

INFORMATION CIRCULAR - PROXY STATEMENT

DATED MAY 20, 2020

PetroShale
C a l g a r y • D e n v e r

www.petroshaleinc.com

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PROXY SUMMARY

The following summary highlights some of the important information you will find in this information circular-proxy statement. We recommend you read the entire information circular before voting.

Voting Matters	Board Vote Recommendation	For More Information See Page
Fixing the number of Directors at six (6)	FOR	8
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LETTER TO SHAREHOLDERS

May 20, 2020

Dear Fellow Shareholder,

On behalf of the Board of Directors and management of PetroShale Inc. (the "**Corporation**"), we are holding our annual and special meeting (the "**Meeting**") of the holders of common voting shares and series 1 class A preferred shares at Burnet, Duckworth & Palmer LLP, 2400, 525 – 8th Avenue SW, Calgary, Alberta on June 25, 2020 at 10:00 a.m. (Calgary time).

The accompanying information circular – proxy statement describes the business that will be conducted at the meeting and provides information regarding our executive compensation and governance practices.

The Corporation is very much aware of the public health concerns and requirements respecting the rapidly evolving COVID-19 pandemic. The Corporation asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (www.canada.ca/en/public-health.html), the Alberta Health Services (www.albertahealthservices.ca) guidelines, and the Alberta Government restrictions on public gatherings (<https://www.alberta.ca/restrictions-on-gatherings.aspx>). Given these public health guidelines in particular the crucial importance of "social distancing" – the Corporation encourages shareholders NOT to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. Subject to the Corporation's by-laws, attendance in person at the Meeting will be restricted to essential personnel and registered shareholders and proxyholders entitled to attend and vote at the Meeting; no external guests will be allowed to attend. As such, the Corporation has organized a conference call (details below) whereby shareholders can listen to the Meeting. This is not a virtual meeting and as such shareholders cannot vote over the conference call. As shareholder participation at the Meeting is important, the Corporation encourages shareholders to exercise their right to vote prior to the Meeting by following the instructions set out in the form of proxy or voting instruction form received by shareholders. If your common voting shares or series 1 class A preferred shares are not registered in your name and are held in the name of your broker or other nominee, you may wish to consult the information beginning on page 6 of the accompanying information circular – proxy statement for information on how to vote your shares.

We may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. We will announce alternative arrangements for the Meeting as promptly as practicable, which may include delaying the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities. Please monitor our website at <http://www.petroshaleinc.com/> for updated information. If you are a registered shareholder or proxyholder and are planning to attend the Meeting, please check our website one week prior to the date of the Meeting.

Shareholders may use the following information to listen to the Meeting via conference call or webcast. All participants will be muted by the moderator of the call as it is a listen-in only conference call and webcast.

Telephone number: 1-888-231-8191 (North America Toll Free) or 647-427-7450 (Local and International)

Audience Webcast URL: https://produceredition.webcasts.com/starthere.jsp?ei=1324707&tp_key=fcfd43d0

Sincerely,

(signed) "M. Bruce Chernoff"

M. Bruce Chernoff
Executive Chairman

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE is hereby given that an annual and special meeting (the "**Meeting**") of holders of common voting shares ("**Common Share**") and series 1 class A preferred shares (the "**Special Voting Shares**") of PetroShale Inc. (the "**Corporation**") will be held at Burnet, Duckworth & Palmer LLP, 2400, 525 – 8th Avenue SW, Calgary, Alberta at 10:00 a.m. (Calgary time), on June 25, 2020, to:

1. consider and receive our audited financial statements for the year ended December 31, 2019, together with the report of the auditors thereon;
2. fix the number of directors to be elected at the Meeting at six (6) members;
3. elect six (6) directors;
4. appoint the auditors and authorize our directors to fix their remuneration as such;
5. consider and, if deemed advisable, to pass with or without variation, an ordinary resolution re-approving our stock option plan, as more particularly described in the attached information circular – proxy statement; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Only shareholders whose names have been entered in the register of Common Shares and Special Voting Shares at the close of business on May 19, 2020 will be entitled to receive notice of and to vote at the Meeting unless that shareholder has transferred any shares subsequent to that date and the transferee shareholder, not later than 10 days before the Meeting, establishes ownership of the shares and demands that the transferee's name be included on the list of shareholders entitled to vote at the Meeting. Each Common Share and Special Voting Share will entitle the holder to one vote at the Meeting and will vote together as a single class.

Shareholders of the Corporation are encouraged NOT to attend the Meeting in person in light of the COVID-19 pandemic (see the Letter to Shareholders accompanying this Notice). We encourage all holders of Common Shares and Special Voting Shares to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the proxy must be received by TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Attention: Proxy Department or deliver it by fax to 1-416-595-9593 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof. You may also vote via the internet at www.voteproxyonline.com. Votes by internet must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof. Notwithstanding the foregoing, the Chairman of the Meeting has the discretion to accept proxies received after such deadline.

DATED at Calgary, Alberta, this 20th day of May, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "M. Bruce Chernoff"

M. Bruce Chernoff
Executive Chairman

**INFORMATION CIRCULAR – PROXY STATEMENT
For the Annual & Special Meeting of Shareholders
to be held on Thursday, June 25, 2020**

VOTING MATTERS

Attendance at the Meeting is Discouraged in light of COVID-19 Pandemic

In view of the current and rapidly evolving COVID-19 pandemic, we ask that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (www.canada.ca/en/public-health.html), the Alberta Health Services (www.albertahealthservices.ca) guidelines, and the Alberta Government restrictions on public gatherings (<https://www.alberta.ca/restrictions-on-gatherings.aspx>). Given these public health guidelines in particular the crucial importance of “social distancing” – the Corporation encourages shareholders NOT to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. Subject to the Corporation's by-laws, attendance in person at the Meeting will be restricted to essential personnel and registered shareholders and proxyholders entitled to attend and vote at the Meeting; no external guests will be allowed to attend. As such, the Corporation has organized a conference call (see the Letter to Shareholders accompanying this Information Circular) whereby shareholders can listen to the Meeting. This is not a virtual meeting and as such shareholders cannot vote over the conference call. As shareholder participation at the Meeting is important, the Corporation encourages shareholders to vote their Common Shares (as defined below) and Special Voting Shares (as defined below) prior to the Meeting (as defined below) by following the instructions under the heading “*Voting Matters*” in this Information Circular.

We may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. We will announce alternative arrangements for the Meeting as promptly as practicable, which may include delaying the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities. Please monitor our website at <http://www.petroshaleinc.com/> for updated information. If you are a registered shareholder or proxyholder and are planning to attend the Meeting, please check our website one week prior to the date of the Meeting.

Solicitation of Proxies

This information circular – proxy statement (the “**Information Circular**”) is furnished in connection with the solicitation of proxies for use at the annual and special meeting (the “**Meeting**”) of the holders of common voting shares (“**Common Shares**”) and series 1 class A preferred shares (“**Special Voting Shares**”) of PetroShale Inc. (the “**Corporation**” or “**we**” or “**our**”) to be held at 10:00 a.m. (Calgary time) on Thursday, June 25, 2020, at Burnet, Duckworth & Palmer LLP, 2400, 525 – 8th Avenue SW, Calgary, Alberta and at any adjournment thereof. Forms of proxy must be mailed so as to reach or be deposited at the offices of TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, or by fax to 1-416-959-9593 not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof. Registered shareholders may also use the internet at www.voteproxyonline.com to vote their Common Shares and Special Voting Shares. Shareholders will be prompted to enter the control number which is located on the form of proxy. Votes by internet must be received not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof.

Only shareholders of record at the close of business on May 19, 2020 will be entitled to vote at the Meeting, unless that shareholder has transferred any shares subsequent to that date and the transferee shareholder, not later than 10 days before the Meeting, establishes ownership of the shares and demands that the transferee's name be included on the list of shareholders entitled to vote at the Meeting. The instrument appointing a proxy must be in writing and must be executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by a duly authorized officer or attorney of the corporation.

The persons named in the enclosed instrument of proxy are our officers. **As a shareholder you have the right to appoint a person or company, who need not be a shareholder, to represent you at the Meeting. To exercise this right you should insert the name of the desired representative in the blank space provided in the instrument of proxy and strike out the other name.**

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to you if you do not hold your Common Shares in your own name. Only proxies deposited by shareholders whose names appear on our records as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If your Common Shares are listed in your account statement provided by your broker, then, in almost all cases, those Common Shares will not be registered in your name on our records. Such Common Shares will likely be registered under the name of your broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for The CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms. The majority of shares held in the United States are registered in the name of Cede & Co., the nominee for the Depository Trust Company, which is the United States equivalent of The CDS Clearing and Depository Services Inc.

If you do not hold your shares in your own name, you may give permission to your broker or other intermediary to release your name and address to us so that we can send proxy related materials to you directly. Without this permission, we cannot send you materials directly and your broker or other intermediary shall be required to send such materials to you. We do not provide proxy related materials directly to beneficial shareholders and we assume the costs associated with the delivery of materials to beneficial shareholders by intermediaries.

Applicable regulatory policy requires your broker to seek voting instructions from you in advance of the Meeting. Every broker has its own mailing procedures and provides its own return instructions, which you should carefully follow in order to ensure that your shares are voted at the Meeting. Often, the form of proxy supplied by your broker is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on your behalf.

Brokers often delegate the responsibility for obtaining voting instructions to Broadridge Investor Communications ("**Broadridge**") which mails a scannable voting instruction form in lieu of a form of proxy. If you received one of these, you are asked to complete and return it to Broadridge by mail or facsimile. Alternatively, you can call their toll-free number or access the internet to vote your shares. Broadridge tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares at the Meeting. If you receive a voting instruction form from Broadridge, it cannot be used as a proxy to vote your shares directly at the Meeting as the form must be returned to Broadridge well in advance of the Meeting in order to have your shares voted. If you wish to attend the Meeting and vote your own shares, you must do so as a proxyholder for the registered holder. To do this, you should enter your own name in the blank space on the applicable form provided to you and return the document to your broker or agent of such broker in accordance with the instructions provided by such broker well in advance of the Meeting.

The Canadian Securities Administrators have adopted a "notice-and-access" regime for shareholder meetings which permits issuers to send a reduced package of meeting materials to shareholders, together with the document required to cast their vote. We have elected not to use the "notice-and-access" regime for the Meeting and paper copies of such materials will be sent to all of our shareholders.

Revocability of Proxy

You may revoke your proxy at any time prior to a vote. If you, or the person to whom you give your proxy, attend personally at the Meeting, you or such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by a duly authorized officer or attorney of the corporation. To be effective, the instrument in writing must be deposited either at our head office,

at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting, or any adjournment thereof.

Persons Making the Solicitation

This solicitation is made on behalf of our management. We will bear the costs incurred in the preparation and distribution of the form of proxy, notice of annual and special meeting and this Information Circular. In addition to mailing forms of proxy, proxies may be solicited by personal interviews, or by other means of communication, by our directors, officers and employees who will not be remunerated therefor.

Exercise of Discretion by Proxy

The Common Shares and Special Voting Shares represented by proxy in favour of management nominees will be voted or withheld from voting on any poll at the Meeting. Where you specify a choice with respect to any matter to be acted upon, the Common Shares and Special Voting Shares will be voted on any poll in accordance with the specification so made. **If you do not provide instructions, your Common Shares and/or Special Voting Shares will be voted in favour of the matters to be acted upon as set out herein.** The persons appointed under the form of proxy, which we have furnished, are conferred with discretionary authority with respect to amendments or variations of those matters specified in the form of proxy and notice of annual and special meeting and with respect to any other matters which may properly be brought before the Meeting or any adjournment thereof. At the time of printing this Information Circular, we know of no such amendment, variation or other matter.

Voting Shares and Principal Holders

We are authorized to issue an unlimited number of Common Shares, an unlimited number of common non-voting shares and an unlimited number of class "A" preferred shares, issuable in series, of which one series, being the Special Voting Shares have been authorized for issuance in an unlimited number. As at May 19, 2020 there were 187,621,722 Common Shares, no common non-voting shares and 40,487,422 Special Voting Shares issued and outstanding. The Common Shares are listed on the TSX Venture Exchange ("TSXV") under the symbol "PSH" and on the OTCQX under the symbol "PSHIF". The Common Shares and Special Voting Shares are our only authorized classes of voting shares. Each Common Share and Special Voting Share are entitled to one vote and shall, except as required by applicable law, vote together as a single class.

Based on information supplied to them and based on public filings, to the knowledge of our directors and officers, as the date hereof, no person or company beneficially owns, or controls or directs, directly or indirectly, more than 10% of our voting shares (being the Common Shares and Special Voting Shares) other than as set forth below:

Name	Class of Share	Number of Shares	Percentage of Class	Percentage of Voting Shares
M. Bruce Chernoff ⁽¹⁾	Common Shares	64,455,786	34.4%	28.3%
FR XIII PetroShale Holdings L.P. ("First Reserve") ⁽²⁾	Common Shares	2,702,702	1.4%	18.9%
	Special Voting Shares	40,487,422	100%	

Notes:

- (1) 50,647,203 Common Shares are held by Hawthorne Energy Ltd., a company of which Mr. Chernoff is a significant shareholder, 10,000,000 Common Shares are held by Kai Commercial Trust, a trust of which Mr. Chernoff is a majority unitholder and 3,808,583 Common Shares are held by Alpine Capital Corp., a company directed by Mr. Chernoff.
- (2) On January 25, 2018, we completed a financing transaction whereby First Reserve acquired 75,000 Series A Preferred Shares (the "Subsidiary Preferred Shares") of our subsidiary, PetroShale (US) Inc. ("PetroShale US") and 39,308,176 Special Voting Shares for US\$75 million. Pursuant to the Investment Agreement (as defined herein) First Reserve has been provided the right that so long as

First Reserve owns not less than 60% of the number of Subsidiary Preferred Shares it acquired pursuant to the financing (including on exchange thereof) it shall be entitled to designate one nominee for election to the Board. See also "Interest of Informed Persons in Material Transactions".

MATTERS TO BE ACTED UPON AT THE MEETING

Election of Directors

As of the date hereof, the board of directors of the Corporation (the "**Board**") consists of six (6) members. Management is soliciting proxies, in the accompanying applicable form of proxy, for an ordinary resolution in favour of fixing our Board at six (6) members, and in favour of the election as directors of the following: M. Bruce Chernoff, Brett Herman, Ken McCagherty, David Rain, Gary Reaves and Jacob Roorda. Each director elected will hold office until the next annual meeting of our shareholders or until his successor is duly elected or appointed, unless his office is earlier vacated.

It is the intention of our management designees, if named as proxy, to vote **FOR** the election of the proposed nominees to our Board unless otherwise directed. Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that a vacancy among such nominees occurs because of death or for any reason prior to the Meeting, the form of proxy will not be voted with respect to such vacancy.

Biographies of our Directors

The following is a brief description of the proposed nominees, including their principal occupation for the past five (5) years, all positions and offices of the Corporation held by them and the number of shares that they have advised are beneficially owned or controlled or directed by them, directly or indirectly, as at May 20, 2020.

Name, Residence and Office(s) held	Principal Occupation or Employment for the Last Five Years	Became a Director	Number of Common Shares
M. Bruce Chernoff ⁽²⁾⁽³⁾⁽⁴⁾ Alberta, Canada	Our Executive Chairman and President of Caribou Capital Corp., a private investment company.	August 31, 2012	64,455,786
Brett Herman ⁽¹⁾⁽³⁾ Alberta, Canada	President and Chief Executive Officer of TORC Oil & Gas Ltd., a public oil and gas company.	March 8, 2012	399,991
Ken McCagherty ⁽¹⁾⁽²⁾ Alberta, Canada	President and Chief Executive Officer of Westbrick Energy Ltd., a private oil and gas company.	November 25, 2013	353,342
David Rain Alberta, Canada	Our Interim Chief Executive Officer since October 15, 2019 and our Chief Financial Officer from November 1, 2013 to November 30, 2018 and Chief Financial Officer and Vice President of Caribou Capital Corp., a private investment company.	December 3, 2018	716,558
Gary Reaves ⁽³⁾ Texas, USA	Managing Director of First Reserve since January 2014 and prior thereto was a Director of First Reserve since January 2012. Mr. Reaves has been with First Reserve since 2006.	May 20, 2020	Nil ⁽⁵⁾

Name, Residence and Office(s) held	Principal Occupation or Employment for the Last Five Years	Became a Director	Number of Common Shares
Jacob Roorda ⁽¹⁾⁽²⁾⁽³⁾ Alberta, Canada	Managing director of Windward Capital Limited, a private investment company. From November 2016 through June 2017, Executive Vice President of Todd Energy International, a private US-based methanol producing company. Prior thereto, the Chief Executive Officer of Todd Energy Canada Limited, a private oil and gas company.	March 8, 2012	560,737

Notes:

- (1) Member of our Audit Committee.
- (2) Member of our Reserves Committee.
- (3) Member of our Corporate Governance and Compensation Committee.
- (4) 50,647,203 Common Shares are held by Hawthorne Energy Ltd., a company of which Mr. Chernoff is a significant shareholder, 10,000,000 Common Shares are held by Kai Commercial Trust, a trust of which Mr. Chernoff is a majority unitholder and 3,808,583 Common Shares are held by Alpine Capital Corp., a company directed by Mr. Chernoff.
- (5) Mr. Reaves is a Managing Director of First Reserve GP XIII Limited, the ultimate general partner of First Reserve. First Reserve owns 75,000 Subsidiary Preferred Shares, 40,487,422 Special Voting Shares and 2,702,702 Common Shares.

On January 25, 2018, we completed a financing with First Reserve and in connection with the same, we, and our subsidiary, PetroShale US Inc., entered into an investment agreement dated December 30, 2017 (the "**Investment Agreement**") with First Reserve whereby First Reserve was provided, among other things certain consent and governance rights, including the right that so long as First Reserve owns not less than 60% of the number of shares it acquired pursuant to the Financing (including on exchange thereof) it shall be entitled to designate one nominee for election to our Board. A copy of the Investment Agreement is available for review under our SEDAR profile at www.sedar.com. Gary Reaves, a Managing Director of First Reserve has been appointed to our Board, and is standing for election to the Board at the Meeting, pursuant to the Board nomination rights provided to First Reserve pursuant to the Investment Agreement.

Additional Disclosure Relating to Proposed Directors

None of our directors (nor any personal holding company of any of such persons) is, as of the date hereof, or was within ten (10) years before the date hereof, a director, chief executive officer or chief financial officer of any company (including us), that was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**") that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or was subject to an Order that was issued after the director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer other than Mr. Roorda who was formerly a director of Argosy Energy Inc. ("**Argosy**") when it was cease traded for failure to file financials in April 2012.

Except as otherwise disclosed herein, none of our directors (nor any personal holding company of any of such persons) is, as of the date hereof, or has been within the ten (10) years before the date hereof, a director or executive officer of any company (including us) 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. In addition, none of our directors (nor any personal holding company) or any such person has, within the ten (10) years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director. Mr. Chernoff and Mr. Rain were each formerly directors of Calmena Energy Services Inc. ("**Calmena**") (a public oilfield service company) which was placed in receivership on

January 20, 2015. Mr. Chernoff and Mr. Rain resigned as directors of Calmena effective January 15, 2015. Mr. Roorda was also a director of Argosy, a TSX listed company which entered receivership pursuant to a Court order resulting from a creditor petition. Concurrently with the receivership, Mr. Roorda resigned as a director of Argosy. Mr. Roorda was formerly an alternate director of Wolf Mineral Limited ("**Wolf**"), a specialty mining company based in Australia and the U.K., which was listed on the AIM market of the London Stock Exchange ("**AIM**") and the Australian Stock Exchange ("**ASX**"). Mr. Roorda served at the request of his employer at the time, a shareholder of Wolf. Wolf was placed into voluntary administration on October 10, 2018. Mr. Roorda served as an alternate director to a non-executive director of Wolf until his resignation as an alternate director effective October 10, 2018. On September 27, 2018, prior to its appointment into administration, Wolf announced that it had been voluntarily suspended from the ASX as a result of a failure to file its annual report when due. On October 10, 2018, Wolf announced that in connection with the appointment of an administrator, it had been suspended from trading on the AIM. Mr. Reeves currently serves on the board of directors of Tri-Point Oil & Gas Systems ("**Tri-Point**"), a Houston-based oil and gas production and process equipment services company. On March 16, 2020, Tri-Point and certain affiliates filed for Chapter 11 bankruptcy and are in the process of liquidating the business. The process is expected to be completed sometime in July or August 2020.

None of our directors (nor any personal holding company of any of such persons) has been subject to 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 any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Advance Notice By-law

We have adopted By-Law No. 2 regarding advance notice of nominations of directors of the Corporation, which was ratified by the shareholders of the Corporation at the 2017 annual meeting (the "**Advance Notice By-law**"). A copy of the Advance Notice By-law can be found under our SEDAR profile at www.sedar.com.

The purpose of the Advance Notice By-law is to provide shareholders, the Board and our management with a clear framework for director nominations to help ensure orderly business at meetings of shareholders. Among other things, the Advance Notice By-law fixes a deadline by which shareholders must submit director nominations to the Corporate Secretary of the Corporation prior to any annual or special meeting of shareholders. It also specifies the information that a nominating shareholder must include in the notice in order for any director nominee to be eligible for election at any annual or special meeting of shareholders. No person nominated by a shareholder will be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of the Advance Notice By-law.

In the case of an annual meeting of shareholders, notice to the Corporate Secretary of the Corporation must be made not less than thirty (30) days and not more than sixty-five (65) days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than fifty (50) days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the tenth (10th) day following such public announcement. In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Corporation must be made not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting was made. The Board may, in its sole discretion, waive any requirement of the Advance Notice By-law.

As of the date of this Information Circular, we have not received any nominations by way of the advance notice mechanism.

Appointment of Auditors

Management is soliciting proxies, in the accompanying form of proxy, in favour of the appointment of the firm of KPMG LLP as our auditors, to hold office until the next annual meeting of our shareholders and to authorize the directors to fix their remuneration as such. KPMG LLP has been our auditors since August 2012.

Re-Approval of Stock Option Plan

At the Meeting, shareholders will be asked to consider and re-approve the Corporation's stock option plan (the "**Option Plan**"). The Option Plan was approved by our Board on May 24, 2017 and last approved by shareholders on July 3, 2019 and provides for, among other things, a rolling option plan whereby the number of Common Shares that may be reserved for issuance under the Option Plan cannot exceed 10% of the aggregate number of outstanding Common Shares, and, if applicable, non-voting common shares (from time to time). In accordance with the rules of the TSXV, rolling option plans must receive shareholder approval yearly at our annual shareholder meeting. The summary provided below is qualified in its entirety to the full text of the Option Plan. Capitalized terms used in this section of the Information Circular and not otherwise defined herein are defined in the Option Plan.

The purpose of the Option Plan is to promote a proprietary interest in the corporation and greater alignment of interest between our directors, officers, employees, consultants and Service Providers and our shareholders. The Option Plan is administered by our Board, which may delegate its authority to a committee of our Board.

The Option Plan provides that our Board may from time to time, in its discretion, grant to our directors, officers, employees, consultants, Service Providers and those of our subsidiaries, options ("**Options**") to purchase our Common Shares. Options are not transferable or assignable except in accordance with the Option Plan and the holding of Options does not entitle the holder thereof to any rights as a shareholder.

Our Board will set the terms of the Options granted under the Option Plan provided that such term does not exceed a maximum term of ten (10) years. Our Board will set the time during which Options shall vest and the method of vesting, provided that Options issued to persons retained to provide Investor Relations Activities must vest in stages over a period of not less than twelve (12) months with no more than a quarter of the Options vesting in any three (3) month period. The exercise price of the Options shall not be less than the closing price of our Common Shares on the TSXV on the trading day immediately preceding the date of grant of Options.

In addition to the typical exercise method of issuing our Common Shares to the Option holder in exchange for the payment of the exercise price of the Option, the Option Plan allows (provided our Common Shares are not then listed on the TSXV), for a cashless exercise whereby Options may be exchanged for the issuance of Common Shares equal to the number determined by dividing the Market Price on the date of exercise into the difference between the Market Price and the exercise price of such Options. Additionally, provided our Common Shares are not then listed on the TSXV, any Option holder may make an offer to us, at any time, for the disposition and surrender by the same to us (and the termination thereof) of any of the Options granted under the Option Plan for an amount not to exceed Market Price (as of the date of the exercise) less the exercise price of the Options and we have the sole discretion as to whether to accept such offer.

Under the Option Plan, Options may be granted in respect of Common Shares provided that the aggregate number of Common Shares reserved for issuance at any time under the Option Plan does not exceed 10% of the aggregate number of Outstanding Securities (being the aggregate number of Common Shares and common non-voting shares outstanding). Additionally, the Option Plan limits Insider participation such that in aggregate, no more than 10% of the Outstanding Securities may be reserved at any time for Insiders under the Option Plan, together with all of our other Security Based Compensation Arrangements (which includes the Option Plan and the Award Plan as described elsewhere in this Information Circular). Further, the number of securities we issue to Insiders within any twelve (12) month period under all of our Security Based Compensation Arrangements (including the Option Plan) cannot exceed 10% of the Outstanding Securities.

Subject to the policies of the TSXV (or such other stock exchange on which our Common Shares may then be listed), the Option Plan prescribes various limits to the number of Common Shares that can be reserved for issuance for specific grants made under the Option Plan. These limits include: (a) the aggregate number of Common Shares reserved for issuance under Options granted to any one eligible person shall not exceed 5% of our issued and outstanding Common Shares in any twelve (12) month period; and (b) the aggregate number of Common Shares reserved for issuance under Options granted to any one consultant or an individual engaged in Investor Relations Activities (as such term is defined by the policies of the TSXV) shall not exceed 2% of our issued and outstanding Common Shares in any twelve (12) month period with no more than one quarter of such Options vesting in any three (3) month period.

Our Board has discretion to make amendments to the Option Plan which it may deem necessary, without having to obtain shareholder approval provided that in all cases it does not make any of the following amendments without first obtaining approval of the shareholders: (i) increase the percentage of the issued and outstanding Common Shares that are available to be issued pursuant to granted and outstanding Options at any time pursuant to the limit described above; (ii) reduce the exercise price of any outstanding Options granted to Insiders; (iii) extend the expiry date of any outstanding Option granted to an Insider; (iv) increase the number of Common Shares that may be issued to any one person or to an Insider above the restrictions contained in the Option Plan; (v) permit the transfer or assignment of Options except in the case of death of an Option holder; or (vi) amend the amendment provisions of the Option Plan.

Under the Option Plan, in case of an Optionee's death, the Optionee's personal or legal representative may within twelve (12) months from the date of death and prior to the expiry time of the Options, exercise Options which were vested prior to death after which time any remaining Options shall terminate. In addition, if an Optionee ceases to be a director, officer, employee or be providing ongoing management or consulting services (other than as a result of death), and the date on which the Optionee ceases to be a director, officer, employee or be providing ongoing management or consulting services is prior to the expiry date of the Option, all Options held by the Optionee which have vested as of the Termination Date shall be forfeited by the Optionee effective on the earlier of: (a) the expiry date; and (b) the date that is ninety (90) days from the Termination Date, and all Options which have not vested as of the Termination Date shall be terminated.

Text of Resolution

At the Meeting, shareholders will be asked to consider the following ordinary resolution re-approving the Option Plan:

"BE IT RESOLVED, as an ordinary resolution of the shareholders of PetroShale Inc. (the **"Corporation"**) that:

1. the stock option plan, as described under the heading "*Matters to be Acted Upon at the Meeting – Re-Approval of Stock Option Plan*" in the information circular – proxy statement of the Corporation dated May 20, 2020, is hereby re-approved and confirmed;
2. any director or officer of the Corporation be and is hereby authorized and directed to do such things and to execute and deliver all such instruments, deeds and documents, and any amendments thereto, as may be necessary or advisable in order to give effect to the foregoing resolutions, and to complete all transactions in connection therewith; and
3. notwithstanding that this resolution has been passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Corporation, at any time if such revocation is considered necessary or desirable by the directors."

In order to be passed, the foregoing ordinary resolution must be approved by a simple majority of the votes cast by shareholders who vote in person or by proxy at the Meeting. The persons named in the accompanying proxy will vote **IN FAVOUR** of the resolution to re-approve the Option Plan unless a shareholder specifies otherwise in the proxy.

Other Matters Coming Before the Meeting

Management knows of no other matters to come before the Meeting other than those referred to in the accompanying notice of annual and special meeting. Should any other matters properly come before the Meeting, the Common Shares represented by proxy solicited by this Information Circular will be voted on such matters in accordance with the best judgment of the person voting such proxy.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Our named executive officers ("**Named Executive Officers**" or "**NEOs**") for the year ended December 31, 2019 were Mike Wood, our former President and Chief Executive Officer, David Rain, our Interim Chief Executive Officer, M. Bruce Chernoff, our Executive Chairman, Caleb Morgret, our Chief Financial Officer and Antonio Izzo, our Vice President of Engineering and Business Development.

Compensation of our Named Executive Officers is reviewed annually by our Corporate Governance and Compensation Committee and is subsequently approved by our Board based on the recommendation of the Corporate Governance and Compensation Committee in accordance with our Corporate Governance and Compensation Committee Charter. Our Corporate Governance and Compensation Committee is currently comprised of Jacob Roorda (Chairman), Brett Herman, M. Bruce Chernoff and Gary Reaves. A majority of our Corporate Governance and Compensation Committee is "independent" (as such term is defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**")). The primary responsibility of this committee is to assist our Board in fulfilling its responsibility by reviewing matters relating to our human resource policies and compensation of our directors, officers and employees. The members of the Corporate Governance and Compensation Committee are each experienced in compensation issues based on their present or prior involvement at the executive or board level with a variety of organizations. See "*Matters to be Acted Upon at the Meeting – Election of Directors*".

Our compensation program for our NEOs consists principally of a base salary and variable compensation, if any. Named Executive Officers may also participate in our Option Plan and our bonus award incentive plan (the "**Award Plan**").

Our Board's and the Corporate Governance and Compensation Committee's objective in setting compensation levels is that the aggregate compensation received by Named Executive Officers be generally competitive with the compensation received by persons with similar qualifications and responsibilities who are engaged by other companies of corresponding size and stage of development. The Corporate Governance and Compensation Committee's primary duties are to review and make recommendations to the Board regarding: (i) human resource policies, practices and structures; (ii) compensation policy and guidelines; (iii) management incentive and perquisite plans and any non-standard remuneration plans; (iv) senior management appointments and their compensation; and (v) any other initiatives as the Board may request. In determining such items, the Board and the Corporate Governance and Compensation Committee rely primarily on their own experience and knowledge.

Compensation Consultant or Advisor

In 2019, the Corporation retained Delcor Management Inc. (the "**Consultant**") to assist the Corporate Governance and Compensation Committee in reviewing and assessing compensation matters with respect to the Corporation, including its executive officers. The mandate given to the Consultant included, without limitation: (i) review of the Corporation's current approach to compensation and the appropriateness of the Corporation's comparator group

of companies for benchmarking compensation; (ii) review the alignment of the Corporation's current approach to compensation to its business strategy within the context of peer and best practices; (iii) the identification of appropriate benchmarks for comparable executive positions; (iv) a review of the competitiveness of the Corporation's total executive compensation package; (v) the development of an overall compensation framework that will form the basis for future compensation evaluations; (vi) a review of the Corporation's director compensation methodology and overall competitiveness; and (vii) the development of recommendations for the Corporate Governance and Compensation Committee's consideration.

The aggregate fees billed by the Consultant for services rendered in the two (2) most recently completed financial years were as follows:

Year Ended December 31	Executive Compensation Related Fees	All Other Fees
2019	\$4,515.00	Nil
2018	\$8,505.00	Nil

Elements of Our Executive Compensation Program

Our compensation program for our executive officers is comprised of three (3) principal components: (i) base salary, and perquisites, (ii) short-term incentive compensation comprised of annual discretionary cash bonuses, and (iii) long-term incentive compensation comprised of share options and share awards. Together, these components are designed to achieve the following key objectives:

- to align the compensation framework so as to promote and support the Corporation's overall business strategy and long term strategic plans and objectives;
- to provide market competitive compensation that is significantly performance based by ensuring that a significant portion of annual (cash bonuses) and long-term (share options and share awards) incentive compensation is tied to share performance and corporate performance and, therefore, is at risk (not guaranteed) and variable year over year;
- to provide incentives which encourage and align employee objectives and performance with both superior corporate performance and retention of highly skilled and talented employees; and
- to align long-term executive compensation with shareholder interests by awarding a significant portion of long-term incentive compensation in the form of performance awards under the Award Plan.

The aggregate value of these principal components and related benefits is used as a basis for assessing the overall competitiveness of the Corporation's compensation package. The fixed element of compensation provides a competitive base of secure compensation required to attract and retain executive talent. The variable performance based, or "at risk" compensation, is designed to encourage management behaviours which contribute to both short-term and long-term performance of the Corporation. At more senior levels of the organization, a significant portion of compensation eligible to be paid is variable performance based compensation which places a greater emphasis on rewarding executives for their individual contributions, business results of the Corporation and long-term value creation for shareholders. Where applicable, awarding a significant portion of long-term incentive compensation in the form of awards under our Award Plan provides, through the value of the Common Shares, a direct link with shareholder return.

Each element of our executive compensation program is described below.

Base Salaries

The base salary component is intended to provide a fixed level of competitive pay that reflects each executive officer's primary duties and responsibilities and the level of skills and experience required to successfully perform his or her role. The payment of base salaries is a fundamental component of the Corporation's compensation program. The Corporation intends to pay base salaries to our executive officers, including our President and Chief Executive Officer that are competitive with those for similar positions within our selected peer group. Salaries of our executive officers, including that of our President and Chief Executive Officer, are reviewed annually by the Corporate Governance and Compensation Committee based upon a review of corporate and personal performance and individual levels of responsibility. Salaries for executive officers are not determined based on specific benchmarks, performance goals or a specific formula.

Short-Term Incentive Compensation – Annual Cash Bonuses

In addition to base salaries, the Corporation has a discretionary bonus plan pursuant to which our Board, upon recommendation of the Corporate Governance and Compensation Committee, may award annual cash bonuses to all employees, including executive officers. The bonus element of the Corporation's executive compensation program is designed to retain top quality talent and reward both corporate and individual performance during the Corporation's most recently completed financial year. To determine bonus awards for senior personnel, including the Named Executive Officers, the Corporate Governance and Compensation Committee considers both the executive's personal performance and the performance of the Corporation relative to our peers. The amount of the bonus paid is not set in relation to any formula or specific criteria but is the result of a subjective determination of the Corporation's and the individual's performance during the last fiscal year. While the Corporate Governance and Compensation Committee has not established strict pre-determined quantitative performance criteria linked to the payment of bonuses, the Corporate Governance and Compensation Committee will consider certain performance indicators including, but not limited to (i) production volumes relative to plan; (ii) growth in reserves on a proven and proven plus probable basis; (iii) finding and development costs; (iv) operating costs and general and administrative costs per barrel of oil equivalent; (v) metrics achieved in connection with acquisitions and dispositions; (vi) other corporate activity during the year; (vii) our environmental health and safety record; (viii) balance sheet and liquidity management in the context of the Corporation's business plan; (ix) capital spending relative to plan; and (x) our performance for all of the above relative to our goals and objectives and in relation to the performance of similar-sized oil and natural gas companies during the year in question. The payment of bonuses is ultimately subject to the final approval of our Board and our Board has the discretion to amend or suspend the bonus plan at any time in its sole discretion.

Personal performance of employees is evaluated by our Interim Chief Executive Officer and is based on certain factors such as demonstrated leadership and individual contributions to the success of the Corporation. Personal performance for each executive officer is evaluated by the Corporate Governance and Compensation Committee in consultation with our Interim Chief Executive Officer and is based on an analysis of the individual's contribution to the corporate performance of the Corporation. After assessing corporate and personal performance, the Corporate Governance and Compensation Committee reviews, at its discretion, such other factors it considers relevant to its decision as to whether bonuses will be payable and, if so, the amounts of such bonuses. The proposed bonus amounts for executive officers are then recommended by the Corporate Governance and Compensation Committee for review, discussion and approval by our Board.

Long-Term Incentive Compensation

Since November 2017, grants of share-based awards under our Award Plan have formed the primary component of our long-term incentive compensation program. This plan is a full-value award plan pursuant to which restricted awards and, commencing in 2019, performance awards may be granted to our directors, officers, employees and consultants. For further information, see "*Executive Compensation – Incentive Plans – Outstanding Share-Based and Option-Based Awards – Bonus Award Incentive Plan*".

Each restricted award entitles the holder to an amount computed by the value of a notional number of Common Shares designated in the award on dates determined by the Board.

Each performance award, when granted, will entitle the holder to an amount computed by the value of a notional number of Common Shares designated in the award multiplied by a payout multiplier. The payout multiplier is dependent on our performance relative to pre-defined corporate performance measures for a particular period and, for a particular period, can be a range of 0x to 2x.

Our Corporate Governance and Compensation Committee will be responsible for recommending to the Board the allocation of share awards between restricted and performance awards. The performance awards, through the payout multiplier, are intended to provide a direct link between corporate performance and the level of payout received. The Corporate Governance and Compensation Committee believes that the pay for performance orientation of the performance awards is aligned with shareholder interests. The portion of performance awards received relative to restricted awards is expected to increase with greater levels of responsibility, with more performance awards expected to be granted to senior employees (including Named Executive Officers) as compared to restricted awards.

We also have established an Option Plan, pursuant to which our Board, at its discretion, may grant Options to eligible participants, including NEOs. Such grants are considered incentives intended to align the NEOs' and shareholders' interests in the long term. Options may be used as a component of executive compensation that allows the Named Executive Officers to share in corporate results in a manner that is relatively cost-effective despite the effects of treating Options as a compensation expense for accounting purposes. The Corporate Governance and Compensation Committee provides recommendations to our Board with respect to Option grants to NEOs. No Options have been granted since July 2016.

In order to assist the Corporate Governance and Compensation Committee in determining the appropriate level of executive compensation and to assess the competitiveness of its executive compensation programs, the Corporate Governance and Compensation Committee may consider compensation of other organizations within the oil and gas industry and competitive market data as contained in an analysis compiled by our management. The peer comparison group we are benchmarked against operate in similar business environments to us, are publicly traded and are generally entities of similar size, scope and complexity to us. They also have executive officer positions similar to those within our organization that reflect the scope of responsibilities required at the executive level. This peer comparison group also reflects, in certain instances, the market in which we compete for executive talent.

In March 2020, the Corporate Governance and Compensation Committee reviewed certain market data generally covering oil and gas producing companies operating in the United States (the Corporation's primary operating area) with annual revenues of approximately \$250 million to assess the Corporation's compensation practise relative to such group. The data reviewed by the Corporate Governance and Compensation Committee in this regard did not identify one or more particular companies comprising such group, but rather was an assessment and summary of such group as a whole and, as such, the Corporate Governance and Compensation Committee did not identify one or more particular peer group companies in considering the Corporation's compensation practises for the most recent year.

When establishing compensation levels for executive officers, we may participate in annual industry surveys. These industry surveys include executive compensation information for select executive officers' positions. The surveys are conducted by independent consultants and they provide information on salaries and other incentive programs in effect at comparative oil and gas companies.

Summary Compensation Table

The following table sets forth information concerning the total compensation earned during the years ended December 31, 2017, 2018 and 2019 to our Named Executive Officers.

Name and principal position	Year	Salary (\$)	Non-equity incentive plan compensation (\$)		Option-based awards ⁽²⁾ (\$)	Share-based awards ⁽³⁾ (\$)	All other compensation ⁽⁴⁾ (\$)	Total compensation (\$)
			Annual incentive plans ⁽¹⁾	Long-term incentive plans				
M. Bruce Chernoff Executive Chairman	2019	-	-	-	-	-	-	-
	2018	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-
Mike Wood ⁽⁵⁾ Former President and Chief Executive Officer	2019	399,750	-	-	-	1,500,000	19,673	1,919,423
	2018	418,200	408,000	-	-	-	21,216	847,416
	2017	195,300	170,000	-	-	2,700,000	11,000	3,076,300
David Rain ⁽⁶⁾ Interim Chief Executive Officer and former Chief Financial Officer	2019	65,000	227,500	-	-	-	-	292,500
	2018	183,333	-	-	-	-	-	183,333
	2017	-	-	-	-	400,000	-	400,000
Caleb Morgret ⁽⁷⁾ Chief Financial Officer	2019	390,000	292,500 ⁽⁸⁾	-	-	21,000	29,707	733,207
	2018	34,000	-	-	-	483,000	2,244	519,244
	2017	-	-	-	-	-	-	-
Antonio Izzo ⁽⁹⁾ Vice President, Engineering and Business Development	2019	253,500	149,500	-	-	175,500	7,694	586,194
	2018	200,000	142,800	-	-	-	7,196	349,996
	2017	-	-	-	-	400,000	-	400,000

Notes:

- (1) Represents discretionary cash bonuses.
- (2) No option-based awards were granted to the Named Executive Officers for the 2017, 2018 and 2019 fiscal years.
- (3) Represents restricted awards and performance rewards. The fair value of the restricted awards and performance awards has been calculated based on the market price of our Common Shares at the grant date for purposes of consistency with our financial statements. The calculation assumes a payout multiplier of 1 for the performance awards. **These amounts are not necessarily reflective of actual amounts that may be realized.** In respect of the amounts issued to Mr. Morgret and Mr. Izzo in 2019, 80% of these awards were performance awards and 20% were restricted awards. In respect of the amounts issued to Mr. Wood in 2019, 25% were performance awards and 75% were restricted awards.
- (4) These amounts reflect the value of medical, dental and vision benefits provided to Mr. Wood, Mr. Morgret and Mr. Izzo.
- (5) Mr. Wood was appointed our President and Chief Executive Officer effective June 15, 2017. The compensation of Mr. Wood for the year ended December 31, 2017, as set forth above, reflects the actual amounts earned by Mr. Wood during such year. Mr. Wood ceased to be our President and Chief Executive Officer effective October 15, 2019. The compensation of Mr. Wood for the year ended December 31, 2019, as set forth above, reflects the actual amounts earned by Mr. Wood during such year.
- (6) Mr. Rain retired as Chief Financial Officer of the Corporation effective November 30, 2018 and was thereafter appointed to the Board. The compensation for Mr. Rain for the year ended December 31, 2018, as set forth above, reflects the actual amounts earned by Mr. Rain during such year. On October 15, 2019, Mr. Rain was appointed our Interim Chief Executive Officer following the resignation of Mr. Wood. The compensation for Mr. Rain for the year ended December 31, 2019, as set forth above, reflects the actual amounts earned by Mr. Rain during such year. Mr. Rain did not receive any compensation, in his capacity as a director of the Corporation, in 2019. Mr. Rain's salary was reduced by 20% effective March 16, 2020. The payment of the 2019 bonus earned by Mr. Rain has been deferred until a later date.
- (7) Mr. Morgret was appointed our Chief Financial Officer effective December 3, 2018. The compensation of Mr. Morgret for the year ended December 31, 2018, as set forth above, reflects the actual amounts earned by Mr. Morgret during such year.
- (8) This amount includes a \$97,500 signing bonus paid to Mr. Morgret in 2019 per the terms of his engagement with the Corporation.
- (9) Mr. Izzo was appointed our Vice President Engineering and Business Development effective November 1, 2013 but was not paid any salary or bonus by the Company prior to 2018. The compensation for Mr. Izzo for the year ended December 31, 2018, as set forth above, reflects the actual amounts earned by Mr. Izzo during such year.
- (10) All amounts in the above table are in \$CDN. Any amounts paid in \$US were converted to \$CDN using the Bank of Canada exchange rate in effect as at the last day of the particular period, which for December 31, 2017 was \$US 1.00 = \$CDN 1.26, December 31, 2018 was \$US 1.00 = \$CDN 1.36 and December 31, 2019 was \$US 1.00 = \$CDN 1.30.

Incentive Plans

Outstanding Share-Based and Option-Based Awards

Stock Option Plan

Our Option Plan was last approved by the shareholders on July 3, 2019. Our Option Plan is a "rolling" plan that provides that our Board may from time to time, in its discretion, grant to our directors, officers, employees and consultants, and those of our subsidiaries, partnerships, trusts and other controlled entities, an option to purchase Common Shares. As a "rolling" plan, the aggregate number of Common Shares that may be reserved for issuance under Option grants under our existing Option Plan may not exceed 10% of our issued and outstanding Common Shares and non-voting common shares, less the number of Common Shares reserved under our Award Plan. During the year ended December 31, 2019, nil Options were awarded under the Option Plan.

Pursuant to the Option Plan, our Board determines the exercise price per Common Share and the number of Common Shares that may be allotted to each director, officer, employee and consultant and all other terms and conditions of the Options, subject to the rules of the TSXV. The exercise price per Common Share is subject to minimum pricing restrictions set by the TSXV. Prior to granting Options to an employee or consultant, our Board is required to make a good faith determination that the proposed recipient of the Options is, at the date of the grant, a bona fide employee or consultant, as the case may be, of us or one of our subsidiaries.

The Option Plan provides that Options may be exercisable for up to a maximum of ten (10) years from the date of grant, but our Board has the discretion to grant Options that are exercisable for a shorter period. All Options granted to date have a five (5) year term. Other than Options granted to certain persons, Options granted under the Option Plan do not require vesting provisions, although our Board may attach a vesting period or periods or other vesting terms to individual grants as it deems appropriate and has attached vesting terms to all Options granted to date. Options under the Option Plan are non-assignable. If prior to the exercise of an Option, the holder ceases to be a director, officer, employee, management company employee or consultant, the Option will expire within ninety (90) days following the date of such cessation, as set forth in the applicable Option agreement.

Subject to the policies of the TSXV, the Option Plan prescribes various limits to the number of Common Shares that can be reserved for issuance for specific grants made under the Option Plan. These limits include: (a) the aggregate number of Common Shares reserved for issuance under Options granted to any one eligible person shall not exceed 5% of our issued and outstanding Common Shares in any twelve (12) month period; (b) the aggregate number of Common Shares reserved for issuance under Options granted to any one consultant or an individual engaged in Investor Relations Activities (as such term is defined by the policies of the TSXV) shall not exceed 2% of our issued and outstanding Common Shares in any twelve (12) month period with no more than one quarter of such Options vesting in any three (3) month period; and (c) subject to receipt of disinterested shareholder approval, the number of Common Shares reserved for issuance under Options granted to our executive officers and directors shall not exceed 10% of our issued and outstanding Common Shares.

Our Option Plan is designed to align all employees to focus on our long-term growth and success. All of our directors, officers, consultants, employees and other service providers and those of our subsidiaries, partnerships, trusts and other controlled entities are eligible to receive Options under our Option Plan.

At the Meeting, shareholders will be asked to consider, and if deemed advisable, re-approve the Option Plan as described under "*Matters to be Acted Upon at the Meeting – Re-Approval of Stock Option Plan*".

Bonus Award Incentive Plan

Our Award Plan was approved by the shareholders on June 16, 2016, with certain amendments thereto approved on July 6, 2017, was further amended on November 27, 2017 and certain amendments thereto approved on July 3, 2019. There were 2,262,000 share-based awards granted to our Named Executive Officers during the year ended December 31, 2019.

The purpose of the Award Plan is to issue awards in order to: (i) retain and attract qualified directors, officers, consultants, employees and other services providers, as applicable, for us or our subsidiaries, partnerships, trusts and other controlled entities; and (ii) promote alignment by such persons with our business objectives and to encourage such persons to remain in our employ or service and put forth maximum efforts for the success of our affairs or the affairs of our subsidiaries, partnerships, trusts and other controlled entities.

The Award Plan provides that our Board may from time to time, in its discretion, grant to our directors, officers, employees and consultants, and those of our subsidiaries, partnerships, trusts and other controlled entities, an award of a notional number of Common Shares.

The number of Common Shares reserved that are available to be issued from time to time pursuant to awards granted under the Award Plan is currently limited to 19,100,000 Common Shares, less the aggregate number of Common Shares reserved for issuance from time to time under our Option Plan. The Award Plan also provides that once an award is settled, the Common Shares reserved for issuance under such settled award shall not be available for the purposes of further awards under the Award Plan.

The number of Common Shares issuable pursuant to the Award Plan to any one person in any twelve (12) month period will not exceed 1% of our outstanding shares (which includes: (i) the aggregate number of our issued and outstanding Common Shares; (ii) Common Shares issuable upon the exchange of our outstanding common non-voting shares; and (iii) other fully paid securities of us and any of our subsidiaries, partnerships and trusts which are exchangeable into Common Shares (which includes the Subsidiary Preferred Shares), collectively referred to as the "**Total Common Shares**"). In addition, the number of Common Shares reserved for issuance within a twelve (12) month period, pursuant to the Award Plan to our insiders as a group will not exceed 2% of our outstanding Total Common Shares.

The Board, in its discretion, shall determine the timing of the payment date(s) and expiry date(s) for each award granted pursuant to the Award Plan. The Award Plan provides that for awards granted prior to a certain date, if a service provider is on a leave of absence during a payment date, such payment date will be extended by the portion of the leave of absence that is in excess of three (3) months and for awards granted after a certain date, where a holder is on a leave of absence, the payment date for such holder shall be suspended until such time as such holder returns to active employment or active service, provided that the payment date that occurs during or subsequent to the period of the leave of absence shall be extended by the length of the leave of absence, and further provided that if any such extension would cause the payment date to extend beyond the expiry date, unless the Board determines otherwise, the rights to receive any entitlements on such payment date shall be forfeited. Notwithstanding any leave of absence or expiry date set by the Board, all awards issued pursuant to the Award Plan will expire on the 15th of December of the third year following the year of the grant. All awards granted pursuant to the Award Plan are not transferrable outside of estate settlement purposes.

Grants under the Award Plan may be designated as either restricted awards or performance awards.

Restricted Awards

Each restricted award entitles the holder to an amount computed by the value of a notional number of Common Shares designated in the award to be paid as to an agreed upon portion on each of the first, second and third anniversary dates of the date of grant (or such earlier or later dates as may be determined by the Board).

Performance Awards

Each performance award will entitle the holder to an amount computed by the value of a notional number of Common Shares designated in the award multiplied by a payout multiplier to be paid on the date(s) as may be determined by the Board. The payout multiplier is determined by the Board based on an assessment of the achievement of certain pre-defined corporate performance measures in respect of the applicable period. Corporate performance measures will be performance criteria established by the Board in its sole discretion in respect of each period, which criteria may include, but need not be limited to, the total shareholder return of the Common Shares compared to an index, sub-index or identified group of peers and our performance with respect to operational and

financial benchmarks compared to an identified group of peers, market guidance or financial plan. The payout multiplier for a particular period can be a range of 0x to 2x, depending on the satisfaction of the performance criteria as determined by the Board from time to time. For those performance awards where the issue date is the second or third anniversary of the grant date, the payout multiplier will be the arithmetic average of the applicable payout multiplier for each of the two (2) or three (3) preceding years, respectively.

On the payment date of the award to a service provider, the Board, in its sole and absolute discretion, shall have the option of settling the award payable to the service provider by any of the following methods: (i) payment in cash; (ii) payment in Common Shares acquired by us on the TSXV; or payment in Common Shares issued from our treasury. A recipient of an award does not have any right to demand to be paid in or receive Common Shares in respect of the award, at any time.

If a service provider ceases to be a director, officer, consultant, employee or other service provider, as applicable of us or our subsidiaries, or ceases to be providing active services to us on an ongoing basis for any reason whatsoever, including without limitation resignation, dismissal or otherwise, but excluding the service provider's death or disability, all outstanding award agreements and awards issued to the service provider will be terminated and all rights to receive payment of the award shall be forfeited and such service provider may only receive payment of awards where the payment date of the award occurs within thirty (30) days from the date of ceasing to be a director, officer or an employee or ceasing to provide services to us on an ongoing basis. If a service provider dies or becomes disabled prior to the payment date of an award, the service provider's legal representative may receive payment for any awards where the payment date occurs within six (6) months from the service provider's death and prior to the expiry date.

Our Board can amend or discontinue the Award Plan or awards granted thereunder at any time without shareholder approval, provided any amendment to the Award Plan that requires approval of the TSXV may not be made without approval of the TSXV. However, without the prior approval of the shareholders, as may be required by such exchange, we may not make any amendment to the Award Plan or awards granted thereunder to: (a) increase the aggregate number of Common Shares issuable on exercise of outstanding awards at any time; (b) extend the term of any outstanding awards beyond the original expiry date of such awards; (c) permit a service provider to transfer or assign awards to a new beneficial holder, other than for estate settlement purposes; (d) increase the maximum limit on the number of securities that may be issued to insiders or individual service providers; or (e) amend the amendment clause. In addition, no amendment to the Award Plan or awards granted pursuant to the Award Plan may be made without the consent of the service provider if it adversely alters or impairs any award previously granted to such service provider under the Award Plan.

The following table sets forth information concerning option-based and share-based awards held by our Named Executive Officers as at December 31, 2019.

Name and Principal Position	Option-Based Awards				Share-Based Awards ⁽²⁾		
	Number of securities underlying unexercised options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of Share-based awards that have not vested (\$) ⁽³⁾	Market or payout value of vested Share-based awards not paid out or distributed (\$)
M. Bruce Chernoff, Executive Chairman	-	-	-	-	-	-	-
Mike Wood, Former President and Chief Executive Officer	-	-	-	-	900,000	585,000	-
David Rain, Interim Chief Executive Officer and former Chief Financial Officer	50,000	0.70	July 20, 2021	nil	133,333	86,666	-
Caleb Morgret Chief Financial Officer	-	-	-	-	378,000	245,700	-
Antonio Izzo Vice President, Engineering and Business Development	50,000	0.70	July 20, 2021	nil	367,333	238,766	-

Notes:

- (1) Value is calculated upon the difference between the exercise price of the Options and the closing price of the Common Shares on the TSXV on December 31, 2019 of \$0.65.
- (2) Represents restricted awards and performance awards which are settled over three (3) years and expire on December 15th on the third year following the year of grant. The value of the restricted award and performance award may be settled in cash, Common Shares or a combination thereof at our discretion.
- (3) Calculated by multiplying the number of restricted awards and performance awards that had not been settled by December 31, 2019 by the market price of our Common Shares on the TSXV on December 31, 2019 of \$0.65.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table summarizes the value of option-based and share-based awards held by Named Executive Officers that vested during the year ended December 31, 2019.

Name	Option-Based Awards – Value Vested During the Period (\$) ⁽¹⁾	Share-Based Awards – Value Vested During the Period (\$) ⁽²⁾	Non-equity Incentive Plan Compensation – Value Earned During the Period (\$)
M. Bruce Chernoff	-	-	-
Mike Wood	-	555,000	-
David Rain	-	74,000	-
Caleb Morgret	-	-	-
Antonio Izzo	-	74,000	-

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the exercise price of the options.
- (2) The value of the restricted awards has been calculated based on the market price of our Common Shares at close on the vesting date.

Pension Plan Benefits

We do not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement.

Termination and Change of Control Benefits

There are no compensatory plans, contracts or arrangements with any Named Executive Officer (including payments to be received from us or any subsidiary), which result or will result from the resignation, retirement or any other termination of employment of such Named Executive Officer or from a change of control of us or any subsidiary thereof or any change in such Named Executive Officer's responsibilities following a change in control, where the Named Executive Officer is entitled to payment or other benefits.

The Corporation had an employment agreement with Mr. Wood. Upon the resignation of Mr. Wood on October 15, 2019, the Board approved that 900,000 currently unvested restricted awards previously granted to Mr. Wood on December 1, 2017, shall in accordance with the authority granted to the Board under the terms of the Award Plan, continue to be outstanding (and shall not expire) until the date that is 12 months from October 13, 2019.

Compensation Risk Assessment and Mitigation

The Corporate Governance and Compensation Committee considers the implications of the risks associated with our compensation policies and practices when determining rewards for its executives and ensures that those policies do not encourage management to take inappropriate or excessive risks. The Corporate Governance and Compensation Committee does not believe that there are any risks arising from the compensation programs that would be reasonably likely to have a material adverse effect on us.

Our compensation program includes several mechanisms to ensure risk-taking behavior falls within reasonable risk tolerance levels, including: (i) a balanced compensation mix between fixed and variable and between short and long-term incentives that defer award value; (ii) having a cap on short-term incentive awards; (iii) establishment of a compensation package within the range of competitive practices (peer group); and (iv) utilizing longer-term incentive plans for diversification and alignment with risk realization periods (option and share based awards).

Our officers and directors are not permitted to take any derivative or speculative positions in our securities. This is to prevent the purchase of financial instruments that are designed to hedge or offset any decrease in the market value of our securities.

Management Contracts

None of our management functions are, to any substantial degree, performed by a person or company other than our directors or executive officers (or private companies controlled by them, either directly or indirectly).

DIRECTOR COMPENSATION

We do not have a standard arrangement pursuant to which our directors are compensated for their services in their capacity as directors except for the granting from time to time of option-based and share-based awards in accordance with the terms of the plans governing such grants and the policies of the TSXV. No cash compensation or any other form of compensation was paid to any of our current directors for their services as a director during the year ended December 31, 2019. We have purchased, at our expense, a directors' and officers' liability insurance policy. This covers our directors and officers against liability incurred by them in their capacities as our directors and officers. The tables below do not include any disclosures in respect of Mr. David Rain or Mr. M. Bruce Chernoff. Neither Mr. Rain, nor Mr. Chernoff received any compensation, in their capacity as directors of the Corporation, in 2019. For disclosures with respect to Mr. Rain and Mr. Chernoff for the year ended December 31, 2019, please see "*Executive Compensation*" above.

Directors' Summary Compensation Table

The following table summarizes all compensation provided to our directors, other than directors who were also Named Executive Officers, during the year ended December 31, 2019. Our directors, other than directors who were also Named Executive Officers, did not receive any compensation during the year ended December 31, 2019.

Name	Fees Earned (\$)	Option-Based Awards (\$)	Share-Based Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Brett Herman	-	-	-	-	-	-	-
Jacob Roorda	-	-	-	-	-	-	-
Ken McCagherty	-	-	-	-	-	-	-
Brooks Shughart ⁽¹⁾	-	-	-	-	-	-	-

Note:

(1) Mr. Shughart resigned from the Board on May 15, 2020.

The following table sets forth for each of our directors, other than directors who are also Named Executive Officers, all option-based and share-based awards outstanding for the year ended December 31, 2019.

Name	Option-Based Awards				Share-Based Awards ⁽²⁾		
	Number of securities underlying unexercised options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of Share-based awards that have not vested (\$) ⁽³⁾	Market or payout value of vested Share-based awards not paid out or distributed (\$)
Brett Herman	50,000	0.70	July 20, 2021	nil	40,000	26,000	-
Jacob Roorda	50,000	0.70	July 20, 2021	nil	40,000	26,000	-
Ken McCagherty	20,000	0.70	July 20, 2021	nil	26,667	17,334	-
Brooks Shughart ⁽⁴⁾	-	-	-	-	40,000	26,000	-

Notes:

- (1) Value is calculated upon the difference between the exercise price of the Options and the closing price of the Common Shares on the TSXV on December 31, 2019 of \$0.65.
- (2) Represents restricted awards which are settled equally over three (3) years and expire on December 15th on the third year following the year of grant. The value of the restricted award may be settled in cash, Common Shares or a combination thereof at the Board's discretion.
- (3) Calculated by multiplying the number of restricted awards that had not been settled by December 31, 2019 by the market price of our Common Shares on the TSXV on December 31, 2019 of \$0.65. Restricted awards are settled on the vesting date.
- (4) Mr. Shughart resigned from the Board on May 15, 2020.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table summarizes the value of option-based and share-based awards held by directors, other than directors who are also Named Executive Officers, which vested during the year ended December 31, 2019.

Name	Option-Based Awards – Value Vested During the Period (\$) ⁽¹⁾	Share-Based Awards – Value Vested During the Period (\$) ⁽²⁾	Non-equity Incentive Plan Compensation – Value Vested During the Period (\$)
Brett Herman	-	22,200	-
Jacob Roorda	-	22,200	-
Ken McCagherty	-	14,800	-
Brooks Shughart ⁽³⁾	-	19,800	-

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the exercise price of the Options.
- (2) The value of the restricted awards has been calculated based on the market price of our Common Shares at close on the vesting date.
- (3) Mr. Shughart resigned from the Board on May 15, 2020.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information with respect to compensation plans under which our Common Shares are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽³⁾ (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)) ⁽³⁾ (c)
Equity compensation plans approved by securityholders:			
Option Plan ⁽¹⁾	550,000	\$0.70	18,568,562
Award Plan ⁽²⁾	3,003,168	N/A	16,096,832
Equity compensation plans not approved by securityholders	-	-	-
Total	3,553,168	-	34,665,394

Notes:

- (1) Our Option Plan allows for Options to be granted, provided that the aggregate number of Common Shares reserved for issuance under the Option Plan does not exceed 10% of the aggregate number of issued and outstanding Common Shares and common non-voting shares, less the number of Common Shares reserved under our Award Plan
- (2) The Award Plan provides that we are authorized to reserve for issuance in settlement of awards up to 19,100,000 Common Shares less the number of Common Shares reserved for issuance under our Option Plan. The Award Plan further provides that once an award is settled, the Common Shares reserved for issuance under such settled award shall not be available for the purposes of further awards under the Award Plan.
- (3) Each of these amounts reflects the maximum amount issuable under each plan, before reduction by the amount of Common Shares reserved under the other plan. See "Executive Compensation – Incentive Plans – Outstanding Share-Based and Option-Based Awards – Stock Option Plan and Restricted Awards". As at December 31, 2019, the maximum number of additional securities remaining available under the Option Plan is 18,568,562 less 3,003,168 Common Shares reserved under the Award Plan. Similarly, the maximum number of additional securities remaining available under the Award Plan is 16,096,832 less 550,000 Common Shares reserved under the Option Plan.

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201") has been adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices.

Our Board believes that good corporate governance improves corporate performance and benefits all shareholders. The following sets out our approach to corporate governance and addresses our compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with us. A "material relationship" is a relationship which could, in the view of our Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

Our management has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on our business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. Our Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through the Audit Committee, our Board examines the effectiveness of our internal control processes and information systems.

The independent members of our Board are Brett Herman, Ken McCagherty, Gary Reaves and Jacob Roorda. M. Bruce Chernoff is a non-independent director since he is also our Executive Chairman and a significant shareholder and Mr. David Rain is not an independent director since he is the Interim Chief Executive Officer of the Corporation. A majority of our Board is independent.

Although our independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance, at the end of or during each meeting of our Board or any committee of the Board, the members of our management who are present at such meeting leave the Meeting in order that the non-management directors can discuss any necessary matters without management being present.

Position Descriptions

Our Board has approved written position descriptions or terms of reference for our chairman and the chairman of each of our Audit Committee, our Corporate Governance and Compensation Committee and our Reserves Committee.

The following directors are presently directors of other reporting issuers (or the equivalent):

<u>Director</u>	<u>Names of Other Issuers</u>
M. Bruce Chernoff	Canoe Financial Corp. (General Partner of Canoe Financial LP, the Manager of Canoe EIT Income Fund), Maxim Power Corp., and TORC Oil & Gas Ltd.
Brett Herman	TORC Oil & Gas Ltd.
Ken McCagherty	None
David Rain	Canoe Financial Corp. (General Partner of Canoe Financial LP, the Manager of Canoe EIT Income Fund)
Gary Reaves	Crestwood Equity Partners LP
Jacob Roorda	Epsilon Energy Ltd.

Orientation and Continuing Education

While we do not currently have a formal orientation and educational program for new recruits to our Board, we provide such orientation and education on an informal basis. We provide new Board members with our corporate policies, historical information about us, as well as information on our performance and our strategic plan with an outline of the general duties and responsibilities entailed in carrying out their duties. Our Board believes that these procedures are a practical and effective approach in light of our particular circumstances, including our size and limited turnover of the directors and the experience and expertise of the members of our Board.

No formal continuing education program currently exists for our directors; however, we encourage directors to attend, enrol in or participate in courses and/or seminars dealing with financial literacy, corporate governance and related matters. Each director has the responsibility for ensuring that he maintains the skill and knowledge necessary to meet his obligations as a director.

Ethical Business Conduct

Our Board has adopted a Code of Business Conduct and Ethics (the "**Code**"), a copy of which is available to review on our SEDAR profile at www.sedar.com. It is expected that each of our employees, officers and directors will confirm his or her understanding, acceptance and compliance of the Code on an annual basis. Any reports of variance from the Code will be reported to our Board.

Our Board has also adopted a procedures for reporting a reportable activity as part of our Code, which provides employees with the ability to have procedures in place to address the confidential, anonymous submission by employees of concerns regarding accounting, internal accounting controls or auditing matters, or to address the receipt, retention and treatment of concerns regarding accounting, internal accounting controls or auditing matters. Our Board believes that providing a forum for employees to raise concerns about ethical conduct and treating all complaints with the appropriate level of seriousness fosters a culture of ethical conduct.

In accordance with the *Business Corporations Act* (Alberta), directors who are party to, or are a director or officer of a person which is a party to, a material contract or material transaction or a proposed material contract or a proposed material transaction with us are required to disclose the nature and extent of their interest and not to vote on any resolution to approve the contract or transaction. In addition, in certain cases, an independent committee of our Board may be formed to deliberate on such matters in the absence of the interested party.

Nomination of Directors

Our Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out our Board's duties effectively and to maintain a diversity of views and experience while also taking into account the requirements and rights provided to First Reserve in respect of board representation as set forth in the Investment Agreement (as defined below). See "*Voting Matters – Voting Shares and Principal Holders*" and "*Matters to be Acted Upon at Meeting – Election of Directors – Biographies of Directors*".

Our corporate governance and compensation committee acts as the nominating committee of our Board and reviews the size and composition of our Board and nominating functions are then performed by the Board as a whole. However, this policy is reviewed annually. Our corporate governance and compensation committee, which is responsible for nominating directors, is comprised of a majority of independent directors.

Board Committees

Our Board has three (3) committees: an Audit Committee, a Corporate Governance and Compensation Committee and a Reserves Committee.

Audit Committee

Our Audit Committee is currently comprised of Brett Herman (Chairman), Ken McCagherty and Jacob Roorda. All of the members of our audit committee are independent (as such term is defined in National Instrument 51 - 110 – *Audit Committees*) and financially literate. Mr. Herman is a Chartered Professional Accountant and has extensive experience as a chief executive officer of public companies. Mr. McCagherty and Mr. Roorda also have significant experience as chief executive officer's of public and private companies and Mr. Roorda holds a Master of Business Administration degree. For more information concerning our Audit Committee please see our Annual Information Form dated March 27, 2020 which is available on our website and our SEDAR profile at www.sedar.com.

Reserves Committee

Our Reserves Committee is currently comprised of Ken McCagherty (Chairman), Jacob Roorda and M. Bruce Chernoff. A majority of the members of our Reserves Committee are "independent" (as such term is defined in NI 58-101) and satisfying the requirements of Section 3.5(1) of National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities* ("**NI 51-101**").

Our Board has delegated to the Reserves Committee responsibility for matters set forth in respect of the responsibilities of the Board in relation to NI 51-101. These responsibilities include, but are not limited to:

- reviewing our procedures relating to the disclosure of information with respect to oil and gas activities including reviewing its procedures for complying with its disclosure requirements and restrictions set forth under NI 51-101 and applicable securities requirements;
- reviewing our procedures for providing information to an independent evaluator of our reserves;
- meeting, as considered necessary, with management and any independent evaluator to determine whether any restrictions placed by management affect the ability of the evaluator to report without reservation on the Reserves Data (as defined in NI 51-101) (the "**Reserves Data**") and to review the Reserves Data and the report of the independent evaluator thereon (if such report is provided);
- reviewing the appointment of any independent evaluator and, in the case of any proposed change to such independent evaluator, determining the reason therefor and whether there have been any disputes with management;
- providing a recommendation to the Board as to whether to approve the content or filing of the statement of the Reserves Data and other information that may be prescribed by applicable securities requirements including any reports of the independent evaluator and of management in connection therewith;
- reviewing our procedures for reporting other information associated with oil and gas producing activities; and
- generally reviewing all matters relating to the preparation and public disclosure of estimates of our reserves.

Assessments

Our Corporate Governance and Compensation Committee is responsible for assessing the effectiveness of our Board as a whole, the committees of our Board, the appointments to those committees and the mandates thereof. While no formal evaluation has been conducted to date, the committee has relied on informal evaluation of the effectiveness through both formal and informal communications with Board members and through participation with other Board members on committees and matters relating to the Board. This methodology has been both responsive and practical given the size of our Board.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our executive officers, directors, employees and former executive officers, directors and employees or any proposed nominee for election as a director or any associate of any director, officer or proposed nominee is or has been indebted to us at any time during the last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere herein, none of our directors, officers, principal shareholders, or informed persons (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*), and no associate or affiliate of any of them, has or has had any material interest in any transaction since the commencement of our most recently completed financial year or in any proposed transactions which has materially affected or would materially affect us.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as described herein, no Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting. For the purposes of this paragraph "Person" includes each person who: (i) has been one of our directors or executive officers at any time since the start of our last financial year; (ii) is a proposed nominee for election as one of our directors; or (iii) is an associate or affiliate of a person included in subparagraphs (i) or (ii).

ADDITIONAL INFORMATION

Additional information about us is available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which can be accessed at www.sedar.com. Our financial information is provided in our comparative financial statements and management discussion and analysis which can also be accessed at www.sedar.com.

The delivery of this Information Circular has been approved by the Board.