



**SEVEN OAKS CAPITAL CORP.**

**NOTICE OF MEETING**

**and**

**MANAGEMENT INFORMATION CIRCULAR**

**for the**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**to be held on February 10, 2025**

**DATED as of January 7, 2025**



## SEVEN OAKS CAPITAL CORP.

30 Hayden Street

Toronto, Ontario M4Y 3B8

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

**TAKE NOTICE** that the annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Seven Oaks Capital Corp. (the “**Corporation**”) will be held online <https://www.microsoft.com/en-ca/microsoft-teams/join-a-meeting> Meeting ID: 256 275 570 679 Passcode: G6X7Dv at 10:00 a.m. (Toronto time) on Monday, February 10, 2025.

All Shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein.

The Meeting will be held for the following purposes:

1. to receive the audited annual financial statements of the Corporation for the financial year ended December 31, 2023, together with the report of the auditor thereon;
2. to elect directors of the Corporation for the ensuing year, as more particularly set forth in the accompanying proxy and management information circular dated January 7, 2025, and prepared for the purpose of the Meeting (the “**Information Circular**”);
3. to appoint Segal GCSE LLP as auditor of the Corporation for the ensuing year and to authorize the Board to fix the auditor’s remuneration;
4. to consider and, if deemed appropriate, pass a special resolution confirming and reapproving the ten percent rolling stock option plan of the Corporation, as required by the TSX Venture Exchange on an annual basis;
5. to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular. Please review the Information Circular carefully and in full prior to voting in relation to the matters set out above as the Information Circular has been prepared to help you make an informed decision on such matters.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is January 3, 2025 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

**Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Information Circular under the heading “General Proxy Information”. Only registered Shareholders of the Corporation, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to Shareholders who own their Common Shares beneficially through an intermediary, see “General Proxy Information – Non-Registered Shareholders” in the Information Circular.**

**Whether or not you are able to attend the Meeting you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed**

and executed form of proxy must be received by TSX Trust Company by mail at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, by facsimile at 416.595.9593, by email at [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) or by the internet at [www.voteproxyonline.com](http://www.voteproxyonline.com) and entering your 12 digit control number, no later than 10:00 a.m. (Toronto time) on Thursday, February 6, 2025 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet by following the instructions on the form of proxy. Shareholders may also contact TSX Trust by emailing [tsxtis@tmx.com](mailto:tsxtis@tmx.com) or calling 1-866-600-5869 for assistance.

DATED this 7<sup>th</sup> day of January 2025.

BY ORDER OF THE BOARD

(Signed) "*Grant McLeod*"

Chief Executive Officer and Director

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**SEVEN OAKS CAPITAL CORP.**

**MANAGEMENT INFORMATION CIRCULAR**

**JANUARY 7, 2025**

**GENERAL PROXY INFORMATION**

**Solicitation of Proxies**

**This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by the management of Seven Oaks Capital Corp. (the “Corporation”) for use at the annual and special meeting (the “Meeting”) of the Shareholders of the Corporation to be held online, at 10:00 a.m. (Toronto time) on Monday, February 10, 2025 and at all adjournments thereof for the purposes set forth in the accompanying notice of meeting (the “Notice of Meeting”).**

All Shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein. The solicitation of proxies will be made primarily by mail and may be supplemented by telephone or other personal contact by the directors, officers and employees of the Corporation. Directors, officers and employees of the Corporation will not receive any extra compensation for such activities. The Corporation may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the Shareholders of the Corporation in favour of the matters set forth in the Notice of Meeting. The Corporation may pay brokers or other persons holding common shares of the Corporation (the “Common Shares”) in their own names, or in the names of nominees, for their reasonable expenses for sending forms of proxy and this Information Circular to beneficial owners of Common Shares and obtaining proxies therefrom. The cost of any such solicitation will be borne by the Corporation.

No person is authorized to give any information or to make any representation other than those contained in this Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Corporation. The delivery of this Information Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

**Appointment of Proxies**

A registered shareholder of the Corporation may vote in person at the Meeting or may appoint another person to represent such shareholder as proxy and to vote the Common Shares of such shareholder at the Meeting. In order to appoint another person as proxy, such shareholder must complete, execute and deliver the form of proxy accompanying this Information Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

**The persons named in the form of proxy accompanying this Information Circular are officers and/or directors of the Corporation. A shareholder of the Corporation has the right to appoint a person or company (who need not be a shareholder of the Corporation), other than the persons designated in the form of proxy, to represent such shareholder at the Meeting or any adjournment thereof. Such right may be exercised by either striking out the names of the persons designated in the form of proxy and inserting the name of the person to be appointed in the blank space provided in the form of proxy, or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to TSX Trust Company at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 by facsimile at 416.595.9593, by email at [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) or by internet at [www.voteproxyonline.com](http://www.voteproxyonline.com) and entering your 12 digit control number no later than 10:00 a.m. (Toronto time) on Thursday, February 6, 2025 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or depositing the completed and executed form of proxy with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet by following the instructions on the form of proxy.**

## Revocation of Proxies

A registered shareholder of the Corporation who has given a proxy may revoke the proxy at any time prior to use by: (a) depositing an instrument in writing, including another completed form of proxy, executed by such registered shareholder or by his or her attorney who is authorized by a document that is executed in writing or by electronic signature or, if the registered shareholder is a corporation, by an authorized officer or attorney thereof, or transmitting, by mail or electronic means, a revocation signed, subject to the Business Corporations Act (Ontario) (the “**OBCA**”), by electronic signature, to [gmcleod@seven-oaks.ca](mailto:gmcleod@seven-oaks.ca) at any time prior to 5:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting or any adjournment thereof, or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

## Exercise of Discretion by Proxies

The Common Shares represented by an appropriate form of proxy will be voted or withheld from voting on any ballot that may be called for at the Meeting, or at any adjournment thereof, in accordance with the instructions of the shareholder of the Corporation contained on the form of proxy and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of instructions, such Common Shares will be voted in favour of each of the matters described in the Notice of Meeting.**

**The enclosed form of proxy, when properly completed and signed, confers discretionary authority upon the persons named therein to vote on any amendments to or variations of the matters described in the Notice of Meeting and on other matters, if any, which may properly be brought before the Meeting or any adjournment thereof.** At the date hereof, management of the Corporation knows of no such amendments or variations or other matters to be brought before the Meeting. However, if any other matter which is not now known to management of the Corporation should properly be brought before the Meeting, or any adjournment thereof, the Common Shares represented by such proxy will be voted on such matter in accordance with the judgment of the person named as proxy thereon.

## Signing of Proxy

The form of proxy must be signed by the shareholder of the Corporation or the duly appointed attorney thereof authorized in writing or, if the shareholder of the Corporation is a corporation, by an authorized officer of such corporation. A form of proxy signed by the person acting as attorney of the shareholder of the Corporation or in some other representative capacity, including an officer of a corporation which is a shareholder of the Corporation, should indicate the capacity in which such person is signing. A shareholder of the Corporation or his or her attorney may sign the form of proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be.

## Non-Registered Shareholders

Only registered Shareholders of the Corporation, or the persons they appoint as their proxy, are entitled to attend and vote at the Meeting. The Common Shares of a non-registered shareholder (a “**Non-Registered Shareholder**”) who beneficially owns Common Shares will generally be registered in the name of either:

- (a) an intermediary (an “**Intermediary**”) with whom the Non-Registered Shareholder deals in respect of the Common Shares (including, among others, banks, trust companies, securities dealers or brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or
- (b) a clearing agency (such as CDS Clearing and Depository Services Inc. or The Depository Trust Company) of which the Intermediary is a participant.

With respect to Non-Registered Shareholders, in accordance with the requirements of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Information Circular and the accompanying form of proxy (collectively, the “**Meeting Materials**”) directly to Non-Registered Shareholders unless the Non-Registered Shareholders have waived the right to receive them. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will be given either:

- (a) a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar- code and other information. In order for the voting instruction form to validly constitute a form of proxy, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or
- (b) a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with TSX Trust Company 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the form of proxy and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. **Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those instructions regarding when and where the voting instruction form or the form of proxy is to be delivered.**

A Non-Registered Shareholder who has submitted a voting instruction form or form of proxy may revoke it by contacting the Intermediary through which the Common Shares of such Non-Registered Shareholder are held and following the instructions of the Intermediary respecting the revocation of proxies.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The directors of the Corporation have fixed January 3, 2025 as the Record Date for the determination of the Shareholders of the Corporation entitled to receive notice of the Meeting. Shareholders of the Corporation of record at the close of business on January 3, 2025 will be entitled to vote at the Meeting and at all adjournments thereof.

As at January 7, 2025, there were 13,176,560 Common Shares outstanding (14,276,560 fully diluted). Each Common Share entitles the holder of record thereof to one vote at the Meeting.

The following table lists those persons who own of record or who are known to the Corporation as at the date hereof to own beneficially, directly or indirectly, more than 10% of the issued and outstanding Common

Shares, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares:

Name and Municipality of Residence	Type of Ownership	Number of Shares	% Common Shares Owned before giving Effect to any exercise of Options or Warrants (non-diluted)	% Common Shares Owned after giving Effect to any exercise of Options or Warrants (fully-diluted) <sup>(6)</sup>
Integrity Enterprises Inc. Toronto, ON <sup>(1)(2)(3)</sup>	Registered	5,400,000	41.0%	37.8%
Seven Oaks Venture Corp. Toronto, ON <sup>(1)(2)(3)</sup>	Registered	162,000	1.2%	1.1%
	Beneficial	3,780,000	28.7%	26.5%
Grant McLeod, Toronto, ON <sup>(1)(4)</sup>	Registered	521,100	4.0%	4.7%
	Beneficial	3,125,920	23.7%	22.9%
Canaccord Genuity Corp., Vancouver, BC <sup>(1)(5)</sup>	Registered	2,000,000	15.2%	16.5%

**Notes:**

- (1) Subject to the CPC Escrow Agreement. See “**Escrowed Securities**”.
- (2) Seven Oaks Venture Corp. (70% control), Denis Michael Pelland (20% control) and Daniel Murphy (10% control) are the only common shareholders of Integrity Enterprises Inc.
- (3) Integrity Analytics Inc. changed its name to Seven Oaks Venture Corp. on September 17, 2022.
- (4) Grant McLeod and Myles Fontaine are the sole shareholders of Seven Oaks Venture Corp. at 76% and 24%, respectively.
- (5) Canaccord Genuity Corp. is the registered holder of global certificate for 2,000,000 common shares being held in trust and 350,000 broker warrants.
- (6) 14,276,560 fully diluted Common Shares comprised of 13,176,560 Common Shares outstanding, 750,000 management options and 350,000 broker warrants.

The directors and officers, together as a group beneficially own and control 6,569,860 Common Shares which represents 49.86% of the issued Common Shares outstanding and 7,048,860 Common Shares which would represent 50.22% of the issued and outstanding Common Shares upon a fully-diluted basis.

## BUSINESS OF THE MEETING

### Receipt of Financial Statements

The audited financial statements of the Corporation for the year ended December 31, 2023, and the report of the auditor thereto will be submitted at the Meeting. No vote will be taken on the financial statements. These audited financial statements and the related management's discussion and analysis have been sent to all Shareholders who requested them in conjunction with this Notice of Meeting and Information Circular. The Corporation's audited financial statements and related management's discussion and analysis for the year ended December 31, 2023, are also available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) under the Corporation's issuer profile.

### Election of Directors

At the Meeting, Shareholders of the Corporation will be asked to elect three directors for the ensuing year. Each director elected will hold office until the close of the first annual meeting of the Shareholders of the Corporation following his or her election unless his or her office is earlier vacated in accordance with the by-laws of the Corporation.

The following table sets forth certain information regarding each person proposed to be nominated for election as a director, including their name, position, province or state and country of residence, principal occupation, business or employment during the last five years, the date on which they became a director of the Corporation and the approximate number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by them as of January 7, 2025:

Name, (Age), Office and Municipality of Residence	Position or Office	Present Principal Occupation During Preceding Five Years	% Common Shares Owned before giving Effect to any exercise of Options or Warrants (non-diluted)	% Common Shares Owned after giving Effect to any exercise of Options or Warrants (diluted)	Term of Office
Grant McLeod (46) <sup>(2)(4)</sup> Toronto, ON	Director Chief Executive Officer	Managing Director, Seven Oaks Venture Corp., principal at Seven Oaks Professional Corporation, and CEO of Regent Capital Partners	521,100 <sup>(4)</sup> 4.0%	671,100 4.7%	February 19, 2021 – Present
Dexter John (54) <sup>(1)(3)</sup> Toronto, ON	Director	CEO Morrow Sodali and President & CEO, Gryphon Advisors Inc.	115,000 0.9%	265,000 1.9%	June 14, 2021 – Present
Monique Hutchins (55) <sup>(2)(3)</sup> Toronto, ON	Director	Managing Director, DSA Corporate Services Inc.	50,000 0.4%	200,000 1.4%	January 30, 2023 - Present

**Notes:**

- (1) Chair of the Audit Committee
- (2) Member of the Audit Committee.
- (3) “**Independent**”, within the meaning of National Instrument 52-110 – Audit Committees.
- (4) Grant McLeod has a 76% interest in Seven Oaks Venture Corp. which indirectly holds an aggregate of 3,942,000 Common Shares through a 70% interest in Integrity Enterprises Inc., the ultimate registered shareholder of the Corporation.
- (5) Myles Fontaine has a 24% interest in Seven Oaks Venture Corp. which indirectly holds an aggregate of 3,942,000 Common Shares through a 70% interest in Integrity Enterprises Inc., the ultimate registered shareholder of the Corporation.

The directors and officers of the Corporation believe that, on a collective basis, management possesses, the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset. As at the date of this Information Circular, the directors and officers directly own Common Shares representing 7.67% of the issued and outstanding Common Shares.

It is expected that, initially, each director will devote that amount of time which is required to administer the business.

The following are brief biographies of the Directors of the Corporation:

**Grant McLeod – Director, Chief Executive Officer and member of Audit Committee**

Grant has a 20-year track record of successfully developing and implementing governance structures to establish, transition, and improve organizations. He has been General Counsel and corporate secretary for several publicly traded and private companies. He has led complex international acquisitions, corporate restructurings, and corporate financings and has served as Ultimate Designated Person and the Chief Compliance Officer for a registered investment dealer. Prior to joining the private sector, Grant provided strategic governance advice to high-ranking officials, including the Prime Minister of Canada, Cabinet, parliamentary committees, members of the US Congress, ambassadors, and other high-ranking diplomats. He has extensive experience in Asia, Europe, the Middle East, and North America.

Grant has been a member of the Law Society of Ontario since 2005. He received his Juris Doctor from the University of Toronto in 2004 and a Bachelor of Arts from the University of Calgary in 2000. He completed the Canadian Securities Course, Partners, Directors Senior Officers course, and executive training in organizational planning, complex project management, managing funds, procurement, negotiation, and conflict management. He is a regular mentor and has won several awards and commendations for his achievements. He serves as an executive for a not-for-profit organization providing support to anti-corruption whistleblowers in partnership with the Toronto Metropolitan University. Grant is a proud member of the Manitoba Metis Federation.

**Dexter John – Director and Chair of Audit Committee**

Dexter is the Chief Executive Officer of Morrow Sodali Canada. Dexter is responsible for the North American business where he leads a team of experienced governance and financial professionals.

With over 25 years of experience in capital markets, Dexter has a strong knowledge of corporate law and a thorough understanding of financial markets. From his work at major Canadian law firms, boutique investment banks to his tenure at the Investment Dealers Association, Ontario Securities Commission and the Toronto Stock Exchange, Dexter has a strong public equities market background as well as significant regulatory experience.

Dexter's career as a director and board advisor spans more than 10 years. He was the Chairman of Partners Real Estate Investment Trust, director of Augustine Ventures Inc. (now Red Pine Exploration). Dexter currently sits on the board of Organigram Holdings Inc. where he is a member of the Audit committee, Nominating and Governance Committee and Chair of the Investment Committee and he was recently appointed to the board of the Financial Services Regulatory Authority (Ontario).

Dexter holds the ICD.D designation and received his law degree from Queen's University and holds a Mathematics for Commerce degree from York University.

**Monique Hutchins – Director and member of the Audit Committee**

Monique is the Managing Director of DSA Corporate Services Inc., a company that provides corporate secretarial services to private and publicly listed companies. Monique was previously director of business development and marketing and assistant corporate secretary at Independent Review Inc., a company that reviews conflicts of interest in accordance with NI 81--107 Independent Review Committee for Investment Funds. Prior to this, she held governance leadership roles at Institutional Shareholder Services and Kingsdale Shareholder Services. Monique is a director and member of the Compensation and Governance Committee of the board of directors of ApartmentLove Inc. (CSE: APLV) (OTCBQ: APMLF), Monique acts as Corporate Secretary of the following issuers: Evergold Corp. (TSXV: EVER), Largo Physical Vanadium (TSXV: LPV), Rock Tech Lithium Inc. (TSXV: RCK), Silver Mountain Resources Inc (TSXV: AGMR) (OTCBQ: AGMRF), Solar Alliance Energy Inc. (TSXV: SOLR) (OTCBQ: SAENF), Tintina Mines Limited (TSXV: TTS), Class 1 Nickel and Technologies Limited (CSE: NICO) (OTCQB: NICLF), and MyndTech Inc.

(CSE: MYTC). Previously, Monique held roles as chairperson and secretary of the board of directors for a non-for-profit organization.

Monique holds the ICD.D designation and received her bachelor's degree in Commerce from Concordia University and a business management certificate from McGill University and is a member of the Chartered Governance Institute of Canada and Governance Professionals of Canada.

None of the persons proposed to be nominated for election as a director of the Corporation is, as at the date hereof, or has been, within the ten years prior to the date hereof, a director, chief executive officer or chief financial officer of any company that was subject to a cease trade order, an order similar to a cease trade order or an order that denied such company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days and that was issued while that person was acting in such capacity or that was issued after that person ceased to act in such capacity and which resulted from an event that occurred while that person was acting in such capacity.

None of the persons proposed to be nominated for election as a director of the Corporation is, as at the date hereof, or has been, within the ten years prior to the date hereof, a director or executive officer of any company that, while that person was acting in such capacity, or within a year of that person ceasing to act in such 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.

None of the persons proposed to be nominated for election as a director of the Corporation has, within the ten years prior to the date hereof, 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 its assets.

None of the persons proposed to be nominated for election as a director of the Corporation has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a person proposed to be nominated for election as a director of the Corporation.

**The persons named in the form of proxy accompanying this Information Circular intend to vote FOR the election of each of the nominees whose names are set forth above, unless the shareholder of the Corporation who has given such proxy has directed that the Common Shares represented by such proxy be withheld from voting in respect of the election of each such nominee.** Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a director of the Corporation for the ensuing year, however, if that should occur for any reason at or prior to the Meeting or any adjournment thereof, the persons named in the form of proxy accompanying this Information Circular have the right to vote for the election of the remaining nominees and may vote for the election of a substitute nominee in their discretion.

#### **Appointment of Auditor**

It is proposed that Segal GCSE LLP ("**Segal**") be appointed as the auditor of the Corporation to hold office until the close of the next annual meeting of the Shareholders of the Corporation and that the Board be authorized to set the auditor's remuneration. Segal is currently the auditor of the Corporation and has been the auditor of the Corporation since 2021.

**The persons named in the form of proxy accompanying this Information Circular intend to vote FOR the appointment of Segal as the auditor of the Corporation until the close of the next annual meeting of the Shareholders of the Corporation or until its successor is appointed and the authorization of the directors of the Corporation to fix the remuneration of Segal, unless the shareholder of the**

**Corporation who has given such proxy has directed that the Common Shares represented by such proxy be withheld from voting in respect of the appointment of the auditor of the Corporation.**

### **Approval and Confirmation of the Option Plan**

The Corporation has adopted a “rolling” stock option plan (the “**Option Plan**”) for officers, directors, employees and consultants of the Corporation. The Option Plan provides for the issue of stock options to acquire up to 10% of the issued and outstanding Common Shares as at the date of grant. This is a “rolling” stock option plan as the number of Common Shares reserved for issue pursuant to the grant of stock options will increase as the number of issued and outstanding Common Shares increases. At no time will more than 10% of the outstanding Common Shares be subject to grant under the Option Plan. If a stock option expires, is exercised or otherwise terminates for any reason, the number of Common Shares in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Option Plan. The principal features of the Option Plan are described in more detail below in the section entitled “*Equity Compensation Plan Information – Option Plan and other Incentive Plans*”. The Option Plan was last approved and confirmed by the Board of Directors of the Corporation on October 4, 2023. A copy of the Option Plan is attached as Schedule “B”.

The Option Plan is a “rolling” stock option plan and under Policy 4.4 of the TSX Venture Exchange (the “**TSXV**”). A listed company on the TSXV is required to obtain the approval of its Shareholders for a “rolling” stock option plan at each annual meeting of Shareholders. Accordingly, Shareholders will be asked to approve the ordinary resolution to approve the Option Plan, substantially in the form below.

The Shareholders will be requested at the Meeting to pass the following ordinary resolution, without variation:

**“IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION, THAT:**

1. The Option Plan, in the form attached, be and is hereby approved and adopted and implemented by the Corporation, with such further deletions, additions and other amendments as are required by any securities regulatory authority having jurisdiction, or which are not substantive in nature and as the Board of Directors may deem necessary or desirable;
2. The Board of Directors be and is authorized to act as administrator under the Option Plan, pursuant to the terms thereof;
3. The number of Common Shares reserved under any former stock option plan shall and all existing options granted under such former plan shall now be governed by the terms of this Option Plan;
4. All Common Shares issued and sold by the Corporation pursuant to exercises of stock options granted pursuant to the Option Plan, upon payment of the option exercise price and compliance with all other terms and conditions of the options granted, will be validly issued, fully paid, and non-assessable Common Shares of the Corporation.

**The Option Plan Resolution must be approved by an ordinary resolution passed by not less than a simple majority of the votes cast by Shareholders present in person or by proxy at the Meeting.** Unless otherwise indicated, the persons named in the accompanying for of proxy intend to vote FOR the Option Plan Resolution.

1. THE BOARD BELIEVES THAT THE OPTION PLAN RESOLUTION IS IN THE BEST INTEREST OF THE CORPORATION AND THEREFORE UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE NUMBER OF THE OPTION PLAN RESOLUTION. THE APPROVAL OF THE ABOVE ORDINARY RESOLUTION MUST BE PASSED BY NOT LESS THAN A SIMPLE MAJORITY VOTES CAST BY THOSE SHAREHOLDERS, WHO BEING

ENTITLED TO DO SO, VOTE IN PERSON OR BY PROXY IN RESPECT OF THE RESOLUTION AT THE MEETING.

### OTHER BUSINESS

Management is not aware of any matter to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

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

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or an executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, any person who is a proposed nominee for election as a director of the Corporation, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

### STATEMENT OF EXECUTIVE COMPENSATION

The purpose of this section is to describe the compensation of the "Named Executive Officers" of the Corporation and the directors of the Corporation in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* of the Canadian Securities Administrators. "Named Executive Officer" or "NEO" refers to each individual who, during any part of the most recently completed financial year, served as Chief Executive Officer, each individual who, during any part of the most recently completed financial year, served as Chief Financial Officer, and the most highly compensated executive officer, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year. The Named Executive Officers of the Corporation for the financial year ended December 31, 2023 were **Grant McLeod, the Chief Executive Officer of the Corporation and David Redekop, the Chief Financial Officer of the Corporation.**

#### Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth information concerning all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation, or a subsidiary of the Corporation, to each Named Executive Officer and director, other than share options and other compensation securities, for each of the two most recently completed financial years.

**Table of compensation excluding compensation securities**

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Grant McLeod</b> <i>Chief Executive Officer and Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
<b>David Redekop</b> <i>Chief Financial Officer</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
<b>Dexter John</b> <i>Director and Chair of the Audit Committee</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
<b>Monique Hutchins<sup>(1)</sup></b>	2023	Nil	Nil	Nil	Nil	Nil	Nil

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<i>Director and Member of the Audit Committee</i>							

**Notes:**

- (1) On January 29, 2023 Monique Hutchins was appointed as a new independent director and member of the audit committee of the board of directors replacing Karen Azlen who resigned as of January 29, 2023.

**Share Options and Other Compensation Securities**

The following table sets forth certain information in respect of all compensation securities granted or issued to each Named Executive Officer and director by the Corporation or any of its subsidiaries in the financial year of the Corporation ended December 31, 2023 and up to and including the date of this circular for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

**Compensation Securities**

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of Issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at December 31, 2022 (\$)	Expiry date / Vesting date
<b>Grant McLeod</b> <i>Chief Executive Officer and Director</i>	Stock Options	100,000	7/30/2021	\$0.10	N/A	N/A	07/30/2026
	Stock Options	50,000	8/10/2022	\$0.10	\$0.115	\$0.11	08/10/2027
<b>David Redekop</b> <i>Chief Financial Officer</i>	Stock Options	50,000	7/30/2021	\$0.10	N/A	N/A	07/30/2026
	Stock Options	100,000	8/10/2022	\$0.10	\$0.115	\$0.11	08/10/2027
<b>Dexter John</b> <i>Director and Chair of the Audit Committee</i>	Stock Options	50,000	7/30/2021	\$0.10	N/A	N/A	07/30/2026
	Stock Options	100,000	8/10/2022	\$0.10	\$0.115	\$0.11	08/10/2027
<b>Monique Hutchins<sup>(1)</sup></b> <i>Director and Member of the Audit Committee</i>	Stock Options	150,000	1/29/2023	\$0.10	\$0.10	\$0.11	01/29/2028

**Notes:**

- (1) On January 29, 2023 Monique Hutchins was appointed as a new independent director and member of the audit committee of the board of directors replacing Karen Azlen who resigned. Ms. Hutchins was granted 150,000 options to purchase common stock of the Company expiring 5-years from the date of issuance and Ms. Azlen's 150,000 stock options were cancelled.

There has been no exercise by a Named Executive Officer or Director of compensation securities during the financial year of the Corporation ended December 31, 2023.

**Employment, Consulting and Management Agreements**

Management functions of the Corporation will not, to any substantial degree, be performed other than by directors or NEOs of the Corporation. There are currently no agreements or arrangements that provide for compensation to NEOs or directors of the Corporation, or that provide for payments to a NEO or director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, severance, a change of control in the Corporation or a change in the NEO or director's responsibilities.

## Oversight and Description of Director and Named Executive Officer Compensation

The Corporation expects that compensation will play an important role in achieving short and long-term business objectives that ultimately drive business success. The Corporation's compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of Options, which may be a significant component of executive compensation. This approach is based on the assumption that the performance of the Common Share price over the long term is an important indicator of long-term performance.

The Corporation's compensation philosophy is based on the following fundamental principles:

- Compensation aligns with shareholder interests – the Corporation aligns the goals of executives with maximizing long-term shareholder value;
- Performance sensitive – compensation for executive officers should be linked to operating and market performance of the Corporation and fluctuate with the performance; and
- Offer market competitive compensation to attract and retain talent – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest caliber.

The objectives of compensating all NEOs is based on the above- mentioned compensation philosophy and are as follows:

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with Shareholders' interests and with the execution of the Corporation's business strategy;
- to evaluate executive performance on the basis of key measurements that correlate to long-term shareholder value; and
- to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

Aggregate compensation for each NEO is designed to be competitive. The Board determines the level of compensation for directors after reviewing from time to time the compensation practices of similarly situated companies when considering the Corporation's executive compensation practices. The Board evaluates each element of compensation for market competitiveness, and although it may weigh a particular element more heavily based on the NEO's role within the Corporation, it is primarily focused on remaining competitive in the market with respect to total compensation.

From time to time, on an ad hoc basis, the Board also reviews data related to compensation levels and programs of various companies that are similar in size to the Corporation and operate within the mining exploration and development industry. The Board considers the experience of its members as officers and/or directors at other companies in similar lines of business as the Corporation in assessing compensation levels.

## Compensation Governance

The Board is responsible for ensuring that the Corporation has in place an appropriate plan for executive compensation and ensures that total compensation paid to all NEOs is fair, reasonable and consistent with the Corporation's compensation philosophy. The Board has the responsibility to ensure that the Corporation attracts and retains a senior leadership team that will develop and execute a strategic plan, through which

is expected to deliver superior value over the long-term to the Corporation's Shareholders and other stakeholders.

The Board will oversee the remuneration policies of the Corporation. The principal responsibilities include: (i) considering the Corporation's overall remuneration strategy and, where information is available, verifying the appropriateness of existing remuneration levels using external sources for comparison; (ii) comparing the nature and amount of the Corporation's directors' and executive officers' compensation to performance against goals set for the year while considering relevant comparative information, independent expert advice and the financial position of the Corporation and (iii) approving director and executive officer remuneration matters, with the overall objective of ensuring maximum shareholder benefit from the retention of high quality board and executive team members.

### **Pension Disclosure**

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Corporation and none are proposed at this time.

### **Directors and Officers Liability Insurance**

No directors' and officers' liability insurance has been instituted by the Corporation and none is proposed at this time.

## **EQUITY COMPENSATION PLAN INFORMATION**

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

The Corporation maintains the Stock Option Plan, which was established on September 22, 2021. The Option Plan provides that the Board may from time to time, in its discretion, and in accordance with the Toronto Venture Stock Exchange (the "**Exchange**") requirements, grant to directors, officers, employees and consultants to the Corporation, non- transferrable options (the "**Options**"), provided that the number of shares reserved for issuance does not exceed 10% of the issued and outstanding shares of the Corporation. The exercise price of each Option is determined by the Board, subject to the approval by the Exchange, at the time such Option is granted. The purpose of the Option Plan is to, among other things, encourage common share ownership in the Corporation by directors, officers, employees and consultants of the Corporation and its affiliates and other designated persons.

The number of Common Shares which may be reserved for issue under the Option Plan is limited to 10% of the issued and outstanding number of Common Shares as at the date of the grant of stock options. As at the date hereof, 1,317,656 stock options may be reserved for issue pursuant to the Option Plan, 750,000 stock options have been issued and are outstanding and 567,656 stock options are still available for issue.

Any Common Shares subject to a stock option which is exercised, or for any reason is cancelled or terminated prior to exercise, will be available for a subsequent grant under the Option Plan. The option price of any Common Shares cannot be less than the market price of the Common Shares at the time of grant. Stock options granted under the Option Plan may be exercised during a period not exceeding five years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, officer, director or consultant of the Corporation or any of its subsidiaries or ceasing to have a designated relationship with the Corporation, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The stock options are nontransferable. Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Option Plan or may terminate the Option Plan at any time. The Option Plan does not contain any provision for financial assistance by the Corporation in respect of stock options granted under the Option Plan.

The Corporation has no equity compensation plans other than the Option Plan.

## Equity Compensation Plan Information

The following table sets forth, as of December 31, 2023, information concerning securities authorized for issuance under equity compensation plans of the Corporation.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by securityholders			
(a) Stock Option Plan <sup>(1)</sup>	750,000	\$0.10	567,656
Equity compensation plans not approved by securityholders <sup>(2)</sup>	N/A	N/A	N/A
Total	750,000	\$0.10	567,656

**Notes:**

- (1) As at December 31, 2023, the Stock Option Plan was fixed at Common Shares reserved for issuance.
- (2) There are no security-based compensation plans of the Corporation that have not been approved by Shareholders.

## AUDIT COMMITTEE DISCLOSURE

### Audit Committee

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations.

### Audit Committee Charter

The text of the Audit Committee Charter is attached as Schedule "A" to this Information Circular.

### Composition, Education and Experience

The current members of the Audit Committee are Dexter John (Chair), Monique Hutchins, each whom are independent of the Corporation, and Grant McLeod. All of the members of the Audit Committee are considered financially literate for the purposes of National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators ("**NI 52-110**"). Following the Meeting, it is expected that the Audit Committee will be reconstituted.

Each member of the Audit Committee has adequate education and experience in dealing with financial statements, accounting issues, internal control and other related matters relating to public resource-based companies through the significant experience they have had as directors and officers of other companies, including mining companies, and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the

breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements or experience actively supervising individuals engaged in such activities; and

- (d) an understanding of internal controls and procedures for financial reporting.

### **Audit Committee Oversight**

At no time since the commencement of the most recently completed financial year of the Corporation was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### **Reliance on Certain Exemptions**

At no time since the commencement of the most recently completed financial year of the Corporation has the Corporation relied on the exemption in section 2.4 of NI 52-110 (*De Minimis Non-Audit Services*), subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), subsection 6.1.1(5) (*Events Outside Control of Member*), 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption from the application of NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

### **Pre-Approval Policies and Procedures**

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

### **External Auditor Service Fees (By Category)**

The aggregate fees billed by the external auditor of the Corporation in the last financial year of the Corporation is as follows:

<u>Year Ending</u>	<u>Audit Fees <sup>(1)</sup></u>	<u>Audit Related Fees <sup>(2)</sup></u>	<u>Tax Fees <sup>(3)</sup></u>	<u>All Other Fees <sup>(4)</sup></u>
December 31, 2023	\$18,000	\$nil	\$1,500	\$10,300

#### **Notes:**

- (1) Represents aggregate fees billed by the Corporation's external auditor for audit fees.
- (2) Represents aggregate fees billed for assurance and related services by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under "**Audit Fees**".
- (3) Represents aggregate fees billed for professional services rendered by the Corporation's external auditor for tax compliance, tax advice and tax planning.
- (4) Represents aggregate fees billed for products and services provided by the Corporation's external auditor, other than the services reported under "**Audit Fees**", "**Audit Related Fees**" and "**Tax Fees**".

### **Exemption**

Pursuant to section 6.1 of NI 52-110, the Corporation is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110 by virtue of it being a venture issuer.

## **CORPORATE GOVERNANCE DISCLOSURE**

### **Board of Directors**

The Corporation currently has three directors, a majority of whom are considered independent. Dexter John and Monique Hutchins are considered to be independent of the Corporation for the purposes of National

Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58- 101**”). Grant McLeod is the Chief Executive Officer of the Corporation and is not considered to be independent of the Corporation for the purposes of NI 58-101. Following the Meeting, it is expected that two of the three directors (namely, John, and Hutchins) will continue to be considered to be independent of the Corporation and one of the three directors (namely, McLeod) is not be considered to be independent of the Corporation for the purposes of NI 58-101 (assuming the election of the nominees). Mr. McLeod is senior officer of the Corporation, and, accordingly is not be considered to be independent for the purposes of NI 58-101.

The Board facilitates its exercise of independent supervision over management by causing the independent directors to take a lead role in ensuring that the Corporation is acting in its best interests. Further, the non-independent directors defer to the judgment of the independent directors with respect to matters pertaining to corporate governance.

The independent directors of the Corporation meet on an informal basis without members of management present in order to discuss the business of the Corporation.

### **Directorships**

None of the current or nominee directors are directors of any other reporting issuers (or the equivalent in a foreign jurisdiction) except as disclosed in their bios appearing above.

### **Ethical Business Conduct**

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

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as some of the directors and proposed directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the OBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest.

Any interested director will be required to declare the nature and extent of his or her interest, and will not be entitled to vote at meetings of directors at which matters that give rise to such a conflict of interest are considered.

### **Nomination of Directors**

The Board and the individual directors hold the responsibility for the nomination and assessment of new directors. The Board seeks to achieve a balance of knowledge, experience and capability among the members of the Board. When presenting Shareholders with a slate of nominees for election, the Board considers the following:

- the competencies and skills necessary for the Board as a whole to possess;
- the competencies and skills necessary for each individual director to possess;
- competencies and skills which each new nominee to the Board is expected to bring; and
- whether the proposed nominees to the Board will be able to devote sufficient time and resources to the Corporation.

If vacancies are anticipated, or otherwise arise, or the size of the Board is expanded, the Board will consider various potential candidates for director. Candidates may come to the attention of the Board through current

directors or management, Shareholders or other persons. These candidates will be evaluated at a regular or special meeting of the Board, and may be considered at any point during the year.

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

No person who is, or at any time during the most recently completed financial year was, a director or executive officer of the Corporation, no person proposed to be nominated for election as a director of the Corporation, nor any associate of any such director, executive officer or proposed nominee, is, or at any time since the beginning of the most recently completed financial year of the Corporation has been, indebted to the Corporation or any of its subsidiaries, or indebted to another entity, where such indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, pursuant to a security purchase program of the Corporation or otherwise.

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

Except as otherwise disclosed herein, no informed person (as that term is defined in NI 51-102) of the Corporation, no person proposed to be nominated for election as a director of the Corporation, nor any associate or affiliate of any of them, has or has had any material interest, direct or indirect, in any transaction since December 31, 2023 or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Corporation or any of its subsidiaries.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation can be found on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca). Further financial information is provided in the comparative financial statements and the management's discussion and analysis of the Corporation for its most recently completed financial year ended December 31, 2023, which have been filed on SEDAR ([www.sedarplus.ca](http://www.sedarplus.ca)) under the Corporation's issuer profile. Shareholders may also obtain these documents, without charge, upon request to the Secretary of the Corporation or on the Corporation's website at [www.sevenoakscapitalcorp.com](http://www.sevenoakscapitalcorp.com).

#### **APPROVAL**

The contents of this Information Circular and the sending thereof to the Shareholders of the Corporation have been approved by the Directors of the Corporation.

DATED this 7th day of January, 2025.

BY ORDER OF THE BOARD

(Signed) "*Grant McLeod*"

Chief Executive Officer and Director

**SCHEDULE "A"**  
**AUDIT COMMITTEE CHARTER**

This charter (**the "Charter"**) sets forth the purpose, composition, responsibilities and authority of the audit committee (**the "Committee"**) of the Board of Directors (**the "Board"**) of Seven Oaks Capital Corp. (**"Seven Oaks"**).

**1. Purpose**

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) financial reporting and disclosure requirements;
- (b) ensuring that an effective risk management and financial control framework has been implemented and tested by management of Seven Oaks; and
- (c) external and internal audit processes.

**2. Composition and Membership**

- (a) The Board will appoint the members (**"Members"**) of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of Seven Oaks or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) Each Member will meet the criteria for financial literacy established by applicable laws and the rules of any stock exchanges upon which Seven Oaks' securities are listed, including National Instrument 52-110 – Audit Committees. In addition, each director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member's independent judgment.
- (c) The Board will appoint one of the Members to act as the chairman of the Committee (**the "Chairman"**). The secretary of Seven Oaks (**the "Secretary"**) will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.

**3. Meetings**

- (a) Meetings of the Committee will be held at such times and places as the Chairman may determine, but in any event not less than four (4) times per year. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) At the request of the external auditors of Seven Oaks, the Chief Executive Officer or the Chief Financial Officer of Seven Oaks or any Member, the Chairman will convene a meeting of the Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested.
- (c) The Chairman, if present, will act as the chairman of meetings of the Committee. If the Chairman is not present at a meeting of the Committee the Members in attendance may select one of the members to act as chairman of the meeting.

- (d) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chairman will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (e) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- (f) In advance of every regular meeting of the Committee, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Seven Oaks to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

#### **4. Duties and Responsibilities**

The duties and responsibilities of the Committee as they relate to the following matters, are as follows:

##### **4.1 Financial Reporting and Disclosure**

- (a) review and recommend to the Board for approval, the audited annual financial statements, including the auditors' report thereon, the quarterly financial statements, management discussion and analysis, financial reports, and any guidance with respect to earnings per share to be given, prior to the public disclosure of such information, with such documents to indicate whether such information has been reviewed by the Board or the Committee;
- (b) review and recommend to the Board for approval, where appropriate, financial information contained in any prospectuses, annual information forms, annual report to shareholders, management proxy circular, material change disclosures of a financial nature and similar disclosure documents prior to the public disclosure of such information;
- (c) review with management of Seven Oaks, and with external auditors, significant accounting principles and disclosure issues and alternative treatments under International Financial Reporting Standards ("IFRS"), with a view to gaining reasonable assurance that financial statements are accurate, complete and present fairly Seven Oaks' financial position and the results of its operations in accordance with IFRS, as applicable;
- (d) seek to ensure that adequate procedures are in place for the review of Seven Oaks' public disclosure of financial information extracted or derived from Seven Oaks' financial statements, periodically assess the adequacy of those procedures and recommend any proposed changes to the Board for consideration;
- (e) review the minutes from each meeting of the Responsible Parties, established pursuant to Seven Oaks' corporate disclosure policy, since the last meeting of the Committee;

##### **4.2 Internal Controls and Audit**

- (a) review the adequacy and effectiveness of Seven Oaks' system of internal control and management information systems through discussions with management and the external auditor to ensure that Seven Oaks maintains: (i) the necessary books, records and accounts in sufficient detail to accurately and fairly reflect Seven Oaks' transactions; (ii) effective internal control systems; and (iii) adequate processes for assessing the risk of

material misstatement of the financial statement and for detecting control weaknesses or fraud. From time to time the Committee shall assess whether it is necessary or desirable to establish a formal internal audit department having regard to the size and stage of development of Seven Oaks at any particular time;

- (b) satisfy itself that management has established adequate procedures for the review of Seven Oaks' disclosure of financial information extracted or derived directly from Seven Oaks' financial statements;
- (c) satisfy itself, through discussions with management, that the adequacy of internal controls, systems and procedures has been periodically assessed in order to ensure compliance with regulatory requirements and recommendations;
- (d) review and discuss Seven Oaks' major financial risk exposures and the steps taken to monitor and control such exposures, including the use of any financial derivatives and hedging activities;
- (e) review, and in the Committee's discretion make recommendations to the Board regarding, the adequacy of Seven Oaks' risk management policies and procedures with regard to identification of Seven Oaks' principal risks and implementation of appropriate systems to manage such risks including an assessment of the adequacy of insurance coverage maintained by Seven Oaks;
- (f) recommend the appointment, or if necessary, the dismissal of the head of Seven Oaks' internal audit process;

#### **4.3 External Audit**

- (a) recommend to the Board a firm of external auditors to be nominated for appointment as the external auditor of Seven Oaks;
- (b) ensure the external auditors report directly to the Committee on a regular basis;
- (c) review the independence of the external auditors, including a written report from the external auditors respecting their independence and consideration of applicable auditor independence standards;
- (d) review and recommend to the Board the fee, scope and timing of the audit and other related services rendered by the external auditors;
- (e) review the audit plan of the external auditors prior to the commencement of the audit;
- (f) establish and maintain a direct line of communication with Seven Oaks' external and internal auditors;
- (g) meet in camera with only the auditors, with only management, and with only the members of the Committee at every Committee meeting where, and to the extent that, such parties are present;
- (h) oversee the performance of the external auditors who are accountable to the Committee and the Board as representatives of the shareholders, including the lead partner of the independent auditor's team;
- (i) oversee the work of the external auditors appointed by the shareholders of Seven Oaks with respect to preparing and issuing an audit report or performing other audit, review or

attest services for Seven Oaks, including the resolution of issues between management of Seven Oaks and the external auditors regarding financial disclosure;

- (j) review the results of the external audit and the report thereon including, without limitation, a discussion with the external auditors as to the quality of accounting principles used, any alternative treatments of financial information that have been discussed with management of Seven Oaks, the ramifications of their use as well as any other material changes. Review a report describing all material written communication between management and the auditors such as management letters and schedule of unadjusted differences;
- (k) discuss with the external auditors their perception of Seven Oaks' financial and accounting personnel, records and systems, the cooperation which the external auditors received during their course of their review and availability of records, data and other requested information and any recommendations with respect thereto;
- (l) discuss with the external auditors their perception of Seven Oaks' identification and management of risks, including the adequacy or effectiveness of policies and procedures implemented to mitigate such risks;
- (m) review the reasons for any proposed change in the external auditors which is not initiated by the Committee or Board and any other significant issues related to the change, including the response of the incumbent auditors, and enquire as to the qualifications of the proposed auditors before making its recommendations to the Board; and
- (n) review annually a report from the external auditors in respect of their internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

#### **4.4 Associated Responsibilities**

- (a) review and approve Seven Oaks' hiring policies regarding employees and partners, and former employees and partners, of the present and former external auditors of Seven Oaks.

#### **4.5 Non-Audit Services**

- (a) pre-approve all non-audit services to be provided to Seven Oaks or any subsidiary entities by its external auditors or by the external auditors of such subsidiary entities. The Committee may delegate to one or more of its members the authority to pre-approve non-audit services but pre-approval by such member or members so delegated shall be presented to the full Committee at its first scheduled meeting following such pre-approval.

## **SCHEDULE "B"** **STOCK OPTION PLAN**

### **1. Purpose**

The purpose of this stock option plan (the "**Plan**") is to add incentive and to provide consideration for effective services of Officers, Directors, Employees, Management Company Employees and Consultants of Seven Oaks Capital Corp. (the "**Corporation**"). Stock options granted under the Plan are not in lieu of salary or any other compensation for services. In the event of the continuance of the Corporation, the Plan will bind the Corporation's successor.

### **2. Administration**

The Plan shall be administered by the Board of Directors of the Corporation (the "**Directors**").

### **3. Definitions**

In this Plan, capitalized terms used herein that are not otherwise defined shall have the meaning ascribed thereto in the Corporate Finance Manual of the TSX Venture Exchange (the "**Exchange**"), and in particular, in policies 1.1, 2.4 and 4.4 of such Corporate Finance Manual.

### **4. Granting Options**

The Directors may from time to time designate Officers, Directors, Employees, Management Company Employees and Consultants (collectively, "**Optionees**") of the Corporation (or in each case their wholly owned personal holding companies), to whom options to purchase shares of the Corporation may be granted. For stock options granted to Employees, Consultants or Management Company Employees, the Corporation and the Optionee are responsible for ensuring and confirming that the Optionee is a bona fide Employee, Consultant or Management Company Employee, as the case may be. The number of shares to be optioned to each, provided that the total number of shares to be optioned shall not exceed the number provided in paragraph 5 hereof and that the total number of shares to be optioned to (i) any one Optionee in any 12 month period shall not exceed 5 per cent of the issued and outstanding shares of the Corporation; (ii) any one Consultant in any 12 month period shall not exceed 2 per cent of the issued and outstanding shares of the Corporation; and (iii) all Employees in the aggregate conducting Investor Relations Activities in any 12 month period shall not exceed 2 per cent of the issued and outstanding shares of the Corporation, in each case subject to adjustment of such number pursuant to the provisions of paragraph 8 hereof. Notwithstanding the foregoing, in no case may options to purchase shares be granted to any person providing Investor Relations Activities, promotional or market-making services prior to completion of the Corporation's Qualifying Transaction. All options granted shall be subject to the terms of this Plan and a copy of the Plan shall be given, upon request, to each Optionee.

### **5. Shares Subject to Plan**

Options may be granted on a number of authorized but unissued common shares without nominal or par value in the share capital of the Corporation. The aggregate number of shares that may be issuable pursuant to options granted under the Plan will not exceed 10% of the number of issued shares of the Corporation at the time of the granting of the options under the Plan. Shares in respect of which options have not been exercised and are no longer subject to being purchased pursuant to the terms of any options shall be available for further options under the Plan. Upon the granting of options hereunder, the Corporation shall execute in favour of the grantee, a stock option agreement (the "**Stock Option Agreement(s)**") setting forth the particulars of the option grant.

The options granted under the Plan shall not result at any time in: (i) the number of shares reserved for issuance pursuant to options granted to Insiders exceeding 10% of the issued and outstanding shares; (ii) the grant to Insiders within a 12 month period, of a number of options exceeding 10% of the outstanding

shares; or (iii) the grant to any one (1) Optionee within a 12 month period, of a number of options exceeding 5% of the issued and outstanding shares.

## 6. Option Price

The option price on shares that are the subject of any option shall be fixed by the Directors when such option is granted, provided that such price shall not be less than the Discounted Market Price of the shares of the Corporation, or such other price as may be determined under applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including the Exchange rules and policies. Notwithstanding the foregoing, prior to completion of the Corporation's Qualifying Transaction the option price on shares shall not be less than the greater of the IPO Share price (\$0.10 CDN) and the Discounted Market Price.

In the event that the Corporation proposes to reduce the Exercise Price, or extend the stock options granted, of the Options granted to an Optionee who is an Insider of the Corporation at the time of the proposed amendment, said amendment shall not be effected until disinterested shareholder approval has been obtained in respect of said exercise price reduction.

Notwithstanding the foregoing, if the Optionee's position with the Corporation is terminated for cause, or if the Optionee violates the terms of their Stock Option Agreement(s) or any agreement he/she may have with the Corporation, all options granted to the Optionee pursuant to the Plan shall become null and void immediately without penalty to the Corporation.

## 7. Terms Restricting Exercise of Options

- (a) The period during which any option may be exercised shall be determined by the Directors when the option is granted, provided that the term shall be no more than five (5) years from the date of the granting of the option and all options shall be subject to earlier termination as provided in subparagraph (b) hereof;
- (b) upon the death of the Optionee, the Option shall terminate on the date determined by the Directors, which date shall not be later than the earlier of the expiry date of the Option and one year from the date of death (the "**Termination Date**");
- (c) if the Optionee ceases to be a Director or Officer of, be in the employ of, or be providing ongoing management or consulting services to the Corporation, the Option shall terminate (the "**Termination Date**") on the earlier of the expiry date of the Option and the expiry of a period not in excess of 90 days prescribed by the Directors at the time of the grant, following the date that the Optionee ceases to be a Director, Officer or Employee of the Corporation, or ceases to provide ongoing management or consulting services to the Corporation, as the case may be;
- (d) notwithstanding sub-paragraph 7(c) above, if the Optionee does not continue to be a Director, Officer, technical consultant or Employee of the Resulting Issuer, the Option shall terminate on the date which is the later of 12 months after the Completion of the Qualifying Transaction and 90 days after the Optionee ceases to be a Director, Officer, technical consultant or Employee of the Resulting Issuer (the "**Termination Date**");
- (e) if the Optionee ceases to be employed to provide Investor Relations Activities on behalf of the Corporation, the Option shall terminate on the earlier of the expiry date of the Option and the expiry of the period (the "**Termination Date**") not in excess of 30 days prescribed by the Directors at the time of the grant, following the date that the Optionee ceases to be employed to provide Investor Relations Activities; and

- (f) except as provided in subparagraph (b) hereof, the option shall not be transferable nor assignable by the Optionee otherwise than by Will or the law of intestacy and the said option may be exercised, during his or her lifetime, only by the Optionee;

provided that the number of shares of the Corporation that the Optionee (or his or her heirs or successors) shall be entitled to purchase until the applicable Termination Date shall be the number of Common Shares which the Optionee was entitled to purchase on the date of death or the date the Optionee ceased to be an Officer, Director or Employee of, or ceased providing ongoing management or consulting services to, the Corporation, as the case may be.

Notwithstanding the foregoing, no options granted under the Plan shall be exercisable before completion of the Corporation's Qualifying Transaction unless the Optionee agrees in writing to deposit the shares acquired into escrow until the issuance of the Final Exchange Bulletin.

## **8. Regulatory Restrictions**

The exercise by the Optionee of his rights hereunder and the consequent obligation of the Corporation to issue and deliver its shares pursuant to such exercise is subject to the approval of the Plan by: (a) the stock exchange(s) on which the Corporation's shares are listed; (b) the Directors; and (c) the shareholders of the Corporation.

## **9. Share Capital Re-adjustments**

Appropriate adjustments in the number of shares optioned, in the aggregate number of shares reserved for issue pursuant to options and in the option price per share, as regards options granted or to be granted, will be made by the Directors to give effect to adjustments in the number of shares of the Corporation resulting subsequent to the approval of the Plan as provided in paragraph 8 hereof from subdivisions, consolidations, reclassification of the shares of the Corporation, the payment of stock dividends and any merger, amalgamation or reorganization to which the Corporation is a party. Without limiting the generality of the foregoing, the Corporation will make adjustments to any options granted hereunder as follows:

- (a) If a dividend in shares of the Corporation is paid on the common shares of the Corporation, there shall be added to the common shares subject to any option the number of shares which would have been issuable to the Optionee had he then been the holder of record of the number of common shares then remaining under the option. In such event, the option price per share shall be reduced proportionately.
- (b) If the common shares of the Corporation shall be subdivided into a greater number of shares or consolidated into a lesser number of shares or changed into the same or a different number of shares with par value, the number of shares which may thereafter be acquired under any option shall be the number of shares which would have been received by the Optionee on such subdivision, consolidation, or change had the Optionee then been the holder of record of the number of common shares then remaining under the option. In such event, the option price per share shall be decreased or increased proportionately.
- (c) If there is any capital reorganization or reclassification of the share capital of the Corporation, or any consolidation or merger or amalgamation of the Corporation with any other corporation or corporations, adequate provisions shall be made by the Corporation so that there shall be substituted under any option the shares or securities which would have been issuable or payable to the Optionee had he then been the holder of record of the number of common shares then remaining under the option.
- (d) If the Corporation at any time during the term of any option offers for sale to holders of its share capital common shares of its share capital or of other classes of shares or of other securities of the Corporation or in connection with any transaction shall acquire or shall cause to be issued rights to acquire shares or other securities of another corporation to or

for the benefit of holders of share capital of the Corporation, the Corporation will give notice to the Optionee of rights which are thus to be acquired or issued to or for the benefit of the holders of record of shares of the Corporation in sufficient time to permit the Optionee to exercise the option to the fullest extent possible, if the Optionee should wish to do so, and to permit the Optionee to participate in such rights as a holder of record of share capital of the Corporation.

- (e) Any shares or securities added to or substituted for the shares under any option shall be subject to adjustment in the same manner and to the same extent as the common shares originally covered by such option.
- (f) No fractional shares shall be issued upon the exercise of any option. If, as a result of any adjustment under this paragraph, the Optionee would become entitled to a fractional share, he shall have the right to acquire only the adjusted number of full shares and no payment or other adjustment will be made with respect to the fractional shares so disregarded.

#### **10. Exercise**

- (a) Subject to the provisions of the Plan, an option may be exercised in whole or in part by the payment to the Corporation in cash or certified cheque of the full purchase price at the option price per share stipulated in paragraph 5 herein, subject to any adjustment thereto in accordance with paragraph 8 herein, for the shares purchased and the Corporation shall thereupon deliver a share certificate or certificates of the Corporation for such shares.
- (b) An option shall be in whole or in part exercised by written notice or notices delivered to the Corporation's registered office and any option shall be deemed for all purposes to be exercised to the extent stated in such notice upon delivery of the notice and payment for the number of shares specified in such notice, notwithstanding any delay in the issuance and delivery of certificates for the shares so subscribed.

#### **11. Amendment of Plan**

- (a) The Directors may amend or change this Plan and any options granted hereunder from time to time subject to receipt of consents or approvals of all applicable authorities and exchanges, except that the Directors shall not adversely affect the rights of any Optionee to whom an option has therefore been granted without his consent and any reduction in option price for options outstanding, other than any reduction made in accordance with paragraph 8 herein, shall comply, as of the date of revision or amendment, with the option price provisions of paragraph 5 hereof.
- (b) The Directors may discontinue the Plan at any time except that such discontinuance may not alter or impair any option previously granted under the Plan to an Optionee.

#### **12. General**

Options granted pursuant to the Plan shall specify in the Grantee's Stock Option Plan Agreement(s) that:

- (a) that the option agreement does not impose upon the Optionee any obligation to take up and pay for any of the optioned shares;
- (b) the address of each of the Optionee and the Corporation to which notices pursuant to the option and the Plan may be delivered;
- (c) that all options granted are subject to the express terms of the Plan; and
- (d) the periods governing the exercise of the option.