ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON WEDNESDAY, OCTOBER 22, 2025

NOTICE OF MEETING AND MANAGEMENT PROXY AND INFORMATION CIRCULAR

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF WHITE OWL ENERGY SERVICES INC. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF WHITE OWL ENERGY SERVICES INC. TO BE HELD ON OCTOBER 22, 2025.

TO BE HELD AT:

The Ranchmen's Club
710 - 13 Avenue SW
Calgary, Alberta T2R 0K5

At 10:00 a.m.

Dated: September 12, 2025

WHITE OWL ENERGY SERVICES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING (the "**Meeting**") of holders of common shares ("**Common Shares**") and series A preferred shares ("**Series A Preferred Shares**", and collectively with the Common Shares, the "**Voting Shares**") of White Owl Energy Services Inc. (the "**Corporation**") will be held at The Ranchmen's Club, 710 - 13 Avenue S.W., Calgary, AB T2R 0K5, on Wednesday, October 22, 2025 at 10:00 a.m. (Calgary time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2024, and the report of the auditor thereon, as well as the unaudited interim financial statements for the period ended June 30, 2025;

2. to appoint the auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor's remuneration;

3. to fix the number of directors of the Corporation to be elected at the Meeting at five (5);

4. to elect the Board of Directors of the Corporation for the ensuing year;

5. in connection with the proposed capital reorganization, to consider, and if thought fit, approve:

   (a) the special resolution, as more particularly set forth in the accompanying Management Information Circular, authorizing and approving the reduction of the stated capital of the Series A Preferred Shares for the purpose of permitting the proposed capital reorganization; and

   (b) the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular, authorizing and approving an offer by the Corporation to the holders of Series A Preferred Shares to purchase their shares; and

6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

DATED this 12th day of September, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

signed "Craig Heitrich"
Craig Heitrich
President, Chief Executive Officer and Director

It is desirable that as many Voting Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

WHITE OWL ENERGY SERVICES INC.
MANAGEMENT INFORMATION CIRCULAR
SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR ("MANAGEMENT INFORMATION CIRCULAR") IS PROVIDED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY MANAGEMENT OF WHITE OWL ENERGY SERVICES INC. (THE "CORPORATION") of proxies from the holders of common shares (the "**Common Shares**") and series A preferred shares ("**Series A Preferred Shares**", and collectively with the Common Shares, the "**Voting Shares**") for the annual general and special meeting of the shareholders of the Corporation (the "**Meeting**") to be held on October 22, 2025 at 10:00 a.m. (Calgary time) at The Ranchmen's Club, 710 - 13 Avenue S.W., Calgary, AB T2R 0K5, or at any adjournment thereof for the purposes set out in the accompanying notice of meeting ("**Notice of Meeting**").

Although it is expected that the solicitation of proxies will be primarily by e-mail, proxies may also be solicited personally or by telephone, mail, facsimile or other proxy solicitation services. The costs of any solicitation of proxies will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named (the "Management Designees") in the enclosed instrument of proxy ("Instrument of Proxy") have been selected by the directors of the Corporation and have indicated their willingness to represent as proxy the shareholder who appoints them. A shareholder has the right to designate a person (whom need not be a shareholder) other than the Management Designees to represent such shareholder at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by deleting therefrom the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the Corporation. Such shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and should provide instructions on how the shareholder's shares are to be voted. The nominee should bring personal identification to the Meeting. In any case, the form of proxy should be dated and executed by the shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form). In addition, a proxy may be revoked by a shareholder personally attending at the Meeting and voting his shares.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to the Corporation's transfer agent, TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

A shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the shareholder or by his authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the registered office of the Corporation or with TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or at any adjournment thereof. In addition, a proxy may be revoked by the shareholder personally attending the Meeting and voting his shares.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold Voting Shares in their own name. Shareholders who hold their Voting Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Voting Shares in their own name (referred to in this Management Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation as registered holders of Voting Shares will be recognized and acted upon at the Meeting. If Voting Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Voting Shares will, in all likelihood, not be registered in the shareholder's name. Such Voting Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. Voting Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Voting Shares are voted at the Meeting. If applicable, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker), if different from the Corporation's Instrument of Proxy, will be substantially similar to the Instrument of Proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. **A Beneficial Shareholder who receives a proxy or voting instruction form from its broker cannot use that form to vote Voting Shares directly at the Meeting. The voting instruction forms must be returned to the broker (or instructions respecting the voting of Voting Shares must otherwise be communicated to such broker) well in advance of the Meeting in order to have the Voting Shares voted. If you have any questions respecting the voting of Voting Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of Voting Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Voting Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Voting 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.**

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

VOTING OF PROXIES

Each shareholder may instruct his proxy how to vote his Voting Shares by completing the blanks on the Instrument of Proxy. All Voting Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Voting Shares represented by the proxy will be voted in accordance with such specification.

In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein.

The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.

QUORUM

The by-laws of the Corporation provide that a quorum of shareholders is present at a meeting of shareholders of the Corporation if at least two holders of not less than five (5%) percent of the outstanding shares of the Corporation entitled to vote at the Meeting are present in person or represented by proxy.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of preferred shares, issuable in series, and a maximum of 26,468,592 Series A Preferred Shares. As at the effective date of this Information Circular (the "**Effective Date**"), which is September 12, 2025, 70,366,168 Common Shares and 26,468,592 Series A Preferred Shares, being an aggregate of 96,834,760 Voting Shares, are issued and outstanding. No other shares of any other class are issued or outstanding. The Voting Shares are the only shares entitled to be voted at the Meeting and holders of Voting Shares are entitled to one vote for each Voting Share held.

Holders of Voting Shares of record at the close of business on September 12, 2025 (the "**Record Date**") are entitled to vote such Voting Shares at the Meeting on the basis of one vote for each Voting Share held except to the extent that, (a) the holder has transferred the ownership of any of his Voting Shares after the Record Date, and (b) the transferee of those Voting Shares produces properly endorsed share certificates, or otherwise establishes that he owns the Voting Shares, and demands not later than ten (10) days before the day of the Meeting that his name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his Voting Shares at the Meeting.

To the knowledge of the directors and the executive officers of the Corporation, as at the Effective Date, no person or company beneficially owns, directly or indirectly, or controls or directs, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation other than as follows:

Name	Type of Ownership	Number and Percentage of Outstanding of Common Shares Owned or Controlled at the Effective Date	Number and Percentage of Outstanding of Series A Preferred Shares Owned or Controlled at the Effective Date	Number and Percentage of Outstanding of Voting Shares (Common Shares + Series A Preferred) Owned or Controlled at the Effective Date
Daniel McCrea	Registered and Beneficial	8,300,000Common Shares 11.80%	145,000 Series A Preferred Shares 0.55%	8,445,000 Voting Shares 8.72%
Teresa McCrea	Registered and Beneficial	7,500,000 Common Shares 10.66%	Nil	7,500,000 Voting Shares 7.75%

Name	Type of Ownership	Number and Percentage of Outstanding of Common Shares Owned or Controlled at the Effective Date	Number and Percentage of Outstanding of Series A Preferred Shares Owned or Controlled at the Effective Date	Number and Percentage of Outstanding of Voting Shares (Common Shares + Series A Preferred) Owned or Controlled at the Effective Date
Cypress Capital Management Ltd. [(1)]	Beneficial	665,000 Common Shares 0.95%	3,390,000 Series A Preferred Shares 13.31%	4,055,000 Voting Shares 4.19%
Arthur Korpach	Registered and Beneficial	Nil	3,000,000 Series A Preferred Shares 11.78%	Voting Shares 3.10%

Note:

(1) Greg Bay, a director of the Corporation, is the Founding Partner of Cypress Capital Management Ltd.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The compensation program of the Corporation is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Corporation's corporate objectives and increase shareholder value. The main objective of the compensation program is to recognize the contribution of the executive officers to the overall success and strategic growth of the Corporation. The compensation program is designed to reward management performance by aligning a component of the compensation with the Corporation's business performance and share value. The philosophy of the Corporation is to pay the management a total compensation amount that is competitive with other Canadian oilfield services companies and is consistent with the experience and responsibility level of the management. The purpose of executive compensation is to reward the executives for their contributions to the achievements of the Corporation on both an annual and long-term basis.

The total compensation amount for management includes a variable portion ("bonus payments") linked to the achievement of key objectives within a one-year time frame. The bonus payments are focused on four key elements: a) financial performance, b) safety, c) environmental objectives and d) achievement against individual performance. Subject to the discretion of the Board in the final determination of bonus payments, varying levels of bonuses may be earned depending upon the level of responsibility and achievement of certain corporate and individual objectives.

The compensation program provides incentives to its management and directors to achieve long term objectives through grants of stock options under the Corporation's stock option plan. Increasing the value of the Corporation's Common Shares increases the value of the stock options. This incentive closely links the interests of the Named Executive Officers and directors to shareholders of the Corporation.

The Board of Directors is satisfied that there were not any identified risks arising from the Corporation's compensation plans or policies that would have had any negative or material impact on the Corporation. The Corporation does not have any policy in place to permit an executive officer or director to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or director.

The Corporation entered into an executive employment agreement (the "**Pinnell Employment Agreement**") effective January 1, 2021, with Owen C. Pinnell, which provided that Mr. Pinnell would act

in the capacity of President and Chief Executive Officer of the Corporation. Pursuant to the Pinnell Employment Agreement, as amended May 25, 2022, the Corporation paid an annual base salary of $312,000 to Mr. Pinnell for the year ended December 31, 2024. The Pinnell Employment Agreement was terminated on December 31, 2024, when Mr. Pinnell ceased to be an officer of the Corporation. Mr. Pinnell remains a director of the Corporation. Pursuant to an end of service and settlement agreement between the Corporation and Mr. Pinell dated December 24, 2024, the Corporation paid $374,400 to Mr. Pinnell on January 9, 2025. In addition, on December 31, 2024, the Corporation entered into an independent advisory agreement (the "**Advisory Agreement**") with Pinoil Corporation ("**Pinoil**"), which provided that Pinoil's sole owner, Mr. Pinnell, would provide the Corporation with management and advisory services, with the goal of transferring market and industry knowledge as requested from time to time by the Corporation. The Advisory Agreement had a term of six months from January 1, 2025, to June 30, 2025. Pursuant to the Advisory Agreement, Pinoil received a fee of $5,000 per month for the duration of the six month term.

The Corporation entered into an executive employment agreement (the "**Heitrich Employment Agreement**") effective January 1, 2025, with Craig Heitrich, which provides that Mr. Heitrich will act in the capacity of President and Chief Executive Officer of the Corporation. In the event of termination of the Heitrich Employment Agreement by the Corporation without just cause, Mr. Heitrich is entitled to a termination payment in the amount of 24 months' salary, plus an additional 20% representing the value of employment-related benefits (the "**Heitrich Termination Payment**"). In the event of termination of the Heitrich Employment Agreement by Mr. Heitrich within three months following a change of control of the Corporation and if there is a reduction of salary or Mr. Heitrich's responsibilities are materially diminished, or in the event of constructive dismissal, Mr. Heitrich is entitled to the Heitrich Termination Payment.

The Corporation entered into an executive employment agreement (the "**O'Brien Employment Agreement**") effective January 1, 2020, with Barry O'Brien, which provides that Mr. O'Brien will act in the capacity of Chief Financial Officer of the Corporation. Pursuant to the O'Brien Employment Agreement, as amended May 25, 2022, the Corporation paid an annual base salary of $270,000 to Mr. O'Brien for the year ended December 31, 2024. In the event of termination of the O'Brien Employment Agreement by the Corporation without just cause, Mr. O'Brien is entitled to a termination payment in the amount of 15 months' salary, plus an additional 20% representing the value of employment-related benefits (the "**O'Brien Termination Payment**"). In the event of termination of the O'Brien Employment Agreement by Mr. O'Brien within three months following a change of control of the Corporation and if there is a reduction of salary or Mr. O'Brien's responsibilities are materially diminished, or in the event of constructive dismissal, Mr. O'Brien is entitled to the O'Brien Termination Payment.

The Corporation entered into an executive employment agreement (the "**Juhlin Employment Agreement**") effective January 1, 2020, with Randall Juhlin, which provides that Mr. Juhlin will act in the capacity of Vice-President of Operations and Engineering of the Corporation. Pursuant to the Juhlin Employment Agreement, as amended May 25, 2022, the Corporation paid an annual base salary of $270,000 to Mr. Juhlin for the year ended December 31, 2024. In the event of termination of the Juhlin Employment Agreement by the Corporation without just cause, Mr. Juhlin is entitled to a termination payment in the amount of 15 months' salary, plus an additional 20% representing the value of employment-related benefits (the "**Juhlin Termination Payment**"). In the event of termination of the Juhlin Employment Agreement by Mr. Juhlin within three months following a change of control of the Corporation and if there is a reduction of salary or Mr. Juhlin's responsibilities are materially diminished, or in the event of constructive dismissal, Mr. Juhlin is entitled to the Juhlin Termination Payment.

Option-based Awards

The Board of Directors did not grant any options to directors and officers during the year ended December 31, 2024. The Corporation took into account the number of outstanding options in determining not to grant stock options during the year ended December 31, 2024. Following the year ended December 31, 2024, the Board of Directors granted an aggregate of 3,000,000 options on January 1, 2025, and an aggregate of 2,900,000 options on August 14, 2025, to directors and officers of the Corporation.

The allocation of the number of options granted among the directors and officers of the Corporation is determined by the entire Board of Directors. See *"Incentive Plan Awards"* below and *"DIRECTOR COMPENSATION - Incentive Plan Awards"* below.

Compensation Governance

The Corporation's Corporate Governance, Compensation and Risk Management Committee of the Board of Directors provides oversight on compensation matters relating to directors and officers.

The following are the members of the Corporate Governance, Compensation and Risk Management Committee, as at the date hereof:

Mr. Robert Ayling	Independent[1]
Mr. Greg Bay	Independent[1]
Mr. Riley Waite	Independent[1]

Note:
(1) As defined by National Instrument 52-110 ("**NI 52-110**").

All members of the Corporate Governance, Compensation and Risk Management Committee are knowledgeable about the Corporation's compensation programs and possess an understanding of compensation theory and practice, personnel management and development, succession planning and executive development. In addition, all members are "financially literate" within the meaning of NI 52-110 and have accounting or related financial management experience or expertise.

The Corporate Governance, Compensation and Risk Management Committee has unrestricted access to the Corporation's personnel and documents and is provided with the resources necessary, including, as required, the engagement and compensation of outside advisors, to carry out its responsibilities.

Summary Compensation Table

The following table sets forth all annual and long term compensation for the three most recently completed financial years for services in all capacities to the Corporation and its subsidiaries, if any, in respect of individual(s) who were acting as, or were acting in a capacity similar to, a chief executive officer or chief financial officer and the three most highly compensated executive officers whose total compensation exceeded $150,000 per annum (the "**Named Executive Officers**").

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year Ended Dec 31	Salary ($)	Share-Based Awards ($)[1]	Option-Based Awards ($)[2]	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($)	Total Compensation ($)[4]
					Annual Incentive Plans ($)[3]	Long-Term Incentive Plans			
Owen C. Pinnell Former President, Chief Executive Officer [5]	2024	$312,000	Nil	Nil	$124,800	Nil	Nil	$399,964	$836,764
	2023	$312,000	Nil	Nil	$109,200	Nil	Nil	$22,764	$443,964
	2022	$290,333	Nil	Nil	$23,667	Nil	Nil	$22,764	$336,764

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year Ended Dec 31	Salary ($)	Share-Based Awards ($)[1]	Option-Based Awards ($)[2]	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($)	Total Compensation ($)[4]
					Annual Incentive Plans ($)[3]	Long-Term Incentive Plans			
Barry O'Brien Chief Financial Officer and Corporate Secretary	2024	$270,000	Nil	Nil	$108,000	Nil	Nil	$18,948	$396,948
	2023	$270,000	Nil	Nil	$108,000	Nil	Nil	$17,280	$395,280
	2022	$251,250	Nil	Nil	$23,667	Nil	Nil	$17,164	$292,081
Randall Juhlin Vice-President, Engineering Operations	2024	$270,000	Nil	Nil	$108,000	Nil	Nil	$14,009	$392,009
	2023	$270,000	Nil	Nil	$94,500	Nil	Nil	$9,609	$374,109
	2022	$251,250	Nil	Nil	$23,667	Nil	Nil	$8,890	$283,807

Notes:

(1) "**Share-Based Award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.

(2) "**Option-Based Award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features. The Common Shares do not trade on any market and as a result, no value has been attributed to the options granted.

(3) "**Annual Incentive Plan**" means bonus payments linked to the achievement of key objectives within a one-year time frame. The bonus payments are focused on four key elements: a) financial performance, b) safety, c) environmental objectives and d) achievement against individual performance.

(4) Mr. Pinnell did not receive any additional compensation for serving as a director of the Corporation.

(5) On January 1, 2025, Craig Heitrich replaced Mr. Pinnell as the President and Chief Executive Officer.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of all awards outstanding for each Named Executive Officer of the Corporation as of the most recent financial year end, including awards granted before the most recently completed financial year.

	Option-Based Awards				Share-Based Awards		
Name and Title	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiration Date	Value of Unexercised in-the-money Option[(1)(2)] ($)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Owen C. Pinnell Former President, Chief Executive Officer	173,334	$0.05	June 1, 2027	Nil Nil	N/A	N/A	N/A
Barry O'Brien Chief Financial Officer and Corporate Secretary	450,000	$0.05	June 1, 2027	Nil	N/A	N/A	N/A

Randall Juhlin Vice-President, Engineering and Operations	450,000	$0.05	June 1, 2027	Nil	N/A	N/A	N/A

Notes:

(1) Unexercised "in-the-money" options refer to the options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the option.
(2) The Common Shares do not trade on any market and as a result, no value has been attributed to the options granted.

None of the awards disclosed in the table above have been transferred at other than fair market value.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth the value of option-based awards and share-based awards which vested or were earned during the most recently completed financial year for each Named Executive Officer.

Name and Title	Option-Based Awards - Value vested during the year ($)	Share-Based Awards - Value vested during the year ($)	Non-Equity Incentive Plan Compensation - Value earned during the year ($)
Owen C. Pinnell Former President, Chief Executive Officer	Nil	N/A	N/A
Barry O'Brien Chief Financial Officer and Corporate Secretary	Nil	N/A	N/A
Randall Juhlin Vice-President, Engineering and Operations	Nil	N/A	N/A

Narrative Discussion

The Corporation has a stock option plan (the "**Plan**") previously approved by the directors of the Corporation on August 26, 2020. The Plan is administered by the Board of Directors of the Corporation. The aggregate number of Common Shares which may be reserved for issuance under the Plan shall not exceed 10% of the Corporation's issued and outstanding Common Shares and Series A Preferred Shares. The exercise price of the Common Shares covered by each option shall be determined by the Board of Directors, provided however, that in the event of options granted after the listing of the Common Shares on a recognized stock exchange, such exercise price shall not be less than that from time to time permitted by the stock exchange on which the Common Shares are listed. The length of any option shall be set out in the option agreement, provided that the participant's options expire 90 days after a participant ceases to act for the Corporation, except upon the death of a participant, in which case the participant's estate shall have one (1) year in which to exercise the outstanding options, or in the case of termination for cause, in which case all unexercised options will expire immediately. The Board of Directors have the absolute discretion to amend or terminate the Plan.

Pension Plan Benefits

The Corporation does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

The Corporation introduced a group retirement savings plan (the "**Savings Plan**") for employees and management effective July 1, 2024. The purpose of the Savings Plan is to attract and retain employees and encourage them to plan for their retirement. Under the Savings Plan, the Corporation will match contributions, up to 5% of base salary, by all employees and management of the Corporation to the

existing 401-K savings plan in North Dakota and to an equivalent savings plan for Canadian-based employees. The Corporation's matching contributions on behalf of the Named Executive Officers has been included in the Summary Compensation Table as part of "All Other Compensation".

Termination and Change of Control Benefits

Other than as set forth herein, the Corporation is not a party to any contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation, its subsidiaries or affiliates or a change in a Named Executive Officer's responsibilities.

DIRECTOR COMPENSATION

During the financial year ended December 31, 2024, the Corporation had seven (7) directors, one (1) of which was also a Named Executive Officer. For a description of the compensation paid to the Named Executive Officer of the Corporation who also acts as a director of the Corporation, see "*EXECUTIVE COMPENSATION*".

Director Compensation Table

The following table sets forth all compensation provided to directors who are not also Named Executive Officers ("**Outside Directors**") of the Corporation for the most recently completed financial year.

Name	Fees Earned ($)	Share-Based Awards ($)[1]	Option-Based Awards ($)[2]	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
James H. Coleman	$40.000	Nil	Nil	Nil	Nil	Nil	$40,000
Robert Ayling	$50,000	Nil	Nil	Nil	Nil	Nil	$50,000
Robb D. Thompson	$50,000	Nil	Nil	Nil	Nil	Nil	$50,000
Greg Bay	$50,000	Nil	Nil	Nil	Nil	Nil	$50,000
Riley Waite	$40,000	Nil	Nil	Nil	Nil	Nil	$40,000
Ross Douglas [3]	$7,912	Nil	Nil	Nil	Nil	Nil	$7,912

Notes:

(1) "**Share-Based Award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.

(2) "**Option-Based Award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features. The Common Shares do not trade on any market and as a result, no value has been attributed to the options granted.

(3) Ross Douglas resigned as a director of the Corporation on April 5, 2024.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of all awards outstanding for each Outside Director of the Corporation as of the most recent financial year end, including awards granted before the most recently completed financial year.

	Option-Based Awards				Share-Based Awards		
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiration Date	Value of Unexercised in-the-money Option[(1)(2)] ($)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
James H. Coleman	450,000	$0.05	January 23, 2025	Nil	N/A	N/A	N/A
Robert Ayling	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Robb D. Thompson	450,000	$0.05	January 23, 2025	Nil	N/A	N/A	N/A
Greg Bay	300,000	$0.05	January 23, 2025	Nil	N/A	N/A	N/A
Riley Waite	300,000	$0.05	January 23, 2025	Nil	N/A	N/A	N/A
Ross Douglas	Nil	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

(1) Unexercised "in-the-money" options refer to the options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the option.

(2) The Common Shares do not trade on any market and as a result, no value has been attributed to the options granted.

None of the awards disclosed in the table above have been transferred at other than fair market value.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth the value of option-based awards and share-based awards which vested or were earned during the most recently completed financial year for Outside Directors of the Corporation.

Name	Option-Based Awards - Value vested during the year ($)	Share-Based Awards - Value vested during the year ($)	Non-Equity Incentive Plan Compensation - Value earned during the year ($)
James H. Coleman	Nil	N/A	N/A
Robert Ayling	Nil	N/A	N/A
Robb D. Thompson	Nil	N/A	N/A
Greg Bay	Nil	N/A	N/A
Riley Waite	Nil	N/A	N/A
Ross Douglas	Nil	N/A	N/A

Other Compensation

Other than as set forth herein, the Corporation did not pay any other compensation to executive officers or directors (including personal benefits and securities or properties paid or distributed which compensation was not offered on the same terms to all full-time employees) during the last completed financial year.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the end of the Corporation's most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding outstanding securities reflected in Column 1)[(1)]
Equity compensation plans approved by securityholders	3,431,334	$0.05	6,069,009 Common Shares
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	3,431,334	$0.05	6,069,009 Common Shares

Notes:

(1) The aggregate number of Common Shares that may be reserved for issuance under the Plan shall not exceed 10% of the Corporation's issued and outstanding Common Shares and Series A Preferred Shares.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as set forth herein, no director, executive officer, employee or former director, executive officer or employee of the Corporation nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation.

At December 31, 2024, the Corporation had a $33,289.35 promissory note, including accrued interest, receivable from Mr. Pinnell, President and Chief Executive Office of the Corporation. The unsecured promissory note is due on demand and bears interest at 3% per annum. The promissory note was repaid in full in January 2025.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth herein, or as previously disclosed, the Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, proposed nominee for election as a director or any shareholder holding more than 10% of the voting rights attached to the Voting Shares or any associate or affiliate of any of the foregoing in any transaction in the preceding financial year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation. Please refer to Note 22 "Related Party Transactions" on page 26 of the Corporation's financial statements for the year ended December 31, 2024.

MANAGEMENT CONTRACTS

Other than as set forth herein, during the most recently completed financial year, no management functions of the Corporation were to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise set out herein, no director or executive officer of the Corporation or any proposed nominee of management of the Corporation for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

PROPOSED CAPITAL REORGANIZATION

Background

Management of the Corporation has been in discussions with various Voting Shareholders over the past several years regarding developing a plan to repurchase some or all of the issued and outstanding Series A Preferred Shares on a basis that attempts to balance the interests of the holders of both the Common Shares and the Series A Preferred Shares.

The Corporation initially entered into discussions with Sequeira Partners in July 2024 to consider the financial advice that would be required by the Board to properly structure the capital reorganization transaction. Consequently, on August 1, 2024, the Corporation engaged Sequeira Partners to prepare the Valuation and the Fairness Opinion (as such terms are defined below). On October 10, 2024, the Corporation engaged a financial advisor to conduct a strategic alternatives review to evaluate and advise with respect to an offer to acquire outstanding shares of the Corporation, a sale of all or substantially all of the assets of the Corporation, any merger, amalgamation, plan of arrangement or other business combination pursuant to which the assets and business of the Corporation are combined with one or more other persons and any transaction intended to maximize shareholder value. As a result, the capital reorganization transaction was put on hold pending completion of the strategic alternatives review. In April 2025, the strategic alternatives review came to an end, concluding that the Corporation or its assets could not be sold for a satisfactory price. On August 6, 2025, the Corporation engaged Sequeira Partners to prepare the Valuation and the Fairness Opinion (as such terms are defined below) with respect to the structuring of the capital reorganization transaction pursuant to the terms of an engagement agreement (the "**Engagement Agreement**").

The Proposed Capital Reorganization

The Corporation intends to complete a capital reorganization (the "**Proposed Capital Reorganization**") to reduce its stated capital, allow preferred shareholders to receive a partial return of their capital in an orderly fashion and allow the holders of Common Shares to benefit from and participate to a higher degree in the future growth of the Corporation.

The Offer

General

Pursuant to the Proposed Capital Reorganization, the Corporation is making an offer (the "**Offer**") to the holders of the Series A Preferred Shares to purchase for cancellation of such shares, in the aggregate maximum amount of 7,787,250 Series A Preferred Shares, in exchange for cash consideration of $0.40 per Series A Preferred Share (the "**Cash Consideration**"), being an aggregate maximum amount of $3,114,900 (the "**Transaction**"). The Offer dated September 19, 2025, and the accompanying Letter of Transmittal, are enclosed with the materials sent to the shareholders of the Corporation in connection with the Meeting.

The amount of the Cash Consideration was determined by the Board of Directors of the Corporation based on the terms of an agreement entered into by the Corporation with a new lender on July 2, 2025 (the "**Bank Facility**"). The Bank Facility provides for a US$6,000,000 non-revolving reducing term loan facility and a US$1,000,000 operating facility. Pursuant to the Bank Facility, US$3,000,000 was initially drawn on the non-revolving reducing term loan facility to fund the purchase of the 28% interest in the Tioga joint venture, the full repayment of the existing term loan, and to fund upgrade capital expenditures. The remaining US$3,000,000 is available under the non-revolving reducing term loan facility to October 31, 2025, to fund a repurchase of Series A Preferred Shares and capital expansion projects. The Bank Facility provides for the repurchase of Series A Preferred Shares to a maximum of US$2,250,000. The Board of Directors has allocated the full amount of US$2,250,000 to the repurchase of Series A Preferred Shares. This results in Cash Consideration of $3,114,900 based on the exchange rate in effect at the Valuation Date (as defined below), per the Bank of Canada.

The Corporation's objective in managing its capital resources is to ensure that sufficient capital resources are available to sustain and grow the operating business. As of June 30, 2025, the Corporation's trailing twelve-month net debt to EBITDA ratio is a conservative 0.00:1.00, while the cash and cash equivalents balance at June 30, 2025, is $3,907,000. After the funding of the repurchase of the Series A Preferred Shares with additional borrowings, as described above, the Corporation's net debt to EBITDA is estimated to be below 1.00 to 1.00. Consequently, after the repurchase of the Series A Preferred Shares, the Corporation is expected to have sufficient capital resources to sustain and grow the operating business.

Particulars of the Offer

If the total number of Series A Preferred Shares validly tendered under the Offer exceeds 7,787,250 Series A Preferred Shares, then White Owl shall reduce the number of Series A Preferred Shares taken-up and paid for under the Offer, with the adjustments to the number of Series A Preferred Shares to be calculated on a pro rata basis among the shareholders that have tendered their Series A Preferred Shares under the Offer.

The Offer is open for acceptance until 12:00 p.m. (Calgary time) on November 14, 2025 (the "**Expiry Time**"), unless extended by the Corporation in its sole discretion or withdrawn by the Corporation in accordance with the terms of the Offer.

The Offer may be accepted by delivering to DLA Piper (Canada) LLP (as depositary under the Offer, the "**Depositary**") at its office listed in the Letter of Transmittal, so as to arrive there not later than the Expiry Time:

(a) the certificate or certificates representing the Series A Preferred Shares in respect of which the Offer is being accepted;

(b) the accompanying Letter of Transmittal, or a manually executed facsimile thereof, properly completed and duly executed as required by the instructions set out in the Letter of Transmittal; and

(c) any other relevant documents required by the instructions set out in the Letter of Transmittal.

Upon the terms and subject to the conditions of the Offer (including the pro-ration provisions), all Shareholders who have validly deposited their Series A Preferred Shares pursuant to the Offer will receive the Cash Consideration of $0.40 per Series A Preferred Share, payable in cash (but subject to applicable withholding taxes, if any), for all Series A Preferred Shares purchased.

The Offer is subject to a number of conditions, including approval by the holders of Voting Shares of the Proposed Capital Reorganization, as set out in Section 4 of the Offer.

The foregoing description of the Offer is a summary only and is subject to the detailed provisions of the Offer and the accompanying Letter of Transmittal, and if there is a discrepancy between the summary of the Offer as set out herein and the Offer, the Offer shall govern. Before making a decision regarding the Offer, holders of Series A Preferred Shares should refer to the detailed provisions of the Offer and the accompanying Letter of Transmittal, or consult with a legal advisor.

The Reduction of Stated Capital

Pursuant to section 34(2) of the *Business Corporations Act* (Alberta) (the "**ABCA**"), the Corporation is not permitted to purchase or otherwise acquire the Series A Preferred Shares unless it meets the solvency test. More specifically, section 34(2) of the ABCA states that the Corporation cannot acquire shares issued by it "if there are reasonable grounds for believing that (a) the corporation is, or would after the payment be, unable to pay its liabilities as they become due, or (b) the realizable value of the corporation's assets would after the payment be less than the aggregate of its liabilities and stated capital of all classes".

As at July 31, 2025, the Board has, upon review of the Valuation and discussions with management, determined that the estimated realizable value of the Corporation's assets less liabilities is approximately $25,549,102, and the stated capital of the Series A Preferred Shares and the Common Shares is $13,234,295 and $19,066,083 respectively, for a combined stated capital amount of $32,300,378. Therefore, the Corporation does not currently meet the solvency test, because the amount of the realizable value of the assets after the payment of its liabilities is less than the amount of the stated capital, creating a deficit in the amount of $6,751,276.

Therefore, as part of the Proposed Capital Reorganization, the Corporation will also need to reduce the stated capital account of the Series A Preferred Shares to permit the acquisition of the Series A Preferred Shares by the Corporation. The Corporation is proposing to reduce the stated capital account of the Series A Preferred Shares by $7,000,000 (in order to account for the deficit and to provide an additional small buffer). The Corporation is proposing to reduce the stated capital account of the Series A Preferred Shares only and not the Common Shares, given that the Offer is being made to repurchase Series A Preferred Shares only and the repurchase will be funded by increasing the amount of outstanding debt of the Corporation.

The reduction of the stated capital of the Series A Preferred Shares will result in the reduction of the paid up capital per Series A Preferred Share from $0.50 to $0.24. The result will be that upon the completion of the repurchase pursuant to the Offer, it is expected that Canadian resident holders of Preferred Shares will receive a deemed dividend of $0.16 for each Series A Preferred Share purchased pursuant to the Offer. See "PROPOSED CAPITAL REORGANIZATION – Certain Canadian Federal Income Tax Considerations" below.

For additional information regarding the Reduction of Capital (as defined below), please see "*PARTICULARS OF MATTERS TO BE ACTED UPON – Approval of Reduction of Stated Capital*" below.

Recommendation of the Board of Directors

The Board, after careful consideration of a number of factors, including the Valuation Report and the Fairness Opinion (as such terms are defined below), and discussions with a number of Voting Shareholders, has determined unanimously that the Proposed Capital Reorganization is in the best interests of the Corporation and its shareholders and authorized the submission of the two resolutions respecting the Proposed Capital Reorganization (being the Approval of Reduction of Stated Capital and the Approval of Offer) to shareholders for approval at the Meeting. **The Board unanimously recommends that the Corporation's shareholders vote IN FAVOUR of the two resolutions representing the Proposed Capital Reorganization (being the Approval of Reduction of Stated Capital and the Approval of Offer).**

Valuation Report and Fairness Opinion

Prior to proceeding with the Proposed Capital Reorganization, the Board of Directors felt it was prudent to engage an independent third party to provide: (i) an estimate valuation report with respect to the fair market value of the issued and outstanding Series A Preferred Shares; and (ii) an opinion to the Board of Directors that the Transaction is fair, from a financial perspective, to holders of both Common Shares and Series A Preferred Shares. Consequently, on August 6, 2025, the Corporation engaged Sequeira Partners to prepare the Valuation and the Fairness Opinion (as such terms are defined below) with respect to the structuring of the capital reorganization transaction.

Valuation

In connection with its mandate, Sequeira Partners has prepared the estimate valuation report dated September 10, 2025 (the "**Valuation**"). A copy of the Valuation is available for inspection for the holders of Voting Shares at the Corporation's office, 1150, 1122 – 4th Street SW, Calgary, AB T2R 1M1, during regular business hours.

The following is a summary of the Valuation. Sequeira Partners has consented to the inclusion in this Management Information Circular of this summary. The Valuation is an estimate valuation report that provides Sequeira Partners' opinion as to the estimated fair market value of the Series A Preferred Shares as at July 31, 2025 (the "**Valuation Date**") and does not constitute a recommendation to any shareholder of the Corporation as to whether to vote in favour of the Approval of Reduction of Stated Capital or the Approval of Offer. As indicated in the Valuation, the Valuation must be considered as a whole. Selecting portions of Sequeira Partners' analyses, one or more methodologies or other factors Sequeira Partners considered, without evaluating all analyses, valuation methodologies and factors considered by Sequeira Partners as a whole, could lead to a misleading interpretation of the overall Valuation conclusions. The Valuation may not be used by any other person or relied upon by any other person other than the Board of Directors. This summary of the Valuation is qualified in its entirety by reference to the full text of the Valuation.

Under the terms of the Engagement Agreement, Sequeira Partners is to be paid a fee for its services, including the delivery of the Valuation. In the Valuation, Sequeira Partners confirms that the principal valuator and other staff involved in preparing the Valuation acted independently and objectively, and no part of their fees are contingent upon the conclusions reached in the Valuation or any action or event contemplated in, or resulting from the use of, the Valuation. The opinions expressed in the Valuation are the opinion of Sequeira Partners as a firm.

The Valuation was prepared in conformity with the Practice Standards of the CBV Institute. The Valuation is an Estimate Valuation Report, which is defined by the CBV Institute as follows: "An Estimate Valuation Report contains a conclusion as to the value of shares, assets or an interest in a business that is based on limited review, analysis and corroboration of relevant information, and generally set out in a less detailed Valuation Report". The purpose of the Valuation is for the conclusions reached by Sequeira Partners regarding fair market value of the Series A Preferred Shares to be used by the Corporation's Board of Directors for corporate planning purposes. Pursuant to the Valuation, "fair market value" is defined as follows: "The highest price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arm's length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts."

Based on the review of the nature and history of the Corporation's operations and the discussions between Sequeira Partners and management of the Corporation, the Valuation was prepared based on a going-concern approach. More specifically, Sequeira Partners considered the capitalized cash flow ("**CCF**") approach to be the most appropriate for the following reasons:

- the Corporation's history of revenue growth and profitability;
- prospects for the Corporation's future growth;
- while management prepares long-term financial forecasts, there exists uncertainty in forecasting key inputs such as commodity prices beyond the near-term.

The CCF approach assumes continuing operations with the potential for maintaining cash flow from operations at a level that will provide a reasonable return on investment. As a secondary check to the CCF approach, Sequeira Partners also reviewed implied enterprise value / EBITDA multiples and the goodwill payback period. The Valuation provides for an en bloc fair market value of total equity of the Corporation in the range of US$17.6 million to US$19.3 million at the Valuation Date.

To determine the fair market value of the Series A Preferred Shares, the total fair market value of the equity of the Corporation was allocated, or ascribed to the Common Shares, the Series A Preferred Shares and the stock options of the Corporation. The fair market value of the Series A Preferred Shares was determined under two commonly applied methodologies: the current method and the option pricing method.

Subject to the scope of work, major assumptions, and restrictions and qualifications set out in the Valuation, Sequeira Partners concluded that the fair market value of the Series A Preferred Shares, on a per share basis, as at the Valuation Date, is in the range US$0.27 to US$0.30, with a midpoint of US$0.28. This translates to a range of $0.37 to $0.41 per share, with a midpoint of $0.39 per share, based on the exchange rate in effect at the Valuation Date, per the Bank of Canada.

Fairness Opinion

In connection with its mandate, Sequeira Partners has prepared the opinion letter dated September 16, 2025, a copy of which is attached hereto as Exhibit I (the "**Fairness Opinion**"). The Fairness Opinion states that, in Sequeira Partners' opinion, as of September 16, 2025, the Transaction is fair, from a financial point of view, to the shareholders of the Corporation. The Fairness Opinion is subject to the assumptions and limitations contained therein and should be read in its entirety. See Exhibit I "FAIRNESS OPINION".

The Board of Directors concurs with the opinion of Sequeira Partners, and such opinion was an important consideration in its decision to proceed with the Proposed Capital Reorganization.

Sequeira Partners

Sequeira Partners is an independent Canadian corporate finance and valuation advisor and has become one of the largest mid-market merger and acquisition and valuation advisors in their markets. Sequeira Partners' professionals have experience in providing advisory services for various purposes, including merger and acquisition advisory, corporate valuations and financial opinions, corporate carve-outs, and recapitalizations.

Sequeira Partners has confirmed that it is independent of the Corporation and any other affiliated companies or advisors involved in the Transaction. None of Sequeira Partners, its affiliates or associates, is an insider, associate, or affiliate (within the meanings attributed to those terms in the Alberta *Securities Act*) or a related entity of the Corporation or any of their respective associates or affiliates (together, "**Interested Parties**"). Neither Sequeira Partners nor any of its employees or affiliates is an advisor to any of the Interested Parties with respect to the Transaction other than the Board of Directors of the Corporation pursuant to the Engagement Agreement. Sequeira Partners has provided financial advisory services to the Corporation in the past. No understandings or agreements exist between Sequeira Partners and any Interested Party with respect to future financial advisory or investment banking business, notwithstanding Sequeira Partners may perform financial advisory or investment banking services, in the normal course of its business, in the future to one or more of the Interested Parties.

Certain Canadian Federal Income Tax Considerations

The following is, as of the date hereof, a general summary of the principal Canadian federal income tax consequences generally applicable to shareholders of the Corporation who at all relevant times, for purposes of the *Income Tax Act* (Canada) (the "**Tax Act**"), hold their Series A Preferred Shares as capital property and deal at arm's length with the Corporation (each such shareholder, a "**Holder**" for purposes of this summary) on the disposition of the Series A Preferred Shares pursuant to the Offer.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the "**Regulations**"), and our understanding of the current published administrative practices and assessing policies of the Canada Revenue Agency (the "**CRA**"). This summary takes into account all specific proposals to amend the Tax Act and Regulations (the "**Proposed Amendments**") announced by the Minister of Finance (Canada) prior to the date hereof. It is assumed that the Proposed Amendments will be enacted as currently proposed and that there will be no other change in law or administrative or assessing practice, whether by legislative, governmental, or judicial action or decision, although no assurance can be given in these respects.

This summary is not applicable to a Holder: (i) that is a "financial institution" for the purposes of the mark-to-market rules in the Tax Act, (ii) that is a "specified financial institution" as defined in the Tax Act, (iii) who is a person or partnership an interest in which is a "tax shelter investment" for purposes of the Tax Act, (iv) that reports its "Canadian tax results" in a currency other than Canadian dollars, (v) that has entered into a "derivative forward agreement", a "synthetic disposition arrangement", a "synthetic equity arrangement" or a "dividend rental arrangement" as those terms are defined in the Tax Act, (vi) has acquired Series A Preferred Shares under or in connection with any equity based compensation arrangement, or (vii) is otherwise a Holder of special status or in special circumstances. All such Holders should consult their own tax advisors regarding their particular circumstances.

This summary is of a general nature only and is not exhaustive of all possible Canadian federal income tax considerations. This summary is not, and should not be construed as, legal or tax advice to any particular Holder and no representations with respect to Canadian federal income tax consequences to any particular Holder are made. Accordingly, Holders are urged to consult their own tax advisors with respect to their particular circumstances.

Residents of Canada

This portion of this summary applies only to a Holder who is or is deemed to be resident in Canada for the purposes of the Tax Act and any applicable income tax treaty or convention (a "**Resident Holder**").

Generally, Series A Preferred Shares will be considered to be capital property to a Resident Holder provided that the Resident Holder does not hold the Series A Preferred Shares in the course of carrying on a business and has not acquired the Series A Preferred Shares in one or more transactions considered to be an adventure or concern in the nature of trade. A Resident Holder whose Series A Preferred Shares might not otherwise qualify as capital property may, in certain circumstances, make an irrevocable election under subsection 39(4) of the Tax Act to have the Series A Preferred Shares and every other "Canadian security", as defined in the Tax Act, owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Resident Holders are advised to consult their own tax advisors to determine if this election is appropriate in their particular circumstances.

A Resident Holder who disposes of Series A Preferred Shares pursuant to the Offer will be deemed to receive a taxable dividend on a separate class of Series A Preferred Shares comprising the Series A Preferred Shares so sold equal to the excess of the amount paid by Corporation for the Series A Preferred Shares over their paid-up capital ("**PUC**") for purposes of the Tax Act. The Corporation estimates that the PUC per Series A Preferred Share immediately following the Reduction of Capital will be $0.24 per share. As the Offer price for the repurchase of the Series A Preferred Shares is $0.40 per share, the amount paid to each Resident Holder will exceed the PUC per share by $0.16. As a result, Corporation expects that a Resident Holder who disposes of Series A Preferred Shares under the Offer will be deemed to receive a taxable dividend equal to $0.16 per share. The taxation of dividends, including deemed dividends, is described below under the heading "*Taxation of Dividends*".

Taxation of Dividends

A Resident Holder who is an individual (other than certain trusts) and receives or is deemed to receive a taxable dividend in a taxation year on the Resident Holder's Series A Preferred Shares will be required to include the amount of the dividend in income for the year, subject to the dividend gross-up and tax credit rules applicable to taxable dividends received by a Canadian resident individual from a taxable Canadian corporation, including the enhanced dividend gross-up and tax credit that may be applicable if and to the extent that the Corporation designates the taxable dividend to be an "eligible dividend" in accordance with the Tax Act. There may be limitations on the ability of the Corporation to designate dividends as "eligible dividends".

A Resident Holder that is a corporation and receives or is deemed to receive a taxable dividend in a taxation year on its Series A Preferred Shares must include the amount in its income for the year, but generally will be entitled to deduct an equivalent amount from its taxable income, subject to all

restrictions under the Tax Act. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Holder that is a corporation as proceeds of disposition or capital gain. Resident Holders that are corporations are urged to consult their own tax advisers having regard to their particular circumstances. A Resident Holder that is a "private corporation" or a "subject corporation" (as defined in the Tax Act) may also be liable under Part IV of the Tax Act to pay a special tax (refundable in certain circumstances) on any such dividends to the extent that the dividend is deductible in computing the corporation's taxable income.

The application of subsection 55(2) of the Tax Act involves a number of factual considerations that will differ for each Resident Holder and a Resident Holder to whom it may be relevant is urged to consult its own tax advisors concerning its application having regard to its particular circumstances.

Taxation of Capital Gains and Capital Losses

The amount paid by the Corporation under the Offer for the Series A Preferred Shares less any amount deemed to be received by the Resident Shareholder as a dividend (after the application of subsection 55(2) of the Tax Act, if applicable, in the case of a corporate Resident Shareholder) will be treated as proceeds of disposition of the Series A Preferred Shares. The Resident Shareholder will realize a capital gain (or capital loss) on the disposition of the Series A Preferred Shares equal to the amount by which the Resident Shareholder's proceeds of disposition, net of any costs of disposition, exceed (or are less than) the adjusted cost base to the Resident Shareholder of the Series A Preferred Shares sold to the Corporation pursuant to the Offer.

Generally, a Resident Holder will be required to include in computing its income for a taxation year one-half of any capital gain (a "**Taxable Capital Gain**") realized by it in that year. A Resident Holder must generally deduct one-half of the amount of any capital loss (an "**Allowable Capital Loss**") realized in a taxation year from Taxable Capital Gains realized by the Resident Holder in that year. Allowable Capital Losses in excess of Taxable Capital Gains realized in a taxation year may be carried back and deducted in any of the three preceding taxation years or any subsequent taxation year against net taxable capital gains realized in such years, to the extent and in the circumstances specified in the Tax Act.

The amount of a capital loss realized on the disposition of a Series A Preferred Share by a Resident Holder that is a corporation should, to the extent and under the circumstances specified in the Tax Act, be reduced by the amount of dividends received or deemed to be received on the Series A Preferred Shares (including any dividends deemed to be received as a result of the disposition of Series A Preferred Shares to Corporation under the Offer). Similar rules may apply where Series A Preferred Shares are owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. Resident Holders who may be affected by these rules are urged to consult with their own tax advisors in this regard.

A Resident Holder that is a "Canadian controlled private corporation" as defined in the Tax Act (a "**CCPC**") throughout the relevant taxation year, or a "substantive CCPC" as defined in the Tax Act at any time in the year, may be required to pay, in addition to tax otherwise payable under the Tax Act, an additional tax (refundable in certain circumstances) on certain its "aggregate investment income" as defined in the Tax Act for the year, including certain amounts in respect of Taxable Capital Gains realized on the disposition (or deemed disposition) of Series A Preferred Shares, dividends received (or deemed to be received in respect of such shares) that are not deductible under the Tax Act, and interest. Resident Holders should consult their own tax advisors with regard to this additional tax and refund mechanism.

Minimum Tax on Individuals

Taxable dividends received or deemed to be received, or a capital gain realized, by a Resident Holder who is an individual or trust (other than certain specified trusts) may give rise to liability for alternative minimum tax under the Tax Act. Such Resident Shareholders should consult their own tax advisors with respect to the alternative minimum tax rules set out in the Tax Act.

Non-Residents of Canada

This portion of this summary applies only to a Holder who at all material times for the purposes of the Tax Act and any relevant tax treaty (i) has not been and is not resident or deemed to be resident in Canada for purposes of the Tax Act, and (ii) does not and will not use or hold Series A Preferred Shares in connection with carrying on a business in Canada (a "**Non-Resident Holder**").

A Non-Resident Holder who disposes of Series A Preferred Shares pursuant to the Offer will be deemed to receive a dividend equal to the excess of the amount paid by the Corporation for the Series A Preferred Shares, being the purchase price, over their PUC for Canadian income tax purposes. As a result, the Corporation expects that Non-Resident Holders who dispose of Series A Preferred Shares under the Offer will be deemed to receive a dividend. The Corporation estimates that the PUC per Series A Preferred Share immediately following the Reduction of Capital will be $0.24 per share. As the Offer price for the repurchase of the Series A Preferred Shares is $0.40 per share, the amount paid to each Resident Holder will exceed the PUC per share by $0.16. As a result, the Corporation expects that a Resident Holder who disposes of Series A Preferred Shares under the Offer will be deemed to receive a taxable dividend equal to $0.16 per share. The taxation of dividends, including deemed dividends applicable to Non-Resident Holders is described below under the heading "*Taxation of Dividends*".

Taxation of Dividends

A Non-Resident Holder to whom the Corporation pays or credits (or is deemed to pay or credit) an amount as a dividend in respect of the Non-Resident Holder's Series A Preferred Shares, will be subject to Canadian withholding tax equal to 25% (or such lower rate as may be available under an applicable income tax convention, if any) of the gross amount of the dividend. For example, under the *Canada-United States Tax Convention* (1980), as amended (the "**Treaty**"), the rate of withholding tax on dividends paid or credited or deemed to be paid or credited to a Non-Resident Holder who is resident in the United States for purposes of the Treaty, is the beneficial holder of the dividend, and is fully entitled to benefits under the Treaty (a "**U.S. Holder**"), is generally reduced to 15% of the gross amount of the dividend (or 5% in the case of a U.S. Holder that is a company beneficially owning at least 10% of the voting stock of the Corporation).

Taxation of Capital Gains and Capital Losses

A Non-Resident Holder that disposes or is deemed to dispose of a Series A Preferred Share will not be subject to tax under the Tax Act on any capital gain realized on such disposition unless the Series A Preferred Share is "taxable Canadian property" of the Non-Resident Holder at the effective time of the disposition and the Series A Preferred Share is not "treaty-protected property" (each as defined in the Tax Act).

Generally, Series A Preferred Shares will not constitute taxable Canadian property of a Non-Resident Holder at a particular time provided that at no time during the 60-month period that ends at the time more than 50% of the fair market value of the Series A Preferred Shares was derived directly or indirectly from one or any combination of: (i) real or immovable property situated in Canada; (ii) "Canadian resource properties" (as defined in the Tax Act); (iii) "timber resource properties" (as defined in the Tax Act); and (iv) options in respect of, or interests in, or for civil law rights in, property described in any of items (i) to (iii), whether or not the property exists. Notwithstanding the foregoing, in certain other circumstances set out in the Tax Act, Series A Preferred Shares may also be deemed to be taxable Canadian property.

In the event that the Series A Preferred Shares are taxable Canadian property of a Non-Resident Holder and are not treaty-protected property at the time of the disposition, the tax consequences described above under the heading "*Holders Resident in Canada – Taxation of Capital Gains and Capital Losses*" will generally apply.

Such Non-Resident Holder should consult its own tax advisor having regard to its own particular circumstances.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board of Directors, the only matters to be brought before the meeting are those matters set forth in the accompanying Notice of Meeting.

1. Report and Financial Statements

The Board of Directors of the Corporation has approved all of the information in the audited financial statements of the Corporation for the year ended December 31, 2024, and the reports of the auditor thereon, as well as of the unaudited interim financial statements for the period ended June 30, 2025, copies of which are delivered herewith.

2. Appointment of Auditor

The shareholders of the Corporation will be asked to vote for the re-appointment of MNP LLP, as auditor of the Corporation. **Unless directed otherwise by a proxy holder, or such authority is withheld, the Management Designees, if named as proxy, intend to vote the Voting Shares represented by any such proxy in favour of a resolution appointing MNP LLP, as auditor of the Corporation for the next ensuing year**, to hold office until the close of the next annual general meeting of shareholders or until MNP LLP is removed from office or resigns as provided by the Corporation's by-laws, and the Management Designees also intend to vote the Voting Shares represented by any such proxy in favour of a resolution authorizing the Board of Directors to fix the compensation of the auditor. MNP LLP has been the auditor of the Corporation since June 2016.

3. Fix Number of Directors to be Elected at the Meeting

Shareholders of the Corporation will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting. In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by shareholders who vote in respect of the resolution.

At the Meeting, it will be proposed that five (5) directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution fixing the number of directors to be elected at the Meeting at five (5).**

4. Election of Directors

The Corporation currently has seven (7) directors. Mr. Pinnell and Mr. Coleman are retiring from the Board of Directors of the Corporation and will not stand for re-election at the Meeting. Mr. Ayling, Mr. Thompson, Mr. Bay and Mr. Waite are being nominated for re-election at the Meeting, and Mr. Heitrich is nominated for election, as he was appointed as a director of the Corporation following the last shareholders meeting. The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Corporation presently held by such nominee, the nominee's municipality of residence, principal occupation at the present and during the preceding five years, the period during which the nominee has served as a director, and the number and percentage of Voting Shares of the Corporation that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Effective Date.

Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote for the election of the persons named in the following table to the Board of Directors. Management does not contemplate that any of such nominees will be unable to serve as directors. Each director elected will hold office until the next annual general meeting of shareholders or until his

successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* to which the Corporation is subject.

Name, Municipality of Residence, Office and Date Became a Director	**Present Occupation and Positions Held During the Last Five Years**	**Number and Percentage of Voting Shares Held or Controlled as at the Date of this Circular[1]**
Robert Ayling [3] Denver, Colorado Director Director since September 26, 2013	President and CEO, Mendell Energy Management, Inc., Denver, Colorado, 2010-Present.	858,333 Common Shares (0.89%) 43,592 Series A Preferred Shares (0.16%)
Robb D. Thompson [2] Calgary, Alberta Director Director since September 26, 2013	Chief Financial Officer and Corporate Secretary of Bonterra Energy Corp. from February 2011 until retirement in December 2024.	858,333 Common Shares (0.89%) 40,000 Series A Preferred Shares (0.15%)
Greg Bay [2] [3] Vancouver, British Columbia Director Director since November 18, 2019	Founding Partner, Cypress Capital Management Inc. 1998-Present.	965,000 Common Shares [4] (1.00%) 3,390,000 Series A Preferred Shares [4] (13.31%)
Riley Waite [2] [3] Calgary, Alberta Director Director since December 17, 2019	President MRW Engineering Ltd. 2012- Present; President and CEO Artemis Exploration Inc. 2003-2011; President and CEO Artemis Energy Ltd 1995-2002.	300,000 Common Shares (0.31%) Nil Series A Preferred Shares
Craig Heitrich Rocky View County, Alberta President, Chief Executive Officer and Director Director since January 1, 2025	January 1 2025 – Present: President and CEO at White Owl Energy Services. May 2022-May 2023: VP of Corporate Development at Vertex Resource Group. March 2020-April 2022: COO and VP of Operations at Cordy Oilfield Services.	1,000,000 Common Shares (1.03%) Nil Series A Preferred Shares

Notes:

(1) The information as to shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective directors.
(2) Member of the Corporation's Audit Committee.
(3) Member of the Corporation's Corporate Governance, Compensation and Risk Management Committee.
(4) 665,000 of these Common Shares are owned by Cypress Capital Management Inc.

Remuneration

As required by Section 23 of the *Business Corporations Regulation* (Alberta), during the fiscal year ended December 31, 2024, the aggregate remuneration paid to the directors of the Corporation was $237,912 and the aggregate remuneration paid to the five highest paid officers and employees of the Corporation, other than directors, was $1,713,054.

Cease Trade Orders

No proposed director, within 10 years before the date of this Management Information Circular, has been a director, chief executive officer or chief financial officer of any company that:

(a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

No proposed director, within 10 years before the date of this Management Information Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

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

Penalties and Sanctions

No proposed director has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director,

other than a settlement agreement entered into before December 31, 2000 that would likely not be important to a reasonable securityholder in deciding whether to vote for a proposed director.

5. Proposed Capital Reorganization

(a) Approval of Reduction of Stated Capital

In connection with the Proposed Capital Reorganization, the Corporation proposes to reduce the stated capital account of the Series A Preferred Shares by an amount of $7,000,000, as discussed above, which is considered to be the amount sufficient to permit the proposed acquisition of the Series A Preferred Shares (the "**Reduction of Capital**"). The resulting Reduction of Capital is necessary in order for the Corporation to meet the solvency test pursuant to section 34(2) of the ABCA, so that the Corporation can proceed with the proposed Offer in connection with the Proposed Capital Reorganization. For additional information regarding the two resolutions comprising the Proposed Capital Reorganization, please see "*PROPOSED CAPITAL REORGANIZATION*" above.

The Board of Directors has approved the Reduction of Capital. However, pursuant to section 38(1) of the ABCA, the Reduction of Capital requires the approval of the shareholders by special resolution subject to

the requirements that there be no reasonable grounds for believing that:(i) the Corporation is, or would after the reduction be, unable to pay its liabilities as they become due; or (ii) the realizable value of the Corporation's assets would, after the reduction, be less than the aggregate of its liabilities. It is the opinion of the Board of Directors that the reduction of the Corporation's stated capital is in the Corporation's best interests and that there are no reasonable grounds for believing that: (i) the Corporation is, or would after the reduction be unable to pay its liabilities as they became due; or (ii) that the realizable value of the Corporation's assets would, after the reduction, be less than the aggregate of its liabilities. Shareholder approval of the Reduction of Capital by special resolution is being sought at the Meeting. Accordingly, at the Meeting, shareholders will be asked to consider and approve a special resolution authorizing the Reduction of Capital. Management would like the consent of the shareholders to not proceed with the Reduction of Capital in the event that the special resolution is passed by the Voting Shareholders at the Meeting and management subsequently concludes that it would not be in the best interests of the Corporation to proceed with the Reduction of Capital.

The text of the special resolution to be voted on at the Meeting by the shareholders is set forth below.

"BE IT HEREBY RESOLVED as a special resolution of the Corporation that:

1. **pursuant to the provisions of section 38(1) of the *Business Corporations Act* (Alberta) the stated capital account of the Series A Preferred Shares be reduced by $7,000,000 or such other amount determined by the Board of Directors of the Corporation;**

2. **no amount in respect of such reduction of stated capital referred to in paragraph 1 above be distributed to the shareholders of the Corporation;**

3. **the shareholders of the Corporation hereby expressly authorize the Board of Directors to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and**

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

Unless otherwise directed, it is the intention of the Management Designees to vote proxies in favour of the special resolution approving the Reduction of Capital. In order to be effective, the special resolution in respect of the approval of the Reduction of Capital requires approval of not less than two thirds (2/3) of the votes cast by shareholders of the Corporation, who, being entitled to do so, vote in person or by a proxy at the Meeting of the Corporation.

(b) Approval of Offer

As discussed above, the Corporation is proposing to complete the Proposed Capital Reorganization, which includes making the Offer to the holders of Series A Preferred Shares. The Board of Directors has approved the Proposed Capital Reorganization, including the terms of the Offer.

The terms of the Offer are summarized above under "*PROPOSED CAPITAL REORGANZATION – The Proposed Capital Reorganization – The Offer*".

Therefore, at the Meeting, the shareholders will be asked to consider and, if deemed advisable, approve an ordinary resolution approving the Offer. Management would like the consent of the shareholders to not proceed with the Offer in the event that the ordinary resolution is passed by the shareholders at the Meeting and management subsequently concludes that it would not be in the best interests of the

Corporation to proceed with the Offer. For additional information regarding the Proposed Capital Reorganization, please see "*PROPOSED CAPITAL REORGANIZATION*" above.

The text of the ordinary resolution to be voted on at the Meeting by the shareholders is set forth below.

"BE IT HEREBY RESOLVED as an ordinary resolution of the Corporation that:

1. **the Corporation be, and is hereby, authorized and directed to proceed with the making the offer to the holders of series A preferred shares of the Corporation, as more particularly described in the Management Information Circular of the Corporation dated September 12, 2025 (the "Offer");**

2. **the Corporation be and it is hereby authorized to prepare and file and/or deliver any formal offer and any other documents reasonably considered necessary under applicable laws in connection with the Offer;**

3. **notwithstanding that this ordinary resolution has been duly passed by the shareholders of the Corporation, the Board of Directors may revoke this resolution at any time and determine not to proceed with the Offer as contemplated hereby if such revocation is considered desirable by the Board of Directors without further approval of the shareholders of the Corporation; and**

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

Unless otherwise directed, it is the intention of the Management Designees to vote proxies in favour of the ordinary resolution approving the Offer. In order to be effective, an ordinary resolution requires approval of a majority of the votes cast by shareholders of the Corporation, who, being entitled to do so, vote in person or by proxy at the Meeting.

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, **it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

GENERAL

Unless otherwise directed, it is management's intention to vote proxies in favour of the resolutions set forth herein. All special resolutions to be brought before the Meeting require, for the passing of the same, a two-thirds majority of the votes cast at the Meeting by the holders of Voting Shares. All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of Voting Shares. All approvals by disinterested shareholders require the approval of the shareholders not affected by, or interested in, the matter to be approved.

BOARD APPROVAL

The contents and the sending of this Management Information Circular have been approved by the Board of Directors of the Corporation.

EXHIBIT I

The Fairness Opinion

Attached.

Sequeira Partners
Suite 400, 520 – 5th Avenue SW
Calgary, Alberta T2P 3R7
www.sequeirapartners.com

September 16, 2025

Attention:

Board of Directors
White Owl Energy Services Inc.
1150, 1122 – 4th Street SW
Calgary, AB, T2R 1M1

Subject: Fairness opinion related to the repurchase an amount of its Series A preferred shares by White Owl Energy Services Inc.

Sequeira Partners ("Sequeira" or "we") understands the Board of Directors (the "Board") of White Owl Energy Services Inc. ("White Owl", or the "Company") will be presenting an offer (the "Offer") to repurchase $2.25 million USD of its Series A Preferred shares (the "Shares") at a price of $0.40 CAD per Series A Preferred share (the "Transaction") . The Transaction is subject to the terms and conditions presented in the *Notice of Meeting and Management Proxy and Information Circular*, dated September 12, 2025 (the "Circular"). The terms and conditions of the Offer will be more fully described and summarized in Circular to which this Fairness Opinion will be appended.

<u>Engagement of Sequeira Partners</u>

Pursuant to the engagement agreement dated August 6, 2025 (the "Engagement Agreement"), Sequeira was engaged by the Board to prepare a fairness opinion (the "Opinion" or "Fairness Opinion") concluding on whether the Transaction is fair, from a financial point of view, to the shareholders of the Company.

Sequeira will receive a fee for the preparation and delivery of the Fairness Opinion, and that fee is not contingent upon the results of the Fairness Opinion. The Fairness Opinion does not in any way opine or conclude on the merits or effectiveness of the Transaction. Pursuant to the Engagement Agreement, Sequeira and its personnel are to be held harmless and indemnified by the Company under certain circumstances from and against certain liabilities arising in connection with the Fairness Opinion.

Credentials of Sequeira

Sequeira is an independent Canadian corporate finance and valuation advisor and has become one of the largest mid-market merger and acquisition and valuation advisors in their markets.

Sequeira's professionals have experience in providing advisory services for various purposes, including merger and acquisition advisory, corporate valuations and financial opinions, corporate carve-outs, and recapitalizations.

Sequeira has offices in Calgary, Edmonton, and Vancouver. Sequeira's team of finance professionals have earned professional designations including Chartered Business Valuator (CBV), Chartered Financial Analyst (CFA), Chartered Professional Accountant (CPA), and Accredited Senior Appraiser under the American Society of Appraisers in Business Valuation (ASA).

The Fairness Opinion represents the opinion of Sequeira as a firm, the form and content of which have been approved for release by a committee of our senior professionals who are collectively experienced in mergers and acquisitions, divestitures, valuation, fairness opinions, and capital markets matters.

Independence of Sequeira

We are independent of White Owl and any other affiliated companies or advisors involved in the Transaction. None of Sequeira, its affiliates or associates, is an insider, associate, or affiliate (within the meanings attributed to those terms in the *Alberta Securities Act*) or a related entity of the Company or any of their respective associates or affiliates (together, "Interested Parties").

Neither Sequeira nor any of its employees or affiliates is an advisor to any of the Interested Parties with respect to the Transaction other than the Board pursuant to the Engagement Agreement. Sequeira has provided financial advisory services to the Company in the past. No understandings or agreements exist between Sequeira and any Interested Party with respect to future financial advisory or investment banking business, notwithstanding Sequeira may perform financial advisory or investment banking services, in the normal course of its business, in the future to one or more of the Interested Parties.

This Opinion was not rendered on a contingent fee basis and did not depend on the outcome of any transaction. This Fairness Opinion should not be viewed as a recommendation for or against the Transaction.

Scope of Review

In connection with rendering the Fairness Opinion, we have reviewed and relied upon, or carried out, among other activities, the following:

1. Historical, audited financial statements for fiscal years ended December 31, 2019 to December 31, 2024;
2. Management-prepared Report to Shareholders and Management's Discussion of Financial Results documents for the year ended December 31, 2024, and quarters ended March 31, 2025 and June 30, 2025;
3. Historical, unaudited financial information for the quarters ended March 31, 2024 and 2025 and June 30, 2024 and 2025;
4. Internal monthly financial information for years ended December 31, 2020 to 2024, and results for period from January 1, 2025 to July 31, 2025;
5. Forecast financial results for the year ended December 31, 2025 to December 31, 2030, based on the information known or knowable as at the Valuation Date;
6. White Owl Group of Companies Corporate Structure chart as at July 1, 2025;
7. Canadian corporate tax return for 2024 taxation year;
8. US corporate tax return for 2024 taxation year;
9. Customer sales data for the YTD July 30, 2025;
10. Amended and Restated Escrow Agreement between White Owl Energy Services Inc. and certain security holders, dated June 6, 2016;
11. White Owl Killdeer Joint Venture Agreement between White Owl Energy Services (US), Inc. and North Dakota SWD Well #1 LLC, dated June 1, 2024;
12. Amendment to White Owl Killdeer Joint Venture Agreement, dated September 2024;
13. Participating Interest Purchase Agreement between White Owl Energy (US), Inc., White Owl Tioga LLC, and BPI Tioga LLC, dated July 1, 2025;
14. White Owl Energy Services Inc. Estimate of Fair Market Value of Preferred Shares Valuation Report, prepared by Sequeira Partners, dated September 10, 2025;
15. August 2025 Offer Summary document;
16. Draft Circular, dated September 12, 2025;
17. Public information with respect to other transactions of a comparable nature considered by us to be relevant;
18. Public information relating to the business, operations, financial performance, and stock trading history of White Owl;
19. Canadian dollar to USD dollar foreign currency exchange rates, as published by the Bank of Canada; and
20. Discussions with senior management and the Board of Directors of White Owl.

Sequeira did not meet with the auditors of the Company and has assumed the accuracy and fair presentation of any audited and unaudited financial statements of the Company, and, as applicable, the reports of the auditors thereon. Additionally, we have met with certain members of senior management and assume the accurate and fair presentation of the information provided as part of this analysis. We have not audited or otherwise verified the information relied upon in completing this Fairness Opinion.

Restrictions, Limitations, and Assumptions

With the Company's approval, as provided for in the Engagement Agreement, and through representations made to us through certificates signed by certain senior officers of the Company, we have relied upon, and have assumed the reasonableness, completeness, accuracy and fair presentation of, all information (financial or otherwise), data, documents, advice, opinions, appraisals, valuations and representations obtained by us from public sources or provided to us by or on behalf of the Company and its advisors or otherwise pursuant to our engagement (collectively, the "Information") and have assumed that all relevant information relating to White Owl and the Transaction has been disclosed to us. The Fairness Opinion is conditional upon the reasonableness, completeness, accuracy and fair presentation of such Information. In accordance with the terms of the Engagement Agreement, but subject to the exercise of professional judgement and except as expressly described herein, we have not attempted to verify independently the completeness, accuracy or fair presentation of any such Information. We have not assumed any responsibility for any independent evaluation or appraisal of any of the assets or liabilities related to White Owl.

Sequeira has assumed that all draft documents (if any) referred to under "Scope of Review" above are accurate versions, in all material respects, of the final form of such documents. Sequeira was not engaged to review any legal, regulatory, tax or accounting aspects of the Transaction and, accordingly, expresses no view thereon and have assumed the accuracy and completeness of assessments made by the Company and its advisors with respect to legal, regulatory, tax and accounting matters. The Transaction may be subject to a number of conditions outside the control of any party involved in the Transaction and Sequeira has assumed all conditions precedent to the completion of the Transaction will be satisfied and no consents, permissions, exemptions or orders of relevant regulatory authorities are required.

This Fairness Opinion is rendered as at the date hereof and on the basis of securities markets and general financial conditions prevailing as at the date hereof and the condition and prospects, financial and otherwise, of White Owl as they were reflected in the Information. Any changes therein may affect this Fairness Opinion and, although we reserve the right to change, withdraw or supplement this Fairness Opinion in such event or in the event that subsequent developments or information affect this Fairness Opinion, we disclaim any obligation to advise any person of any change that may come to our attention or to update, revise or reaffirm this Fairness Opinion after the date hereof.

In preparing this Fairness Opinion, we conducted such analysis, investigations, research and testing of assumptions, and have considered such financial, economic and market criteria as were considered by us to be appropriate in the circumstances of our engagement. With respect to any financial and operating forecasts or industry, commodity, or market projections, Sequeira cautions that projecting future results of any company, industry, currency, or commodity is inherently subject to uncertainty. In our analysis and in connection with the preparation of the Fairness Opinion, we have made assumptions with respect to industry performance, general business, market and economic conditions and other matters, many of which are beyond the control of Sequeira or any party involved in the Transaction. While in the opinion of Sequeira, our assumptions used in preparing this Fairness Opinion are reasonable in the current circumstances, some or all of these assumptions may prove to be incorrect.

Sequeira believes that its analyses and factors considered in arriving at this Fairness Opinion must be considered as a whole and that selecting portions of the analyses or the factors considered by it, without considering all factors and analyses together, could create a misleading view of the process underlying the Fairness Opinion and the conclusions reached. The preparation of an opinion of this nature is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis. In arriving at this Fairness Opinion, Sequeira has not attributed any particular weight to any specific analyses or factor but rather based this Fairness Opinion on a number of qualitative and quantitative factors deemed appropriate by Sequeira based on Sequeira's experience in rendering such opinions.

Sequeira has not been asked to pass upon, and expresses no opinion with respect to, any matter other than whether, as of the date hereof, the Transaction was fair, from a financial point of view, to the White Owl shareholders. Furthermore, this Fairness Opinion is not, and should not be construed as, advice as to the price at which a transaction may settle at any future date (whether before or after the completion of the Transaction). This Fairness Opinion does not address the relative merits of the Transaction as compared to other business or financial strategies that may have been available to the Company or any other party to the Transaction, nor does it address the underlying business decision of the Company, or any other party relating to the Transaction.

This Fairness Opinion is for the exclusive benefit and use of the Board in connection with its analysis of the Transaction. This Fairness Opinion may not be used or relied upon by the Company or Board for any other purpose or by any other person for any purpose, and except as expressly provided herein may not be published or otherwise used, without our express prior written consent. Sequeira is not responsible for losses resulting from unauthorized or improper use of the Fairness Opinion. This Fairness Opinion shall not be reproduced, disseminated, quoted from or referred to (in whole or in part) and no public reference to Sequeira or its affiliates relating to the Transaction or this Fairness Opinion shall be made without the express prior written consent of Sequeira provided that the Board may provide the Opinion to the Company.

Opinion on Fairness

Based upon and subject to the foregoing and such other matters as Sequeira considers relevant, Sequeira is of the opinion that, as of the date hereof, the Transaction is fair, from a financial point of view, to the shareholders of White Owl.

Yours truly,

SEQUEIRA PARTNERS