



**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS
TO BE HELD ON MAY 8, 2019**

and

**MANAGEMENT INFORMATION CIRCULAR
DATED MARCH 27, 2019**

KARVE ENERGY INC.
Suite 1700, 205 – 5th Avenue S.W.
Calgary, Alberta T2P 2V7

**NOTICE OF ANNUAL GENERAL MEETING
OF THE HOLDERS OF COMMON SHARES
TO BE HELD ON MAY 8, 2019**

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Meeting**”) of the shareholders of Karve Energy Inc. (the “**Corporation**”) will be held at the offices of the Corporation, Suite 1700, 205 - 5th Avenue S.W., Calgary, Alberta, T2P 2V7 in Calgary, Alberta, on **Wednesday**, May 8, 2019 at **2:00 p.m.** (Calgary time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the year ended December 31, 2018 and the report of the auditors thereon;
2. to fix the number of directors to be elected at the Meeting at eight;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the board of directors to fix their remuneration; and
5. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Only shareholders of record as of the close of business on April 1, 2019 are entitled to receive notice of the Meeting and to vote thereat.

Shareholders may vote in person at the Meeting or any adjournment or adjournments thereof, or they may appoint another person (who need not be a shareholder) as their proxy to attend and vote in their place.

Shareholders unable to be present at the Meeting are requested to complete and sign the enclosed form of proxy and return it to the Corporation’s agent, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, in the enclosed envelope provided for that purpose or by fax: 1-866-249-7775. In order to be valid, proxies must be received by 2:00 p.m. on or prior to the second last business day preceding the day of the Meeting or any adjournment thereof or deposited with the Chairman of the Meeting on the day of the Meeting prior to the commencement of the Meeting. Alternatively, registered shareholders may vote on the internet at www.investorvote.com on or prior to the second last business day preceding the day of the Meeting or any adjournment thereof.

A management information circular relating to the business to be conducted at the Meeting accompanies this Notice.

Calgary, Alberta
March 27, 2019

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Donald Engle*”

Donald Engle

Chairman

**KARVE ENERGY INC.
Suite 1700, 205 – 5th Avenue S.W.
Calgary, Alberta T2P 2V7**

MANAGEMENT INFORMATION CIRCULAR

**FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 8, 2019**

Dated March 27, 2019

PURPOSE OF SOLICITATION

This management information circular (the “Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Karve Energy Inc. (“Karve” or the “Corporation”) for use at the annual general meeting of the holders (“Shareholders”) of common shares (the “Common Shares”) in the capital of the Corporation to be held at the offices of the Corporation, Suite 1700, 205 - 5th Avenue S.W., Calgary, Alberta, T2P 2V7 in Calgary, Alberta, on Wednesday, May 8, 2019 at 2:00 p.m. (Calgary time), or at any adjournment or adjournments thereof (the “Meeting”) for the purposes set forth in the Notice of Annual General Meeting (the “Notice of Meeting”) accompanying this Circular.

RECORD DATE

The Shareholders of record on April 1, 2019 (the “Record Date”) are entitled to notice of, and to attend and vote at, the Meeting except to the extent that:

1. such person transfers his or her Common Shares after the Record Date; and
2. the transferee of those Common Shares produces properly endorsed share certificates or otherwise establishes his or her ownership to the Common Shares and makes a demand to the registrar and transfer agent of the Corporation, not later than 10 days before the Meeting, that his or her name be included on the Shareholders’ list for the Meeting.

Any registered Shareholder of the Corporation at the close of business on the Record Date who either personally attends the Meeting or who completes and delivers a proxy will be entitled to vote or have his or her Common Shares voted at the Meeting. However, a person appointed under a form of proxy will be entitled to vote the Common Shares represented by that form only if it is effectively delivered in the manner set out under the heading “Completion of Proxies”.

PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies is made on behalf of the management of the Corporation. The costs incurred in the preparation of the enclosed form of proxy (the “Form of Proxy”), Notice of Meeting and this Circular and costs incurred in the solicitation of proxies will be borne by the Corporation. Solicitation of proxies will be primarily by mail, but may also be in person, by telephone or by electronic means.



Completion of Proxies

The Form of Proxy affords Shareholders or intermediaries an opportunity to specify that the Common Shares registered in their name shall be voted for or against or withheld from voting in respect of certain matters as specified in the accompanying Notice of Meeting.

The persons named in the enclosed Form of Proxy are the **Chief Executive Officer** and the **Vice President, Finance & Chief Financial Officer**, respectively, of the Corporation.

A REGISTERED SHAREHOLDER OR AN INTERMEDIARY HOLDING COMMON SHARES ON BEHALF OF AN UNREGISTERED SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT ON THEIR BEHALF AT THE MEETING, IN THE PLACE OF THE PERSONS DESIGNATED IN THE FORM OF PROXY FURNISHED BY THE CORPORATION. TO EXERCISE THIS RIGHT, THE SHAREHOLDER OR INTERMEDIARY SHOULD STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE FORM OF PROXY AND INSERT THE NAME OF THEIR NOMINEE IN THE BLANK SPACE PROVIDED, OR SUBMIT ANOTHER APPROPRIATE PROXY.

A proxy must be dated and signed by the registered Shareholder or by his or her attorney authorized in writing or by the intermediary. In the case of a Shareholder that is a corporation, the proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation with proof of authority accompanying the proxy.

In order to be effective, the proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof, must be mailed so as to be deposited at the office of the Corporation's agent, Computershare Trust Company of Canada, Suite 800, 100 University Avenue, Toronto, Ontario M5J 2Y1 or faxed (1-866-249-7775), not later than 2:00 p.m. (Calgary time) on the second last business day preceding the day of the Meeting or any adjournment thereof or deposited with the Chairman of the Meeting on the day of the Meeting prior to the commencement of the Meeting. Alternatively, a registered Shareholder may vote on the internet (www.investorvote.com) by following the instructions provided on the Form of Proxy.

Appointment and Revocation of Proxies

A Shareholder or intermediary who has submitted a proxy may revoke it by instrument in writing executed by the Shareholder or intermediary or his or her attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal and executed by a director, officer or attorney thereof duly authorized, and deposited either with the Corporation at its offices as aforesaid at any time prior to the close of business on the second last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting, and upon such deposit the previous proxy is revoked.

Exercise of Discretion by Proxies

A Shareholder or intermediary may indicate the manner in which the persons named in the enclosed Form of Proxy are to vote with respect to any matter by checking the appropriate space. On any poll, those persons will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the directions, if any, given in the Form of Proxy. If the Shareholder or intermediary wishes to confer a discretionary authority with respect to any matter, the space should be left blank. **IN SUCH INSTANCE, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF THE MOTION.**

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of printing of this Circular, management of the Corporation knows of no such amendment, variation or other matter. However, if any other matters which are not now known to management should properly come before the Meeting, the proxies in favour of management nominees will be voted on such matters in accordance with the best judgment of the management nominees.

Advice to Beneficial Holders of Securities

The information set forth in this section is of significant importance to many investors who do not own Common Shares in their own name (“**Beneficial Shareholders**”). Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If 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 Shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee 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, brokers and their agents and nominees are prohibited from voting shares for their clients. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate individuals.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of securityholders 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. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of that broker) is typically similar to the Form of Proxy provided to registered Shareholders by the Corporation. However, the purpose of the broker’s form of proxy 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 asks Beneficial Shareholders to return voting instruction forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting. The Broadridge voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of the Beneficial Shareholder’s broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote such Common Shares in that capacity. Beneficial Shareholders who wish to attend at 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 instrument of proxy 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.

Management does not intend to pay for intermediaries to forward proxy solicitation materials to Beneficial Shareholders who have objected to their intermediary/broker disclosing ownership information about them pursuant to applicable securities laws (“**Objecting Beneficial Shareholders**”). Consequently, an Objecting Beneficial Shareholder will not receive the proxy solicitation materials unless the Objecting Beneficial Shareholder’s intermediary/broker assumes the cost of delivery. Karve will not send proxy-related materials directly to



non-objecting Beneficial Shareholders as such materials will be delivered to non-objecting Beneficial Shareholders through their intermediaries.

If you have any questions respecting the voting of Common Shares held through an intermediary, please contact that intermediary for assistance.

VOTING COMMON 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 at the date hereof, there are 137,269,270 fully paid and non-assessable Common Shares issued and outstanding and no preferred shares issued and outstanding. The holders of the Common Shares are entitled to receive notice of all meetings of shareholders and to attend and vote the Common Shares at all such meetings. Each Common Share carries with it the right to one vote.

The by-laws of the Corporation provide that if at least one person is present in person, being a Shareholder or a duly appointed proxy representing not less than 10% of the issued Common Shares entitled to vote, a quorum for the purposes of conducting a shareholders' meeting is constituted.

Any registered Shareholder at the close of business on April 1, 2019 who either personally attends the Meeting or who completes and delivers a proxy will be entitled to vote or have his or her Common Shares voted at the Meeting. However, a person appointed under a form of proxy will be entitled to vote the Common Shares represented by that form only if it is effectively delivered in the manner set out in the heading "*Completion of Proxies*".

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, there are no persons who beneficially own, directly or indirectly, or exercises control or direction over 10% or more of the issued and outstanding Common Shares other than as set out in the table below.

Name and Municipality	Number of Common Shares Owned or Controlled	Percentage of Class
32 Degrees Capital Advisors Ltd. ("32 Degrees") ⁽¹⁾ <i>Calgary, Alberta</i>	16,875,000	12.3%
Azimuth Capital Management IV Ltd. ("Azimuth IV") ⁽²⁾ <i>Calgary, Alberta</i>	22,000,000	16.0%
JOG Capital Corp. ("JOG") ⁽³⁾ <i>Calgary, Alberta</i>	32,500,000	23.7%

Note:

- (1) Includes Common Shares held by 32 Degrees Diversified Energy Fund III (US) L.P. and 32 Degrees Diversified Energy Fund III (Canadian) L.P., which are controlled by 32 Degrees.
- (2) Includes Common Shares held by Azimuth Capital Management IV Ltd. for the account of Azimuth Energy Partners IV LP and Azimuth Energy Partners IV (NR) LP
- (3) Includes Common Shares held by JOG VI C Limited Partnership and JOG Limited Partnership No. VI Opportunity Fund, which are controlled by JOG.

MATTERS TO BE ACTED UPON

The following are the matters to be acted upon at the Meeting:

1. Presentation of Financial Statements

The financial statements of the Corporation for the year ended December 31, 2018, together with the auditors' report thereon, will be placed before the Shareholders at the Meeting. No formal action will be taken at the Meeting to approve the financial statements, which have been approved by the board of directors of the Corporation (the "Board"). If any Shareholders have questions respecting such financial statements, the questions may be brought forward at the Meeting.

2. Fixing Number of Directors

The Board presently consists of eight directors, all of which were elected at the last annual meeting of Shareholders. At the Meeting, Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at eight. **Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of setting the number of directors to be elected at the Meeting at eight.**

3. Election of Directors

Action is to be taken at the Meeting with respect to the election of directors. The Shareholders will be asked to pass an ordinary resolution at the Meeting to elect, as directors, the nominees whose names are set forth in the table below. Voting for the election of nominees will be conducted on an individual, and not on a slate, basis. Each nominee elected will hold office until the next annual meeting of the Shareholders, or until his successor is duly elected or appointed, unless his office is vacated earlier in accordance with the Corporation's articles.

The following information relating to the nominees as directors is based partly on the records of the Corporation and partly on information received by the Corporation from said nominees, and sets forth the name and municipality of residence of the persons proposed to be nominated for election as directors, all other positions and offices within the Corporation now held by them, their principal occupations or employments, the periods during which they have served as directors of the Corporation and the approximate number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date of this Circular.

Name	Positions Presently Held	Director Since	Principal Occupation	Number of Common Shares Beneficially Owned or Controlled ⁽¹⁰⁾
Robert Chaisson <i>Calgary, Alberta</i>	Director and Chief Executive Officer	July 29, 2014	Mr. Chaisson is the Chief Executive Officer of the Corporation and is currently a Director of Saguardo Resources Ltd., Burgess Creek Exploration Inc. and Broadview Energy Ltd.	3,048,576

Name	Positions Presently Held	Director Since	Principal Occupation	Number of Common Shares Beneficially Owned or Controlled⁽¹⁰⁾
Howard Crone ⁽¹⁾⁽²⁾ <i>Calgary, Alberta</i>	Director	July 19, 2016	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. He is currently a Director of Cequence Energy Ltd., Journey Energy Inc., Calston Exploration and Crone Investments.	250,000
Donald Engle ⁽¹⁾⁽³⁾ <i>Victoria, British Columbia</i>	Chairman	July 29, 2014	Mr. Engle is President of Sapphire Resources Ltd., a family owned consulting and investment company. He has been a founder, Chairman and Chief Executive Officer of many private and public companies over the course of many years.	271,000 ⁽⁷⁾
Daryl Gilbert ⁽²⁾ <i>Calgary, Alberta</i>	Director	June 28, 2016	Mr. Gilbert is on the Industry Advisory Board of JOG, a privately held equity energy investment management firm. He is currently a Director of Whitecap Resources Inc., Leucrotta Exploration Inc., Surge Energy Inc., Altagas Ltd., Falcon Oil & Gas Ltd. and Terado Gas Storage and Exaltexx Inc.	Nil ⁽⁴⁾
James C. Lough ⁽¹⁾⁽³⁾ <i>Calgary, Alberta</i>	Director	July 19, 2016	Mr. Lough has been an independent businessman since January 2013. Mr. Lough is currently a Director of Saguario Resources Ltd.	525,000 ⁽⁸⁾

Name	Positions Presently Held	Director Since	Principal Occupation	Number of Common Shares Beneficially Owned or Controlled ⁽¹⁰⁾
Dave Pearce ⁽²⁾⁽³⁾ <i>Calgary, Alberta</i>	Director	June 15, 2016	Mr. Pearce is the Deputy Managing Partner at Azimuth Capital Management. He currently serves as a Director of Baytex Energy Corp. Mr. Pearce represents Azimuth Capital Management as a Director on the boards of Altex Energy Ltd., Black Swan Energy Ltd., Entrada Resources, Kaisen Energy, Kaden Energy and TimberRock Energy.	Nil ⁽⁵⁾
Mitch Putnam ⁽²⁾⁽³⁾ <i>Calgary, Alberta</i>	Director	December 17, 2014	Mr. Putnam co-founded and is the Managing Partner at 32 Degrees. He is currently a Director of Canamax Energy Ltd., Summerland Energy Inc., Sitka Exploration Ltd. and Rising Star Resources Ltd.	Nil ⁽⁶⁾
R. Steven Smith ⁽¹⁾ <i>Calgary, Alberta</i>	Director	July 29, 2014	Mr. Smith is currently a Director of Arrow Exploration Corp., Southern Energy Corp., and Jasper Brewing Inc. He was previously the Chief Financial Officer and a Director of Broadview Energy Inc. and before that a Portfolio Manager with Norrep Capital Management Ltd.	1,000,000 ⁽⁹⁾

Notes:

- (1) The Board's audit committee is currently comprised of Howard Crone, Donald Engle, James C. Lough (Chair) and R. Steven Smith.
- (2) The Board's reserves, health, safety and environment committee is currently comprised of Howard Crone (Chair), Daryl Gilbert, Dave Pearce and Mitch Putnam.
- (3) The Board's compensation and corporate governance committee is currently comprised of Donald Engle (Chair), James C. Lough, Dave Pearce and Mitch Putnam.
- (4) Mr. Gilbert is the nominee of JOG, which controls JOG VI C Limited Partnership which holds 15,000,000 Common Shares and JOG Limited Partnership No. VI Opportunity Fund which holds 17,500,000 Common Shares.
- (5) Mr. Pearce is the nominee of Azimuth IV, the general partner of Azimuth Energy Partners IV LP and Azimuth Energy Partners IV (NR) LP. Azimuth IV holds 22,000,000 Common Shares for the account of Azimuth Energy Partners IV LP and Azimuth Energy Partners IV (NR) LP.
- (6) Mr. Putnam is the nominee of 32 Degrees, which controls 32 Degrees Diversified Energy Fund III (Canadian) L.P. which holds 1,567,557 Common Shares and 32 Degrees Diversified Energy Fund III (US) L.P. which holds 15,307,443 Common Shares.
- (7) Includes 151,500 Common Shares held by members of Mr. Engle's family.

- (8) Includes 375,000 Common Shares held by members of Mr. Lough's family.
- (9) Includes 250,000 Common Shares held by members of Mr. Smith's family.
- (10) As at the date hereof, the proposed directors of the Corporation currently own, directly or indirectly, or exercise control or direction over an aggregate of 5,094,576 Common Shares or 3.7% of the issued and outstanding Common Shares, excluding the Common Shares owned or controlled by 32 Degrees, Azimuth IV and JOG. In addition to the Common Shares beneficially owned, controlled or directed, directly or indirectly, the director nominees hold an aggregate 3,200,093 stock options granted under the Corporation's stock option plan and 8,860,000 performance warrants.

Corporate Cease Trade Orders or Bankruptcies

Except as set forth below, none of the above proposed directors are, or have been, within 10 years prior to the date of this Circular, a director or chief executive officer or chief financial officer of any other company that, while such person was acting in that capacity, was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation for a period, of more than 30 consecutive days.

Except as set forth below, none of the above proposed directors are, or have been, within 10 years prior to the date of this Circular, a director or chief executive officer or chief financial officer of any other company that, after ceasing to be a director, chief executive officer or chief financial officer of any other company, was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation for a period, of more than 30 consecutive days, resulting from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as set forth below, none of the above proposed directors are, or have been, within 10 years prior to the date of this Circular, a director or executive officer of any company that, while 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.

Mr. Gilbert was a director of Connacher Oil and Gas Limited ("**Connacher**"), a public oil sands company, from October 2014 until February 2019. On May 17, 2016, Connacher applied for and was granted protection from its creditors by the Court of Queen's Bench of Alberta (the "**Court**") pursuant to the *Companies' Creditors Arrangement Act* ("**CCAA**") in Canada. Connacher was cease traded immediately following the Court's order and on February 16, 2019 announced that it was proceeding to close on a credit bid transaction with its supporting lenders, which is expected to be consummated and lead to a successful exit from CCAA in the first half of 2019.

Mr. Gilbert was a director of LGX Oil and Gas Inc. ("**LGX**"), a public oil and gas company with shares trading on the TSX Venture Exchange (the "**TSXV**"), from August 2013 until June 2016. On June 7, 2016 a consent receivership order was granted by the Court 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**"), a TSXV listed oil and gas company, from April 2015 until February 2017. On February 13, 2017, a consent receivership order was granted by the Court upon an application by the lender of Virginia Hills. A receiver manager was appointed and a liquidation process is currently underway.

Personal Bankruptcies

None of the above proposed directors have, within 10 years prior to the date of this Circular, become bankrupt, made a proposal under any bankruptcy or insolvency legislation, been subject to or instituted any proceedings,

arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Penalties or Sanctions

None of the above proposed directors, within 10 years prior to the date of this Circular, have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or have entered into a settlement agreement with a securities regulatory authority, or have been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for them.

In the absence of contrary instructions, the persons named in the accompanying Form of Proxy intend to vote the Common Shares represented thereby in favour of the election to the Board of those persons designated above as nominees for election as directors. The Board does not contemplate that any of such nominees will be unable to serve as a director. However, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion, unless the Shareholder has specified in his or her proxy that their Common Shares are to be withheld from voting on the election of directors.

4. Appointment of Auditors

The Shareholders will be asked to pass an ordinary resolution at the Meeting to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, of Calgary, Alberta, as auditors of the Corporation, to hold office until the next annual meeting of the Shareholders, at such remuneration to be determined by the Board. PricewaterhouseCoopers LLP was first appointed as the Corporation's auditors in July 2014.

In the absence of contrary instructions, the persons named in the accompanying Form of Proxy intend to vote the Common Shares represented thereby in favour of the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation and to authorize the Board to fix the remuneration to be paid to the auditors.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Circular, 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 informed person or proposed director, in any transaction since the commencement of the year ended December 31, 2018, or in any proposed transaction which has materially affected or would materially affect the Corporation.