

**KARVE ENERGY INC.  
SUITE 1700, 205 - 5<sup>th</sup> AVENUE S.W.  
CALGARY, ALBERTA, T2P 2V7**

**INFORMATION CIRCULAR  
DATED APRIL 10, 2017**

**PURPOSE OF SOLICITATION**

This Information Circular is furnished in connection with the solicitation of proxies by the management of Karve Energy Inc. (the "Corporation") for use at the annual meeting (the "Meeting") of the holders of common shares in the capital of the Corporation (the "Common Shares") to be held at the offices of the Corporation, Suite 1700, 205 - 5<sup>th</sup> Avenue S.W., Calgary, Alberta, T2P 2V7 on Wednesday, May 10, 2017 at 2:00 p.m. (Calgary time) and at any adjournments thereof for the purposes set out in the accompanying Notice of Meeting. Solicitations may be made by email and regular mail and be supplemented by telephone or other personal contact by the officers, directors, employees or agents of the Corporation without any special compensation being made to such persons. Persons who hold their Common Shares indirectly should read the instructions under the heading "Advice to Beneficial Shareholders on Voting Their Common Shares" below.

**APPOINTMENT AND REVOCATION OF PROXY**

The persons named in the accompanying instrument of proxy are directors and/or officers of the Corporation. **A shareholder has the right to appoint a person (who need not be a shareholder of the Corporation) to attend and represent him at the Meeting other than those persons named in the enclosed instrument of proxy. Such right may be exercised by striking out the printed names and inserting such other person's name in the blank space provided in the instrument of proxy or by completing another proper instrument of proxy.** An instrument of proxy will not be valid unless it is completed, dated, signed and delivered to the office of the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Suite 800, 100 University Avenue, Toronto, Ontario M5J 2Y1 (Facsimile 1-866-249-7775) or voted by internet voting at [www.investorvote.com](http://www.investorvote.com) (detailed instructions are included with your proxy materials), not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) preceding the Meeting or any adjournment of the Meeting.

A shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy.

A proxy may be revoked by depositing an instrument in writing, executed by the shareholder or his or her attorney authorized in writing, or, if the shareholder is a corporation, under its corporate seal or signed by a duly authorized officer or attorney for the corporation:

- (a) at the offices of the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Suite 800, 100 University Avenue, Toronto, Ontario M5J 2Y1 (Facsimile 1-866-249-7775), at any time up to and including the last business day preceding the Meeting or any adjournment of the Meeting at which the proxy is to be used; or
- (b) at the office of the Corporation, Suite 1700, 205 - 5<sup>th</sup> Avenue S.W., Calgary, Alberta T2P 2V7, at any time up to and including the last business day preceding the day of the Meeting or any adjournment of the Meeting at which the proxy is to be used; or

- (c) with the chairman of the Meeting on the day of the Meeting or any adjournment of the Meeting.

In addition, a proxy may be revoked by the shareholder executing another instrument of proxy bearing a later date and depositing same at the office of Burstall Winger Zammit LLP, Suite 1600, 333 - 7<sup>th</sup> Avenue S.W., Calgary, Alberta, T2P 2Z1, within the time period set out under the heading "Voting of Proxies", or by the shareholder personally attending the Meeting or any adjournment thereof and voting his or her Common Shares. Any revocation made or delivered at the Meeting or any adjournment thereof shall be valid only with respect to matters not yet dealt with at the time such revocation is received by the Chairman or the Scrutineer of the Meeting.

### VOTING OF PROXIES

All of the Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting in accordance with the instructions specified in the instrument of proxy by the proxyholder, on the basis of one (1) vote per Common Share and, where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented by the proxy will be voted in accordance with such specifications. **In the absence of any such specifications, the management designees, if named as proxy, will vote in favour of all the matters set out herein.**

**The enclosed instrument of proxy confers discretionary authority upon the management designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the notice of Meeting and any other matters which may properly come before the Meeting.** At the date of this Information Circular, the Corporation is not aware of any amendments to, variations of, or other matters which may come before the Meeting. In the event that other matters come before the Meeting, the management designees intend to vote in accordance with the judgment of the management of the Corporation.

Proxies, to be valid, must be deposited with the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Suite 800, 100 University Avenue, Toronto, Ontario M5J 2Y1 (Facsimile 1-866-249-7775), not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or any adjournment of the Meeting.

### ADVICE TO BENEFICIAL HOLDERS ON VOTING THEIR COMMON SHARES

The information set forth in this section is of significant importance to certain shareholders of the Corporation, as a substantial number of shareholders do not hold the Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (the "**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of the Common Shares can be recognized and acted upon at the Meeting. If the Common Shares are listed in an account statement provided to a shareholder by a broker, then, in almost all cases, those Common Shares will not be registered in the Beneficial Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Beneficial Shareholder's broker or an agent of that broker. In Canada, shares are often registered under the name of CDS & Co. (the nominee of the Canadian Depository for Securities Limited, which acts as depository for many Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents and nominees are prohibited from voting Common Shares for the broker's clients.

**Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person as Beneficial Shareholders cannot vote their Common Shares directly.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the instrument of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a Voting Instruction Form ("**VIF**") and mails the VIF to the Beneficial Shareholders and asks Beneficial Shareholders to return the VIF to Broadridge. Often, Beneficial Shareholders are provided with a toll-free telephone number or a website address through either of which their Common Shares can be voted. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a VIF from Broadridge cannot use that VIF to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted at the Meeting. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Beneficial Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Corporation are referred to as non-objecting beneficial owners or "**NOBOs**". Those Beneficial Shareholders who have objected to their intermediary disclosing ownership information about themselves to the Corporation are referred to as objecting beneficial owners or "**OBOs**".

The Corporation has distributed copies of proxy-related materials in connection with this Meeting (including this Information Circular) indirectly to all Beneficial Shareholders.

Arrangements have been made by the Corporation with clearing agencies, brokerage houses and other financial intermediaries to forward proxy-related materials to NOBOs. The Corporation will not be paying for intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Accordingly, an OBO will not receive copies of the proxy-related materials and related documents unless the OBO's intermediary assumes the costs of delivery.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting the Common Shares registered in the name of his or her broker (or an agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the VIF provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares (issuable in series). As of the date hereof, 64,752,604 Common Shares and nil preferred shares are issued and outstanding. Each holder of Common Shares is entitled to vote at the Meeting on the basis of one (1) vote for each share held.

The holders of Common Shares of record at the close of business on the record date, set by the directors of the Corporation to be April 10, 2017 (the "**Record Date**"), are entitled to vote such Common Shares at the Meeting, except to the extent that:

- (a) such person transfers his/her Common Shares after the Record Date; and
- (b) the transferee of those shares
  - (i) produces properly endorsed share certificates, or
  - (ii) otherwise establishes his/her ownership of the Common Shares,

and makes a demand to the Corporation, not later than ten (10) days before the Meeting, that his/her name be included on the shareholders list.

The by-laws of the Corporation provide that at least one (1) person present in person, being a shareholder entitled to vote at the Meeting or a duly appointed proxy or representative for an absent shareholder so entitled, and representing in aggregate not less than ten percent (10%) of the issued Common Shares entitled to vote at the Meeting constitutes a quorum for the Meeting.

To the knowledge of the directors and executive officers of the Corporation as at the date hereof, the only persons who beneficially own, control or direct, directly or indirectly, Common Shares carrying more than 10% of the voting rights of such Common Shares are as follows:

Name and Municipality of Residence	Designation of Class	Type of Ownership	Number of Common Shares	% of Outstanding Common Shares
32 Degrees Diversified Energy Fund III (US) L.P. <sup>(1)</sup> <i>Calgary, Alberta</i>	Common Shares	Direct	9,561,245	14.77%
32 Degrees Diversified Energy Fund III (Canadian) L.P. <sup>(1)</sup> <i>Calgary, Alberta</i>	Common Shares	Direct	813,755	1.26%
Sask Works Venture Fund Inc. Resources Share Class <sup>(2)</sup> <i>Regina, Saskatchewan</i>	Common Shares	Direct	1,999,998	3.09%
Sask Works Venture Fund Inc. Diversified Share Class <sup>(2)</sup> <i>Regina, Saskatchewan</i>	Common Shares	Direct	2,000,004	3.09%
APEX II Investment Fund Limited Partnership <sup>(2)</sup> <i>Regina, Saskatchewan</i>	Common Shares	Direct	2,639,998	4.08%

Name and Municipality of Residence	Designation of Class	Type of Ownership	Number of Common Shares	% of Outstanding Common Shares
Azimuth Capital Management IV Ltd., for the account of Azimuth Energy Partners IV LP and Azimuth Energy Partners IV (NR) LP <i>Calgary, Alberta</i>	Common Shares	Direct	10,000,000	15.44%
JOG Limited Partnership VI <i>Calgary, Alberta</i>	Common Shares	Direct	10,000,000	15.44%

Notes:

- (1) The Common Shares held by 32 Degrees Diversified Energy Fund III (US) L.P. and 32 Degrees Diversified Energy Fund III (Canadian) L.P. are controlled by 32 Degrees Capital Advisors Ltd. ("**32 Degrees**").
- (2) The Common Shares held by Sask Works Venture Fund Inc. Resources Share Class, Sask Works Venture Fund Inc. Diversified Share Class, and APEX II Investment Fund Limited Partnership are controlled by PFM Capital Inc.

## PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Corporation's directors, the only matters to be placed before the Meeting are those matters set forth in the accompanying Notice of Meeting relating to: (i) the receipt of the financial statements of the Corporation for the financial year ended December 31, 2016; (ii) fixing the number of directors to be elected at the Meeting at eight (8); (iii) the election of directors of the Corporation; and (iv) the appointment of auditors of the Corporation.

### I. RECEIPT OF FINANCIAL STATEMENTS

The Board will place before the Meeting the financial statements of the Corporation for the financial period ended December 31, 2016, together with the auditors' report thereon.

### II. FIXING THE NUMBER OF DIRECTORS

The board of directors of the Corporation (the "**Board**") presently consists of eight (8) directors, all of which were elected at the last annual meeting of shareholders of the Corporation. At the Meeting, the shareholders will be asked to consider and, if thought fit, to approve an ordinary resolution fixing the number of directors to be elected at the Meeting at eight (8). **It is the intention of the management designees, if named as proxy, to vote FOR fixing the number of directors for the ensuing year at eight (8).**

### III. ELECTION OF DIRECTORS

It is proposed that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next annual meeting of shareholders or until his successor is duly elected or appointed pursuant to the by-laws of the Corporation unless his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (Alberta) or the Corporation's by-laws. **It is the intention of the management designees, if named as proxy, to vote FOR the election of said persons to the Board. Management does not contemplate that any of such nominees will be unable to serve as directors; however, if, for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for**

**another nominee in their discretion unless the shareholder has specified in his or her proxy that his or her shares are to be withheld from voting in the election of directors.**

The following information relating to the nominees as directors is based on information received by the Corporation from said nominees.

<b>Name and Municipality of Residence</b>	<b>Principal Occupation and Position</b>	<b>Date became a Director</b>	<b>Number of Common Shares Beneficially Owned or Controlled</b>
<b>Robert Chaisson</b> Calgary, Alberta	Mr. Chaisson is the CEO of the Corporation and is currently a Director of Saguaro Resources Ltd. and Burgess Creek Exploration Inc.	Director since July 29, 2014	<b>2,772,650</b>
<b>Howard Crone</b> <sup>(1)(2)</sup> Calgary, Alberta	Mr. Crone has been an independent businessman since August 2014. Prior thereto, from September 2010 to August 2014, Mr. Crone was the Executive Vice President and Chief Operating Officer of Cequence Energy Ltd. Prior thereto, from July 2009 to September 2010, Mr. Crone was the President and CEO of the Cequence Energy Ltd. Prior thereto, from May 2009 to July 2009, Mr. Crone was the President of a privately held oil and gas company. Prior thereto, from July 2004 to May 2009, Mr. Crone was an independent businessman.	Director since July 19, 2016	<b>250,000</b>
<b>Donald Engle</b> <sup>(1)(3)</sup> Victoria, British Columbia	Mr. Engle is President of Sapphire Resources Ltd., a family owned consulting and investment company. He has been a founder, Chairman and CEO of many private and public companies over the course of many years.	Chairman of the Board and Director since July 29, 2014	<b>235,625</b>
<b>Daryl Gilbert</b> <sup>(2)</sup> Calgary, Alberta	Mr. Gilbert is a Managing Director of JOG Capital Inc., a privately held equity energy investment management firm.	Director since June 28, 2016	<b>Nil</b> <sup>(4)</sup>
<b>James C. Lough</b> <sup>(1)(3)</sup> Calgary, Alberta	Mr. Lough is an Independent Businessman since January 2013. Mr. Lough is currently a director of Saguaro Resources Ltd.	Director since July 19, 2016	<b>350,000</b> <sup>(5)</sup>
<b>Dave Pearce</b> <sup>(2)(3)</sup> Calgary, Alberta	Mr. Pearce is the Deputy Managing Partner at Azimuth Capital Management. He currently serves as a Director of Raging River Exploration Inc. Mr. Pearce represents Azimuth as a Director on the boards of Altex Energy Ltd., Black Swan Energy Ltd., Entrada Resources, Kaisen Energy and TimberRock Energy.	Director since June 15, 2016	<b>Nil</b> <sup>(6)</sup>
<b>Mitch Putnam</b> <sup>(2)(3)</sup> Calgary, Alberta	Mr. Putnam co-founded and is the Managing Partner at 32 Degrees Capital. He is currently a Director of Canamax Energy Ltd., Summerland Energy Inc., Sitka Exploration Ltd., and Rising Star Resources Ltd.	Director since December 17, 2014	<b>Nil</b> <sup>(7)</sup>
<b>R. Steven Smith</b> <sup>(1)</sup> Calgary, Alberta	Mr. Smith is the Chief Financial Officer and a Portfolio Manager with Norrep Capital Management Ltd.	Director since July 29, 2014	<b>925,000</b> <sup>(8)</sup>

Notes:

- (1) Member of the Audit Committee of which Mr. Lough is the chairman.
- (2) Member of the Reserves and HS&E Committee of which Mr. Crone is the chairman.
- (3) Member of the Compensation and Corporate Governance Committee of which Mr. Engle is the chairman.
- (4) Mr. Gilbert is the nominee of JOG Limited Partnership VI which holds 10,000,000 Common Shares. JOG Limited Partnership VI is administered by JOG Capital Corp.
- (5) Includes 250,000 Common Shares held by members of Mr. Lough's family.
- (6) Mr. Pearce is the nominee of Azimuth Capital Management IV Ltd., the general partner of Azimuth Energy Partners IV LP and Azimuth Energy Partners IV (NR) LP. Azimuth Capital Management IV Ltd. holds 10,000,000 Common Shares for the account of Azimuth Energy Partners IV LP and Azimuth Energy Partners IV (NR) LP.
- (7) Mr. Putnam is the nominee of 32 Degrees Diversified Energy Fund III (Canadian) L.P. which holds 813,755 Common Shares and 32 Degrees Diversified Energy Fund III (US) L.P. which holds 9,561,245 Common Shares.
- (8) Includes 250,000 Common Shares held by members of Mr. Smith's family.

As at the date hereof, the proposed directors of the Corporation currently own, directly or indirectly, or exercise control or direction over 4,533,275 Common Shares or 7.00% of the issued and outstanding Common Shares, excluding the Common Shares held by JOG Limited Partnership VI and Azimuth Capital Management IV Ltd.

During the financial year ended December 31, 2016, the aggregate remuneration paid to the directors of the Corporation was nil. The aggregate remuneration paid to the Corporation's five (5) highest paid executive officers or employees was \$1,448,046, \$997,000 of which was paid to the previous officers of the Corporation in connection with their termination upon the completion of the reorganization of the Corporation in June 2016. For greater certainty, "aggregate remuneration" does not include stock based compensation or benefits.

### **Bankruptcies, Penalties and Sanctions**

Other than as described below, to the knowledge of the executive officers of the Corporation, no proposed director of the Corporation is, as of the date hereof or has been, within the past ten years, a director, chief executive officer or chief financial officer of any company (including the Corporation) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director, chief executive officer or chief financial officer ceased to be a director, chief executive officer or chief financial officer, in the company being the subject of a cease trade order or similar order or an order that denied the company access to any exemption under applicable securities legislation for a period of more than 30 consecutive days.

Mr. Gilbert was a director of Globel Direct Inc. ("**Globel**") from May 1998 to December 2007. On June 12, 2007 Globel was granted protection from its creditors pursuant to the Companies' Creditors Arrangement Act (Canada) (the "**CCAA**"). Following a failed restructuring effort, a receiver/manager was appointed and Globel ceased operations and was delisted from the TSX Venture Exchange.

Mr. Gilbert was a director of Connacher Oil & Gas Limited ("**Connacher**") as of October of 2014. On May 17, 2016, Connacher applied for and was granted protection from its creditors by the Court of

Queen's Bench of Alberta pursuant to the CCAA. Connacher was cease traded immediately following the Court Order. A restructuring process is currently underway.

Mr Gilbert was a director of LGX Oil and Gas Inc. (“**LGX**”) as of August 2013. On June 7th, 2016 a consent receivership order was granted by the Alberta Court of Queen’s Bench upon an application by the senior lender of LGX. LGX was cease traded shortly thereafter. A receiver manager was appointed and a liquidation process is currently underway.

Mr. Crone was a director of Virginia Hills Oil Corp. (“**Virginia Hills**”) as of April 2015. On February 13, 2017, a consent receivership order was granted by the Alberta Court of Queen’s Bench upon an application by the lender of Virginia Hills. A receiver manager was appointed and a liquidation process is currently underway.

Other than as described above, no proposed director of the Corporation is, as of the date hereof, or has been within the past ten years, a director or executive officer of a company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

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

No proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to 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.

#### **IV. APPOINTMENT OF AUDITORS**

The management designees, if named as proxy, intend to vote the Common Shares represented by any such proxy FOR the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year at a remuneration to be fixed by the Board. PricewaterhouseCoopers LLP were first appointed as auditors on July 29, 2014.

#### **MANAGEMENT CONTRACTS**

Management functions of the Corporation are performed by the directors and executive officers of the Corporation and are not to any substantial degree performed by any other person or corporation.

#### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director, executive officer, proposed director, or any associate or affiliate of any of the foregoing persons who has been a director or executive officer at any time since the beginning of the financial year ended December 31, 2016, in any matter to be acted upon.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth in this Information Circular with respect to the transactions completed pursuant to the Investment Agreement and the Reorganization Agreement, the management of the Corporation is not aware of any material interest, direct or indirect, of any informed person of the Corporation, any proposed director of the Corporation or any associate or affiliate of any such informed person or proposed director in any transaction during the financial year ended December 31, 2016, or in any proposed transaction, that has materially affected or would materially affect the Corporation or any of its subsidiaries.

## **GENERAL**

The contents and sending of this Information Circular have been approved by the Board. Unless otherwise stated, the information contained herein is given as of the 10th day of April, 2017.