discussion and analysis available on SEDAR at www.sedar.com, or from the Corporation at:

Tuktu Resources Ltd.
960, 630 – 6th Avenue SW
Calgary, Alberta, T2P 0S8

SCHEDULE "A"

(See attached)

TUKTU RESOURCES LTD.

**NOTICE OF CHANGE OF AUDITOR
Pursuant to National Instrument 51-102 (Part 4.11)**

TO: Crowe Mackay LLP

AND TO: KPMG LLP

AND TO: Alberta Securities Commission
British Columbia Securities Commission

It is proposed that Tuktut Resources Ltd. (the "**Corporation**") will change its auditor from Crowe Mackay LLP (the "**Former Auditor**") to KPMG LLP (the "**Successor Auditor**") effective as of March 27, 2023.

The Former Auditor resigned at the request of the Corporation on March 27, 2023. The Audit Committee's recommendation to the Board of Directors for the change of auditor was made due to the Corporation's desire to move to a different audit firm.

The Corporation further reports there were no reservations in the Former Auditor's reports on the Corporation's financial statements for the period commencing at the beginning of the Corporation's two most recently completed financial years and ending on the date of resignation of the Former Auditor.

There are no reportable events including disagreements, consultations, or unresolved issues as defined in National Instrument 51-102 (Part 4.11) between the Corporation and the Former Auditor.

The change of the auditor and the recommendation to appoint the Successor Auditor was approved by the Audit Committee and the Board of Directors of the Corporation.

DATED effective this 27th day of March, 2023.

TUKTU RESOURCES LTD.

Per: (signed) "Mark Smith"
Mark Smith
Vice-President, Finance and Chief Financial Officer



Crowe MacKay LLP

Elveden House 1700,
717 - 7 Ave SW
Calgary, AB T2P 0Z3

Main +1(403) 294-9292

Fax +1(403) 294-9262

www.crowemackay.ca

March 27, 2023

To: Alberta Securities Commission
British Columbia Securities Commission

Dear Sirs/Mesdames:

Re: Tuktu Resources Ltd. (formerly "Jasper Mining Corporation")
Notice of Change of Auditor

We have read the statements made by Tuktu Resources Ltd. in the attached copy of Notice of Change of Auditor dated March 27, 2023 (the "Notice"), which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

Based on the information available to us, we agree with the statements set out in the Notice.

Sincerely,

Crowe MacKay LLP

Crowe MacKay LLP
Chartered Professional Accountants



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

To Alberta Securities Commission
British Columbia Securities Commission

March 27, 2023

Dear Sir/Madam

Re: Notice of Change of Auditors of Tuktu Resources Ltd.

We have read the Notice of **Tuktu Resources Ltd.** dated **March 27, 2023** and are in agreement with the statements contained in such Notice.

Yours very truly,

KPMG LLP

Chartered Professional Accountants
Calgary, Canada

SCHEDULE "B"

Jasper Mining Corporation

AUDIT COMMITTEE MANDATE

1. **Establishment of Audit Committee:** The Board of Directors (the "**Board**") of Jasper Mining Corporation (the "**Corporation**") hereby establishes a committee to be called the Audit Committee (the "**Committee**").
2. **Membership:** The Committee shall be comprised of at least three (3) directors or such greater number as the Board may determine from time to time and all members of the Committee shall be "independent" (as such term is used in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") unless the Board determines that the exemption contained in NI 52 110 is available and determines to rely thereon. All of the members of the Committee must be "financially literate" unless the Board determines that an exemption under NI 52 110 from such requirement in respect of any particular member is available and determines to rely thereon in accordance with the provisions of NI 52 110. For the purposes of this Mandate, "financially literate" has the meaning ascribed thereto in NI 52-110 and means that the member 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 Corporation's financial statements. The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.
3. **Role and Objective:** The Committee shall, in addition to any other duties and responsibilities specifically delegated to it by the Board, generally assume responsibility for oversight of the following: nature and scope of the annual audit;
 - (b) the oversight of management's reporting on internal accounting standards and practices;
 - (c) the review of financial information, accounting systems and procedures;
 - (d) financial reporting and financial statements,and the Board has charged the Committee with the responsibility of recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information.

The primary objectives of the Committee are as follows:

 - (a) to assist the Board in meeting its responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of the Corporation and related matters;
 - (b) to provide better communication between directors and external auditors;
 - (c) to ensure the external auditor's independence;
 - (d) to increase the credibility and objectivity of financial reports; and
 - (e) to strengthen the role of the independent directors of the Corporation by facilitating in-depth discussions between directors of the Committee, management of the Corporation and external auditors.
4. **Mandate and Responsibilities of Committee:** The Committee will have the authority and responsibility to:
 - (a) oversee the work of the external auditors, including the resolution of any disagreements between management and the external auditors regarding financial reporting;

- (b) satisfy itself on behalf of the Board with respect to the Corporation's internal control systems identifying, monitoring and mitigating business risks; and ensuring compliance with legal, ethical and regulatory requirements;
- (c) review the annual and interim financial statements of the Corporation and related management's discussion and analysis ("**MD&A**") prior to their submission to the Board for approval; the process may include but not be limited to:
 - (i) reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
 - (ii) reviewing significant accruals, reserves, estimates (such as the ceiling test calculation) and judgments made by management in preparation of financial statements and the appropriateness of such accruals, reserves, estimates and judgments;
 - (iii) reviewing accounting treatment of unusual or non-recurring transactions;
 - (iv) ascertaining compliance with covenants under loan agreements;
 - (v) reviewing disclosure requirements for commitments and contingencies;
 - (vi) reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - (vii) reviewing unresolved differences between management and the external auditors; and
 - (viii) obtain explanations of significant variances with comparative reporting periods.
- (d) review the financial statements, MD&A and all public disclosure containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval; the Committee must be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of other financial information and must periodically assess the adequacy of those procedures;
- (e) with respect to the appointment of external auditors by the Board:
 - (i) recommend to the Board the external auditors to be nominated;
 - (ii) recommend to the Board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors will report directly to the Committee;
 - (iii) on an annual basis, review and discuss with the external auditors all significant relationships such auditors have with the Corporation to determine the auditors' independence;
 - (iv) when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change;
 - (v) review and pre approve any non-audit services to be provided to the Corporation or its subsidiaries by the external auditors and consider the impact on the independence of such auditors. The Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that the member(s) report to the Committee

at the next scheduled meeting such pre-approval and the member(s) comply with such other procedures as may be established by the Committee from time to time; and

- (vi) review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of the Corporation and its subsidiaries;
- (f) review with external auditors (and internal auditor if one is appointed by the Corporation) their assessment of the internal controls of the Corporation, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses;
- (g) review risk management policies and procedures of the Corporation (i.e., hedging, litigation and insurance);
- (h) to review and satisfy itself on behalf of the Board that management has adequate procedures in place for reporting and certification under the *Extractive Sector Transparency Measures Act* (Canada) ("**ESTMA**") when the Corporation is required to comply with ESTMA;
- (i) establish a procedure for:
 - (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
- (j) review and approve the Corporation's hiring policies regarding partners and employees and former partners and employees of the present and former external auditors of the Corporation.

5. Meeting Administrative Matters: The following general provisions shall have application to the Committee: At all meetings of the Committee every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairman of the meeting shall not be entitled to a second or casting vote.

- (b) The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.
- (c) A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
- (d) Meetings of the Committee should be scheduled to take place at least four times per year. Minutes of all meetings of the Committee will be taken. The Chief Financial Officer of the Corporation will attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chairman.
- (e) The Committee will meet with the external auditor in camera at least once per quarter (in connection with the preparation of the annual and interim financial statements) and at such other times as the external auditor and the Committee consider appropriate.
- (f) Agendas will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.

- (g) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
- (h) Minutes of the Committee will be recorded and maintained and circulated to directors who are not members of the Committee as requested.
- (i) The Committee has authority to communicate directly with the internal auditors (if any) and the external auditors of the Corporation. The Committee will also have the authority to investigate any financial activity of the Corporation. All employees of the Corporation are to cooperate as requested by the Committee.
- (j) The Committee may also retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling their responsibilities at such compensation as established by the Committee and at the expense of the Corporation without any further approval of the Board.
- (k) Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee each member will hold such office until the Committee is reconstituted.
- (l) Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chair of the Board.

Nothing contained in this mandate is intended to expand applicable standards of liability under statutory, regulatory, common law or any other legal requirements for the Board or members of the Committee. The Committee may adopt additional policies and procedures as it deems necessary from time to time to fulfill its responsibilities.