

FORM 62-103F1
REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the acquisition of 8% convertible unsecured subordinated debentures (the "Debentures") of Southern Energy Corp. (TSXV: SOU) (the "Corporation") which are convertible into common shares in the capital of the Corporation (the "Common Shares"). The Corporation's head office is the following:

**Suite 2400, 333 - 7th Avenue SW
Calgary, Alberta T2P 2Z1.**

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction that triggered this report was carried out pursuant to a "best efforts" convertible debenture private placement of the Corporation (the "Financing").

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.

**Laurentian Bank Securities Inc. (the "Acquiror" or "LBS")
Suite 620, 1360 Rene-Levesque Blvd. West
Montreal, Quebec H3G 0E8**

LBS is an integrated full-service investment dealer, focusing on six lines of business. The Institutional Fixed Income division has a presence in Government and Corporate underwritings, as well as in secondary markets. In addition, the Institutional Equity division focuses on serving clients through research, trading and investment banking in the small capitalization sector. The Retail division and Discount Brokerage division currently serve clients through its offices in Quebec. Furthermore, as a carrying broker, LBS provides complete back office support to a wide range of customers. LBS also offers an Immigrant Investors program. LBS is a corporation existing under the federal laws of Canada.

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On June 14, 2019, the Corporation completed its previously announced acquisition of high quality, low decline natural gas assets in the State of Mississippi for cash consideration of US\$16.5 million (\$22.0 million), subject to customary adjustments (the "Acquisition"). Concurrent with the completion of the Acquisition, the Corporation closed its previously announced Financing with a syndicate of agents co-led by the Acquiror. In connection with the Financing of the Corporation, which closed on June 14, 2019, the Acquiror acquired as principal \$3,000,000 principal amount of Debentures at a price of \$1,000 per Debenture for total consideration of \$3,000,000. In addition, in consideration for acting as co-lead agent in the Financing, the Acquiror received a commission fee payable in Debentures, in the amount of \$140,000 principal amount of Debentures. In aggregate, the Acquiror acquired \$3,140,000 principal amount of Debentures, which are convertible into Common Shares at a conversion price of \$0.125, subject to adjustment in certain events. This represents a conversion rate of 8,000 Common Shares for each C\$1,000 principal amount of Debentures. The Debentures mature on June 30, 2022.

- 2.3 State the names of any joint actors.

N/A

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

Prior to the Financing, the Acquiror held 16,616,500 Common Shares, representing 7.426% of the issued and outstanding Common Shares. Immediately following the Financing, the Acquiror owns, controls or directs (directly or indirectly): (i) 16,616,500 Common Shares, representing approximately 7.426% of the Corporation's issued and outstanding Common Shares; and (ii) \$3,140,000 principal amount of Debentures. On a post-conversion basis, the Acquiror owns, controls or directly (directly or indirectly) 41,736,500 Common Shares, representing approximately 16.77% of the Corporation's issued and outstanding Common Shares on a partially-diluted basis.

- 3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See items 2.2 and 3.1 above.

3.3 If the transaction involved a securities lending arrangement, state that fact. **N/A**

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control, **See items 2.2 and 3.1 above.**
- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and **N/A**
- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership. **N/A**

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings. **N/A**

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement. **N/A**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104. **N/A**

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding. **N/A**

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

See item 2.2.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror. **N/A**

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

See item 2.2.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

The Acquiror acquired the Debentures referred to herein for investment purposes. The Acquiror may, in the future, increase or decrease its ownership of securities of the Corporation, depending upon, among other things, the business prospects of the Corporation and market conditions.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries; **N/A**

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries; **N/A**

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board; **N/A**

- (e) a material change in the present capitalization or dividend policy of the reporting issuer; **N/A**

- (f) a material change in the reporting issuer's business or corporate structure; **N/A**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company; **N/A**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace; **N/A**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada; **N/A**
- (j) a solicitation of proxies from securityholders; **N/A**
- (k) an action similar to any of those enumerated above. **N/A**

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

N/A

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities. **N/A**

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance. **N/A**

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, on behalf of the acquiror and not in any personal capacity, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

June 17, 2019

Date

LAURENTIAN BANK SECURITIES INC.

(signed) Cameron Baker

Cameron Baker, Managing Director, Head of Equities and Syndication