

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

and

MANAGEMENT INFORMATION CIRCULAR

FOR A MEETING OF THE SHAREHOLDERS TO BE HELD ON DECEMBER 3, 2026

October 22, 2026

ROK RESOURCES 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 class "B" common shares ("**Common Shares**") of ROK Resources Inc. (the "**Corporation**") will be held in the conference room of the Altius Centre, 2nd Floor, 500 - 4th Avenue SW, Calgary, Alberta, on Thursday, December 3, 2026, at the hour of 11:00 a.m. (Calgary time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2025, together with the auditors' report and the report of the Board of Directors thereon;

2. to fix the number of directors of the Corporation at six (6);

3. to elect directors of the Corporation for the ensuing year;

4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Directors to fix the remuneration thereof;

5. to consider and, if deemed advisable, to approve, with or without variation, a special resolution (the "**Special Resolution**") to approve a reduction in the stated capital of the Common Shares by an amount up to $0.05 multiplied by the number of Common Shares issued and outstanding (the "**Reduction of Stated Capital**") for the purpose of effecting a special distribution to Shareholders of up to $0.05 per Common Share as a return of capital (the "**Return of Capital**") all as more particularly described in the accompanying management information circular of the Corporation dated October 22, 2026;

6. to consider and, if deemed advisable, approve, with or without variation, an ordinary resolution approving the share option plan for the Corporation, the full text of which is set forth in the Management Information Circular accompanying this Notice; and

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

Every registered holder of Common Shares of the Corporation at the close of business on October 19, 2026 (the "**Record Date**") is entitled to receive notice of, and to vote their Common Shares at the Meeting. The specific details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice, which Management Information Circular forms part of this Notice.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to the attention of the Secretary of the Corporation, c/o Odyssey Trust Company, Suite 1100 - 67 Yonge Street, Toronto, Ontario, M5E 1J8, Attention: Proxy Department. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Management Information Circular accompanying this Notice.

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). **Without specific instructions, intermediaries are prohibited from voting shares for their clients.** If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according

to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instruction on your behalf.

DATED at Regina, Saskatchewan this 22th day of October, 2026.

By Order of the Board of Directors
of ROK Resources Inc.

(signed) "*Cameron Taylor*"
Cameron Taylor
Chairman of the Board of Directors

ROK RESOURCES INC.
1500 - 2002 Victoria Avenue
Regina, SK S4P 0R7
Telephone: 306-522-0011

MANAGEMENT PROXY CIRCULAR
as at October 22, 2026

This Management Proxy Circular (the "Circular") is furnished in connection with the solicitation of proxies by the management ("Management") of ROK Resources Inc. (the "Corporation") for use at the annual general and special meeting (the "Meeting") of its shareholders (the "Shareholders") to be held on Thursday, December 3, 2026, at 11:00 a.m. (MDT), in the conference room of the Altius Centre, 2nd Floor, 500 - 4th Avenue SW, Calgary, Alberta and at any adjournment thereof, for the purposes set forth in the accompanying notice of the Meeting.

In this Circular, references to the "Corporation" refer to ROK Resources Inc. "Common Shares" means class "B" common shares in the capital of the Corporation (the "**Common Shares**"), being the only shares in the capital of the Corporation which are currently outstanding. "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. Unless otherwise stated, financial figures within this Circular are presented in Canadian dollars.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. The Corporation has arranged for intermediaries to forward the meeting materials to beneficial owners of Common Shares held as of record by those intermediaries and may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers and/or directors of the Corporation. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on persons named therein with respect to:

(a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,

(b) any amendment to or variation of any matter identified therein, and

(c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders who choose to submit a proxy may do so by any of the following options:

(a) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Odyssey Trust Company ("**Odyssey**"), by fax at 1-800-517-4553, by e-mail at proxy@odysseytrust.com or by mail or by hand to Suite 1100 - 67 Yonge Street, Toronto, Ontario, M5E 1J8, Attention: Proxy Department; or

(b) using the internet through the website of the Corporation's transfer agent, Odyssey, https://vote.odysseytrust.com. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's twelve digit control number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Board of Directors (the "**Board**" or "**Board of Directors**") of the Corporation at its discretion without notice.

Beneficial Shareholders

The information in this section is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

Non-Registered Shareholders should carefully follow the instructions of their broker or intermediary in order to ensure that their Common Shares are voted at the Meeting.

The form of proxy that will be supplied by your broker, or Broadridge Financial Solutions, Inc. ("**Broadridge**") in the case of non-objecting beneficial owners ("**NOBOs**"), will be similar to the Proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge in the United States and in Canada. Broadridge will mail a voter instruction form ("**VIF**") in lieu of a Proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent you at the Meeting, You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation) other than the persons designated in the VIF to represent the Beneficial Shareholder at the Meeting. To exercise this right, you should insert the name of your desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge as the case may be, by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with the instructions set forth therein. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge you cannot use it to vote Common Shares directly at the Meeting - the VIF must be returned to Broadridge in accordance with their instructions, well in advance of the Meeting in order to have your Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, you should enter your own name in the blank space on the VIF provided to you and return the same to your broker in accordance with the instructions provided by your broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send to you a legal proxy which would enable you to attend at the Meeting and vote your Common Shares.

BENEFICIAL SHAREHOLDER VOTING

Notice and Access

The Corporation has elected to use the notice-and-access model to deliver the Meeting materials to Beneficial Shareholders. Under Notice-and-Access, Beneficial Shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of this Information Circular and other Meeting materials, Beneficial Shareholders receive a notice with information on how they may access such materials electronically. To deliver the materials in this manner, the Corporation has provided all of the Beneficial Shareholders with a Notice-and-Access Notice and has posted the Meeting materials with its public filings on SEDAR+ at www.sedarplus.ca and at https://rokresources.ca/investor-resources/info-circular-events/. The Corporation will mail paper copies of the Meeting materials to any shareholder who previously requested paper copies. Requests should be submitted as set out below.

The Corporation's annual report for its 2025 fiscal year contains the Corporation's audited annual consolidated financial statements and management's discussion and analysis ("**MD&A**") for the fiscal year ended December 31, 2025. The Corporation will provide copies of all proxy-related materials, including its annual report and/or this Information Circular, free of charge, to any shareholder, upon request.

Any Beneficial Shareholder who wishes to receive a paper copy of the proxy-related materials should contact the Corporation's Transfer agent, Odyssey Trust Company by calling 1 (888) 290-1175 (or direct dial from outside of North America: 1 (587) 885-0960) or by emailing Investor Services at shareholders@odysseytrust.com. If materials are requested before the Meeting, the Information Circular will be sent at no charge within three (3) business days of receiving the request. To receive the Information Circular before the voting deadline for the Meeting of 11:00 a.m. (Calgary time) on Wednesday, December 1, 2024, the request must be received no later than November 19, 2026. Please note that another form of proxy or voting instruction form will not be sent, so Shareholders are requested to keep the form received with the Notice. In order to ensure that a paper copy of the proxy-related materials can be delivered to a requesting shareholder in time for such shareholder to review the proxy-related materials and return a form of proxy or voting instruction form prior to the deadline, it is strongly suggested that shareholders ensure their requests are received no later than November 19, 2026.

The proxy-related materials will be available on Odyssey Trust Company's website at https://odysseytrust.com/client/rok-resources-inc/, on or about October 30, 2026, and will remain on the website for one full year thereafter. The proxy-related materials will also be available under the Corporation's public filings on SEDAR+ at *www.sedarplus.ca*.

If you have questions or require assistance with voting, please contact the Corporation's transfer agent:

Odyssey Trust Company
Suite 1100 - 67 Yonge Street, Toronto, Ontario, M5E 1J8, Attention: Proxy Department
e-mail: proxy@odysseytrust.com
Toll Free: 1 (888) 290-1175
T: 1 (587) 885-0960 F: 1 (800) 517-4553

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

(a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the registered shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Odyssey Trust Company to the attention of the Corporate Secretary of the Corporation at EnerNext Counsel, Suite 1620, 444 5th Avenue SW, Calgary, Alberta, T2P 2T8, at any time up to and including the last

business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or

(b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The Corporation is a company existing under the laws of Canada and headquartered in the Provinces of Saskatchewan and Alberta. Shareholders should be aware that disclosure requirements under Canadian securities laws may be different from such requirements under U.S. securities laws. Shareholders should also be aware that other requirements under the laws of Saskatchewan, Alberta and Canada may differ from requirements under U.S. corporate and securities laws.

Certain information concerning tax consequences of the Return of Capital for Shareholders who are not deemed to be residents of Canada is set forth under the heading "*Certain Canadian Federal Income Tax Considerations - Non-Resident Shareholders*" in this Circular. Shareholders resident in the United States should be aware that the Return of Capital contemplated herein may have tax consequences both in Canada and in the United States. This Circular does not contain a description of non-Canadian income tax considerations of the Return of Capital on Shareholders who are subject to income tax outside of Canada. Such holders should consult their own tax, financial and accounting advisors to determine the particular tax consequences to them of the Return of Capital, including any associated filing requirements in such jurisdictions.

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

Except as otherwise set forth herein, no director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may otherwise be set out herein. Peter Yates, a director of the Corporation and a nominee for re-election, is a director and officer of EnerNEXT Counsel, legal counsel to the Corporation. EnerNEXT Counsel receives fees from the Corporation for legal services provided to the Corporation and passes these fees on to Mr. Yates.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation has fixed October 19, 2026 as the record date (the "**Record Date**") for determination of persons entitled to notice of and to vote at the Meeting and at any adjournment thereof, except to the extent that such holder transfers ownership of the Common Shares after the Record Date, in which case the transferee shall be entitled to vote such Common Shares upon establishing ownership and requesting not later than ten (10) days before the Meeting, to be included in the list of shareholders entitled to vote at the Meeting.

As of October 19, 2026, there were 219,768,307 Common Shares issued and outstanding, each carrying the right to one (1) vote per Common Share. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors or executive officers of the Corporation, no person beneficially owns, directly or indirectly, controls or directs voting shares carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation, as at the date hereof.

FINANCIAL STATEMENTS

The audited financial statements of the Corporation for year ended December 31, 2025, and the report of the auditor thereon will be placed before the Meeting. Additional copies may be obtained from the Chief Financial Officer of the Corporation upon request and will be available at the Meeting.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein, except for any resolution labelled as a special resolution, which requires an affirmative vote of 66 2/3% of the votes cast in person or by proxy at the Meeting. If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

QUORUM

Quorum for the transaction of business at the Meeting, irrespective of the number of persons actually present at the Meeting, shall be one (1) person present in person being a shareholder entitled to vote at the Meeting or a duly appointed representative or proxyholder for an absent shareholder entitled to vote at the Meeting.

ELECTION OF DIRECTORS

The Articles of the Corporation provide that the number of directors of the Corporation will be a minimum of one and a maximum of 9. Under the *Canada Business Corporations Act* ("**CBCA**") all distributing companies must have a minimum of three directors. The term of office of each of the six (6) current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the CBCA, each director elected will hold office until the conclusion of the next annual meeting of the Corporation, or if no director is then elected, until a successor is elected. Shareholders will therefore be asked to consider and, if thought fit, to pass the following ordinary resolution:

> "**BE IT RESOLVED THAT** the number of directors of the Corporation to be elected at the Meeting be and is hereby fixed at six (6)."

Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote such proxies in favour of a resolution fixing the number of directors to be elected at the Meeting at six (6).

Management Nominees

The following table sets out the names of management's six nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date. **Management recommends that Shareholders vote for the nominees set forth below.**

Name, Municipality of Residence, Office and Date became a Director	Present and Principal Occupation During the Last Five Years	Common Shares Beneficially Owned Directly or Indirectly or Controlled or Directed[4]
Cameron Taylor[3] Wolseley, Saskatchewan Director November 28, 2019	Mr. Taylor is a geoscientist with over 30 years of experience in oil & gas exploration and development. Since graduating with a BSc. in Geophysics in 1988, he has worked the Williston Basin, Foothills, deep Devonian and heavy oil exploration within Canada. From November 2004 to the present, Mr. Taylor has served as a director of Pan Orient Energy, an international oil and gas exploration company with activities in Thailand, Indonesia and Canada. From September 2015 to July 2026, Mr. Taylor served as a director of Burgess Creek Exploration, a private oil company with operations focused in SE Saskatchewan. Mr. Taylor served as President and CEO of Villanova4 Oil Corp. from April 2013 to October 2014, Villanova Oil Corp. from May 2010 to April 2013 and Villanova Resources Inc. from January 2009 to May 2010. All three were private oil companies with operations focused in SE Saskatchewan.	7,576,910
David French[1] Calgary, Alberta Director April 6, 2025	Mr. French is a financial executive with over 30 years of experience. Mr. French is a Chartered Professional Accountant (CPA) and a Fellow of the Institute of Chartered Accountants in England and Wales (FCA). From September 2015 to July 2026, Mr. French was the CFO and Senior VP of Finance at Burgess Creek Exploration, a private oil company with operations focused in SE Saskatchewan and SW Manitoba.	200,000
Peter Yates[2][3] Calgary, Alberta Director February 6, 2015	Consultant/Lawyer with EnerNext Counsel since August 2017. Associate at Field LLP in the corporate/securities department from November, 2015 until August 2017. Prior thereto, Partner in the securities/corporate finance group at Dentons Canada LLP (formerly Fraser Milner Casgrain LLP) from May 2012 to October 2015. Formerly an Associate in the securities, corporate finance and mergers and acquisitions group with Heenan Blaikie LLP from 2004 to 2012.	504,999
Jeff Chisholm[3] Thailand Director August 13, 2020	Mr. Chisholm is a geoscientist with 30 years of international development and new venture evaluations experience. He has spent the last 17 years as President and CEO of Pan Orient Energy Corp. where he has managed a debt free balance sheet and returned significant capital to his shareholders.	4,336,922

Name, Municipality of Residence, Office and Date became a Director	Present and Principal Occupation During the Last Five Years	Common Shares Beneficially Owned Directly or Indirectly or Controlled or Directed[4]
Kent McDougall[1][2] Calgary, Alberta Director August 13, 2020	Mr. McDougall has over 40 years of experience in marketing and commercial arrangements within the oil and gas business. Mr. McDougall is currently an owner and President/CEO of Buffalo Rail & Infrastructure Corp., which owns midstream infrastructure and provides transloading options for customers in the commodities space. He is also the Chief Commercial Officer at Torq Energy Logistics Ltd. From August 2011 to September 2014, he worked at Goldman Sachs as Vice President, Energy Sales. From September 2007 to August 2011, he worked at Credit Suisse as Director, Fixed Income, Energy Trading and Marketing. Mr. McDougall holds a BComm. degree with a concentration in accounting from the Haskayne School of Business, University of Calgary.	3,184,000
Thomas MacInnis[1][2] Calgary, Alberta Director October 31, 2022	Mr. MacInnis is an independent businessman, currently CEO and Director of Southern Pacific Resource Corp., and a member of the advisory committee for Lex Energy Partners Funds III, IV and V. Previously Head of Financial Markets, Energy and Head of Energy Investment Banking for National Bank Financial Markets and prior thereto Managing Director of Investment Banking for Tristone Capital Inc. Mr. MacInnis holds a Bachelor of Commerce Degree from Saint Mary's University, a diploma in Petroleum Engineering from the Southern Alberta Institute of Technology, a Masters of Business Administration from the Richard Ivey School of Business at the University of Western Ontario and holds ICD.D certification from the Canadian Institute of Corporate Directors.	3,698,500

Notes:

(1) Member of the Audit Committee
(2) Member of the Compensation and Corporate Governance Committee
(3) Member of the Reserves and Environmental, Health and Safety Committee
(4) Effective as of October 22, 2026. Information regarding Common Shares beneficially owned, directly or indirectly or controlled or directed by the directors has been provided by such directors without independent verification by the Corporation.

Orders

To the knowledge of management of the Corporation, other than as disclosed herein, no director or executive officer as at the date hereof, or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation), that (a) was subject to an order that was issued while the director or executive officer 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 director or executive officer 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. For the purposes hereof, "order" means (a) a cease trade order, (b) an order similar to a cease trade order, or (c) 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.

Bankruptcies

To the knowledge of management of the Corporation, other than as disclosed herein, no director or executive officer of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control thereof, (a) is, as at the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (b) has, within the 10 years before 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 the assets of the director, executive officer or shareholder.

Mr. MacInnis was a director and the Interim Chief Executive Officer of Bellatrix Exploration Inc. ("**Bellatrix**"). On October 2, 2019, Bellatrix obtained an Initial Order under the *Companies Creditors' Arrangement Act* ("**CCAA**") from the Court of Queen's Bench of Alberta seeking a stay of proceedings and other relief provided under the CCAA (the "**CCAA Proceedings**"). On June 1, 2020, Bellatrix announced that it had completed the sale of substantially all of its assets pursuant to the CCAA Proceedings. Following full repayment of all first lien secured debt outstanding, Bellatrix exited CCAA on March 29, 2022 and Bellatrix was ultimately sold to Spartan Delta on July 7, 2022. During the period that Bellatrix was undergoing CCAA proceedings, it's shares were cease traded for failure to file financial statements.

Penalties and Sanctions

To the knowledge of management of the Corporation, no director or executive officer or shareholder holding a sufficient number of common shares to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of the Corporation will be subject to in connection with the operations of the Corporation. In particular, certain of the directors and officers of the Corporation are involved in managerial or director positions with other oil and natural gas companies whose operations may, from time to time, be in direct competition with those of the Corporation or with entities which may, from time to time, provide financing to, or make equity investments in, competitors of the Corporation. In accordance with the CBCA, directors who have a material interest or any person who is a party to a material contract or a proposed material contract with the Corporation are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Corporation. Certain of the directors of the Corporation have either other employment or other business or time restrictions placed on them and accordingly, these directors of the Corporation will only be able to devote part of their time to the affairs of the Corporation.

APPOINTMENT OF AUDITOR

Management is soliciting proxies, in the accompanying form of proxy, in favour of the appointment of the firm of KPMG LLP, Chartered Accountants, as the Corporation's auditors, to hold office until the next annual meeting of the shareholders and to authorize the directors of the Corporation to fix their remuneration as such. KPMG LLP, Chartered Accountants, were appointed as the auditors of the Corporation on April 4, 2010.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The purpose of the Corporation's audit committee is to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Corporation and its subsidiaries. It is the objective of the audit committee to

maintain a free and open means of communications among the Board, the independent auditors and the senior management of the Corporation.

The full text of the audit committee's charter is attached hereto as Schedule "A" and forms part of this Circular.

Composition of the Audit Committee

The audit committee is currently comprised of Kent McDougall, Thomas MacInnis and David French. David French is the Chairman of the audit committee. Each of the members is independent within the meaning of section 1.4 of National Instrument 52-110 *Audit Committees* ("**NI 52-110**"). Each of the members is financially literate within the meaning of section 1.6 of NI 52-110.

Relevant Education and Experience

Please refer to the individual biographies for the members of the audit committee above under the heading "Election of Directors".

Pre-Approval Policies and Procedures

The audit committee pre-approves engagements for non-audit services provided by the external auditors or their affiliates, together with estimated fees and potential issues of independence.

External Auditor Service Fees (By Category)

Year Ended	Firm	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2024	KPMG	$279,640	$85,860	$49,389	$nil
December 31, 2025	KPMG	$297,000	$82,500	$209,524	$nil

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, review of securities filings and statutory audits.

(2) "Audit Related Fees" include services that are traditionally performed by the auditor. These audit related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Exemption

The Corporation is relying on the exemption in Section 6.1 of NI 52-110.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a corporation, whose members are elected by and are accountable to the shareholders of the corporation. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of stakeholders and help to contribute to effective and efficient decision-making. Set forth below is the disclosure regarding the Corporation's corporate governance practices, as mandated by National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**").

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A "material relationship" is defined under NI 58-101 as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board facilitates its independent supervision over management by appointing an audit committee composed entirely of independent directors to conduct a quarterly review of the Corporation's financial statements and management discussion and analysis as well as requiring material transactions to be approved by the Board prior to the transaction taking place. The Board has also appointed a Compensation Committee composed entirely of independent directors to conduct reviews of the remuneration paid to the Corporation's Chief Executive Officer and other management personnel.

The independent members of the Board of the Corporation are currently Peter Yates, Kent McDougall, Tom MacInnis, Jeff Chisholm and David French.

The non-independent director is Cameron Taylor, who is an officer of the Corporation. Peter Yates, who is a consultant with EnerNext Counsel, which provides legal services to the Corporation and is remunerated for such, has been determined to be independent by the other Directors.

The Board has a majority of independent directors and therefore is in compliance with NI 58-101.

Directorships

The following current directors are also directors of the reporting issuers (or the equivalent in a foreign jurisdiction) shown in the table below:

Name	Other Directorships of Reporting Issuer	Name of Trading Market
Jeff Chisholm	CanAsia Energy Corp.	TSXV
Cameron Taylor	CanAsia Energy Corp.	TSXV
Thomas MacInnis	Journey Energy Inc.	TSX

Orientation and Continuing Education

Each new director is given an outline of the nature of the Corporation's business, its corporate strategy, and current issues within the Corporation upon joining the Board. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business and are given the opportunity to meet with counsel to the Corporation to discuss their legal obligations as directors of the Corporation.

In addition, management of the Corporation takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Corporation as a whole. The Corporation continually reviews the latest securities rules and updates of those policies. Any such changes or new requirements are then brought to the attention of the Corporation's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board considers that 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 directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors

The Corporation's management is continually in contact with individuals involved in the oil and gas exploration industry and public sector resource issuers. From these sources the Corporation has made numerous contacts and in the event that the Corporation were in a position to nominate any new directors, such individuals would be brought to the attention of the Board. The Corporation conducts the due diligence, reference and background checks on any

suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve.

Compensation

The members of the Compensation and Corporate Governance Committee are Kent McDougall, Peter Yates and Thomas MacInnis. The Compensation Committee determines the salary and benefits of the executive officers and directors of the Corporation and determines the Corporation's general compensation structure, policies and programs.

Other Committees

In addition to the Audit Committee and the Compensation and Corporate Governance Committee, the Corporation also has a Reserves and Environmental, Health and Safety Committee, which is comprised of Cameron Taylor, Jeff Chisholm and Peter Yates.

Assessments

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

DISCLOSURE ON DIVERSITY OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT UNDER THE CANADA BUSINESS CORPORATIONS ACT

The following information relates on the representation of women, Indigenous peoples (First Nations, Inuit and Métis), persons with disabilities and members of visible minorities, defined as designed groups, on the Board of Directors and senior management of the Corporation.

Diversity Policy

The Corporation's senior management and the members of its Board have diverse backgrounds and expertise and were selected on the belief that the Corporation and its shareholders would benefit from such a broad range of talent and experiences. The Board considers merit as the key requirement for board and executive appointments, and as such, it has not adopted any target number or percentage, or a range of target numbers or percentages, respecting the representation of women, Indigenous peoples, persons with disabilities, or members of visible minorities (collectively, "**members of designated groups**") on the Board or in senior management roles at this time. Due to the small size of the Board and the management team, the Board believes that the qualifications and experience of proposed new directors or executive officers should remain the primary consideration in the selection process. The Corporation has not adopted a written diversity policy and seeks to attract and maintain diversity at the executive and Board of Directors' levels informally through the recruitment efforts of management in discussion with directors prior to proposing nominees to the Board as a whole for consideration. Although the level of representation of members of designated groups is one of many factors taken into consideration in making Board and executive officer appointments, emphasis is placed on hiring or advancing the most qualified individuals. Currently, the Corporation has no women on the Board nor any executive officers who are women, representing 0% of the Board of Directors and executives, respectively. At the present time, no director is from a designated group representing 0% of the board of the Corporation. At the present time, no executive officers are from designated groups representing 0% of the executive officers of the Corporation.

COMPENSATION OF EXECUTIVE OFFICERS

Disclosure with respect to the compensation of the executive officers and directors of the Corporation is contained in Schedule "B" hereto.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Common Shares are currently listed on the TSXV and in compliance with the policies of the TSXV, at the Corporation's annual general and special meeting held on June 15, 2010, the shareholders of the Corporation approved a share option plan in which 10% of the Corporation's issued and outstanding shares were reserved for issuance (the "**Option Plan**"). This type of plan is called a "rolling" plan. The Option Plan has been established to recognize contributions made by service providers, to provide incentive to qualified parties to increase their proprietary interest

in the Corporation and thereby encourage their continuing association with the Corporation. The Corporation's Board of Directors administers the Option Plan and it is their responsibility to ensure that the provisions of the Option Plan are adhered to. Under the Option Plan, options are issued pursuant to option agreements to directors, officers, employees or consultants of the Corporation or a subsidiary of the Corporation. All options expire on a date not later than five years after the issuance of such option. As at the Record Date, there are options outstanding to purchase an aggregate of 3,741,173 Common Shares.

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2025.

Equity Compensation Plan Information

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
Equity compensation plans approved by security holders – June 15, 2010	6,760,000	$0.28	15,216,931
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	**6,760,000**	**$0.28**	**15,216,931**

The full text of the Option Plan is attached hereto as Schedule "C" and forms part of this Circular.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as described herein, no informed person (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of the Corporation which are to any substantial degree performed by a person or company other than the directors or executive officers of the Corporation.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation has purchased liability insurance for its directors and officers. The aggregate amount of premiums paid by the Corporation for the insurance for the directors and officers of the Corporation was $70,596 for the current year. There are no deductibles for any claim for the directors or officers other than a $50,000 deductible for each securities claim, each loss through employment practices liability and each claim other than a securities claim or an employment practices claim, with the exception of a $150,000 deductible for each Side C securities claim.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

1. Approval of the Special Resolution

General

At the Meeting, Shareholders will be asked to approve a special resolution relating to the Return of Capital (the "**Special Resolution**"). The Special Resolution must be passed by a majority of not less than 2/3 (66⅔ %) of the votes cast by Shareholders who vote in respect of the Special Resolution.

Background to the Special Resolution

During fiscal 2026, the Corporation completed certain dispositions that are outside of the ordinary course of business for the Corporation (the "**Sales**"). As the Corporation does not need the funds associated with same to operate its business, it made the decision to return a portion of such funds to Shareholders by way of the Return of Capital.

Following completion of the Sales, the Corporation announced on October 14, 2026 that it planned to pay a special distribution to shareholders of up to $0.05 per share, subject to shareholder and regulatory approval. The distribution is intended to be a return of capital, which is expected to be generally more tax advantageous to shareholders than a dividend. The distribution will be funded from the proceeds of the Sales. The remaining working capital is expected to be sufficient to fund the needs of the Corporation continuing business operations for the remainder of 2026 and beyond.

Details of the Special Resolution

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve the Special Resolution. The Special Resolution must be passed by a majority of not less than 2/3 (66⅔%) of the votes cast by Shareholders who vote in respect of the Special Resolution. The Special Resolution will approve the Reduction of Stated Capital for the purpose of effecting the Return of Capital.

The full text of the Special Resolution is set forth below under the heading "Special Resolution".

The CBCA allows a corporation to reduce its stated capital provided there are no reasonable grounds for believing that: (a) the corporation, is, or would after the reduction be, unable to pay its liabilities as they become due, or (b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities. The Board has concluded that the Corporation satisfies those tests.

If the Special Resolution is approved, the stated capital account maintained by the Corporation in respect of the Common Shares will be reduced by an amount equal to up to $0.05 multiplied by the number of Common Shares issued and outstanding. The aggregate amount of the Reduction of Stated Capital could potentially be up to $10.4 million, based on the number of Common Shares issued and outstanding as at the date of this Information Circular and the Corporation's expectation that few, if any, additional Common Shares will be issued before the effective date of the Reduction of Stated Capital.

Implementation of the Return of Capital

If the Special Resolution is approved by Shareholders at the Meeting, the Board intends to fix the record date for the purpose of determining Shareholders entitled to receive the Return of Capital. While the Corporation is seeking approval for a Return of Capital of up to $0.05 per Common Share, the Corporation only intends to pay an amount of $0.03 per Common Share upon the receipt of Shareholder approval of the Special Resolution and will consider additional distributions to Shareholders thereafter.

The Corporation anticipates the Return of Capital Record Date will be on or about December 4, 2026. Shareholders will receive payment shortly thereafter. If the Return of Capital Record Date is December 4, 2026, the Corporation expects that the Common Shares will commence trading "ex-distribution" on December 4, 2026.

Effect of the Return of Capital

The aggregate amount of the Return of Capital is expected to be approximately $10.4 million. The Return of Capital will be funded from the proceeds of the Sales. The Corporation believes that the Return of Capital is an appropriate

use of its financial resources following completion of the Sales, to rebalance its capital structure. The Corporation's remaining working capital is expected to be sufficient to fund the needs of the Corporation's continuing business operations for the remainder of 2026 and beyond.

For a description of the principal Canadian federal income tax considerations applicable to Shareholders in connection with the Return of Capital, see *"Certain Canadian Federal Income Tax Considerations"*.

Recommendation

The Board has unanimously determined that the Return of Capital is in the best interests of the Corporation and unanimously recommends that Shareholders vote in favour of the Special Resolution at the Meeting.

In reaching its conclusion and recommendation the Board considered, among others, the following factors: (i) information concerning the financial condition, results of operations, business plans and prospects of the Corporation both before and after giving effect to the Sales; (ii) the advice and assistance of the Corporation's management in evaluating the Sales; (iii) the opportunity provided by the Return of Capital for all Shareholders to share on a *pro rata* basis in a portion of the proceeds from the Sales; and (iv) the tax effective structure of the Return of Capital.

The foregoing discussion of the information and factors considered by the Board is not intended to be exhaustive. In determining that the Return of Capital is in the best interests of the Corporation and recommending that Shareholders vote in favour of the Special Resolution, the Board did not assign any relative or specific weights to the factors which were considered, and individual directors may have given differing weights to different factors.

Special Resolution

The Special Resolution, the full text of which is reproduced below, must be passed by a majority of not less than 2/3 (66⅔%) of the votes cast by Shareholders present in person or voting by proxy at the Meeting. Each Shareholder of record on the Record Date will be entitled to one vote per Share held for the purpose of voting upon the Special Resolution. The text of the Special Resolution may be amended at the Meeting if the amendments correct manifest errors or are not material.

> "**RESOLVED,** as a special resolution of the holders of common shares of ROK Resources Inc. (the "**Corporation**"), that:
>
> 1. the stated capital account maintained by the Corporation in respect of its common shares be reduced pursuant to subsection 38(1) of the *Canada Business Corporations Act* (the "**CBCA**") by an amount equal up to $0.05 multiplied by the number of common shares issued and outstanding (the "**Reduction of Stated Capital**"), for the purpose of effecting a special distribution to holders of common shares of up to $0.05 per common share as a return of capital (the "**Return of Capital**");
>
> 2. the directors of the Corporation be authorized to fix the effective date of the Reduction of Stated Capital and fix the record date for the purpose of determining holders of Common Shares entitled to receive the Return of Capital;
>
> 3. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute, or cause to be executed, whether under the corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such other documents and instruments, and to do or cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to carry out the intent of this special resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and
>
> 4. notwithstanding the foregoing, the directors of the Corporation are authorized to revoke this special resolution and not proceed with matters herein authorized, without further approval of the shareholders of the Corporation."

Recommendation of the Board

The persons designated in the enclosed Proxy, unless instructed otherwise, intend to vote to approve the Special Resolution.

2. Approval of the Share Option Plan of the Corporation

The TSXV requires that each corporation listed on the TSXV have a share option plan if the corporation grants options to its optionees. At the Corporation's annual general and special meeting held on June 15, 2010, shareholders approved the Option Plan pursuant to which options for Common Shares may be granted, subject to shareholder and regulatory approval. The maximum number of options that may be granted to optionees under the Option Plan shall not exceed 10% of the issued and outstanding Common Shares at the date an option was granted, at the discretion of the Board. At the Meeting, the Corporation is asking the shareholders to approve the existing Option Plan, as recently amended to correct certain minor deficiencies and bring it in line with TSXV policies and to update the name of the Corporation from it's predecessor name. References herein to "Option Plan" refer to the previously approved share option plan of the Corporation, with such amendments as referenced therein.

As of the Record Date, options to purchase 3,741,173 Common Shares were outstanding.

Pursuant to the current policies of the TSXV a "rolling" plan, such as the Option Plan, requires shareholder approval every year. In addition, certain amendments to the options are permitted if the specific ability to amend the option is contained in the share option plan approved by shareholders.

Details of the Plan

The Corporation may issue Options pursuant to the Option Plan to Service Providers, being defined in the Option Plan as Persons who are bona fide Directors, Officers, Employees, Management Company Employees, Consultants or Company Consultants (as such terms are defined in the Option Plan), including a company, 100% of the share capital of which is beneficially owned by one or more Service Providers. Service Providers that are not individuals are required to undertake in writing not to effect or permit any transfer of ownership or option of any of its securities, or to issue more of its securities (so as to indirectly transfer the benefits of an Option), as long as such Option remains outstanding, unless the written permission of the TSXV and the Corporation is obtained.

The maximum aggregate number of Common Shares that may be reserved for issuance under the Option Plan at any point in time is 10% of the outstanding Common Shares at the time Common Shares are reserved for issuance as a result of the grant of an Option, less any Common Shares reserved for issuance under share options granted under share compensation arrangements other than the Option Plan.

The following restrictions on issuances of Options are applicable under the Option Plan:

(a) no Service Provider can be granted an Option if that Option would result in the total number of Options, together with all other share compensation arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the outstanding Common Shares (unless the Corporation has obtained disinterested shareholder approval to do so);

(b) no Options can be granted under the Option Plan if the Corporation is on notice from the TSXV to transfer its listed shares to the NEX;

(c) the aggregate number of Options granted to Service Providers conducting Investor Relations Activities (as defined by TSXV policies) in any 12-month period cannot exceed 2% of the outstanding Common Shares, calculated at the time of grant, without the prior consent of the TSXV; and

(d) the aggregate number of Options granted to any one Consultant in any 12-month period cannot exceed 2% of the outstanding Common Shares, calculated at the time of grant, without the prior consent of the TSXV.

The Exercise Price of an Option will be set by the Board of Directors of the Corporation at the time such Option is allocated under the Option Plan, and cannot be less than the Discounted Market Price (as defined by applicable TSXV policies). An Option can be exercisable for a maximum of 5 years from the effective date of the grant of such Option.

No Option may be exercised after the Service Provider has left his employ/office or has been advised by the Corporation that his services are no longer required or his service contract has expired, except as follows:

(a) in the case of the death of an optionee, any vested Option held by him at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one (1) year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such Option;

(b) an Option granted to any Director, Employee or Service Provider will expire 90 days (or such other time not to exceed one (1) year as shall be determined by the Board of Directors of the Corporation as at the date of grant or agreed to by the Board and the optionee at any times prior to the expiry of the Option) after the date the optionee ceases to be employed by or provide services to the Corporation, but only to the extent that such Option has vested at the date the optionee ceased to be so employed by or to provide services to the Corporation; and

(c) in the case of an optionee being dismissed from employment or service for cause, such optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

Recommendation

The Corporation is of the view that the Option Plan provides the Corporation with the flexibility necessary to attract and maintain the services of senior executives and other employees in competition with other businesses in the industry.

The Board recommends that shareholders vote in favour of the re-approval of the Option Plan.

Shareholder Approval

The Option Plan requires yearly shareholder approval by ordinary resolution. An ordinary resolution is a resolution passed by the shareholders of the Corporation at a general meeting by a simple majority of the votes cast in person or by proxy.

At the Meeting, shareholders will be asked to vote on the following resolution, with or without variation:

> "**BE IT RESOLVED THAT** the form of share option plan attached to the Management Proxy Circular dated October 22, 2026 as Schedule "C" is hereby approved, with such changes as any one director or officer of the Corporation may deem necessary to comply with applicable regulatory requirements.
>
> Any one director or officer of the Corporation is hereby authorized to execute and deliver, under corporate seal of the Corporation or otherwise, any documents, agreements or other writings, and to take and complete all other acts and things that are necessary or desirable in connection with the approval of the Share Option Plan or the issuance of share options pursuant to such plan."

Recommendation of the Board

The persons designated in the enclosed Proxy, unless instructed otherwise, intend to vote to approve the Option Plan. A full copy of the Option Plan is attached to this Management Proxy Circular as Schedule "C".

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In Management's opinion, the following summary, as at the date of this Circular, fairly presents the principal Canadian federal income tax considerations generally applicable to Shareholders who are paid the Return of Capital from the Corporation, and who, for the purposes of the *Income Tax Act* (Canada) (the "***Tax Act***"), deal at arm's length and are not affiliated with the Corporation and hold their Common Shares as capital property.

The Common Shares generally will constitute capital property to a Shareholder unless any such Common Shares are held in the course of carrying on a business of trading or dealing in Common Shares or otherwise as part of a business of buying and selling securities or such Shareholder has acquired such Common Shares in a transaction or transactions

considered to be an adventure or concern in the nature of trade. Shareholders who do not hold their Common Shares as capital property should consult their own tax advisors regarding their particular circumstances.

This summary is not applicable to Shareholders that are financial institutions for purposes of the mark-to-market provisions of the *Tax Act*. This summary also is not applicable to Shareholders an interest in which would be a "tax shelter investment" (as defined in the *Tax Act*) and any such Shareholders should consult their own tax advisors with respect to the Canadian federal income tax considerations of the Return of Capital that are applicable to such Shareholders.

This summary is based on the enacted provisions of the *Tax Act*, current published administrative practices and assessing policies of the Canada Revenue Agency (the "**CRA**"), and all specific proposals to amend the *Tax Act* publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**"). Except for the Tax Proposals, this summary does not take into account or anticipate any changes in the law whether by legislative, regulatory, administrative or judicial action, nor does it take into account other federal tax legislation or provincial, territorial or foreign tax considerations, which may differ significantly from the Canadian federal income tax considerations described in this summary. No advance income tax ruling has been sought or obtained from CRA to confirm the tax consequences of the Return of Capital to the Shareholders.

This summary does not address tax matters of any jurisdiction outside of Canada and Shareholders who are not resident in Canada under the laws of a country other than Canada, or who are citizens of a country other than Canada, or who otherwise may be subject to tax in a jurisdiction other than Canada, should consult their own tax advisors with respect to non-Canadian tax matters.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal, business or tax advice to any particular Shareholder. No representations with respect to any tax consequences and considerations to any particular Shareholder are made. This summary is not exhaustive of all Canadian federal or provincial income tax considerations. The tax consequences and considerations to any particular Shareholder will depend on a variety of factors, including the Shareholder's own particular circumstances. Shareholders should consult their own tax advisor regarding the tax consequences and considerations applicable to them of the Return of Capital and should not rely on this summary to determine their applicable tax consequence.

Subsection 84(4.1)

This summary is based upon the assumption that the amount that will be paid by the Corporation to the Shareholders on the Return of Capital on the Common Shares will not exceed the paid-up capital for the purposes of the *Tax Act* of such shares. Management is of the view that the amount of the Return of Capital will be less than the paid-up capital of the Common Shares.

Subsection 84(4.1) of the *Tax Act* generally deems an amount paid by a public corporation on a reduction of the paid-up capital of a class of its shares to be a dividend, subject to certain exceptions. In particular, subsection 84(4.1) will not apply to deem an amount paid on a reduction of paid-up capital to be a dividend where the amount may reasonably be considered to be derived from proceeds of disposition realized by the public corporation from a transaction that occurred outside the ordinary course of the relevant business of the corporation and within the twenty-four (24) month period preceding the payment, provided that no amount that may reasonably be considered to be derived from the proceeds was paid by the corporation on a previous reduction of paid-up capital.

Based on the facts and assumptions described herein, Management is of the view that the Return of Capital:

(a) may reasonably be considered to be derived from proceeds of disposition realized from a transaction in 2026 involving the sale of certain non-core assets;

(b) the transaction occurred outside the ordinary course of the business of the Corporation, which has been petroleum and natural gas exploration and development in Saskatchewan and Alberta;

(c) the transaction occurred within the 24-month period preceding the Return of Capital; and

(d) no amount that may reasonably be considered to be derived from those proceeds was previously paid on a reduction of paid-up capital.

Accordingly, the exception should apply and the Return of Capital should not be deemed to be a dividend pursuant to subsection 84(4.1) of the *Tax Act*.

Resident Shareholders

This portion of the summary is applicable to Shareholders who, at all relevant times and for the purposes of the *Tax Act*, are or are deemed to be residents of Canada (each, a "**Resident Shareholder**").

The amount received by a Resident Shareholder on the Return of Capital must be deducted in computing the adjusted cost base to a Resident Shareholder of such Resident Shareholder's Common Shares. If the amount so required to be deducted from the adjusted cost base of the Common Shares to a particular Resident Shareholder exceeds the adjusted cost base of such shares to such Resident Shareholder, the excess will be deemed to be a capital gain of such Resident Shareholder from a disposition of Common Shares.

A capital gain realized by a Resident Shareholder who is an individual may give rise to a liability for minimum tax. A Resident Shareholder that is throughout the year a Canadian-controlled private corporation (as defined in the *Tax Act*) may be liable to pay an additional refundable tax of 10 2/3% under subsection 123.3 of the *Tax Act*, on certain investment income, including taxable capital gains.

Non-Resident Shareholders

This portion of the summary is applicable to Shareholders who, at all relevant times and for the purposes of the *Tax Act*, are not and are not deemed to be residents of Canada (each, a "**Non-Resident Shareholder**").

The amount received by a Non-Resident Shareholder on the Return of Capital must be deducted in computing the adjusted cost base to a Non-Resident Shareholder of such Non-Resident Shareholder's Common Shares. If the amount so required to be deducted from the adjusted cost base of the Common Shares to a particular Non-Resident Shareholder exceeds the adjusted cost base of such shares to such Non-Resident Shareholder, the excess will be deemed to be a capital gain of such Non-Resident Shareholder from a disposition of the Common Shares.

A Non-Resident Shareholder will not be subject to Canadian income tax under the *Tax Act* on any capital gain realized on any deemed disposition of Common Shares that results from the Return of Capital unless such Common Shares constitute "taxable Canadian property" (as defined by the *Tax Act*) to the Non-Resident Shareholder. With respect to the Common Shares, provided such shares are listed on a "designated stock exchange" (as defined in the *Tax Act* and which currently includes the Toronto Stock Exchange) at the time of the Return of Capital, the Common Shares generally will not be taxable Canadian property to the Non-Resident Shareholder unless:

(a) at any time during the 60-month period immediately preceding the Return of Capital, the Non-Resident Shareholder and/or persons with whom the Non-Resident Shareholder did not deal at arm's length, held 25% or more of the issued shares of any class of the Corporation's capital stock and more than 50% of the fair market value of the shares was derived from certain real or immovable property in Canada and Canadian resource properties; or

(b) the Common Shares are used by the Non-Resident Shareholder in carrying on business in Canada.

Where Common Shares represent taxable Canadian property to a Non-Resident Shareholder, any capital gains realized on any deemed disposition of the Shares resulting from the Return of Capital will be subject to taxation in Canada, except as otherwise provided in any tax treaty between Canada and the country in which the Non-Resident Shareholder is resident.

Non-Resident Shareholders whose Common Shares are or may be taxable Canadian property should consult their own tax advisor regarding the tax consequences and considerations applicable to them of the Return of Capital.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on www.sedarplus.ca. Financial information is provided in the Corporation's consolidated financial statements and management discussion and analysis ("**MD&A**") for its most recently completed financial year. The Corporation will provide to any person or company, upon request to Peter Yates, director and Corporate Secretary of the Corporation by phone at (403) 540-9104 or by e-mail at

peter.yates@enernext.ca, one copy of any of the consolidated financial statements and accompanying MD&A of the Corporation filed with the applicable securities regulatory authorities for the Corporation's most recently completed financial year for which such financial statements have been issued, together with the report of the auditor, related management's discussion and analysis and any interim financial statements of the Corporation filed with the applicable securities regulatory authorities.

Copies of the above documents will be provided, upon request, free of charge to security holders of the Corporation. The Corporation may require the payment of a reasonable charge from any person or company who is not a security holder of the Corporation, who requests a copy of any such document. The foregoing documents are also available on www.sedarplus.ca.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Circular.

DIRECTORS' APPROVAL

The contents of this Circular and its distribution to shareholders have been approved by the Board of the Corporation. The directors and officers of the Corporation have indicated their intention to vote their Common Shares in favour of all matters to be considered by Shareholders at the Meeting.

SCHEDULE "A"

ROK RESOURCES INC.
MANDATE OF THE AUDIT COMMITTEE

Role and Objective

The Audit Committee (the "**Committee**") is a committee of the Board of Directors of ROK Resources Inc. ("**ROK**" or the "**Company**") to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for Board of Director approval, the audited financial statements and other mandatory disclosure releases containing financial information. The objectives of the Committee are as follows:

To assist Directors to meet their responsibilities in respect of the preparation and disclosure of the financial statements and related matters.

To provide better communication between directors and external auditors.

To ensure the external auditors' independence.

To increase the credibility and objectivity of financial reports.

To strengthen the role of the outside directors by facilitating in-depth discussions between directors on the Committee, management and external auditors.

Mandate and Responsibilities of Committee

It is the responsibility of the Committee to satisfy itself on behalf of the Board with respect to ROK's internal control systems, including in particular relating to derivative instruments, identifying, monitoring and mitigating business risks and ensuring compliance with legal and regulatory requirements.

It is a primary responsibility of the Committee to review the annual and quarterly financial statements prior to their submission to the Board of Directors for approval. The process should include but not be limited to:

- reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
- reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
- reviewing accounting treatment of unusual or non-recurring transactions;
- ascertaining compliance with covenants under any loan agreements;
- reviewing financial reporting relating to asset retirement obligations;
- reviewing disclosure requirements for commitments and contingencies;
- reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
- reviewing unresolved differences between management and the external auditors;
- obtain explanations of significant variances with comparative reporting periods; and
- determine through inquiry if there are any related party transactions and ensure the nature and extent of such transactions are properly disclosed.

The Committee is to review the financial statements and related information included in prospectuses, management discussion and analysis (MD&A), information circular-proxy statements and annual information forms (AIF), prior to Board approval.

With respect to the appointment of external auditors by the Board, the Committee shall:

- be directly responsible for overseeing the work of the external auditors engaged for the purpose of issuing an auditors' report or performing other audit, review or attest services for ROK, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- review management's recommendation for the appointment of external auditors and recommend to the Board appointment of external auditors and the compensation of the external auditors;
- review the terms of engagement of the external auditors, including the appropriateness and reasonableness of the auditors' fees; when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and
- review and approve any non-audit services to be provided by the external auditors' firm and consider the impact on the independence of the auditors.

Review with external auditors (and internal auditor if one is appointed by ROK) their assessment of the internal controls of ROK, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses.

The Committee shall also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of ROK and its subsidiaries.

Review all public disclosure containing audited or unaudited financial information before release.

Review financial reporting relating to risk exposure.

Satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information from the Company's financial statements and periodically assess the adequacy of those procedures.

Establish procedures for:

- the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Review any other matters that the Audit Committee feels are important to its mandate or that the Board chooses to delegate to it.

Undertake annually a review of this mandate and make recommendations to the Board of Directors as to proposed changes.

Composition

This Committee shall be composed of at least three individuals appointed by the Board from amongst its members, all of which members will be independent (within the meaning of Multilateral Instrument 52-110 Audit Committees) unless the Board determines to rely on an exemption in NI 52-110. "Independent" generally means free from any business or other direct or indirect material relationship with ROK that could, in the view of the Board of Directors, reasonably interfere with the exercise of the member's independent judgment.

The Secretary to the Board shall act as Secretary of the Committee.

A quorum shall be a majority of the members of the Committee.

All of the members must be financially literate within the meaning of NI 52-110 unless the Board has determined to rely on an exemption in NI 52-110. Being "financially literate" means members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements.

Meetings

The Committee shall meet at least four times per year and/or as deemed appropriate by the Committee Chair.

The Committee shall meet not less than quarterly with the auditors, independent of the presence of management.

Agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.

Minutes of each meeting shall be prepared by the Secretary to the Committee.

The Chief Executive Officer and the Chief Financial Officer or their designates shall be available to attend at all meetings of the Committee upon the invitation of the Committee.

The Controller, Treasurer and such other staff as appropriate to provide information to the Committee shall attend meetings upon invitation by the Committee.

Reporting / Authority

Following each meeting, in addition to a verbal report, the Committee will report to the Board by way of providing copies of the minutes of such Committee meeting at the next Board meeting after a meeting is held (these may still be in draft form).

Supporting schedules and information reviewed by the Committee shall be available for examination by any director.

The Committee shall have the authority to investigate any financial activity of the Company and to communicate directly with the external auditors. All employees are to co-operate as requested by the Committee.

The Committee may retain, and set and pay the compensation for, persons having special expertise and/or obtain independent professional advice to assist in fulfilling its duties and responsibilities at the expense of ROK.

SCHEDULE "B"
COMPENSATION OF EXECUTIVE OFFICERS

The Corporation has a compensation committee (the "**Compensation Committee**") comprised of Kent McDougall, Peter Yates and Thomas MacInnis. The Compensation Committee utilizes several different resources identified by management and approved by the Compensation Committee in reviewing elements of executive compensation and making compensation decisions. However, the Compensation Committee's results are ultimately an exercise of business judgment and discretion rather than purely formulaic performance measures. The design of each compensation element and 2025 pay decisions are described further in the sections that follow.

The objectives of the Corporation's compensation program are as follows: (i) to attract and retain the best talent available in the energy sector to the Corporation; (ii) to align the short-term and long-term behaviour of senior management with the interests of Shareholders; and (iii) to motivate senior management by rewarding both individual and corporate performance. The Corporation's compensation program is designed to reward the chief executive officer, chief financial officer and other senior employees of the Corporation.

In this Circular, Named Executive Officer ("**NEO**") means each Chief Executive Officer, each Chief Financial Officer and each of the three most highly compensated executive officers, other than each Chief Executive Officer and Chief Financial Officer, or each individual who would be a NEO but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity at the end of the most recently completed fiscal year and whose total salary and bonus exceeds $150,000. For the financial year ended December 31, 2025, the Named Executive Officers were Cam Tayor, the Executive Chairman of the Corporation (the "**Chairman**"), Bryden Wright, President and Chief Executive Officer of the Corporation (the "**CEO**"); Lynn Chapman, Chief Financial Officer of the Corporation (the "**CFO**"); and Jared Lukomski, Senior Vice-President, Land and Business Development of the Corporation (the "**VPL**").

The Compensation Committee's primary focus in 2025 was to set levels of compensation for the NEO and other members of management (collectively, the "**Management**") that properly recognized and rewarded the role of the Management in the operations of the Corporation, while providing a base package of incentives to future performance. In doing so, the Compensation Committee employed three forms of compensation: base salary, cash bonus and the grant of RSUs. The relative role of each in the 2025 compensation of the Management is described below.

Base salary provides an immediate cash incentive for the Corporation's executive officers. The base salaries are recommended by the Compensation Committee after an internal analysis of the Corporation's industry peers. The Compensation Committee reviews the base salaries of Management at least annually. In recommending an adjustment in the base salaries to the Board, the Compensation Committee considered an internal analysis of the base salaries paid by industry peers with similar production or cash flow profiles and the scope and complexity of the duties of the Named Executive Officers in light of the Corporation's activities. Effective April 1, 2025, the Chaiman received a salary of $150,000 per annum, the CEO received a salary of $260,000 per annum, the CFO received a salary of $200,000 per annum, and the VPL received a salary of $230,000 per annum.

Bonuses are intended to reward performance by the Corporation's executive officers in the achievement of the Corporation's strategic goals and objectives. The Corporation paid bonuses to the Management of the Corporation for the 2025 year as follows: the Chairman received a bonus of $30,000, the CEO received a bonus of $45,000, the CFO received a bonus of $35,000, and the VPL received a bonus of $45,000. Bonuses are typically recommended by the Compensation Committee based on its assessment of the contributions of Management. The Compensation Committee also typically considers performance parameters established by the Corporation which include traditional industry measures.

Grants of Options under the Plan are intended to provide the Corporation's executive officers with long term incentive to increase shareholder value. During the 2025 fiscal year, no Options were granted by the Corporation to the Management or members of the Board of Directors. Conversely, in light of the Corporation's new RSU Plan (as defined below), Management agreed to forfeit all previously granted Options. As a result, members of Management forfeited 8,550,000 Options from previous Option grants.

Grants under the RSU Plan are intended to also provide the Corporation's executive officers with long term incentive to increase shareholder value. The Corporation granted RSU's to the Management of the Corporation for the 2025 year as follows: the Chairman received no RSUs in his executive capacity, the CEO received 1,000,000 RSUs, the CFO received 600,000 RSUs, and the VPL received 800,000 RSUs.

In determining the 2025 compensation of the Management, the Compensation Committee followed a relatively simple process, primarily involving discussion among Compensation Committee members and the executive officers of the Corporation as to appropriate compensation, as well as internal surveys of the compensation paid by the Corporation's peers and data within the Mercer Total Compensation Survey for the Energy Sector.

Compensation paid to the NEOs during the Corporation's three most recently completed financial years:

Name and principal position	Year	Salary ($)	Option-based awards[(1)] ($)	Share-based awards[(2)] ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation[(3)] ($)	Total compensation ($)
Cam Taylor Chairman	2025	175,000	Nil	Nil	Nil	Nil	30,000	205,000
	2024	250,000	Nil	Nil	Nil	Nil	40,000	290,000
	2023	250,000	Nil	Nil	Nil	Nil	55,000	305,000
Bryden Wright COO	2025	255,000	Nil	Nil	Nil	Nil	45,000	300,000
	2024	240,000	Nil	Nil	Nil	Nil	50,000	290,000
	2023	223,333	Nil	Nil	Nil	Nil	65,000	288,333
Lynn Chapman CFO	2025	200,000	Nil	Nil	Nil	Nil	35,000	235,000
	2024	193,750	Nil	Nil	Nil	Nil	40,000	233,750
	2023	175,000	Nil	Nil	Nil	Nil	50,000	225,000
Jared Lukomski VPL	2025	223,750	Nil	Nil	Nil	Nil	45,000	268,750
	2024	205,000	Nil	Nil	Nil	Nil	50,000	255,000
	2023	205,000	Nil	Nil	Nil	Nil	65,000	270,000

Notes:

(1) Option based awards amounts do not represent cash received. They represent the theoretical value ascribed to options granted to the NEO during the period, which is determined using the Black-Scholes model with various assumptions made at the time of grant relating to share volatility and discount interest rates.

(2) Represents the cash payout of vested RSUs that were redeemed in the calendar year.

(3) All other compensation includes bonuses, certain employment benefits provided by the Corporation, and any severance amounts paid upon termination of employment with the Corporation.

Long-Term Incentive Plan Awards

Long term incentive plan awards ("**LTIP**") means "a plan providing compensation intended to motivate performance over a period greater than one financial year". LTIPs do not include option or stock appreciation rights plans or plans for compensation through shares or units that are subject to restrictions on resale.

Effective June 25, 2025, the Board of Directors approved a new Restricted Share Unit Plan ("**RSU Plan**") as an additional form of long-term incentive compensation which allows the Board to grant Restricted Share Units ("**RSUs**") to directors, officers, employees and consultants of the Corporation. At the time of redemption of RSUs granted, a cash payment equal to the fair market value of each redeemed RSU is to be paid to the RSU holders. The fair market value is determined based the volume weighted average trading price per Common Share of the Corporation on the TSXV for the last five trading days ending immediately before the redemption date.

For RSUs granted to non-directors, one-third of the granted RSUs will vest on each of the first, second and third years following the date of grant, unless otherwise determined by the Board of Directors of the Corporation. RSUs granted to directors vest immediately but are not redeemable until the holder ceases to be a director of the Corporation.

Stock Appreciation Rights

Stock appreciation rights ("**SARs**") means a right, granted by the Corporation or any of its subsidiaries as compensation for services rendered or in connection with office or employment, to receive a payment of cash or an issue or transfer of common shares based wholly or in part on changes in the trading price of the Corporation's Shares. No SARs were granted to, or exercised by, any NEO or any directors during the most recently completed financial year.

Compensation Governance

The Corporation has a Compensation Committee that determines the compensation of the directors and executive officers of the Corporation. For details concerning the composition of the Compensation Committee and the responsibilities, powers and operation of the Compensation Committee, see above under the heading "Corporate Governance - Compensation." The Compensation Committee is chaired by Kent McDougall with Peter Yates and Thomas MacInnis as the other members of the Committee. All members of the Compensation Committee are independent within the meaning of NI 52-110. Please refer to the individual biographies for the members of the Compensation Committee above under the heading "Directors and Officers of the Corporation" for a description of the skills and experience of each member of the Compensation Committee as it relates to their ability to make decisions as to the suitability of the Corporation's compensation policies and practices.

Incentive Plan Awards During the Most Recently Completed Financial Year

Option-Based Awards and Share-Based Awards

No Options were granted to, or exercised by, any NEO during the most recently completed financial year. Furthermore, as at the end of the most recently completed financial year, no Options were outstanding for any NEO of the Corporation.

During the most recently completed financial year, 2,400,000 RSUs were granted to NEOs of the Corporation. No RSUs were vested and redeemed, resulting in all 2,400,000 RSUs remaining outstanding as of the most recently completed financial year.

Outstanding Option-Based Awards and Share-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth for each NEO all awards outstanding at the end of the most recently completed financial year, 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 ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($)**	**Number of shares or units of shares that have not vested[1][3] (#)**	**Market or payout value of share-based awards that have not vested[2] ($)**
Cam Taylor, Chairman	Nil	Nil	N/A	Nil	Nil	Nil
Bryden Wright, CEO	Nil	Nil	N/A	Nil	1,000,000	230,000
Lynn Chapman, CFO	Nil	Nil	N/A	Nil	600,000	138,000
Jared Lukomski, VPL	Nil	Nil	N/A	Nil	800,000	184,000

Notes:

(1) Represents cumulative balance of RSU grants that have not vested.

(2) Based on the closing price of the shares as at December 29, 2025, which was $0.23 per share. The Corporation uses this methodology as it is a commonly recognized means of calculating a meaningful and reasonable estimate of fair value. The actual value of RSU awards can fluctuate significantly from the utilized fair value method of valuation and the eventual cash payout as RSUs vest as a result of changes in the trading price of the Common Shares.

(3) In May 2026, a further 1,538,460 RSUs were granted to NEOs. Complete information regarding this RSU grant will be provided in a future management information circular presenting disclosures pertaining to the completed 2026 financial year.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table (presented in accordance with Form 51-102F6) sets forth details of the value vested or earned during the most recently completed financial year for each incentive plan award.

Name	Option-based awards - Value vested during the year[1] ($)	Share-based awards - Value vested during the year[2] ($)	Non-equity incentive plan compensation - Value earned during the year ($)
Cam Taylor, Chairman	Nil	Nil	Nil
Bryden Wright, CEO	Nil	Nil	Nil
Lynn Chapman, CFO	Nil	Nil	Nil
Jared Lukomski, VPL	Nil	Nil	Nil

Notes:
(1) Represents the difference between the market price of the share and the exercise price on the date of vesting.
(2) Represents the cash payout of vested RSUs that were redeemed in the calendar year.

Director Compensation

The following table (presented in accordance with Form 51-102F6) sets out all amounts of compensation provided to the directors for the Corporation's most recently completed financial year:

Name	Fees Earned ($)	Share-Based Awards ($)	Option-Based Awards[1] ($)	Non-Equity Incentive Plan Compensation[2] ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
David Hergenhein[3]	10,000	Nil	Nil	Nil	Nil	Nil	10,000
David French[4]	35,000	Nil	Nil	Nil	Nil	Nil	35,000
Peter Yates	35,000	Nil	Nil	Nil	Nil	Nil	35,000
Kent McDougall	36,250	Nil	Nil	Nil	Nil	Nil	36,250
Jeff Chisholm	40,000	Nil	Nil	Nil	Nil	Nil	40,000
Tom MacInnis	38,750	Nil	Nil	Nil	Nil	Nil	38,750

Notes:
(1) Option based awards amounts do not represent cash received. They represent the theoretical value ascribed to options granted to the NEO during the period, which is determined using the Black-Scholes model with various assumptions made at the time of grant relating to share volatility and discount interest rates.
(2) Represents the cash payout of vested RSUs that were redeemed in the calendar year.
(3) Mr. Hergenhein resigned as a director of the Corporation as of April 10, 2025.
(4) Mr. French was appointed as a director of the Corporation as of April 10, 2025.

During the 2025 fiscal year, no Options were granted by the Corporation to members of the Board of Directors. Conversely, in light of the Corporation**'**s new RSU Plan, members of the Board agreed to forfeit all previously granted Options. As a result, members of the Board forfeited 3,360,000 Options from previous Option grants. The Corporation granted 2,000,000 RSU**'**s to members of the Board for the 2025 year.

Option-Based Awards and Share-Based Awards

No Options were granted to, or exercised by, any director during the most recently completed financial year. Conversely, in light of the Corporation's new RSU Plan, members of the Board agreed to forfeit all previously granted

Options. As a result, members of the Board forfeited 3,360,000 Options from previous Option grants. As at the end of the most recently completed financial year, no Options were outstanding for any director of the Corporation.

During the most recently completed financial year, 2,000,000 RSUs were granted to directors of the Corporation. No RSUs were vested and redeemed, resulting in all 2,000,000 RSUs remaining outstanding as of the most recently completed financial year.

Outstanding Option-Based Awards and Share-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth for each NEO all awards outstanding at the end of the most recently completed financial year, 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 ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($)**	**Number of shares or units of shares that have not vested[(1)(3)] (#)**	**Market or payout value of share-based awards that have not vested[(2)] ($)**
Cam Taylor	Nil	Nil	N/A	Nil	600,000	138,000
David French	Nil	Nil	N/A	Nil	200,000	46,000
Peter Yates	Nil	Nil	N/A	Nil	300,000	69,000
Kent McDougall	Nil	Nil	N/A	Nil	300,000	69,000
Jeff Chisholm	Nil	Nil	N/A	Nil	300,000	69,000
Tom MacInnis	Nil	Nil	N/A	Nil	300,000	69,000

Notes:

(1) Represents cumulative balance of RSU grants that have not vested.

(2) Based on the closing price of the shares as at December 29, 2025, which was $0.23 per share, representing RSU cash payouts in the event each director had resigned as of the end of the most recently completed financial year. The Corporation uses this methodology as it is a commonly recognized means of calculating a meaningful and reasonable estimate of fair value. The actual value of RSU awards can fluctuate significantly from the utilized fair value method of valuation and the eventual cash payout as RSUs vest as a result of changes in the trading price of the Common Shares.

(3) In May 2026, a further 769,230 RSUs were granted to directors of the Corporation. Complete information regarding this RSU grant will be provided in a future management information circular presenting disclosures pertaining to the completed 2026 financial year.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table (presented in accordance with Form 51-102F6) sets out details of the value vested or earned by each director during the most recently completed financial year for each incentive plan award.

Name	**Option-based awards - Value vested during the year[(1)] ($)**	**Share-based awards - Value vested during the year ($)**	**Non-equity incentive plan compensation - Value earned during the year[(2)] ($)**
David French	Nil	Nil	Nil
Peter Yates	Nil	Nil	Nil
Kent McDougall	Nil	Nil	Nil
Jeff Chisholm	Nil	Nil	Nil
Tom MacInnis	Nil	Nil	Nil

Notes:

(1) Represents the difference between the market price of the share and the exercise price on the date of vesting.

(2) Represents the cash payout of vested RSUs that were redeemed in the calendar year.

Termination of Employment, Change in Responsibilities and Employment Contracts

Cam Taylor entered into a full-time executive employment agreement with the Corporation to be President and Chief Executive Officer of the Corporation effective as of November 28, 2019. Effective as of April 1, 2025, Mr. Taylor stepped down as Chief Executive Officer but maintains appointment as Executive Chairman and receives an annual salary of $150,000 and four weeks paid vacation per year. Bryden Wright entered into a full-time executive employment agreement with the Corporation to be Vice President, Engineering of the Corporation effective as of November 28, 2019 (subsequently promoted to President and Chief Operating Officer). Effective as of April 1, 2025, Mr. Wright was appointed as President and Chief Executive Officer and receives an annual salary of $260,000 and four weeks paid vacation per year. Lynn Chapman entered into a full-time executive employment agreement with the Corporation to be Vice President, Finance and Chief Financial Officer of the Corporation effective as of January 27, 2016. Effective as of April 1, 2024, Mr. Chapman receives an annual salary of $200,000 and four weeks paid vacation per year. Jared Lukomski entered into a full-time executive employment agreement with the Corporation to be Vice President, Land and Business Development of the Corporation effective as of November 28, 2019 (subsequently promoted to Senior Vice President, Land and Business Development). Effective as of April 1, 2025, Mr. Lukomski receives an annual salary of $230,000 and four weeks paid vacation per year. The agreements for each of the aforementioned individuals are collectively referred to herein as the "**Executive Agreements**".

Each Executive Agreement shall continue indefinitely until terminated upon mutual written agreement of the parties or as a result of the death, disability, retirement or termination of the executive. The Corporation may terminate any executive for just cause without payment to the executive, save and except for the pro-rata annual base salary earned for services rendered up to and including the termination date, plus any accrued vacation pay and reimbursable expenses. An executive may resign from his employment with the Corporation by providing the Corporation with thirty (30) days written notice of termination to the Corporation, in which case the Corporation shall pay the executive the pro-rata annual base salary earned for services rendered up to and including the termination date, plus any accrued vacation pay and reimbursable expenses. If the Executive is terminated by the Corporation other than for Just Cause (as defined in the Executive Agreements), the Executive shall be entitled to receive, and the Corporation shall pay to the Executive, immediately following termination, the pro-rata annual base salary earned for services rendered up to and including the termination date, plus a cash amount equal to one (1.0) times the annual base salary, plus the average of the bonus paid for the past two years or, if the Executive has not been continuously employed by the Corporation for a period of two (2) years prior to termination, the last annual bonus paid to the Executive prior to the termination of the Executive, all of which shall be subject to required statutory deductions and withholdings. In addition, any outstanding options which would have vested within twelve (12) months of the termination date shall have their vesting accelerated. Lastly, any outstanding RSUs which have vested as of the termination date and have not yet been redeemed and paid to the eligible NEO shall be immediately redeemed and paid, subject to required statutory deductions and withholdings. If any of the NEO's were terminated without Just Cause, the Corporation would be required to compensate such executives in the following amounts: $185,000 for Mr. Taylor, $307,500 for Mr. Wright, $237,500 for Mr. Chapman, and $277,500 for Mr. Lukomski. If any of the NEO's were terminated as a result of a Triggering Event following a Change in Control (as such terms are defined below), the Corporation would be required to compensate such Executives in the following amounts: $150,000 for Mr. Taylor, $260,000 for Mr. Wright, $200,000 for Mr. Chapman, and $230,000 for Mr. Lukomski.

If a Change in Control (as defined in the Executive Agreements) occurs and if, in respect of the Executive, a Triggering Event (as defined in the Executive Agreements) subsequently occurs within one (1) year of the Change in Control, the Executive shall be entitled to elect to terminate his employment with the Corporation and to receive a payment from the Corporation in an amount equal to the pro-rata annual base salary earned for services rendered up to and including the termination date plus an amount equal to one (1.0) times his then current annual base salary. Furthermore, if a Change in Control occurs and the surviving corporation fails to continue or assume the obligations with respect to existing RSUs, or fails to provide for the conversion or replacement of each RSU with an equivalent award, then there shall be immediate full vesting and redemption of each outstanding RSU. In the event of a Change in Control having been effective as of December 31, 2025, the Corporation would have been required to realize RSU cash payouts to executives in the following amounts: $230,000 for Mr. Wright, $138,000 for Mr. Chapman, and $184,000 for Mr. Lukomski.

With regards to the Executive Agreements, a Change in Control means a transaction or series of transactions whereby directly or indirectly (i) any person or combination of persons obtains a sufficient number of securities of the

Corporation to affect materially the control of the Corporation; (ii) the Corporation shall consolidate or merge with or into, amalgamate with, or enter into a statutory arrangement with, any other person and, in connection therewith, all or part of the outstanding voting shares shall be changed in any way, reclassified or converted into, exchanged or otherwise acquired for shares or other securities of the Corporation or any other person or for cash or any other property; (iii) any other person shall consolidate or merge with or into, amalgamate with, or enter into a statutory arrangement with, the Corporation, and, in connection therewith, all or part of the outstanding voting shares shall be changed in any way, reclassified or converted into, exchanged or otherwise acquired for shares or other securities of the Corporation or any other person or for cash or any other property; (iv) the Corporation shall sell or otherwise transfer, including by way of the grant of a leasehold interest, property or assets aggregating more than 50% of the consolidated assets of the Corporation or 50% of the operating revenue of the Corporation from the last year; or (v) there occurs a change in the composition of the Board, which occurs at a single meeting of the shareholders whereby such individuals who were members of the Board immediately prior to such meeting cease to constitute a majority of the Board.

A Triggering Event is defined as: (i) a change (other than those that are clearly consistent with a promotion) in the NEO's position or duties, responsibilities, title or office in effect immediately prior to a change in control; (ii) a reduction by the Corporation in the NEO's annual base salary or any failure by the Corporation to increase the NEO's annual base salary payable by the Corporation in a manner consistent with practices in effect immediately prior to a change in control or with practices implemented subsequent to a change in control with respect to the senior executives of the Corporation; (iii) any failure by the Corporation to continue in effect or materially changing the terms any benefit plans in which the NEO is participating or entitled to participate immediately prior to a change in control; (iv) a change in the municipality in which the NEO is regularly required to carry out the terms of his employment with the Corporation at the date of a change in control; (v) any failure by the Corporation to provide the NEO with the number of paid vacation days to which he was entitled immediately prior to a change in control or the Corporation failing to increase such paid vacation on a basis consistent with practices in effect immediately prior to a change in control or with practices implemented subsequent to a change in control with respect to the senior executives of the Corporation; (vi) the Corporation taking any action to deprive the NEO of or materially adverse change any material fringe benefit not hereinbefore mentioned and enjoyed by him immediately prior to a change in control; (vii) any material breach by the Corporation of any provision of the executive employment agreement; (viii) the good faith determination by the NEO that, as a result of a change in control or any action or event thereafter, the NEO's status or responsibility in the Corporation has been diminished or the NEO is being effectively prevented from carrying out his duties and responsibilities as they existed immediately prior to a change in control; or (ix) the failure by the Corporation to obtain, in a form satisfactory to the NEO, an effective assumption of its obligations hereunder by any successor to the Corporation, including a successor to a material portion of its business. Further, in such an event, all unvested options held by the Executive shall have their vesting accelerated. The before-mentioned payments to either respective NEO will not be realized if the triggering event follows a change in control which involves a sale of securities or assets of the Corporation with which the respective NEO is involved as a purchaser in any manner. All termination rights of either NEO are conditional upon the NEO electing to exercise such rights by notice given to the Corporation within one hundred and twenty (120) days of the Triggering Event. Either NEO shall be entitled to a payment by the Corporation of the amount calculated above if a Triggering Event does not occur but the NEO is dismissed from his employment with the Corporation without just cause within one (1) year of the change in control.

SCHEDULE "C"
SHARE OPTION PLAN

ROK RESOURCES INC.
(the "Company")

SHARE OPTION PLAN

Dated for Reference December 3, 2026

ARTICLE 1
PURPOSE AND INTERPRETATION

1.1 Purpose

The purpose of this Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Common Shares of the Company. It is the intention of the Company that this Plan will at all times be in compliance with the TSX Venture Policies (or, if applicable, the NEX Policies) and any inconsistencies between this Plan and the TSX Venture Policies) (or, if applicable, the NEX Policies) will be resolved in favour of the latter.

1.2 Definitions

In this Plan

(a) **"Affiliate"** means a company that is a parent or subsidiary of the Company, or that is controlled by the same entity as the Company;

(b) **"Associate"** has the meaning set out in the Securities Act;

(c) **"Board"** means the board of directors of the Company or any committee thereof duly empowered or authorized to grant Options under this Plan;

(d) **"Change of Control"** includes situations where after giving effect to the contemplated transaction and as a result of such transaction:

(i) any one Person holds a sufficient number of voting shares of the Company or resulting company to affect materially the control of the Company or resulting company, or,

(ii) any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding, holds in total a sufficient number of voting shares of the Company or its successor to affect materially the control of the Company or its successor,

where such Person or combination of Persons did not previously hold a sufficient number of voting shares to affect materially control of the Company or its successor. In the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, holding more than 50% of the voting shares of the Company or resulting company is deemed to materially affect control of the Company or resulting company;

(e) **"Common Shares"** means class "B" common shares without par value in the capital of the Company providing such class is listed on the TSX Venture (or the NEX, as the case may be);

(f) **"Company"** means the company named at the top hereof and includes, unless the context otherwise requires, all of its Affiliates and successors according to law;

(g) **"Consultant"** means an individual or Consultant Company, other than an Employee, Officer or Director that:

(i) provides on an ongoing bona fide basis, consulting, technical, managerial or like services to the Company or an Affiliate of the Company, other than services provided in relation to a Distribution;

(ii) provides the services under a written contract between the Company or an Affiliate and the individual or the Consultant Company;

(iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the business and affairs of the Company or an Affiliate of the Company; and

(iv) has a relationship with the Company or an Affiliate of the Company that enables the individual or Consultant Company to be knowledgeable about the business and affairs of the Company;

(h) **"Consultant Company"** means for an individual consultant, a company or partnership of which the individual is an employee, shareholder or partner;

(i) **"Directors"** means the directors of the Company as may be elected from time to time;

(j) **"Discounted Market Price"** has the meaning assigned by Policy 1.1 of the TSX Venture Policies;

(k) **"Disinterested Shareholder Approval"** means approval by a majority of the votes cast by all the Company's shareholders at a duly constituted shareholders' meeting, excluding votes attached to Common Shares beneficially owned by Insiders who are Service Providers or their Associates;

(l) **"Distribution"** has the meaning assigned by the Securities Act, and generally refers to a distribution of securities by the Company from treasury;

(m) "**Effect of Change of Control**" has the meaning ascribed to it in Section 3.6.

(n) **"Effective Date"** for an Option means the date of grant thereof by the Board;

(o) **"Employee"** means:

(i) an individual who is considered an employee under the *Income Tax Act* (i.e. for whom income tax, employment insurance and CPP deductions must be made at source);

(ii) an individual who works full-time for the Company or a subsidiary thereof providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made at source; or

(iii) an individual who works for the Company or its subsidiary on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions need not be made at source;

(p) **"Exercise Price"** means the amount payable per Common Share on the exercise of an Option, as determined in accordance with the terms hereof;

(q) **"Expiry Date"** means the day on which an Option lapses as specified in the Option Commitment therefor or in accordance with the terms of this Plan;

(r) **"Insider"** means an insider as defined in the TSX Venture Policies or as defined in securities legislation applicable to the Company;

(s) **"Investor Relations Activities"** has the meaning assigned by Policy 1.1 of the TSX Venture Policies;

(t) **"Management Company Employee"** means an individual employed by a Person providing management services to the Company which are required for the ongoing successful operation of the business enterprise of the Company, but excluding a Person engaged in Investor Relations Activities;

(u) **"NEX"** means a separate board of the TSX Venture for companies previously listed on the TSX Venture or the Toronto Stock Exchange which have failed to maintain compliance with the ongoing financial listing standards of those markets;

(v) **"NEX Issuer"** means a company listed on the NEX;

(w) **"NEX Policies"** means the rules and policies of the NEX as amended from time to time;

(x) **"Officer"** means a Board appointed officer of the Company;

(y) **"Option"** means the right to purchase Common Shares granted hereunder to a Service Provider;

(z) **"Option Commitment"** means the notice of grant of an Option delivered by the Company hereunder to a Service Provider and substantially in the form of Schedule "A" attached hereto;

(aa) **"Optioned Shares"** means Common Shares that may be issued in the future to a Service Provider upon the exercise of an Option;

(bb) **"Optionee"** means the recipient of an Option hereunder;

(cc) **"Outstanding Shares"** means at the relevant time, the number of issued and outstanding Common Shares of the Company from time to time;

(dd) **"Participant"** means a Service Provider that becomes an Optionee;

(ee) **"Person"** includes a company, any unincorporated entity, or an individual;

(ff) **"Plan"** means this share option plan, the terms of which are set out herein or as may be amended;

(gg) **"Plan Shares"** means the total number of Common Shares which may be reserved for issuance as Optioned Shares under the Plan as provided in Section 2.2;

(hh) **"Regulatory Approval"** means the approval of the TSX Venture and any other securities regulatory authority that has lawful jurisdiction over the Plan and any Options issued hereunder;

(ii) **"Securities Act"** means the *Securities Act*, R.S.B.C. 1996, c. 418, or any successor legislation;

(jj) **"Service Provider"** means a Person who is a bona fide Director, Officer, Employee, Management Company Employee, Consultant or Company Consultant, and also includes a company, 100% of the share capital of which is beneficially owned by one or more Service Providers;

(kk) **"Share Compensation Arrangement"** means any Option under this Plan but also includes any other stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares to a Service Provider;

(ll) **"Shareholder Approval"** means approval by a majority of the votes cast by eligible shareholders of the Company at a duly constituted shareholders' meeting;

(mm) **"TSX Venture"** means the TSX Venture Exchange and any successor thereto; and

(nn) **"TSX Venture Policies"** means the rules and policies of the TSX Venture as amended from time to time.

1.3 Other Words and Phrases

Words and phrases used in this Plan but which are not defined in the Plan, but are defined in the TSX Venture Policies (and, if applicable, the NEX Policies), will have the meaning assigned to them in the TSX Venture Policies (and, if applicable, the NEX Policies).

1.4 Gender

Words importing the masculine gender include the feminine or neuter, words in the singular include the plural, words importing a corporate entity include individuals, and vice versa.

ARTICLE 2
SHARE OPTION PLAN

2.1 Establishment of Share Option Plan

The Plan is hereby established to recognize contributions made by Service Providers and to create an incentive for their continuing assistance to the Company and its Affiliates.

2.2 Maximum Plan Shares

The maximum aggregate number of Plan Shares that may be reserved for issuance under the Plan at any point in time is 10% of the Outstanding Shares at the time Plan Shares are reserved for issuance as a result of the grant of an Option, less any Common Shares reserved for issuance under share options granted under Share Compensation Arrangements other than this Plan, unless this Plan is amended pursuant to the requirements of the TSX Venture Policies and, if applicable, the NEX Policies.

2.3 Eligibility

Options to purchase Common Shares may be granted hereunder to Service Providers from time to time by the Board. Service Providers that are not individuals will be required to undertake in writing not to effect or permit any transfer of ownership or option of any of its securities, or to issue more of its securities (so as to indirectly transfer the benefits of an Option), as long as such Option remains outstanding, unless the written permission of the TSX Venture and the Company is obtained.

2.4 Options Granted Under the Plan

All Options granted under the Plan will be evidenced by an Option Commitment in the form attached as Schedule "A", showing the number of Optioned Shares, the term of the Option, a reference to vesting terms, if any, and the Exercise Price.

Subject to specific variations approved by the Board, all terms and conditions set out herein will be deemed to be incorporated into and form part of an Option Commitment made hereunder.

2.5 Limitations on Issue

Subject to Section 2.8, the following restrictions on issuances of Options are applicable under the Plan:

(a) no Service Provider can be granted an Option if that Option would result in the total number of Options, together with all other Share Compensation Arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the Outstanding Shares (unless the Company has obtained Disinterested Shareholder Approval to do so);

(b) no Options can be granted under the Plan if the Company is on notice from the TSX Venture to transfer its listed shares to the NEX;

(c) the aggregate number of Options granted to Service Providers conducting Investor Relations Activities in any 12-month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSX Venture; and

(d) the aggregate number of Options granted to any one Consultant in any 12-month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSX Venture.

2.6 Options Not Exercised

In the event an Option granted under the Plan expires unexercised or is terminated by reason of dismissal of the Optionee for cause or is otherwise lawfully cancelled prior to exercise of the Option, the Optioned Shares that were issuable thereunder will be returned to the Plan and will be eligible for re-issuance.

2.7 Powers of the Board

The Board will be responsible for the general administration of the Plan and the proper execution of its provisions, the interpretation of the Plan and the determination of all questions arising hereunder. Without limiting the generality of the foregoing, the Board has the power to

(a) allot Common Shares for issuance in connection with the exercise of Options;

(b) grant Options hereunder;

(c) subject to any necessary Regulatory Approval, amend, suspend, terminate or discontinue the Plan, or revoke or alter any action taken in connection therewith, except that no general amendment or suspension of the Plan will, without the prior written consent of all Optionees, alter or impair any Option previously granted under the Plan unless the alteration or impairment occurred as a result of a change in the TSX Venture Policies or the Company's tier classification thereunder;

(d) delegate all or such portion of its powers hereunder as it may determine to one or more committees of the Board, either indefinitely or for such period of time as it may specify, and thereafter each such committee may exercise the powers and discharge the duties of the Board in respect of the Plan so delegated to the same extent as the Board is hereby authorized so to do; and

(e) amend this Plan (except for previously granted and outstanding Options) to reduce the benefits that may be granted to Service Providers (before a particular Option is granted) subject to the other terms hereof.

2.8 Terms or Amendments Requiring Disinterested Shareholder Approval

The Company will be required to obtain Disinterested Shareholder Approval prior to any of the following actions becoming effective:

(a) the Plan, together with all of the Company's other Share Compensation Arrangements, could result at any time in:

(i) the aggregate number of Common Shares reserved for issuance under Options granted to Insiders exceeding 10% of the Outstanding Shares (in the event that this Plan is amended to reserve for issuance more than 10% of the Outstanding Shares);

(ii) the number of Optioned Shares issued to Insiders within a one-year period exceeding 10% of the Outstanding Shares (in the event that this Plan is amended to reserve for issuance more than 10% of the Outstanding Shares); or,

(iii) the issuance to any one Optionee, within a 12-month period of a number of Common Shares exceeding 5% of Outstanding Shares; or

(b) any reduction in the Exercise Price of an Option previously granted to an Insider or the extension of the terms of an Option previously granted to an Insider.

ARTICLE 3
TERMS AND CONDITIONS OF OPTIONS

3.1 Exercise Price

The Exercise Price of an Option will be set by the Board at the time such Option is allocated under the Plan, and cannot be less than the Discounted Market Price and can likewise not be set unless the Options are allocated to particular Persons.

3.2 Term of Option

An Option can be exercisable for a maximum of 5 years from the Effective Date.

3.3 Option Amendment

Subject to subsection 2.8(b), the Exercise Price of an Option may be amended only if at least six (6) months have elapsed since the later of the date of commencement of the term of the Option, the date the Common Shares commenced trading on the TSX Venture, and the date of the last amendment of the Exercise Price.

An Option must be outstanding for at least one year before the Company may extend its term, subject to the limits contained in Section 3.2.

Any proposed amendment to the terms of an Option are subject to approval by the TSX Venture prior to the exercise of such Option and Shareholder approval, where applicable.

3.4 Vesting of Options

Subject to Sections 3.5 and 3.6, vesting of Options shall be at the discretion of the Board and, with respect to any particular Options granted under the Plan, in the absence of a vesting schedule being specified at the time of grant, the Options shall vest:

(a) one-third immediately at the time of grant;

(b) one-third on the first anniversary of the time of grant; and

(c) one-third on the second anniversary of the time of grant.

Where applicable, the vesting of Options will be generally subject to:

(a) the Service Provider remaining employed by or continuing to provide services to the Company or any of its Affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its Affiliates during the vesting period; or

(b) the Service Provider remaining as a Director of the Company or any of its Affiliates during the vesting period.

3.5 Vesting of Options Granted to Consultants Conducting Investor Relations Activities

Notwithstanding Section 3.4, Options granted to Consultants conducting Investor Relations Activities will vest:

(a) over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or

(b) such longer vesting period as the Board may determine.

In addition, Consultants conducting or providing Investor Relations Activities may not receive any Security Based Compensation other than Options.

3.6 Effect of Change of Control

Notwithstanding Section 3.4, if a Change of Control occurs, all Optioned Shares subject to each outstanding Option shall become vested, whereupon such Options may be exercised in whole or in part by the Optionee, subject to the approval of the Exchange, if necessary.

3.7 Optionee Ceasing to be Director, Employee or Service Provider

No Option may be exercised after the Service Provider has left his employ/office or has been advised by the Company that his services are no longer required or his service contract has expired, except as follows:

(a) in the case of the death of an Optionee, any vested Option held by him at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;

(b) an Option granted to any Director, Employee or Service Provider will expire 90 days (or such other time not to exceed one year as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any times prior to the expiry of the Option) after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option has vested at the date the Optionee ceased to be so employed by or to provide services to the Company; and

(c) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

3.8 Non-Assignable

Subject to Section 3.7, all Options will be exercisable only by the Optionee to whom they are granted and will not be assignable or transferable.

3.9 Adjustment of the Number of Optioned Shares

The number of Common Shares subject to an Option will be subject to adjustment in the events and in the manner following:

(a) in the event of a subdivision of Common Shares as constituted on the date hereof, at any time while an Option is in effect, into a greater number of Common Shares, the Company will thereafter deliver at the time of purchase of Optioned Shares hereunder, in addition to the number of Optioned Shares in respect of which the right to purchase is then being exercised, such additional number of Common Shares as result from the subdivision without an Optionee making any additional payment or giving any other consideration therefor;

(b) in the event of a consolidation of the Common Shares as constituted on the date hereof, at any time while an Option is in effect, into a lesser number of Common Shares, the Company will thereafter deliver and an Optionee will accept, at the time of purchase of Optioned Shares hereunder, in lieu of the number of Optioned Shares in respect of which the right to purchase is then being exercised, the lesser number of Common Shares as result from the consolidation;

(c) in the event of any change of the Common Shares as constituted on the date hereof, at any time while an Option is in effect, the Company will thereafter deliver at the time of purchase of Optioned Shares hereunder the number of shares of the appropriate class resulting from the said change as an Optionee would have been entitled to receive in respect of the number of Common Shares so purchased had the right to purchase been exercised before such change;

(d) in the event of a capital reorganization, reclassification or change of outstanding equity shares (other than a change in the par value thereof) of the Company, a consolidation, merger or amalgamation of the Company with or into any other company or a sale of the property of the Company as or substantially as an entirety at any time while an Option is in effect, an Optionee will thereafter have the right to purchase and receive, in lieu of the Optioned Shares immediately theretofore purchasable and receivable upon the exercise of the Option, the kind and amount of shares and other securities and property receivable upon such capital reorganization, reclassification, change, consolidation, merger, amalgamation or sale which the holder of a number of Common Shares equal to the number of Optioned Shares immediately theretofore purchasable and receivable upon the exercise of the Option would have received as a result thereof. The subdivision or consolidation of Common Shares at any time outstanding (whether with or without par value) will not be deemed to be a capital reorganization or a reclassification of the capital of the Company for the purposes of this Section 3.9;

(e) an adjustment will take effect at the time of the event giving rise to the adjustment, and the adjustments provided for in this section are cumulative;

(f) the Company will not be required to issue fractional shares in satisfaction of its obligations hereunder. Any fractional interest in a Common Share that would, except for the provisions of this Section 3.9, be deliverable upon the exercise of an Option will be cancelled and not be deliverable by the Company;

(g) if any questions arise at any time with respect to the Exercise Price or number of Optioned Shares deliverable upon exercise of an Option in any of the events set out in this Section 3.9, such questions will be conclusively determined by the Company's auditors, or, if they decline to so act, any other firm of Chartered Accountants, in Calgary, Alberta (or in the city of the Company's principal executive office) that the Company may designate and who will be granted access to all appropriate records. Such determination will be binding upon the Company and all Optionees; and

(h) any adjustment, other than in connection with a security consolidation or security split, to Security Based Compensation granted or issued under a Security Based Compensation Plan must be subject to the prior acceptance of the TSXV, including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization.

ARTICLE 4
COMMITMENT AND EXERCISE PROCEDURES

4.1 Option Commitment

Upon grant of an Option hereunder, an authorized officer of the Company will deliver to the Optionee an Option Commitment detailing the terms of such Options and upon such delivery the Optionee will be subject to the Plan and have the right to purchase the Optioned Shares at the Exercise Price set out therein subject to the terms and conditions hereof.

4.2 Manner of Exercise

An Optionee who wishes to exercise his Option may do so by delivering

(a) a written notice to the Company specifying the number of Optioned Shares being acquired pursuant to the Option; and

(b) a certified cheque, wire transfer or bank draft payable to the Company for the aggregate Exercise Price by the Optioned Shares being acquired.

4.3 Delivery of Certificate and Hold Periods

As soon as practicable after receipt of the notice of exercise described in Section 4.2 and payment in full for the Optioned Shares being acquired, the Company will direct its transfer agent to issue a certificate to the Optionee for the appropriate number of Optioned Shares. Such certificate issued will bear a legend stipulating any resale restrictions required under applicable securities laws. Further, if the Exercise Price is set below than the then current market price of the Common Shares on the TSX Venture, the certificate will also bear a legend stipulating that the Optioned Shares are subject to a four-month TSX Venture hold period commencing the date of the grant of the Option.

ARTICLE 5
GENERAL

5.1 Employment and Services

Nothing contained in the Plan will confer upon or imply in favour of any Optionee any right with respect to office, employment or provision of services with the Company, or interfere in any way with the right of the Company to lawfully terminate the Optionee's office, employment or service at any time pursuant to the arrangements pertaining to same. Participation in the Plan by an Optionee is voluntary.

5.2 No Representation or Warranty

The Company makes no representation or warranty as to the future market value of Common Shares issued in accordance with the provisions of the Plan or to the effect of the *Income Tax Act* (Canada) or any other taxing statute governing the Options or the Common Shares issuable thereunder or the tax consequences to a Service Provider. Compliance with applicable securities laws as to the disclosure and resale obligations of each Participant is the responsibility of each Participant and not the Company.

5.3 Interpretation

The Plan will be governed and construed in accordance with the laws of the Province of Alberta.

5.4 Continuation of Plan

The Plan will become effective from and after December 3, 2026, and will remain effective provided that the Plan, or any amended version thereof receives Shareholder Approval at each annual general meeting of the holders of Common Shares of the Company subsequent to December 3, 2026.

SCHEDULE "A" TO THE SHARE OPTION PLAN

OPTION COMMITMENT

Notice is hereby given that, effective this _____ day of _____, 20____ (the "**Effective Date**"), ROK RESOURCES INC. (the "**Company**") has granted to (the "**Optionee**"), an Option to acquire Common Shares ("**Optioned Shares**") up to 5:00 p.m. (Calgary Time) on the ____ day of _____, 20_____ (the "**Expiry Date**") at a Exercise Price of Cdn$___ per share.

At the date of grant of the Option, the Company is classified as **[a Tier ___ Issuer under TSX Venture Policies] [an NEX Issuer]**. Optioned Shares will vest and may be exercised as follows:

[INSERT VESTING SCHEDULE][INSERT VESTING TERMS]

The Option shall expire ninety (90) days after the date the Optionee ceases to be employed by or provide services to the Company.

The grant of the Option evidenced hereby is made subject to the terms and conditions of the Plan, which are hereby incorporated herein and forms part hereof.

To exercise your Option, deliver a written notice specifying the number of Optioned Shares you wish to acquire, together with a certified cheque, wire transfer or bank draft payable to the Company for the aggregate Exercise Price. A certificate for the Optioned Shares so acquired will be issued by the transfer agent as soon as practicable thereafter and may bear a minimum four month non-transferability legend from the date of this Option Commitment, the text of which is as follows. **[An Issuer may grant stock options without a hold period, provided the exercise price of the options is set at or above the market price of the Company's shares rather than below.]**.

> "WITHOUT PRIOR WRITTEN APPROVAL OF THE TSX VENTURE EXCHANGE AND COMPLIANCE WITII ALL APPLICABLE SECURITIES LEGISLATION, THE SECURITIES REPRESENTED BY THIS CERTIFICATE MAY NOT BE SOLD, TRANSFERRED, HYPOTHECATED OR OTHERWISE TRADED ON OR THROUGH THE FACILITIES OF THE TSX VENTURE EXCHANGE OR OTHERWISE IN CANADA OR TO OR FOR THE BENEFIT OF A CANADIAN RESIDENT UNTIL 12:00 A.M. (MIDNIGHT) ON [insert date 4 months from the date of grant]".

The Company and the Optionee represent that the Optionee under the terms and conditions of the Plan is a bona fide Service Provider (as defined in the Plan), entitled to receive Options under TSX Venture Policies.

The Optionee also acknowledges and consents to the collection and use of Personal Information (as defined in the Policies of the TSX Venture Exchange) by both the Company and the TSX Venture (or the NEX, as the case may be) as more particularly set out in the Acknowledgement - Personal Information in use by the TSX Venture (or the NEX, as the case may be) on the date of this Share Option Plan.

ROK RESOURCES INC.

_____
Authorized Signatory

_____
[insert name of optionee]