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**MANAGEMENT INFORMATION CIRCULAR
AS AT AND DATED MARCH 12, 2018
FOR SHAREHOLDER MEETING TO BE HELD FRIDAY, APRIL 27, 2018**

This Management Information Circular ("**Information Circular**") accompanies the Notice of the 2017 Annual General and Special Meeting ("**Notice of Meeting**") of holders of common shares ("**shareholders**") of Hunter Oil Corp. (the "**Company**"), scheduled to be held at 11:00 am Pacific Time on April 27, 2018, at 915 West Hastings Street, Boardroom, Vancouver, British Columbia (the "**Meeting**"), and is furnished in connection with a solicitation of proxies for use at that Meeting and at any adjournment or postponement thereof and for the purposes set forth in the Notice of Meeting. Except where otherwise indicated, the information contained herein is stated as of March 12, 2018 unless otherwise indicated.

In this Information Circular, references to the "**Company**", "**we**" and "**our**" refer to Hunter Oil Corp. "**Common Shares**" or "**Shares**" means common shares without par value in the capital of the Company. "**Registered Shareholders**" means shareholders whose names appear on the records of the Company as the registered holders of Common Shares. "**Beneficial Shareholders**" means shareholders who do not hold Common Shares registered in their own name. "**Intermediaries**" means brokers, investment firms, clearing houses or similar entities that own securities on behalf of Beneficial Shareholders.

As a shareholder of the Company, you have the right to vote your shares on all items that come before the Meeting. You can vote your shares either by proxy or in person at the Meeting. This Information Circular will provide you with information about these items and how to exercise your right to vote. It will also tell you about the director nominees, the proposed auditor, the compensation of directors and certain officers, our corporate governance practices, executive compensation philosophy and practices and particulars of other matters to be voted on.

As a shareholder, to help you make an informed decision, it is important that you read this material carefully and vote your shares, either by proxy or in person at the meeting.

Financial information of the Company and its subsidiaries is provided in its consolidated financial statements and management's discussion and analysis for the year ended December 31, 2016. These and other documents can be found on the website of SEDAR (System for Electronic Document Analysis and Retrieval) at www.sedar.com. If you are a shareholder and you wish to receive the Company's annual financial statements and/or interim financial statements and the accompanying management's discussion and analysis, please complete and return the request card included in the Meeting materials.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The form of proxy accompanying this Information Circular is being solicited by Management of the Company.

Solicitations will be made by mail and possibly supplemented by telephone, electronic means or other personal contact to be made without special compensation by directors, officers and regular employees of the Company. The Company may reimburse shareholders' nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy. It is not anticipated that any solicitation will be made by specially engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

Under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), reporting issuers and others have the option to use the “notice-and-access” method to post proxy-related materials on a website (in addition to the SEDAR website) and send a notice package to shareholders informing them of the availability of the proxy-related materials on such website instead of having to mail proxy-related materials to registered holders and to beneficial owners.

The Company is not relying on the notice-and-access delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with this Meeting. Should the Company elect to use the notice-and-access mechanism in future, it will provide advance notification to shareholders.

APPOINTMENT OF PROXYHOLDER

Only shareholders whose names appear on the records of the Company (“Registered Shareholders”) or duly appointed proxyholders are permitted to vote at the Meeting. The purpose of a proxy is to designate a person who will vote the proxy on a shareholder’s behalf in accordance with the instructions given by the shareholder in the proxy. Those Registered Shareholders so desiring may be represented by proxy at the Meeting. The persons named in the form of proxy accompanying this Information Circular are directors and/or officers of the Company (“**Management Appointees**”). **A shareholder has the right to appoint a person or company (who need not be a shareholder) to attend and act on the shareholder’s behalf at the Meeting other than the Management Appointees.** To exercise this right, the shareholder must either insert the name of the desired person in the blank space provided in the form of proxy accompanying this Information Circular and strike out the names of the Management Appointees, or submit another proper form of proxy.

How to Vote Your Shares

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

- (a) each matter or group of matters identified therein for which a choice is not specified,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

You can choose to vote “For” or “Withhold” with respect to the election of the directors and the appointment of the auditor. If you are a Beneficial Shareholder voting your shares, please follow the instructions provided in the voting instruction form.

If you return your proxy without specifying how you want to vote your shares, your vote will be counted FOR electing the director nominees who are named in this Information Circular and FOR appointing Hein & Associates LLP as auditor of the Company.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy FOR the approval of such matter. Management is not currently aware of any other matters that could come before the Meeting.

VOTING BY NON-REGISTERED SHAREHOLDERS

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are not Registered Shareholders because the shares they own are not registered in their names. More particularly, a person is not a Registered Shareholder (the “**Non-Registered Holder**”) if they are a Beneficial Shareholder and their Shares of the Company are held on behalf of the Non-Registered Holder and registered either: (a) in the name of an Intermediary that the Non-Registered Holder deals with in respect of the Shares, including, among others,

banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans; or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**")) of which the Intermediary is a participant.

In accordance with current securities regulatory policy, the Company has distributed proxy-related materials for the Meeting (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries.

Non-Registered Holders should carefully follow the voting instructions they receive, including those on how and when voting instructions are to be provided, in order to have their Shares voted at the Meeting.

Current securities regulatory policy requires Intermediaries to forward the Meeting Materials to, and to seek voting instructions from, Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries will often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) typically be given a voting instruction or proxy authorization form which is not signed by the Intermediary, and **which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company (such as Broadridge Financial Solutions Inc.), will constitute voting instructions (often called a "proxy authorization form")** which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for this proxy form to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the proxy form, properly complete and sign the proxy form and return it to the Intermediary or its service company, or otherwise communicate voting instructions to the Intermediary or its service company (by way of telephone or the Internet, for example) in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Holder cannot use a proxy authorization form to vote shares directly at the Meeting; or**
- (b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete this form of proxy and **submit it to the Company, c/o Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, fax number: 1 (416) 263-9261.**

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own.

The Meeting Materials are being sent to both Registered and Non-Registered owners of Shares. If you are a Non-Registered Holder and the Company or its agent has sent the Meeting Materials directly to you as a non-objecting beneficial owner ("**NOBO**") under **NI 54-101**, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding shares on your behalf. By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding shares on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Management of the Company does not intend to pay for Intermediaries to forward the Meeting Materials to objecting beneficial owners ("**OBOs**") under NI 54-101 and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*, and in the case of an OBO, the objecting beneficial owner will not

receive the Meeting Materials unless the Intermediary holding shares on behalf of the OBO assumes the cost of delivery.

Non-Registered Holders cannot be recognized at the Meeting for purposes of voting their shares in person or by way of depositing a form of proxy. If you are a Non-Registered Holder and wish to vote in person at the Meeting, please see the voting instructions you received or contact your Intermediary well in advance of the Meeting to determine how you can do so.

VOTING BY REGISTERED SHAREHOLDERS

You are a Registered Shareholder if your name appears on a share certificate or a DRS Statement. **If you are not sure whether you are a Registered Shareholder**, please contact Computershare Investor Services at 1-800-564-6253 or 1-514-982-7555 for clarification.

If you are a Registered Shareholder, you may vote by proxy whether or not you are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by doing either of the following:

- (a) complete, date and sign the Proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), **by fax** within North America to 1-866-249-7775 and outside North America to (416) 263-9524, **or by mail** or by hand to **8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1**; or
- (b) use a touchtone **phone** to transmit voting choices by toll-free number in North America to 1-866-732-VOTE (8683) or to +1-312-588-4290 outside North America. In the case of Beneficial Non-Registered Shareholders, the toll-free telephone number is 1-866-734-VOTE (8683). Registered Shareholders must follow the instructions on the voice response system and refer to the Proxy for their account number and proxy access number; or
- (c) use the **Internet** through the website of the Company's transfer agent at www.investorvote.com (**French: www.voteendirect.com**). Registered Shareholders must follow the instructions that appear on the screen and refer to the Proxy for their account number and proxy access number.

In all cases you should ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the start of the Meeting or the adjournment thereof at which the Proxy is to be used. In this case, the deadline is Wednesday, April 25, 2018 at 11:00 am Pacific Time.

DEPOSIT AND VOTING OF PROXIES

To be effective, the proxy must be dated and signed and, together with the power of attorney or other authority, if any, under which it is signed notarial certified copy of it, deposited either at the office of Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or at the Registered Office of the Company at 940 – 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the start of the Meeting or any adjournment or postponement thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in the Chairman's discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

THE SHARES REPRESENTED BY A PROPERLY EXECUTED AND DEPOSITED PROXY WILL BE VOTED OR WITHHELD FROM VOTING ON EACH MATTER REFERRED TO IN THE NOTICE OF MEETING IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN (PROVIDED SUCH INSTRUCTIONS ARE CERTAIN) ON ANY BALLOT THAT MAY BE CALLED FOR AND, IF A CHOICE IS SPECIFIED WITH RESPECT TO ANY MATTER TO BE ACTED UPON AT THE MEETING, THE SHARES WILL BE VOTED OR WITHHELD FROM VOTING ACCORDINGLY. **WHERE NO CHOICE IS SPECIFIED IN RESPECT OF ANY MATTER TO BE ACTED UPON, THE PROXY CONFERS ON THE PROXYHOLDER DISCRETIONARY AUTHORITY WITH RESPECT TO SUCH MATTER AND, IF ONE OF THE MANAGEMENT APPOINTEES IS NAMED IN THE FORM OF PROXY TO ACT AS THE**

SHAREHOLDER'S PROXYHOLDER, THE SHARES REPRESENTED BY THE PROXY WILL BE VOTED IN FAVOUR OF ALL SUCH MATTERS. THE FORM OF PROXY ACCOMPANYING THIS INFORMATION CIRCULAR GIVES THE PERSON OR COMPANY NAMED AS PROXYHOLDER DISCRETIONARY AUTHORITY REGARDING AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING. IN THE EVENT THAT AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF MEETING ARE PROPERLY BROUGHT BEFORE THE MEETING OR ANY OTHER BUSINESS IS PROPERLY BROUGHT BEFORE THE MEETING, IT IS THE INTENTION OF THE MANAGEMENT APPOINTEES TO VOTE IN ACCORDANCE WITH THEIR BEST JUDGMENT ON SUCH MATTERS OR BUSINESS ON ANY BALLOT THAT MAY BE CALLED FOR. AT THE TIME OF PRINTING THIS INFORMATION CIRCULAR, MANAGEMENT KNOWS OF NO SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS WHICH MAY BE BROUGHT BEFORE THE MEETING.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, executed by the Registered Shareholder or the Registered Shareholder's attorney authorized in writing, or if the Registered Shareholder is a corporation, by a duly authorized officer or attorney, and deposited either at the registered office of the Company at any time up to 4:00 pm on the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, or in respect of any matter for which a vote has not already have been cast pursuant to such proxy, with the Chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof, and upon either of such deposits the proxy is revoked.

Only Registered Shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must arrange for their Intermediaries to revoke the proxy on their behalf.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The directors have determined that all shareholders of record as of the 12th day of March, 2018 (the "**Record Date**") will be entitled to receive notice of and to vote at the Meeting.

The Company's authorized share structure consists of an unlimited number of Common Shares without par value and 25,000,000 Preference Shares without par value and containing the special rights and restrictions set out in Part 27 of the Articles of the Company. The Preference Shares are non-voting. There are 8,070,871 Common Shares issued and outstanding as at the date of this Information Circular.

At a General Meeting of the Company, on a show of hands, every Registered Shareholder present in person and entitled to vote and every proxyholder duly appointed by a Registered Shareholder who would have been entitled to vote shall have one vote and, on a poll, every Registered Shareholder present in person or represented by proxy or other proper authority and entitled to vote will have one vote for each share of which such shareholder is the registered holder. Shares represented by proxy will only be voted as to the number of shares represented if a poll or ballot is called for. A poll or ballot may be requested by a Registered Shareholder or proxyholder present and entitled to vote at the Meeting or required because the number of votes attached to shares represented by proxies that are to be voted against a matter is greater than 5% of the votes attached to all shares that are entitled to be voted and to be represented at the Meeting.

As of the date of this Information Circular, the directors and executive officers of the Company, as a group, beneficially owned, or controlled or directed, directly or indirectly, approximately 2,070,400 Common Shares, representing approximately 25.65% of the outstanding Common Shares.

To the knowledge of the directors and executive officers of the Company, as at the date of this Information Circular, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the outstanding voting rights attached to all shares of the Company, other than as set forth below:

Name of Shareholder	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽¹⁾	Percentage of Outstanding Shares
Andrew Hromyk	1,552,800	19.24%

(1) These shares are held by Deon Investments Ltd., a company controlled by Andrew Hromyk.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, or controls or directs, directly or indirectly, Common Shares, or a combination of both, carrying more than ten per cent (10%) of the voting rights attached to the outstanding Common Shares of the Company (an "Insider"); (c) director or executive officer of a person or company that is itself an Insider or subsidiary of the Company; or (d) any associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year, or in any proposed transaction that has materially affected or would materially affect the Company, except with respect to an interest arising from the ownership of common shares of the Company where such person or company will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of Common Shares of the Company.

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

Except as otherwise set out herein, none of the directors or executive officers of the Company, management proposed nominees for election as a director of the Company, persons who have been directors or executive officers of the Company since the commencement of the Company's last financial year, or associates or affiliates of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. ELECTION OF DIRECTORS

Management of the Company proposes that the number of directors of the Company be determined at five (5) for the ensuing year, subject to such increases as may be permitted by the Company's Articles.

The Board of Directors has adopted an Advance Notice Policy. The purpose of the Advance Notice Policy is to provide shareholders, directors and management of the Company with direction on the procedure for outside nomination of directors. The Advance Notice Policy is the framework by which a deadline is fixed by which holders of record of the Company's Shares may submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the timely notice to the Company's Secretary for the notice to be in proper written form. The Advance Notice Policy is available under the Company's profile on SEDAR at www.sedar.com or may be obtained upon request to the Company.

The Company proposes to nominate the persons listed in Table 1 below for election as directors. Each director shall hold office until the next annual general meeting of the Company or until that person ceases to be a director before then. **Unless such authority is withheld, the Management Appointees intend to vote the shares represented by proxy FOR the election of the nominees herein listed on any poll or ballot that may be called for.**

Table 1

Director Nominees

Name, Jurisdiction of Residence and Present Office Held	Date Appointed Director	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly, as at the Date of this Information Circular ⁽³⁾	Principal Occupation and if not at Present an Elected Director, Occupation during the Past Five (5) Years ⁽⁴⁾
Andrew Hromyk Vancouver, British Columbia, Canada <i>Chief Executive Officer and Director</i>	November 11, 2014	1,552,800 19.24%	Chief Executive Officer of the Company since December 2014; President of Century Capital Management Ltd., an investment management and advisory firm, since 1995.
Al H. Denson ^{(1) (2)} Houston, Texas, USA <i>Director</i>	December 10, 2014	Nil	Chief Operating Officer and Partner of White Stone Energy, LLC., professional consultant managing upstream oil and gas assets, since 2009.
Konstantino S. Ghertsos ⁽¹⁾ Zug, Switzerland <i>Director</i>	December 18, 2014	517,600 6.41%	Managing Director of Prometheus Partners GmbH, a Swiss commodity services advisory firm specializing in energy, since 2013; Senior Trader at MRI Trading AG from 2012 to 2013; Director of Supply at Inver Energy UK of Ireland from 2010 until 2011.
Srinivas Polishetty ⁽¹⁾ Makati City, Philippines <i>Director</i>	January 15, 2015	Nil	Managing Director of American Orient Capital Partners Group, an investment management company focused on the Asia Pacific region, since 1998.
J. Mark Strawn ⁽²⁾ Tyler, Texas, USA <i>Director</i>	December 3, 2014	Nil	Partner in Tyler Rockies Exploration, Ltd., an oil and gas production operations and exploration company, since 1995.

(1) Member of the Audit Committee.

(2) Member of the Operations Committee.

(3) As a group, the directors and executive officers beneficially own or control a total of 2,070,400 Common Shares representing 25.65% of the Common Shares of the Company. Percentages of Common Shares owned are based on 8,070,871 Shares issued and outstanding.

(4) The information as to principal occupation, business or employment is not within the knowledge of the management of the Company and has been furnished by the respective director. Unless otherwise stated above, any director of executive officer named above has held the principal occupation or employment indicated for at least five years.

MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES HEREIN LISTED WILL BE UNABLE TO SERVE AS A DIRECTOR. IN THE EVENT THAT PRIOR TO THE MEETING ANY VACANCIES OCCUR IN THE SLATE OF NOMINEES HEREIN LISTED, IT IS INTENDED THAT DISCRETIONARY AUTHORITY SHALL BE EXERCISED BY THE MANAGEMENT APPOINTEES, IF NAMED IN THE PROXY, TO VOTE THE SHARES REPRESENTED BY PROXY FOR THE ELECTION OF ANY OTHER PERSON OR PERSONS AS DIRECTORS UNLESS THE SHAREHOLDER HAS SPECIFIED THAT THE SHARES REPRESENTED BY PROXY ARE TO BE WITHHELD FROM VOTING IN THE ELECTION OF DIRECTORS.

The Company was the subject of a cease trade order issued by the British Columbia Securities Commission on May 5, 2017. The cease trade order was issued as a result of the Company's failure to file its 2016 annual financial statements and Management's Discussion and Analysis within the prescribed time period. Upon the Company's filing of the outstanding documents, on November 10, 2017, the cease trade order was revoked. All of the current directors were directors of the Company at the time the cease trade order was issued.

Other than as set forth above, to the knowledge of management of the Company, no proposed director (including any personal holding company of a proposed director):

- (a) is, as at the date of this Information Circular, or has been, within the preceding 10 years, a director, chief executive officer or chief financial officer of any company (including the Company) that,
 - (i) was subject to a cease trade or similar order (including a management cease trade order whether or not such person was named in the order) or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an "Order") while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an Order that was issued after the proposed 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;
- (b) is, as at the date of this Information Circular, or has been within the preceding 10 years, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- (d) has been subject to:
 - (i) 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 since December 31, 2000, or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
 - (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director; or

- (e) is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

Additional Information Regarding the Board

For additional information regarding the Company's Board of Directors (the "**Board**"), including compensation and corporate governance practices, see "*Statement of Executive Compensation – Director Compensation*" and "*Corporate Governance Practices*".

2. APPOINTMENT OF AUDITOR

At the Meeting, shareholders will be asked to approve the appointment of Dale Matheson Carr-Hilton Labonte LLP ("DMCL") as the independent auditor of the Company, to hold office until the next annual meeting of shareholders, with remuneration to be approved by the Board. Management is recommending that shareholders vote to appoint DMCL, of Vancouver, British Columbia, as auditor for the Company and to authorize the directors to fix the remuneration of the auditor. DMCL was first appointed as auditor of the Company on July 18, 2017.

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted FOR the re-appointment of Dale Matheson Carr-Hilton Labonte LLP as the auditor of the Company, to hold office for the ensuing year at a remuneration to be fixed by the directors.

3. RENEWAL OF ROLLING STOCK OPTION PLAN

The Company has a stock option plan (the "**Option Plan**") that was approved by Shareholders on September 12, 2017. The Option Plan is a "rolling" plan which provides that the maximum aggregate number of shares reserved for issuance under it, and all of the Company's other previously established and outstanding incentive stock option plans or grants, is 10% of the Company's issued common shares at the time of the grant of a stock option.

The policies of the TSX Venture Exchange (the "**Exchange**") require that shareholders approve and ratify all such "rolling" stock option plans on an annual basis. At the Meeting, shareholders will be asked to vote on approval of the renewal of the Option Plan.

The purpose of the Option Plan is to provide the directors, officers and key employees of, and certain consultants who provide services to the Company and its subsidiaries, with an opportunity to purchase shares of the Company and benefit from any appreciation in the value of the Company's shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Company, thus enhancing the value of the Company's shares for the benefit of all the shareholders and increasing the ability of the Company and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Company.

The Option Plan permits the Board of Directors to specify a vesting schedule in its discretion. The Option Plan provides that if a change of control, as defined therein, occurs, all Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder. Options are non-assignable and non-transferable.

Pursuant to the Option Plan:

- i) The maximum aggregate number of Common Shares which may be issuable pursuant to options granted under the Option Plan and any other share-based compensation arrangements is 10% of the issued and outstanding Common Shares of the Company, calculated at the time of grant.
- ii) The aggregate number of options granted to any one individual in any 12-month period may not exceed 5% of the Company's issued Shares, calculated on the date of option grant.

- iii) The aggregate number of options granted to any one consultant in a 12-month period may not exceed 2% of the number of the Company's issued Shares, calculated at the date an option is granted to the Consultant.
- iv) The aggregate number of options granted to all persons or companies retained to provide investor relations activities (except employees & directors) may not exceed 2% of the Company's issued Shares in any 12-month period, calculated at the date an option is granted. In addition, pursuant to the Option Plan, options granted to persons or companies providing investor relations activities must vest in stages over a 12-month period, with no more than ¼ of the options vesting in any three-month period.
- v) The option exercise price must not be less than the closing price of the Common Shares on the Exchange on the day immediately preceding the date of grant, less the applicable discount permitted by the policies of the Exchange.
- vi) An option granted under the Option Plan must be exercised within the period permitted by the policies of the Exchange, which is currently a maximum of 10 years from the date of granting.

As at the date hereof, there are 807,087 Shares reserved for issuance under the Company's security based compensation arrangements (representing 10% of the issued and outstanding Shares). There are no stock options outstanding and therefore no Shares available for issuance upon the exercise of stock options granted under the Option Plan.

In accordance with the policies of the Exchange and the terms of the Option Plan, it is subject to its acceptance for filing by the Exchange as well as the approval of the Company's shareholders annually. Under the policies of the Exchange, "disinterested shareholder approval" must be obtained if the grants of options under the Option Plan, together with all of the Company's outstanding incentive stock options, could result at any time in:

- a) the number of shares reserved for issuance pursuant to incentive stock options granted to insiders of the Company exceeding 10% of the issued Common Shares of the Company;
- b) the grant to insiders of the Company, within a 12-month period, of a number of options exceeding 10% of the issued common shares of the Company; or
- c) the issuance to any one optionee, within a 12-month period, of a number of shares exceeding 5% of the issued Common Shares of the Company.

The term "disinterested shareholder approval" means approval by a majority of the votes cast at the Meeting other than votes attaching to shares of the Company beneficially owned by insiders of the Company to whom options may be granted under the Option Plan, and associates of such persons. The term "insiders" is defined in the policies of the Exchange and generally includes directors and senior officers of the Company and its subsidiaries, and holders of greater than 10% of the voting securities of the Company.

As a "rolling" plan, any other amendment to the Option Plan will require the approval of the Exchange and may also require shareholder approval.

The Option Plan will be available for inspection at the Meeting and is available for viewing without charge by request to the Corporate Secretary of the Company.

Management of the Company considers it desirable and in the best interests of the Company to renew the Option Plan for the granting of future stock options to directors, officers, employees and consultants, and recommends that the shareholders approve the Option Plan.

At the Meeting, the Company's shareholders will be asked to consider, and if thought appropriate, to pass, with or without amendment, the following ordinary resolution:

“BE IT RESOLVED, as an ordinary resolution, that:

- (a) the renewal of the Option Plan as more particularly described in the Information Circular dated March 12, 2018, is hereby authorized, approved, ratified and confirmed; and
- (b) any one director or officer of the Company, signing alone, is hereby authorized to execute and deliver all such documents and instruments and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.”

The Management Appointees intend to cast the votes represented by proxy FOR the foregoing resolution unless the holder of Shares who has given such proxy has directed that the votes be otherwise cast.

If shareholder approval of the Option Plan or a modified version thereof is not obtained, the Company will not implement the Option Plan and will not grant options under it. Even if approved, the directors may determine not to implement the Option Plan.

4. Other Business

MANAGEMENT IS NOT AWARE OF ANY OTHER MATTER TO COME BEFORE THE MEETING OTHER THAN AS SET FORTH IN THE NOTICE OF MEETING. IF ANY OTHER MATTER PROPERLY COMES BEFORE THE MEETING, IT IS THE INTENTION OF THE MANAGEMENT APPOINTEES TO VOTE THE SHARES REPRESENTED BY THE FORM OF PROXY ACCOMPANYING THIS INFORMATION CIRCULAR ON ANY BALLOT THAT MAY BE CALLED FOR IN ACCORDANCE WITH THEIR BEST JUDGMENT ON SUCH MATTER.

You are urged to carefully consider all of the information in the accompanying Information Circular to the Meeting. If you require assistance, you should consult your financial, legal, or other professional advisor.

COMPENSATION DISCUSSION AND ANALYSIS

General

The Company’s executive compensation practices, principles and objectives are summarized below.

For the purpose of this Information Circular:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**executive officer**” means an individual who is a chair, vice-chair, or president of the Company, a vice-president in charge of a principal business unit, division or function including sales, finance or production of the Company and an individual who performs a policy-making function in respect of the Company and who has the capacity to influence the direction of the Company.

“**NEO**” or “**Named Executive Officer**” means each of the following individuals:

- (i) each individual who served as chief executive officer (“**CEO**”) of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;
- (ii) each individual who served as chief financial officer (“**CFO**”) of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;
- (iii) the most highly compensated executive officer of the Company, including any of its subsidiaries, or the most highly compensated individual acting in a similar capacity, other than the CEO and

CFO, at the end of the most recently completed financial year whose total compensation was, more than \$150,000 for that financial year; and

- (iv) each individual who would be an NEO under (iii) but for the fact that the individual was neither an executive officer of the Company or any of its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

The objective of this disclosure is to communicate the compensation the Company paid, made payable, awarded, granted, gave or otherwise provided to each NEO and director for the financial year, and the decision-making process relating to compensation. This disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Company and will help investors understand how decisions about executive compensation are made.

Compensation Oversight

The Compensation Committee is comprised of Independent directors, Konstantino Ghertsos and Srinivas Polishetty. The Compensation Committee is responsible for reviewing and approving compensation paid to directors and senior executives. Tasks and responsibilities related to developing and monitoring the Company’s approach with respect to the short-term and long-range compensation of NEOs and directors of the Company are performed by the Board as a whole.

The responsibilities relating to executive and director compensation, including overseeing the Company’s base executive compensation structure and equity-based compensation, compensation securities, recommending compensation of the Company’s officers and employees, and evaluating the performance of officers generally is performed by the Compensation Committee. The Board reviews and approves the hiring of executive officers.

The Board’s view is that its composition provides an effectively independent perspective for executive compensation oversight. Directors abstain from voting with respect to compensation matters that pertain specifically to themselves.

Executive Compensation Practices

The objective of the Board when determining compensation to be paid to senior executives of the Company is to ensure that the level and form of compensation: (a) attracts and retains talented, qualified, experienced and effective executives consistent with the general sector; (b) motivates the short and long-term performance of these executives; (c) reflects the Company’s current state of development; (d) reflects the Company’s performance and financial status; (e) reflects individual performance, and (f) aligns the interests of the executives with the Company’s overall business objectives and the interests of the Company’s shareholders. As there are no formal policies and compensation decisions are generally subjective, the Company does not tie any significant element of compensation to specific performance criteria or goals.

In addition to industry trends, the Board considers a variety of other factors it considers relevant and appropriate when assessing compensation policies and practices for director and executive compensation levels. These factors include the long-range interests of the Company and its shareholders, the implications of the risks associated with the Company’s compensation policies and practices in light of the financial performance of the Company, the overall financial and operating performance of the Company and the Board’s assessment of each executive’s individual achievements, performance and contribution toward meeting corporate objectives.

Assessments to determine executive compensation are made through Board discussion without formal objectives, criteria and analysis. To ensure its executive compensation is appropriate and competitive, the Board typically reviews the compensation practices on an annual basis but may also conduct reviews on an ad hoc basis as the need arises. The Company has not retained any third party advisors to conduct compensation reviews of its pay levels and practices. The Company aims to provide compensation that is competitive with companies at a similar stage of development; however, no formal benchmark group of companies is established.

Elements of NEO Compensation

The Company's compensation structure generally has three primary components: (i) base salary (which may include consulting fees); (ii) discretionary performance bonuses; and (iii) security-based compensation in the form of incentive stock options and restricted share units. Any security-based compensation arrangements are not intended as a substitute for salaries or wages, or as a means of compensation for past services rendered but serve as a form of incentive. Using the objectives and criteria described above, the Board and Compensation Committee review all three components together in assessing the compensation of individual executive officers and of the Company. The Company believes the elements and objectives of its compensation practices are necessary in a competitive oil and gas market for qualified personnel.

Base Salary Compensation:

Base salaries for NEOs of the Company are evaluated and established to provide a reasonable amount of non-contingent remuneration in order to retain executives with experience and skills required to achieve the strategic and organizational goals of the Company. In determining base salaries, the Board and Compensation Committee reference salary levels in the industry and location in which the Company operates, the individual's experience level, the scope and complexity of the position held, and the level of expertise and capabilities demonstrated by and expected by the executive officers.

Security-Based Compensation:

Security-Based Compensation is a principal form of long-term variable compensation and is used by the Company as an incentive to attract, retain and motivate a highly qualified staff and service providers. They are not intended as a substitute for salaries or wages, or as a means of compensation for past services rendered. Security-Based Compensation arrangements are intended to reinforce commitment to long-term growth and shareholder value. Equity participation through the Company's stock option plan and restricted share unit plan (the "RSU Plan") enables directors, executives and employees to participate in the success of the Company, aligning their long-term interests with those of its shareholders.

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's incentive stock option plan (the "Option Plan") and RSU Plan. Implementation of the Option Plan and RSU Plan and any amendments to it are the responsibility of the Company's Board as a whole. The Board authorizes the security-based compensation to be granted to its NEOs as well as to its directors in accordance with the Company's Option Plan and RSU Plan. The awards are determined based on, among other things, each recipient's level of responsibility, length of tenure with the Company, and the degree to which the individual's long term contribution to the Company will be crucial to its overall long-term success. The Board also takes into consideration outstanding options and restricted share unites when granting new awards.

See "*Stock Option Plan and Other Incentive Plans*" for additional details on the features of the Option Plan and RSU Plan.

Discretionary Bonuses:

The Board considers, on an annual basis, discretionary cash bonuses to reward extraordinary performance during the preceding fiscal year which has led to Company milestones, strategic transactions, or capital raising achievements. The discretionary bonuses are intended to provide a short-

term incentive for executive officers to meet the Company's goals, as well as to remain competitive within the industry. In determining whether a bonus will be awarded, the Board considers such factors as the executive's performance over the past year, the Company's achievements in the past year and the executive's role in effecting such achievements, after taking into account the financial and operating performance of the Company.

Risk Monitoring

Due to the relatively small size of the Company and its current management group, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation practices. The Board reviews from time to time and at least once annually, the Company's compensation policies and practices. Implicit in the Board's mandate is that the Company's policies and practices respecting compensation, including those applicable to the Company's executives, be designed in a manner which is in the best interests of the Company and risk implications is one of many considerations which are taken into account in such design.

Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company is reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Use of Financial Instruments

The Company does not have a policy that would prohibit an NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

Perquisites and Other Personal Benefits

The Company's NEOs are not generally entitled to significant perquisites or other personal benefits not offered to the Company's other employees. Where NEOs receive perquisites such as car allowances or company vehicles, they reflect competitive practices, business needs and objectives.

Pension Plans

The Company does not have a defined contribution pension plan that provides for payments or benefits at, following, or in connection with retirement. The Company has a defined contribution savings plan, which is a defined contributions 401k Plan that is available to all US employees under equal terms. The Company matches contributions to such plans on behalf of NEOs. The 401k Plan contribution amounts are disclosed in the summary compensation Table 2.

Oversight and Description of Director Compensation

The Board as a whole reviews, and the independent directors approve, director compensation from time to time and no less than on an annual basis. The Company may, from time to time, grant to its directors incentive stock options to purchase Common Shares in the capital of the Company pursuant to the terms of the Option Plan and in accordance with applicable stock exchange policies.

Director fees for directors are proposed by management, discussed by the Board and approved by the Compensation Committee comprised of Independent directors, Konstantino Ghertsos and Srinivas Polishetty. The amounts determined are made on the basis of the remuneration designed to cover attendance at meetings, principally for meetings regularly scheduled for each year and for acting in their capacity as directors or as chairs of Board committees.

The directors of the Company currently received monthly directors' fees of \$2,000. In the financial years ended December 31, 2015 and December 31, 2016, the members of the Operations Committee received fees of \$15,000 each per month.

NEO Employment, Consulting and Management Arrangements

Following is a summary description of material terms of compensation awarded to, earned by, paid or payable to the NEOs pursuant to agreements or arrangements. Included are contract provisions that entitle certain NEOs to receive compensation from the Company or its subsidiaries in the event of (i) the resignation, retirement or any other termination of the NEO's employment with the Company and its subsidiaries, or (ii) a change in control of the Company or any of its subsidiaries, or (iii) a change in the NEO's responsibilities following a change in control.

For the purposes of this section:

"Change in Control" is defined as a transaction or series of transactions whereby directly or indirectly:

- (i) any person or combination of persons obtains a sufficient number of securities of the Company to affect materially the control of the Company; a person or combination of persons holding shares or other securities in excess of the number which, directly or following conversion would entitle the holders to cast 20% or more of the votes attaching to all shares of the Company which may be cast to elect directors of the Company;
- (ii) the Company consolidates or merges with or into, amalgamates with, or enters into a statutory arrangement with, any other person (other than a subsidiary of the Company) or any other person (other than a subsidiary of the Company) consolidates or merges with or into, or amalgamates with or enters into a statutory arrangement with, the Company, and, all or part of the outstanding voting shares is changed in any way, reclassified or converted into, exchanged or otherwise acquired for shares or other securities of the Company or any other person or for cash or any other property;
- (iii) the Company sells or otherwise transfers, including by way of the grant of a leasehold interest (or one or more of its subsidiaries sells or transfers, including by way of the grant of a leasehold interest), property or assets (a) aggregating more than 50% of the consolidated assets of the Company and its subsidiaries as at the end of the most recently completed financial year of the Company or (b) which during the most recently completed financial year of the Company generated, or during the then current financial year of the Company are expected to generate, more than 50% of the consolidated operating income or cash flow of the Company and its subsidiaries, to any other person or persons; or
- (iv) a change in the composition of the Board of Directors, which occurs at a single meeting, or a succession of meetings occurring within 6 months of each other, of the shareholders of the Company, whereby such individuals who were members of the Board immediately prior to such meeting or succession of meetings cease to constitute a majority of the Board without the Board, as constituted immediately prior to such meeting, approving of such change.

"Triggering Event" is defined as the occurrence of any of the following without the NEO's written consent:

- (i) a material change (other than a change that is clearly consistent with a promotion) in the NEO's position or duties, responsibilities, reporting relationship, title or office (including a change in the person or body to whom the NEO reports at the date of a Change in Control, except if such person or body is of equivalent rank or stature or such change is as a result of the resignation or removal of such person or the persons comprising such body, as the case may be, and who reports to the NEO;

- (ii) a reduction of the NEO's salary, benefits or any other form of remuneration or any change in the basis upon which such salary, benefits or other form of remuneration payable by the Company or its subsidiaries is determined;
- (iii) the good faith determination by the executive that, as a result of a Change in Control or any action or event thereafter, the Executive's status or responsibility in the Company or its subsidiaries have been diminished or the executive is being effectively prevented from carrying out its duties responsibilities as they existed immediately prior to a Change in Control;
- (iv) any material breach by the Company of a material provision of the employment or contracting agreement; or
- (v) the failure by the Company to obtain an effective assumption of its obligations hereunder by any successor to the Company, including a successor to a material portion of its business.

Andrew Hromyk

Pursuant to a management services agreement dated March 1, 2015, between the Company and Century Capital Management Ltd. ("**Century**"), a company wholly-owned by Andrew Hromyk, Century provides the services of Andrew Hromyk as the Company's CEO for an annual fee of \$240,000 (the "**Annual Fee**"). In addition to the Annual Fee, an annual bonus to be determined at the discretion of the Board, in the form of cash, shares or a combination thereof (the "Annual Bonus Compensation"), may be paid to Century for each fiscal year of the term of the agreement, provided that the Annual Bonus Compensation may not exceed 50% of the Annual Fee. Century may terminate the agreement at any time by providing no less than thirty (30) calendar days' written notice to the Company. The Company may terminate the agreement without cause by making a cash payment to Century of an amount equal to the Annual Fee and the maximum Annual Bonus Compensation plus one-twelfth of such amount for each full year of the service since commencement of the agreement, to a maximum of twenty-four (24) months total compensation.

If a Change in Control occurs, and if a Triggering Event subsequently occurs within two (2) years from the Change in Control, Century or Mr. Hromyk would be entitled to elect to terminate the agreement with the Company and to receive a lump sum payment from the Company in an amount equal to two times (i) the Annual Fee and (ii) the maximum Annual Bonus Compensation for the previous year (the "Change in Control Payment"), unless such Triggering Event follows a Change in Control which involves a sale of securities or assets of the Company with which Century or Mr. Hromyk is involved as a purchaser.

If a Change in Control occurs, and if the agreement is terminated by the Company within two (2) years from the Change in Control, Century or Mr. Hromyk would be entitled to receive the Change in Control Payment.

If a Change in Control payment is made, Mr. Hromyk would be entitled to continue to participate in any benefit package for 24 months from the Change in Control. In the event of termination without cause or a Change in Control, Mr. Hromyk's stock options will vest immediately and become fully exercisable.

Pursuant to the Century agreement, Century or Mr. Hromyk are subject to confidentiality provisions for five years following the termination of his relationship with the Company, and non-competition and non-solicitation provisions with respect to financiers and employees of the Company, for a period of one year following termination of his employment.

STATEMENT OF EXECUTIVE COMPENSATION
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At the end of the Company's financial year ended December 31, 2016, the Company had five NEOs: Andrew Hromyk, the Company's CEO, Becky Gillespie, the Company's former CFO, Rick Powers, the

Company's Interim CFO, W. Kyle Willis, the Company's former CFO, and Jamie Hogue, the Company's former Vice President of Regulatory Affairs.

The following Table 2 sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company and subsidiaries of the Company, to each NEO and director, including all plan and non-plan compensation, remuneration, rewards, benefits, gifts or perquisites for services provided and for services to be provided, directly or indirectly, to the Company or any of its subsidiaries. The amounts reported represent compensation for the previous financial years ended December 31, 2015 and December 31, 2016.

The compensation information presented in this section, other than option-based awards, is prepared in United States dollars, the currency in which the Company prepares its financial statements.

Table 2

Table of Compensation Excluding Compensation Securities ⁽¹⁾							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)⁽⁹⁾	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Andrew Hromyk <i>CEO and Director</i>	2016	Nil	120,000	24,000	Nil	248,347 ⁽⁶⁾	392,347
	2015	Nil	100,000	24,000	Nil	245,830 ⁽⁷⁾	369,830
Becky Gillespie ⁽²⁾ <i>Former CFO</i>	2016	40,000	N/A	Nil	Nil	Nil	40,000
	2015	N/A	N/A	N/A	N/A	N/A	N/A
Rick Powers ⁽³⁾ <i>Interim CFO</i>	2016	123,750	Nil	Nil	Nil	Nil	123,750
	2015	75,625	Nil	Nil	Nil	275	75,900
Kyle Willis ⁽⁴⁾ <i>Former CFO</i>	2016	N/A	N/A	N/A	N/A	N/A	N/A
	2015	116,667	Nil	Nil	Nil	4,667 ⁽⁸⁾	121,334
Jamie Hogue ⁽⁵⁾ <i>Vice President</i>	2016	N/A	N/A	N/A	N/A	N/A	N/A
	2015	154,000	Nil	N/A	Nil	6,160 ⁽⁸⁾	160,160
Al H. Denson <i>Director</i>	2016	Nil	Nil	204,000	Nil	Nil	204,000
	2015	N/A	N/A	204,000	Nil	Nil	204,000
Konstantino Ghertsos <i>Director</i>	2016	N/A	N/A	24,000	N/A	Nil	24,000
	2015	N/A	N/A	24,000	N/A	Nil	24,000
Srinivas Polishetty <i>Director</i>	2016	N/A	N/A	24,000	N/A	Nil	24,000
	2015	N/A	N/A	24,000	N/A	Nil	24,000
Mark Strawn <i>Director</i>	2016	Nil	Nil	204,000	Nil	Nil	204,000
	2015	N/A	N/A	204,000	Nil	Nil	204,000

Notes:

- (1) All salary, non-equity incentives and other compensation (excluding option-based awards) are denominated and paid in US dollars.
- (2) Ms. Gillespie was appointed Interim CFO on September 7, 2016 and resigned on June 6, 2017.
- (3) Mr. Powers resigned as CFO on September 7, 2016 and was appointed Interim CFO on June 6, 2017.
- (4) Mr. Willis resigned as CFO on July 15, 2015.

- (5) Ms. Hogue resigned as VP on August 31, 2016.
- (6) This amount represents: (i) \$240,000 paid to Century Capital Management Ltd., a private company wholly-owned by Andrew Hromyk, for management services of Mr. Hromyk, and (ii) \$8,347 in medical and life insurance related to Mr. Hromyk. See "Management Contracts" for further information.
- (7) This amount represents: (i) \$60,000 paid to Century Capital Management Ltd., a private company wholly-owned by Andrew Hromyk, for management services of Mr. Hromyk, and (ii) \$5,830 in medical and life insurance related to Mr. Hromyk. See "Management Contracts" for further information.
- (8) Matching contribution on behalf of the NEO in connection with the Company's Employee 401k Plan (defined contribution savings plan), which is available to all employees choosing to participate under the same terms of participation.
- (9) The directors receive directors' fees payable monthly. The members of the Operations Committee received \$15,000 per month in fees for their services on the committee.

STOCK OPTION PLAN AND OTHER INCENTIVE PLANS

Stock Option Plan

The Company has a stock option plan (the "**Option Plan**") that was approved by Shareholders on September 12, 2017 and will be proposed for approval by shareholders at the Meeting. The purpose of the Option Plan is to attract and motivate directors, officers, employees and consultants of the Company and to advance the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted under the Option Plan. A summary description of the Option Plan is set forth below. For further details, refer to the information under the heading, "*Particulars of Matters to be Acted Upon – Renewal of Stock Option Plan*". The full text of the Option Plan is available by request to the Company and will be available for review at the Meeting.

The Option Plan is a "rolling" plan which provides that the maximum aggregate number of shares reserved for issuance under it, and all of the Company's other previously established and outstanding incentive stock option plans or grants, is equivalent to 10% of the number of the Company's issued common shares at the time of the grant of a stock option.

Key provisions of the Option Plan include the following:

- i) The maximum aggregate number of Common Shares which may be issuable pursuant to options previously granted and those granted under the Option Plan is 10% of the issued and outstanding Common Shares of the Company at the time of grant.
- ii) The aggregate number of options granted to any one individual in any 12-month period may not exceed 5% of the number of issued Common Shares, calculated on the date of option grant.
- iii) The aggregate number of options granted to any one consultant in a 12-month period may not exceed 2% of the number of issued Common Shares, calculated at the date an option is granted to the Consultant.
- iv) The aggregate number of options granted to all persons or companies retained to provide investor relations activities (except employees & directors) may not exceed 2% of the number of issued Common Shares in any 12-month period, calculated at the date an option is granted.
- v) Options granted to persons or companies providing investor relations activities must vest in stages over a 12-month period, with no more than ¼ of the options vesting in any 3-month period.
- vi) The option exercise price must not be less than the closing price of the Common Shares on the stock exchange on which the Shares are traded, on the day immediately preceding the date of grant, less the applicable discount permitted by the policies of the stock exchange.
- vii) An option granted under the Plan must be exercised within the period permitted by the policies of the Exchange, which is currently a maximum of 10 years from the date of granting.
- viii) The Board of Directors may specify a vesting schedule in its discretion.

- ix) If a change in control, as defined in the Option Plan, occurs, all Common Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.
- x) Stock options are non-assignable and non-transferable.
- xi) Any amendments to the Option Plan which may result in a reduction in the exercise price of stock options or the extension of the expiry date of stock options are subject to shareholder approval.
- xii) Any options granted pursuant to the Option Plan will terminate generally within 90 days of the option holder ceasing to act as a director, officer, employee of the Company, unless such cessation is on account of death. If such cessation is on account of death, the options terminate on the first anniversary of such cessation. Stock options held by employees or consultants who are terminated for cause or breach of contract, or by order of a securities commission or a stock exchange terminate immediately. Stock Options held by persons or companies retained to provide investor relations activities must terminate within 30 days of termination.
- xiii) The Option Plan must be approved by shareholders at each annual general meeting.

Restricted Share Unit Plan

The Company has adopted a Restricted Share Unit Plan (the “**RSU Plan**”), which was approved by shareholders on September 12, 2016. The RSU Plan and the Option Plan are designed to attract, retain and motivate directors, officers, key employees and consultants of the Company and to align their interests with those of the shareholders. A copy of the RSU Plan may be inspected or obtained by shareholders of the Company by contacting the Corporate Secretary of the Company at its head office.

The implementation of the RSU Plan is subject to the Company graduating from a “Tier 2 Issuer” to a “Tier 1 Issuer” on the Exchange. There is no guarantee that the Company will graduate to Tier 1. The Board considers it in the best interest of the Company to be in a position to grant RSUs immediately, should Tier 1 status be obtained.

Pursuant to the RSU Plan, the Board may, from time to time, grant awards under the RSU Plan to eligible participants, with each award granted entitling an eligible participant to receive one restricted share unit (an “**RSU**”). Each RSU represents the right of an eligible participant to receive one Common Share or, at the election of the Board of Directors of the Company, a lump sum cash payment equal to the amount determined by multiplying the number of vested RSUs to be redeemed by the 5-day volume weighted average trading share price of the Shares at such time.

Granted RSUs are notional shares that, when vested, have the same value as Common Shares and will earn dividend equivalents as additional units, at the same rate as dividends paid on the Common Shares. No dividend equivalents will vest unless the associated RSUs also vest.

The vesting conditions for each RSU grant are established by the Board at the time of grant. Once vested, the Company may redeem vested RSUs by the issuance of Common Shares from treasury or, at the discretion of the Board, the Company may also settle any issued RSUs by payment of cash, less any applicable withholdings required by law. Fractional vested RSUs will be paid out in cash. Each Share issued by the Company pursuant to the RSU Plan will be issued as fully paid and non-assessable.

Under the RSU Plan, the number of Common Shares issuable from treasury pursuant to the RSU Plan, together with any other security-based compensation arrangement of the Company that provides for the issuance of Common Shares from treasury, including the Option Plan, shall not exceed 10% of the Company’s issued and outstanding Common Shares outstanding (on a non-diluted basis). The standard Exchange hold period of four months will apply to grants made pursuant to the RSU Plan.

The maximum term of the RSUs is three years from the date of grant. In the event of termination of a participant without cause, any RSUs subject to vesting within 60 days will be deemed vested in the date

the Participant ceases to provide services to the Company or the expiry date, whichever is earlier. Upon death of a Participant, any unvested RSUs vest immediately. Upon voluntary resignation or for cause, any unvested RSUs shall be forfeited.

STOCK OPTIONS AND OTHER COMPENSATION SECURITIES

When making decisions regarding rewarding stock options or RSUs to directors or NEOs, the Board considers the position, individual performance of the NEO, individual option holdings, whether the options are in-the-money or not, and the total number of stock options outstanding.

The following Table 3 summarizes all compensation securities granted or issued to each director and NEO by the Company and its subsidiaries in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

No stock options were granted or exercised during the fiscal year ended December 31, 2016. There are no options outstanding under the Option Plan. The RSU Plan was adopted by the Board in 2016 and no RSUs have been allocated pursuant to the RSU Plan.

Table 3

Compensation Securities Granted or Issued							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Andrew Hromyk <i>CEO and Director</i>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
Becky Gillepsie <i>Former CFO</i>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
Rick Powers <i>Interim CFO</i>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
Jamie Hogue <i>Vice President</i>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
Al H. Denson <i>Director</i>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
Konstantino Ghertsos <i>Director</i>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
Srinivas Polishetty <i>Director</i>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
Mark Strawn <i>Director</i>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has a stock option plan (see “*Stock Option Plans and Other Incentive Plans*”) under which an amount equal to 10% of the outstanding Common Shares at any one time is reserved for issuance. The following table sets out the number of the Company’s Shares to be issued and remaining available for future issuance under the Company’s Stock Option Plan at the end of the Company’s financial year of December 31, 2016:

Table 5

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights ⁽²⁾	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾
	(a)	(b)	(c)
Equity compensation plans approved by securityholders	Nil	N/A	807,087
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	Nil	N/A	807,087

(1) Effective September 9, 2016, the Company’s Shares were consolidated on the basis of one (1) new Common Share for ten (10) pre-consolidation Common Shares of the Company. The figures disclosed reflect the effect of the consolidation.

(2) The option exercise prices are denominated in Canadian dollars.

MANAGEMENT CONTRACTS

Pursuant to a management services agreement dated March 1, 2015, between the Company and Century Capital Management Ltd. (“**Century**”), a company wholly-owned by Andrew Hromyk, for an annual fee of \$240,000, Century provides the services of Andrew Hromyk as the Company’s CEO, as well as a shared office space, furnishings, equipment and communications facilities, and the employment of administrative, office and management personnel in Vancouver, British Columbia. Costs of the shared office facilities and the shared employees are recovered from Century in proportion to the time spent by the shared employees on matters pertaining to the Company. During the year ended December 31, 2016, the Company’s share of management and overhead costs was \$240,000, which includes Andrew Hromyk’s compensation of \$240,000. (See “*NEO Employment, Consulting and Management Agreements*”).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers or employees of the Company or any of its subsidiaries, nor proposed nominee for election as a director of the Company, and no associate or affiliate of any of them is or has been indebted to the Company or any of its subsidiaries at any time since the beginning of the Company’s most recently completed financial year nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

CORPORATE GOVERNANCE

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines (the “**Guidelines**”) which apply to all public companies in Canada. The Guidelines address matters relating to the constitution of the board and independence of directors, the functions to be performed by the directors of a company and their committees, and effectiveness and evaluation of proposed corporate governance guidelines and best practices specified by the Canadian securities regulators.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose their governance practices in accordance with NI 58-101. This section sets out the Company’s approach to corporate governance.

The board of directors of the Company (the “**Board**”) believes that good corporate governance improves corporate performance and benefits all shareholders and has reviewed its own corporate governance practices in light of the Guidelines.

1. **Board of Directors** – The Board currently consists of five directors, and it is proposed that the five directors be nominated at the Meeting. The Board facilitates its exercise of independent supervision over management by ensuring that a majority of its members are “impartial”. Directors are considered to be impartial if they have no direct or indirect material relationship with the Company which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board has determined that its composition must include at least two directors who are “Independent” as defined by National Instrument 52-110 *Audit Committees* (“**NI 52-110**”). Mr. Polishetty and Mr. Ghertsos are Independent non-executive directors. Andrew Hromyk, CEO and Chairman of the Company is neither impartial nor Independent. Mr. Denson and Mr. Strawn are non-executive directors.

Management has been delegated the responsibility of meeting defined corporate objectives, implementing approved strategic and operating plans, carrying out the Company’s business in the ordinary course, evaluating business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board reviews and approves the Company’s long-term strategic, business and capital plans, material contracts and business transactions and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company’s internal control processes. The Compensation Committee of non-executive and Independent members of the Board review and approve executive compensation and security-based compensation.

2. **Other Directorships** – None of the directors serve as directors of other listed companies.
3. **Independent Meetings** - Where matters arise at meetings of the Board which require decision-making and evaluation that is independent of management and interested directors, the Company’s directors may hold an “in-camera” session among the disinterested directors, without management present at such meeting.
4. **Orientation and Continuing Education** - Each new director receives orientation on the Company’s business, current projects and the industry, and information on corporate and social responsibilities. Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business.

Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management’s assistance, and to attend related industry seminars and visit the Company’s operations. Board members have full access to the Company’s records.

5. **Ethical Business Conduct** – The Board has determined that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law and

the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Furthermore, the Board promotes fair dealing with all its stakeholders and requires compliance with the laws of each jurisdiction in which the Company operates.

6. **Nomination of Directors** – The 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 of individuals required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. In identifying potential Board candidates, the directors assess perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the oil and gas industry may also be consulted for possible candidates.
7. **Audit Committee** – The Audit Committee is comprised of three directors and is appointed by the Board to assist the Board in fulfilling its oversight responsibilities. A majority of the Audit Committee is required to be non-executives in that the majority of directors are not officers, employees or Control Persons of the Company or any of its subsidiaries. The Audit Committee's primary duties and responsibilities are to:
 - (a) recommend to the Board the external auditor to be nominated, and its compensation;
 - (b) monitor the integrity of the financial statements of the Company;
 - (c) ensure the external auditor's qualifications and independence;
 - (d) oversee the performance of the auditor;
 - (e) be satisfied that adequate procedures are in place for review of the Company's disclosure of financial information; and
 - (f) establish procedures for receipt, retention and treatment of complaints received regarding accounting, audit or internal controls, and the anonymous submission of concerns regarding questionable accounting or audit matters.

For further details on the Audit Committee, please refer to section entitled "Audit Committee and Auditor" and Schedule "A", "Audit Committee Charter" attached hereto.

8. **Operations Committee** – The Operations Committee is comprised of two directors and is appointed by the Board to assist the Board in fulfilling its oversight responsibilities in respect of the operations of the Company. Al Denson and Mark Strawn comprise the Operations Committee. The Operations Committee's primary duties and responsibilities are to:
 - (a) provide oversight of the Company's actions for improving the cash flow position of the Company through increased revenues and reduced expenditures;
 - (b) Identify, evaluate, and recommend cost reduction measures in general and administration as well as field level expenses;
 - (c) ensure short payout revenue improvement projects in the fields;
 - (d) review the Company's procedures for providing information to the Company's independent reserve engineering firm that is appointed to properly assess the Company's oil and gas reserves;
 - (e) work with the engineering firm regarding recommendations for improving the value of the reserves; and
 - (f) seek partnerships, sale opportunities and purchase opportunities to maximize on and improve the value of the Company's assets.
9. **Compensation Committee** – Independent directors, Konstantino Ghertsos and Srinivas Polishetty determine compensation for the senior executives and the directors and abstain from voting in respect of their own compensation. To determine compensation terms, the Compensation Committee and directors consider the need to provide incentive and compensation

for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company.

10. **Assessments** – The Board monitors on an ongoing basis the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

AUDIT COMMITTEE AND AUDITOR

NI 52-110 requires the Company, as a TSX Venture Exchange issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. The information is set forth below.

The Audit Committee provides review and oversight of the Company's accounting and financial reporting process, and the audit process, including the selection, oversight and compensation of the Company's external auditor.

Composition

The Audit Committee of the Board of Directors of the Company is comprised of Konstantino Ghertsos, Al Denson and Srinivas Polishetty. The majority of the Audit Committee is comprised of directors who are not employees, officers nor Control Persons of the Company. The Chair of the Audit Committee is Srinivas Polishetty.

None of the members of the Audit Committee is an executive officer, employee or Control Person of the Company or of any affiliate of the Company, and none of them have a relationship with the Company that could, in the view of the Board of Directors, reasonably interfere with the exercise of the member's independent judgment.

All of the committee members are considered to be "financially literate" as that term is defined in National Instrument 52-110 *Audit Committees*. Each member has the ability to read and understand the Company's financial statements and to understand the breadth and complexities of the financial issues that can reasonably be expected to be raised by the Company.

Relevant Experience and Education

The educational background or experience of the audit committee members has enabled each to perform his responsibilities as an audit committee member and has provided the member with an understanding of the breadth and complexity of the accounting issues and principles used by the Company to prepare its financial statements.

The education and experience of each member relevant to the performance of such member's responsibilities as an audit committee member are described in the following paragraphs:

Al H. Denson, P.E. - Mr. Denson has been active in the energy industry for over 30 years with experience, both domestic and international, as a petroleum engineer, an executive and consultant in the areas of exploration and production, engineering, acquisitions, joint ventures, partnerships, strategic planning, negotiating, property purchases, budgeting and financial analysis. He has been Chief Operating Officer & partner of White Stone Energy, LLC since 2009. Mr. Denson holds both a Bachelor of Science and a Master of Science degree in Petroleum Engineering from Mississippi State University and is a registered Professional Engineer.

Konstantino Ghertsos - Dr. Ghertsos is a managing director with Prometheus Partners GmbH, a Swiss commodity trading and services advisory firm specializing in the energy business. Dr. Ghertsos served as Director of Supply for Inver Energy Ltd. in Ireland and was previously a Senior Trader at MRI Trading in Switzerland. He serves as a director of Alpha Three Invest GmbH and the Progressive Initiative Foundation charity organization and previously held trading and senior executive roles in European public companies. Dr. Ghertsos holds a BSc in Oceanography and

Marine Biology from the University of Southampton, a Matrisse (Master’s Degree) in Marine Ecology from the University of Paris VI, and a PhD in Oceanography and a DEA in Data Analysis & Computer Modeling from the University of Lille I.

Srinivas Polishetty - Mr. Polishetty’s experience includes transactions in the areas of project finance, corporate finance, carbon investments and finance, private placement of capital, direct investments, leverage buyouts and mergers and acquisitions. He has been Managing Director of American Orient Capital Partners Group, an investment company focused on long-term investments in the Asia Pacific region, since 1998. He serves as a director of IP Ventures Inc. and previously served as a director and compliance officer of Arthaland Corporation. Mr. Polishetty holds degrees from the Asian Institute of Management in Manila, Philippines and the Indian Institute of Technology, Kharagpur, India. Mr. Polishetty also attended an exchange program at Desautels Graduate School of Business Management, McGill University of Montreal, Canada.

Audit Committee Charter

The Company’s Audit Committee is governed by an Audit Committee Charter, the text of which is attached as Schedule “A” to this Information Circular.

External Auditor Service Fees

The fees billed by the Company’s external auditor in each of the last two financial years for audit and non-audit related services provided to the Company and its subsidiaries are as follows:

FINANCIAL YEAR ENDING DECEMBER 31	AUDIT FEES (\$)	AUDIT RELATED FEES (\$)	TAX FEES (\$)	ALL OTHER FEES (\$)⁽¹⁾
2016	93,542	Nil	Nil	Nil
2015	72,000	Nil	Nil	Nil

⁽¹⁾ Pursuant to the Audit Committee Charter, the Company requires Audit Committee pre-approval of all non-audit services to be provided to the Company.

Audit Committee Oversight

At no time since the commencement of the Company’s most recently completed financial year has any recommendation by the Audit Committee respecting the appointment and/or compensation of its external auditor not been adopted by the Board.

Reliance on Certain Exemptions

As a TSX Venture Exchange listed issuer, the Company is relying on the exemptions from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of National Instrument 52-110 *Audit Committees*.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found under the Company’s profile at www.sedar.com and on the Company’s website at www.hunteroil.com.

Financial information is provided in the Company’s comparative financial statements and Management’s Discussion and Analysis, which are available on www.sedar.com or on the Company’s website. A copy of these documents may also be obtained by a securityholder, without charge, upon request to the Chief Financial Officer of the Company at Hunter Oil Corp., 777 North Eldridge Way, Suite 150, Houston, Texas, USA, 77079; Telephone: (832) 485-8500, or Fax: (832) 485-8500.

The contents of this Information Circular and its distribution to shareholders of the Company have been approved by the Board of Directors.

BY ORDER OF THE BOARD OF DIRECTORS

“Andrew Hromyk”

Andrew Hromyk
Chief Executive Officer and Director

SCHEDULE "A"

**CHARTER
OF THE
AUDIT COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
HUNTER OIL CORP.**

HUNTER OIL CORP.

(the “Company”)

AUDIT COMMITTEE CHARTER

This charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company’s audit committee of the Board of Directors (the “**Audit Committee**”). The roles and responsibilities described in this charter shall at all times be exercised in compliance with the legislation and regulations governing the Company and its subsidiaries. For the purpose of this charter, the term “Company” includes the Company and its subsidiaries.

1. Mandate

The primary purpose of the Audit Committee is to assist the board of directors in fulfilling its oversight responsibilities with respect to (i) the integrity of the Company’s financial statements and its accounting and reporting processes, (ii) the qualifications, independence and performance of the auditors of the Company, and (iii) the system of internal accounting and financial reporting controls that Management has established.

The Committee shall be accountable to the Board of Directors. In performing its duties, the Audit Committee will maintain effective working relationships with the Board of Directors, management, and the auditors. To successfully perform their role, each committee member shall obtain an understanding of the principal responsibilities of committee membership as well and the company’s business, operations and risks.

Management of the Company shall be responsible for the preparation and presentation of the Company’s financial statements, the appropriateness of the accounting principles, the accounting systems and internal controls that are used by the Company. While it is management’s responsibility to design and implement an effective system of internal control, it is the responsibility of the Audit Committee to ensure that management has done so.

2. Membership and Composition

The members of the Audit Committee will be appointed or reappointed by the Board of Directors following each annual meeting of the Company’s shareholders. Each member of the Audit Committee will continue to be a member of the Audit Committee until his or her successor is appointed unless he or she resigns, is removed or ceases to be a director of the Company. Where a vacancy occurs at any time in the membership of the Audit Committee, the Board may appoint a qualified individual to fill such vacancy.

The Audit Committee shall be composed of a minimum of three directors.

(a) *Independence* – The majority of members shall be meet the independence requirements of applicable corporate and securities laws and stock exchange regulation, and in such regard shall have no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment.

- (b) *Financial Literacy* - Each member shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. For the purpose of this charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements which represent the breadth and level of complexity of accounting issues that can reasonably be expected to be raised by the Company's financial statements. If, upon appointment, a member of the Audit Committee is not financially literate as required, the person will be provided a three-month period in which to achieve the required level of literacy. At least one member shall have accounting or related financial expertise.
- (c) *Chair* - The members of the Audit Committee shall select a chair from among their number who must not be an employee, officer or control person of the Company or any of its subsidiaries.

3. Meetings

No business shall be transacted by the Audit Committee except at a meeting of the members at which a majority of the non-executive members are present, or by a resolution in writing signed by all of the members of the Audit Committee.

- (a) *Frequency* - The Audit Committee shall meet as often as circumstances require for the discharge of its responsibilities, and in any event at least once per year. Additional meetings may be held as deemed necessary by the Audit Committee or as requested by any committee member or the external auditor or Management. The Audit Committee may invite other members of the Board of Directors, members of Management, auditors or others to attend meetings and provide pertinent information, as it deems necessary. The Audit Committee shall meet at least annually with the Company's Chief Financial Officer and external auditor in separate executive sessions.
- (b) *Auditor Attendance* - The Audit Committee shall meet separately and periodically with Management and the external auditors.
- (c) *Quorum* - A majority of the members of the Committee present at a meeting shall constitute a quorum. Questions arising at any meeting shall be determined by a majority of votes of the members of the Audit Committee present.
- (d) *Chair* - The chair will preside at each meeting of the Audit Committee and, in consultation with the other members of the Audit Committee, shall set the frequency and length of each meeting. In the Chair's absence, the Audit Committee may appoint another person to act as chair of a meeting of the Committee provided a quorum is present.
- (e) *Agenda* - The Chair will establish the agenda of items to be addressed at each meeting, after consulting with Management and the external auditor. Agenda materials such as draft financial statements shall be circulated to all Audit Committee members in a reasonable amount of time for review prior to meetings.
- (f) *Minutes* - The Chair will appoint a secretary of the meeting, who need not be a member of the Audit Committee and who will maintain the minutes of the meeting. The Chair of the Audit Committee shall report to the Board of Directors with respect to the activities and recommendations of the committee. The minutes of all meetings of the Audit Committee shall be provided to the Board of

Directors. Written or verbal reports on Committee meetings whose minutes have not been completed will be provided at each meeting of the Board.

- (g) *Resolutions in Lieu of Meeting* - A resolution approved in writing by all the members of the Audit Committee shall be valid and effective as if it had been passed at a duly called meeting. Such resolution shall be filed with the minutes of the proceedings of the Committee and shall be effective on the date stated thereon.

4. Resources and Authority

The Audit Committee will have the resources and the authority appropriate to discharge its responsibilities, including the authority to:

- (a) engage, without the approval of management, independent legal counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay, at the Company's expense, the compensation for any advisors employed by the Audit Committee, and
- (c) have unrestricted access to any Company personnel, documents and facilities required to carry out its responsibilities;
- (d) request the attendance at a meeting of the external auditor, any senior officer or other employee, or legal counsel for the Company; and
- (e) communicate directly with the auditors and any officer or employee of the Company.

5. Reporting

The Audit Committee will report annually to shareholders, describing the Committee's composition, responsibilities and how they were discharged, and any other information required by applicable legislation or regulation, including approval of non-audit services.

The Audit Committee will report to the Board on:

- (a) the auditor's independence;
- (b) the performance of the auditor and any recommendations of the Audit Committee in relation to the auditor;
- (c) the termination and appointment of the auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;
- (e) the Audit Committee's review of the annual and interim consolidated financial statements;
- (f) the Audit Committee's review of the annual and interim management discussion and analysis;
- (g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and
- (h) all other material matters dealt with by the Audit Committee.

6. Roles and Responsibilities

(a) Oversight of the Company's Relationship with the Independent Auditor

Auditor to Report to Audit Committee - The external auditor, and any internal auditors hired by the Company, will report directly to the Audit Committee.

The Audit Committee will:

Selection of the external auditor - Select, evaluate and recommend to the Board of Directors, for election or re-election by shareholders, the external auditor to be nominated for the purpose of preparing or issuing an auditor's report, examining the Company's accounts, controls and financial statements or performing other audit, review or attest services for the Company.

Auditor Compensation - Recommend to the Board the compensation to be paid to the external auditor.

Scope of Work - Evaluate, prior to the annual audit by the auditor, the overall scope and general extent of the auditor's review, including the adequacy of staff and the auditor's engagement letter.

Resolution of Disputes - Assist with resolving any disputes between Management and the auditor regarding financial reporting.

Replacement of Auditor - If necessary, recommend to the Board of Directors the termination and replacement of the auditor.

Qualification of Auditor - Ensure that the external auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a report by the external auditor on the audit firm's internal quality control processes and procedures, such report to include any material issues raised by the most recent internal quality control review, or peer review, of the firm, or any governmental or professional authorities of the firm within the preceding five years, and any steps taken to deal with such issues.

Independence of Auditor - Ensure, on behalf of the Board, that the external auditor is independent of Management by reviewing and approving the Company's policies with regard to the hiring of current and former partners or employees of the present and former external auditors. In assessing such independence, the Audit Committee will discuss with the external auditor, and will receive a report annually from the external auditor outlining any relationships and details of engagements between the external auditor and the Company or its subsidiaries.

Review of Auditor - Review annually the selection, qualifications and performance of the external auditor, including considering whether the external auditor's quality controls are adequate.

Approval of Non-Audit Related Services - Pre-approve all non-audit services to be provided by the external auditor to the Company or its subsidiaries. The Audit Committee may delegate to one or more independent members the authority to pre-approve the non-audit services in satisfaction of the requirement in this section provided that the pre-approval of the non-audit services by any member to whom authority has been delegated is presented to the Audit Committee at its next scheduled meeting following such pre-approval.

Responsibility for Oversight - Directly oversee the work of the Auditor and ensure that at all times there are direct communication channels among the Audit Committee, the internal auditors if applicable, the external auditor and Management of the Company to discuss and review specific issues, as appropriate.

Change of Auditor - Review all issues related to a change of auditor, including the information to be included in the notice of change of auditor and the planned steps for an orderly transition.

Meetings - Meet separately, on a regular basis, with Management and the independent auditor to discuss any issues or concerns warranting Audit Committee attention. With this process, the Audit Committee will provide sufficient opportunity for the auditor to meet privately with the Committee

Auditor Quality Controls - Satisfy itself, annually or more frequently as the Audit Committee considers appropriate, as to the external auditor's internal quality control procedures and any material issues raised by the most recent internal quality control review or peer review of the external auditor or by any public enquiry, review, or investigation by governmental, professional or other regulatory authorities.

(b) Consolidated Financial Statements and Financial Disclosure Matters

The Audit Committee will:

Review Audited Financial Statements - Review the audited consolidated financial statements of the Company, discuss with Management and with the auditor whether the financial statements present fairly (in accordance with applicable financial reporting standards) in all material respects the financial condition, results of operations and cash flows of the Company as of and for the periods presented, and, where appropriate, recommend their approval to the Board.

Review of Interim Financial Statements - Review and discuss with Management whether the interim consolidated financial statements present fairly (in accordance with applicable financial reporting standards) in all material respects the financial condition, results of operations and cash flows of the Company as of and for the periods presented, and if appropriate, recommend their approval by the Board.

MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports - Review the Company's management discussion and analysis, interim and annual earnings press releases, audit reports, and any prospectus or offering circular before the Company publicly discloses this information, and, where appropriate, recommend for approval to the Board and for filing with regulatory bodies.

Assessment of Procedures - Through review of reports from Management and related reports, if any, from the external auditor, ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and periodically assess the adequacy of those procedures.

Audit Results - Review with management and the external auditor the results of the audit, including any difficulties encountered. This review will include any restrictions on the scope of the external auditor's activities or on access to requested information, and the resolution of any significant disagreements with Management.

Auditor Reports and Recommendations - Review and consider any significant reports and recommendations issued by the auditor, together with Management's response, and the extent to which recommendations made by the auditor have been implemented.

(c) Risk Management, Internal Controls and Information Systems

The Audit Committee will:

Acceptability of Practices - Periodically review and discuss with Management and the external auditor the quality and acceptability of the Company's critical accounting policies and practices, the materiality levels which the external auditor proposes to employ, any significant changes in accounting policies and any proposed changes in accounting or financial reporting that may have a significant impact on the Company.

Alternative Accounting Methods - Discuss with Management and the external auditor all alternative treatments of financial information within applicable financial reporting standards that have been discussed with Management by the external auditor, the ramifications of these alternative treatments and the treatment recommended by the external auditor.

Assessment of Internal Controls - Discuss with Management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls, including the Company's policies and procedures to assess, monitor, and manage business and legal risk, and the independent auditor's report on Management's assertion.

Internal Control - Review with the auditor and with Management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.

Financial Management - Periodically review the Company's internal and external financial team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.

Accounting Policies and Practices - Review Management's plans regarding any changes in accounting practices or policies and consider the financial impact thereof.

Litigation - Review with the auditor and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.

Risk Assessment - Review with Management the principal risks or exposures, both internal and external, to which the Company is subject, and the adequacy and effectiveness of policies, processes and procedures for Management's mitigation of such risks or exposures, including insuring against such risks, where appropriate.

(d) Investigations of Complaints

Accounting, Auditing and Internal Control Complaints - The Audit Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.

Confidentiality of Employee Complaints - The Audit Committee will establish procedures for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

(e) Other Responsibilities

General - The Audit Committee shall perform any other activities consistent with this mandate and Applicable Laws as the Committee or the Board considers advisable.

7. Review of and Amendments to Charter

On an annual basis, the Audit Committee shall review and assess the adequacy of this Charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by the applicable regulatory bodies with whom the Company has a reporting relationship and, if appropriate, recommend changes to the Charter to the Board of Directors for its approval.

Authority to make minor technical amendments to this Audit Committee Charter is hereby delegated to the Secretary of the Company who will report any amendments to the Board of Directors at its next meeting.

Approved by the Board of Directors on December 18, 2016