



**NOTICE OF 2011 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

April 25, 2011

## STREAM OIL & GAS LTD.

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of Stream Oil & Gas Ltd. (the “**Company**”) will be held at the Sheraton Suites Eau Claire, 255 Barclay Parade SW, Calgary, Alberta, Canada on Wednesday, May 25, 2011, at 3:30 p.m. (Calgary time), for the purposes of:

- receiving the audited consolidated financial statements for the financial year ended November 30, 2010, together with the auditors’ report thereon;
- electing directors to serve until the next annual general meeting of shareholders or until their successors are duly elected or appointed;
- appointing Davidson & Company LLP, Chartered Accountants, as auditor for the ensuing year; and
- transacting such other business as may properly be brought before the Meeting, or any adjournment or adjournments thereof.

Details of all matters proposed to be put before the Meeting are set forth in the accompanying Management Information Circular.

Holders of record of Common Shares of the Company at the close of business on April 20, 2011 will be entitled to vote at the Meeting.

By Order of the Board of Directors,  
(Signed) James Hodgson  
Corporate Secretary  
Calgary, Alberta, Canada  
April 25, 2011

*If you are unable to be present at the Meeting, **PLEASE COMPLETE AND RETURN THE ACCOMPANYING FORM OF PROXY** in the envelope provided for that purpose. Proxies must be received at the office of the transfer agent of the Company, Computershare Trust Company of Canada, c/o Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, Canada, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays, and holidays) prior to the time of the Meeting, or any adjournment or adjournments thereof, in order for such proxy to be used at the Meeting or any adjournment or adjournments thereof.*

**STREAM OIL & GAS LTD.**  
**MANAGEMENT INFORMATION CIRCULAR**  
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## STREAM OIL & GAS LTD.

### MANAGEMENT INFORMATION CIRCULAR

#### BUSINESS OF THE MEETING

This Management Information Circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by and on behalf of the management (the “**Management**”) of Stream Oil and Gas Ltd. (“**Stream**” or the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of the shareholders of the Company (the “**Shareholders**”) for the purposes set out in the accompanying notice of the Meeting, or any adjournment or adjournments thereof. The Meeting will be held at the Sheraton Suites Eau Claire, 255 Barclay Parade SW, Calgary, Alberta, Canada on Wednesday, May 25, 2011, at 3:30 p.m. (Calgary time).

**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 25, 2011 as reported by the Bank of Canada, for the conversion of U.S.\$1.00 into Canadian dollars was Cdn\$1.0454 (Cdn\$1.00 equals U.S.\$0.9546). Unless otherwise stated, the information contained in this Proxy Information is as of April 25, 2011.

#### **Election of Directors**

The number of directors of the Company is currently fixed at five. 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 the Company (the “**Board of Directors**” or “**Board**”) of those persons hereinafter designated as nominees for election as directors. The Board 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 persons named in the accompanying form of proxy as proxyholders are either officers (“**Officers**”) or directors (“**Directors**”) of Stream and intend to vote at the Meeting FOR the election of the nominees whose names are set forth below, unless specifically instructed on the form of proxy to withhold such vote. The election of Directors will be decided by a majority of the votes cast at the meeting by Shareholders present, in person, or by proxy. **The Board unanimously recommends that Shareholders vote in favour of each of the below named nominees as Directors.**

#### *Nominees*

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, 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 25, 2011.

<b>Name. Residence &amp; Position with Company</b>	<b>Present Principal Occupation, Business or Employment</b>	<b>Director Since</b>	<b>Common Shares Beneficially Owned or Controlled/Directed</b>
Ian Baron <sup>(2)(3)</sup> B.Geology Dubai, UAE Director Chairman of Reserves Committee	Interim CEO, Cadogan Petroleum plc; Founding Partner, ESG Dubai (consulting firm providing project management and advisory services to the energy industry).	2009	186,700
Leslie D. Goodman <sup>(1)(2)</sup> MA London, England Director Chairman of Audit Committee	Director of Rambler Metals and Mining plc.	2008	1,295,200
James R. Hodgson <sup>(3)</sup> MBA (Finance), M. Sc. (Finance), B.Sc. Alberta, Canada Director, Chief Financial Officer & Corporate Secretary	Chief Financial Officer of the Company; Financial Managing Partner Al Riyal Energy LP, Calgary (a company providing consulting services to the oil & gas industry).	2010	4,750
Sotirios Kapotas <sup>(1)(3)</sup> Ph.D., Geophysics Athens, Greece Director, Chairman, President & CEO	President & CEO of the Company.	2008	6,399,401
Georgios-Antonios Mortakis-Martakis <sup>(1)(2)</sup> Athens, Greece Director	General Manager of the Intesa San Paolo Bank, Greece (formerly American Bank of Albania).	2008	603,500

(1) Member of the Audit Committee.

(2) Member of the Compensation & 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.

#### **Appointment and Remuneration of Auditors**

Davidson & Company LLP, Chartered Accountants, (“**Davidson**”) will be nominated for re-appointment as the Company’s auditor to hold office until the next annual general meeting of Shareholders, at such remuneration as may be fixed by the Board upon the recommendation of the Audit Committee. Davidson has been the auditor of the Company since 2008. The appointment of the auditor will be decided by a majority of the votes cast at the Meeting by Shareholders present in person or by proxy. **The Board unanimously recommends that Shareholders vote in favour of the re-appointment of Davidson as the Company’s auditor.**

### **PROXY INFORMATION**

#### **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 not later than 48 hours (excluding Saturdays, Sundays, and holidays) prior to the time of the Meeting, or any adjournment or adjournments thereof, in order for such proxy to be used at the Meeting or any adjournment or adjournments thereof. 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 head office of the Company (#300, 609-14th Street N.W., Calgary, Alberta T2N 2A1) 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 has fixed April 20, 2011 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 20, 2011, 64,222,801 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 25, 2011, 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:

<b>Name</b>	<b>Number of Common Shares</b>	<b>Percentage of Outstanding Common Shares</b>
John Tognetti	7,865,400	12.2%
Sotirios Kapotas	6,399,401	10.0 %

### **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. A simple majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the resolutions referred to in the accompanying Notice of Meeting.

## EXECUTIVE AND DIRECTOR COMPENSATION

### 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, 2010, the Named Executive Officers of the Company were: Sotirios Kapotas (CEO), Angela Huxham (CFO until January 1, 2010), Danny Davis (CFO from January 1, 2010 to May 28, 2010), and James Hodgson (CFO from May 28, 2010).

### Compensation Discussion and Analysis

The Board has delegated the Compensation and Corporate Governance Committee (the “**Governance Committee**”) responsibility for the oversight, review and approval of Stream’s compensation policies. During 2010, the Governance Committee was comprised of the following three independent Directors: Messrs. Goodman, Baron and Mortakis-Martakis. The compensation of the Executives of the Company, including the President and CEO, is recommended to the Board of Directors by the members of the Governance Committee.

The primary objective of the Company’s executive compensation program is to attract, motivate, develop and retain outstanding individuals. In determining the appropriate level of compensation paid to NEOs, the Governance Committee annually considers several factors including: the NEOs overall experience, responsibility and performance; the compensation levels of similar executive positions in the international oil and gas industry in which the Company competes; the necessity to attract and retain key personnel; and Stream’s overall performance and achievement of its corporate objectives. More specifically, the Governance Committee considers for each salary NEO: the individual’s performance in comparison to defined individual goals and objectives; specific corporate operating statistics and performance ratios; financial objectives; performance to budget projections and expectations; and plans for future development activities. The Company’s compensation program is designed to reward for services provided and to serve as an incentive for NEOs to implement Stream’s short-term and long-term strategic goals that are intended to maximize shareholder value.

Stream's NEOs were evaluated against the following corporate performance criteria for 2010: evaluation and development of Plans of Development and Exploration; production targets; and corporate development.

The elements of Stream's compensation program include base salary and stock option grants, aligning management's interests with those of the Company's shareholders. The Company is a "venture company" with limited cash resources for senior management compensation. The Company relies on contractors for most of its senior management positions. As per the Board's approval, the President and CEO received annual compensation of Cdn\$192,000 for fiscal 2010 in reflection of the growth of the Company and to align with the interests of shareholders. For fiscal 2009, the President and CEO received 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.

Given the ongoing development of the Company's business, the Governance Committee reviews the Company's compensation structure periodically, including retention and incentive plans. 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 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 9,987,000 Common Shares (which represents approximately 15.6% 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, as amended, has been approved by disinterested shareholders of the Company, certain limitations on option grants, as described above, may be exceeded.

Before granting option-based awards to a new executive officer, the Board or 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 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. 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, 2010 by the Named Executive Officers.

Name and Principal Position	Year	Salary (\$)	Share Based Awards (\$)	Option-Based Awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Sotirios Kapotas President and CEO	2010	185,648	-	110,663	-	-	-	(5)	295,603
	2009	-	-	-	-	-	-	(5)	-
James Hodgson <sup>(2)</sup> CFO	2010	84,189	-	243,460	-	-	-	(5)	327,007
Angela Huxham <sup>(3)</sup> CFO	2010	11,912	-	11,205	-	-	-	(5)	23,117
	2009	130,132	-	-	-	-	-	(5)	130,132
Danny Davis <sup>(4)</sup> CFO	2010	87,093	-	-	-	-	-	(5)	87,093

- (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) Mr. Hodgson was appointed CFO of the Company on May 28, 2010.
- (3) Ms. Huxham served as CFO of the Company until January 1, 2010. 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. Amounts were earned in Cdn.\$ and translated to U.S.\$ at the average monthly exchange rate during each of the twelve months during the 2009 and 2010 fiscal years, respectively. Due to limited cash-flow, the Company was unable to pay the full amount of cash compensation owed under the consulting agreement during the 2009 fiscal year 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).
- (4) Mr. Davis served as CFO of the Company from January 1, 2010 until May 28, 2010.
- (5) Perquisites (including property or other personal benefits provided to an NEO that are not generally available to all employees) did not exceed either Cdn\$50,000 or 10% of the NEO's total salary for the financial year.

## Incentive Plan Awards

### *Outstanding Share-Based Awards and Option-Based Awards Table*

The following table sets out information on option-based and share-based awards to Named Executive Officers that were outstanding to each NEO for 2010 as at November 30, 2010.

Name	Option-Based Awards					Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$) <sup>Error! Reference source not found.</sup>	Option Expiration Date	Value of Unexercised in-the-Money Options (\$) <sup>Error! Reference source not found.</sup> (2)	Number of Options that have not Vested (#)	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	250,000 <sup>(3)</sup>	0.63	May 11, 2013	382,656	125,000	-	-
Jim Hodgson	550,000 <sup>(3)</sup>	0.63	May 11, 2013	420,922	275,000	-	-
Angela Huxham <sup>(3)</sup> CFO	-	-	-	-	-	-	-
Danny Davis <sup>(4)</sup> CFO	-	-	-	-	-	-	-

- (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, 2010 exchange rate of Cdn\$1.00=U.S.\$0.9875.
- (2) Represents the difference between the market value of the Common Shares underlying the options on November 30, 2010 (based on the Cdn.\$2.18 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, 2010 exchange rate of Cdn\$1.00=U.S.\$0.9875.
- (3) As at November 30, 2010, 50% of these stock options had vested and the remaining 25% and 25% were to vest on May 11, 2011 and November 11, 2011, respectively.

### *Incentive Plan Awards Table*

The following table sets forth the value of option-based awards and share-based awards which vested during the financial year ended November 30, 2010 and the value of non-equity incentive plan compensation (e.g. performance bonuses) earned during the financial year ended November 30, 2010 with respect to the Named Executive Officers.

Name	Option-Based Awards – Value Vested During the Year (\$) <sup>Error! Reference source not found.</sup>	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Sotirios Kapotas	191,328	n/a	-
Jim Hodgson	420,922	n/a	-
Angela Huxham	674,463	n/a	-
Danny Davis	Nil	n/a	-

- (1) All option-based awards are made in Cdn\$. The value vested during the year has been translated at the November 30, 2010 exchange rate of Cdn\$1.00=U.S. \$0.9875.

## Pension Plan Benefits

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

## Termination and Change of Control Benefits

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.

## Director Compensation

### *Director Compensation Table*

In 2010, Directors who are not Officers of the Company or any of its subsidiaries (“**Outside Directors**”) were compensated for their services as Outside Directors through a combination of fees payable by way of cash and reimbursement of incidental expenses. The Company's Director compensation is designed to align the interests of Directors with the interests of the Shareholders and to provide appropriate compensation for the risks and responsibilities related to being a Director as well as to attract and retain qualified individuals.

The following table sets out all amounts of compensation provided to Outside Directors during the financial year ended November 30, 2010. For Directors who are Named Executive Officers, see “Executive Compensation – Summary Compensation Table”.

<b>Director</b>	<b>Fees Earned (\$)</b>	<b>Share-Based Awards (\$)</b>	<b>Option-Based Awards (\$)<sup>(1)</sup></b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>Pension Value (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Ian Baron	10,000	-	66,676	-	-	-	76,676
Leslie Goodman	15,000	-	66,676	-	-	-	81,676
Georgios-Antonios Mortakis-Martakis	15,000	-	44,265	-	-	-	59,265
<b>Total</b>	<b>40,000</b>	<b>-</b>	<b>132,795</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>172,795</b>

- (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 received 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, 2010 with respect to Directors of the Company who are Outside Directors.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$) <sup>Error! Reference source not found.</sup>	Option Expiration Date	Value of Unexercised in-the-Money Options (\$) <sup>Error! Reference source not found.(2)</sup>	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	100,000	0.63	May 11, 2013	153,063	-	-
	250,000	0.25	May 12, 2004	476,468	-	-
Leslie Goodman	200,000 <sup>Error! Reference source not found.</sup>	0.25	April 4, 2013	381,175	-	-
	50,000	0.25	May 12, 2014	95,237	-	-
	100,000	0.63	May 11, 2013	153,063	-	-
Georgios-Antonios Mortakis-Martakis	100,000	0.63	May 11, 2013	153,063	-	-

- (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, 2010 exchange rate of Cdn\$1.00=U.S. \$0.9875.
- (2) Represents the difference between the market value of the Common Shares underlying the options on November 30, 2010 (based on the Cdn\$2.18 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, 2010 exchange rate of Cdn\$1.00=U.S.\$0.9875.
- (3) As at November 30, 2010, 50% of these stock options had vested and the remaining 25% and 25% were to vest on May 11, 2011, and November 11, 2011, respectively.

***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, 2010 and the value of non-equity incentive plan compensation earned during the financial year ended November 30, 2010 with respect to the Directors of the Company who are Outside Directors.

Name	Option-Based Awards – Value Vested During the Year (\$) <sup>Error! Reference source not found.</sup>	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Ian Baron	314,765	n/a	-
Leslie Goodman	505,353	n/a	-
Georgios-Antonios Mortakis-Martakis	457,706	n/a	-

- (1) All option-based awards are made in Cdn\$. The value vested during the year has been translated at the November 30, 2010 exchange rate of Cdn\$1.00=U.S. \$0.9875.

### ***Director Retirement Policy***

There is no retirement policy for Directors. The Company does not have a mandatory retirement age in respect of Directors' service on the Board.

### **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, 2010.

#### **EQUITY COMPENSATION PLAN INFORMATION**

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants &amp; Rights (a)</b>	<b>Weighted Average Exercise Price of Outstanding Options, Warrants &amp; Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by securityholders	4,602,500	Cdn\$0.33	4,022,000 <sup>(1)</sup>
Equity compensation plans not approved by securityholders	n/a	n/a	n/a
<b>Total</b>	<b>4,602,500</b>	<b>Cdn\$0.33</b>	<b>4,022,000<sup>(1)</sup></b>

- (1) Based on the maximum aggregate number of Common Shares reserved for issuance pursuant to options granted under the Plan (being 9,987,000) less the number of Common Shares deducted from that reserve further to exercises of options on or before November 30, 2010 (being 1,362,500), with the difference being a total of 8,624,500 Common Shares remaining available for future issuance under the Plan as at November 30, 2010 (being the sum of columns (a) and (c)).

### **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, 2010 the Company paid a total of \$220,552 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.

### **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 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. James Hodgson is not considered independent under applicable securities rules as he serves as Chief Financial Officer and Corporate Secretary 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	Cadogan Petroleum plc Petro Vista Energy Corp.
Leslie Goodman	Rambler Metals and Mining plc
Georgios-Antonios Mortakis-Martakis	-

## 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 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 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.

## **ADDITIONAL INFORMATION**

### **Availability of Information**

Additional information about Stream can be found on the Company's website at [www.streamoilandgas.com](http://www.streamoilandgas.com) or on the SEDAR website at [www.sedar.com](http://www.sedar.com). Financial information relating to Stream is provided in the Company's audited consolidated financial statements and Management's Discussion and Analysis for its financial year ended November 30, 2010, which are available on the Company's website and on SEDAR and may also be obtained without charge to Shareholders, upon request to the Corporate Secretary of the Company at:

Stream Oil & Gas Ltd.  
#300, 609 – 14<sup>th</sup> Street NW  
Calgary, Alberta, Canada  
T2N 2A1  
Attention: Corporate Secretary  
Telephone: (403) 531-2358  
Fax: (403) 531-2695

**Audit Committee Disclosure**

Pursuant to National Instrument 52-110 on “Audit Committees” adopted by various Canadian securities regulatory authorities, disclosure relating to the Company’s Audit Committee is contained under the heading “Audit Committee Disclosure” in the Company’s Annual Information Form dated March 30, 2011 for the financial year ended November 30, 2010 filed on SEDAR.

(Signed) “*Sotirios Kapotas*”

Sotirios Kapotas  
President and CEO  
Dated at Calgary, Alberta  
April 25, 2011