



Spartan Energy Corp.

**Notice of Annual General and Special Meeting of Shareholders
to be held on June 20, 2017**

and

Management Information Circular

May 15, 2017

**SPARTAN ENERGY CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE HOLDERS OF COMMON SHARES
TO BE HELD ON JUNE 20, 2017**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of Spartan Energy Corp. (the “**Corporation**”) will be held at the offices of McCarthy Tétrault LLP, Suite 4000, 421 - 7th Avenue S.W., Calgary, Alberta, on June 20, 2017 at 2:00 p.m. (Calgary time), for the following purposes:

1. to receive the financial statements for the fiscal year ended December 31, 2016 and the report of the auditors thereon;
2. to fix the number of directors to be elected at five;
3. to elect directors for the ensuing year;
4. to appoint the auditors of the Corporation to hold office until the next annual meeting of the Shareholders and authorize the directors to fix their remuneration;
5. to approve the grant of unallocated stock options under the Corporation’s stock option plan;
6. to approve, by special resolution, a consolidation of the Common Shares on the basis of one post-consolidation Common Share for every three pre-consolidation Common Shares;
7. to transact such other business as may properly come before the meeting or any adjournments thereof.

Only Shareholders of record at the close of business on May 9, 2017 (the “**Record Date**”) are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat, unless, after the Record Date, a holder of record transfers his or her Common Shares and the transferee, upon producing properly endorsed share certificates or otherwise establishing that he or she owns such Common Shares, requests, not later than 10 days before the Meeting, that the transferee’s name be included in the list of shareholders entitled to vote such Common Shares, in which case such transferee shall be entitled to vote such Common Shares, as the case may be, at the Meeting.

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 date and sign the enclosed form of proxy and return it to the Corporation’s agent, Alliance Trust Company, 1010, 407 - 2nd Street S.W., Calgary, Alberta T2P 2Y3, in the enclosed envelope provided for that purpose. In order to be valid, proxies must be received by 4:00 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.

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

Calgary, Alberta
May 15, 2017

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Richard F. McHardy*”

Richard F. McHardy
Director, President and Chief Executive Officer

TABLE OF CONTENTS

PURPOSE OF SOLICITATION.....	1
RECORD DATE.....	1
PROXY INFORMATION	1
Solicitation of Proxies.....	1
Completion of Proxies.....	2
Appointment and Revocation of Proxies	2
Exercise of Discretion by Proxies.....	2
Notice-and-Access.....	3
Advice to Beneficial Holders of Securities	4
INFORMATION CONCERNING THE CORPORATION	5
VOTING OF COMMON SHARES AND PRINCIPAL HOLDERS THEREOF	5
MATTERS TO BE ACTED UPON.....	6
FIXING NUMBER OF DIRECTORS.....	6
ELECTION OF DIRECTORS	6
Biographies.....	8
Corporate Cease Trade Orders or Bankruptcies	9
Personal Bankruptcies	10
Penalties and Sanctions	10
APPOINTMENT OF AUDITORS.....	10
APPROVAL OF UNALLOCATED OPTIONS UNDER THE STOCK OPTION PLAN	10
SHARE CONSOLIDATION.....	12
OTHER MATTERS COMING BEFORE THE MEETING	14
EXECUTIVE COMPENSATION.....	14
Summary	14
Compensation Discussion and Analysis.....	15
Compensation Consultants	15
Base Salaries.....	16
Bonuses.....	16
Stock Option Plan	17
Description of the Stock Option Plan.....	17
RSU Plan.....	20
Description of the RSU Plan	21
Compensation Governance	24
Risk Oversight	24
Hedging and Offsetting	25
Performance Graph	26
Outstanding Option-Based and Share-Based Awards.....	27
Incentive Plan Awards - Value Vested or Earned During the Year	27
Pension Plan Benefits.....	28
Management Agreements, Consulting Contracts, Termination and Change of Control Payments	28
Summary of Directors' Compensation.....	28
Outstanding Option-Based and Share-Based Awards.....	29

Incentive Plan Awards - Value Vested or Earned During the Year	30
Director Equity Ownership Requirements	30
Directors' and Officers' Liability Insurance	30
EQUITY COMPENSATION PLAN INFORMATION.....	31
INDEBTEDNESS OF DIRECTORS AND OFFICERS.....	31
INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	31
INTERESTS OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON	32
CORPORATE GOVERNANCE PRACTICES.....	32
Corporate Governance Committee	32
Independence of Members of Board.....	32
Board and Committee Meeting Attendance.....	32
Board Oversight and Chairman.....	33
Participation of Directors in Other Reporting Issuers.....	33
Board Mandate	34
Position Descriptions	34
Orientation and Continuing Education.....	35
Ethical Business Conduct	35
Nomination of Directors	36
Compensation Committee.....	36
Audit Committee	37
Reserves and Environment Committee.....	37
Assessments	37
Director Term Limits.....	37
Policies Regarding Gender Diversity.....	38
AUDIT COMMITTEE.....	38
ADDITIONAL INFORMATION	38
SCHEDULE "A" STOCK OPTION PLAN	A-1
SCHEDULE "B" BOARD MANDATE	B-1

SPARTAN ENERGY CORP.
Suite 500, 850 – 2nd Street S.W.
Calgary, Alberta T2P 0R8

MANAGEMENT INFORMATION CIRCULAR

**FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF THE HOLDERS OF COMMON SHARES
OF SPARTAN ENERGY CORP. TO BE HELD ON JUNE 20, 2017**

Dated: May 15, 2017

PURPOSE OF SOLICITATION

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Spartan Energy Corp. (the “Corporation”) for use at an annual general and special meeting of the holders (the “Shareholders”) of the common shares (the “Common Shares”) in the capital of the Corporation to be held at the offices of McCarthy Tétrault LLP, Suite 4000, 421 - 7th Avenue S.W., Calgary, Alberta, on June 20, 2017 at 2:00 p.m. (Calgary time), and any adjournment or adjournments thereof (the “Meeting”) for the purposes set forth in the Notice of Annual General and Special Meeting (the “Notice of Meeting”) accompanying this Information Circular.

RECORD DATE

The Shareholders of record on May 9, 2017 (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 Information 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. All currency amounts expressed herein, unless otherwise indicated, are expressed in Canadian dollars.

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 President and Chief Executive Officer and the 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 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, Alliance Trust Company, Suite 1010, 407 - 2nd Street S.W., Calgary, Alberta T2P 2Y3, not later than 4:00 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. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. If a proxy is not dated, it will be deemed to bear the date on which it was mailed by management of the Corporation.

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 Information 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.

Notice-and-Access

The Corporation has elected to use the “notice-and-access” provisions under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (the “**Notice-and-Access Provisions**”) for the Meeting in respect of mailings to its Beneficial Shareholders (as defined below) and in respect of mailings to its registered holders of Common Shares (“**Registered Shareholders**”). The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online.

In relation to the Meeting, a paper copy of each of the Notice of Meeting, this Information Circular, the Form of Proxy and the financial statements and related management’s discussion and analysis in respect of the most recent financial year of the Corporation will be mailed to those Registered Shareholders and Beneficial Shareholders who have previously requested to receive them. Unless requested in the manner described below, Registered Shareholders and Beneficial Shareholders will only receive a notice-and-access notification and a voting instruction form.

The Corporation anticipates that notice-and-access will directly benefit the Corporation through substantial reductions in postage and printing costs. The Corporation believes that notice-and-access is also environmentally responsible to the extent that it decreases the large volume of paper documents generated by printing proxy-related materials.

The Corporation will be delivering proxy-related materials to non-objecting beneficial owners of its Common Shares directly with the assistance of Alliance Trust Company. Please note that the Corporation’s management does not intend to pay for intermediaries to forward the notice-and-access notification and voting instruction request forms to those Beneficial Shareholders who have objected to their intermediary disclosing ownership information about them pursuant to Canadian securities legislation (“**Objecting Beneficial Shareholders**”). Consequently, if you are an Objecting Beneficial Shareholder, you will not receive these materials unless the intermediary holding Common Shares on your account assumes the cost of delivery.

Shareholders with questions about notice-and-access can call Alliance Trust Company at 403-237-6111 or toll free at 1-877-537-6111.

In order to receive a paper copy of this Information Circular and other relevant information, requests by Shareholders may be made up to one year from the date the Information Circular was filed on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) by: (i) mailing a request to the Corporation at suite 500, 850 – 2nd Street S.W., Calgary, Alberta, T2P 0R8 Attention: Investor Relations; (ii) calling Alliance Trust Company at 403-237-6111 or toll free at 1-877-537-6111; (iii) by emailing a request to inquiries@alliancetrust.ca; or (iv) online at the following websites: www.spartanenergy.ca or www.alliancetrust.ca/shareholders/. The Corporation estimates that a Shareholder’s request for paper copies of the Information Circular and other relevant information will need to be received prior to June 6, 2017 in order for such Shareholder to have sufficient time to receive and review the materials requested

and return the completed form of proxy by the due date set out under the heading “*Completion of Proxies*” in this Information Circular.

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.

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

INFORMATION CONCERNING THE CORPORATION

The Corporation was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) (the “**ABCA**”) on December 12, 1988 as “394537 Alberta Ltd.”. The Corporation changed its name to “Petro-Reef Resources Ltd.” on February 23, 1989. On January 1, 2000, the Corporation amalgamated with twenty private Alberta numbered companies to form “Petro-Reef Resources Ltd.”. The Corporation changed its name to “Alexander Energy Ltd.” on September 9, 2012, and to “Spartan Energy Corp.” on February 28, 2014. On March 31, 2014, the Corporation completed a plan of arrangement with Renegade Petroleum Ltd. (“**Renegade**”) which included the amalgamation of the Corporation and Renegade to form “Spartan Energy Corp.”. On June 23, 2016, the Corporation amalgamated with Wyatt Oil and Gas Inc. to form “Spartan Energy Corp.”.

The Corporation is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick and Nova Scotia. The Common Shares are listed on the Toronto Stock Exchange (the “**TSX**”) under the trading symbol “SPE”.

VOTING OF 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. As at the date hereof, there are 526,769,219 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 articles of the Corporation provide that if two persons holding not less than 15% of the issued Common Shares entitled to vote are present in person or are represented by proxy, a quorum for the purposes of conducting a shareholders meeting is constituted.

Any registered Shareholder at the close of business on May 9, 2017 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 best of the knowledge of the directors and officers of the Corporation, as of the date of this Information Circular, 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
Fiera Capital Corporation ⁽¹⁾ <i>Montreal, Quebec</i>	58,070,506 Common Shares	11.02%
Connor, Clark & Lunn Investment Management Ltd. ⁽²⁾ <i>Vancouver, British Columbia</i>	54,390,075 Common Shares	10.33%

Notes:

- (1) Based on Form 62-103F3 filed by Fiera Capital Corporation under the Corporation’s SEDAR profile on May 10, 2017.
- (2) Based on Form 62-103F3 filed by Connor, Clark & Lunn Investment Management Ltd. under the Corporation’s SEDAR profile on April 10, 2017.

MATTERS TO BE ACTED UPON

The Shareholders of the Corporation will be asked to consider and, if deemed appropriate:

- (a) by ordinary resolution, fix the board of directors of the Corporation (the “**Board**”) at five members;
- (b) by ordinary resolution, elect the directors of the Corporation;
- (c) by ordinary resolution, appoint auditors for the ensuing year and to authorize the directors of the Corporation to fix their remuneration; and
- (d) by ordinary resolution, approve the grant of unallocated options under the Corporation’s stock option plan (the “**Stock Option Plan**”);
- (e) by special resolution, approve a consolidation of the Common Shares on the basis of one post-consolidation Common Share for every three pre-consolidation Common Shares; and
- (f) to transact such other business as may properly come before the Meeting or any adjournments thereof.

Additional detail regarding each of the matters to be acted on at the Meeting is contained below.

FIXING NUMBER OF DIRECTORS

At the Meeting, it is proposed that the number of directors to be elected at the Meeting to hold office until the next annual meeting or until their successors are elected or appointed, subject to the articles of the Corporation, be set at five. **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 five.**

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 Corporation is required by applicable corporate legislation to have an Audit Committee comprised of members of the Board that are considered “financially literate” and a majority of which are considered “independent”, as such terms are defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”). The Corporation has also established a Compensation Committee, Corporate Governance Committee, and a Reserves and Environment Committee, each comprised of members of the Board. Please see discussion under “*Corporate Governance Practices*.” The present members of the Audit Committee, Compensation Committee, Corporate Governance Committee and Reserves and Environment Committee of the Board are identified in the table below.

The Corporation has adopted a majority voting policy with respect to the election of directors. Pursuant to this policy, if a director receives more withheld votes than for votes, he will immediately tender to the Board an offer to resign. The Corporate Governance Committee will consider the director’s offer to resign and make a recommendation to the Board to: (i) accept the resignation; (ii) ask the director to continue serving

but address the issue; or (iii) reject the resignation. The director will not participate in any Board or Board committee deliberations on the matter. If the Board accepts the director's resignation, it can appoint a new director to fill the vacancy. The Board must promptly disclose its final decision regarding the directors offer to resign in a press release.

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 Information Circular.

Name	Positions Presently Held	Director Since ⁽⁵⁾	Principal Occupation for Previous Five Years	Number and Percentage of Common Shares Beneficially Owned or Over Which Control or Direction, Directly or Indirectly, is Exercised
Richard F. McHardy <i>Calgary, Alberta</i>	Director, President and Chief Executive Officer	December 10, 2013	President and Chief Executive Officer of Spartan Oil Corp. from March 2011 to January 2013. Prior to that, President and Chief Executive Officer of Spartan Exploration Ltd., a public oil and gas exploration company, from January 2008 to June 2011.	7,049,005 (1.34%)
Reginald J. Greenslade ⁽²⁾⁽³⁾⁽⁴⁾ <i>Calgary, Alberta</i>	Director	December 10, 2013	Director of Spartan Oil Corp. from June 2011 to January 2013 and President, Chief Executive Officer and director of Tuscany International Drilling Inc., an oilfield services company, from April 2010 to February 2013.	1,769,604 (0.34%)
Grant W. Greenslade ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ <i>Shaunavon, Saskatchewan</i>	Director	December 10, 2013	Director of Spartan Oil Corp. from June 2011 to January 2013. Independent Businessman. President of Greenslade Consulting Ltd., a private oil and gas consulting company.	1,769,602 (0.34%)

Name	Positions Presently Held	Director Since ⁽⁵⁾	Principal Occupation for Previous Five Years	Number and Percentage of Common Shares Beneficially Owned or Over Which Control or Direction, Directly or Indirectly, is Exercised
Michael J. Stark ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ <i>Calgary, Alberta</i>	Chairman	December 10, 2013	Chairman of Spartan Oil Corp. from June 2011 to January 2013. Independent Businessman since 2006. Prior to that, Chairman of Spartan Exploration Ltd. from January 2008 to June 2011.	1,768,429 (0.34%)
Donald Archibald ⁽¹⁾⁽³⁾⁽⁴⁾ <i>Calgary, Alberta</i>	Director	December 10, 2013	Director of Spartan Oil Corp. from June 2011 to January 2013. President of Cypress Energy Corp., a private investment company, since March 2008.	2,424,248 (0.46%)

Notes:

- (1) Member of the Audit Committee. Grant Greenslade will join the Audit Committee following the Meeting.
- (2) Member of the Reserves and Environment Committee. Michael Stark will join the Reserves and Environment Committee following the Meeting.
- (3) Member of the Corporate Governance Committee.
- (4) Member of the Compensation Committee.
- (5) All directors of the Corporation are elected to hold office until the next annual meeting of shareholders, or until his successor is duly elected or appointed, unless his office is vacated earlier in accordance with the Corporation's articles.

Biographies

Richard F. McHardy has over 20 years' experience in all aspects of securities and M&A transactions and the oil and gas industry. Prior to joining the Corporation, Mr. McHardy was most recently a founder and the President and CEO of Spartan Oil Corp. before its sale to Bonterra Energy Corp. in January 2013. Prior thereto, Mr. McHardy was a founder and the President and CEO of Spartan Exploration Ltd. before being acquired by Penn West Petroleum Ltd. in June 2011. Prior thereto, Mr. McHardy was a founder and President of Titan Exploration Ltd. ("**Titan**"), which began as a blind pool in mid-2004 and grew to over 2,000 Boe/d in 2007 when it was acquired by Canetic Energy Trust. Prior to founding Titan, Mr. McHardy was a partner in the Calgary office of the law firm of McCarthy Tétrault LLP.

Reginald J. Greenslade is an independent businessman and professional engineer with over 25 years of experience in the oil and gas industry. Mr. Greenslade was the President and Chief Executive Officer of Tuscany International Drilling Inc. from April 2010 to February 2013. Mr. Greenslade is the former Chairman, President and CEO of Big Horn Resources Ltd., Enterra Energy Corp. and Enterra Energy Trust from April 1995 to March 2006.

Grant W. Greenslade is an independent businessman with over 20 years of experience in the oil and gas industry. Mr. Greenslade continues to be the President of Greenslade Consulting Ltd., an oil and gas consulting business in Saskatchewan.

Michael J. Stark is an independent businessman and was previously a certified financial planner. Mr. Stark was the Chairman of the board of directors of Spartan Oil Corp. from March 2011 to January 2013, and the Chairman of the board of directors of Spartan Exploration Ltd. from January 2008 to June 2011. Mr. Stark was the Chairman of the board of directors of Titan Exploration Ltd. from August 2004 until December 2007.

Donald Archibald has over 18 years' experience in the oil and gas industry. From March 2008 to present, Mr. Archibald has been an independent businessman, currently the President of Cypress Energy Corp., a private investment company. Mr. Archibald is also currently the Chairman of the Board of Directors of Cequence Energy Ltd., a public oil and gas company listed on the TSX. Prior thereto, from June 2004 to March 2008, Mr. Archibald was the Chairman of the Board of Directors and the Chief Executive Officer of Cyries Energy Inc. Prior thereto, from January 2002 to June 2004, Mr. Archibald was the President and Chief Executive Officer of Cequel Energy Ltd.

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 Information 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.

None of the above proposed directors are, or have been, within 10 years prior to the date of this Information 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.

None of the above proposed directors are, or have been, within 10 years prior to the date of this Information 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. Reginald Greenslade was a director of JMG Exploration, Inc. ("**JMG**"). On June 4, 2008, the Alberta Securities Commission issued a cease trade order in respect of JMG for failure to file audited annual financial statements for the year ended December 31, 2007 and interim financial statements for the period ended March 31, 2008. JMG filed audited annual financial statements for the years ended December 31, 2007 and December 31, 2008 on July 27, 2009. Mr. Greenslade resigned from the board of directors of JMG in November 2009.

Mr. Archibald was a director of Waldron Energy Corporation ("**Waldron**") from December 31, 2009 to August 17, 2015. On August 6, 2015, the secured subordinated lender of Waldron demanded repayment in full of all amounts owed to it under its credit facility and gave notice of its intention to enforce its security. This repayment demand created a cross-default between Waldron and its secured bank lender, which subsequently demanded repayment in full of all amounts owed to it under its credit facility and also gave notice of its intention to enforce its security. After various discussions between Waldron and both its lenders, Waldron consented to the appointment of a receiver and manager on August 13, 2015. On August

17, 2015, a receiver and manager was appointed over the assets, undertakings and property of Waldron pursuant to an order of the Court of Queen's Bench of Alberta.

Personal Bankruptcies

None of the above proposed directors have, within 10 years prior to the date of this Information 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 and Sanctions

None of the above proposed directors, within 10 years prior to the date of this Information 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 proxy that his Common Shares are to be withheld from voting on the election of directors.

APPOINTMENT OF AUDITORS

The Shareholders will be asked to pass an ordinary resolution at the Meeting to appoint PricewaterhouseCoopers LLP 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 on March 19, 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.

APPROVAL OF UNALLOCATED OPTIONS UNDER THE STOCK OPTION PLAN

Reasons for the Approval of Unallocated Options

The Shareholders will be asked to pass an ordinary resolution at the Meeting to approve the grant of unallocated stock options under the Stock Option Plan. The terms of the Stock Option Plan, as amended by the Board on May 15, 2017, are described in this Information Circular under the heading "*Executive Compensation – Stock Option Plan*" and the full text of the amended Stock Option Plan is attached hereto as Schedule "A".

Pursuant to the policies of the TSX, the Corporation is permitted to maintain a "rolling" stock option plan. On February 18, 2014, the Shareholders approved the Stock Option Plan, pursuant to which options to purchase Common Shares may be granted to directors, officers, employees and consultants of the

Corporation. As a result of a review by the Compensation Committee and the Board of the Stock Option Plan, on May 15, 2017, the Board approved amendments to the Stock Option Plan. The maximum number of Common Shares reserved for issuance from time to time pursuant to stock options under the amended Stock Option Plan, together with any Common Shares reserved for issuance under any other security based compensation arrangement of the Corporation (including pursuant to restricted share units (“RSUs”) under the Corporation’s RSU plan (the “RSU Plan”)) may not exceed 5% of the aggregate number of issued and outstanding Common Shares. The terms of the RSU Plan are described in this Information Circular under the heading “*Executive Compensation – RSU Plan*”.

When stock options have been granted pursuant to the Stock Option Plan, such stock options are referred to as allocated. Stock options available for grant under the terms of the Stock Option Plan, but not yet granted, are referred to as unallocated. As of the date of this Information Circular, the Corporation has 10,475,667 options allocated and outstanding under the Stock Option Plan, representing 2.0% of the issued and outstanding Common Shares, and 3,349,981 RSUs allocated and outstanding under the RSU Plan, representing 0.6% of the issued and outstanding Common Shares.

In accordance with the policies of the TSX, unallocated options under rolling option plans are subject to renewal approval by a majority of the Corporation’s directors and Shareholders every three years. On July 9, 2014, the Common Shares were listed on the TSX (prior thereto the Common Shares were listed on the TSX Venture Exchange) and, as such, the Corporation will not be able to grant options under the Stock Option Plan after July 9, 2017 unless it has received Board and Shareholder approval for the issuance of unallocated options. The Board approved the unallocated stock options under the Stock Option Plan prior to the date of this Information Circular. At the Meeting, Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution approving the issuance of all unallocated options pursuant to the Stock Option Plan. As of the date of this Information Circular, there are approximately 12,512,813 Common Shares (representing 2.4% of the issued and outstanding Common Shares) available for issuance pursuant to the settlement of options that may be granted in the future under the Stock Option Plan.

Additional information concerning the Stock Option plan is provided in this Information Circular under the heading “*Executive Compensation – Stock Option Plan*”.

Form of Resolution

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, pass an ordinary resolution in the form set forth below in connection with the Stock Option Plan:

“BE IT RESOLVED THAT:

- (1) all unallocated stock options issuable pursuant to the Corporation’s stock option plan are hereby approved and authorized;
- (2) the Corporation have the ability to continue granting options under the stock option plan until June 20, 2020, being the date that is three years from the date of this resolution; and
- (3) any director or officer of the Corporation is hereby authorized to do such things and to sign, execute and deliver all documents that such director or officer may, in their discretion determine to be necessary in order to give full effect to the intent and purpose of this resolution.”

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of approving the grant of unallocated options under the Stock Option Plan until June 20, 2020.

In order to be passed, the above ordinary resolution must be approved by a majority of the votes cast by Shareholders at the Meeting. If the necessary Shareholder approval is not obtained at the Meeting, the Corporation will no longer be able to issue Common Shares from treasury upon the exercise of unallocated options, being those options which have not been granted as of May 15, 2017. Options granted prior to this date will continue to be unaffected by the approval or disapproval of the foregoing resolution; provided, however, that if any such options are cancelled prior to being exercised, they will not be available for reallocation unless the foregoing resolution is approved.

SHARE CONSOLIDATION

At the Meeting, Shareholders will be asked to approve a special resolution authorizing an amendment to the Corporation's articles pursuant to subsection 173(1)(f) of the ABCA to consolidate the Common Shares on the basis of one post-consolidation Common Share for every three pre-consolidation Common Shares (the "**Consolidation**").

As of the date of this Information Circular, the Corporation has approximately 526,769,219 Common Shares issued and outstanding. The Corporation has experienced a significant increase in its share count as a result of equity issuances completed in 2016 to fund the acquisition of oil and gas assets and wishes to reduce the outstanding share amount to a level more in keeping with its industry peers. The Corporation believes that the Consolidation, if implemented, will promote increased liquidity and reduced volatility in the trading of the Common Shares.

If approved and implemented, the Consolidation will occur simultaneously for all of the Corporation's issued and outstanding Common Shares and the consolidation ratio will be same for all such Common Shares. The Consolidation will affect all holders of Common Shares uniformly and will not affect any Shareholder's percentage ownership interest in the Corporation, except to the extent that the Consolidation would otherwise result in a Shareholder owning a fractional Common Share. No fractional post-Consolidation Common Shares will be issued and no cash will be paid in lieu of fractional post-Consolidation Common Shares. Any fractional Common Shares resulting from the Consolidation will be rounded to the nearest whole Common Share with fractions equal to 0.5 being rounded up to the nearest whole Common Share.

The Corporation currently has an unlimited number of Common Shares available for issuance and the Consolidation will not have any effect on the number of Common Shares that remain available for future issuance. The exercise or conversion price and the number of Common Shares issuable under any convertible securities of the Corporation, including the 3,349,981 RSUs, 10,475,667 stock options and 30,402,916 outstanding share purchase warrants currently allocated and outstanding, will be proportionately adjusted upon the completion of the Consolidation.

The Consolidation is subject to: (a) receipt of all required regulatory approvals; and (b) the approval of the Consolidation by the Shareholders at the Meeting. If these approvals are received, the Consolidation will occur at a time determined by the Board and announced by a press release of the Corporation. Notwithstanding approvals being received, the Board may determine not to proceed with the Consolidation at its discretion.

Pursuant to section 173(1)(f) of the ABCA, the Consolidation must be approved by a special resolution of Shareholders. Accordingly, to be adopted, the special resolution must be approved by at least two-thirds of

the votes cast at the Meeting by Shareholders in person or represented by proxy. At the Meeting, Shareholders will be asked to consider, and if thought appropriate, pass the following special resolution:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

(1) the Corporation is authorized to file articles of amendment pursuant to section 173(1)(f) of the *Business Corporations Act* (Alberta) (the “**ABCA**”) to change the number of issued and outstanding common shares (“**Common Shares**”) in the capital of the Corporation by consolidating the issued and outstanding Common Shares on the basis of one post-consolidation Common Share for every three pre-consolidation Common Shares (the “**Consolidation**”) or for such other lesser whole or fractional number of existing Common Shares that the directors, in their sole discretion, determine to be appropriate, and in the event that the Consolidation would otherwise result in a holder of Common Shares holding a fraction of a Common Share, any fractional interest in Common Shares that is less than 0.5 of a Common Share resulting from the Consolidation will be rounded down to the nearest whole Common Share and any fractional interest in Common Shares that is 0.5 or greater of a Common Share will be rounded up to the nearest whole Common Share, such amendment to become effective at a date in the future to be determined by the board of directors when the board considers it to be in the best interests of the Corporation to implement such a Consolidation, but in any event not later than the business day immediately prior to the Corporation’s next annual general meeting, subject to approval of the Toronto Stock Exchange;

(2) any director or officer of the Corporation is authorized and directed for and in the name of and on behalf of the Corporation to execute and deliver or cause to be delivered articles of amendment to the Registrar under the ABCA and to execute and deliver or cause to be delivered all documents and to take any action which, in the opinion of that person, is necessary or desirable to give effect to this special resolution;

(3) notwithstanding that this special resolution has been duly passed by the holders of the Common Shares, the directors of the Corporation may in their sole discretion revoke this special resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the holders of the Common Shares; and

(4) any one director or officer of the Corporation be and the same is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.”

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of approving the Consolidation.

OTHER MATTERS COMING BEFORE THE MEETING

The Board knows of no other matters to come before the Meeting other than as referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the Common Shares represented by proxy solicited hereby will be voted on such matters in accordance with the best judgement of the person voting such proxy.

EXECUTIVE COMPENSATION

Summary

Securities legislation requires the disclosure of the compensation received by each “Named Executive Officer” (“**Named Executive Officer**”) of the Corporation for the most recently completed financial year. “Named Executive Officer” is defined by securities legislation to mean: (i) a Chief Executive Officer of the Corporation; (ii) a Chief Financial Officer of the Corporation; (iii) each of the Corporation’s three most highly compensated executive officers or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 for that financial year; and (iv) each individual who would be a “Named Executive Officer” under paragraph (iii) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

For the fiscal year ended December 31, 2016, the Corporation had five Named Executive Officers. The following table and notes thereto provide a summary of the compensation paid to each Named Executive Officer of the Corporation for fiscal year ended December 31, 2016:

Name and Principal Positions	Year	Salary (\$)	Share-based Awards (\$) ⁽²⁾	Option-based Awards (\$) ⁽³⁾	Annual Incentive Plans ⁽⁴⁾	Non-Equity Incentive Plan Compensation ⁽¹⁾		All Other Compensation (\$)	Total Compensation (\$)
						Long-Term Incentive Plans	Pension Value (\$)		
Richard F. McHardy, President and Chief Executive Officer ⁽⁵⁾	2016	240,000	114,999	-	240,000	-	-	21,188	616,187
	2015	165,000	-	102,333	128,500	-	-	16,500	412,333
	2014	149,375 ⁽¹⁰⁾	-	-	90,750	-	-	11,000 ⁽¹¹⁾	251,525
Adam MacDonald, Chief Financial Officer ⁽⁶⁾	2016	170,000	77,049	-	130,000	-	-	16,250	393,299
	2015	150,000	-	82,276	60,000	-	-	15,000	307,276
	2014	112,500	-	542,000	45,041	-	-	7,500 ⁽¹¹⁾	707,041
Fotis Kalantzis, Senior Vice President Exploration ⁽⁷⁾	2016	210,000	97,749	-	210,000	-	-	18,750	536,499
	2015	150,000	-	102,333	116,500	-	-	15,000	383,833
	2014	136,250 ⁽¹⁰⁾	-	-	75,000	-	-	10,000 ⁽¹¹⁾	221,250
Al Stark, Senior Vice President Operations ⁽⁸⁾	2016	210,000	97,749	-	210,000	-	-	18,750	536,499
	2015	150,000	-	102,333	116,500	-	-	15,000	383,833
	2014	136,250 ⁽¹⁰⁾	-	-	75,000	-	-	10,000 ⁽¹¹⁾	221,250
Ed Wong, Senior Vice President Engineering ⁽⁹⁾	2016	210,000	97,749	-	210,000	-	-	18,750	536,499
	2015	150,000	-	102,333	116,500	-	-	15,000	383,833
	2014	136,250 ⁽¹⁰⁾	-	-	75,000	-	-	10,000 ⁽¹¹⁾	221,250

Notes:

- (1) The Corporation currently has no non-equity incentive plans, nor did the Corporation have such incentive plans during the year ended December 31, 2016.
- (2) The compensation reported under share-based awards is the value of RSUs. The value of RSUs is based on the number of RSUs granted multiplied by the closing price per common share on the TSX on the trading day of the grant. This methodology for calculating the fair value of the RSUs on the grant date is consistent with the initial fair value determined in accordance with IFRS 2.

- (3) The amounts disclosed herein for the option based awards are calculated based on the fair value of the options granted during the year as at the grant date using the Black-Scholes model using the following assumptions on the grant date: the grant price, risk free interest rate and the volatility of the Common Shares up to the grant date. The Corporation chose this methodology because it is recognized as the most common methodology used for valuing options and value comparisons.
- (4) Annual Incentive Plan compensation reflects discretionary bonuses paid to the NEOs in respect of corporate and individual performance during the year. Discretionary bonuses are disclosed for the year in respect of which they are earned although they are typically paid in the following year. Amounts for 2016 set forth bonus amounts that have been declared for the NEOs for the year ended December 31, 2016. The 2016 bonuses were paid in cash in 2017. In light of depressed commodity prices impacting cash flows, the Board determined that it was in the best interests of the Corporation to pay 2015 bonus amounts through the issuance of RSUs. A number of RSUs having a value equal to the bonus amount was issued on June 17, 2016 and all such RSUs were immediately vested and exercisable upon issuance.
- (5) Mr. McHardy was appointed President and Chief Executive Officer on December 10, 2013. None of the compensation paid to Mr. McHardy was compensation for his role as a director of the Corporation.
- (6) Mr. MacDonald was appointed Interim Chief Financial Officer on August 14, 2014. The total compensation paid to Mr. MacDonald in 2014 includes compensation paid for his role as controller of the Corporation beginning on March 31, 2014.
- (7) Mr. Kalantzis was appointed Vice President Exploration on December 10, 2013.
- (8) Mr. Stark was appointed Vice President Operations on December 10, 2013.
- (9) Mr. Wong was appointed Vice President Engineering on December 10, 2013.
- (10) No salary was paid in respect of the period from December 10, 2013 to December 31, 2013.
- (11) Spartan has an employee share ownership plan (“ESOP”) pursuant to which all permanent full-time and part-time employees may contribute up to 10% of their gross annual salary to the ESOP, with Spartan matching the contribution on a 100% basis. Through an appointed independent firm, the Corporation uses the contributions to acquire Common Shares on behalf of the employees through open market purchases at the current market price on the TSX. The executives are eligible to participate in the ESOP on the same basis as all other employees.

Compensation Discussion and Analysis

The Board has established a Compensation Committee, which determines the compensation payable to the executives and directors of the Corporation and, in doing so, ensures that the total compensation payable is fair and reasonable and is consistent with the Corporation’s compensation philosophy.

The objective of the Corporation’s compensation program is to attract, motivate, reward and retain highly talented and experienced executive officers. The compensation program is structured to ensure that compensation is competitive with other similarly situated companies and is reflective of the experience, performance, and contribution of the individuals involved and the overall performance of the Corporation. The Corporation’s compensation philosophy is designed to align the interests of executive officers with shareholders’ interests and with the execution of the Corporation’s business strategy.

The Compensation Committee provides recommendations to the Board with respect to the compensation of executive officers of the Corporation, such compensation to include a base salary, the payment of cash bonuses, if applicable, and participation in the Stock Option Plan and the RSU Plan. In addition, executive officers are entitled to broad-based benefit programs. The Compensation Committee believes that the combination of fixed and variable compensation elements will motivate executives to achieve corporate goals and enhance Shareholder value.

Compensation Consultants

In 2016, the Compensation Committee retained Lane Caputo Compensation Inc. (the “**Compensation Consultant**”) to undertake a review and make recommendations to the Compensation Committee and the Board in respect of the compensation and compensation program and procedures for the executive officers and directors of the Corporation. All work conducted by the Compensation Consultant was under the direction of the Compensation Committee.

The table below summarizes the fees paid by the Corporation to the Compensation Consultant related to determining compensation and compensation program design for the Corporation's executives ("**Executive Compensation-Related Fees**") and the fees paid by the Corporation to the Compensation Consultant for other services ("**All Other Fees**") for the financial years ended December 31, 2015 and 2016.

	Fees Paid to Compensation Consultant	
	2016	2015
Executive & Director Compensation-Related Fees	\$29,000	nil
All Other Fees	\$12,000	nil

Base Salaries

The Compensation Committee recognizes that the size of the Corporation prohibits base salary compensation for officers from matching those of larger companies in the petroleum and natural gas industry. The Compensation Committee does believe, however, that performance-based compensation plans are an important element in the compensation packages for the Corporation's officers, and that long-term equity interests, in the form of options, compensate for lower base salaries. This compensation strategy is similar to the strategies of many other companies in the Corporation's peer group.

Base salaries for officers, including the Chief Executive Officer, are established by the Compensation Committee at levels comparable to base salaries paid by the Corporation's industry peer group. In assessing comparability, the Corporation relies upon a review of base salary amounts as disclosed by industry peers in their public disclosure documents. The peer group for benchmarking considered by the Compensation Committee consists of other Canadian oil and gas exploration and development companies with similar size, financial capacity and business complexity, including Advantage Oil and Gas Ltd., Bellatrix Exploration Ltd., Birchcliff Energy Ltd., Bonavista Energy Corporation, Bonterra Energy Corp., Cardinal Energy Ltd., Crew Energy Inc., Kelt Exploration Ltd., Northern Blizzard Resources Inc., NuVista Energy Ltd., Painted Pony Petroleum Ltd., Paramount Resources Ltd., Pengrowth Energy Corp., Raging River Exploration Inc., Surge Energy Inc., Tamarack Valley Energy Ltd., TORC Oil & Gas Ltd., Trilogy Energy Corp. and Whitecap Resources Inc. Consideration is given to the time period evaluated in industry surveys and public data and to the business climate applicable at the time with respect to industry demand for experienced personnel. Salaries of officers, including that of the Chief Executive Officer, are reviewed annually.

Bonuses

The Corporation does not have a formalized bonus plan for its executive officers and employees, however, the Corporation's executive officers and employees may receive a bonus as and when declared by the Board, after review and recommendation by the Compensation Committee. Bonus awards are based principally on corporate performance. The Corporation did not have any specific set criteria to evaluate corporate performance in 2016 for the purposes of determining bonus amounts; however, in making recommendations for bonuses, the Compensation Committee considered actual performance in 2016 relative to certain expectations and targets which were discussed by the Corporation's management and the Board at the start of 2016. The Compensation Committee specifically noted the following positive results achieved in 2016:

- Significantly grew the Corporation's reserve base, delivering per share reserves growth of 32% (2P), 45% (1P) and 55% (PDP).
- Increased average production to 11,754 boe/d, representing debt adjusted per share growth of 13%.

- Achieved a recycle ratio (operating netback divided by finding and development costs including FDC) of 1.3x (1P) and 1.6x (2P) despite depressed commodity prices in the first half of the year negatively impacting annual netbacks.
- Maintained balance sheet strength, with a year-end net debt to fourth quarter annual funds flow from operations ratio of 0.5 times (excluding the acquisition of assets in December 2017). Following completion of the asset acquisition, the ratio of net debt to forecast 2017 funds flow from operations was approximately 1.1 times.

In determining the bonus amounts in 2016, the Compensation Committee and the Board considered a number of additional positive factors, including the Corporation's success in negotiating, financing and completing five corporate and asset acquisitions during the year, effectively expanding the Corporation's core area, introducing new play concepts, lowering the Corporation's corporate decline rate and giving the Corporation additional access to lands, reserves and potential drilling locations.

For details of how the various financial measures and oil gas metrics presented above are calculated see the Corporation's managements' discussion and analysis for the year ended December 31, 2016 and the press releases of the Corporation dated February 14, 2017 and March 16, 2017, all of which are available on SEDAR (www.sedar.com). Disclosure provided herein in respect of barrel of oil equivalent ("BOE") may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 million cubic feet of natural gas per one barrel of oil is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given that the value ratio based on the current price of crude oil as compared to natural gas is significantly different from the energy equivalency of 6:1, utilizing a conversion on a 6:1 basis may be misleading as an indication of value. It should not be assumed that the estimates of future net revenues presented herein represent the fair market value of the reserves.

Stock Option Plan

Pursuant to the policies of the TSX, the Corporation is permitted to maintain a "rolling" stock option plan. On February 18, 2014, the Shareholders approved the Stock Option Plan, pursuant to which options to purchase Common Shares may be granted to directors, officers, employees and consultants of the Corporation. In accordance with the policies of the TSX, unallocated options under rolling option plans must receive shareholder approval three years from the date of listing on the TSX and subsequently every three years after that. On July 9, 2014, the Common Shares were listed on the TSX (prior thereto the Common Shares were listed on the TSX Venture Exchange) and, as such, the Corporation will not be able to grant options under the Stock Option Plan after July 9, 2017 unless it has received Shareholder approval for the issuance of unallocated options. As of the date of this Information Circular, the Corporation has 10,475,667 options granted under the Stock Option Plan, representing 2.0% of the issued and outstanding Common Shares. At the Meeting, Shareholders will be asked to pass an ordinary resolution approving the issuance of all unallocated options issuable pursuant to the Stock Option Plan. As of the date hereof, there are approximately 12,512,813 Common Shares (representing 2.4% of the issued and outstanding Common Shares) available for issuance pursuant to the settlement of options that may be granted in the future under the Stock Option Plan.

Description of the Stock Option Plan

The purposes of the Stock Option Plan are: (i) to provide directors, officers, employees and consultants of the Corporation an incentive to achieve the longer-term objectives of the Corporation; (ii) to give suitable

recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and (iii) to attract and retain in the employ of the Corporation or any of its subsidiaries, persons of experience and ability by providing them with the opportunity to acquire an increased proprietary interest in the Corporation.

Eligibility

The Stock Option Plan provides for the granting of stock options to purchase Common Shares to directors, officers, employees and consultants of the Corporation.

Administration

The Stock Option Plan is administered by the Board and the Board may, subject to applicable law, delegate its powers to administer the Stock Option Plan to a committee of the Board. Options may be granted at the discretion of the Board, in such number that may be determined at the time of grant, subject to the limits set out in the Stock Option Plan.

Exercise Price

The exercise price of stock options granted under the Stock Option Plan will be fixed by the Board at the time of grant, provided that the exercise price shall be not less than the volume weighted average trading price of the Common Shares for the five trading days ending immediately prior to the time of grant. The exercise price is intended to be the fair market value of the Common Shares at the date of grant and, subject to the approval of the Board, the TSX and the shareholders of the Corporation (where required), the exercise price may be adjusted if necessary to achieve that result.

Maximum Percentage of Common Shares Reserved

As a result of a review by the Compensation Committee and the Board of the Stock Option Plan, on May 15, 2017, the Board approved amendments to the Stock Option Plan. The aggregate number of Common Shares that may be issued pursuant to the exercise of options awarded under the amended Stock Option Plan and all other share compensation arrangements of the Corporation (including RSUs awarded under the RSU Plan) is 5% of the Common Shares outstanding from time to time, subject to the following limitations:

1. the aggregate number of Common Shares issued to Insiders (as defined in the Stock Option Plan) under the Stock Option Plan, together with all other share compensation arrangements of the Corporation, within a 12-month period, must not exceed 5% of the outstanding issue of Common Shares (on a non-diluted basis); and
2. the aggregate number of Common Shares issuable to Insiders (as defined in the Stock Option Plan) under the Stock Option Plan, together with all other share compensation arrangements of the Corporation, must not exceed 5% of the outstanding issue of Common Shares.

Under the original Stock Option Plan, prior to the implementation of the amendments to the Stock Option Plan approved by the Board on May 15, 2017, the aggregate number of Common Shares that could be: (a) issued pursuant to the exercise of options awarded under the amended Stock Option Plan and all other share compensation arrangements of the Corporation (including RSUs awarded under the RSU Plan); (b) issued to Insiders (as defined in the Stock Option Plan) under the Stock Option Plan, together with all other share compensation arrangements of the Corporation, within a 12-month period; and (c) issuable to Insiders (as defined in the Stock Option Plan) under the Stock Option Plan, together with all other share

compensation arrangements of the Corporation, was 10% of the Common Shares outstanding from time to time.

Transferability

The stock options are not assignable or transferable by an optionee, except for a limited right of assignment in the event of the death of the optionee.

Term and Vesting

The term of the options granted shall be determined by the Board in its discretion, to a maximum of five years from the date of the grant of the option. The vesting period or periods within this period during which an option or a portion thereof may be exercised shall be determined by the Board. In the absence of any determination by the Board as to vesting, and subject to the policies of the TSX, vesting shall be as to one-third on each of the first, second and third anniversaries of the date of grant. Further, the Board may, in its sole discretion at any time or in the agreement in respect of any stock options granted, accelerate, or provide for the acceleration of, vesting of stock options previously granted.

Early Expiration

Unless otherwise provided in an agreement evidencing the grant of stock options, options shall terminate at the earlier of: (i) the close of business 30 days after the optionee ceasing (other than by reason of death but including termination with or without cause) to be at least one of an officer, director, employee (in active employment carrying out regular and normal duties) or consultant of the Corporation or a Subsidiary (as defined in the Stock Option Plan) of the Corporation, as the case may be; (ii) the close of 30 business days after the optionee has been provided with written notice of dismissal related to (i) above; and (iii) the expiry date of the stock option. If before the expiry of an option in accordance with the terms thereof a participant ceases to be an employee, officer, director or consultant by reason of the death of the participant, any unvested portion of such stock option shall immediately vest. In addition, such option may, subject to the terms thereof and any other terms of the Stock Option Plan, be exercised by the legal personal representative(s) of the participant's estate at any time before 4:00 p.m. (Calgary time) up to six months after the date of death of the participant, or until the expiry date of the option, if earlier.

Change of Control

In the event of a Change of Control (as defined in the Stock Option Plan) occurring, all stock options which have not otherwise vested in accordance with their terms shall immediately vest and be exercisable, notwithstanding the other terms of the stock options for a period of time ending on the earlier of the expiry time of the stock option or the 30th day following the Change of Control.

Voluntary Black-Out Periods

The Corporation has adopted a policy on trading in the securities of the Corporation which results in the imposition of self-imposed black-out periods from time to time, preventing officers, directors, employees and consultants from exercising options. For example, these black-out periods would be imposed prior to the release of financial statements and when the Corporation is considering various possible transactions or is completing material operations that could, if consummated or successfully completed, have a significant effect on the trading price or value of the Corporation's securities. This policy will be adopted as part of Corporation's approach to responsible governance. However, the imposition of voluntary black-out periods can penalize the Corporation, and its insiders and employees where their stock options have not been exercised prior to the voluntary black-out period and such stock options would expire during such period.

Pursuant to the Stock Option Plan, the expiration of the term of any stock options that would fall during any black-out period or within 10 business days following the termination of any black-out period will be extended for a period of 10 business days following the expiry of such black-out period, such that all optionees will always have a maximum of 10 business days following a voluntary black-out period to exercise stock options. This provision applies to all optionees.

Amendments to Options

The Board may amend or discontinue the Stock Option Plan at any time without the approval of shareholders of the Corporation, provided that such amendment shall not alter or impair any stock option previously granted under the Stock Option Plan, except as permitted by the provisions of the Stock Option Plan, and provided that such amendment or discontinuance has been approved, if required, by the TSX.

Approval of the Shareholders and the TSX will be required for amendments to the Stock Option Plan or any options previously granted under the Stock Option Plan that would:

- (a) reduce the exercise price of an option;
- (b) extend the expiry date of an option other than as contemplated by the terms of the Stock Option Plan;
- (c) permit options to be transferable or assignable other than for normal estate settlement purposes as contemplated by the terms of the Stock Option Plan;
- (d) increase the maximum number of Common Shares that may be issued upon the exercise of options granted under the Stock Option Plan;
- (e) remove the limitations on the maximum number of Common Shares or increase the maximum number of Common Shares that may be issued to Insiders (as defined in the Stock Option Plan) under the Stock Option Plan; and
- (f) any amendment to the amendment provisions of the Stock Option Plan.

RSU Plan

Under the RSU Plan, the Corporation may grant RSUs to directors, officers, employees and consultants of the Corporation. Upon vesting, each RSU is redeemable for one Common Share for no additional consideration. Since the RSU Plan does not fix a specific aggregate maximum number of Common Shares that may be issued pursuant to RSUs, but instead fixes the maximum number of Common Shares reserved for issuance under the RSU Plan (excluding the Stock Option Plan and any other security based compensation arrangement of the Corporation) to 5% of the outstanding Common Shares from time to time, the rules of the TSX require that all unallocated RSUs under the RSU Plan be subject to renewal approval by a majority of the Corporation's directors and Shareholders every three years. On June 17, 2016, the Shareholders approved the RSU Plan. Accordingly, the Corporation will continue to be able to grant RSUs under the RSU Plan without further Shareholder approval until June 17, 2019. As of the date of this Information Circular, the Corporation has 3,349,981 RSUs granted under the RSU Plan, representing 0.6% of the issued and outstanding Common Shares. As of the date of this Information Circular, a maximum of 12,512,813 RSUs remained unallocated and available for grant under the RSU Plan.

Description of the RSU Plan

Purpose

The purpose of the RSU Plan is to provide directors, officers, employees and consultants of the Corporation with the opportunity to acquire RSUs to allow them to participate in the long-term success of the Corporation and to promote a greater alignment of their interests with the interests of the Shareholders. The RSU Plan supplements the Stock Option Plan and is intended to give the Board additional flexibility in attracting and retaining key personnel.

Eligibility

The RSU Plan provides for the granting of RSUs to employees, officers, directors or consultants of the Corporation ("**Participants**").

Administration

The Compensation Committee shall determine the number of RSUs to be awarded to a grantee pursuant to the RSU Plan.

Number of Securities Issued or Issuable

The maximum number of Common Shares which may be:

1. issuable under the RSU Plan shall not exceed 5% of the total number of Common Shares issued and outstanding from time to time;
2. issuable under all security based compensation arrangements of the Corporation (including the Stock Option Plan and the RSU Plan) shall not exceed 10% of the total number of Common Shares issued and outstanding from time to time;
3. issued to insiders of the Corporation, within any one year period, under the RSU Plan and all other security based compensation arrangements of the Corporation (including the Stock Option Plan), shall be 10% of the total number of Common Shares issued and outstanding from time to time;
4. issued to any one insider of the Corporation, within any one year period, under the RSU Plan and all other security based compensation arrangements of the Corporation (including the Stock Option Plan), shall be 5% of the total number of Common Shares issued and outstanding from time to time;
5. issued to a consultant of the Corporation, within any one year period, under the RSU Plan and all other security based compensation arrangements of the Corporation (including the Stock Option Plan), shall be 2% of the total number of Common Shares issued and outstanding from time to time; and
6. issued to employees of the Corporation who are engaged in investor relations activities, within any one year period, under the RSU Plan and all other security based compensation arrangements of the Corporation (including the Stock Option Plan), shall be 2% of the total number of Common Shares issued and outstanding from time to time.

Transferability

RSUs are non-transferable except to (i) a trustee, custodian or administrator acting on behalf of, or for the benefit of, the participant, (ii) a holding entity of the participant, (iii) a spouse of the participant, (iv) a trustee, custodian or administrator acting on behalf of, or for the benefit of, the spouse of the participant, or (v) a holding entity of the spouse of the participant.

Term and Vesting

RSUs shall vest on such terms as specified by the Board, provided that if no alternative vesting terms are specified, RSUs shall vest:

- (a) as to one third of the RSUs on the first anniversary of the grant date;
- (b) as to one third of the RSUs on the second anniversary of the grant date; and
- (c) as to the remaining third of the RSUs on the third anniversary of the grant date,

provided, however, that if a Change of Control (as defined in the RSU Plan) occurs prior to any of the vesting dates above, all unvested RSUs shall become automatically vested and Common Shares issuable in respect of all outstanding RSUs shall be, and shall be deemed to be, issued to Participants effective immediately prior to the completion of the transaction which would result in the Change of Control unless issued prior thereto in accordance with the RSU Plan.

Distribution Date

A Participant who is not a U.S. taxpayer shall have the right to elect to exercise any vested RSUs recorded in the Participant's account by delivering to the Corporation a written notice (an "**Exercise Notice**") specifying a date for distribution of Common Shares in settlement of such RSUs (a "**Distribution Date**"), such date to be as soon as practical after delivery of the Exercise Notice; provided that such date shall not be later than the earlier of:

- (a) the thirtieth day after the Participant ceases to be eligible to participate under the RSU Plan; or
- (b) the fifth anniversary of the grant date,
(the "**Final Date**").

In the event a Participant fails to deliver a timely Exercise Notice or specifies a Distribution Date in an Exercise Notice which is later than the Final Date, the Distribution Date shall be deemed to be the Final Date.

If the Distribution Date of any RSU occurs during or within 10 business days following the end of a Black-Out Period (as defined below), the Distribution Date of such RSU shall be extended for a period of 10 business days following the end of the Black-Out Period (or such longer period as permitted by the TSX or other exchange on which the Shares are listed and approved by the Board). "**Black-Out Period**" means the period of time when, pursuant to any policies of the Company, any securities of the Corporation may not be traded by certain persons as designated by the Corporation, including any holder of an RSU.

Termination of RSUs

If any Participant shall cease to hold the position or positions of director, officer, employee or consultant of the Corporation for any reason other than death or disability, then all RSUs granted to the Participant under the RSU Plan that have not yet vested as of the date such Participant ceases to hold the position or positions of director, officer, employee or consultant of the Company or any subsidiaries as the case may be, (the “**Termination Date**”) shall terminate without payment and shall be of no further force or effect. Such Participant may elect to exercise any RSUs that are vested as of the Termination Date in accordance with RSU Plan.

If any Participant shall cease to hold the position or positions of director, officer, employee or consultant of the Corporation by reason of disability, all unvested RSUs shall immediately vest, and all RSUs held by such Participant under the RSU Plan shall be automatically settled and the Distribution Date shall be the ninetieth day after such date.

Upon the death of a Participant, all unvested RSUs shall immediately vest, and all RSUs held by such Participant under the RSU Plan shall be automatically settled and the Distribution Date shall be the ninetieth day after the death of the Participant.

Adjustment for Dividends

In the event that the Corporation pays a normal cash dividend on the Common Shares, a Participant's account shall be credited with dividend equivalents in the form of additional RSUs as of each dividend payment date in respect of which normal cash dividends are paid on Common Shares. Such dividend equivalents shall be computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of RSUs recorded in the Participant's account on the record date for the payment of such dividend, by (b) the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days immediately following the dividend record date for the payment of any dividend made on the Common Shares.

Withholding Tax

As a condition to the issue of Common Shares in payment of any RSUs, the Corporation may require that the Participant: (a) pay to the Corporation such amount as the Corporation is required to remit to the relevant taxing authority in respect of the issuance of the Common Shares in payment of the RSUs (the “**Applicable Withholding Amount**”); (b) withhold the Applicable Withholding Amount from any remuneration or other amount otherwise payable by the Corporation to the Participant; (c) require a sale of a number of Common Shares issued upon payment of the RSUs and the remittance to the Corporation of the net proceeds from such sale sufficient to satisfy the Applicable Withholding Amount; or (d) enter into any other arrangements suitable to the Corporation to enable the Corporation to satisfy the Applicable Withholding Amount, including any combination of the foregoing.

Non-Transferability

RSUs are non-transferable except to: (a) a trustee, custodian or administrator acting on behalf of, or for the benefit of, the Participant; (b) a holding entity of the Participant; (c) a spouse of the Participant; (d) a trustee, custodian or administrator acting on behalf of, or for the benefit of, the spouse of the Participant; or (e) a holding entity of the spouse of the Participant.

Procedure for Amending

The Board may amend, suspend or terminate the RSU Plan or any RSUs granted thereunder at any time, provided that no such amendment, suspension or termination may:

- (a) be made without obtaining any required regulatory or shareholder approvals, including, where required, approval of the TSX; or
- (b) alter or impair any rights or increase any obligations with respect to an RSU previously granted under the RSU Plan without the consent of the Participant.

Approval of the Shareholders will be required for the following amendments to the RSU Plan or any RSUs:

- (a) amendments to the RSU Plan which would increase the number of securities issuable under the RSU Plan otherwise than in accordance with the terms of the RSU Plan;
- (b) amendments to the RSU Plan which would increase the number of securities issuable to insiders otherwise than in accordance with the terms of the RSU Plan;
- (c) amendments that would extend the Distribution Date of any RSUs held by insiders beyond the original Final Date (as defined in the RSU Plan) of the RSUs;
- (d) the addition of any form of financial assistance to a participant; and
- (e) any amendment to the amendment provisions of the RSU Plan.

Other Material Information

Appropriate adjustments to the RSU Plan and to RSUs granted thereunder will be made to give effect to adjustments in the number and type of Common Shares (or other securities or other property) resulting from subdivisions, consolidations, substitutions, or reclassifications of Common Shares, payment of dividends (including stock dividends) or other changes in the Corporation's capital.

Compensation Governance

Further information on the composition and function and mandate of the Compensation Committee is set out under the heading "*Corporate Governance Practices – Compensation Committee.*"

Risk Oversight

In carrying out its mandate, the Compensation Committee reviews from time to time the risk implications of the Corporation's compensation policies and practices, including those applicable to the Corporation's executives. This review of the risk implications ensures that compensation plans, in their design, structures and application have a clear link between pay and performance and do not encourage excessive risk taking. Key considerations regarding risk management include the following:

- design of the compensation program to ensure all executives are compensated equally based on the same or, depending on the mandate and term of appointment of that particular executive, substantially equivalent performance goals;
- balance of short-term performance incentives with equity-based awards that vest over time;

- ensuring overall expense to the Corporation of the compensation program does not represent a disproportionate percentage of the Corporation's revenues, after giving consideration to the development stage of the Corporation; and
- utilizing compensation policies that do not rely solely on the accomplishment of specific tasks without consideration to longer term risks and objectives.

For the reasons set forth below, the Compensation Committee believes that the Corporation's current executive compensation policies and practices achieve an appropriate balance in relation to the Corporation's overall business strategy and do not encourage executives to expose the Corporation to inappropriate or excessive risks.

While a significant feature of the Corporation's current executive compensation practice is the awarding of stock options under the Stock Option Plan and RSUs under the RSU Plan, and while such compensation is "at risk" (i.e. not guaranteed), the Corporation's long-term incentive plans are designed such that stock options and RSUs vest over a three year period and therefore encourage sustainable Common Share price appreciation and reduce the risk of actions which may have short-term advantages. Additionally, the granting of options and RSUs is in accordance with the terms and provisions of the Stock Option Plan and the RSU Plan, respectively.

The base salaries set for the Corporation's executives are intended to provide a steady income regardless of Common Share price performance, allowing executives to focus on both near-term and long-term goals and objectives without undue reliance on short term Common Share price performance or market fluctuations.

Compensation payable in the form of bonuses is overseen by the Compensation Committee and the Board. The Board does not consider the applicable periods set for bonus purposes to be heavily weighed to the short-term and believes it has struck an appropriate balance between short-term performance incentives and long-term awards that vest over time.

Hedging and Offsetting

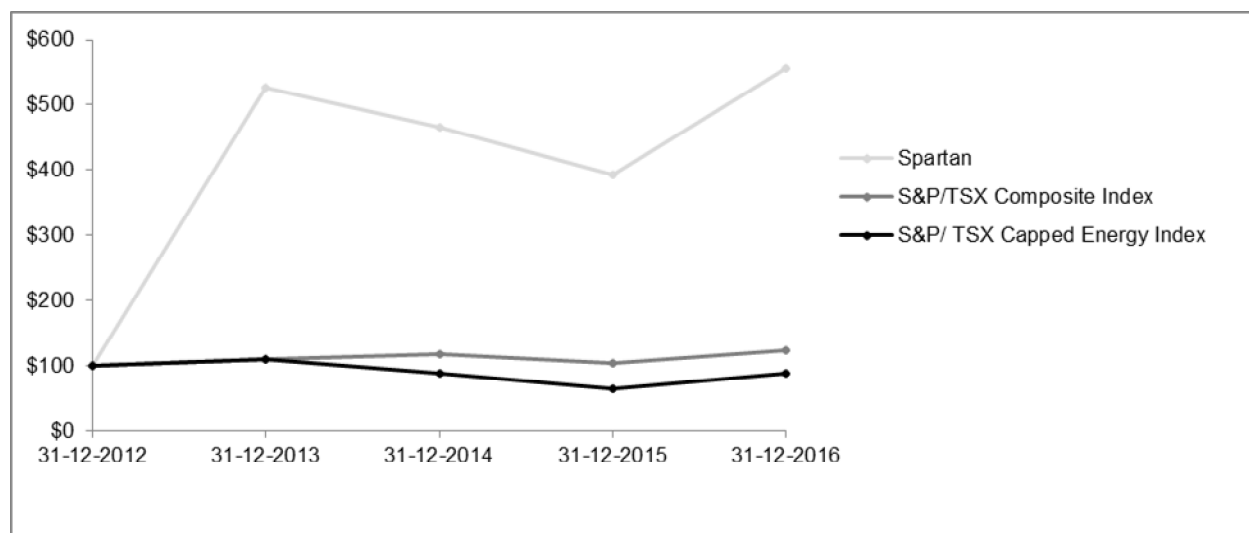
At present, the Corporation does not have a formal policy prohibiting its directors and officers from engaging in short sales of securities of the Corporation or buying or selling puts, calls or other derivatives that are designed to hedge or offset a decrease in the market value of securities of the Corporation.

Currently, in the absence of such a policy, the directors and officers of the Corporation are expected to act at all times transparently, with integrity and with a view to the best interests of the Corporation and the Shareholders in their securities trading activities.

It should be noted that any transactions of this nature are subject to insider reporting requirements and are reported on the System for Electronic Disclosure by Insiders (SEDI).

Performance Graph

The following graph illustrates our cumulative shareholder return, as measured by the closing price of the Common Shares at the end of the five most recently completed financial years, assuming an initial investment of \$100 on December 31, 2012 compared to the S&P/TSX Composite Index and the S&P/TSX Capped Energy Index.



	Dec. 31, 2012	Dec. 31, 2013	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2016
Spartan Energy Corp.	\$100	\$526.67	\$465.00	\$393.33	\$555.00
S&P/TSX Composite Index	\$100	\$109.55	\$117.69	\$104.64	\$122.95
S&P/TSX Capped Energy Index	\$100	\$109.72	\$88.96	\$65.13	\$88.88

As the new management team and new Board of the Corporation was appointed on December 10, 2013, the trend shown in the above graph does not provide a meaningful comparison to the trend in executive compensation. The total compensation of Named Executive Officers for the year ended December 31, 2016 was based on various factors, including but not limited to, the price of the Common Shares and certain other factors discussed under “*Compensation Discussion and Analysis*” above.

The total compensation for the executive officers is affected by increases and decreases in the price of Common Shares as the value of options increase or decrease as Common Share prices increase or decrease. Options and bonuses (to the extent that such payments are based on meeting corporate performance expectations) represent “at risk” compensation which help align the total return on the Common Shares and the compensation received by our executive officers. Total executive compensation does not always directly correlate with increases and decreases in the total return on the Common Shares due to impacts on share value that are beyond the Corporation’s control, such as the commodity price environment, as well as the need of the Corporation to continue to provide competitive salaries and increases in salary levels relative to the market.

Outstanding Option-Based and Share-Based Awards

The following table sets forth all option-based and share-based awards outstanding at the end of the most recent fiscal year ended December 31, 2016, for the Named Executive Officers of the Corporation.

Name	Option-Based Awards				Share-Based Awards		
	Number of Common Shares Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options ⁽¹⁾ (\$)	Number of RSUs that have not Vested (#)	Market or Payout Value of RSUs that have not Vested ⁽²⁾ (\$)	Market or Payout Value of Vested RSUs not Paid Out or Distributed (\$)
Richard F. McHardy, President and Chief Executive Officer	250,000 83,000	2.40 2.69	December 10, 2018 March 20, 2020	232,500 53,120	33,333	110,999	-
Adam MacDonald, Chief Financial Officer	200,000 67,000	3.21 2.69	April 1, 2019 March 20, 2020	24,000 42,880	22,333	74,369	-
Fotis Kalantzis, Senior Vice President Exploration	250,000 83,000	2.40 2.69	December 10, 2018 March 20, 2020	232,500 53,120	28,333	94,349	-
Al Stark, Senior Vice President Operations	250,000 83,000	2.40 2.69	December 10, 2018 March 20, 2020	232,500 53,120	28,333	94,349	-
Ed Wong, Senior Vice President Engineering	250,000 83,000	2.40 2.69	December 10, 2018 March 20, 2020	232,500 53,120	28,333	94,349	-

Notes:

- (1) Calculated based on the difference between the exercise price of the options and the closing price of the Common Shares on the TSX on December 30, 2016, being \$3.33.
- (2) The value of the unvested RSUs as at December 31, 2016 has been determined based on the closing price of the Common Shares on the TSX on December 30, 2016, being \$3.33.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth information in respect of the value vested or earned during the Corporation's most recent fiscal year ended December 31, 2016, in respect of option-based and share-based awards for the Named Executive Officers of the Corporation:

Name	Option-Based Awards - Value Vested During the Year ⁽¹⁾ (\$)	Share-Based Awards - Value Vested During the Year ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation - Value Earned During the Year ⁽³⁾ (\$)
Richard F. McHardy, President and Chief Executive Officer	73,333	-	-
Adam MacDonald, Chief Financial Officer	-	-	-

Name	Option-Based Awards - Value Vested During the Year ⁽¹⁾ (\$)	Share-Based Awards - Value Vested During the Year ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation - Value Earned During the Year ⁽³⁾ (\$)
Fotis Kalantzis, Senior Vice President Exploration	73,333	-	-
Al Stark, Senior Vice President Operations	73,333	-	-
Ed Wong, Senior Vice President Engineering	73,333	-	-

Notes:

- (1) Represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting date based on the difference between the closing market price of the Common Shares on the date immediately preceding the vesting date and the exercise price of the options held.
- (2) In light of depressed commodity prices impacting cash flows, the Board determined that it is in the best interests of the Corporation to pay 2015 bonus amounts through the issuance of RSUs. A number of RSUs having a value equal to the bonus amount was issued on June 17, 2016, and such RSUs were immediately vested and exercisable. These bonuses were accounted for as Annual Incentive Plan compensation.
- (3) The Corporation currently has no non-equity incentive plans, nor did the Corporation have such incentive plans during the year ended December 31, 2016.

Pension Plan Benefits

The Corporation does not have a pension plan or provide any benefits following or in connection with retirement. In addition, the Corporation does not have a deferred compensation plan.

Management Agreements, Consulting Contracts, Termination and Change of Control Payments

There are currently no employment contracts or other compensation plans or arrangements with regard to any of the Named Executive Officers which provide for specific compensation in the event of resignation, retirement, other termination of employment or from a change of control of the Corporation or from a change in an officer's responsibilities following a change of control.

Summary of Directors' Compensation

The Corporation's directors do not have service contracts with respect to their roles as directors and are not provided with cash remuneration for their service to the Corporation as directors. All directors are reimbursed for reasonable expenses incurred by them in their capacity as directors, including travel and other out of pocket expenses incurred in connection with meetings of the Board or any committee of the Board. In addition, the directors are entitled to participate in the Stock Option Plan and the RSU Plan. See discussion under "*Executive Compensation*".

The following table sets forth for each of the Corporation's directors, other than directors who are also Named Executive Officers, all amounts of compensation for the Corporation's most recently completed fiscal year ended December 31, 2016:

Name	Fees Earned (\$)	Share-Based Awards (\$) ⁽¹⁾	Option-Based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$) ⁽³⁾	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Reginald J. Greenslade	20,000	47,917	-	-	-	10,000 ⁽⁴⁾	77,917
Grant W. Greenslade	20,000	47,917	-	-	-	15,000 ⁽⁴⁾⁽⁵⁾	82,917
Michael J. Stark	20,000	47,917	-	-	-	10,000 ⁽⁴⁾	77,917
Donald Archibald	20,000	47,917	-	-	-	10,000 ⁽⁴⁾	77,917
Thomas Budd ⁽⁶⁾	20,000	47,917	-	-	-	-	57,917

Notes:

- (1) The compensation reported under share-based awards is the value of RSUs. The value of RSUs is based on the number of RSUs granted multiplied by the closing price per common share on the TSX on the trading day of the grant. This methodology for calculating the fair value of the RSUs on the grant date is consistent with the initial fair value determined in accordance with IFRS 2.
- (2) The amounts disclosed herein for the option based awards are calculated based on the fair value of the options granted during the year based on their fair value of each grant as at the grant date using the Black-Scholes model using the following assumptions on the grant date: the grant price, risk free interest rate and the volatility of the Common Shares up to the grant date. The information is disclosed in the audited financial statements of the Corporation as at December 31, 2016. The Corporation chose this methodology because it is recognized as the most common methodology used for valuing options and value comparisons.
- (3) The Corporation currently has no non-equity incentive plans, nor did the Corporation have such incentive plans during the year ended December 31, 2016.
- (4) Spartan has an employee share ownership plan (“**ESOP**”) pursuant to which the Corporation’s directors may contribute up to \$2,500 per fiscal quarter to the ESOP, with Spartan matching the contribution on a 100% basis. Through an appointed independent firm, the Corporation uses the contributions to acquire Common Shares on behalf of the directors through open market purchases at the current market price on the TSX.
- (5) Includes fees paid to Mr. Greenslade’s consulting business for services provided to the Corporation in 2016.
- (6) Mr. Budd is not standing for re-election to the Board at the Meeting.

Outstanding Option-Based and Share-Based Awards

The following table sets forth all option-based and share-based awards outstanding at the end of the most recent fiscal year ended December 31, 2016, for the directors of the Corporation other than directors who are also Named Executive Officers:

Name	Option-Based Awards				Share-Based Awards		
	Number of Common Shares Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options ⁽¹⁾ (\$)	Number of RSUs that have not Vested (#)	Market or Payout Value RSUs that have not Vested ⁽²⁾ (\$)	Market or Payout Value of Vested RSUs not Paid Out or Distributed (\$)
Reginald J. Greenslade	125,000 42,000	2.40 2.69	December 18, 2018 March 20, 2020	116,250 26,880	13,889	46,250	-
Grant W. Greenslade	200,000 67,000	2.40 2.69	December 18, 2018 March 20, 2020	232,500 53,120	13,889	46,250	-
Michael J. Stark	125,000 42,000	2.40 2.69	December 18, 2018 March 20, 2020	116,250 26,880	13,889	46,250	-
Donald Archibald	125,000 42,000	2.40 2.69	December 18, 2018 March 20, 2020	116,250 26,880	13,889	46,250	-
Thomas Budd ⁽³⁾	125,000 42,000	3.21 2.69	April 1, 2019 March 20, 2020	15,000 26,880	13,889	46,250	-

Notes:

- (1) Calculated based on the difference between the exercise price of the options and the closing price of the Common Shares on the TSX on December 30, 2016, being \$3.33.
- (2) The value of the unvested RSUs as at December 31, 2016 has been determined based on the closing price of the Common Shares on the TSX on December 30, 2016, being \$3.33.
- (3) Mr. Budd is not standing for re-election to the Board at the Meeting.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth information in respect of the value vested or earned during the Corporation's fiscal year ended December 31, 2016, in respect of option-based and share-based awards for the directors of the Corporation, other than directors who are also Named Executive Officers:

Name	Option-Based Awards - Value Vested During the Year ⁽¹⁾ (\$)	Share-Based Awards - Value Vested During the Year ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation - Value Earned During the Year ⁽³⁾ (\$)
Reginald J. Greenslade	36,667	-	-
Grant W. Greenslade	73,333	-	-
Michael J. Stark	36,667	-	-
Donald Archibald	36,667	-	-
Thomas Budd ⁽⁴⁾	-	-	-

Notes:

- (1) Represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting date based on the difference between the closing market price of the Common Shares on the date immediately preceding the vesting date and the exercise price of the options held.
- (2) No RSUs were granted to non-executive directors of the Corporation vested during the year ended December 31, 2016.
- (3) The Corporation currently has no non-equity incentive plans, nor did the Corporation have such incentive plans during the year ended December 31, 2016.
- (4) Mr. Budd is not standing for re-election to the Board at the Meeting.

Director Equity Ownership Requirements

On February 13, 2017, the Board of Directors adopted a director equity ownership policy (the "**Equity Ownership Policy**"). Pursuant to the Equity Ownership Policy, each director is required to meet and maintain ownership of a minimum amount of equity in the Corporation having an aggregate value at least equal to three times the amount of the annual retainer paid to such director. The value of Common Shares will be determined by the greater of the cost and market value of such Common Shares. Any RSUs held by directors will not be counted in the calculation of equity ownership. The directors have until February 2018 to meet the ownership requirements. As of the date hereof, each director (other than Thomas Budd, who is not standing for re-election at the Meeting) is in compliance with the Equity Ownership Policy.

Directors' and Officers' Liability Insurance

The Corporation carries directors' and officers' liability insurance for its directors and officers.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information with respect to compensation plans under which equity securities are authorized for issuance as at December 31, 2016, aggregated for all compensation plans previously approved by the Shareholders and all compensation plans not previously approved by the Shareholders:

Plan Category	Number of Securities previously Issued Upon Exercise of Options, RSUs, Warrants and Rights	Number of Securities to be Issued Upon Exercise of Outstanding Options, RSUs, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, RSUs, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved by Securityholders	1,052,019	12,228,881	2.95 ⁽¹⁾	40,351,418 ⁽²⁾
Equity Compensation Plans Not Approved by Securityholders	Nil	Nil	N/A	N/A
Total	1,052,019	12,228,881	\$2.95	40,351,411

Notes:

- (1) The RSUs do not have an exercise price or conversion price.
- (2) As at December 31, 2016, a total of 52,580,292 Common Shares were available for issuance under the Stock Option Plan and the RSU Plan, representing 10% of the issued and outstanding Common Shares as of December 31, 2016. On May 15, 2017, the Board amended the Stock Option Plan to reduce aggregate number of Common Shares that may be issued pursuant to the exercise of options awarded under the Stock Option Plan and all other share compensation arrangements of the Corporation (including RSUs awarded under the RSU Plan) to 5% of the Common Shares outstanding from time to time. As at May 15, 2017, after giving effect to the amendments to the Stock Option Plan, a total of 12,512,813 Common Shares remained available for future issuance under the Stock Option Plan and the RSU Plan. The Corporation currently has no other equity compensation plans which have been approved by the Shareholders.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No director or executive officer of the Corporation, nor any of their associates or affiliates, nor any employee of the Corporation is or has been indebted to the Corporation since the beginning of the most recently completed fiscal year of the Corporation, nor is, or at any time since the beginning of the most recently completed fiscal year of the Corporation has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Sanjib Gill, the Corporate Secretary of the Corporation, is a partner of the national law firm McCarthy Tétrault LLP, which law firm rendered legal services to the Corporation.

Other than as set out above, there are no material interests, direct or indirect, of directors, executive officers of the Corporation or any person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares or any known associate or affiliate of such persons, in any transaction since the commencement of the Corporation's most recently completed financial year.

INTERESTS OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed in this Information Circular, management of the Corporation is not aware of any material interest of any director or nominee for director or senior officer or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors.

CORPORATE GOVERNANCE PRACTICES

In accordance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”), issuers are to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. The Corporation is also subject to NI 52-110, which has been adopted in each of the Canadian provinces and territories and which prescribes certain requirements in relation to audit committees.

The Board is responsible for the governance of the Corporation. The Board and the Corporation's management consider good corporate governance to be central to the effective and efficient operation of the Corporation. Below is a discussion of the Corporation's approach to corporate governance.

Corporate Governance Committee

The Board has established a Corporate Governance Committee. The members of the Corporate Governance Committee are Michael Stark, Reginald J. Greenslade, Grant W. Greenslade and Donald Archibald. The Corporation's Corporate Governance Committee is responsible for proposing new director nominees to the Board and for assessing current directors on an ongoing basis. The Committee is also responsible for the Corporation's response to and implementation of the guidelines set forth from time to time by any applicable regulatory authorities. The Corporate Governance Committee is comprised entirely of independent members of the Board and is required to convene at least annually.

Independence of Members of Board

The Board currently consists of six directors, five of whom are independent based upon the tests for independence set forth in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”). Messrs. R. Greenslade, G. Greenslade, M. Stark, D. Archibald and T. Budd are independent. Mr. McHardy is not independent by virtue of serving as President and Chief Executive Officer of the Corporation. Mr. Budd is not standing for re-election to the Board at the Meeting.

Board and Committee Meeting Attendance

The following is a summary of attendance of the directors at meetings of the Board and its committees during the year ended December 31, 2016.

Director	Board	Audit	Reserves and Environment	Compensation	Corporate Governance
Richard F. McHardy	5/5	-	-	-	-
Reginald J. Greenslade	5/5	-	1/1	1/1	1/1
Grant W. Greenslade	5/5	-	1/1	1/1	1/1

<u>Director</u>	<u>Board</u>	<u>Audit</u>	<u>Reserves and Environment</u>	<u>Compensation</u>	<u>Corporate Governance</u>
Michael J. Stark	5/5	4/4	-	1/1	1/1
Donald Archibald	5/5	4/4	-	1/1	1/1
Thomas Budd ⁽¹⁾	3/5	3/4	-	-	-

Notes:

(1) Mr. Budd is not standing for re-election to the Board at the Meeting.

Board Oversight and Chairman

The Board exercises its independent supervision over the Corporation's management through a combination of formal meetings of the Board as well as informal discussions amongst the Board members. The independent directors can also hold scheduled meetings at which non-independent directors and members of management are not in attendance. Where matters arise at Board meetings which require decision making and evaluation that is independent of management and interested directors, the meeting breaks into an *in camera* session among the independent and disinterested directors.

The Chairman of the Board is Michael J. Stark, an independent director. The role of the Chairman of the Board is to enhance the Board's effectiveness by ensuring that the responsibilities of the Board are understood by the Board members and management, and ensuring the Board has adequate resources to support its decision-making requirements. The Chairman ensures there is a process in place for monitoring legislation and best practices, and to assess the effectiveness of the Board, the Board committees and individual directors on a regular basis. The Chairman also prepares agendas for Board meetings, consults with the Board on the effectiveness of Board committees, ensures that the independent directors have adequate opportunities to meet and discuss issues without management present, chairs meetings of the Board and communicates to other members of management as appropriate the results of private discussions among independent directors. The Chairman presides at meetings of the Board, provides leadership to the Board, assists the Board in reviewing and monitoring the strategy, goals, objectives and policies of the Corporation and conducts quarterly meetings where the Board meets to review and discuss operational and financial information presented to the Board by management.

Participation of Directors in Other Reporting Issuers

The participation of the directors in other reporting issuers is described in the table below:

<u>Name of Director</u>	<u>Name of Other Reporting Issuer</u>
Richard F. McHardy	None
Reginald J. Greenslade	None
Grant W. Greenslade	None
Michael J. Stark	None
Donald Archibald	Cequence Energy Ltd. Chinook Energy Inc.
Thomas Budd	Toscana Energy Income Corporation

Board Mandate

The Board has adopted a written mandate, attached hereto as Schedule “B”, that summarizes, among other things, the Board’s duties and responsibilities. The Board is responsible for the overall stewardship of the Corporation and dealing with issues which are pivotal to determining the Corporation’s strategy and direction. The Board has directly, and through the appointment of certain committees, put in place an effective system for monitoring the implementation of corporate strategies. The Board is not involved in the day to day operations of the Corporation, as these operations are conducted by the Corporation’s management. The Board meets regularly to consider and approve the strategic objectives of the Corporation and management plans designed to accomplish those objectives. Where appropriate, key management personnel and professional advisors are invited to attend Board meetings to speak to these issues. The Board also meets as necessary to consider specific developments and opportunities as they arise, including asset acquisitions and dispositions and financing proposals. The Board approves, among other things, all issuances of securities of the Corporation, the appointment of officers, the entering into of lines of credit or other significant borrowing activities and all significant transactions. The Board considers, but has no formal policies, concerning management development and succession, risk management and communications.

Essential to strategic planning is assessing and understanding business risks and related control systems. The Board helps set limits with respect to business risks, to the extent they can be managed, and approves strategies for minimizing risks. Implementations of these strategies are then monitored by the Board. The Board, through the Audit Committee, requires management of the Corporation to put into place systems to address financial risks and to periodically report to the Board on these systems and risks.

Management has implemented procedures to provide reasonable assurance of effective communication with the Corporation’s shareholders and the public. The Corporation’s management is responsible for the issuance of press releases and communications with the financial community. The Board reviews and approves all principal continuous disclosure documents, the release of interim and annual financial statements, the annual information form, prospectuses and information circulars.

The Corporate Governance Committee is responsible for monitoring the governance systems of the Corporation with a view to ongoing improvements, reviewing the composition of the Board and developing criteria for new Board appointments. The Corporate Governance Committee also acts as a nominating committee for new directors, oversees and approves the Corporation’s compensation plans and evaluates the overall Board effectiveness.

Position Descriptions

The Board has developed written position descriptions for the Chairman of the Board and the Chief Executive Officer of the Corporation, but has not developed a written position description for the Chairman of the Audit Committee.

The Chair of the Board presides at meetings of the Board and the shareholders of the Corporation, provides leadership to the Board and assists the Board in reviewing and monitoring the strategy, goals, objectives and policies of the Corporation, schedules meetings of the Board and organizes and presents agendas for regular or special Board meetings and communicates with the Board to keep it current on all material developments. The Chair of each committee of the Board schedules meetings of such committee and organizes and presents agendas for such meetings.

The Board, in conjunction with management, sets the Corporation’s annual objectives which become the objectives against which the Chief Executive Officer’s performance is measured. The Board has plenary

power; any responsibility which is not delegated to management or a Board committee remains with the Board.

Orientation and Continuing Education

While the Corporation does not have a formal orientation and training program, new members of the Board are provided with:

- (a) a copy of the policies and mandates of the Board and its committees and copies of the Corporation's corporate governance policies, which provides information respecting the functioning of the Board;
- (b) access to recent, publicly filed documents of the Corporation;
- (c) access to management; and
- (d) access to legal counsel in the event of any questions relating to the Corporation's compliance and other obligations.

Members of the Board are encouraged to communicate with management, legal counsel and, where applicable, auditors and technical consultants of the Corporation; 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 Corporation's operations. Board members have full access to the Corporation's records.

Ethical Business Conduct

In establishing its corporate governance practices, the Board has been guided by applicable Canadian securities legislation and the guidelines of the TSX for effective corporate governance, including NP 58-201. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interests of its Shareholders, but that it also promotes effective decision making at the Board level.

Additionally, in order to encourage and promote a culture of ethical business conduct, the Board has adopted a Code of Business Conduct and Ethics (the "**Code**") wherein directors, officers and employees of the Corporation and others are provided with a mechanism by which they can raise complaints regarding financial and regulatory reporting, internal accounting controls, auditing or health, safety and environmental matters or any other matters and raise concerns about any violations of the Code in a confidential and, if deemed necessary, anonymous process. Interested Shareholders may obtain a copy of the Code upon request by contacting the Corporation at Suite 500, 850 - 2nd Street S.W., Calgary, Alberta, T2P 0R8.

The Board has instructed its management and employees to abide by the Code and to bring any breaches of the Code to the attention of the Corporate Governance Committee. Compliance with the Code is monitored primarily through the reporting process within the Corporation's organizational structure.

It is a requirement of applicable corporate law that directors who have an interest in a transaction or agreement with the Corporation promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and abstain from discussions and voting in respect to same if the interest is material. The Code imposes a similar disclosure requirement on all non-director representatives of the Corporation and requires such persons to report such conflict to the executive officer to whom that person reports in the course of his employment responsibilities, or, in the case of a senior

executive officer, to the Corporate Governance Committee and fully inform such person or the committee, as applicable, of the facts and circumstances related to the conflict or potential conflict. The representative is prohibited from taking any further action in respect of the matter or transaction giving rise to such conflict or potential conflict unless and until he is authorized to do so by his reporting officer, or the Corporate Governance Committee.

Nomination of Directors

The Corporate Governance Committee has responsibility for identifying potential Board candidates. The Corporate Governance Committee assesses potential Board candidates to fill 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 are consulted for possible candidates. The Board has adopted a written charter setting forth the responsibilities, powers and operations of the Corporate Governance Committee, which include considering what competencies and skills the Board, as a whole, should possess, the appropriate size of the Board in order to facilitate effective decision making and assessing the same on a periodic basis, making recommendations to the Board with respect to filling vacancies, evaluating the performance of individual directors and making recommendations as to their further nomination, reviewing proposed shareholder nominees and making recommendations to the Board regarding resignations of directors. The Corporate Governance Committee has the power to retain outside advisors as it considers necessary for the proper functioning of the committee, at the Corporation's expense. The Corporate Governance Committee meets at least once annually and otherwise as requested by the Board or considered desirable by the Chair of the Corporate Governance Committee.

Compensation Committee

The members of the Compensation Committee are independent and have the responsibility for determining compensation for the directors and senior management. See "*Executive Compensation*" above.

The members of the Compensation Committee are Reginald J. Greenslade, Grant W. Greenslade, Michael J. Stark and Donald Archibald. The Corporation's Compensation Committee reviews and makes recommendations to the Board concerning the compensation of the Corporation's directors, officers and employees, which includes the review of the Corporation's executive compensation and other human resource philosophies and policies, the review and administration of the Corporation's bonuses, stock options and any share purchase plan, the review of and recommendations regarding the performance of the Chief Executive Officer of the Corporation and preparing and submitting a report for inclusion in annual continuous disclosure documents as required. All members of the Compensation Committee have previously served on compensation committees of other companies and have experience in this role.

The Board has adopted a written charter that sets forth the responsibilities, powers and operations of the Compensation Committee, which include: (i) reviewing the adequacy and form of any compensation program for executive officers; (ii) reviewing the adequacy and form of non-employee directors' compensation; (iii) reviewing and creating a position description for the Chief Executive Officer; (iv) evaluating the Chief Executive Officer's performance in light of corporate goals and objectives; and (v) making recommendations to the Board with respect to the Chief Executive Officer's compensation. The Compensation Committee has the power to retain independent legal, accounting or other relevant advisors as it may deem necessary or appropriate to allow it to discharge its responsibilities, at the expense of the Corporation. The Compensation Committee meets at least once annually and otherwise as requested by the Board or considered desirable by the Chair of the committee.

Audit Committee

Please see the discussion under “*Audit Committee*”.

Reserves and Environment Committee

The current members of the Reserves and Environment Committee are Reginald J. Greenslade, Grant W. Greenslade and Thomas Budd. Reginald Greenslade is the Chairman of the Reserves and Environment Committee. Mr. Budd is not standing for re-election to the Board at the Meeting. Michael Stark will join the Reserves and Environment Committee following the Meeting. The Reserves and Environment Committee’s responsibilities include, but are not limited to: (i) reviewing management’s recommendations for the appointment of independent engineers; (ii) reviewing the independent engineering reports and considering the principal assumptions upon which such reports are based; (iii) reviewing management’s input into the independent engineering report and key assumptions used; (iv) reviewing the reserve additions and reserve revisions which occur from one report to the next and seeking the independent engineer’s input and management’s input with respect to why these revisions have occurred; (v) reviewing the information supplied to the independent engineers with respect to the constant price case, operating costs, royalty burdens, required capital expenditures, recovery rates, decline rates and other matters; (vi) annually reviewing the appropriateness of, and updating, the Corporation’s environmental policies, management systems and programs and reporting to the Board thereon; (vii) ensuring that the Corporation has the necessary tools to measure its business units’ environmental performance and compliance with applicable regulatory standards; (viii) reviewing the environmental performance and, whenever relevant, any non-compliance situation of the Corporation’s business units, to recommend the required corrective measures; (ix) ensuring that environmental risk management procedures and emergency response measures are in place and are periodically updated and distributed within the Corporation; (x) assessing the environmental risks and emergency situations brought to its attention to recommend the required corrective measures; (xi) immediately communicating any incident giving rise to significant environmental risks to the Board; (xii) recommending to the Board that the Corporation exercise due diligence with respect to non-compliance situations, environmental risks or emergency situations brought to its attention; (xiii) reviewing and reporting to the Board on all legal notices or civil, penal and/or criminal prosecutions brought to its attention; (xiv) recommending to the Board measures, including necessary investments, taking into account available technologies and economic and financial restraints, to ensure compliance with regulatory standards and the Corporation’s environmental policies and programs; (xv) analyzing all environmental matters brought to its attention and deemed relevant or that the Board specifically asks the Committee to review; and (xvi) reporting to the Board on the Corporation’s environmental policies, programs and situation and make appropriate recommendations.

Assessments

The Board is responsible to assess, on an ongoing basis, its overall performance and that of its committees. The objective of this review is to contribute to a process of continuous improvement in the Board’s execution of its responsibilities. The review will identify any areas where the directors of the Corporation or management believe that the Board could make a better collective contribution to overseeing the affairs of the Corporation. The Board is also responsible for regularly assessing the effectiveness and contribution of each director, having regard to the competencies and skills each director is expected to bring to the Board.

Director Term Limits

The Corporation has not adopted term limits for the directors on the Board or other mechanisms of board renewal. The Corporation does not impose term limits on its directors as it takes the view that term limits

are an arbitrary mechanism for removing directors which can result in valuable, experienced directors being forced to leave the Board solely because of length of service. Instead, the Corporation believes that directors should be assessed based on their ability to continue to make a meaningful contribution. The Board's priorities continue to be ensuring the appropriate skill sets are present amongst the Board to optimize the benefit to the Corporation. The Corporation believes that annual elections by the Shareholders are a more meaningful way to evaluate the performance of directors and to make determinations about whether a director should be removed due to under-performance.

Policies Regarding Gender Diversity

While the Board recognizes the potential benefits from new perspectives which could manifest through increased gender diversity within its ranks, the Board has not formally adopted a written board diversity policy and has not set a target regarding the number or percentage of female members that it wishes to include on the Board. The selection of candidates for appointment to the Board will continue to be based on the skills, knowledge, experience and character of individual candidates and the requirements of the Board at the time, with achieving an appropriate level of diversity on the Board being one of the criteria that the Corporate Governance Committee considers when evaluating the composition of the Board.

When considering candidates for senior management positions, the Corporation focuses on attracting and retaining experienced and highly skilled individuals that can add value to its business. While the Corporation considers the level of representation of women in executive officer positions when making executive officer appointments, the Board does not believe that a formal policy will necessarily result in the identification or selection of the best candidates. The Corporation considers all candidates based on their merit and qualifications relevant to the specific role.

The Corporation does not currently have any targets, rules or formal policies that specifically require the identification, consideration, nomination or appointment of female board nominees or candidates for executive management positions or that would otherwise force the composition of the Board or the Corporation's executive management team. The Board does not believe it is in the Corporation's best interests to implement such targets at this time.

There are presently no women on the Board and no women serving in executive officer positions.

AUDIT COMMITTEE

The purpose of the Corporation's Audit Committee is to provide assistance to the Board in fulfilling its legal fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Corporation. It is the objective of the Audit Committee to maintain free and open means of communications among the Board, the independent auditors and the financial and senior management of the Corporation.

In connection with Audit Committee disclosure required under NI 52-110, please see "Audit Committee" in the Corporation's Annual Information Form filed on SEDAR at www.sedar.com.

ADDITIONAL INFORMATION

Financial information of the Corporation is provided in the Corporation's financial statements and management's discussion and analysis for its most recently completed financial year. A copy of these documents may be obtained by contacting the Corporation's Chief Financial Officer at Suite 500, 850 - 2nd Street S.W., Calgary, Alberta, T2P 0R8.

Copies of these documents as well as additional information relating to the Corporation contained in documents filed by the Corporation with the Canadian securities regulatory authorities may also be accessed through the SEDAR website at www.sedar.com.

SCHEDULE "A"

AMENDED AND RESTATED STOCK OPTION PLAN

SPARTAN ENERGY CORP.

1. PURPOSE OF THE PLAN

1.1 The purpose of the Plan is to provide certain directors, officers and key employees and consultants of the Corporation or a Subsidiary with an opportunity to purchase Shares and to benefit from the appreciation thereof. This will provide an increased incentive for these directors, officers, key employees and consultants to contribute to the future success and prosperity of the Corporation, thus enhancing the value of the Shares for the benefit of all the shareholders and increasing the ability of the Corporation to attract and retain individuals of exceptional skill.

2. DEFINED TERMS

2.1 Where used herein, the following terms shall have the following meanings, respectively:

- (a) **"Blackout Period"** means the period of time when, pursuant to any policies of the Corporation, any securities of the Corporation may not be traded by certain persons as designated by the Corporation, including any holder of an Option;
- (b) **"Board"** means the board of directors of the Corporation;
- (c) **"Change of Control"** means any of the following:
 - (i) the purchase or acquisition of any Voting Shares or Convertible Securities by a Holder which results in the Holder beneficially owning, or exercising control or direction over, Voting Shares or Convertible Securities such that, assuming only the conversion of Convertible Securities beneficially owned or over which control or direction is exercised by the Holder, the Holder would beneficially own, or exercise control or direction over, Voting Shares carrying the right to cast more than 50% of the votes attaching to all Voting Shares, but excluding any issue or sale of Voting Shares of the Corporation to an investment dealer or group of investment dealers as underwriters or agents for distribution to the public either by way of prospectus or private placement; or
 - (ii) the Corporation completes an amalgamation, arrangement, merger or other consolidation or combination of the Corporation with another corporation which requires approval of the shareholders of the Corporation pursuant to its statute of incorporation and pursuant to which the shareholders of the Corporation immediately thereafter do not own shares of the successor or continuing corporation, which would entitle them to cast more than 50% of the votes attaching to all shares in the capital of the successor or continuing corporation, which may be cast to elect directors of that corporation; or
 - (iii) the election at a meeting of the Corporation's shareholders of that number of persons which would represent a majority of the Board, as directors of the Corporation who are not included in the slate for election as directors proposed to the Corporation's shareholders by the Corporation; or

- (iv) the liquidation, dissolution or winding-up of the Corporation; or
 - (v) the sale, lease or other disposition of all or substantially all of the assets of the Corporation; or
 - (vi) the completion of any transaction or the first of a series of transactions which would have the same or similar effect as any transaction or series of transactions referred to in subsections (i), (ii), (iii), (iv) and (v) referred to above; or
 - (vii) a determination by the Board that there has been a change, whether by way of a change in the holding of the Voting Shares of the Corporation, in the ownership of the Corporation's assets or by any other means, as a result of which any person or group of persons acting jointly or in concert is in a position to exercise effective control of the Corporation;
- (d) **"Convertible Securities"** means any securities convertible or exchangeable into Voting Shares or carrying the right or obligation to acquire Voting Shares;
- (e) **"Corporation"** means Spartan Energy Corp., and includes any successor corporation thereof;
- (f) **"Disinterested Shareholder Approval"** means approval by a majority of the votes cast by all shareholders of the Corporation at a meeting of shareholders of the Corporation, excluding votes attaching to Shares beneficially owned by: (i) Insiders to whom Options may be granted under this Plan; and (ii) Associates (as defined in the policies of the Exchange, as applicable) of persons referred to in (i);
- (g) **"Exchange"** means the TSX and any successor thereof or, if the Shares are not then listed and posted for trading on the facilities of the TSX, on such stock exchange in Canada on which such shares are listed and posted for trading as may be selected for such purpose by the Board;
- (h) **"Exercise Price"** means the price per share at which Shares may be purchased under the Option, as the same may be adjusted in accordance with Articles 4 and 6 hereof;
- (i) **"Holder"** means a person, a group of persons or persons acting jointly or in concert or persons associated or affiliated, within the meaning of the *Business Corporations Act* (Alberta), with any such person, group of persons or any of such persons acting jointly or in concert;
- (j) **"Insider"** means an insider as defined in subsection 1(aa) of the *Securities Act* (Alberta) and includes an associate, as defined in subsection 1(c) of the *Securities Act* (Alberta), as such provisions are from time to time amended, varied or re enacted, of any insider;
- (k) **"Investor Relations Activities"** means any activities, by or on behalf of the Corporation or a shareholder of the Corporation, that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, but does not include:
- (i) the dissemination of information provided, or records prepared, in the ordinary course of business of the Corporation;

- (A) to promote the sale of products or services of the Corporation; or
 - (B) to raise public awareness of the Corporation;
- that cannot reasonably be considered to promote the purchase or sale of securities of the Corporation;
- (ii) activities or communications necessary to comply with the requirements of:
 - (A) applicable securities laws; or
 - (B) the Exchange; or
 - (C) the by-laws, rules or other regulatory instruments of any other self regulatory body or exchange having jurisdiction over the Corporation;
 - (iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
 - (A) the communication is only through the newspaper, magazine or publication; and
 - (B) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
 - (iv) activities or communications that may be otherwise specified by the Exchange;
- (l) **"ITA"** means the Income Tax Act, R.S.C. 1985, c. 1 (5th Supp.), as amended, including the regulations promulgated thereunder;
 - (m) **"Market Price"** per Share means the VWAP on the TSX for the five trading days immediately preceding the relevant date (or, if the Shares are not then listed and posted for trading on the TSX, such price as required by such stock exchange on which such Shares are listed and posted for trading as may be selected for such purpose by the Board). In the event the Shares are not listed and posted for trading on any stock exchange in Canada, the Market Price shall be determined by the Board in its sole discretion, acting reasonably;
 - (n) **"Option"** means an option to purchase Shares granted by the Board to certain directors, officers, key employees or consultants of the Corporation or a Subsidiary, subject to the provisions contained herein;
 - (o) **"Option Agreement"** means the agreement between the Corporation and a Participant providing for, among other things, the number of shares subject to option, the Exercise Price, the vesting dates and the expiry date, in accordance with the plan;
 - (p) **"Participants"** means certain directors, officers, *bona fide* employees or *bona fide* consultants of the Corporation or a Subsidiary to whom Options are granted and which Options or a portion thereof remain unexercised;
 - (q) **"Plan"** means this stock option plan of the Corporation, as the same may be amended or varied from time to time;

- (r) “**RSU**” means a unit equivalent in value to a Share, credited by means of a bookkeeping entry on the books of the Corporation pursuant to the RSU Plan;
- (s) “**RSU Plan**” means the restricted share unit plan of the Corporation, as the same may be amended or varied from time to time;
- (t) “**Shares**” means the common shares in the capital of the Corporation or, in the event of an adjustment contemplated by Article 6 hereof, such other Shares to which a Participant may be entitled upon the exercise of an Option as a result of such adjustment;
- (u) “**Subsidiary**” has the meaning ascribed thereto in the *Securities Act* (Alberta) as from time to time amended, supplemented or re-enacted;
- (v) “**Take-over Proposal**” means (i) any proposal or offer by a third person, whether or not subject to a due diligence condition and whether or not in writing, to acquire in any manner, directly or indirectly, beneficial ownership of or control or direction over more than 50% of the Corporation’s outstanding Voting Shares whether by way of arrangement, amalgamation, merger, consolidation or other business combination, including any single or multi-step transaction or series of related transactions that is structured to permit such third person to acquire in any manner, directly or indirectly, more than 50% of its outstanding Voting Shares; or (ii) any proposal, offer or agreement for a merger, consolidation, amalgamation, arrangement, recapitalization, liquidation, dissolution, reorganization into a royalty trust or income fund or similar transaction or other business combination involving the Corporation;
- (w) “**TSX**” means the Toronto Stock Exchange;
- (x) “**Voting Shares**” means any securities of the Corporation ordinarily carrying the right to vote at elections of directors; and
- (y) “**VWAP**” means the volume weighted average trading price of the Shares, calculated by dividing the total value by the total volume of Shares traded for the relevant period.

3. ADMINISTRATION OF THE PLAN

3.1 The Plan shall be administered by the Board. The Corporation shall effect the grant of Options under the Plan, in accordance with determinations made by the Board pursuant to the provisions of the plan as to:

- (a) the directors, officers, key employees and consultants of the Corporation and, if applicable, any Subsidiaries to whom Options will be granted; and
- (b) the number of Shares which shall be the subject of each Option;

by the execution and delivery of instruments in writing in the form approved by the Board.

3.2 The Board may, from time to time, adopt such rules and regulations for administering the Plan as it may deem proper and in the best interests of the Corporation and may, subject to applicable law, delegate its powers hereunder to administer the Plan to a committee of the Board.

4. GRANTING OF OPTIONS

4.1 The Board from time to time shall grant Options to certain directors, officers, key employees and consultants of the Corporation or a Subsidiary. The grant of Options will be subject to the conditions contained herein and may be subject to additional conditions determined by the Board from time to time.

4.2 The aggregate number of Shares that may be issued pursuant to the exercise of Options awarded under the Plan and all other share compensation arrangements of the Corporation (including RSUs awarded under the RSU Plan) is 5% of the Shares outstanding from time to time, subject to the following limitations:

- (a) the aggregate number of Shares issued to Insiders under the Plan, together with all other share compensation arrangements of the Corporation, within a 12-month period, must not exceed 5% of the outstanding issue of Shares (on a non-diluted basis); and
- (b) the aggregate number of Shares issuable to Insiders under the Plan, together with all other share compensation arrangements of the Corporation, must not exceed 5% of the outstanding issue of Shares.

The Shares in respect of which Options are not exercised shall be available for subsequent Options. The “reloading” of Options is permitted under the Plan. This prescribed maximum may be subsequently increased to any other specified amount, provided the change is authorized by a vote of the shareholders of the Corporation and approved by the Exchange, if applicable. If any Options granted under this Plan shall expire, terminate or be cancelled for any reason without having been exercised in full, any unpurchased Shares to which such Options relate shall be available for the purposes of the granting of further Options under this Plan. No fractional shares may be purchased or issued hereunder.

4.3 Subject to the policies of the Exchange, as applicable, the Exercise Price of any Option shall be fixed by the Board when such Option is granted, provided that such price shall not be less than the Market Price.

The Exercise Price is intended to be the fair market value of the Shares at the date of grant and, subject to the approval of the Board, the Exchange and the shareholders of the Corporation (where required), the Exercise Price may be adjusted if necessary to achieve that result. Disinterested Shareholder Approval will be required for the reduction of the Exercise Price of the Options.

4.4 The term of Options granted shall be determined by the Board in its discretion, to a maximum of five years from the date of the grant of the Option. The vesting period or periods within this period during which an Option or a portion thereof may be exercised by a Participant shall be determined by the Board. In the absence of any determination by the Board as to vesting, vesting shall be as to one-third on each of the first, second and third anniversaries of the date of grant. Further, the Board may, in its sole discretion at any time or in the Option agreement in respect of any Options granted, accelerate or provide for the acceleration of, vesting of Options previously granted. In the case of options granted on February 29th of any year, the “anniversary date” shall be deemed to be February 28th of each of the subsequent years.

4.5 If the normal expiry date of any Option (the “**Restricted Options**”) falls within any Blackout Period or within 10 Business Days (being a day other than a Saturday, Sunday or other than a day when banks in Calgary, Alberta are not generally open for business) following the end of

any Blackout Period, then the expiry date of such Restricted Options shall, without any further action, be extended to the date that is 10 Business Days following the end such Blackout Period. The foregoing extension applies to all Options whatever the date of grant and shall not be considered an extension of the term of the Options as referred to in Section 10 hereof.

5. EXERCISE OF OPTION

5.1 Subject to the Plan, an optionee (or his or her legal personal representative) may exercise an Option from time to time by the delivery to the Corporation, at its head office in Calgary, Alberta, of a written notice of exercise ("**Exercise Notice**") specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full in cash of the purchase price of the Shares then being purchased. Upon exercise of the Option, the Corporation will cause to be delivered to the optionee a certificate or certificates, representing such Shares in the name of the optionee or the optionee's legal personal representative or otherwise as the optionee may or they may in writing direct. Unless otherwise authorized by the Board and permitted by the Exchange, no financial assistance shall be provided by the Corporation to any optionee to facilitate the exercise of Options granted pursuant to the Plan.

5.2 In order to fulfill the Corporation's obligations under the ITA in respect of withholding and remittance on account of tax payable by Participants on the exercise of Options under Section 5.1, the Corporation shall advise each Participant, on receiving such Participant's notice of intention to exercise, the amount of such remittance (the "**Remittance Amount**") required under subsection 153(1) of the ITA. The Participant shall pay to the Corporation, as an additional amount on the exercise of their Options, the Remittance Amount; upon receipt of this amount, the Corporation shall issue to the Participant the Common Shares for which the Option was exercised.

5.3 Should a Participant not pay the Remittance Amount at the time of exercise of their Options, the Corporation shall retain and sell on behalf of the Participant such number of Common Shares having a value equal to the Remittance Amount (and any reasonable costs of disposing of such shares) on the Exchange to satisfy the Remittance Amount.

5.4 Notwithstanding anything else contained herein, each Participant shall be responsible for the payment of all applicable taxes, including, but not limited to, income taxes payable in connection with the exercise of any Options under this Plan and the Corporation, its directors, officers, employees and agents shall bear no liability in connection with the payment of such taxes.

6. ADJUSTMENTS IN SHARES

6.1 Appropriate adjustments in the number of Shares subject to the Plan and, as regards Options granted or to be granted, in the number of Shares optioned and in the Exercise Price, shall be made by the Board to give effect to adjustments in the number of Shares resulting from subdivisions, consolidations or reclassifications of the Shares, the payment of distributions or dividends by the Corporation (other than dividends in the ordinary course) or other relevant changes in the authorized or issued capital of the Corporation, which changes occur subsequent to the approval of the Plan by the Board.

6.2 Options granted to Participants hereunder are non-assignable and non-transferable, except in the case of the death of a Participant (which is provided for in Section 8), and are exercisable only by the Participant to whom the Option has been granted.

7. DECISIONS OF THE BOARD

7.1 All decisions and interpretations of the Board respecting the Plan or Options granted thereunder shall be conclusive and binding on the Corporation and the Participants and their respective legal personal representatives and on all directors, officers, employees and consultants eligible under the provisions of the Plan to participate therein.

8. TERMINATION OF EMPLOYMENT/DEATH

8.1 Unless otherwise provided in the agreement evidencing the grant of Options, Options shall terminate at the earlier of (the "**Termination Date**"): (i) the close of business 30 days after the optionee ceasing (other than by reason of death but including termination with or without cause) to be at least one of an officer, director, employee (in active employment carrying out regular and normal duties), or consultant of the Corporation or a Subsidiary of the Corporation, as the case may be; (ii) the close of business 30 days after the optionee has been provided with written notice of dismissal related to (i) above; and (iii) the expiry date of the Option, provided that the number of Shares that the optionee shall be entitled to purchase until the Termination Date shall be the number of Shares which the optionee was entitled to purchase on the date the optionee ceased to be an officer, director, employee (in active employment carrying out regular and normal duties), or consultant of the Corporation, as the case may be.

8.2 If before the expiry of an Option in accordance with the terms thereof a Participant ceases to be an employee, officer, director or consultant by reason of the death of the Participant, any unvested portion of such Option shall immediately vest. In addition, such Option may, subject to the terms thereof and any other terms of the Plan, be exercised by the legal personal representative(s) of the Participant's estate at any time before 4:00 p.m. Calgary time up to six months after the date of death of the Participant, or until the expiry date of the Option, if earlier.

8.3 The Plan does not confer upon a Participant any right with respect to continuation of employment by the Corporation or any Subsidiary, nor does it interfere in any way with the right of the Participant, the Corporation or the Subsidiary to terminate the Participant's employment at any time.

8.4 Options shall not be affected by any change of employment of the Participant where the Participant continues to be employed by the Corporation or any of its Subsidiaries.

9. CHANGE OF CONTROL

9.1 In the event of a Change of Control occurring, all Options which have not otherwise vested in accordance with their terms shall immediately vest and be exercisable, notwithstanding the other terms of the Options or the Plan for a period of time ending on the earlier of the expiry time of the Option and the 30th day following the Change of Control.

9.2 If approved by the Board, Options may provide that, whenever the Corporation's shareholders receive a Take-over Proposal, such Option may be exercised as to all or any of the Shares in respect of which such Option has not previously been exercised (including in respect of Options not otherwise vested at such time) by the Participant (the "**Take-over Acceleration Right**"), but any such Option not otherwise vested and deemed only to have vested in accordance with the foregoing may only be exercised for the purposes of tendering to such Take-Over Proposal. If for any reason any such Shares are not so tendered or, if tendered, are not, for any reason taken up and paid for by the offeree pursuant to the Take-Over Proposal, any such Shares so purchased

by the Participant shall be and shall be deemed to be cancelled and returned to the treasury of the Corporation, and shall be added back to the number of Shares, if any, remaining unexercised under the Option (and shall thus be available for exercise of the Option in accordance with the terms thereof) and upon presentation of the Corporation of share certificates representing such Shares properly endorsed for transfer back to the Corporation, the Corporation shall refund to the Participant all consideration paid by him or her in the initial purchase thereof. The Take-over Acceleration Right shall commence at such time as is determined by the Board, provided that, if the Board approves the Take-over Acceleration Right but does not determine commencement and termination dates regarding same, the Take-over Acceleration Right shall commence on the date of the Take-over Proposal and end on the earlier of the expiry time of the Option and the 10th day following the expiry date of the Take-over Proposal. Notwithstanding the foregoing, the Take-over Acceleration Right may be extended for such longer period as the Board may resolve.

10. AMENDMENT OR DISCONTINUANCE OF PLAN

10.1 Subject to Article 10.2, the Board may amend or discontinue the Plan at any time without the approval of the shareholders, provided that such amendment shall not alter or impair any Option previously granted under the Plan except as permitted by the provisions of Article 6 hereof and that such amendment or discontinuance has been approved, if required, by the Exchange. The Board may, with the approval of the Participant, if required, amend the terms of any Option issued pursuant to the Plan without approval of shareholders, unless otherwise required by the Exchange.

10.2 Notwithstanding Article 10.1, the Board may not amend the Plan or any Option previously granted under the Plan without the approval of the Exchange and Disinterested Shareholder Approval in the event such amendment would: (i) reduce the exercise price of an Option; (ii) extend the expiry date of an Option other than as contemplated by Article 4.5 hereof; (iii) permit Options to be transferable or assignable other than for normal estate settlement purposes as contemplated by Article 6 hereof; (iv) increase the maximum number of Shares that may be issued upon the exercise of Options granted under the Plan; or (v) amend the provisions of this Article 10.

11. COMPLIANCE WITH LAWS AND EXCHANGE RULES

11.1 The Plan, the grant and exercise of Options under the Plan and the Corporation's obligation to issue Shares on exercise of Options will be subject to all applicable federal, provincial and foreign laws, rules and regulations and the rules of any regulatory authority or stock exchange on which the securities of the Corporation are listed. No Option will be granted and no Shares will be issued under the Plan where such grant or issue would require registration of the Plan or of such Shares under the securities laws of any foreign jurisdiction and any purported grant of any Option or issue of Shares in violation of this provision will be void. Shares issued to Optionholders pursuant to the exercise of Options may be subject to limitations on sale or resale under applicable securities laws.

11.2 The Option Agreement shall be governed by, interpreted and enforced in accordance with the laws of the Province of Alberta and the laws of Canada applicable therein. The Corporation's obligation to issue and deliver Shares under any Option is subject to:

- (a) the satisfaction of all requirements under applicable securities laws in respect thereof and obtaining all regulatory approvals as the Corporation shall determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;

- (b) the admission of such Shares to listing on any Exchange on which such Shares may then be listed; and
- (c) the receipt from the Participant of such representations, agreements and undertakings as to future dealings in such Shares as the Corporation determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

In this connection, the Corporation shall take all reasonable steps to obtain such approvals and registrations as may be necessary for the issuance of such Shares in compliance with applicable securities laws and for the listing of such Shares on any Exchange on which such Shares are then listed.

12. PARTICIPANTS' RIGHTS

12.1 A Participant shall not have any rights as a shareholder of the Corporation until the issuance of a certificate for Shares upon the exercise of an Option or a portion thereof, and then only with respect to the Shares represented by such certificate or certificates.

13. OPTION AGREEMENT

13.1 The Option Agreement will be in writing and in such form as the Board may from time to time approve or authorize the officers of the Corporation to enter into and shall set out the number of Options, the Exercise Price, the vesting dates, the expiry date and may contain such terms as may be considered necessary in order that the Option will comply with this Plan and any provisions respecting options under the income tax or other applicable or relevant laws in force in any country or jurisdiction of which the person to whom the Option is granted may from time to time be a resident or citizen or the rules of any regulatory body having jurisdiction over the Corporation.

14. INDEPENDENT ADVICE

14.1 Participants are encouraged to seek tax advice in respect of the grant and exercise of Options and the issuance of the resulting Shares. **Participants who are not employees, officers or directors of the Corporation (i.e. consultants and other service providers) should be aware that the tax consequences of being granted and exercising Options and selling Shares may be materially different than the consequences to employees, officers and directors of the Corporation who are granted Options as such and receive the benefit of the "stock option rules" under the ITA.**

15. HOLD PERIOD

15.1 In addition to any resale restrictions imposed under applicable securities laws, if required by the Exchange or any other regulatory authority, Options granted under the Plan and Shares issued on exercise of such Options may be required to be legended evidencing that the Options and the Shares issued upon exercise of the Options are subject to a hold period or restricted period as required by the Exchange or other applicable regulatory authority and the optionee by accepting the Option agrees to comply therewith.

16. VOTING SHARES DULY ISSUED

16.1 Shares issued upon the exercise of an Option granted hereunder will be validly issued and allotted as fully paid and non-assessable upon receipt by the Corporation of the

Exercise Price therefore in accordance with the terms of the Option, and the issuance of Shares thereunder will not require a resolution or approval of the Board.

17. MERGERS, AMALGAMATION AND SALE

17.1 If the Corporation shall become merged (whether by plan of arrangement or otherwise) or amalgamated in or with another corporation or entity or shall sell the whole or substantially the whole of its assets and undertakings for shares or securities of another corporation or other entity, the Corporation shall, subject to this Section 17, make provision that, upon exercise of an Option after the effective date of such merger, amalgamation or sale, the optionee shall receive such number of shares of the continuing successor corporation or other entity in such merger or amalgamation or the securities or shares of the purchasing corporation or other entity as the optionee would have received as a result of such merger, amalgamation or sale if the optionee had purchased the shares of the Corporation immediately prior thereto for the same consideration paid on the exercise of the Option and had held such shares on the effective date of such merger, amalgamation or sale and, upon such provision being made, the obligation of the Corporation to the optionee in respect of the Shares subject to the Option shall terminate and be at an end and the optionee shall cease to have any further rights in respect thereof. Adjustments under this section or any determinations as to fair market value of any securities shall be made by the Board, and any reasonable determination made by the Board shall be binding and conclusive.

18. OPTIONS TO COMPANIES

18.1 The provisions herein in respect of the grant of Options shall apply, with appropriate modifications, to the grant of Options to a company either: (i) wholly-owned by any person whom Options may otherwise be granted hereunder; or (ii) controlled by any person to whom Options may otherwise be granted hereunder (and the shares of which are held directly or indirectly by any such person and such person's spouse, minor children and/or minor grandchildren), subject to any requirements of any applicable regulatory authority having jurisdiction, including any Exchange.

19. EFFECTIVE DATE

19.1 This Plan is effective on December 10, 2013 as amended and restated effective as of May 15, 2017.

SCHEDULE "B"
SPARTAN ENERGY CORP.
BOARD OF DIRECTORS MANDATE

1. GENERAL

The Board of Directors (the "**Board**") of Spartan Energy Corp. (the "**Company**") is responsible for the stewardship of the Company's affairs and the activities of management of the Company in the conduct of day to day business, all for the benefit of its shareholders.

The primary responsibilities of the Board are:

- (a) to maximize long term shareholder value;
- (b) to approve the strategic plan of the Company;
- (c) to ensure that processes, controls and systems are in place for the management of the business and affairs of the Company and to address applicable legal and regulatory compliance matters;
- (d) to maintain the composition of the Board in a way that provides an effective mix of skills and experience to provide for the overall stewardship of the Company;
- (e) to ensure that the Company meets its obligations on an ongoing basis and operates in a safe and reliable manner; and
- (f) to monitor the performance of the management of the Company to ensure that it meets its duties and responsibilities to the shareholders.

2. COMPOSITION AND OPERATION

The number of directors shall be not less than the minimum and not more than the maximum number specified in the Company's articles and shall be set from time to time within such limits by resolutions of the shareholders or of the Board as may be permitted by law. Directors are elected to hold office for a term of one year. At least 25 percent of the directors must be Canadian residents. The Board will analyze the application of the "independent" standard as such term is referred to in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, to individual members of the Board on an annual basis and disclose that analysis. The Board will in each year appoint a chairman of the Board (the "**Chairman**").

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility of managing its own affairs including selecting its Chairman, nominating candidates for election to the Board, constituting committees of the Board and determining compensation for the directors. Subject to the articles and by-laws of the Company and the *Business Corporations Act* (Alberta) (the "**ABCA**"), the Board may constitute, seek the advice of, and delegate certain powers, duties and responsibilities to, committees of the Board.

3. MEETINGS

The Board shall have a minimum of four regularly scheduled meetings per year. The meetings shall ordinarily take place in March, May, August and November. Special meetings are called as necessary. Occasional Board trips are scheduled, if possible, in conjunction with regular Board meetings, to offer directors the opportunity to visit sites and facilities at different operational locations. A quorum for a meeting of the Board shall consist of a simple majority of the members of the Board.

The Board will schedule executive sessions where directors meet with or without management participation at each regularly-scheduled meeting of the Board.

4. SPECIFIC DUTIES

(a) Oversight and Overall Responsibility

In fulfilling its responsibility for the stewardship of the affairs of the Company, the Board shall be specifically responsible for:

- (i) providing leadership and direction to the Company and management with the view to maximizing shareholder value. Directors are expected to provide creative vision, initiative and experience in the course of fulfilling their leadership role;
- (ii) satisfying itself as to the integrity of the Chief Executive Officer (the "**CEO**") and other senior officers of the Company and ensuring that a culture of integrity is maintained throughout the Company;
- (iii) approving the significant policies and procedures by which the Company is operated and monitoring compliance with such policies and procedures, and, in particular, compliance by all directors, officers and employees with the provisions of the Code of Business Conduct and Ethics;
- (iv) reviewing and approving material transactions involving the Company, including the acquisitions and dispositions of material assets by the Company and material capital expenditures by the Company;
- (v) approving budgets, monitoring operating performance and ensuring that the Board has the necessary information, including key business and competitive indicators, to enable it to discharge this duty and take any remedial action necessary;
- (vi) establishing methods by which interested parties may communicate directly with the Chairman or with the independent directors as a group and cause such methods to be disclosed;
- (vii) developing written position descriptions for the Chairman and for the chair of each Board committee; and

- (viii) making regular assessments of the Board and its individual members, as well as the effectiveness and contributions of each Board committee.

(b) Legal Requirements

- (i) The Board has the oversight responsibility for meeting the Company's legal requirements and for properly preparing, approving and maintaining the Company's documents and records.
- (ii) The Board has the statutory responsibility to:
 - A. manage the business and affairs of the Company;
 - B. act honestly and in good faith with a view to the best interests of the Company;
 - C. exercise the care, diligence and skill that responsible, prudent people would exercise in comparable circumstances; and
 - D. act in accordance with its obligations contained in the ABCA and the regulations thereto, the articles and by-laws of the Company, and other relevant legislation and regulations.
- (iii) The Board has the statutory responsibility for considering the following matters as a full Board which in law may not be delegated to management or to a committee of the Board:
 - A. any submission to the shareholders of a question or matter requiring the approval of the shareholders;
 - B. the filling of a vacancy among the directors or in the office of auditor;
 - C. the appointment of additional directors;
 - D. the issuance of securities except in the manner and on the terms authorized by the Board;
 - E. the declaration of dividends;
 - F. the purchase, redemption or any other form of acquisition of shares issued by the Company, except in the manner and on the terms authorized by the Board;
 - G. the payment of a commission to any person in consideration of such person's purchasing or agreeing to purchase shares of the Company from the Company or from any other person, or procuring or agreeing to procure purchasers for any shares of the Company;
 - H. the approval of management proxy circulars;
 - I. the approval of any financial statements to be placed before the shareholders of the Company at an annual general meeting; and

J. the adoption, amendment or repeal of any by-laws of the Company.

(c) Independence

The Board shall have the responsibility to:

- (i) implement appropriate structures and procedures to permit the Board to function independently of management (including, without limitation, through the holding of meetings at which non-independent directors and management are not in attendance, if and when appropriate);
- (ii) implement a system which enables an individual director to engage an outside advisor at the expense of the Company in appropriate circumstances; and
- (iii) provide an orientation and education program for newly appointed members of the Board.

(d) Strategy Determination

The Board shall:

- (i) adopt and annually review a strategic planning process and approve the corporate strategic plan, which takes into account, among other things, the opportunities and risks of the Company's business; and
- (ii) annually review operating and financial performance results relative to established strategy, budgets and objectives.

(e) Managing Risk

The Board has the responsibility to identify and understand the principal risks of the Company's business, to achieve a proper balance between risks incurred and the potential return to shareholders, and to ensure that appropriate systems are in place which effectively monitor and manage those risks with a view to the long-term viability of the Company.

(f) Appointment, Training and Monitoring of Senior Management

The Board shall:

- (i) appoint the CEO and other senior officers of the Company, approve (upon recommendations from the Corporate Governance and Compensation Committees) their compensation, and monitor and assess the CEO's performance against a set of mutually agreed corporate objectives directed at maximizing shareholder value;
- (ii) ensure that a process is established that adequately provides for succession planning including the appointment, training and monitoring of senior management;
- (iii) establish limits of authority delegated to management; and

- (iv) develop a written position description for the CEO.

(g) Reporting and Communication

The Board has the responsibility to:

- (i) verify that the Company has in place policies and programs to enable the Company to communicate effectively with its shareholders, other stakeholders and the public generally;
- (ii) verify that the financial performance of the Company is reported to shareholders, other security holders and regulators on a timely and regular basis;
- (iii) verify that the financial results of the Company are reported fairly and in accordance with International Financial Reporting Standards from time to time;
- (iv) verify the timely reporting of any other developments that have a significant and material impact on the value of the Company;
- (v) report annually to shareholders on its stewardship of the affairs of the Company for the preceding year; and
- (vi) develop appropriate measures for receiving stakeholder feedback.

(h) Monitoring and Acting

The Board has the responsibility to:

- (i) review and approve the Company's financial statements and oversee the Company's compliance with applicable audit, accounting and reporting requirements;
- (ii) verify that the Company operates at all time within applicable laws and regulations to the highest ethical and moral standards;
- (iii) approve and monitor compliance with significant policies and procedures by which the Company operates;
- (iv) monitor the Company's progress towards its goals and objectives and to work with management to revise and alter its direction in response to changing circumstances;
- (v) take such action as it determines appropriate when the Company's performance falls short of its goals and objectives or when other special circumstances warrant; and
- (vi) verify that the Company has implemented appropriate internal control and management information systems.

(i) Other Activities

The Board may perform any other activities consistent with this mandate, the articles and by-laws of the Company and any other governing laws as the Board deems necessary or appropriate including, but not limited to:

- (i) preparing and distributing the schedule of Board meetings for each upcoming year;
- (ii) calling meetings of the Board at such time and such place and providing notice of such meetings to all members of the Board in accordance with the by-laws of the Company; and
- (iii) ensuring that all regularly-scheduled Board meetings and committee meetings are properly attended by directors. Directors may participate in such meetings by conference call if attendance in person is not possible.

(j) Code of Business Conduct and Ethics

The Board shall be responsible to adopt a "Code of Business Conduct and Ethics" for the Company which shall address:

- (i) conflicts of interest;
- (ii) the protection and proper use of the Company's assets and opportunities;
- (iii) the confidentiality of information;
- (iv) fair dealing with various stakeholders of the Company;
- (v) compliance with laws, rules and regulations; and
- (vi) the reporting of any illegal or unethical behaviour.

5. BOARD COMMITTEES

The Board shall at all times maintain (a) an Audit Committee, (b) a Reserves Committee, (c) a Corporate Governance Committee, and (d) a Compensation Committee, each of which must report to the Board. Each such committee must operate in accordance with the by-laws, applicable law, its committee charter and the applicable rules of any stock exchange on which the shares are traded. The Board may also establish such other committees as it deems appropriate and delegate to such committees such authority permitted by its by-laws and applicable law, and as the Board sees fit. The purpose of the Board committees is to assist the Board in discharging its responsibilities. Notwithstanding the delegation of responsibilities to a Board committee, the Board is ultimately responsible for matters assigned to the committees for determination. Except as may be explicitly provided in the charter of a particular committee or a resolution of the Board, the role of a Board committee is to review and make recommendations to the Board with respect to the approval of matters considered by the committee.

6. DIRECTOR ACCESS TO MANAGEMENT

The Company shall provide each director with complete access to the management of the Company, subject to reasonable advance notice to the Company and reasonable efforts to avoid disruption to the Company's management, business and operations.

7. DIRECTOR COMPENSATION

The Board, upon recommendation of the Compensation Committee, will determine and review the form and amount of compensation to directors.