

STREAM OIL & GAS LTD.

2010 ANNUAL GENERAL MEETING OF SHAREHOLDERS

INFORMATION CIRCULAR

GENERAL INFORMATION

This Information Circular is furnished to the holders (“shareholders”) of Common shares (“Common Shares”) of Stream Oil & Gas Ltd. (the “Company”) by management of the Company in connection with the solicitation of proxies to be voted at the annual general meeting (the “Meeting”) of the shareholders to be held on Thursday, May 27, 2010 and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Meeting.

All dollar (\$) amounts stated in this Information Circular refer to United States dollars, unless Canadian dollars (Cdn.\$) are indicated. The noon rate of exchange on April 27, 2010 as reported by the Bank of Canada, for the conversion of U.S.\$1.00 into Canadian dollars was Cdn.\$1.0173 (Cdn\$1.00 equals U.S.\$0.9830).

PROXIES

Solicitation of Proxies

The enclosed Proxy form is solicited by and on behalf of management of the Company. The persons named in the enclosed Proxy form are management-designated proxyholders. A registered shareholder desiring to appoint some other person (who need not be a shareholder) to represent the shareholder at the Meeting may do so either by inserting such other person’s name in the blank space provided in the Proxy form or by completing another form of proxy. To be used at the Meeting, proxies must be received by Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 by no later than 10:00 a.m. (Pacific Time) on May 25, 2010 or, if the Meeting is adjourned, by no later than 10:00 a.m. (Pacific Time) on the second last business day prior to the date on which the Meeting is reconvened, or may be deposited with the chairman of the Meeting prior to the commencement of the Meeting. Solicitation will be primarily by mail, but some proxies may be solicited personally or by telephone by regular employees or directors of the Company at a nominal cost. The cost of solicitation by management of the Company will be borne by the Company.

Non-Registered Holders

Only registered holders of Common Shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, Common Shares beneficially owned by a holder (a “Non-Registered Holder”) are registered either:

- (a) in the name of an Intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or

- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (CDS)) of which the Intermediary is a participant.

Pursuant to National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of proxy-related materials in connection with this Meeting (including this Information Circular) to Intermediaries and clearing agencies for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the proxy-related materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the proxy-related materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive proxy-related materials will be sent a voting instruction form which must be completed, signed and returned by the Non-Registered Holder in accordance with the Intermediary's directions on the voting instruction form. In some cases, such Non-Registered Holders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Holder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare Investor Services Inc. as described under "Solicitation of Proxies".

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares that they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including instructions regarding when and where the voting instruction form or Proxy form is to be delivered.

Revocability of Proxies

A registered shareholder who has given a proxy may revoke it by an instrument in writing that is

- (a) received at the registered office of the Company (19th Floor, 885 West Georgia Street, Vancouver, British Columbia V6C 3H4) at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
- (b) provided to the chair of the meeting, at the meeting of shareholders, before any vote in respect of which the proxy is to be used shall have been taken,

or in any other manner provided by law.

Non-Registered Holders who wish to revoke a voting instruction form or a waiver of the right to receive proxy-related materials should contact their Intermediaries for instructions.

Voting of Proxies

Common Shares represented by a shareholder's Proxy form will be voted or withheld from voting in accordance with the shareholder's instructions on any ballot that may be called for at the Meeting and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of any instructions, the proxy agent named on the Proxy form will cast the shareholder's votes in favour of the passage of the resolutions set forth herein and in the Notice of Meeting.**

The enclosed Proxy form confers discretionary authority upon the persons named therein with respect to (a) amendments or variations to matters identified in the Notice of Meeting and (b) other matters which may properly come before the Meeting or any adjournment thereof. At the time of printing of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Only Common Shares carry voting rights at the Meeting with each Common Share carrying the right to one vote. The Board of Directors of the Company ("Board of Directors" or "Board") has fixed April 22, 2010 as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment thereof, and only shareholders of record at the close of business on that date are entitled to such notice and to vote at the Meeting. As of April 22, 2010, 49,939,548 Common Shares were issued and outstanding as fully paid and non-assessable.

To the knowledge of the directors and executive officers of the Company, as at April 22, 2010, no person beneficially owned, or controlled or directed, directly or indirectly, shares carrying more than 10% of the voting rights attached to the Company's issued and outstanding Common Shares, except for the following:

Name	Number of Common Shares	Percentage of Outstanding Common Shares
SOTIRIOS KAPOTAS	6,574,285	13.2 %
ARIAN TARTARI	6,000,000	12.0%

VOTES NECESSARY TO PASS RESOLUTIONS AT THE MEETING

Under the Company's Articles, the quorum for the transaction of business at the Meeting consists of two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the Company's issued Common Shares. Pursuant to TSX Venture Exchange ("TSX-V") policies, a simple majority of the votes cast at the Meeting (in person or by proxy) by disinterested shareholders will be required in order to pass the resolutions referred to in items 4 and 5 of the accompanying Notice of Meeting relating to amendments to stock options and the Company's stock option plan, respectively. A simple majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the other resolutions referred to in the accompanying Notice of Meeting.

APPOINTMENT OF AUDITOR

The persons named in the enclosed Proxy Form intend to vote for the appointment of Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia, as the auditor of the Company to hold office until the next annual general meeting of shareholders of the Company. Davidson & Company LLP, Chartered Accountants, has been the Company's auditor since April 4, 2008.

ELECTION OF DIRECTORS

The number of directors of the Company is currently fixed at four. At the Meeting, shareholders will be asked to fix the number of directors at five and to elect five directors. The persons named below are the five nominees of management for election as directors. Each director elected will hold office until the next annual general meeting or until the director's successor is elected or appointed unless the director's office is earlier vacated under any of the relevant provisions of the Articles of the Company or the Business Corporations Act (British Columbia). It is the intention of the persons named as proxyholders in the enclosed Proxy form to vote for the election to the Board of Directors of those persons hereinafter designated as nominees for election as directors. The Board of Directors does not contemplate that any of such nominees will be unable to serve as a director; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, **proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in such shareholder's Proxy that such shareholder's shares are to be withheld from voting in the election of directors.**

The following table sets out the name of each of the persons proposed to be nominated for election as a director; all positions and offices in the Company presently held by the nominee; the nominee's present principal occupation or employment (and, in the case of James Robert Hodgson, who is nominated for election at a shareholders' meeting of the Company for the first time, also his principal occupation and employment during the last five years); the period during which the nominee has served as a director; and the number of Common Shares that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of April 22, 2010.

Name, place of residence and positions with the Company	Present principal occupation, business or employment	Period served as a director	Common Shares beneficially owned or controlled/directed
IAN BARON ⁽²⁾⁽³⁾ Dubai, UAE Director	Interim CEO of Cadogan Petroleum plc (oil and gas exploration, development and production company); founding partner of Energy Services Group Ltd. (ESG Dubai) (consulting firm providing services to oil and gas industry)	Since April 3, 2009	Nil
LESLIE DAVID GOODMAN ⁽¹⁾⁽²⁾ London, England Director	Director and Acting CEO of Genco Resources Ltd. (mining company); Chairman of Chapelthorpe plc (manufacturer of non-woven fibre)	Since April 4, 2008	1,217,000
JAMES ROBERT HODGSON ⁽¹⁾⁽²⁾ Calgary, Alberta, Canada Director	Financial Managing Partner Al Riyal Energy LP, Calgary (a company providing consulting services to the oil & gas industry) since March 2009; General Manager/CEO United Oil Projects Company, Kuwait (2006-2009); Deputy Manager, Corporate Treasurer Kuwait Foreign Petroleum Exploration Co. K.S.C. Kuwait (2001-2006)	Since April 27, 2010	Nil
SOTIRIOS KAPOTAS ⁽³⁾ Athens, Greece Chairman, President, CEO and Director	President and Chief Executive Officer of the Company; Non-executive director of Landtech Enterprises S.A., (company providing products and services to the oil and gas industry)	Since April 4, 2008	6,574,285
GEORGIOS-ANTONIOS MORTAKIS-MARTAKIS ⁽¹⁾⁽³⁾ Athens, Greece Director	General Manager of Intesa San Paolo Bank, Greece (formerly American Bank of Albania)	Since April 4, 2008	600,000

(1) Member of the Audit Committee.

(2) Member of the Compensation and Corporate Governance Committee.

(3) Member of the Reserves Committee.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the proposed directors is, as at the date of this Information Circular, or has been, within the ten years preceding the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that

- (a) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (collectively, an “Order”), when such Order was issued while the person was acting in the capacity of a director, chief executive officer or chief financial officer of the relevant company; or
- (b) was subject to an Order that was issued after such person ceased to be a director, chief executive officer or chief financial officer of the relevant company, and which resulted from an event that occurred while the person was acting in the capacity of a director, chief executive officer or chief financial officer of the relevant company.

No proposed director is, as at the date of this Information Circular, or has been, within the ten years preceding the date of this Information Circular, a director or executive officer of any company (including the Company) 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.

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

No proposed director has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

CORPORATE GOVERNANCE DISCLOSURE

The following description of the corporate governance practices of the Company is provided further to National Instrument 58-101 on “Disclosure of Corporate Governance Practices” (“NI 58-101”) and the disclosure prescribed for “Venture Issuers” such as the Company.

Board of Directors

The Board recognizes that it is responsible for the stewardship of the Company, overseeing the conduct of the Company’s business and supervising management of the Company who remain responsible for the conduct of the business. The Board exercises its independent supervision by holding regular board meetings and soliciting input from management and the Company’s auditor as required.

The Board of Directors currently consists of five directors. Ian Baron, Leslie Goodman, James Hodgson and Georgios-Antonios Mortakis-Martakis and are considered independent. Sotirios Kapotas is not considered independent under applicable securities rules as he serves as President and Chief Executive Officer of the Company.

The Board is specifically responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for all material contracts, business transactions and all debt and equity financing proposals. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. In keeping with its overall responsibility for the stewardship of the Company, the Board is also responsible for the integrity of the Company’s internal control and management information systems and for the Company’s policies respecting corporate disclosure and communications.

The Board delegates to management, through the President and Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Corporate Secretary, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing the Company’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Directorships

The current and proposed directors of the Company are presently directors of other reporting issuers in Canada or elsewhere as set out below:

Director	Other Reporting Issuers
Ian Baron	Concorde Oil & Gas plc Cadogan Petroleum plc Petro Vista Energy Corp.
Leslie Goodman	Chapelthorpe plc Concorde Oil & Gas plc Genco Resources Ltd. Rambler Metals and Mining plc

Orientation and Continuing Education

There is no formal orientation for new members of the Board, however, new directors are encouraged to visit field operations and are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. New directors also have the opportunity to become familiar with the Company by meeting with other directors and the Company’s executive officers. Orientation activities are tailored to the particular needs and experience of each director and the overall needs of the Board.

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who

have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records.

Ethical Business Conduct

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives. The Board's Compensation and Corporate Governance Committee monitors the ethical conduct of the Company and management to ensure compliance with applicable legal and regulatory requirements, such as those of relevant securities regulatory authorities and stock exchanges, as well as the Company's written Code of Business Conduct.

The fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate and securities legislation on the individual director's participation in decisions of the Board in which the director has an interest, also serve to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders.

Nomination of Directors

Given its current size and stage of development, the Board has not appointed a nominating committee and the functions of such a committee are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the President, and proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination. In determining the number of directors to recommend to the shareholders for election at the Meeting, the Board considered, among other things, the Company's development plans and the number of directors that will be required to carry out the Board's duties effectively.

Compensation

The Compensation and Corporate Governance Committee and the Board as a whole are responsible for determining the compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position.

In addition, any compensation to be paid to executive officers who are also directors must be approved by the disinterested directors thereby providing the non-executive officer directors with significant input into compensation decisions.

When determining the compensation of its executive officers, the Board considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of managements and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

Other Board Committees

The Board has a Reserves Committee which assists the Board in fulfilling its oversight responsibilities generally and under National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities* with respect to the oil and natural gas reserves evaluation process and public disclosure of reserves data and related information in connection with oil and gas activities. The Reserves Committee also assists the Board in overseeing the Company's health, safety and environmental policies and practices.

Assessments

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's current size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment is unnecessary and plans to continue evaluating its own effectiveness and the effectiveness and contribution of its committees or individual directors through informal discussion and evaluation of members' contributions within such framework.

AUDIT COMMITTEE DISCLOSURE

Pursuant to the Business Corporations Act (British Columbia) and National Instrument 52-110 ("NI 52-110"), the Company is required to have an audit committee.

Audit Committee Charter

Pursuant to NI 52-110, the Company's audit committee is required to have a charter. A copy of the Company's Audit Committee Charter is set out in Appendix A to this Information Circular.

Composition of the Audit Committee

As at the date of this Information Circular, the following is information on the members of the Company's Audit Committee:

Name	Independent	Financial Literacy
Leslie Goodman (Chair)	Yes	Yes
James Hodgson	Yes	Yes
Georgios-Antonios Mortakis-Martakis	Yes	Yes

Relevant Education and Experience

The following describes the relevant education and experience of the members of the Audit Committee:

Leslie Goodman — Mr. Goodman spent over 30 years in the investment banking and insurance industries. Mr. Goodman worked for ACE Limited where he served as Chief Executive Officer of ACE London Limited and ACE Strategic Advisors Inc. Before that, he served as Chief Executive Officer of Jardine Lloyds Advisors Limited and on the executive committee of the parent company JIB Group plc. He served at Barclays de Zoete World Limited as Head of International M&A and at Hill Samuel & Co Limited as Director of Corporate Finance. Mr. Goodman serves on the boards of a number of public companies and has several years of audit

committee experience. He is a Solicitor of the Supreme Court in London and holds a MA in law from Cambridge University, England.

James Hodgson –Mr. Hodgson has over 30 years of oil & gas experience with extensive experience in financial management, strategy, petroleum marketing and business planning, most recently as a Partner of Al Riyal Energy and as CEO of United Oil Projects Company, Kuwait. Mr. Hodgson has an MBA (finance), is a Certified Management Accountant (CMA), and is a member of the Association of International Petroleum Negotiators and the Society of Petroleum Engineers.

Georgios-Antonios Mortakis-Martakis – Mr. Mortakis-Martakis, General Manager of the Athens Branch of the Intesa SanPaolo Bank (Albania) has many years of experience in the finance sector holding positions in the American Express Bank in Greece since 1969, most recently in the Trade Finance Department. Mr. Mortakis-Martakis is a graduate of the Economic University of Athens.

Audit Committee Oversight

At no time since December 1, 2009 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Company’s Board of Directors.

Reliance on Certain Exemptions

At no time since December 1, 2009 has the Company relied on the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 by a securities regulatory authority or regulator.

Pre-approval Policies and Procedures for Non-Audit Services

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services apart from those set out in the Audit Committee Charter.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company’s auditor in each of the last two financial years of the Company for services in each of the categories indicated are as follows:

Financial Year Ended	Audit Fees	Audit Related Fees⁽¹⁾	Tax Fees⁽²⁾	All Other Fees⁽³⁾
November 30, 2009	\$51,000	Nil	Nil	Nil
November 30, 2008	\$50,172	Nil	Nil	Nil

- (1) Pertains to assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements and that are not reported under “Audit Fees”.
- (2) Pertains to professional services for tax compliance, tax advice, and tax planning.
- (3) Pertains to products and services other than services reported under the other categories.

Venture Issuers Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 which exempts “venture issuers” from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Executive Compensation

Set out below are particulars of compensation paid to the following persons (the “Named Executive Officers” or “NEOs”):

- (a) an individual who acted as the Company’s chief executive officer (“CEO”), or acted in a similar capacity, for any part of the Company’s most recently completed financial year;
- (b) an individual who acted as the Company’s chief financial officer (“CFO”), or acted in a similar capacity, for any part of the Company’s most recently completed financial year;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the Company’s most recently completed financial year whose total compensation was, individually, more than Cdn.\$150,000 for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) 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 that financial year.

During the Company’s financial year ended November 30, 2009, the Named Executive Officers of the Company were: Sotirios Kapotas (CEO) and Angela Huxham (then CFO and the Corporate Secretary).

Compensation Discussion and Analysis

The Company is a “venture company” with limited cash resources for senior management compensation. The Company relies on contractors for its senior management positions. The President and CEO receives no compensation. Compensation paid to other senior management is based on a negotiated monthly fee, paid to management companies, and stock option grants. There are no other non-equity compensation arrangements, incentive plans and benefits.

The Company’s objectives in setting appropriate compensation are:

- a) Attracting and retaining qualified senior management;
- b) Through its stock option plan, aligning management’s interests with those of the Company’s shareholders; and
- c) Ensuring compensation reflects responsibilities and rewards performance.

Given the ongoing development of the Company’s business, the Compensation and Corporate Governance Committee has been reviewing the Company’s compensation structure, including retention and incentive plans; however, no changes have been made since November 30, 2009.

Option-based Awards

The Company has a Stock Option Plan (the “Plan”) which provides for equity participation in the Company by eligible directors, officers, employees and consultants through the acquisition of Common Shares pursuant to the grant of options to purchase Common Shares. The Plan is presently administered by the Compensation and Corporate Governance Committee. Options may be granted to purchase Common Shares on terms that the Committee or the Board of Directors may determine, subject to the limitations of the Plan and the requirements of applicable regulatory authorities.

The Plan includes the following provisions:

- The number of Common Shares to be reserved and authorized for issuance pursuant to options granted under the Plan is 7,736,000 Common Shares (which represents approximately 15.5% of the Company’s currently issued and outstanding Common Shares);
- Under the Plan, the aggregate number of optioned Common Shares granted to any one optionee in a 12-month period must not exceed 5% of the issued and outstanding Common Shares unless, as may be required by the TSX-V, disinterested shareholder approval is obtained. The number of optioned Common Shares granted to any one consultant in a 12-month period must not exceed 2% of the issued and outstanding Common Shares. The aggregate number of optioned Common Shares granted to optionees who are employed to provide investor relations activities must not exceed 2% of the issued and outstanding Common Shares of the Company in any 12-month period;
- The exercise price for options granted under the Plan will not be less than the market price of the Common Shares less applicable discounts permitted by the TSX-V;

- The number of Common Shares reserved for issuance pursuant to options granted to insiders under the Plan must not exceed 10% of the issued and outstanding Common Shares unless, as may be required by the TSX-V, disinterested shareholder approval is obtained;
- The number of options granted to insiders within a 12-month period to acquire Common Shares reserved for issuance under the Plan must not exceed 10% of the issued and outstanding Common Shares unless, as may be required by the TSX-V, disinterested shareholder approval is obtained;
- The vesting schedule for each Option is determined by the Board of Directors at the time of grant, subject to applicable regulatory requirements;
- Options will be exercisable for a term of up to ten years, subject to earlier termination in the event of death or the optionee's cessation of services to the Company; and
- Options granted under the Plan are non-assignable, except by will or the laws of descent and distribution.

As the Plan was originally approved by disinterested shareholders of the Company, certain limitations on option grants, as described above, may be exceeded.

At the Meeting, shareholders will be asked to approve a proposed Amendment No. 1 to the Plan to increase the number of Common Shares reserved for issuance pursuant to option grants under the Plan so that a maximum of 9,987,000 Common Shares are reserved for issuance under the Plan, which number of Common Shares represents approximately 20% of the current issued and outstanding number of Common Shares.

Before granting option-based awards to a new executive officer, the Board or Compensation and Corporate Governance Committee reviews the relevant consulting contract and the monthly cash payment component as well as the stock option valuation, using a Black-Scholes model, to ensure that the total compensation award is reasonable and equitable. Because the Company has limited funds to pay salaries or other cash compensation, it relies on option grants to attract and retain qualified directors and senior management.

Additional options may be granted as required to existing directors and senior management to reward performance, encourage retention and ensure fair compensation. All option grants are reviewed and analyzed by the Compensation and Corporate Governance Committee. Previous grants are considered in determining new grants or amendments to stock option agreements. The exercise price, vesting provisions and option term are set in accordance with the Plan and the policies of the TSX-V.

The Company relies on option grants rather than cash compensation to provide performance and retention incentives. With Amendment No. 1 to the Plan, the Board's objective is to ensure that the Company will be in a position to grant options to new directors and officers as the Company grows in the event that it is unable to pay adequate cash compensation. The Company ensures that the Plan and the terms of stock option grants under the Plan are in accordance with TSX-V policies.

Summary Compensation Table

The following table provides a summary of compensation earned from the Company or its subsidiaries or affiliates during the last completed financial year of the Company ended November 30, 2009 by the Named Executive Officers.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
SOTIRIOS KAPOTAS President and CEO	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ANGELA HUXHAM ⁽²⁾ CFO	2009	130,132 ⁽³⁾	Nil	67,184	Nil	Nil	Nil	Nil	197,316

- (1) The Company calculates the fair value of stock options on the date of each grant using the Black-Scholes Model. This model values the stock options based on the option term, the exercise price of the option, the market price of the underlying shares on the date the option was granted, and includes assumptions with respect to underlying share price volatility and the risk-free rate of return at the time of the grant. The Company uses this model because it is the method recommended by the Canadian Institute of Chartered Accountants in its Handbook for valuing securities-based compensation. This is also the method used by the Company in valuing and reporting stock options in its financial statements. The fair market value was calculated in Cdn.\$ and translated to U.S.\$ at the exchange rate in effect on the date of grant
- (2) Compensation for Ms. Huxham was paid as a monthly consulting fee of Cdn.\$12,500 per month to Huxham Consulting Inc., a company wholly-owned by Ms. Huxham. Ms. Huxham ceased to be CFO of the Company on January 1, 2010.
- (3) Amount earned in Cdn.\$ and translated to U.S.\$ at the average monthly exchange rate during each of the twelve months during the year ended November 30, 2009. Due to limited cash-flow, the Company was unable to pay the full amount of cash compensation owed under the consulting agreement during the year ended November 30, 2009 and, therefore, Cdn.\$16,500 of the fees due to Huxham Consulting Inc. was settled by the issuance of 78,571 Common Shares at an issue price of Cdn.\$0.21 per share (being the TSX-V acceptable discounted market price of the Common Shares at the time of the settlement) and Cdn.\$33,000 of the fees due to Huxham Consulting Inc. was settled by the issuance of 137,500 Common Shares at an issue price of Cdn.\$0.24 per share (being the TSX-V acceptable discounted market price of the Common Shares at the time of the settlement).

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The following table sets out information on share-based and option-based awards to Named Executive Officers that were outstanding as at November 30, 2009.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price ⁽¹⁾ (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Sotirios Kapotas	Nil	N/A	N/A	N/A	N/A	N/A
Angela Huxham	100,000 ⁽³⁾	1.42 ⁽⁴⁾	July 25, 2013	Nil ⁽⁴⁾	N/A	N/A
	300,000 ⁽⁵⁾	0.19	February 12, 2014	\$56,742		
	200,000 ⁽⁶⁾	0.24	May 12, 2014	\$28,371		

- (1) All option-based awards are made in Cdn.\$. The option exercise price and value of unexercised in-the-money options have been translated at the November 30, 2009 exchange rate of Cdn.\$1.00=U.S.\$0.9457.
- (2) Represents the difference between the market value of the Common Shares underlying the options on November 30, 2009 (based on the Cdn.\$0.40 closing price of the Common Shares on the TSX-V on that date) and the exercise price of the options translated at the November 30, 2009 exchange rate of Cdn.\$1.00=U.S.\$0.9457.
- (3) As at November 30, 2009, 75% of these stock options had vested and the remaining 25% was to vest on January 25, 2010.
- (4) These stock options were re-priced on April 27, 2009 from an exercise price of Cdn.\$1.50 per share to Cdn.\$0.25 per share, which re-pricing is subject to disinterested shareholder approval at the Meeting. See "Particulars of Other Matters To Be Acted Upon – Amendments to Stock Options". The value of such re-priced options as at November 30, 2009 was \$14,241.
- (5) As at November 30, 2009, 50% of these stock options had vested and an additional 25% was to vest on each of February 12, 2010 and August 12, 2010.
- (6) As at November 30, 2009, 50% of these stock options had vested and an additional 25% was to vest on each of May 12, 2010 and November 12, 2010.

Incentive plan awards – value vested or earned during the year

The following table sets forth the value of option-based awards and share-based awards which vested during the financial year ended November 30, 2009 and the value of non-equity incentive plan compensation (e.g. performance bonuses) earned during the financial year ended November 30, 2009 with respect to the Named Executive Officers.

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 (\$)
Sotirios Kapotas	N/A	N/A	Nil
Angela Huxham	42,557	N/A	Nil

(1) All option-based awards are made in Cdn.\$. The value vested during the year has been translated at the November 30, 2009 exchange rate of Cdn.\$1.00=U.S.\$0.9457.

Pension Plan Benefits

The Company does not have a pension plan or deferred compensation plan.

Termination and Change of Control Benefits

Other than as described below, the Company does not have any contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in a Named Executive Officer's responsibilities.

During the financial year ended November 30, 2009, the Company had a consulting agreement with Huxham Consulting Inc. pursuant to which Angela Huxham provided her services to the Company. If the Company terminated this agreement prior to the end of its term for any reason without notice (except in the case of just cause or certain other specified events), in addition to any outstanding amounts accrued and owing, the Company would have had to pay the consultant company three month's consulting fees, which monies were to be paid to the consultant company in the same instalments and on the same payment dates as the consulting fees were being paid to the consultant company immediately prior to the date of termination. If this agreement was so terminated on November 30, 2009, the amount payable by the Company under the agreement would have been approximately \$11,112.

Director Compensation

Director Compensation Table

The following table sets forth all amounts of compensation provided to the directors of the Company (other than directors who are Named Executive Officers) during the financial year ended November 30, 2009. For directors who are Named Executive Officers, see “Executive Compensation – Summary Compensation Table”.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Ian Baron	10,000	Nil	38,516	Nil	N/A	Nil	48,516
Leslie Goodman	15,000	Nil	7,703	Nil	N/A	Nil	22,703
Georgios-Antonios Mortakis-Martakis	15,000	Nil	Nil	Nil	N/A	Nil	15,000

- (1) The Company calculates the fair value of stock options on the date of each grant using the Black-Scholes Model. This model values the stock options based on the option term, the exercise price of the option, the market price of the underlying shares on the date the option was granted, and includes assumptions with respect to underlying share price volatility and the risk-free rate of return at the time of the grant. The Company uses this model because it is the method recommended by the Canadian Institute of Chartered Accountants in its Handbook for valuing securities-based compensation. This is also the method used by the Company in valuing and reporting stock options in its financial statements. The fair market value was calculated in Cdn.\$ and translated to U.S.\$ at the exchange rate in effect on the date of grant.

Save and except for directors’ fees and stock options received in their capacities as directors of the Company, none of the non-executive directors receive any remuneration, directly or indirectly, by way of consulting or advisory fees or other compensation from the Company.

Outstanding share-based awards and option-based awards

The following table sets forth all option-based awards and share-based awards outstanding at the end of the financial year ended November 30, 2009 with respect to directors of the Company who were not then Named Executive Officers.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price ⁽¹⁾ (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Ian Baron	250,000 ⁽³⁾	0.24	May 12, 2004	35,464	N/A	N/A
Leslie Goodman	200,000 ⁽⁴⁾	1.42 ⁽⁵⁾	April 4, 2010 ⁽⁵⁾	Nil ⁽⁵⁾	N/A	N/A
	50,000 ⁽³⁾	0.24	May 12, 2014	7,093		
Georgios-Antonios Mortakis-Martakis	200,000 ⁽⁴⁾	1.42 ⁽⁵⁾	April 4, 2010 ⁽⁵⁾	Nil ⁽⁵⁾	N/A	N/A

- (1) All option-based awards are made in Cdn.\$. The option exercise price and value of unexercised in-the-money options have been translated at the November 30, 2009 exchange rate of Cdn.\$1.00=U.S.\$0.9457.
- (2) Represents the difference between the market value of the Common Shares underlying the options on November 30, 2009 (based on the Cdn.\$0.40 closing price of the Common Shares on the TSX-V on that date) and the exercise price of the options translated at the November 30, 2009 exchange rate of Cdn.\$1.00=U.S.\$0.9457.
- (3) As at November 30, 2009, 50% of these stock options had vested and an additional 25% was to vest on each of May 12, 2010 and November 12, 2010.
- (4) As at November 30, 2009, these stock options had fully vested.
- (5) These stock options were re-priced on April 27, 2009 from an exercise price of Cdn.\$1.50 per share to Cdn.\$0.25 per share and were extended to April 4, 2013, which amendments are subject to disinterested shareholder approval at the Meeting. See “Particulars of Other Matters To Be Acted Upon – Amendments to Stock Options”. The value of such re-priced options as at November 30, 2009 was \$28,371.

Incentive plan awards – value vested or earned during the year

The following table sets forth the value of option-based awards and share-based awards which vested during the financial year ended November 30, 2009 and the value of non-equity incentive plan compensation earned during the financial year ended November 30, 2009 with respect to the directors of the Company who are not Named Executive Officers.

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 (\$)
Ian Baron	17,732	N/A	Nil
Leslie Goodman	3,546	N/A	Nil
Georgios-Antonios Mortakis-Martakis	Nil	N/A	Nil

(1) All option-based awards are made in Cdn.\$.. The value vested during the year has been translated at the November 30, 2009 exchange rate of Cdn.\$1.00=U.S.\$0.9457.

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

The following table sets out information on the Company's equity compensation plans under which Common Shares are authorized for issuance as at November 30, 2009.

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	4,640,000	Cdn.\$0.46	3,096,000 ⁽¹⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	4,640,000	Cdn.\$0.46	3,096,000⁽¹⁾

(1) Based on the maximum aggregate number of Common Shares reserved for issuance pursuant to options granted under the Plan (being 7,736,000) and no Common Shares having been issued under the Plan further to exercises of options on or before November 30, 2009.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date hereof, no director or executive officer of the Company, no proposed nominee for election as a director of the Company, no associate of any such director, executive officer or proposed nominee (including companies controlled by them), no employee of the Company or any of its subsidiaries, and no former executive officer, director or employee of the Company or any of its subsidiaries, is indebted to the Company or any of its subsidiaries (other than for “routine indebtedness” as defined under applicable securities legislation) or is indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed below or elsewhere in this Information Circular or as disclosed in a previous information circular of the Company, no informed person (i.e. insider) of the Company, no proposed director of the Company, and no associate or affiliate of any informed person or proposed director has had any material interest, direct or indirect, in any transaction since December 1, 2009 or in any proposed transaction which has materially affected or would materially affect the Company.

During the year ended November 30, 2009 the Company incurred a total cost of \$710,000 for seismic services in connection with the exploration and development of the Company’s oil and gas properties including a passive seismic survey conducted on the Company’s Delvina and Chakran properties in Albania. The services were provided by Landtech Explorations S.A.. (“Landtech”). Landtech is a private company controlled by Sotirios Kapotas, the President and Chief Executive Officer of the Company. As of November 30, 2009, \$540,000 of the \$710,000 incurred was owed to Landtech.

During the year ended November 30, 2009 the Company paid a total of \$167,137 to Stream Oil & Gas EPE, a private company wholly-owned by Sotirios Kapotas and located in Athens, Greece, in consideration for providing office space, use of equipment and various administrative services relating to the Company’s operations in Albania. These expenditures were charged to the Company by Stream Oil & Gas EPE at cost.

MANAGEMENT CONTRACTS

No management functions of the Company are to any substantial degree performed by a person other than the directors or executive officers of the Company.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Amendments to Stock Options

On April 27, 2009, the Board of Directors re-priced and extended the term of stock options granted to two directors, Leslie Goodman and Georgios-Antonios Mortakis-Martakis, and re-priced stock options granted to Angela Huxham (then CFO and the Corporate Secretary) as follows:

Optionee	Common Shares under Option	Date of Grant	Original Exercise Price (Cdn.\$)	New Exercise Price (Cdn.\$)	Original Expiry Date	New Expiry Date
Leslie Goodman	200,000	April 4, 2008	1.50	0.25	April 4, 2010	April 13, 2013
Georgios-Antonios Mortakis-Martakis	200,000	April 4, 2008	1.50	0.25	April 4, 2010	April 13, 2013
Angela Huxham	100,000	May 8, 2008	1.50	0.25	July 25, 2013	N/A

The last closing price of the Common Shares on the TSX-V before the date that the optionees' stock options were re-priced was Cdn.\$0.25 per share.

The term of the stock options held by Messrs. Goodman and Mortakis-Martakis were extended so that they would have a five-year term from the original date of grant similar to the term of stock options granted by the Company to other optionees.

As the amended stock options are held by insiders of the Company, the policies of the TSX-V require that the amendments to their stock options be approved by the disinterested shareholders of the Company. Accordingly, the disinterested shareholders of the Company are requested at the Meeting to consider and, if thought fit, to approve the following resolution:

“BE IT RESOLVED THAT:

1. The exercise price of the stock option to purchase 200,000 common shares of the Company granted on April 4, 2008 to Leslie Goodman be amended from Cdn.\$1.50 per share to Cdn.\$0.25 per share and the expiry date of the stock option be amended from April 4, 2010 to April 13, 2013, all of which is hereby approved, ratified and confirmed.
2. The exercise price of the stock option to purchase 200,000 common shares of the Company granted on April 4, 2008 to Georgios-Antonios Mortakis-Martakis be amended from Cdn.\$1.50 per share to Cdn.\$0.25 per share and the expiry date of the stock option be amended from April 4, 2010 to April 13, 2013, all of which is hereby approved, ratified and confirmed.

3. The exercise price of the stock option to purchase 100,000 common shares of the Company granted on May 8, 2008 to Angela Huxham be amended from Cdn.\$1.50 per share to Cdn.\$0.25 per share, all of which is hereby approved, ratified and confirmed.
4. Any officer or director of the Company is authorized and directed to execute and deliver all such documents and instruments and to do all such acts as in the opinion of such officer or director may be necessary or desirable to give effect to this resolution.”

In order for these amendments to the stock options to become effective, the above resolution must be passed by a majority of the votes cast at the Meeting (excluding any votes attaching to any Common Shares held by the optionees and their associates and affiliates which, as at April 22, 2010, total 2,295,785 Common Shares, representing 4.6% of the issued and outstanding Common Shares). If such disinterested shareholder approval is not obtained, the terms of the stock options will be those in effect prior to the amendments.

Amendment No. 1 to the Stock Option Plan

Further to TSX-V requirements, shareholders of the Company are requested at the Meeting to consider and, if thought fit, to approve a resolution to implement an Amendment No. 1 to the Plan in order to increase the number of Common Shares reserved for issuance pursuant to option grants under the Plan by 2,251,000 Common Shares so that the maximum aggregate number of Common Shares that would be available for issuance under the Plan for outstanding stock options and future stock options would be 9,987,000 Common Shares, representing approximately 20% of the current issued and outstanding number of Common Shares. To date, no Common Shares have been issued upon exercises of stock options granted under or governed by the Plan.

The Plan has consisted of a fixed share option plan providing for the number of Common Shares authorized for issuance to be approximately 20% of the Company’s issued and outstanding Common Shares. Further to increases in the Company’s outstanding share capital, the Board of Directors of the Company considers it important to maintain the Plan at approximately 20% of the outstanding Common Shares in order to have Common Shares available for incentive stock options for new and existing eligible employees, officers, directors and consultants.

The text of the proposed resolution to approve Amendment No. 1 to the Plan is as follows:

“BE IT RESOLVED THAT:

1. Amendment No. 1 to the Stock Option Plan of the Company (the “Plan”) to increase the number of Common Shares issuable pursuant to option grants under the Plan by 2,251,000 Common Shares to result in a maximum of 9,987,000 Common Shares reserved for issuance under the Plan is hereby approved, ratified and confirmed.
2. The Company is hereby authorized to file Amendment No. 1 to the Plan with the TSX Venture Exchange and to make any revisions to the text of Amendment No. 1 to the Plan if and as required by the TSX Venture Exchange prior to its approval of Amendment No. 1 to the Plan.

3. Any officer or director of the Company is authorized and directed to execute and deliver all such documents and instruments and to do all such acts as in the opinion of such officer or director may be necessary or desirable to give effect to this resolution.”

The Company is seeking disinterested shareholder approval of Amendment No. 1 to the Plan so that, if required, it may exceed certain limitations on option grants to insiders that would otherwise be applicable if disinterested shareholder approval was not obtained. For disinterested shareholder approval of the resolution to approve Amendment No. 1 to the Plan, the votes attaching to Common Shares held by insiders of the Company eligible to participate in the Plan and their associates and affiliates (which, as at April 22, 2010, total 17,728,324 Common Shares, representing 35.5% of the issued and outstanding Common Shares) will be excluded.

If the disinterested shareholders of the Company do not pass the resolution to approve Amendment No. 1 to the Plan, the terms of the Plan will continue to be that currently in effect. See “Compensation of Executive Officers and Directors—Executive Compensation—Option-based Awards” for a summary of the material features of the current Plan. Amendment No. 1 to the Plan is also subject to TSX-V approval.

A copy of the Plan, including Amendment No. 1 thereto, may be obtained by sending a written request to the Company at the Company’s office located at Park Place, 500 – 666 Burrard Place, Vancouver, British Columbia V6C 3P6.

OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Financial information relating to the Company is provided in the Company’s comparative financial statements and management’s discussion and analysis for its financial year ended November 30, 2009 which are available on SEDAR and may also be obtained by sending a written request to the President of the Company at the Company’s office located at Park Place, 500 – 666 Burrard Place, Vancouver, British Columbia V6C 3P6.

DATED the 27th day of April, 2010.

BY ORDER OF THE BOARD

“Sotirios Kapotas”

SOTIRIOS KAPOTAS
President and Chief Executive Officer

APPENDIX A

STREAM OIL & GAS LTD. (the Company”)

Audit Committee Charter

Purpose

The purpose of the audit committee of Stream Oil & Gas Ltd. (the Company) is to ensure that Stream’s management has established an effective system of internal financial controls for reviewing and reporting on the Company’s financial statements and related financial disclosure. The Committee will also review the Company’s compliance with legal and regulatory requirements related to financial reporting. It is the intention of the Company’s Board of Directors that through the involvement of the Committee, the external audit will be conducted independently of Company management to ensure that the auditors serve the interests of shareholders. The Committee will report to the Board of Directors on a regular basis.

Composition and Membership

1. The Committee will be composed of at least three directors, the majority of whom will satisfy the independence requirements of applicable securities laws, rules or guidelines, and any applicable stock exchange requirements or guidelines. The determination of independence will be made by the Board, based on recommendations by the Committee.
2. The Board will appoint the Directors to form the Committee annually at the Board of Directors meeting.
3. The members of the Committee will be financially literate and the majority shall be independent as defined under applicable securities law.
4. The Members of the Committee will elect a Chairman and Secretary.
5. The Board may remove or replace a Member at any time and may fill any vacancy at any time.
6. The Committee or a Committee member, subject to the approval of the Chairman of the Committee may, at the Company’s expense, engage outside advisors that it deems necessary to assist in meeting its responsibilities.
7. The Committee shall have access to any officers and employees of the Company, the external and internal auditors and to Company information as necessary to perform its duties and responsibilities.

Meetings

1. Meetings shall be held at least quarterly, at such place and times as determined by the Chairman of the Committee, to review the Company's quarterly and annual financial disclosure.
2. Meetings may be held by telephone or any other telecommunication device that permits all persons participating in the meeting to hear each other.
3. A meeting quorum shall be a majority of Members of the Committee in person or by telephone.
4. The external auditors shall receive a notice of the meeting and will have the right to attend all meetings.
5. Management representatives may be invited to attend meetings except private meetings with the auditors.
6. External auditors and internal auditors will be able to communicate directly with the Committee through the Chairman and may by pass management if deemed necessary. The committee through its Chairman may contact any employee of the Company directly and any employee may bring to the Committee any matter involving questionable, illegal or improper financial practices or transactions.

Roles and Responsibilities

1. The general duties and responsibilities of the Committee are to:
 - a. assist the Board in the discharge of its responsibilities related to the Company's accounting policies, reporting practices and internal controls and its approval of the Company's annual and quarterly financial statements and related financial disclosure;
 - b. establish and maintain communications with the external and internal auditors and assess their performance;
 - c. ensure management has designed and implemented and is maintaining an effective system of internal controls; and
 - d. report regularly to the Board on the fulfillment of its duties and responsibilities.
2. The Committee will periodically review:
 - a. the adequacy of procedures in place for the review, prior to public disclosure, of financial information, including news releases, financial statements, MD&A, financial sections of the annual report to shareholders, prospectuses, and annual information form if required;
 - b. the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
 - c. as required, review with Members of the Board proficient in the technical aspects of preparing reserve calculations, reserve calculation procedures and the credentials of the qualified person.

3. The duties and responsibilities of the Committee as they relate to internal controls include:
 - a. reviewing the appropriateness and effectiveness of the Company's policies and business practices which impact the financial integrity of the Company including those relating to internal audit, insurance, accounting, information systems, financial controls, and management reporting; and
 - b. reviewing compliance with business conduct and ethics policies, including periodically reviewing such policies.
4. The Committee will establish procedures for addressing complaints received by the Company regarding accounting, internal controls or auditing matters, ensuring proper documentation and retention of such complaints.