



**PETRODORADO**  
Excellence with Agility

**NOTICE OF ANNUAL GENERAL AND SPECIAL  
MEETING OF SHAREHOLDERS**

**and**

**MANAGEMENT INFORMATION CIRCULAR**

**FOR A MEETING OF THE SHAREHOLDERS TO BE HELD ON  
DECEMBER 9, 2019**

**October 29, 2019**



**PETRODORADO ENERGY LTD.**  
**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of holders of common shares ("**Common Shares**") of Petrodorado Energy Ltd. (the "**Corporation**") will be held in the Boardroom of EnerNext Counsel, Suite 800, 400 – 5<sup>th</sup> Avenue SW, Calgary, Alberta, on December 9, 2019, at the hour of 10:00 a.m. (Calgary time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2018, together with the auditors' report and the report of the Board of Directors thereon;
2. to fix the number of directors of the Corporation at four (4);
3. to elect directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Directors to fix the remuneration thereof;
5. to consider and, if deemed advisable, approve, with or without variation, an ordinary resolution approving the existing stock option plan for the Corporation, the full text of which is set forth in the Management Information Circular accompanying this Notice;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Name Change Resolution**") authorizing the change of name (the "**Name Change**") of the Corporation from Petrodorado Energy Ltd. to "ROK Resources Ltd." or such other name as the Corporation's board of directors may, in its sole discretion, determine to be appropriate, the full text of which is set forth in the Management Information Circular; and
7. to transact such further and other business as may be properly brought before the Meeting or any adjournment thereof.

Every registered holder of Common Shares of the Corporation at the close of business on October 29, 2019 (the "**Record Date**") is entitled to receive notice of, and to vote their Common Shares at the Meeting. The specific details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice, which Management Information Circular forms part of this Notice.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to the attention of the Secretary of the Corporation, c/o TSX Trust Company, 100 Adelaide Street, Suite 301, Toronto, Ontario, M5H 4H1. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Management Information Circular accompanying this Notice.**

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). **Without specific instructions, intermediaries are prohibited from voting shares for their clients.** If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according

to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instruction on your behalf.

DATED at Calgary, Alberta, this 29<sup>th</sup> day of October, 2019.

By Order of the Board of Directors  
of Petrodorado Energy Ltd.

(signed) "Chris Reid"  
Chris Reid  
President and Chief Executive Officer



**PETRODORADO**  
Excellence with Agility

**PETRODORADO ENERGY LTD.**  
Suite 800, 400 5th Avenue SW  
Calgary, Alberta, T2P 0L6  
Telephone: (403) 971-9104

**MANAGEMENT PROXY CIRCULAR**  
as at October 29, 2019

**This Management Proxy Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of Petrodorado Energy Ltd. (the “Corporation”) for use at the annual general and special meeting (the “Meeting”) of its shareholders (the “Shareholders”) to be held on Monday, December 9, 2019, at 10:00 a.m., in the Boardroom at the offices of EnerNext Counsel, Suite 800, 400 – 5<sup>th</sup> Avenue SW, Calgary, Alberta, and at any adjournment thereof, for the purposes set forth in the accompanying notice of the Meeting.**

In this Circular, references to the “Corporation” refer to Petrodorado Energy Ltd. “Common Shares” means class “B” common shares in the capital of the Corporation (the “**Common Shares**”), being the only shares in the capital of the Corporation which are currently outstanding. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. Unless otherwise stated, financial figures within this Circular are presented in Canadian dollars.

**GENERAL PROXY INFORMATION**

**Solicitation of Proxies**

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. The Corporation has arranged for intermediaries to forward the meeting materials to beneficial owners of Common Shares held as of record by those intermediaries and may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

**Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Corporation. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

**Voting by Proxyholder**

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

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

**In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.**

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders who choose to submit a proxy may do so by any of the following options:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, TSX Trust Company ("TSX Trust"), by fax at (416) 595-9593, or by mail or by hand to the 100 Adelaide Street, Suite 301, Toronto, Ontario, M5H 4H1; or
- (b) using the internet through the website of the Corporation's transfer agent, TSX Trust, at [www.voteproxyonline.com](http://www.voteproxyonline.com). Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's twelve digit control number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Board of Directors (the "Board" or "Board of Directors") of the Corporation at its discretion without notice.

### **Beneficial Shareholders**

**The information in this section is of significant importance to shareholders who do not hold Common Shares in their own name.** Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares).

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 the United States the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

Non-Registered Shareholders should carefully follow the instructions of their broker or intermediary in order to ensure that their Common Shares are voted at the Meeting.

The form of proxy that will be supplied by your broker, or Broadridge Financial Solutions, Inc. ("**Broadridge**") in the case of non-objecting beneficial owners ("**NOBOs**"), will be similar to the Proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge in the United States and in Canada. Broadridge will mail a voter instruction form ("**VIF**") in lieu of a Proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation) other than the persons designated in the VIF to represent the Beneficial Shareholder at the Meeting. To exercise this right, you should insert the name of your desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge as the case may be, by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with the instructions set forth therein. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge you cannot use it to vote Common Shares directly at the Meeting - the VIF must be returned to Broadridge in accordance with their instructions, well in advance of the Meeting in order to have your Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you may attend at the Meeting as proxyholder for your broker

and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, you should enter your own name in the blank space on the VIF provided to you and return the same to your broker in accordance with the instructions provided by your broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send to you a legal proxy which would enable you to attend at the Meeting and vote your Common Shares.

### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the registered shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to TSX Trust Company to the attention of the Corporate Secretary of the Corporation at EnerNext Counsel, Suite 800, 400 5<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 0L6, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

### **NOTICE TO SHAREHOLDERS IN THE UNITED STATES**

Petrodorado is a company existing under the laws of Canada and headquartered in the Province of Alberta. Shareholders should be aware that disclosure requirements under Canadian securities laws may be different from such requirements under U.S. securities laws. Shareholders should also be aware that other requirements under the laws of Alberta and Canada may differ from requirements under U.S. corporate and securities laws.

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

Except as otherwise set forth herein, no director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may otherwise be set out herein. Peter Yates, a director of the Corporation and a nominee for re-election, is a consultant at EnerNEXT Counsel, legal counsel to the Corporation. EnerNEXT Counsel receives fees from the Corporation for legal services provided to the Corporation and passes these fees on to Mr. Yates.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Corporation has fixed October 29, 2019 as the record date (the "**Record Date**") for determination of persons entitled to notice of and to vote at the Meeting and at any adjournment thereof, except to the extent that such holder transfers ownership of the Common Shares after the Record Date, in which case the transferee shall be entitled to vote such Common Shares upon establishing ownership and requesting not later than 10 days before the Meeting, to be included in the list of shareholders entitled to vote at the Meeting.

As of October 29, 2019, there were 23,274,268 Common Shares issued and outstanding, each carrying the right to two votes per Common Share. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors or executive officers of the Corporation, no person beneficially owns, directly or indirectly, controls or directs voting shares carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation, as at the date hereof.

### FINANCIAL STATEMENTS

The audited financial statements of the Corporation for year ended December 31, 2018 and the report of the auditor thereon will be placed before the Meeting. Additional copies may be obtained from the Vice President, Finance and Chief Financial Officer of the Corporation upon request and will be available at the Meeting.

### VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein, except for the Name Change Resolution, which requires an affirmative vote of 66 2/3% of the votes cast in person or by proxy at the Meeting. If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

### QUORUM

Quorum for the transaction of business at the Meeting, irrespective of the number of persons actually present at the Meeting, shall be one person present in person being a shareholder entitled to vote at the Meeting or a duly appointed representative or proxyholder for an absent shareholder entitled to vote at the Meeting.

### ELECTION OF DIRECTORS

The Articles of the Corporation provide that the number of directors of the Corporation will be a minimum of one and a maximum of 9. Under the *Canada Business Corporations Act* ("CBCA") all distributing companies must have a minimum of three directors. The term of office of each of the three current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the CBCA, each director elected will hold office until the conclusion of the next annual meeting of the Corporation, or if no director is then elected, until a successor is elected. Shareholders will therefore be asked to consider and, if thought fit, to pass the following ordinary resolution:

**"BE IT RESOLVED THAT** the number of directors of the Corporation to be elected at the Meeting be and is hereby fixed at four (4)."

**Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote such proxies in favour of a resolution fixing the number of directors to be elected at the Meeting at four (4).**

### Management Nominees

The following table sets out the names of management's four nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date. **Management recommends that Shareholders vote for the nominees set forth below.**

Name, Municipality of Residence, Office and Date became a Director	Present and Principal Occupation During the Last Five Years	Common Shares Beneficially Owned Directly or Indirectly or Controlled or Directed <sup>(3)</sup>
Chris Reid <sup>(1)</sup> Bogota, Colombia Chairman of the Board of Directors May 26, 2016	President and Chief Executive Officer since January 27, 2016. Prior thereto, Vice-President, Finance and Chief Financial Officer of the Corporation since February 1, 2012. Prior thereto, Controller of the Corporation since July 18, 2011.	938,462
David Hergenhein <sup>(1)(2)</sup> Calgary, Alberta Director May 26, 2016	Mr. Hergenhein, an independent director, has 14 years of public accounting and financial reporting experience, including four years with Deloitte & Touche LLP. Mr. Hergenhein is a Chartered Professional Accountant (CPA) and has provided financial management services for several international junior oil and gas exploration companies. Mr. Hergenhein holds a Bachelors of Commerce degree from the University of Calgary.	11,600
Peter Yates <sup>(1)(2)</sup> Calgary, Alberta Director February 6, 2015	Consultant/Lawyer with EnerNext Counsel since August 2017. Associate at Field LLP in the corporate/securities department from November, 2015 until August 2017. Prior thereto, Partner in the securities/corporate finance group at Dentons Canada LLP (formerly Fraser Milner Casgrain LLP) from May 2012 to October 2015. Formerly an Associate in the securities, corporate finance and mergers and acquisitions group with Heenan Blaikie LLP from 2004 to 2012.	153,333
Cameron Taylor <sup>(4)</sup> Wolseley, Saskatchewan Nominee Director	Mr. Taylor is a geoscientist with over 30 years of experience in oil & gas exploration and development. Since graduating with a BSc. in Geophysics in 1988, he has worked the Williston Basin, Foothills, deep Devonian and heavy oil exploration within Canada. From November 2004 to the present, Mr. Taylor has served as a director of Pan Orient Energy, an international oil and gas exploration company with activities in Thailand, Indonesia and Canada. From September 2015 to the present, Mr. Taylor has served as a director of Burgess Creek Exploration, a private oil company with operations focused in SE Saskatchewan. Mr. Taylor served as President and CEO of Villanova4 Oil Corp. from April 2013 to October 2014, Villanova Oil Corp. from May 2010 to April 2013 and Villanova Resources Inc. from January 2009 to May 2010. All three were private oil companies with operations focused in SE Saskatchewan.	Nil

- Notes:
- (1) Member of the Audit Committee
  - (2) Member of the Compensation Committee
  - (3) Effective as of October 29, 2019. Information regarding Common Shares beneficially owned, directly or indirectly or controlled or directed by the directors has been provided by such directors without independent verification by the Corporation.
  - (4) Mr. Taylor is a proposed nominee director due to his involvement with ROK Resources Inc. (“**ROK**”), a company the Corporation intends to acquire by way of a share exchange agreement to be executed between ROK Resources Inc., the

Corporation and the shareholders of ROK (the “**Transaction**”). Mr. Taylor is being nominated in contemplation of the consummation of the Transaction, but has undertaken to resign from the Board in the event that the Transaction is not consummated by the drop dead date to be specified in the share exchange agreement.

## **Biographies of Directors**

### ***Chris Reid – Chairman of the Board of Directors***

Mr. Reid has served as President and Chief Executive Officer of the Corporation since January 27, 2016. Prior thereto, he served as Vice-President, Finance and Chief Financial Officer of the Corporation since February 1, 2012. Mr. Reid has more than 15 years of experience within the oil and gas industry and in international business. Mr. Reid worked for KPMG LLP for over 6 years with several international clients on various assurance engagements. Mr. Reid is a Chartered Professional Account (CPA) and holds a Bachelors of Business Administration from Saint Francis Xavier University.

### ***David Hergenhein - Director***

Mr. Hergenhein, an independent director, has 14 years of public accounting and financial reporting experience, including four years with Deloitte & Touche LLP. Mr. Hergenhein is a Chartered Professional Accountant (CPA) and has provided financial management services for several international junior oil and gas exploration companies. Mr. Hergenhein holds a Bachelors of Commerce degree from the University of Calgary.

### ***Peter Yates - Director***

Mr. Yates has been a consultant and lawyer with EnerNext Counsel since August 2017. Prior thereto, Mr. Yates was an associate in the securities/corporate finance group at Field LLP from November 2015 until August 2017. Mr. Yates was previously a partner in the securities/corporate finance group at Dentons Canada LLP (formerly Fraser Milner Casgrain LLP) from May 2012 until October 2015. He was formerly an associate in the securities, corporate finance and mergers and acquisitions group with Heenan Blaikie LLP from 2004 to 2012. He has a Bachelor of Arts degree from McGill University in Montreal, Quebec and a Bachelor of Laws degree from Dalhousie University in Halifax, Nova Scotia. He is a graduate of the Canadian Securities Institute’s Canadian Securities Course.

### ***Cameron Taylor – Nominee Director***

Mr. Taylor is a geoscientist with over 30 years of experience in oil & gas exploration and development. Since graduating with a BSc. in Geophysics in 1988, he has worked the Williston Basin, Foothills, deep Devonian and heavy oil exploration within Canada.

From November 2004 to the present, Mr. Taylor has served as a director of Pan Orient Energy. Pan Orient is an international oil and gas exploration company with activities in Thailand, Indonesia and Canada. Mr. Taylor chairs the Reserve committee and serves on the Audit and Compensation committees. Pan Orient trades as “POE” on the TSX-V. From September 2015 to the present, Mr. Taylor has served as a director of Burgess Creek Exploration. Burgess Creek is private oil company with operations focused in SE Saskatchewan. The company has a \$125 million market capitalization.

Mr. Taylor served as President and CEO of Villanova 4 Oil Corp. from July 2012 to September 2014, of Villanova Oil Corp. from May 2010 to April 2013 and of Villanova Resources Inc. from January 2009 to May 2010. These three private oil companies had operations focused in SE Saskatchewan.

## **Orders**

To the knowledge of management of the Corporation, other than as disclosed herein, no director or executive officer as at the date hereof, or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation), that (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. For the purposes hereof, “order” means (a) a cease trade

order, (b) an order similar to a cease trade order, or (c) an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

### **Bankruptcies**

To the knowledge of management of the Corporation, no director or executive officer of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control thereof, (a) is, as at the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

### **Penalties and Sanctions**

To the knowledge of management of the Corporation, no director or executive officer or shareholder holding a sufficient number of common shares to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

### **Conflicts of Interest**

There are potential conflicts of interest to which the directors and officers of the Corporation will be subject to in connection with the operations of the Corporation. In particular, certain of the directors and officers of the Corporation are involved in managerial or director positions with other oil and natural gas companies whose operations may, from time to time, be in direct competition with those of the Corporation or with entities which may, from time to time, provide financing to, or make equity investments in, competitors of the Corporation. In accordance with the CBCA, directors who have a material interest or any person who is a party to a material contract or a proposed material contract with the Corporation are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Corporation. Certain of the directors of the Corporation have either other employment or other business or time restrictions placed on them and accordingly, these directors of the Corporation will only be able to devote part of their time to the affairs of the Corporation.

### **APPOINTMENT OF AUDITOR**

Management is soliciting proxies, in the accompanying form of proxy, in favour of the appointment of the firm of KPMG LLP, Chartered Accountants, as the Corporation's auditors, to hold office until the next annual meeting of the shareholders and to authorize the directors of the Corporation to fix their remuneration as such. KPMG LLP, Chartered Accountants, were appointed as the auditors of the Corporation on April 4, 2010.

### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

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

The full text of the audit committee's charter is attached hereto as Schedule "A" and forms part of this Circular.

## Composition of the Audit Committee

The audit committee is currently comprised of Chris Reid, Peter Yates and David Hergenhein. David Hergenhein is the Chairman of the audit committee. Each of the members is independent within the meaning of section 1.4 of National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), except for Mr. Reid, who is an officer of the Corporation. Each of the members is financially literate within the meaning of section 1.6 of NI 52-110.

## Relevant Education and Experience

Please refer to the individual biographies for the members of the audit committee above under the heading “Election of Directors”.

## Pre-Approval Policies and Procedures

The audit committee pre-approves engagements for non-audit services provided by the external auditors or their affiliates, together with estimated fees and potential issues of independence.

## External Auditor Service Fees (By Category)

Year Ended	Firm	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2018	KPMG	\$55,000	NIL	\$16,500	NIL
December 31, 2017	KPMG	\$43,000	NIL	\$5,000	NIL

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Corporation’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, review of securities filings and statutory audits.
- (2) “Audit Related Fees” include services that are traditionally performed by the auditor. These audit related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

## Exemption

The Corporation is relying on the exemption in Section 6.1 of NI 52-110.

## CORPORATE GOVERNANCE

### General

Corporate governance refers to the policies and structure of the board of directors of a corporation, whose members are elected by and are accountable to the shareholders of the corporation. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of stakeholders and help to contribute to effective and efficient decision-making. Set forth below is the disclosure regarding the Corporation’s corporate governance practices, as mandated by National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”).

## Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is defined under NI 58-101 as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its independent supervision over management by appointing an audit committee composed entirely of independent directors to conduct a quarterly review of the Corporation’s financial statements and management discussion and analysis as well as requiring material transactions to be approved by the Board prior to the transaction taking place. The Board has also appointed a Compensation Committee composed entirely of independent directors to conduct reviews of the remuneration paid to the Corporation’s Chief Executive Officer and other management personnel.

The independent members of the Board of the Corporation are currently Peter Yates and David Hergenhein.

The non-independent director is Chris Reid, who is an officer of the Corporation. Peter Yates, who is a consultant with EnerNext Counsel, which provides legal services to the Corporation, has been determined to be independent by the other Directors.

The Board has a majority of independent directors and therefore is in compliance with NI 58-101.

## Directorships

The following current directors are also directors of the reporting issuers (or the equivalent in a foreign jurisdiction) shown in the table below:

Name	Other Directorships of Reporting Issuer	Name of Trading Market
Chris Reid	Rebel Capital Inc.	TSXV

## Orientation and Continuing Education

Each new director is given an outline of the nature of the Corporation’s business, its corporate strategy, and current issues within the Corporation upon joining the Board. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation’s business and are given the opportunity to meet with counsel to the Corporation to discuss their legal obligations as directors of the Corporation.

In addition, management of the Corporation takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Corporation as a whole. The Corporation continually reviews the latest securities rules and updates of those policies. Any such changes or new requirements are then brought to the attention of the Corporation’s directors either by way of director or committee meetings or by direct communications from management to the directors.

## Ethical Business Conduct

The Board considers that the fiduciary duties placed on individual directors by the Corporation’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors’ participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

## Nomination of Directors

The Corporation’s management is continually in contact with individuals involved in the oil and gas exploration industry and public sector resource issuers. From these sources the Corporation has made numerous contacts and in the event that the Corporation were in a position to nominate any new directors, such individuals would be brought to the attention of the Board. The Corporation conducts the due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve.

## Compensation

The members of the Compensation Committee are Peter Yates and David Hergenhein. The Compensation Committee determines the salary and benefits of the executive officers and directors of the Corporation and determines the Corporation's general compensation structure, policies and programs.

## Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

## COMPENSATION OF EXECUTIVE OFFICERS

Disclosure with respect to the compensation of the executive officers and directors of the Corporation is contained in Schedule "B" hereto.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Common Shares are currently listed on the TSXV and in compliance with the policies of the TSXV, at the Corporation's annual general and special meeting held on June 15, 2010, the shareholders of the Corporation approved a share option plan in which 10% of the Corporation's issued and outstanding shares were reserved for issuance (the "Option Plan"). This type of plan is called a "rolling" plan. The Option Plan has been established to recognize contributions made by service providers, to provide incentive to qualified parties to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. The Corporation's Board of Directors administers the Option Plan and it is their responsibility to ensure that the provisions of the Option Plan are adhered to. Under the Option Plan, options are issued pursuant to option agreements to directors, officers, employees or consultants of the Corporation or a subsidiary of the Corporation. All options expire on a date not later than five years after the issuance of such option. As at the Record Date, there are options outstanding to purchase an aggregate of 2,060,000 Common Shares.

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2018.

### Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders – June 15, 2010	2,060,000	\$0.10	267,426
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	2,060,000	\$0.10	267,426

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of the end of the most recently completed financial year or as at the date hereof.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as described herein, no informed person (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

## MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of the Corporation which are to any substantial degree performed by a person or company other than the directors or executive officers of the Corporation.

### DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation has purchased liability insurance for its directors and officers. The aggregate amount of premiums paid by the Corporation for the insurance for the directors and officers of the Corporation was \$9,500 for the current year. There are no deductibles for any claim for the directors or officers other than a \$25,000 deductible for each securities claim, each loss through employment practices liability and each claim other than a securities claim or an employment practices claim.

### PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

#### 1. Approval of the Stock Option Plan of the Corporation

The TSXV requires that each corporation listed on the TSXV have a stock option plan if the corporation grants options to its optionees. At the Corporation's annual general and special meeting held on June 15, 2010, shareholders approved the Option Plan pursuant to which options for Common Shares may be granted, subject to shareholder and regulatory approval. The maximum number of options that may be granted to optionees under the Option Plan shall not exceed 10% of the issued and outstanding Common Shares at the date an option was granted, at the discretion of the Board.

As of the Record Date, options to purchase 2,060,000 Common Shares were outstanding.

Pursuant to the current policies of the TSXV a "rolling" plan, such as the Option Plan, requires shareholder approval every year. In addition, certain amendments to the options are permitted if the specific ability to amend the option is contained in the stock option plan approved by shareholders.

#### *Details of the Plan*

The Corporation may issue Options pursuant to the Option Plan to Service Providers, being defined in the Option Plan as Persons who are bona fide Directors, Officers, Employees, Management Company Employees, Consultants or Company Consultants (as such terms are defined in the Option Plan), including a company, 100% of the share capital of which is beneficially owned by one or more Service Providers. Service Providers that are not individuals are required to undertake in writing not to effect or permit any transfer of ownership or option of any of its securities, or to issue more of its securities (so as to indirectly transfer the benefits of an Option), as long as such Option remains outstanding, unless the written permission of the TSXV and the Corporation is obtained.

The maximum aggregate number of Common Shares that may be reserved for issuance under the Option Plan at any point in time is 10% of the outstanding Common Shares at the time Common Shares are reserved for issuance as a result of the grant of an Option, less any Common Shares reserved for issuance under share options granted under share compensation arrangements other than the Option Plan.

The following restrictions on issuances of Options are applicable under the Option Plan:

- (a) no Service Provider can be granted an Option if that Option would result in the total number of Options, together with all other share compensation arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the outstanding Common Shares (unless the Corporation has obtained disinterested shareholder approval to do so);
- (b) no Options can be granted under the Option Plan if the Corporation is on notice from the TSXV to transfer its listed shares to the NEX;
- (c) the aggregate number of Options granted to Service Providers conducting Investor Relations Activities (as defined by TSXV policies) in any 12-month period cannot exceed 2% of the outstanding Common Shares, calculated at the time of grant, without the prior consent of the TSXV; and
- (d) the aggregate number of Options granted to any one Consultant in any 12-month period cannot exceed 2% of the outstanding Common Shares, calculated at the time of grant, without the prior consent of the TSXV.

The Exercise Price of an Option will be set by the Board of Directors of the Corporation at the time such Option is allocated under the Option Plan, and cannot be less than the Discounted Market Price (as defined by applicable TSXV policies). An Option can be exercisable for a maximum of 5 years from the effective date of the grant of such Option.

No Option may be exercised after the Service Provider has left his employ/office or has been advised by the Corporation that his services are no longer required or his service contract has expired, except as follows:

- (a) in the case of the death of an optionee, any vested Option held by him at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one (1) year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such Option;
- (b) an Option granted to any Director, Employee or Service Provider will expire 90 days (or such other time not to exceed one (1) year as shall be determined by the Board of Directors of the Corporation as at the date of grant or agreed to by the Board and the optionee at any times prior to the expiry of the Option) after the date the optionee ceases to be employed by or provide services to the Corporation, but only to the extent that such Option has vested at the date the optionee ceased to be so employed by or to provide services to the Corporation; and
- (c) in the case of an optionee being dismissed from employment or service for cause, such optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

### ***Recommendation***

The Corporation is of the view that the Option Plan provides the Corporation with the flexibility necessary to attract and maintain the services of senior executives and other employees in competition with other businesses in the industry.

The Board recommends that shareholders vote in favour of the re-approval of the Option Plan.

### ***Shareholder Approval***

The Option Plan requires yearly shareholder approval by ordinary resolution. An ordinary resolution is a resolution passed by the shareholders of the Corporation at a general meeting by a simple majority of the votes cast in person or by proxy.

At the Meeting, shareholders will be asked to vote on the following resolution, with or without variation:

**"BE IT RESOLVED THAT** the form of stock option plan attached to the Management Proxy Circular dated May 10, 2010 is hereby reapproved.

Any one director or officer of the Corporation is hereby authorized to execute and deliver, under corporate seal of the Corporation or otherwise, any documents, agreements or other writings, and to take and complete all other acts and things that are necessary or desirable in connection with the approval of the Stock Option Plan or the issuance of stock options pursuant to such plan."

The persons designated in the enclosed Proxy, unless instructed otherwise, intend to vote to approve the Option Plan. A full copy of the Option Plan is attached to the Management Proxy Circular dated May 10, 2010 as Schedule "B".

## **2. Name Change Resolution**

Management of the Corporation has proposed to change the name of the Corporation to "ROK Resources Ltd." or to such other name as the Board may, in its sole discretion, determine to be appropriate (the "**Name Change**"). Even if approved by the Shareholders, the Board may determine not to proceed with the Name Change at its discretion, without further approval of the Shareholders. The Board is considering the Name Change as a result of a potential corporate transaction between the Corporation and ROK Resources Inc. ("**ROK**") whereby the Corporation will be acquiring the issued and outstanding shares in the capital of ROK and intends to continue with the business of ROK as currently conducted. If the transaction is not consummated, the Board will not be proceeding with the Name Change.

### **Recommendation**

The Board feels that the Name Change better reflects the intended future direction of the Corporation following the closing of the transaction referred to above and provides for a new beginning for the Corporation which helps to differentiate the future direction of the Corporation as compared to its previous business. As a result, at the Meeting, Shareholders will be asked to consider the following special resolution (the “**Name Change Resolution**”). Pursuant to applicable corporate law, the Name Change Resolution must be approved by an affirmative vote of 66 2/3% of the votes cast in person or by proxy at the Meeting.

At the Meeting, shareholders will be asked to vote on the following special resolution, with or without variation:

#### **“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the change of the name of the Corporation to "ROK Resources Ltd." or to such other name acceptable to the TSX Venture Exchange and as the directors in their sole discretion determine is appropriate is authorized and approved;
2. any officer or director of the Corporation be and is hereby authorized and directed for and on behalf the Corporation (whether under its corporate seal or otherwise) to execute, deliver and file all such documents (including Articles of Amendment in the prescribed form) and to take all such other action(s) as may be deemed necessary or desirable for the implementation of this special resolution and any matters contemplated thereby; and
3. The directors of the Corporation are hereby authorized and granted with absolute discretion and without further approval of the shareholders, to revoke or rescind the foregoing resolutions before they are acted upon.

The persons designated in the enclosed Proxy, unless instructed otherwise, intend to vote to approve the Name Change.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is on [www.sedar.com](http://www.sedar.com). Financial information is provided in the Corporation’s consolidated financial statements and management discussion and analysis (“**MD&A**”) for its most recently completed financial year. The Corporation will provide to any person or company, upon request to Peter Yates, director and Corporate Secretary of the Corporation by phone at (403) 971-9104 or by e-mail at [peter.yates@enernext.ca](mailto:peter.yates@enernext.ca), one copy of any of the consolidated financial statements and accompanying MD&A of the Corporation filed with the applicable securities regulatory authorities for the Corporation’s most recently completed financial year for which such financial statements have been issued, together with the report of the auditor, related management’s discussion and analysis and any interim financial statements of the Corporation filed with the applicable securities regulatory authorities.

Copies of the above documents will be provided, upon request, free of charge to security holders of the Corporation. The Corporation may require the payment of a reasonable charge from any person or company who is not a security holder of the Corporation, who requests a copy of any such document. The foregoing documents are also available on [www.sedar.com](http://www.sedar.com).

#### **OTHER MATTERS**

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Circular.

#### **DIRECTORS’ APPROVAL**

The contents of this Circular and its distribution to shareholders have been approved by the Board of the Corporation. The directors and officers of Petrodorado have indicated their intention to vote their Common Shares in favour of all matters to be considered by Shareholders at the Meeting.

## SCHEDULE “A”

### PETRODORADO ENERGY LTD. MANDATE OF THE AUDIT COMMITTEE

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#### **Role and Objective**

The Audit Committee (the “**Committee**”) is a committee of the Board of Directors of Petrodorado Energy Ltd. (“**Petrodorado**” or the “**Company**”) to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management’s reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for Board of Director approval, the audited financial statements and other mandatory disclosure releases containing financial information. The objectives of the Committee are as follows:

To assist Directors to meet their responsibilities in respect of the preparation and disclosure of the financial statements and related matters.

To provide better communication between directors and external auditors.

To ensure the external auditors’ independence.

To increase the credibility and objectivity of financial reports.

To strengthen the role of the outside directors by facilitating in-depth discussions between directors on the Committee, management and external auditors.

#### **Mandate and Responsibilities of Committee**

It is the responsibility of the Committee to satisfy itself on behalf of the Board with respect to Petrodorado’s internal control systems, including in particular relating to derivative instruments, identifying, monitoring and mitigating business risks and ensuring compliance with legal and regulatory requirements.

It is a primary responsibility of the Committee to review the annual and quarterly financial statements prior to their submission to the Board of Directors for approval. The process should include but not be limited to:

- reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years’ financial statements;
- reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
- reviewing accounting treatment of unusual or non-recurring transactions;
- ascertaining compliance with covenants under any loan agreements;
- reviewing financial reporting relating to asset retirement obligations;
- reviewing disclosure requirements for commitments and contingencies;
- reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
- reviewing unresolved differences between management and the external auditors;
- obtain explanations of significant variances with comparative reporting periods; and
- determine through inquiry if there are any related party transactions and ensure the nature and extent of such transactions are properly disclosed.

The Committee is to review the financial statements and related information included in prospectuses, management discussion and analysis (MD&A), information circular-proxy statements and annual information forms (AIF), prior to Board approval.

With respect to the appointment of external auditors by the Board, the Committee shall:

- be directly responsible for overseeing the work of the external auditors engaged for the purpose of issuing an auditors' report or performing other audit, review or attest services for Petrodorado, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- review management's recommendation for the appointment of external auditors and recommend to the Board appointment of external auditors and the compensation of the external auditors;
- review the terms of engagement of the external auditors, including the appropriateness and reasonableness of the auditors' fees; when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and
- review and approve any non-audit services to be provided by the external auditors' firm and consider the impact on the independence of the auditors.

Review with external auditors (and internal auditor if one is appointed by Petrodorado) their assessment of the internal controls of Petrodorado, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses.

The Committee shall also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of Petrodorado and its subsidiaries.

Review all public disclosure containing audited or unaudited financial information before release.

Review financial reporting relating to risk exposure.

Satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information from the Company's financial statements and periodically assess the adequacy of those procedures.

Establish procedures for:

- the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Review any other matters that the Audit Committee feels are important to its mandate or that the Board chooses to delegate to it.

Undertake annually a review of this mandate and make recommendations to the Board of Directors as to proposed changes.

### **Composition**

This Committee shall be composed of at least three individuals appointed by the Board from amongst its members, all of which members will be independent (within the meaning of Multilateral Instrument 52-110 Audit Committees) unless the Board determines to rely on an exemption in NI 52-110. "Independent" generally means free from any business or other direct or indirect material relationship with Petrodorado that could, in the view of the Board of Directors, reasonably interfere with the exercise of the member's independent judgment.

The Secretary to the Board shall act as Secretary of the Committee.

A quorum shall be a majority of the members of the Committee.

All of the members must be financially literate within the meaning of NI 52-110 unless the Board has determined to rely on an exemption in NI 52-110. Being "financially literate" means members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Trust's financial statements.

## **Meetings**

The Committee shall meet at least four times per year and/or as deemed appropriate by the Committee Chair.

The Committee shall meet not less than quarterly with the auditors, independent of the presence of management.

Agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.

Minutes of each meeting shall be prepared by the Secretary to the Committee.

The Chief Executive Officer and the Chief Financial Officer or their designates shall be available to attend at all meetings of the Committee upon the invitation of the Committee.

The Controller, Treasurer and such other staff as appropriate to provide information to the Committee shall attend meetings upon invitation by the Committee.

## **Reporting / Authority**

Following each meeting, in addition to a verbal report, the Committee will report to the Board by way of providing copies of the minutes of such Committee meeting at the next Board meeting after a meeting is held (these may still be in draft form).

Supporting schedules and information reviewed by the Committee shall be available for examination by any director.

The Committee shall have the authority to investigate any financial activity of the Company and to communicate directly with the external auditors. All employees are to co-operate as requested by the Committee.

The Committee may retain, and set and pay the compensation for, persons having special expertise and/or obtain independent professional advice to assist in fulfilling its duties and responsibilities at the expense of Petrodorado.

## SCHEDULE “B”

### COMPENSATION OF EXECUTIVE OFFICERS

The Corporation has a compensation committee (the “**Compensation Committee**”) comprised of Peter Yates and David Hergenhein. The Compensation Committee utilizes several different resources identified by management and approved by the Compensation Committee in reviewing elements of executive compensation and making compensation decisions. However, the Compensation Committee’s results are ultimately an exercise of business judgment and discretion rather than purely formulaic performance measures. The design of each compensation element and 2018 pay decisions are described further in the sections that follow.

The objectives of the Corporation’s compensation program are as follows: (i) to attract and retain the best talent available in the energy sector to the Corporation; (ii) to align the short-term and long-term behaviour of senior management with the interests of Shareholders; and (iii) to motivate senior management by rewarding both individual and corporate performance. The Corporation’s compensation program is designed to reward the chief executive officer, chief financial officer and other senior employees of the Corporation.

In this Circular, Named Executive Officer (“**NEO**”) means each Chief Executive Officer, each Chief Financial Officer and each of the three most highly compensated executive officers, other than each Chief Executive Officer and Chief Financial Officer, or each individual who would be a NEO but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity at the end of the most recently completed fiscal year and whose total salary and bonus exceeds \$150,000. For the financial year ended December 31, 2018, the Named Executive Officers were Chris Reid, President and Chief Executive Officer of the Corporation and Lynn Chapman, Vice-President, Finance and Chief Financial Officer of the Corporation.

The Compensation Committee’s primary focus in 2018 was to set levels of compensation for the Named Executive Officers and other members of management (collectively, the “**Management**”) that properly recognized and rewarded the role of the Management in the operations of the Corporation, while providing a base package of incentives to future performance. In doing so, the Compensation Committee employed three forms of compensation: base salary, cash bonus and the grant of Options. The relative role of each in the 2018 compensation of the Management is described below.

Base salary provides an immediate cash incentive for the Corporation’s executive officers. Effective January 1, 2017, the Corporation established base annual salaries of \$175,000 for the President and Chief Executive Officer, and \$135,000 for the Vice-President, Finance and Chief Financial Officer. The base salaries were recommended by the Compensation Committee after an internal analysis of the Corporation’s industry peers and based on the fact that the Corporation had divested of all of its assets and were intended to represent the mean salary amount paid by such peers. The Compensation Committee will review the base salaries of Management at least annually. In recommending an adjustment in the base salaries to the Board, the Compensation Committee considered an internal analysis of the base salaries paid by industry peers with similar production or cash flow profiles and the scope and complexity of the duties of the Named Executive Officers in light of the Corporation’s activities during 2017. In September 2017, in an effort to conserve capital in connection with a potential merger or business combination transaction, the Corporation decided to suspend payments to all directors and officers of the Corporation. From this date until October 1, 2018, no salaries were paid to the Named Executive Officers. Following this date, and given the fact that the business combination which gave rise to the elimination of executive salaries was aborted, the Corporation reinstated salaries for the Named Executive Officers at a reduced salary, given the limited operations of the Corporation, such that from this date to the present, the Chief Executive Officer earns \$70,000 per annum and the Chief Financial Officer earns \$50,000 per annum. As such, the figures described herein reflect payments made from January 1, 2018 until this date.

Bonuses are intended to reward performance by the Corporation’s executive officers in the achievement of the Corporation’s strategic goals and objectives. The Corporation did not pay bonuses to the Management of the Corporation during the 2018 year. Bonuses are typically recommended by the Compensation Committee based on its assessment of the contributions of Management in the expansion of the Corporation since December 2009 when the Corporation began significant operations in South America. The Compensation Committee also typically considers performance parameters established by the Corporation which include traditional industry measures.

Grants of Options under the Plan are intended to provide the Corporation's executive officers with a long term incentive to increase shareholder value. In 2018, a total of 1,500,000 Options were granted by the Corporation to the Management and members of the Board of Directors, exercisable at a price of \$0.10 per share for a period of five years from the date of issue.

In determining the 2018 compensation of the Management, the Compensation Committee followed a relatively simple process, primarily involving discussion among Compensation Committee members and the executive officers of the Corporation as to appropriate compensation, as well as internal surveys of the compensation paid by the Corporation's peers and data within the Mercer Total Compensation Survey for the Energy Sector. The Compensation Committee did not engage any outside consultants to assist in setting the 2018 compensation, nor did it develop and adopt a formal and specific group of the Corporation's peers against which it could establish performance benchmarks.

**The compensation paid to the Named Executive Officers during the Corporation's three most recently completed financial years is as set out below:**

Name and principal position	Year	Salary (\$) <sup>(5)</sup>	Share-based awards (\$)	Option-based awards <sup>(3)</sup> (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation <sup>(4)</sup> (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Chris Reid <sup>(1)</sup> President and Chief Executive Officer	2018	17,500	Nil	24,489	Nil	Nil	Nil	Nil	41,989
	2017	120,313	Nil	Nil	Nil	Nil	1,754	122,067	
	2016	174,167	Nil	21,554	Nil	Nil	8,446	204,167	
Lynn Chapman <sup>(2)</sup> VP of Finance and Chief Financial Officer	2018	12,500	Nil	15,584	Nil	Nil	Nil	Nil	28,084
	2017	92,813	Nil	Nil	Nil	Nil	3,636	96,449	
	2016	134,167	Nil	12,435	Nil	Nil	6,232	152,834	

**Notes:**

- (1) Mr. Reid commenced employment with the Corporation on July 18, 2011 as the Controller of the Corporation. He was subsequently appointed to the position of Vice President, Finance and Chief Financial Officer on February 1, 2012, Interim President and Chief Executive Officer on February 6, 2015 and President and Chief Financial Officer on January 28, 2016.
- (2) Mr. Chapman commenced employment with the Corporation on October 3, 2011, as the Manager of Financial Reporting of the Corporation. He was subsequently appointed to the position of Controller on February 1, 2012, and then to the position of Vice-President, Finance and Chief Financial Officer on January 28, 2016.
- (3) Option based awards amounts do not represent cash received. They represent the theoretical value ascribed to options granted to the NEO during the period, which is determined using the Black-Scholes model with various assumptions made at the time of grant relating to share volatility and discount interest rates.
- (4) All other compensation includes:
  - (a) certain employment benefits provided by the Corporation; and
  - (b) performance bonus and one-time Change of Control amount paid to Mr. Reid during fiscal 2015.
- (5) In September 2017, in an effort to conserve capital in connection with a potential merger or business combination transaction, the Corporation decided to suspend payments to all directors and officers of the Corporation. From this date until October 1, 2018, no salaries were paid to the Named Executive Officers. Following this date, and given the fact that the business combination which gave rise to the elimination of executive salaries was aborted, the Corporation reinstated salaries for the Named Executive Officers at a reduced salary, given the limited operations of the Corporation, such that from this date to the present, the Chief Executive Officer earns \$70,000 per annum and the Chief Financial Officer earns \$50,000 per annum. As such, the figures described herein reflect payments made from January 1, 2018 until this date.

**Long-Term Incentive Plan Awards**

Long term incentive plan awards ("LTIP") means "a plan providing compensation intended to motivate performance over a period greater than one financial year". LTIPs do not include option or stock appreciation rights plans or plans for compensation through shares or units that are subject to restrictions on resale. The Corporation did not award any LTIPs to any NEO during the most recently completed financial year.

## Stock Appreciation Rights

Stock appreciation rights (“SARs”) means a right, granted by the Corporation or any of its subsidiaries as compensation for services rendered or in connection with office or employment, to receive a payment of cash or an issue or transfer of common shares based wholly or in part on changes in the trading price of the Corporation’s Shares. No SARs were granted to, or exercised by, any NEO or any directors during the most recently completed financial year.

## Compensation Governance

The Corporation has a Compensation Committee that determines the compensation of the directors and executive officers of the Corporation. For details concerning the composition of the Compensation Committee and the responsibilities, powers and operation of the Compensation Committee, see above under the heading “Corporate Governance - Compensation”. The Compensation Committee is chaired by David Hergenhein with Peter Yates as the other member of the Committee. Both members of the Compensation Committee are independent within the meaning of NI 52-110. Please refer to the individual biographies for the members of the Compensation Committee above under the heading “Directors and Officers of the Corporation” for a description of the skills and experience of each member of the Compensation Committee as it relates to their ability to make decisions as to the suitability of the Corporation’s compensation policies and practices.

## Option Grants During the Most Recently Completed Financial Year

### Outstanding Option-Based Awards and Share-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth for each NEO all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year.

Name	Number of securities underlying unexercised options (#)	Option-based Awards			Share-based Awards	
		Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Chris Reid President and Chief Executive Officer	660,000	0.10	July 18, 2023	Nil	Nil	Nil
	260,000	0.10	November 14, 2021	Nil	Nil	Nil
Lynn Chapman Vice-President Finance and Chief Financial Officer	420,000	0.10	July 18, 2023	Nil	Nil	Nil
	150,000	0.10	November 14, 2021	Nil	Nil	Nil

**Notes:**

(1) Based on the closing price of the shares at December 31, 2018 which was \$0.04 per share.

## Aggregate Option Exercises during the Most Recently Completed Financial Year and Financial Year-End Option Values

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table (presented in accordance with Form 51-102F6) sets forth details of the value vested or earned during the most recently completed financial year for each incentive plan award.

Name	Option-based awards - Value vested during the year <sup>(1)</sup> (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Chris Reid President and Chief Executive Officer	Nil	Nil	Nil
Lynn Chapman Vice-President, Finance and Chief Financial Officer	Nil	Nil	Nil

Notes:

(1) Represents the difference between the market price of the share and the exercise price on the date of vesting.

### Director Compensation

The following table (presented in accordance with Form 51-102F6) sets out all amounts of compensation provided to the directors for the Corporation's most recently completed financial year:

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
David Hergenhein	1,250	Nil	7,792	Nil	Nil	Nil	9,042
Peter Yates	1,250	Nil	7,792	Nil	Nil	Nil	9,042

### Outstanding Share-Based Awards and Option-Based Awards

The following table (presented in accordance with Form 51-102F6) sets out for each director all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
David Hergenhein	210,000	0.10	July 18, 2023	Nil	Nil	Nil
	75,000	0.10	November 14, 2021	Nil	Nil	Nil
Peter Yates	210,000	0.10	July 18, 2023	Nil	Nil	Nil
	75,000	0.10	November 14, 2021	Nil	Nil	Nil

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table (presented in accordance with Form 51-102F6) sets out details of the value vested or earned by each director during the most recently completed financial year for each incentive plan award.

Name	Option-based awards - Value vested during the year <sup>(1)</sup> (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
David Hergenhein	Nil	Nil	Nil
Peter Yates	Nil	Nil	Nil

Notes:

(1) Represents the difference between the market price of the share and the exercise price on the date of vesting.

### Termination of Employment, Change in Responsibilities and Employment Contracts

Chris Reid entered into a full-time executive employment agreement with the Corporation to be President and Chief Executive Officer of the Corporation effective as of January 27, 2016, with an annual salary of \$175,000 and four weeks paid vacation per year. Lynn Chapman entered into a full-time executive employment agreement with the Corporation to be Vice President, Finance and Chief Financial Officer of the Corporation effective as of January 27, 2016, with an annual salary of \$135,000 and four weeks paid vacation per year (the agreements for each of the aforementioned individuals are collectively referred to herein as the “**Executive Agreements**”).

Each Executive Agreement shall continue indefinitely until terminated upon mutual written agreement of the parties or as a result of the death, disability, retirement or termination of the executive. The Corporation may terminate any executive for just cause without payment to the executive, save and except for the pro-rata annual base salary earned for services rendered up to and including the termination date, plus any accrued vacation pay and reimbursable expenses. An executive may resign from his employment with the Corporation by providing the Corporation with thirty (30) days written notice of termination to the Corporation, in which case the Corporation shall pay the executive the pro-rata annual base salary earned for services rendered up to and including the termination date, plus any accrued vacation pay and reimbursable expenses. If the Executive is terminated by the Corporation other than for Just Cause (as defined in the Executive Agreements), the Executive shall be entitled to receive, and the Corporation shall pay to the Executive, immediately following termination, the pro-rata annual base salary earned for services rendered up to and including the termination date, plus a cash amount equal to one (1.0) times the annual base salary, plus the average of the bonus paid for the past two years or, if the Executive has not been continuously employed by the Corporation for a period of two (2) years prior to termination, the last annual bonus paid to the Executive prior to the termination of the Executive, all of which shall be subject to required statutory deductions and withholdings. In addition, any outstanding options which would have vested within twelve (12) months of the termination date shall have their vesting accelerated. If any of the NEO’s were terminated without Just Cause on December 31, 2018, the Corporation would be required to compensate such executives in the following amounts: \$175,000 for Mr. Reid and \$135,000 for Mr. Chapman. If any of the NEO’s were terminated as a result of a Triggering Event following a Change in Control (as such terms are defined below), the Corporation would be required to compensate such Executives in the following amounts: \$175,000 for Mr. Reid and \$135,000 for Mr. Chapman.

If a Change in Control (as defined in the Executive Agreements) occurs and if, in respect of the Executive, a Triggering Event (as defined in the Executive Agreements) subsequently occurs within one (1) year of the Change in Control, the Executive shall be entitled to elect to terminate his employment with the Corporation and to receive a payment from the Corporation in an amount equal to the pro-rata annual base salary earned for services rendered up to and including the termination date plus an amount equal to one (1.0) times his then current annual base salary. With regards to the Executive Agreements, a Change in Control means a transaction or series of transactions whereby directly or indirectly (i) any person or combination of persons obtains a sufficient number of securities of the Corporation to affect materially the control of the Corporation; (ii) the Corporation shall consolidate or merge with or into, amalgamate with, or enter into a statutory arrangement with, any other person and, in connection therewith, all or part of the outstanding voting shares shall be changed in any way, reclassified or converted into, exchanged or otherwise acquired

for shares or other securities of the Corporation or any other person or for cash or any other property; (iii) any other person shall consolidate or merge with or into, amalgamate with, or enter into a statutory arrangement with, the Corporation, and, in connection therewith, all or part of the outstanding voting shares shall be changed in any way, reclassified or converted into, exchanged or otherwise acquired for shares or other securities of the Corporation or any other person or for cash or any other property; (iv) the Corporation shall sell or otherwise transfer, including by way of the grant of a leasehold interest, property or assets aggregating more than 50% of the consolidated assets of the Corporation or 50% of the operating revenue of the Corporation from the last year; or (v) there occurs a change in the composition of the Board, which occurs at a single meeting of the shareholders whereby such individuals who were members of the Board immediately prior to such meeting cease to constitute a majority of the Board.

A Triggering Event is defined as: (i) a change (other than those that are clearly consistent with a promotion) in the NEO's position or duties, responsibilities, title or office in effect immediately prior to a change in control; (ii) a reduction by the Corporation in the NEO's annual base salary or any failure by the Corporation to increase the NEO's annual base salary payable by the Corporation in a manner consistent with practices in effect immediately prior to a change in control or with practices implemented subsequent to a change in control with respect to the senior executives of the Corporation; (iii) any failure by the Corporation to continue in effect or materially changing the terms any benefit plans in which the NEO is participating or entitled to participate immediately prior to a change in control; (iv) a change in the municipality in which the NEO is regularly required to carry out the terms of his employment with the Corporation at the date of a change in control; (v) any failure by the Corporation to provide the NEO with the number of paid vacation days to which he was entitled immediately prior to a change in control or the Corporation failing to increase such paid vacation on a basis consistent with practices in effect immediately prior to a change in control or with practices implemented subsequent to a change in control with respect to the senior executives of the Corporation; (vi) the Corporation taking any action to deprive the NEO of or materially adverse change any material fringe benefit not hereinbefore mentioned and enjoyed by him immediately prior to a change in control; (vii) any material breach by the Corporation of any provision of the executive employment agreement; (viii) the good faith determination by the NEO that, as a result of a change in control or any action or event thereafter, the NEO's status or responsibility in the Corporation has been diminished or the NEO is being effectively prevented from carrying out his duties and responsibilities as they existed immediately prior to a change in control; or (ix) the failure by the Corporation to obtain, in a form satisfactory to the NEO, an effective assumption of its obligations hereunder by any successor to the Corporation, including a successor to a material portion of its business. Further, in such an event, all unvested options held by the Executive shall have their vesting accelerated. The before-mentioned payments to either respective NEO will not be realized if the triggering event follows a change in control which involves a sale of securities or assets of the Corporation with which the respective NEO is involved as a purchaser in any manner. All termination rights of either NEO are conditional upon the NEO electing to exercise such rights by notice given to the Corporation within one hundred and twenty (120) days of the Triggering Event. Either NEO shall be entitled to a payment by the Corporation of the amount calculated above if a Triggering Event does not occur but the NEO is dismissed from his employment with the Corporation without just cause within one (1) year of the change in control.



