

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND MANAGEMENT PROXY CIRCULAR

2018 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD JUNE 27, 2018



NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS

To the shareholders of Oryx Petroleum Corporation Limited (“**Oryx Petroleum**” or the “**Corporation**”):

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of Oryx Petroleum (the “**Meeting**”) will be held at the offices of Fasken Martineau DuMoulin LLP at 333 Bay Street, Suite 2400, Bay Adelaide Centre, Toronto, Ontario on Wednesday, June 27, 2018, at 10:30 a.m. (Toronto time) for the following purposes, which are described in more detail in the Management Proxy Circular of the Corporation (the “**Circular**”) accompanying this Notice, namely:

1. to receive the consolidated financial statements for the year ended December 31, 2017, together with the Report of the Auditor thereon;
2. to elect the directors of Oryx Petroleum to hold office until the next annual meeting of shareholders or until their successors are elected or appointed;
3. to appoint the auditor of the Corporation for the ensuing year at such remuneration as may be approved by the Board of Directors of the Corporation;
4. to consider and, if thought advisable, pass, with or without variation, an ordinary resolution, the full text of which is provided under the section entitled *Approval of Unallocated Awards* in the Circular, approving all unallocated awards issuable under the Corporation's Long Term Incentive Plan (“**LTIP**”);
5. to consider and, if thought advisable, pass, with or without variation, a special resolution, the full text of which is provided under the section entitled *Consolidation of Shares* in the Circular, authorizing the Board of Directors of the Corporation, in its sole discretion, to consolidate all of the issued and outstanding common shares of the Corporation (each, a “**Common Share**”) on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares and to amend the Articles of Incorporation of the Corporation accordingly; and
6. to transact such further and other business as may properly come before the Meeting or any adjournment.

Only shareholders of record at the close of business on May 4, 2018 will be entitled to notice of and to vote at the Meeting or any adjournment.

As a shareholder, it is important that you vote. Shareholders are encouraged to return their proxy or voting instruction form as soon as possible. As an alternative, shareholders may choose to vote by telephone or the Internet as provided for on the proxy or voting instruction form. Proxies must be received prior to 10:30 a.m. (Toronto time) on Monday, June 25, 2018 or, if the Meeting is adjourned, prior to 10:30 a.m. (Toronto time) two business days prior to the date on which the Meeting is reconvened. For more information on voting please see the section entitled *Voting Information* in the Circular.

By order of the Board of Directors

“Kevin McPhee”

Kevin McPhee
General Counsel and Corporate Secretary

Geneva, Switzerland
May 8, 2018

MANAGEMENT PROXY CIRCULAR

This Management Proxy Circular (the “**Circular**”) is sent in connection with the solicitation of proxies by the management of Oryx Petroleum Corporation Limited (“**Oryx Petroleum**” or the “**Corporation**”) for use at the annual meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of the Corporation to be held on Wednesday, June 27, 2018 at the time and place and for the purposes set out in the Notice of 2018 Annual Meeting of Shareholders (the “**Notice**”) accompanying this Circular, and at any adjournment.

Unless otherwise indicated, all references in this Circular to dollar amounts are to U.S. dollars and all information in this Circular is as of May 1, 2018.

The Board of Directors of Oryx Petroleum (the “**Board**”) has approved the content and sending of this Circular.

“Kevin McPhee”

Kevin McPhee
General Counsel and Corporate Secretary

Geneva, Switzerland
May 8, 2018

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VOTING INFORMATION

Solicitation of Proxies

Enclosed with this Circular is a proxy or voting instruction form. The solicitation of proxies is intended to be made primarily by mail but proxies may also be solicited by telephone, facsimile or other electronic means of communication or in person by the directors, officers and other employees of the Corporation. The entire cost of the solicitation of proxies will be borne by the Corporation.

Beneficial (or Non-Registered) Owners

The voting process is different depending on whether you are a registered Shareholder, Non-Objecting Beneficial Owner or Objecting Beneficial Owner.

If you have shares registered in your own name, you are a registered Shareholder. If you do not hold shares in your own name, you are a beneficial or non-registered owner. If your shares are listed in an account statement provided to you by a broker, then it is likely that those shares will not be registered in your name, but under the broker's name or under the name of an agent of the broker such as CDS Clearing and Depository Services Inc., the nominee for many Canadian brokerage firms, or its nominee.

There are two kinds of beneficial owners: (i) Objecting Beneficial Owners or OBOs – those who object to their name being made known to the issuers of shares which they own, and (ii) Non-Objecting Beneficial Owners or NOBOs – those who do not object to their name being made known to the issuers of the shares which they own.

Securities regulation requires brokers or agents to seek voting instruction from Objecting Beneficial Owners and Non-Objecting Beneficial Owners in advance of the Meeting. Beneficial owners should be aware that brokers or agents can only vote shares if instructed to do so by the beneficial owner. Your broker or agent (or their agent Broadridge) will have provided you with a voting instruction form or form of proxy for the purpose of obtaining your voting instructions. Every broker has its own mailing procedures and provides instructions for voting. You must follow those instructions carefully to ensure your shares are voted at the Meeting.

If you are a beneficial owner receiving a voting instruction form or proxy from a broker or agent, you cannot use that proxy to vote in person at the Meeting. To vote your shares at the Meeting, the voting instruction form or proxy must be returned to the broker well in advance of the Meeting. If you wish to attend and vote your shares in person at the Meeting, follow the instructions for doing so provided by your broker or agent.

Shareholder Proxy Materials

These security holder materials are being sent to both registered and non-registered owners of common shares of the Corporation (“**Common Shares**”). The Corporation has arranged for its registrar and transfer agent, Computershare Trust Company of Canada (“**Computershare**”), to send materials to registered Shareholders. The Corporation will bear the cost of intermediaries delivering shareholder proxy materials to beneficial owners.

Appointment and Revocation of Proxies

The persons named in the enclosed proxy are Vance Querio, who is Chief Executive Officer of the Corporation, and Kevin McPhee, who is General Counsel of the Corporation.

In order for a vote by proxy or voting instruction form to be counted, it should be received prior to 10:30 a.m. (Toronto time) on Monday, June 25, 2018. The Corporation reserves the right to accept late proxies and to waive or extend the proxy cut-off with or without notice, but is under no obligation to accept or reject any particular late proxy. In order for your vote to be counted, you may vote by proxy or voting instruction form via mail, the Internet or telephone. If you are a registered Shareholder, you may attend the Meeting in person and submit your completed proxy or vote in person.

Completion of a proxy gives discretionary authority to the proxyholder to vote as he or she sees fit in respect of amendments to matters identified in the Notice, and other matters that may properly come before the Meeting or any adjournment thereof, whether or not the amendment or other matter that comes before the Meeting is or is not routine, and whether or not the amendment or other matter that comes before the Meeting is contested.

Management of the Corporation is not aware of any amendments or other matters to be presented for action at the Meeting.

If you appoint Mr. Querio and/or Mr. McPhee as your proxyholder, they will vote, or withhold from voting, in accordance with your directions. If you do not specify how you want your shares voted, they will vote **FOR**:

- the election of the directors named in this Circular;
- the appointment of Deloitte S.A. as auditor;
- the ordinary resolution approving all unallocated awards issuable under the Corporation's Long Term Incentive Plan ("**LTIP**"); and
- the special resolution authorizing the Board to consolidate all of the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares.

They will vote in accordance with their best judgment if any other matters are properly brought before the Meeting.

You may appoint any other person (who need not be a Shareholder) to represent you at the Meeting by inserting that person's name in the space provided on the accompanying proxy. That person is your proxyholder and must attend and vote at the Meeting in order for your vote to count.

You may revoke your proxy by providing new voting instructions in a new proxy or voting instruction form with a later date, or at a later time if you are voting on the Internet or by telephone. Any new voting instructions, however, will only take effect if received prior to 10:30 a.m. (Toronto time) on Monday, June 25, 2018 or if the Meeting is adjourned, at least 48 hours prior to the reconvened Meeting. You may also revoke your proxy without providing new voting instructions by giving written notification addressed to Mr. Kevin McPhee, General Counsel and Corporate Secretary, Oryx Petroleum, Rue Michel-Servet 12, 1206 Geneva, Switzerland, not later than the last business day preceding the day of the Meeting or any postponement or adjournment thereof or with the chair of the Meeting on the day of the Meeting or any postponement or adjournment thereof. Registered Shareholders may attend the Meeting and vote in person and, if they do so, any voting instructions previously given by such persons for such shares will be revoked.

Voting Securities and Principal Holders of Voting Securities

Each Common Share entitles the holder thereof to one vote on all matters to come before the Meeting. Only holders of record of Common Shares as of the close of business on May 4, 2018 (the "**Record Date**") are entitled to receive notice of and to vote at the Meeting or any adjournment thereof. As of the Record Date, there were 458,422,779 Common Shares outstanding. A Shareholder of record on the Record Date will be entitled to vote the Common Shares shown opposite the Shareholder's name on the Corporation's register of Shareholders at the Meeting or any adjournment thereof, even if the Shareholder disposes of the Common Shares after that time. No person becoming a Shareholder after the Record Date will be entitled to vote at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Corporation, the only persons who, or corporations which, beneficially own, or control or direct, directly or indirectly, securities carrying 10% or more of the voting rights attached to all outstanding Common Shares are:

Shareholder	Shareholding	Percentage
AOG Upstream BV	287,029,551	62.6%
Samsufi Trust	3,765,784	0.8%
Zeg Oil and Gas Ltd	105,600,825	23.1%

The Common Shares owned of record by AOG Upstream BV are considered for the purposes of Canadian securities laws to be beneficially owned by Samsufi Trust and, accordingly, Samsufi Trust is deemed to be the beneficial owner of 290,795,335 Common Shares, representing 63.4% (62.1% fully-diluted) of the outstanding Common Shares.

Voting Results

Following the Meeting, a report on the voting results will be filed with securities regulators on the Corporation's profile on SEDAR (www.sedar.com).

BUSINESS OF THE MEETING

The following business will be addressed at the Meeting.

Receipt of Financial Statements

The audited consolidated financial statements of the Corporation for the year ended December 31, 2017 and the Independent Auditor's Report thereon will be placed before the Meeting. Copies of the audited consolidated financial statements of the Corporation for the year ended December 31, 2017 may be obtained from the Corporate Secretary of the Corporation upon request and will be available at the Meeting. The audited consolidated financial statements are also available on the Corporation's website (www.oryxpetroleum.com) and on the Corporation's profile on SEDAR (www.sedar.com).

Election of Directors

At the Meeting, Shareholders will be asked to elect a Board of four members. See the section entitled *Nominees for Election to the Board of Directors* for more information regarding the individual nominees.

The Board recommends that you vote **FOR** the election of each of the following persons who have been proposed by the Board for election as directors:

- Bradford Camp
- Peter Janele
- Jean Claude Gandur
- Peter Newman

Directors appointed at the Meeting will serve until the end of the next annual shareholder meeting, or until their resignation, if earlier.

Management does not contemplate that any of the management nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy or voting instruction form reserve the right to vote for other nominees at their discretion.

The enclosed form of proxy or voting instruction form permits Shareholders to vote **FOR** or to **WITHHOLD** their vote for each director nominee. **If you do not specify how you want your shares voted, the persons named as proxyholders in the enclosed form of proxy or voting instruction form intend to cast the votes represented by proxy at the Meeting FOR the election as directors of the individuals nominated in this Circular.**

Appointment of Auditor

Management of the Corporation has nominated Deloitte S.A., Chartered Accountants, to serve as auditor of the Corporation until the next annual meeting of Shareholders, at such remuneration as may be approved by the Board. Deloitte S.A. was first appointed auditor of the Corporation on January 11, 2013. The Audit Committee pre-approves all audit services and all permitted non-audit services. Fees paid to Deloitte S.A. in each of 2016 and 2017 are disclosed in Oryx Petroleum's Annual Information Form dated March 23, 2018, which is available on the Corporation's website (www.oryxpetroleum.com) and on the Corporation's profile on SEDAR (www.sedar.com).

The Board recommends that you vote **FOR** the reappointment of Deloitte S.A., Chartered Accountants, to serve as auditor of the Corporation until the next annual meeting of Shareholders, at such remuneration as may be approved by the Board.

The enclosed form of proxy or voting instruction form permits Shareholders to vote **FOR** or to **WITHHOLD** their vote for the reappointment of Deloitte S.A. **If you do not specify how you want your shares voted, the persons named as proxyholders in the enclosed form of proxy or voting instruction form intend to cast the votes represented by proxy at the Meeting FOR the appointment of Deloitte S.A. as auditor, at such remuneration as may be approved by the Board.**

Approval of Unallocated Awards

At the Meeting, Shareholders will be asked to consider and, if thought advisable, pass, with or without variation, an ordinary resolution approving all unallocated awards issuable under the Corporation's LTIP. See the section entitled *Approval of Unallocated Awards* for more information regarding the renewal of the Corporation's LTIP.

The Board recommends that you vote **FOR** the resolution approving all unallocated awards issuable under the Corporation's LTIP.

The enclosed form of proxy or voting instruction form permits Shareholders to vote **FOR** or **AGAINST** the resolution approving all unallocated awards issuable under the Corporation's LTIP. **If you do not specify how you want your shares voted, the persons named as proxyholders in the enclosed form of proxy or voting instruction form intend to cast the votes represented by proxy at the Meeting FOR the resolution approving all unallocated awards issuable under the Corporation's LTIP.**

Consolidation of Shares

At the Meeting, Shareholders will be asked to consider and, if thought advisable, pass, with or without variation, a special resolution authorizing the Board, in its sole discretion, to consolidate all of the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares and to amend the Articles of Incorporation of the Corporation accordingly. See the section entitled *Consolidation of Shares* for more information regarding the proposed consolidation of all of the issued and outstanding Common Shares.

The Board recommends that you vote **FOR** the resolution authorizing the consolidation of all of the issued and outstanding Common Shares.

The enclosed form of proxy or voting instruction form permits Shareholders to vote **FOR** or **AGAINST** the resolution authorizing the consolidation of all of the issued and outstanding Common Shares. **If you do not specify how you want your shares voted, the persons named as proxyholders in the enclosed form of proxy or voting instruction form intend to cast the votes represented by proxy at the Meeting FOR the resolution authorizing the consolidation of all of the issued and outstanding Common Shares.**

Other Business

As of the date of this Circular, the directors of the Corporation know of no other matters to come before the Meeting. If any other matters properly come before the Meeting, it is the intention of the persons named as proxyholders in the enclosed form of proxy or voting instruction form accompanying this Circular to vote the same in accordance with their best judgment of such matters.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

The following pages include a profile of each nominated director with an explanation of his or her experience, qualifications, participation on the Board and its committees, ownership of Common Shares, as well as participation on the boards of other public companies.

The total value of Common Shares is determined by multiplying the number of Common Shares held by each nominee as of May 1, 2018 by the closing price of the Common Shares on the Toronto Stock Exchange as of the close of business on May 1, 2018, being CAD 0.21 (\$0.1632 based on the Bank of Canada daily exchange rate for May 1, 2018, being 0.7772).

Total shareholdings of nominated directors	
Common Shares	5,350,896
Value (\$)	873,266

BRADFORD CAMP

Independent



Director

Age: 46
Erbil, Iraq
Director since
June 2016

Current Activities:

Mr. Camp is the Managing Director of Darb al-Iraq, a consulting firm that provides market intelligence and advisory services to persons investing in the Kurdistan Region of Iraq.

Past Activities:

Mr. Camp has successfully advised indigenous companies on developing management structures and strategic planning within their organizations, assisting foreign investors seeking to participate in energy projects in Iraq, and investing as a principal in start-up opportunities in the Kurdistan Region.

Some of Mr. Camp's recent projects include the development of an integrated upstream/midstream/downstream petroleum project and the first major refinery in the Kurdistan Region. He developed an agriculture project on 500 acres of land in the Kurdistan Region. He has also been successful in bringing a major international hotel chain into the Kurdistan Region where they will manage several projects. Mr. Camp has lived and worked in Iraq for more than 10 years.

Prior to entering the private sector, Mr. Camp held various United States Foreign Service Officer positions, including assignments in the Kurdistan Region for two years and an additional tour based in Baghdad. He served as a Director in the Office for Iraq and Afghanistan at the National Security Council at the White House.

Mr. Camp has a Masters in Management from New York University and a B.Sc. in journalism from the University of Tennessee, Knoxville.

Other Public Board Directorships:

None

Ownership and Total Value of Equity:

Common Shares	139,476
Value (\$)	22,762

**Chair of the Board**

Age: 69
Valletta, Malta
Director since
December 2012

Current Activities:

Mr. Gandur has been the Chair of Oryx Petroleum since its founding in 2010. Mr. Gandur is also Chairman of the Board of The Addax and Oryx Group, a diversified investment group he co-founded in 1987, which has a focus on energy, real estate and other capital investments.

Past Activities:

Mr. Gandur was formerly Chief Executive Officer of Addax Petroleum Corporation, an international oil and gas exploration and production company, and has worked with major commodity traders including: Kaines SA from 1986 to 1988, where he was the Managing Director; Sigmoil Resources N.V. from 1984 to 1986, where he was the Managing Director; and Philipp Brothers from 1976 to 1983, where he was Manager of the African/Latin American division.

For ten years Mr. Gandur was honorary consul for the Republic of Congo in Geneva. Mr. Gandur was also awarded a diplomatic passport by Senegal. In addition, he has received the decorations of Grand Officer of the Lion Order of Senegal and Commander of the National Order of Benin. Mr. Gandur was formerly the Non-Executive Chairman of AXMIN Inc.

Mr. Gandur studied law at the University of Lausanne, Switzerland.

Other Public Board Directorships:

None

Ownership and Total Value of Equity:

Common Shares	4,842,698
Value (\$)	790,328

**Director Nominee**

Age: 60
British Columbia,
Canada

Current Activities:

Dr. Janele is the founder and owner of Janele Technology and Research Corporation, a Canadian-based consulting organization that focuses on the development and application of solutions for the energy industry. He is recognized for developing practical solutions to real-world technical challenges that make business sense.

Past Activities:

Dr. Janele has extensive international experience in upstream oil and gas production and exploration. He was employed at Chevron Corporation for 38 years and held assignments in Canada, Indonesia, Kuwait and the United States. During his corporate career, he gained expertise in upstream oilfield operations including Production and Reservoir Engineering, Subsurface Reservoir Characterization, Flow and Recovery Modeling, Field Asset Management, Business Planning and Applied Statistical Analysis. In his last assignment, Dr. Janele was part of an elite exploration review team that was responsible for resource volumetric estimation and risk quantification for Chevron's global exploration portfolio. He has extensive experience in both conventional and non-conventional resources and has won numerous awards for his technical acumen and business leadership.

Dr. Janele holds a Bachelors of Applied Science from the University of British Columbia (Canada), a Master's Degree from the University of Southern California (USA) and a Ph.D. in Mechanical Engineering from the University of Alberta (Canada).

Other Public Board Directorships:

None

Ownership and Total Value of Equity:

Common Shares	0
Value (\$)	0

**Director**

Age: 63
Surrey,
United Kingdom
Director since
December 2012

Current Activities:

Mr. Newman is a corporate director and currently serves as a non-executive director of The Addax and Oryx Group and chairman of its audit committee.

Past Activities:

Mr. Newman was a partner at Deloitte LLP in London where he led the firm's oil and gas sector practice globally from 2002 until his retirement in 2009. Prior to that, Mr. Newman worked at the oil and gas group at Arthur Andersen LLP in London from 1984, became a partner in 1989 and led the firm's oil sector practice across Europe, the Middle East, India and Africa. Mr. Newman also worked with Mobil Corporation from 1980 to 1984 as an auditor in several countries across Europe, Africa and the Far East.

Mr. Newman studied geography at the University of Oxford before qualifying as a Chartered Accountant in England.

Other Public Board Directorships:

None

Ownership and Total Value of Equity:

Common Shares	368,722
Value (\$)	60,175

Meeting Attendance

The table below lists the number of Board and Committee meetings held in 2017 and the number attended by each director.

Director	Board	Audit Committee	Corporate Governance Committee	Nomination and Compensation Committee	Technical and Resources Committee	Total Attendance
Richard Alexander	6/6	5/5	2/2	4/4	5/5	22/22
Bradford Camp	6/6	5/5	2/2	4/4	5/5	22/22
Jean Claude Gandur	5/6			4/4	4/5	13/15
Nevin Karim	4/6	2/5	1/2	1/4	2/5	10/22
Gerald Macey	6/6	5/5	2/2	4/4	5/5	22/22
Peter Newman	6/6	5/5	2/2	4/4	5/5	22/22

Certain Proceedings

To the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of a proposed director) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that: (i) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "Order"), that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the proposed director 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.

To the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of a proposed director): (i) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, 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 (ii) has, within the 10 years before the date of this Circular, 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 proposed director.

APPROVAL OF UNALLOCATED AWARDS

Background

Section 613(a) of the Toronto Stock Exchange (“**TSX**”) Company Manual provides that every three years after institution, all unallocated options, rights or other entitlements under a security based compensation arrangement which does not have a fixed maximum aggregate of securities issuable must be approved by a majority of the issuer's directors and by the issuer's security holders.

As the Corporation's Long Term Incentive Plan (or LTIP) is considered to be a security based compensation arrangement and the LTIP provides that the number of Common Shares reserved for issuance from treasury under the LTIP will not exceed 10% of the Common Shares issued and outstanding from time to time, less the number of Common Shares reserved for issuance under the Corporation's Directors' Compensation Plan, approval will be sought at the Meeting to approve the grant of unallocated awards under the LTIP. Effective January 1, 2018, Common Shares are no longer issuable under the Directors' Compensation Plan which has ceased to constitute a security based compensation arrangement.

When awards have been granted pursuant to the LTIP, Common Shares that are reserved for issuance under outstanding awards are referred to as allocated Common Shares. The Corporation has additional Common Shares that may be reserved for issuance pursuant to future awards under the LTIP, but as they are not subject to current awards, they are referred to as unallocated awards.

As at May 1, 2018, the Company had awards to acquire 9,496,149 Common Shares outstanding under the LTIP, representing 2.1% of the issued and outstanding Common Shares as at that date. As a result, 36,346,128 Common Shares are available for future grants under the LTIP. In accordance with Section 613(a) of the TSX Company Manual, and on the basis that Shareholders last approved the LTIP on May 13, 2015, effective May 13, 2018, the Corporation will be unable to grant new awards under the LTIP and Common Shares which are reserved for issuance pursuant to awards which are outstanding as of May 13, 2018 and which are subsequently cancelled, terminated or exercised will not be available for a new grant of awards under the LTIP. Awards previously granted under the LTIP are not affected.

If approval of the grant of unallocated awards under the LTIP is obtained at the Meeting, the Board will, once again, be able to grant awards under the LTIP. If any awards granted under the LTIP shall be exercised or shall expire, terminate or be cancelled for any reason without having been exercised in full, additional Common Shares will be unallocated and available for the purposes of future grants under the LTIP. The Corporation will not be required to seek further approval for unallocated awards under the LTIP until June 27, 2021.

If approval is not obtained at the Meeting, awards which have not been allocated as of May 13, 2018 and Common Shares which are reserved for issuance pursuant to awards which are outstanding as of May 13, 2018 and which are subsequently cancelled, terminated or exercised will not be available for a new grant of awards under the LTIP. Previously allocated awards will continue to be unaffected by the approval or disapproval of the resolution.

For a summary of the current terms of the LTIP see *Statement of Executive Compensation – Incentive Plan Awards* in this Circular.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and, if thought advisable, pass, with or without variation, an ordinary resolution approving all unallocated awards issuable under the LTIP. The text of the ordinary resolution is as follows:

RESOLVED THAT:

- (a) all unallocated awards under the Corporation's Long Term Incentive Plan are approved and authorized until June 27, 2021; and*
- (b) any one officer or director of the Corporation be and is hereby authorized to execute and deliver all such agreements and documents, and to take all action, as such officer or director shall deem necessary or appropriate to give effect to the intent of the foregoing resolution.*

As an ordinary resolution, in order for the resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders in respect of that resolution who vote in person or by proxy at the Meeting.

Insiders of the Corporation who are entitled to receive a benefit under the LTIP will be eligible to vote their securities in respect of the above resolution as the LTIP contains the insider participation limit prescribed by the rules of the TSX.

The enclosed form of proxy or voting instruction form permits Shareholders to vote **FOR** or **AGAINST** the resolution approving all unallocated awards issuable under the LTIP. **If you do not specify how you want your shares voted, the persons named as proxyholders in the enclosed form of proxy or voting instruction form intend to cast the votes represented by proxy at the Meeting FOR the ordinary resolution approving all unallocated awards issuable under the LTIP.**

CONSOLIDATION OF SHARES

Background

The Board believes, for the reasons listed below, that a consolidation of the current number of issued and outstanding Common Shares may be of benefit to the Corporation. Shareholders are being asked to consider and, if thought advisable, pass, with or without variation, a special resolution (the “**Consolidation Resolution**”) authorizing the Board, in its sole discretion, to consolidate the Common Shares on the basis of one (1) post-consolidation Common Share for ten (10) pre-consolidation Common Shares (the “**Consolidation**”) and to amend the Articles of Incorporation of the Corporation accordingly. Notwithstanding approval of the Consolidation Resolution by Shareholders, the Board may, in its sole discretion, revoke this special resolution, and abandon the Consolidation Resolution without further approval or action by or prior notice to Shareholders.

Prior to making any amendment to the Corporation’s Articles of Incorporation to effect the Consolidation, the Corporation is first required to obtain all applicable regulatory and stock exchange approvals.

Reasons for the Consolidation

The Consolidation may increase the trading price of the Common Shares, which the Board believes will enhance their marketability and may increase the liquidity of the Common Shares if implemented at an appropriate time. This may be important to the Corporation in the future should it wish to explore potential listings on other stock exchanges that require a minimum trading price. The Board also believes that the Consolidation could result in broader interest and demand from those institutional and other investors that have internal guidelines and policies discouraging or prohibiting investments in lower priced shares.

If the special resolution is approved by the Shareholders, the Consolidation would only be implemented, if at all, upon a determination by the Board that it is in the best interest of the Corporation and the Shareholders at that time. In connection with any determination to implement the Consolidation, the Board will set the timing for such Consolidation. In proposing a share ratio in connection with the proposed Consolidation, the Board has considered, among other factors, the following:

- The historical trading prices and trading volumes of the Common Shares;
- The prevailing trading prices and trading volumes of the Common Shares and the anticipated impact of the Consolidation on the trading market for the Common Shares;
- The outlook for the trading price of the Common Shares;
- Threshold prices of brokerage firms or institutional investors that could impact their ability to invest or recommend investments in the Common Shares;
- Prevailing general market and economic conditions.

Certain Risks Associated with the Consolidation

There can be no assurance that the total market capitalization of the Common Shares (i.e., the number of issued and outstanding Common Shares multiplied by the market price for Common Shares) immediately after the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the per share market price of the Common Shares following the Consolidation will remain higher than the per share market price immediately before the Consolidation or equal or exceed the direct arithmetical result of the Consolidation. In addition, a decline in the market price of the Common Shares after the Consolidation may result in a greater percentage decline than would occur in the absence of a Consolidation, and the liquidity of the Common Shares could be adversely affected. Further, there can be no assurance that, if the Consolidation is implemented, the margin terms associated with the purchase of Common Shares will improve or that the Corporation will be successful in receiving increased attention from institutional investors.

Principal Effects of the Consolidation

As at the Record Date, the Corporation had 458,422,779 Common Shares issued and outstanding. Following the completion of the proposed Consolidation, assuming the Consolidation is implemented without delay, the number of Common Shares that are expected to remain and be outstanding after giving effect to the Consolidation would be approximately 45,842,277, subject to the minimal effect of eliminating fractional Common Shares which is discussed further below.

As the Corporation currently has an unlimited number of Common Shares authorized for issuance, the Consolidation will not have any effect on the number of Common Shares that remain available for future issuances. The Common Shares reserved for issuance pursuant to the LTIP would also be consolidated on a proportionate basis.

The Consolidation may result in some Shareholders owning “odd lots” of Common Shares on a post-Consolidation basis. Odd lots may be more difficult to sell, or require greater transaction costs per share to sell, than Common Shares in “board lots”. Brokerage commissions and other costs of transactions in odd lots are often higher than the costs of transactions in “round lots” of even multiples of “board lots”.

The Consolidation will not give rise to a capital gain or loss under the *Income Tax Act* (Canada) for a Shareholder who holds such Common Shares as capital property. The adjusted cost base to the Shareholder of the post-Consolidation Common Shares held by them immediately after the Consolidation will be equal to the aggregate adjusted cost base to the Shareholder of the pre-Consolidation Common Shares held by them immediately before the Consolidation.

Notice of Consolidation and Letter of Transmittal

Assuming the implementation of the Consolidation, promptly after the date the Corporation files its Articles of Amendment in respect of the Consolidation, the Corporation will give written notice thereof to all the Shareholders and, in the case of registered Shareholders holding share certificates, will provide them with a form of a letter of transmittal to be used for the purpose of surrendering their certificates representing the currently outstanding Common Shares to the Corporation's registrar and transfer agent in exchange for new share certificates representing whole post-Consolidation Common Shares. After the Consolidation, current issued share certificates representing pre-Consolidation Common Shares will (i) not constitute good delivery for the purposes of trades of post-Consolidation Common Shares; and (ii) be deemed for all purposes to represent the number of post-Consolidation Common Shares to which the Shareholder is entitled as a result of the Consolidation. No delivery of a new certificate to a Shareholder will be made until the Shareholder has surrendered their current issued certificate(s). Shareholders who hold uncertificated Common Shares will have their existing book entry accounts adjusted automatically.

Fractional Shares

No fractional Common Shares will be issued upon the Consolidation. All fractions of post-Consolidation Common Shares will be rounded down.

Percentage Shareholdings

The Consolidation will not affect any Shareholder's percentage ownership in the Corporation other than by the minimal effect of eliminating fractional Common Shares, even though such ownership will be represented by a smaller number of Common Shares. Instead, the Consolidation will reduce proportionately the number of Common Shares held by all Shareholders.

Implementation

The implementation of the Consolidation Resolution is subject to the Corporation obtaining the necessary regulatory approvals. The Consolidation Resolution provides that the Board is authorized, in its sole discretion, to determine not to proceed with the proposed Consolidation, without further approval of the Shareholders. In particular, the Board may determine not to proceed with completion of the proposed Consolidation and filing of the Articles of Amendment.

Effect on Non-Registered Shareholders

Non-registered Shareholders holding their Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the proposed Consolidation than those that will be put in place by the Corporation for registered Shareholders. If you hold your Common Shares with such a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

Vote Required and Recommendation of Board

At the Meeting, Shareholders will be asked to consider and, if thought advisable, pass, with or without variation, the Consolidation Resolution. The text of the Consolidation Resolution is as follows:

RESOLVED THAT:

- (a) the issued and outstanding common shares in the capital of the Corporation (the “**Common Shares**”) be consolidated on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares (the “**Consolidation**”);*
- (b) any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, and to deliver or to cause to be delivered, all such documents, agreements and instruments, and to do or to cause to be done all such other acts and things, as such person determines to be necessary or desirable or required by any regulatory authority in order to carry out the intent of this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing; and*
- (c) notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the board of directors of the Corporation is hereby authorized, at its discretion, to determine, at any time prior to the Consolidation becoming effective, to proceed or not proceed with the Consolidation and to abandon the Consolidation at any time prior to the implementation of the Consolidation without further approval of the shareholders of the Corporation.*

The Board recommends that Shareholders vote **FOR** the Consolidation Resolution. As a special resolution, in order for the Consolidation Resolution to be passed, it must be approved by the affirmative vote of not less than two-thirds of the votes cast by Shareholders in respect of the Consolidation Resolution who vote in person or by proxy at the Meeting.

The enclosed form of proxy or voting instruction form permits Shareholders to vote **FOR** or **AGAINST** the Consolidation Resolution. **If you do not specify how you want your shares voted, the persons named as proxyholders in the enclosed form of proxy or voting instruction form intend to cast the votes represented by proxy at the Meeting FOR the Consolidation Resolution.**

STATEMENT OF EXECUTIVE COMPENSATION

The following discussion describes the significant elements of the Corporation's executive compensation program, with particular emphasis on the process for determining compensation payable to the Corporation's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and each of the three most highly compensated executive officers of the Corporation or any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year, whose total compensation was, individually, more than CAD 150,000 for that financial year (collectively, the "Named Executive Officers" or "NEOs").

The NEOs for the year ended December 31, 2017 are:

- Jean Claude Gandur, Chair
- Vance Querio, CEO
- Scott Lewis, Head of Corporate Finance and Planning ("HCFP"), acting in the capacity of CFO
- Kevin McPhee, General Counsel and Corporate Secretary

Compensation Discussion and Analysis

Executive Compensation Philosophy

The Corporation's executive compensation program is a comprehensive program designed to attract, retain and motivate senior executives and to encourage and reward superior performance while aligning the interests of senior executives and shareholders. In recent years these objectives have been balanced against the need to constrain and reduce general and administrative costs.

The Corporation strives to achieve these goals by:

- providing total compensation that is competitive with compensation received by executives employed by comparable companies in the U.K., Continental Europe, the U.S. and Canada; and
- including equity-based incentive plans as an element of executive compensation.

The Corporation's compensation philosophy is intended to provide higher levels of incentive compensation when the Corporation and the executive achieve higher performance relative to peers. Conversely, if circumstances arose where the Corporation and the executive underperformed, lower levels of incentive compensation would be granted.

The Corporation periodically reviews the companies which comprise its peer group and, based on such review, the composition of the peer group may change from time to time. The Corporation's peer group for determining executive compensation policy, most recently updated in November 2017, is comprised of the following small to medium sized publicly listed exploration and production companies in the U.K., Continental Europe, the U.S. and Canada:

Africa Oil Corp.	Eland Oil & Gas PLC	Lekoil Limited	SOCO International plc
Amerisur Resources plc	FAR Limited	Ophir Energy Plc	Sterling Energy Plc
Bowleven plc	Genel Energy PLC	Premier Oil plc	TransGlobe Energy Corporation
Chariot Oil & Gas Limited	Gran Tierra Energy Inc.	SDX Energy Inc.	Vaalco Energy Inc.
	Gulf Keystone Petroleum Ltd.	ShaMaran Petroleum Corp.	

Most of the Corporation's NEOs are based in Geneva, Switzerland. Due to the very limited representation of upstream oil and gas industry peers in Switzerland, the Nomination and Compensation Committee has considered the European oil and gas exploration and production market data, driven by the U.K. market, as a comparator for the NEO's and directors' compensation package. The Nomination and Compensation Committee selected the U.K. as a primary comparator as it has a sizeable upstream industry, and is a reasonable comparator to Geneva in regard to cost of living. The Nomination and Compensation Committee has also reviewed data supplied for the North American market, although it was considered less relevant for cash compensation.

Independent Compensation Consultants

The Corporation has not retained any compensation consultant or advisor to assist in determining compensation for any of the Corporation's directors or executive officers in the last two financial years or at any time since the Corporation's most recently completed financial year.

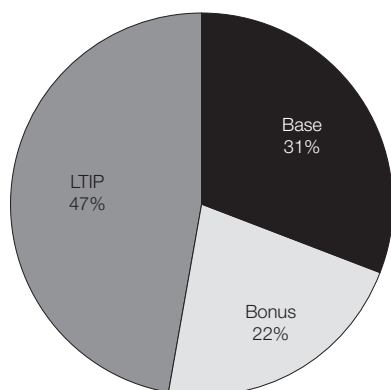
Executive Compensation Components

Executive compensation consists of three main elements: base salary (paid in cash), an annual bonus (paid in cash) and an award of Common Shares under the LTIP, which vest over time in accordance with the provisions of the LTIP. Executive compensation is weighted towards the at-risk elements of compensation, being the annual bonus and LTIP award. This "pay for performance" approach rewards executives for the achievement of corporate performance goals, and provides a link between total compensation and the performance of both the executive and the business. The mix of compensation elements varies by executive level.

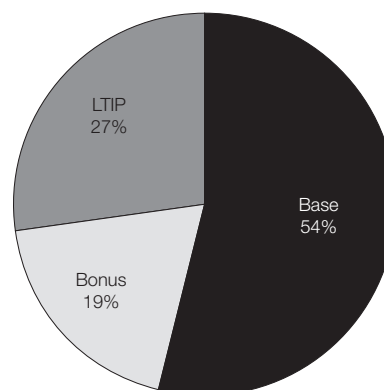
Relative Weighting of Compensation

The relative weighting of the fixed and at-risk components of compensation for the Chair, CEO and the other NEOs at target levels are illustrated in the following charts.

Target Compensation for Chair and CEO



Target Compensation for HCFP and General Counsel



Pension Plan

All of the NEOs are employed under contracts governed by Swiss law and carry out some or all of their work in Switzerland. As such, they are all required to participate in the mandatory Swiss pension system, as described in the section entitled *Pension Plan Benefits* below.

Other Benefits

In addition to the elements set out above, the NEOs are entitled to certain benefits on termination of employment, as described in the section entitled *Termination and Change of Control Benefits* below.

Determination of Executive Compensation Components

The Board has responsibility for overseeing the Corporation's compensation program. The Board has delegated certain oversight responsibilities to the Nomination and Compensation Committee but retains final authority over certain elements of the compensation process, including the adoption of new compensation plans and review and approval of the Nomination and Compensation Committee's recommendations regarding executive compensation. The Nomination and Compensation Committee in turn draws upon the expertise of the chair of the Nomination and Compensation Committee and the CEO, as well as the other officers of the Corporation, as necessary.

Members of the Nomination and Compensation Committee have acted as directors and/or executive officers for a variety of publicly listed companies, have experience in top leadership roles, strong knowledge of the energy industry and a mix of functional experience and competency in operations and strategy. See the section entitled *Corporate Governance Practices* for information regarding the members and mandate of the Nomination and Compensation Committee.

The Corporation feels that the directors' experience in this regard is relevant to their responsibilities in determining executive compensation and enables the Nomination and Compensation Committee to make decisions on the suitability of the Corporation's compensation policies and practices. This background provides the Nomination and Compensation Committee with the collective experience, skills and qualities needed to effectively support the Board in carrying out its mandate.

The Board has not undertaken a formal analysis of the implications of the risks associated with the Corporation's compensation policies and practices. Notwithstanding the foregoing, the Board revised the charter of the Corporate Governance Committee in November 2013 to require that the chair of the Corporate Governance Committee pre-approve any trading by officers, and oversee any trading by directors, in securities of the Corporation. Further, in July 2014, the Corporation adopted a written policy restricting directors and executive officers from purchasing financial instruments, or entering into agreements or other transactions, that are designed to hedge or offset a decrease in market value of equity securities of the Corporation granted as compensation or held, directly or indirectly, by directors and officers.

The Corporation's Human Resources department provides the Nomination and Compensation Committee with internal and external reports on the structure and competitiveness of the Corporation's overall compensation program, including executive compensation. On an annual basis, the Nomination and Compensation Committee is provided a detailed review of the estimated and actual results of performance measures.

The Nomination and Compensation Committee's independent compensation consultants, when retained, provide market data and analytical support for the Nomination and Compensation Committee's compensation review for all levels within the Corporation.

In order to ensure that the Corporation appropriately assesses and compensates its NEOs, executive compensation is determined and reviewed as set out below.

Base Salary

Base salaries, a fixed element of executive compensation, are based on the executive's responsibility, performance assessment and career experience. This element of executive compensation is typically set at or slightly above median levels of the peer group. Performance-related discretionary elements (annual bonus and awards under the LTIP) are intended to take total remuneration equal to or above the upper quartile for superior performance.

The Nomination and Compensation Committee reviews and determines Messrs. Gandur's and Querio's base salary annually, with effect from the beginning of each calendar year, for consideration and approval by the Board. The CEO is responsible for the determination of the base salaries of the other NEOs.

Annual Bonus

Through the award of an annual bonus, the Corporation aims to enhance the link between pay and performance by aligning the financial and operational interests and motivations of employees, including the NEOs, with the annual financial returns of the Corporation and motivating the NEOs to work towards common annual performance objectives. It places a meaningful proportion of total cash compensation at risk, thereby aligning the pay of NEOs with the Corporation's financial and operational performance. The percentage of base salary target for bonus varies by executive level.

The following table sets out the current bonus range, as a percentage of base salary, for the NEOs.

Name	Minimum	Target	Maximum
Jean Claude Gandur	0%	70%	140%
Vance Querio	0%	70%	140%
Scott Lewis	0%	40%	80%
Kevin McPhee	0%	30%	60%

In each fiscal year, actual bonuses depend on the executive's target percentage of base salary and will reflect actual performance based on annual corporate performance measures as approved by the Board. If target performance levels are attained, the target award level will typically be payable. If target performance levels are surpassed, then an award of up to two times the NEO's target percentage of base salary may be recommended. Where performance is significantly below target, the NEO may receive no bonus. Bonuses in respect of a fiscal year,

if any, are paid the following year after annual corporate performance measures for the fiscal year have been determined.

Setting Performance Measures

The Board and the Corporation's senior executives establish the Corporation's key performance indicators ("KPIs") each year. KPIs may include, among others, the following:

- safety, health and environmental performance;
- production targets;
- exploration success;
- reserves and resources additions;
- strategic project delivery;
- new ventures – strategic portfolio acquisition; and
- the Corporation's financial performance.

In determining the total annual bonus pool applicable to all employees, including the NEOs, the Nomination and Compensation Committee reviews business results for the prior year against the approved KPIs. The Nomination and Compensation Committee also considers other relevant factors, including individual performance and the state of the Corporation's finances. While at-risk compensation awards are generally tied to performance against quantitative objectives as described above, an individual's contribution to the organization is also considered. The discretionary feature of this compensation element is consistent with the Corporation's stated philosophy to pay for exceptional performance.

Long Term Incentive Plan

Under the Corporation's LTIP, Common Shares may be issued to directors, officers, employees of, and other service providers to, the Corporation, including the NEOs, in such numbers and with such vesting provisions as the Nomination and Compensation Committee may determine. The LTIP was originally approved by the sole Shareholder of the Corporation on May 8, 2013, prior to the Corporation becoming a reporting issuer. Amendments to the LTIP were approved by Shareholders on May 13, 2015.

The LTIP is designed to:

- (a) retain and attract qualified directors, officers, employees and consultants;
- (b) promote a proprietary interest in the Corporation by such directors, officers, employees and consultants and to encourage those persons to remain in the employ of the Corporation and its affiliates and put forth maximum efforts for the success of the Corporation; and
- (c) focus management of the Corporation and its affiliates on operating and financial performance and total long-term shareholder return.

In the normal course, the awards of Common Shares under the LTIP vest in three tranches, on the date the award is made (the "**Award Date**") and on each of the first and second anniversaries of the Award Date, which is targeted for August each year. Previous grants are not taken into account when considering new grants.

Each year the Nomination and Compensation Committee reviews and considers the Corporation's performance in terms of total shareholder return, including share price performance and shareholder return relative to the Corporation's performance comparator peer group and the S&P/TSX Capped Energy Index. See the section entitled *Performance Comparator Peer Group* below. This review has historically been undertaken in the second quarter of the year, with the assessment period running from April 1 to March 31.

Participants have a target grant size commensurate with their salary grade level, expressed as a percentage of base salary. The current target grant sizes for the NEOs, expressed as a percentage of base salary, are illustrated on the following table.

Name	Minimum	Target	Maximum
Jean Claude Gandur	0%	150%	300%
Vance Querio	0%	150%	300%
Scott Lewis	0%	50%	100%
Kevin McPhee	0%	50%	100%

Awards for the NEOs would not typically exceed two times the target. However, in return for exceptional performance, the Nomination and Compensation Committee has the discretion to increase the aggregate value of the LTIP awards to the NEOs.

See the section entitled *Incentive Plan Awards* below for more information.

Performance Comparator Peer Group

In November 2017, the Nomination and Compensation Committee revisited the peer group of companies that would be used for assessing the Corporation's relative performance for purposes of annual bonuses and LTIP awards. The peer group was developed in collaboration with the executive management team and is a subset of the peer group described above, limited to the oil and gas companies that:

- have a similar market capitalization to the Corporation;
- operate in politically risky countries in Africa and the Middle East; and
- have equity listed on Canadian, European or U.S. stock exchanges.

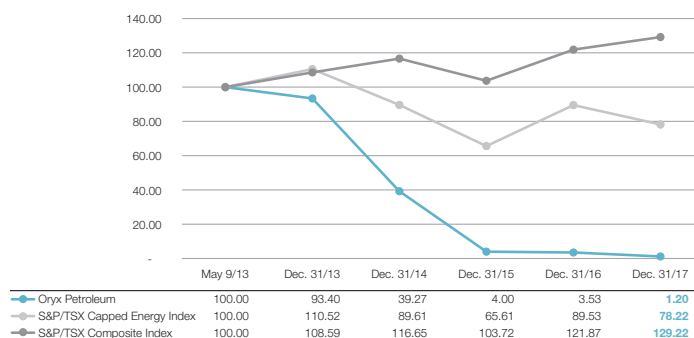
The Corporation's peer group used for assessing the Corporation's relative performance for purposes of annual bonuses and LTIP awards is currently comprised of the following companies:

Africa Oil Corp.	Genel Energy PLC	Lekoil Limited	SDX Energy Inc.
Bowleven plc	Gulf Keystone Petroleum Ltd.	Ophir Energy Plc	TransGlobe Energy Corporation
FAR Limited			

Performance Graph

The following performance graph compares the Corporation's cumulative total shareholder return (assuming an initial investment of CAD 100) for Common Shares for the period from May 9, 2013 (the day Common Shares were listed on the Toronto Stock Exchange) to December 31, 2017 with that of the S&P/TSX Capped Energy Index and the S&P/TSX Composite Index during the same period.

Cumulative Total Return on CAD 100 Investment — May 9, 2013 to December 31, 2017



Discussion of Trends

Since its initial public offering in May 2013, the trading price of Common Shares has decreased. In the view of management of the Corporation, during this period, the Common Shares have traded on a semi-private basis as a result of limited liquidity. Total shareholder return has also been impacted by decreased market appetite for companies operating in the Kurdistan Region of Iraq, which has been limited due to perceived political risk, export issues and general bias against early-stage companies operating in the region.

In the second half of 2014, and having a more significant effect on total shareholder return, security developments in Northern Iraq and a significant decrease in the international price of oil, put downward pressure on the Common Shares. The Corporation's oil exploration and production peers operating in Northern Iraq were impacted by the same factors. Further volatility in the international price of oil in 2015, and uncertainty regarding the ability of oil and

gas producers, including the Corporation, to fund operations, weighed on the trading price of Common Shares in 2015.

Although the trading price of Common Shares was relatively stable in 2016, uncertainty regarding the Corporation's exploration and development program, funding for such program, and future dilution from the issuance of additional Common Shares prevented the trading price of Common Shares from rebounding in 2016 with the equities market generally and the energy sector in particular, as evidenced in the above graph. The dilution resulting from the issuance of more than 200 million Common Shares during 2017 to raise \$30 million in capital and to settle certain debts had a significant impact on the trading price of the Common Shares. Expectations that further capital will likely be required to fund further development of the Hawler license area and for planned drilling in the AGC Central license area, and uncertainty regarding the dilution that could result from raising such capital, continue to weigh on the trading price of the Common Shares.

While a decreasing trend in executive compensation aligns with decreases in total shareholder return during the same period, there is not a direct correlation.

During the 2014 through 2016 financial years, the overall compensation to NEOs decreased, largely as a result of reductions in the value of LTIP awards and annual bonuses awarded to NEOs. In response to industry uncertainty and in connection with efforts to constrain costs and preserve capital, the fixed component of NEO compensation was temporarily decreased by 20% for a period during 2015 and 2016. Until such decrease, the fixed component of NEO compensation had remained unchanged since January 1, 2013. The 2017 financial year is the first full year without compensation due to executives who departed during 2016. In general, since the 2016 reorganization of management, aggregate compensation paid to the NEOs is significantly lower than amounts paid historically. This is justified, in part, by the Corporation's reduced scope of activity as compared to earlier financial periods and continuing efforts to constrain costs.

See the section entitled *2017 Executive Compensation Decisions* for more information regarding developments in executive compensation.

2017 Executive Compensation Decisions

Base Salary

The current operating environment for oil and gas companies has required the Corporation to constrain increases in general and administrative costs. Accordingly, the Nomination and Compensation Committee determined that a formal review of the Corporation's compensation to executives compared to the Corporation's peer group to determine appropriate adjustments, if any, to compensation for 2017 would not be undertaken. Notwithstanding the foregoing, in April 2017, base salaries for the HCFP and General Counsel were increased to CHF 280,000 and CHF 220,000, respectively, to better align the salaries with the executive's responsibilities. Base salaries for the Chair and CEO were left unchanged in 2017 at CHF 250,000 plus \$750,000 in the case of the Chair and CHF 500,000 in the case of the CEO.

Annual Bonus

The annual bonus is linked to the achievement of a balanced set of objectives that contribute to the Corporation's long-term financial growth and profitability. The Board ensures that performance goals and conditions are directly aligned with the achievement of the Corporation's corporate objectives.

In order to assess the Corporation's performance in 2017, the following key performance indicators, or KPIs, were adopted by the Board:

Metric	Weight	0%	100%	200%
Health, Safety, Environment				
• Total Recordable Incident Rate (# / million hrs worked)	5%	>3.63	1.21	N/A
• Lost Time Injury Frequency (# / million hrs worked)	5%	>0.87	0.29	N/A
Wells handed over to production	20%	2	4	6
Total 2017 gross production (MMbbls)	20%	1.2	1.9	3.8
Cost control				
• Operating expenditure lower than threshold (\$ million)	10%	28	24	0
• Total general and administrative expenditure lower than threshold (\$ million)	10%	28	24	0
Cash payable in 2017 and 2018 pursuant to defined legacy liabilities (\$ million)	10%	36	24	12
Farm-Out Interest in AGC Central	20%	No	Yes	N/A

The following table compares the 2017 KPIs with the actual results achieved in 2017.

Metric	2017 Results	Performance vs. Target	Weight	Contribution to Corporate Performance Factor
Health, Safety, Environment				
• Total Recordable Incident Rate (# / million hrs worked)	2.33	46%	5%	2.3
• Lost Time Injury Frequency (# / million hrs worked)	2.33	0%	5%	0
Wells handed over to production	3	50%	20%	10
Total 2017 gross production (MMbbls)	1.2	0%	20%	0
Cost control				
• Operating expenditure lower than threshold (\$ million)	18.2	124%	10%	12.4
• Total general and administrative expenditure lower than threshold (\$ million)	21.2	112%	10%	11.2
Cash payable in 2017 and 2018 pursuant to defined legacy liabilities (\$ million)	25.6	87%	10%	8.7
Farm-Out Interest in AGC Central	No	0%	20%	0
2017 Performance Factor				44.6

With a continued focus on safety, the Corporation was successful in conducting operations in 2017 with only a single incident. The incident occurred in Switzerland and involved an administrative employee of the Corporation based in Switzerland. The incident also qualifies as a lost time injury as a result of days away from the office to recover. Based on historical practice, total hours worked is based on operational hours logged in the Hawler license area, the Corporation's sole operating asset. With 432,000 hours logged in 2017, the single incident results in a Total Recordable Incident Rate and Lost Time Injury Frequency of 2.33 per million hours worked.

In November 2016, the Corporation budgeted to drill or re-enter five wells in 2017, including re-entry and re-completion of the Demir Dagh-8 well, the drilling of a horizontal well as a sidetrack from an existing Demir Dagh well, two new wells in the Zey Gawra field targeting the Cretaceous reservoir, and completion of the previously drilled Banan-2 well.

The execution of the work program was delayed as the process of restructuring various liabilities and raising liquidity needed to fund the work program required more time than originally anticipated. In March 2017, the Corporation announced the deferral of plans to restart operations in the Banan field as a result of continued inability to access the area and capital allocation priorities. The Zab-1 well, in the Zey Gawra field, was successfully sidetracked in May 2017 after unsuccessful test results in 2016. Thereafter, the Corporation re-entered the Demir Dagh-7 and -8 wells in the Demir Dagh field. Drilling at the Zey Gawra field planned in the second half of 2017 was deferred until early 2018 to allow time to assess the geopolitical situation after the Kurdistan Region independence referendum held in September 2017. As a result of the foregoing, the Corporation only drilled or re-entered three wells in 2017.

Gross oil production from the Hawler license area, the Corporation's sole producing oil asset, during the year ended December 31, 2017 was 1,202,000 barrels versus 904,000 barrels for the year ended December 31, 2016. Delays in implementing the 2017 work program prevented the Corporation from achieving forecast increases in production rates.

The Corporation continued with cost containment measures during 2017 and was successful in limiting total operating expenditure and total general and administrative expenditure in 2017 to \$18.2 million and \$21.2 million, respectively. Target (i.e., 100%) performance thresholds for these metrics was aligned with the budget approved by the Board in November 2016.

As of December 31, 2016, a total of \$194.5 million was outstanding and would be payable to certain of the Corporation's largest creditors, consisting of The Addax and Oryx Group, AAR Advisory Services, Expro and Petroweld Services, during 2017 and 2018. Management of the Corporation was successful in restructuring the liabilities as follows: (i) deferring the maturity of the loan with The Addax and Oryx Group until 2019, (ii) settling with Expro for a single upfront payment equivalent to approximately 42% of the undiscounted cash liability payable over 2017 and 2018, (iii) agreeing to a structured payment scheme with AAR Advisory Services that limited the amount

due in 2017 and 2018, and (iv) settling amounts owed to Petroweld Services for Common Shares. Such activity reduced the Corporation's expected cash outlay in relation to such liabilities in 2017 and 2018 to \$25.6 million.

Pending completion of the acquisition and interpretation of 3D seismic data covering the AGC Central license area, the Corporation determined to defer any process to identify interest in a Farm-out transaction involving the AGC Central license area. As a result, performance versus target is recorded as 0%.

Based on the results detailed above, the Corporation achieved a corporate performance factor of 44.6 in 2017. In large part relying on a rebounding oil industry, including higher oil prices, the Nomination and Compensation Committee recommended, and the Board approved, payment of target bonuses to employees of the Corporation, including NEOs, pro-rated to reflect the above corporate performance factor. This resulted in bonuses to Messrs. Gandur, Querio, Lewis and McPhee equal to 31%, 31%, 18% and 13%, respectively, of base salary. Such bonuses were paid in April 2018.

LTIP

In May 2017, the Nomination and Compensation Committee reviewed total shareholder return achieved during the assessment period running from April 1, 2016 to March 31, 2017. The Corporation's total shareholder return was compared to the total shareholder return achieved by the Corporation's performance comparator peer group, the S&P/TSX Composite Index and the S&P/TSX Capped Energy Index during the same period on a currency adjusted basis. The data generally demonstrated negative returns for Shareholders (-36%) compared to the Corporation's performance comparator peer group (+14%), the broader S&P/TSX Composite Index (+2%) and the S&P/TSX Capped Energy Index (-9%).

The Nomination and Compensation Committee accepted that there were various mitigating factors that supported an award to employees notwithstanding negative relative shareholder return, including: (i) questions regarding the impact of limited trading liquidity in the Common Shares, (ii) technical factors that limited the ability of LTIP participants to fully realize the financial benefits of the awards, (iii) a peer index return biased by larger, more mature issuers that are well capitalized and less vulnerable to volatility in the oil industry, (iv) the cash bonus related to 2016 performance restricted in an effort to preserve working capital, (v) two redundancy processes have negatively impacted staff morale, and (vi) the increased importance of retention objectives given the small core team essential to the future of the business.

A positive adjustment was justified based on all above considerations. As a result, the Nomination and Compensation Committee recommended, and the Board approved, that the LTIP for employees, including the NEOs, in 2017 be determined with a corporate performance multiplier of 0.40. This resulted in grants set at 60% for each of Messrs. Gandur and Querio, and 20% for each of Messrs. Lewis and McPhee, in each case expressed as a percentage of the NEO's base salary.

To emphasize the intended retention objectives of the 2017 awards under the LTIP, the Nomination and Compensation Committee made the exceptional decision to skew the default vesting of the awards such that one third of the awards would vest on the first anniversary of the Award Date and two thirds of the awards would vest on the second anniversary of the Award Date. No awards vested, nor were any shares issued, on the Award Date.

Compensation of Named Executive Officers

Summary Compensation Table – NEOs

The following table sets forth, for each NEO, a summary of the compensation paid by the Corporation to the NEO for each of the Corporation's three most recently completed financial years.

Name and principal position	Year	Salary ⁽¹⁾ (\$)	Share-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (annual bonus) ⁽¹⁾ (\$)	Pension value ⁽¹⁾ (\$)	All other compensation ⁽³⁾ (\$)	Total compensation (\$)
Jean Claude Gandur ⁽⁴⁾ Chair	2017	1,004,013	599,866	313,453	0	4,586	1,921,918
	2016	1,003,859	1,125,932	100,386	0	5,182	2,235,359
	2015	1,177,936	2,408,273	0	0	4,419	3,590,628
Vance Querio CEO	2017	508,027	299,730	158,606	108,259	6,212	1,080,835
	2016	490,794	550,409	50,772	103,760	5,790	1,201,525
	2015	453,581	758,392	0	103,700	5,883	1,321,555
Scott Lewis HCFP	2017	281,828	55,950	50,754	49,951	4,194	442,677
	2016	273,660	101,397	27,366	47,895	3,714	454,033
	2015	279,913	136,263	0	50,491	3,609	470,276
Kevin McPhee General Counsel	2017	218,452	43,961	29,909	26,608	3,323	322,251
	2016	194,624	52,674	20,309	23,633	2,592	293,833
	2015	186,955	36,406	0	23,145	2,384	248,890

Notes

- (1) Other than Mr. Gandur, NEOs receive their salary and annual bonus payments in Swiss francs. Mr. Gandur receives a portion of his salary and annual bonus payment in Swiss francs with the balance paid in United States dollars. For the purposes of the amounts stated under "Salary", "Non-equity incentive plan compensation (annual bonus)" and "Pension value" in the table above, Swiss francs have been converted to United States dollars based on the US Federal Reserve average annual exchange rate (i) for 2015 where one CHF, expressed in USD, was 1.0386 [0.9628], (ii) for 2016 where one CHF, expressed in USD, was 1.0154 [0.9848], and (iii) for 2017 where one CHF, expressed in USD, was 1.0161 [0.9842], as applicable.
- (2) The grant date fair value of LTIP awards, which is utilized for compensation purposes, has been calculated based on Fair Market Value (as defined in the LTIP) determined prior to the approval of the Nomination and Compensation Committee to grant such awards. The Fair Market Value amount has been used to calculate the above amounts under "Share-based awards" as it reflects the cash equivalent value of the Common Shares granted to the NEO at the time that the Nomination and Compensation Committee made its determination and, as such, it is seen as more indicative of what the Nomination and Compensation Committee and the Board intended the NEO to be paid. This is different from the accounting fair value, which is recorded in the Corporation's financial statements and based on the volume weighted average price ("VWAP") for the five day period ending on the business day immediately before the date of award. The following table sets out the difference in values for the LTIP awards granted in the three most recently completed financial years.

LTIP	2015	2016	2017
Grant Date Fair Value Price (CAD/Common Share)	4.14	0.50	0.30
Accounting Fair Value Price (CAD/Common Share)	0.70	0.82	0.31

For the purposes of the amounts stated under "Share-based awards" in the table above, the Grant Date Fair Value Price has been converted to United States dollars based on the average Bank of Canada daily exchange rate over the Fair Market Value calculation period where (i) for 2015, one CAD, expressed in USD, was 0.8140, (ii) for 2016, one CAD, expressed in USD, was 0.7816, and (iii) for 2017, one CAD, expressed in USD, was 0.7441.

- (3) Consists of premiums paid for accident insurance, complementary accident insurance and limited loss of salary insurance. Perquisites, property and other personal benefits that, in aggregate, are worth less than \$50,000 or 10% of the total annual base salary of a named executive officer for the financial year are not included.
- (4) Mr. Gandur, who is a director of the Corporation, does not receive any director fees.

Share Ownership Requirement

The Corporation has adopted share ownership guidelines for executive officers requiring each executive officer, within five years after becoming an executive officer of the Corporation, to hold a minimum number of Common Shares equivalent to at least three times his annual base compensation.

Below is the share ownership status for the NEOs as of May 1, 2018.

Name and principal position	Salary ⁽¹⁾ (\$)	Shareholding Requirement (\$)	Common Shares Owned (#)	Total Value ⁽²⁾ (\$)	Percentage of 5-Year Target Achieved (%)	Target Date to Meet Requirements
Jean Claude Gandur Chair	1,001,250	3,003,750	4,842,698	790,328	26	Expired
Vance Querio CEO	502,500	1,507,500	518,392	84,602	6	April 27, 2020
Scott Lewis HCFP	295,470	886,410	0	0	0	May 12, 2021
Kevin McPhee General Counsel	241,200	723,600	372	61	0	May 12, 2021

Notes

- (1) For the purposes of the amounts stated under "Salary" in the table above, Swiss francs have been converted to United States dollars based on the US Federal Reserve exchange rate for May 1, 2018, where one CHF, expressed in USD, was 1.005 [0.9954].
- (2) "Total Value" in the table above is determined by multiplying the number of Common Shares held by each NEO as of May 1, 2018 by the closing price of the Common Shares on the Toronto Stock Exchange as of the close of business on such date, being CAD 0.21 (\$0.1632 based on the Bank of Canada daily exchange rate for May 1, 2018, being 0.7772).

In the Management Proxy Circular dated April 8, 2014, it was indicated that, as of March 18, 2014, Mr. Gandur had achieved the share ownership target. The number of Common Shares owned by Mr. Gandur has increased since that time, however, the price of the Common Shares on the Toronto Stock Exchange has decreased significantly in the last four years with the result that the value of the Common Shares owned by Mr. Gandur falls short of the target. Given such explanation for the requirements not being met as of May 1, 2018, the Board does not expect to take any action to enforce the share ownership guidelines at this time.

Stock Options

The Corporation has not granted any options or Common Share allocations and does not intend to grant any options in the future.

Employment Agreements

The Corporation, through one or more of its indirectly owned subsidiaries, is party to employment agreements with each of the NEOs.

The employment agreements are for an indefinite period subject to termination by either party on advance notice. In the case of Messrs. Gandur and Querio, nine months' notice is required. In the case of Messrs. Lewis and McPhee, three months' notice is required. The employment agreements also provide for accident insurance, as well as providing for discretionary annual bonuses. See the section entitled *Statement of Executive Compensation – Compensation Discussion and Analysis – Determination of Executive Compensation Components*.

Incentive Plan Awards

Incentive Plan Awards – Value Not Vested

The following table sets forth, for each NEO, information regarding all awards that are outstanding as at December 31, 2017.

The market value of these awards has been calculated based on the closing price of the Common Shares on December 29, 2017 on the Toronto Stock Exchange of CAD 0.18, and the Bank of Canada daily exchange rate for the same day, where one CAD, expressed in USD, was 0.7971, with a resulting share price of \$0.1435.

Name	Share-based Awards		
	Number of Common Shares that have not vested (#)	Market value of Common Shares that have not yet vested (\$)	Market value of vested Common Shares not paid out or distributed (\$)
Jean Claude Gandur	3,678,672	527,889	0
Vance Querio	1,839,605	263,983	0
Scott Lewis	340,038	48,795	0
Kevin McPhee	244,226	35,046	0

Incentive Plan Awards – Value Vested or Earned During the Year

The following table indicates, for each NEO, the value of shares vested under the LTIP in 2017 as well as annual bonus payments earned during 2017. The value of shares vested under the LTIP in 2017 has been calculated based on the market value of the underlying shares on September 1, 2017, the date the vested awards were eligible for issuance.

Name	Share-based awards – Value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year ⁽²⁾ (\$)
Jean Claude Gandur	301,164	313,453
Vance Querio ⁽³⁾	139,772	158,606
Scott Lewis	25,112	50,754
Kevin McPhee	12,189	29,909

Notes

- (1) Share-based awards that vested in 2017 include the third tranche of the LTIP awards granted in 2015 and the second tranche of the LTIP awards granted in 2016.
- (2) Consists of annual bonus payments.
- (3) In the case of Mr. Querio, share-based awards that vested during the year were declined by the NEO and not issued. The awards have been cancelled.

Narrative Discussion of LTIP

The Corporation has adopted the LTIP for the purposes of aligning the interests of the executive officers, employees and other persons who provide on-going services to the Corporation in the growth and development of the Corporation by providing such individuals with the opportunity to acquire an increased proprietary interest in the Corporation. The LTIP is also intended to aid in attracting as well as retaining and encouraging the continued involvement of such persons with the Corporation. Under the LTIP, Common Shares may be issued to any person, firm or company who is an employee, director or officer of, or consultant to, the Corporation or any affiliate (an “**Eligible Person**”), in such numbers and with such vesting provisions as the Nomination and Compensation Committee may determine.

The number of Common Shares reserved for issuance from treasury under the LTIP will not exceed 10% of the Common Shares issued and outstanding from time to time, less the number of Common Shares reserved for issuance under the Corporation’s Directors’ Compensation Plan. Effective January 1, 2018, Common Shares are no longer issuable under the Directors’ Compensation Plan which has ceased to constitute a security based compensation arrangement.

Under the LTIP (i) the aggregate number of Common Shares reserved for issuance pursuant to awards granted to any one participant may not exceed 2% of the outstanding Common Shares calculated on a non-diluted basis; (ii) the aggregate number of Common Shares reserved for issuance pursuant to the LTIP and other security based compensation arrangements granted to “insiders” (as defined in the Toronto Stock Exchange Company Manual) may not exceed 7% of the outstanding Common Shares calculated on a non-diluted basis; (iii) the issuance of Common Shares to “insiders” pursuant to the LTIP and other security based compensation arrangements within a one year period may not exceed 7% of the outstanding Common Shares calculated on a non-diluted basis; (iv) the issuance of Common Shares to any one “insider” and such insider’s associates pursuant to the LTIP and other security based compensation arrangements within a one year period may not exceed 5% of the outstanding Common Shares calculated on a non-diluted basis; and (v) the aggregate number of Common Shares reserved for issuance pursuant to the LTIP to a director of the Corporation who is not an officer or employee of the Corporation or affiliate is 1% of the issued and outstanding Common Shares calculated on an undiluted basis.

Once an LTIP award is granted, the Common Shares to be issued under the LTIP award are typically subject to the following vesting conditions:

- (a) Up to one third of the aggregate number of Common Shares awarded vest immediately on the date of the award (the “**Award Date**”);
- (b) Up to two thirds of the aggregate number of Common Shares awarded, less the number of Common Shares vested under paragraph (a) above, vest on the first anniversary of the Award Date; and
- (c) The balance of the aggregate number of Common Shares awarded (after taking into account the number of Common Shares vested under (a) and (b)) vest on the second anniversary of the Award Date.

In determining to whom and the number of awards to be granted, the Nomination and Compensation Committee may take into account corporate performance and individual factors, and such other factors as the Nomination and Compensation Committee may determine from time to time. The total aggregate amount of awards in any fiscal year shall be based on the value being returned to shareholders, as determined by the Nomination and Compensation Committee, with the advice and input of the CEO, based on a balance of factors. Each year the Nomination and Compensation Committee will review and will consider the Corporation’s performance in terms of total shareholder return, including share price performance and shareholder return relative to the Corporation’s peer group and the S&P/TSX Capped Energy Index. This review is generally undertaken in the second quarter of the year, with the assessment period running from April 1 to March 31.

The number of Common Shares to be issued pursuant to any award to an Eligible Person out of the total aggregate amount of awards for such fiscal year shall be based on such Eligible Person’s individual performance, as determined by the Nomination and Compensation Committee, with the advice and input of the CEO, based on a balance of factors. The Nomination and Compensation Committee has set share grant size targets under the LTIP, which are commensurate with an individual’s salary grade level, expressed as a percentage of base salary. In the past, awards for the NEOs have not typically exceeded two times the target. However, in return for exceptional performance, the Nomination and Compensation Committee has the discretion to increase the aggregate value of the LTIP awards to the NEOs.

LTIP recipients resident in Switzerland are subject to Swiss income tax on the value of the shares received under the LTIP. The value of the Common Shares is measured on the vesting date for Swiss income tax purposes.

Other than if a participant ceases to be an Eligible Person as a result of the participant’s death, the right to receive Common Shares pursuant to awards granted to an Eligible Person may only be exercised by the Eligible Person personally. Except as otherwise provided in the LTIP, no assignment, sale, transfer, pledge or charge of an award, whether voluntary, involuntary, by operation of law or otherwise, vests any interest or right in the awards whatsoever in any assignee or transferee and, immediately upon any purported assignment, sale, transfer, pledge or charge or attempt to assign, sell, transfer, pledge or charge, the awards will terminate and be of no further force or effect.

The Board may amend, suspend or terminate the LTIP, or any portion thereof or any award, at any time, and may do so without Shareholder approval, subject to those provisions of applicable law, if any, that require the approval of Shareholders or any governmental or regulatory body (including without limitation the Toronto Stock Exchange). Without limiting the generality of the foregoing, the Board may make the following types of amendments to the LTIP without seeking Shareholder approval (any amendment to the LTIP will take effect only with respect to awards granted after the effective date of the amendment, provided that it may apply to any outstanding awards with the mutual consent of the Corporation and the Eligible Persons to whom the awards have been made):

- (a) amendments of a “housekeeping” nature, including curing ambiguities, errors or omission in the LTIP or to correct or supplement any provision of the LTIP that is inconsistent with any other provisions of the LTIP;
- (b) amendments necessary to comply with the provisions of applicable law;
- (c) amendments respecting administration of the LTIP;
- (d) any amendment to the vesting provisions;
- (e) any amendment to the termination provisions which does not entail an extension beyond the original issue date; and
- (f) any other amendment, whether fundamental or otherwise, not requiring Shareholder approval under applicable law.

See the section entitled *Compensation Discussion and Analysis – Determination of Equity Compensation Components – Long Term Incentive Plan* for more information.

Annual Burn Rate under the LTIP

The following table sets forth information in respect of the number of awards granted under the LTIP in the applicable fiscal year relative to the weighted average number of Common Shares outstanding in such year.

Fiscal Year	Number of awards granted during the applicable fiscal year	Weighted average number of Common Shares outstanding for the applicable fiscal year	Burn Rate (%)
2017	7,375,161	354,396,356	2.1
2016	7,504,465	214,098,401	3.5
2015	2,853,594	121,125,942	2.4

Pension Plan Benefits

All of the NEOs are employed under contracts governed by Swiss law and carry out some or all of their work in Switzerland. As such, they are all required to participate in the mandatory Swiss pension system, which includes an occupational pension scheme which is mandatory for individuals who earn in excess of CHF 21,150 per annum in 2017. For disability and death risks, the obligation to be insured starts on January 1 of the year following an individual's 17th birthday and, as of January 1 of the year following an individual's 24th birthday, an individual is also required to contribute to the old age pension benefits.

The occupational pension for the Corporation includes a compulsory element covering contributions on incomes (base salary only) between CHF 21,150 and CHF 84,600 as well as additional non-compulsory coverage for the remainder of an employee's income over the compulsory maximum. In 2017, non-compulsory coverage was capped at CHF 846,000 under the Corporation's plan. The Corporation's pension plan (the "**Pension Plan**") is a fully insured plan, in accordance with and under Swiss law. For IFRS purposes, the Pension Plan is treated as a defined benefit pension plan because, as a standard, fully insured plan, under Swiss law the Corporation retains a constructive obligation to pay all future employee benefits in the event that the pension administrator does not pay future employee benefits. The pension fund is managed and insured by AXA Winterthur/AXA Life LTD ("**AXA Winterthur**"). The pension obligation estimate under the Pension Plan is subject to the risk that the actual results realized differ from the underlying assumptions used by the pension fund provider including the expected rate of return, market conditions and measurement uncertainty used in the actuarial valuation process.

Under the terms of the Pension Plan, and as required by Swiss law, participants are eligible for retirement benefits on the first day of the month following the participant's 65th birthday (for men) or 64th birthday (for women). Retirement benefits (comprised of annual contributions, assets brought to the fund such as vested benefits or purchases of additional benefits, and interest) earn interest at a minimum interest rate. Interest on the compulsory element is fixed annually by the Swiss government. In 2017 the interest rate on the compulsory element was 1%. Interest on the non-compulsory element is determined by the pension administrator. In 2017, the interest rate on the non-compulsory element was 0.25%. The assets accrued by the insured within the pension fund are paid out at retirement age in the form of an annual retirement pension that is calculated using a conversion rate for compulsory coverage, which in 2017 was 6.8% of accrued retirement capital for men and women, and a conversion rate on the non-compulsory element, which in 2017 was 5% of accrued retirement capital for men and women. Early payment of retirement pension is allowed from a statutory minimum of age 58, at a reduced conversion rate. Participants are entitled to withdraw the balance of the accrued retirement benefits as a lump sum upon reaching retirement age however a corresponding declaration must be submitted to AXA Winterthur before the retirement age.

Annual contributions are determined on the basis of an individual's age and are set out in the table below.

Age (Women)	Age (Men)	Rate in % of Annual Base Salary
25-34	25-34	9
35-44	35-44	11
45-54	45-54	15
55-64	55-65	15

Contributions to the Pension Plan are based on an individual's base salary only. The Corporation pays both the employee and employer portions of the annual contributions.

Pension Plan participants are entitled to purchase additional years of service if they have not been insured under a Swiss pension fund since age 24. The Corporation does not grant extra years of credited service over and above this. Pension Plan participants are also entitled to purchase additional benefits where a difference may have developed between actual benefits and maximum potential benefits as a result of salary increases or time off of work.

Any individual previously employed by a Swiss company must transfer his or her accrued retirement assets accumulated with his or her past employer into the pension fund of his or her new Swiss employer. Therefore, accrued retirement benefits always include benefits accrued with previous employers and additional years of service purchased.

The following table sets forth information regarding the Pension Plan as of December 31, 2017 for each NEO. The actual benefits payable upon retirement will be determined by each participant's accrued retirement capital.

Name and principal position	Credited service with the Corporation	Annual benefits ⁽¹⁾⁽²⁾		Opening present value of defined benefit obligation ⁽²⁾⁽³⁾ (\$)	Compensatory change ⁽²⁾⁽⁴⁾ (\$)	Non-compensatory change ⁽²⁾⁽⁵⁾ (\$)	Closing present value of defined benefit obligation ⁽²⁾⁽³⁾ (\$)
		At year end (\$)	At age 65 (\$)				
Jean Claude Gandur ⁽⁶⁾ Chair	7.3 years	191,489	191,489	–	–	–	–
Vance Querio CEO	5.7 years	38,420	58,092	791,697	108,259	4,658	866,847
Scott Lewis HCFP	5.7 years	14,443	53,292	167,458	49,951	1,137	208,430
Kevin McPhee General Counsel	4.4 years	9,144	64,213	60,760	26,608	447	83,859

Notes

- (1) Annual benefits are calculated based on projected retirement assets. Annual benefits (At age 65) are calculated by AXA Winterthur. Annual benefits (At year end) are calculated by the Corporation as (i) annual benefits payable at the presumed retirement age, multiplied by (ii) the years of credited service at year end divided by the years of credited service at the presumed retirement age.
- (2) For the purposes of the amounts stated in the table above, Swiss francs have been converted to United States dollars on the basis of the US Federal Reserve average annual exchange rate for 2017 where one CHF, expressed in USD, was 1.0161 [0.9842].
- (3) Represents accrued retirement assets in the Corporation's Swiss pension fund including any additional years or pension benefits purchased by an individual and, in respect of any individual previously employed by a Swiss company, all accrued retirement assets accumulated with his or her past employer. Retirement assets accumulated by the NEOs with past employers in Switzerland are CHF 105,759, CHF 0 and CHF 0 for Messrs. Querio, Lewis and McPhee, respectively.
- (4) Compensatory change is comprised of employer contributions during the year. Oryx Petroleum contributes both the employer and employee portions of the annual contributions. A portion of such contributions fund risk insurance, administration costs and a security fund and, accordingly, do not accrue to the retirement capital in the pension.
- (5) Non-compensatory change is comprised of interest on contributions, distributions of surplus premiums based on differences between assumed cost for the risk component of the pension and actual costs incurred in the year, and purchases by the employee of additional years of service.
- (6) Mr. Gandur became eligible for retirement benefits under the Pension Plan on March 1, 2014. After this date, Mr. Gandur began to receive benefits under the Pension Plan and the Corporation has not made further contributions in respect of Mr. Gandur.

Termination and Change of Control Benefits

LTIP

The LTIP provides that if a recipient ceases to be an Eligible Person due to disability or death, any unvested portion of relevant awards shall vest in full. If a recipient ceases to be an Eligible Person due to retirement, any unvested portion of relevant awards shall continue to be outstanding and shall vest in accordance with the original terms of the applicable awards. If a recipient ceases to be an Eligible Person prior to an Award Date (as defined under the LTIP) due to death, the Nomination and Compensation Committee shall determine in its absolute discretion, the number of additional Common Shares, if any, to be transferred to such recipient. If a recipient ceases to be an Eligible Person as a result of termination or resignation, all outstanding awards will be terminated and the recipient will forfeit all rights to receive Common Shares issuable under such awards. Notwithstanding the foregoing, if a recipient ceases to be an Eligible Person as a result of being terminated other than for cause, or voluntarily ceases to be an Eligible Person and is deemed to be a "Good Leaver" by the Nomination and Compensation Committee (in its absolute discretion), such recipient shall retain its right to receive Common Shares issuable under any awards

which vest on the vesting date under the original terms or the applicable awards immediately following such termination or resignation and the recipient will forfeit all rights to receive Common Shares issuable under any LTIP awards after such vesting date. In addition, if a participant ceases to be an Eligible Person in a situation that represents exceptional circumstances of any nature, the Nomination and Compensation Committee may determine (in its absolute discretion), on the recommendation of the CEO, that the participant shall (i) be entitled to a number of LTIP awards having regard to the standards of performance reached in respect of each of the performance conditions set out in the LTIP from the start of the relevant fiscal year to the date that the participant ceased to be an Eligible Person, and/or (ii) retain its right to some or all of the Common Shares issuable under any outstanding LTIP awards and the terms for the issue of such Common Shares, having regard to the standards of performance reached in respect of each of the performance conditions set out in the LTIP.

In the event of a Change of Control of the Corporation on or after an Award Date, any unvested portion of relevant LTIP awards shall vest in full. In addition, if a Change of Control of the Corporation occurs prior to the occurrence of an Award Date in the Corporation's current fiscal year, the Nomination and Compensation Committee has the discretion to grant awards to each recipient, having regard to the standards of performance reached in respect of each of the performance conditions referred to in the LTIP from the start of the relevant fiscal year to the date of the Change of Control. For the purposes of the LTIP, a "Change of Control" means:

- (a) any sale, reorganization, amalgamation, merger, plan of arrangement or other transaction as a result of which an entity or group of entities acting jointly or in concert (whether by means of a shareholder agreement or otherwise) or entities associated or affiliated with any such entity or group, becomes the owner, legal or beneficial, directly or indirectly, of 50% or more of the Common Shares then outstanding or exercises control or direction over 50% or more of the Common Shares then outstanding (other than solely involving the Corporation and one or more of its affiliates and other than any entity or group holding, legally or beneficially, directly or indirectly, 50% or more of the Common Shares as at the effective date of the LTIP); or
- (b) a formal takeover bid or tender offer for the voting securities of the Corporation (other than by the Corporation or one or more of its affiliates) as a result of which the offeror and its affiliates legally or beneficially own, directly or indirectly, 50% or more of the Common Shares then outstanding or exercises control or direction over 50% or more of the Common Shares then outstanding; or
- (c) a sale, lease or other disposition (including through a reorganization, amalgamation, merger or plan of arrangement) of all or substantially all of the property or assets of the Corporation other than to an affiliate; or
- (d) a change in the composition of the Board which occurs at a single meeting of the shareholders or upon the execution of a shareholder's resolution, such that individuals who are members of the Board immediately prior to such meeting or resolution cease to constitute a majority of the Board, without the Board, as constituted immediately prior to such meeting or resolution, having approved of such change.

Other Change of Control Benefits

Other than the consequences of a change of control provided under the LTIP, the Corporation does not provide any benefits or other compensation which is directly triggered by a change of control event.

Compensation of Directors

Summary Compensation Table – Directors

The following table provides details of the compensation provided to directors of the Corporation (other than Mr. Gandur) who served as directors during the financial year ended December 31, 2017.

Name	Fees earned (\$)	All other compensation (\$)	Total compensation (\$)	Allocation of Total Compensation	
				Cash (\$)	Shares ⁽¹⁾ (\$)
Richard Alexander	104,000	0	104,000	83,200	20,800
Bradford Camp	88,000	0	88,000	70,400	17,600
Nevin Karim	88,000	0	88,000	70,400	17,600
Gerald Macey	104,000	0	104,000	83,200	20,800
Peter Newman	112,000	0	112,000	89,600	22,400

Notes

- (1) The number of Common Shares paid to directors in lieu of cash consideration was equal to twenty percent of the director fees. The number of Common Shares was determined by dividing twenty percent of the director fees to be paid to each director by the five-day VWAP for the last day of the period to which the fees relate. Directors fees, including the cash payment and Common Share issuance, are paid in two tranches. The value of the Common Shares issued in the first tranche, relating to services provided for the first half of 2017, is determined based on a five-day VWAP of CAD 0.3947 and the Bank of Canada daily exchange rate for June 30, 2017, being 0.7706. The value of the Common Shares issued in the second tranche, relating to services provided for the second half of 2017, is determined based on a five-day VWAP of CAD 0.1713 and the Bank of Canada daily exchange rate for January 18, 2018, being 0.8035.

Narrative Discussion

Based on the recommendations of the Nomination and Compensation Committee, the Board has implemented remuneration and reimbursement arrangements for its directors that reflect current market practices and align the interests of directors with those of Shareholders. Such arrangements are set out in the Directors' Compensation Plan which was originally approved by Shareholders on May 7, 2014.

The Directors' Compensation Plan provides remuneration for each director (other than Mr. Gandur who is remunerated as an executive) in the amount of \$88,000 per annum, with a further \$16,000 per annum for committee chairs except for the chair of the Audit Committee who will receive an additional \$24,000 per annum. In accordance with the Directors' Compensation Plan, in 2017, each director received Common Shares in lieu of cash compensation representing a portion of their fees. Effective January 1, 2017, the portion of director fees paid in Common Shares was reduced from 40% to 20%. Effective January 1, 2018, Common Shares are no longer issuable under the Directors' Compensation Plan which has ceased to constitute a security based compensation arrangement. From such date, director fees are payable entirely in cash. Directors of the Corporation are also reimbursed for their reasonable out-of-pocket disbursements incurred for the business of the Corporation.

For 2017, directors were issued Common Shares in lieu of cash compensation on two occasions. In July 2017, the Corporation issued 163,073 Common Shares to directors in connection with fees earned in the first half of 2017. In January 2018, the Corporation issued 360,372 Common Shares in connection with fees earned in the second half of 2017.

Share Ownership Requirement

The Directors' Compensation Plan includes share ownership guidelines for directors requiring each director, within five years after becoming a director of the Corporation, to hold a minimum number of Common Shares equivalent in value to at least three times the director's annual base compensation. The following table lists the number of Common Shares each current director (other than Mr. Gandur who is compensated as an executive) held as of May 1, 2018, with the corresponding value as of such date, and highlights where each such director stands in terms of the share ownership guidelines. For the purpose of these share ownership guidelines, the Common Shares owned by a non-executive director are valued at the greater of (i) the market value as of May 1, 2018, and (ii) the aggregate of purchase price paid or grant date value, as applicable.

Name	Annual Fees earned (\$)	Shareholding Requirement (\$)	Common Shares Owned (#)	Ownership Value ⁽¹⁾ (\$)	Percentage of 5-Year Target Achieved (%)	Target Date to Meet Requirements
Richard Alexander	104,000	312,000	354,199	961,082	308	Met
Bradford Camp	88,000	264,000	139,476	37,012	14	June 2021
Nevin Karim	88,000	264,000	139,476	37,012	14	June 2021
Gerald Macey	104,000	312,000	340,899	844,793	271	Met
Peter Newman	112,000	336,000	368,722	877,296	261	Met

Note

(1) Ownership Value is calculated as the greater of (i) the market value, and (ii) the aggregate of purchase price paid or grant date value, as applicable, in each case for the Common Shares owned as of May 1, 2018.

Directors' Compensation Plan

In 2017, the Directors' Compensation Plan required directors to receive twenty percent (20%) of their respective remuneration through the issuance of Common Shares in lieu of receiving cash thereby (i) increasing the proprietary interests of such persons in the Corporation; and (ii) aligning the interests of such persons with the interests of Shareholders generally.

In determining the number of Common Shares issuable to a director in lieu of cash compensation:

- (i) the deemed issue price shall be equal to the VWAP (as defined in the Directors' Compensation Plan) over a five day period prior to the end of the applicable period that the services were performed by the director; and
- (ii) the deemed issue price (expressed in Canadian dollars) shall be converted into U.S. dollars using the Bank of Canada noon day rate on the last business day prior to the date the Common Shares are issued by the Corporation.

Historically, the maximum number of Common Shares which could be issued under the Directors' Compensation Plan shall not exceed 1,750,000 Common Shares. After the issuance in January 2018, 1,443,256 Common Shares have been issued under the Directors' Compensation Plan. Effective January 1, 2018, Common Shares are no longer issuable under the Directors' Compensation Plan which has ceased to constitute a security based compensation arrangement.

The number of Common Shares issued to Insiders (as such term is defined in the Toronto Stock Exchange Company Manual) of the Corporation within any one year period, and issuable to Insiders of the Corporation at any time, under the Directors' Compensation Plan or when combined with all of the Corporation's security based compensation arrangements, shall not exceed ten per cent of the issued and outstanding Common Shares.

The Directors' Compensation Plan shall be administered by the Corporate Secretary of the Corporation. The Board may, at any time, suspend or terminate the Directors' Compensation Plan or amend or revise the terms of the Directors' Compensation Plan, including the amount and basis on which compensation is paid to directors, subject to applicable law, regulatory approvals and, if required by any stock exchange or market on which the Common Shares trade, Shareholder approval.

Amendments to the Directors' Compensation Plan

The Board approved amendments to the Directors' Compensation Plan, effective January 1, 2017, to reduce the portion of director fees paid in Common Shares from 40% to 20%. Further amendments were approved by the Board, effective January 1, 2018, to provide that Common Shares would no longer be issuable under the Directors' Compensation Plan. Given the nature of the amendments, approval of the amendments by Shareholders was not required.

Annual Burn Rate under the Directors' Compensation Plan

The following table sets forth information in respect of the number of Common Shares issued under the Directors' Compensation Plan in the applicable fiscal year relative to the weighted average number of Common Shares outstanding in such year.

Fiscal Year	Number of Common Shares issued during the applicable fiscal year	Weighted average number of Common Shares outstanding for the applicable fiscal year	Burn Rate (%)
2017	411,828	354,396,356	0.1
2016	576,715	214,098,401	0.3
2015	82,150	121,125,942	0.1

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides the equity securities of the Corporation that are authorized for issuance under equity compensation plans as of December 31, 2017.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders			
– Long Term Incentive Plan	9,496,149 ⁽¹⁾	N/A ⁽²⁾	35,679,012
– Directors' Compensation Plan ⁽³⁾	Nil	N/A	667,116
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	9,496,149	N/A	36,346,128

Notes

- (1) This number represents the total number of LTIP awards that have been granted and remain unvested as of December 31, 2017.
- (2) The LTIP awards will automatically vest in accordance with the terms of the Corporation's LTIP.
- (3) Effective January 1, 2018, Common Shares are no longer issuable under the Directors' Compensation Plan which has ceased to constitute a security based compensation arrangement.

During the year ended December 31, 2017, 2,457,892 Common Shares, representing 0.5% of the 458,062,407 Common Shares outstanding as of December 31, 2017, were issued pursuant to awards granted under the Corporation's LTIP and 411,828 Common Shares, representing 0.1% of the Common Shares outstanding as of December 31, 2017, were issued under the Corporation's Directors' Compensation Plan.

CORPORATE GOVERNANCE PRACTICES

Oryx Petroleum believes that strong corporate governance is essential to creating shareholder value, maintaining investor and stakeholder confidence, and conducting business effectively. The Corporation has developed comprehensive policies and procedures, and has adopted a strong approach to corporate governance.

Board of Directors

The Board has overall responsibility for the supervision of the management of the Corporation's business and affairs. In exercising this responsibility, the Board acts in accordance with a number of rules and standards, including:

- the *Canada Business Corporations Act*
- the Corporation's articles and by-laws
- the written charters of the Board and each of its committees
- the Corporation's Code of Conduct and other internal policies
- laws of general application

The Board is currently comprised of six directors, five of whom are independent as defined under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), including Mr. Alexander, the Lead Independent Director. For the purposes of NI 58-101, a director is independent if he or she would be independent within the meaning of Section 1.4 of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) which provides that a director is independent if he or she has no direct or indirect material relationship with the company. A “material relationship” is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of such member's independent judgment. Certain relationships are deemed to be material.

The following directors of the Corporation, being the majority, are independent: Messrs. Alexander, Camp, Macey and Newman, and Ms. Karim. The Board has determined that Mr. Gandur is not independent by virtue of his role in management of the Corporation. Moreover, Mr. Gandur is remunerated as an executive.

The Board has established detailed charters to enable it to function independently of management and to facilitate open and candid discussion among the independent directors.

In 2017, the Board held six meetings. At every scheduled Board meeting, a period of time is reserved for the directors to meet without management. The Board also holds *in-camera* independent director meetings as deemed necessary and upon the request of independent directors.

Role of the Board of Directors

The Board is responsible for the supervision of the management of the business and affairs of the Corporation. In furtherance of its purpose, the Board assumes the duties and responsibilities described in its written charter, which has been approved by the Board and is attached as Schedule A to this Circular. Some of the duties and responsibilities of the Board are first reviewed and recommended by the appropriate committee and then submitted to the full Board for its consideration and approval.

Majority Voting for the Election of Directors

In order to provide a mechanism for Shareholders to express their confidence in each director, the Board has adopted a Majority Voting Policy to govern the election of directors. The Majority Voting Policy provides as follows:

In the case of an uncontested election of directors to the Board, if a director nominee is not elected by a majority of the votes cast with respect to his or her election, the nominee will be considered by the Board to have not received the support of shareholders and the nominee must immediately tender his or her resignation to the Board, effective on acceptance by the Board.

In accordance with the Majority Voting Policy, the Board will refer any such resignation to the Corporate Governance Committee for consideration and a recommendation as to whether or not to accept the resignation. The Board shall, on the recommendation of the Corporate Governance Committee, determine whether or not to accept the resignation within 90 days after the date of the relevant meeting of Shareholders. Absent exceptional circumstances (e.g., concerns relating to the composition of the Board or the voting results), the Board shall accept the resignation.

A director nominee who tenders a resignation pursuant to the Majority Voting Policy will not participate in any meeting of the Board or the Corporate Governance Committee at which the resignation is considered.

The Corporation will promptly issue a news release with the Board's decision, a copy of which must be provided to the Toronto Stock Exchange. If the Board determines to not accept a resignation, the news release must fully state the reasons for that decision.

Subject to compliance with applicable corporate laws, the Board may: (i) leave a vacancy in the Board unfilled until the next meeting of Shareholders, (ii) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of Shareholders, or (iii) call a special meeting of Shareholders to consider new nominees to fill the vacant position.

Director Term Limits

The Corporation has not adopted director term limits. As the Corporation was incorporated on December 31, 2012, no director has served for more than six years. Accordingly, the Board does not believe formal term limits are required at this time.

While the Corporation has no term limits for its directors, under its mandate, the Nomination and Compensation Committee reviews the Corporation's policies on tenure and terms of individual directors of the Board, the Chair and committee chairs. Board renewal is considered in the context of determining the needs of the Board in the long term, as further described below, and achieving a balance between the need to have depth of institutional experience from directors on the one hand and the need for renewal and new perspectives on the other hand. With this objective in mind, the list of management nominees for election to the Board at the Meeting contemplates that Messrs. Alexander and Macey, directors since December 31, 2012, will cease to be directors and that Mr. Janele will join the Board. In addition, Ms. Karim will cease to be a director after the Meeting.

Committees of the Board of Directors

There are four standing committees of the Board: the Audit Committee, the Corporate Governance Committee, the Nomination and Compensation Committee, and the Technical and Resources Committee. It is the Corporation's policy that each of the Audit Committee and the Corporate Governance Committee must be comprised solely of independent directors. The Board has concluded that all of the directors who served as members of the Audit Committee and the Corporate Governance Committee during 2017 are independent under NI 58-101 and that members of the Audit Committee met the more stringent Audit Committee independence tests under NI 52-110.

The following table sets forth the membership of each committee of the Board:

Committee	Number of meetings held in 2017	Members in 2017	Independent
Audit Committee	5	Alexander	Yes
		Camp	Yes
		Karim	Yes
		Macey	Yes
		Newman (Chair)	Yes
Corporate Governance Committee	2	Alexander (Chair)	Yes
		Camp	Yes
		Karim	Yes
		Macey	Yes
		Newman	Yes
Nomination and Compensation Committee	4	Alexander (Chair)	Yes
		Camp	Yes
		Gandur	No
		Karim	Yes
		Macey	Yes
		Newman	Yes
Technical and Resources Committee	5	Alexander	Yes
		Camp	Yes
		Gandur	No
		Karim	Yes
		Macey (Chair)	Yes
		Newman	Yes

The Audit Committee charter is attached as Schedule B to the Corporation's Annual Information Form for the year ended December 31, 2017, which can be accessed on the Corporation's website at www.oryxpetroleum.com and on the Corporation's profile on SEDAR at www.sedar.com. The position description of the committee chairs is detailed in the corresponding committee charter. At each regularly scheduled Board meeting, each committee of the Board, through its committee chair, provides a report to the Board on its activities.

Summaries of the mandates of the four committees of the Board are set forth below.

Audit Committee

The mandate of the Audit Committee includes:

- monitoring the integrity of the Corporation's financial reporting and internal control over financial reporting
- reviewing arrangements for, and scope of, each proposed audit of the accounting records
- reviewing, prior to submission to the Board, all financial information and financial statements of the Corporation, and the auditor's report thereon
- reviewing the financial position and financing activities of the Corporation
- providing oversight for the Corporation's compliance with legal and regulatory requirements
- providing oversight of the external auditor's performance and fees
- reviewing related party transactions

Additional information relating to the Audit Committee is provided in the Corporation's Annual Information Form dated March 23, 2018 in the section entitled "Audit Committee".

Corporate Governance Committee

The mandate of the Corporate Governance Committee is to assist the Board in fulfilling its obligations relating to corporate governance matters and includes:

- developing and implementing principles and systems for management of corporate governance
- evaluating the size, composition and operation of the Board, committees of the Board, all individual directors, the Chair and committee chairs
- preparing and receiving reports and making recommendations on matters including evaluation of management, organizational structure, management development and succession
- ensuring the Board has appropriate structures and processes in place so that it can function independently of management

Nomination and Compensation Committee

The mandate of the Nomination and Compensation Committee is to assist the Board in fulfilling its obligations relating to compensation matters and identifying qualified candidates for appointment to the Board and includes:

- identifying new candidates for appointment or nomination to the Board
- reviewing the Corporation's policies on tenure and terms of individual directors of the Board, the Chair and committee chairs
- in consultation with management, establishing the Corporation's general compensation philosophy and overseeing the development and implementation of compensation programs, including incentive compensation plans
- conducting an annual review of management performance

Technical and Resources Committee

The mandate of the Technical and Resources Committee is to assist the Board in fulfilling its obligations relating to oil and natural gas reserves and resources evaluation processes and reporting of reserves and resources data and related information, as well as supervision of technical and operational activities undertaken by the Corporation and includes:

- reviewing and approving the appointment of an independent reserves evaluator
- managing the valuation review by, and relationship with, the independent reserves evaluator
- overseeing procedures for disclosure of information relating to oil and gas activities and for providing information to the independent reserves evaluator
- reviewing content and filing of statements and other information disclosed in accordance with National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities*

Chair of the Board of Directors

Mr. Gandur was appointed Chair of the Board in December 2012. As Mr. Gandur is not an independent director, the Board has appointed Mr. Alexander as the Lead Independent Director of the Corporation. Mr. Alexander is an unrelated and independent director and, in his role as Lead Independent Director, acts in a leadership role facilitating and ensuring the functioning of the Board independently of management, bringing to the attention of the Chair and the CEO any issues of independence and conflict, providing independent leadership to the Board as required, and acting as a contact point for the other independent directors. In the absence of the Chair, or in the event there is a potential conflict between the Chair and the Corporation, the Lead Independent Director will chair the relevant Board meeting and will chair the meetings of the independent directors.

The detailed mandate for each of the Chair and the Lead Independent Director is included in the Charter of the Board of Directors, which can be found in Schedule A to this Circular. On an annual basis, the Corporate Governance Committee establishes and recommends, for approval by the Board, any amendments to the position descriptions for the Chair and the Lead Independent Director.

Chief Executive Officer

The Corporation's CEO has primary responsibility, subject to the authority of the Board, for the general supervision of the business and affairs of Oryx Petroleum. As such, the CEO, subject to the Board's approval, develops the

Corporation's strategic and operational orientation. In so doing, he provides leadership and vision for the effective overall management, performance and growth of Oryx Petroleum, and for increasing shareholder value and ensuring compliance with policies adopted by the Board. The CEO is directly accountable to the Board for all of the Corporation's activities. The Board delineates the role and responsibilities of the CEO through the committee charters and policies approved by the Board from time to time which limit the CEO's authority in managing the Corporation. Effective on the promotion of Mr. Querio to CEO in March 2016, the CEO is also accountable for the responsibilities previously assigned to a Chief Operating Officer.

Composition of the Board of Directors and Nomination of Directors

In terms of the composition of the Board, the objective is to have a sufficient range of skills, expertise and experience to ensure that the Board can carry out its responsibilities effectively. Directors are chosen for their ability to contribute to the broad range of issues with which the Board routinely deals.

The Board reviews each director's contribution and determines whether the Board's size allows it to function efficiently and effectively.

Competency Matrix

The Nomination and Compensation Committee, together with the Chair, is responsible for determining the needs of the Board in the long term and identifying new candidates to stand as nominees for election or appointment as directors.

The Chair, in consultation with the Nomination and Compensation Committee, develops a competency matrix based on knowledge areas and types of expertise and identifies any gaps to be addressed in the director nomination process. The Board ensures that the skill set developed by directors, through their business expertise and experience, meets the needs of the Board. This competency matrix is reviewed regularly by the Chair with Board members and is updated as required.

The below table identifies the current skills and expertise considered as part of the competency matrix developed by the Chair and the Nomination and Compensation Committee, and identifies each member of the Board possessing each skill or expertise.

As a guideline, the Board aims to ensure that the skill set represented by the directors, as a group, includes each of the skills and expertise identified in the competency matrix.

	Richard Alexander	Bradford Camp	Jean Claude Gandur	Nevin Karim	Gerald Macey	Peter Newman
Management <i>Experience as CEO of a public company or large organization, and/or other senior executive experience, driving strategic direction and leading growth</i>	✓	✓	✓		✓	
Governance <i>Current and/or former director of a listed public company (other than Oryx Petroleum) and/or significant governance role</i>	✓		✓		✓	✓
Upstream Oil & Gas <i>Senior executive experience in the upstream oil and gas industry</i>	✓	✓	✓		✓	
Africa & the Middle East <i>Senior executive experience in an organization with multinational operations in Africa and/or the Middle East</i>		✓	✓		✓	✓
Operations & HSE <i>Senior executive experience in managing significant industrial operations and the related health, safety and environmental policies and standards and other constituents of sound sustainable development practices and reporting and their application to corporate success</i>	✓	✓			✓	
M&A/Growth Strategy <i>Experience with mergers, acquisitions and business growth strategy involving public companies and ability to effectively fulfil oversight responsibilities relating to corporate strategy</i>	✓	✓	✓		✓	✓
Accounting & Audit <i>Experience in financial accounting and reporting, audit process, and evaluating the robustness of internal financial controls, and ability to assess the application of International Financial Reporting Standards</i>	✓					✓
Finance <i>Experience in senior financial roles and/or financial advisory roles especially with respect to debt and equity markets</i>	✓					✓
Compensation & Human Resources <i>Experience overseeing human resources practices, including compensation design, gained through experience as a senior executive of a public company and/or a member of a committee of the board of directors of a public company responsible for overseeing succession planning, talent development, retention and compensation programs, and other human resources matters</i>	✓		✓		✓	✓
Legal & Regulatory <i>Legal and regulatory experience including an understanding of different legal systems and the laws and regulations applicable to Oryx Petroleum</i>		✓	✓	✓		✓
Public Policy <i>Experience in the areas of government and public policy relevant to Oryx Petroleum's business and may include experience in or through understanding of communication and media perspectives</i>		✓	✓			
Risk Management <i>Experience in risk management frameworks, systems, processes, tools and techniques gained through experience as a senior executive of a public company and/or a member of a committee of the board of directors of a public company responsible for overseeing risk management</i>	✓		✓		✓	✓

Nomination Process

The Nomination and Compensation Committee, together with the Chair, is responsible for recommending to the Board the nominees for election at each annual meeting of Shareholders. Typically, in advance of the annual meeting of Shareholders, the Nomination and Compensation Committee will review the composition of the Board and make an assessment, with reference to the competency matrix, as to any potential skill or expertise gaps which may need to be filled through recruitment of one or more additional directors. In making its assessment, the Nomination and Compensation Committee will consider input received from the Board as a whole, including the CEO, as well as Shareholders, the Nomination and Compensation Committee's independent advisors and other third parties. The Nomination and Compensation Committee is required to balance its obligations with any contractual commitments made by the Corporation to investors in connection with securing their investment. Pursuant to a subscription agreement dated March 1, 2016 between the Corporation and Zeg Oil and Gas Ltd ("**Zeg Oil**"), Zeg Oil currently has the right to nominate one of the four nominees for election as director at the Meeting.

Where the Nomination and Compensation Committee determines that there is a skill or expertise gap which needs to be addressed, it may retain an independent advisor to assist with identifying candidates who possess the required skill or expertise. While the Nomination and Compensation Committee may look to an independent advisor to put forward a list of top candidates based on its independent research, potential candidates may also be recommended by existing directors, members of management, independent advisors, shareholders or others. Candidate searches will be conducted in a manner which is "blind" to characteristics or attributes unrelated to a candidate's skill or expertise.

Board Diversity

The Corporation values and welcomes a diversity of views and perspectives on the Board and the Nomination and Compensation Committee aims to recruit candidates who reflect a range of views, perspectives, expertise, experience and backgrounds. In conducting a search for director candidates, the Nomination and Compensation Committee seeks to ensure that the broadest possible range of qualified candidates is considered and that no qualified candidate is excluded based on any personal characteristic or attribute which is unrelated to the individual's ability to effectively carry out his or her duties as a director.

The Corporation has not adopted a written policy for identifying and nominating women directors and does not have targets regarding the number or percentage of women on the Board. When a new director nominee is determined to be required, the Nomination and Compensation Committee will consider the diversity of views and perspectives that potential nominees could add to the Board. In order to select the most qualified candidate identified among a list of potential nominees, the Board has not fixed targets that would prioritize a candidate on the basis of gender or other personal characteristics.

The Board currently includes one woman. The list of four director nominees to be considered at the Meeting does not include any women.

Orientation and Continuing Education

Management provides to the Board detailed presentations on all aspects of the Corporation's business and management including regular updates at Board meetings. These detailed briefings are made to new directors who join the Board, so that they are able to get up to date with the activities of the Corporation.

New directors who join the Board are also given the opportunity to individually meet with members of senior management to aid in their understanding of Oryx Petroleum's business. The Corporate Governance Committee will assist new directors in becoming acquainted with Oryx Petroleum and its governance processes and encourages continuing education opportunities for all members of the Board.

All directors have regular access to senior management to discuss Board presentations and other matters of interest. Directors also have the opportunity to enhance their understanding of the Corporation's operations and the energy industry through site visits.

Assessment of the Board, Committees and Directors

The Board undertakes an annual assessment of the effectiveness and contribution of the Board, its committees and individual directors. A questionnaire is circulated with all directors of the Corporation and a summary report is prepared that consolidates questionnaire results and feedback for consideration by the Corporate Governance

Committee. Results from the summary report identify areas of focus for the year ahead. The process allows directors of the Corporation to improve their guidance and oversight of management of the Corporation. Further, feedback from the process is used by the Nomination and Compensation Committee in the course of determining director nominees for election at annual meetings of Shareholders.

Representation of Women in Executive Officer Appointments

Among the three current executive officers of the Corporation, there are no women. Vance Querio was promoted internally to the position of Chief Operating Officer in April 2015. In March 2016, the Corporation effected a company-wide re-organization which involved issuing notices of termination to three executive officers, among other employees, with the objective of reducing costs and aligning management and staff requirements with the Corporation's reduced scope of activities. In connection with the re-organization, Mr. Querio was promoted to Chief Executive Officer. Given the objective of the re-organization, the Corporation did not undertake a formal appointment process to fill the vacant executive officer positions. Instead, Mr. Querio retained Chief Operating Officer responsibilities and the responsibilities of Chief Financial Officer and Chief Legal Officer were assumed by remaining employees.

The Board is responsible for the appointment of executive officers. While the Corporation does not have targets regarding women in executive officer appointments, in making any future executive officer appointment, the Board will consider the level of representation of women in executive officer positions and the positive contributions that increased gender diversity will bring Oryx Petroleum including:

- gender diversity will help the Corporation better understand the needs of its stakeholders;
- given an increasingly competitive labour market, the Corporation needs to access talent from the broadest recruitment pool;
- leadership in diversity will make the Corporation an employer of choice and help it to recruit, retain, and engage high-performing employees; and
- it is demonstrable that business performance improves with greater gender diversity.

Given the small size of the Corporation's executive team, and the reduced scope of activities in the near to medium term, the Board does not believe that targets are appropriate at this time.

Ethical Business Conduct

The Board encourages and promotes a culture of ethical business by fostering an environment that emphasizes compliance. To facilitate this objective, the Corporation encourages company personnel to promptly report any problems or concerns to their supervisor or, if that is not possible or does not resolve the matter, up the chain of management. The Corporation has published a Code of Conduct and a Whistleblower Policy to formalize the reporting processes in this regard. To ensure that an ethical business culture is maintained and promoted, directors are encouraged to exercise their independent judgment.

Certain members of the Board are directors or executive officers of, or have significant shareholdings in, other oil and gas companies and oilfield service companies and, to the extent that such other companies may participate in ventures in which the Corporation may participate or provide services to ventures in which the Corporation participates, those directors of the Corporation may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. If such a conflict involves a particular Board member, such Board member will be required to disclose his or her interest to the Board and refrain from voting at the Board meeting of the Corporation considering such contract or transaction in accordance with applicable law, including the *Canada Business Corporations Act*. In rare instances, if deemed appropriate, the Corporation may establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict.

Code of Conduct

The Code of Conduct applies to everyone who works for, or on behalf of, Oryx Petroleum and any of its subsidiaries. All individuals engaged in any capacity by Oryx Petroleum including all permanent, temporary, contract and seconded employees, and consultants are required to adhere to the Corporate Code of Conduct, which includes the following key principles:

- Act honestly and with integrity;

- Be respectful to all work colleagues;
- Foster initiative and creativity;
- Create and increase shareholder value in an ethical and legal manner;
- Avoid conflicts of interest;
- Maintain suitable confidentiality with regard to all work activities; and
- Never make improper payments to government officials or business partners or their families.

These key principles underpin all of Oryx Petroleum's policies and procedures and represent a common standard for Oryx Petroleum's work practices and interactions with stakeholders. The Corporate Code of Conduct also recognizes the importance of providing a positive and professional working environment in which all people are treated with respect and dignity. Therefore, the Corporate Code of Conduct prohibits all forms of workplace harassment, discrimination or mobbing, and outlines a process to report all such incidents.

The Corporate Code of Conduct requires Oryx Petroleum to carry out its business equitably, transparently and honestly. Oryx Petroleum is committed to operating its business in a manner consistent with the laws of the jurisdictions in which its business operates, including those relating to financial reporting, accounting regulations, anti-bribery and anti-corruption. The Corporate Code of Conduct sets the required standard regarding prohibited conduct associated with bribery and corruption, insider trading and conflicts of interest.

To ensure compliance with the Corporate Code of Conduct, Oryx Petroleum has established an Ethics Committee composed of the CEO, General Counsel and Corporate Secretary, and Head of Corporate Finance and Planning to receive and examine any reported breaches of the Corporate Code of Conduct, to coordinate the necessary response and to regularly advise the Audit Committee of any breaches and any proposed actions.

The Code of Conduct is available on the Corporation's profile on SEDAR (www.sedar.com).

Whistleblower Policy

The Whistleblower Policy is intended, in line with the Corporation's commitment to the highest possible standards of ethical, moral and legal business conduct, and its general commitment to open communication, to provide an avenue for employees to raise concerns and reassurance that they will be protected from reprisals or victimization for whistleblowing in good faith.

The Ethics Committee is responsible for receiving and examining all complaints made under the Whistleblower Policy, to coordinate the necessary response and to regularly advise the Audit Committee of any complaints and proposed actions.

Employees have several means of communicating reports or complaints under the Whistleblower Policy: individually to one of the members of the Ethics Committee, collectively to all members of the Ethics Committee using an e-mail address that has been setup for that specific purpose, or directly to the chair of the Audit Committee.

OTHER INFORMATION

Interest of Informed Persons in Material Transactions

Except as disclosed in the Corporation's Management's Discussion and Analysis for the year ended December 31, 2017 and the Corporation's Annual Information Form dated March 23, 2018, and other than as discussed elsewhere in this Circular, the Corporation is not aware of any material interests, direct or indirect, of any "informed person" of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, in any transaction since January 1, 2017 or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

For the purposes of the determination above, "informed person" means:

- (a) a director or executive officer of the Corporation;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Corporation other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Corporation after it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Indebtedness of Directors and Executive Officers

As at the date of this Circular, other than in respect of routine indebtedness, there are no directors, executive officers, employees or former directors, executive officers or employees indebted to the Corporation or any of its subsidiaries.

Additional Information

Additional information relating to the Corporation is available on SEDAR at www.sedar.com and on the Corporation's website at www.oryxpetroleum.com. Shareholders may request copies of the Corporation's financial statements, management's discussion and analysis, and any documents incorporated by reference without charge by emailing scott.lewis@oryxpetroleum.com.

Financial information is provided in the Corporation's consolidated annual financial statements and management's discussion and analysis for the financial year ended December 31, 2017.

Shareholder Proposals for the 2019 Annual Meeting

The final date by which the Corporation must receive Shareholder proposals for the annual meeting of Shareholders of the Corporation to be held in 2019 is February 7, 2019. All proposals should be sent by registered mail to 3400 – 350 7th Avenue SW, Calgary, Alberta, T2P 3N9.

Advance Notice of Nominations of Directors

In May 2015, Shareholders confirmed Amended and Restated By-law Number 1 of the Corporation, which includes a framework for advance notice of nominations of persons for election to the Board (the "**Advance Notice Rules**").

The Advance Notice Rules fix a deadline by which Shareholders must submit notice of director nominations to the Corporation prior to any annual or special meeting of Shareholders where directors are to be elected, and sets forth the information a Shareholder must include in the notice for the notice to be valid.

In the case of an annual meeting of Shareholders (including an annual and special meeting), notice to the Corporation pursuant to the Advance Notice Rules must be given not less than 30 days prior to the date of the meeting (i.e., May 28, 2018 in the case of the meeting scheduled for June 27, 2018). In the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the meeting was made, notice shall be made not later than the close of business on the 10th day following such public announcement. In the case of a special meeting of Shareholders (which is not also an annual meeting), notice to the Corporation pursuant to the Advance Notice Rules must be given not later than the close of business on the 15th day following the day on which the first public announcement of the date of the meeting was made. The Board may, in its sole discretion, waive any requirement of the Advance Notice Rules.

As at the date of this Circular, the Corporation had not received any additional director nominations.

SCHEDULE A

CHARTER OF THE BOARD OF DIRECTORS

This Charter of the Board of Directors (the “**Board**”) of Oryx Petroleum Corporation Limited (the “**Company**”) was adopted and approved on 11 January 2013 and amended 4 November 2014, 29 July 2015 and 14 March 2017.

GENERAL

1. MANDATE

The Board has adopted this Charter to assist the Board in fulfilling its obligations to all stakeholders of the Company.

2. DEFINITIONS AND INTERPRETATION

In this Charter:

- (a) “CEO” means the Chief Executive Officer of the Company;
- (b) “Chair” means the chair of the Board;
- (c) “Committees” means all standing committees of the Board and such additional committees formed by the Board from time to time;
- (d) “Director” means a member of the Board;
- (e) “Independent” shall have the meaning ascribed to it under s. 1.4 and s. 1.5 of National Instrument 52-110; and
- (f) “Lead Independent Director” has the meaning set out in paragraph 4.2 below.

COMPOSITION AND FUNCTIONS OF THE BOARD

3. COMPOSITION

The Board shall consist of as many Directors as the Board shall determine from time to time but, in any event, not fewer than three and not more than twenty, a majority of whom shall be Independent.

4. CHAIR

4.1 Board to Appoint Chair

The Board shall designate the Chair of the Board annually at the first meeting of the Board after a meeting of the shareholders at which Directors are elected (the “**Shareholder Meeting**”), provided if the appointment of the Chair of the Board was not so made and further provided that the then serving Chair of the Board was elected as a Director at the Shareholder Meeting, the person then serving as Chair of the Board shall continue as Chair of the Board for a duration of 5 years and thereafter until his or her successor is approved. The Chair will have the competencies and skills determined by the Board. If the Chair is not present at a meeting of the Board, then (i) the Lead Independent Director, if such position exists and is occupied at the time, shall preside as chair of the meeting, or (ii) if there is no Lead Independent Director or if the Lead Independent Director is not present, the members of the Board may designate an interim chair for the meeting by majority vote of the members present.

4.2 Lead Independent Director

If the Chair is not Independent, then the chair of the Corporate Governance Committee will act as Lead Independent Director, and will facilitate the functioning of the Board independently of management of the Company and provide independent leadership to the Board as required and act as a contact point for the Independent Directors.

4.3 Specific Duties of the Chair

The Chair will:

- (a) *Leadership*
 - (i) Provide overall leadership to enhance the effectiveness of the Board.
 - (ii) Take all reasonable steps to ensure that the responsibility and duties of the Board, as outlined in this Charter, are well understood by the Directors and executed as effectively as possible.

- (b) *Ethics*
 - (i) Foster ethical and responsible decision-making by the Directors.
- (c) *Board Governance*
 - (i) Provide effective Board leadership, overseeing all aspects of the Board's direction and administration in fulfilling the terms of its Charter.
 - (ii) With the Board, oversee the structure, composition, membership and activities delegated to the Board.
- (d) *Board Meetings*
 - (i) In consultation with the Directors, ensure that the Board meets at least four times in each fiscal year and at least once in each fiscal quarter, and as many additional times as necessary to carry out its duties effectively.
 - (ii) With the CEO and the Corporate Secretary establish the dates, location and agenda for each Board meeting.
 - (iii) Chair all meetings of the Board, including closed sessions and *in-camera* sessions.
 - (iv) Ensure sufficient time during Board meetings to fully discuss agenda items.
 - (v) Encourage Directors to ask questions and express viewpoints during meetings.
 - (vi) Deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus.
 - (vii) Ensure that the Board meets in separate, regularly scheduled, *in-camera* sessions.
- (e) *Board Reporting*
 - (i) Ensure that Board materials are available to all Directors in a timely manner.
 - (ii) Ensure that all business requiring shareholder approval is brought before a meeting of shareholders.
- (f) *Board Management Relationships*
 - (i) Take all reasonable steps to ensure that Directors receive necessary training and support to enable them to fulfill the Board Charter.
 - (ii) Facilitate effective communication between Directors and the CEO, both inside and outside of Board meetings.
 - (iii) Have an effective working relationship with the CEO.
- (g) *Evaluations*
 - (i) Ensure that a performance evaluation of the Board and the Chair is conducted, soliciting input from all Directors.
- (h) *Advisors/Resources*
 - (i) Ensure that resources and expertise are available to the Board so that it may conduct its work effectively and efficiently.
 - (ii) Coordinate with the Board to retain, oversee, compensate and terminate independent advisors to assist the Board in its activities.
- (i) *Other*
 - (i) Carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Board.
 - (ii) To honour the spirit and intent of applicable law as it evolves.

4.4 Specific Duties of the Lead Independent Director

If the Chair is not Independent, there will be a Lead Independent Director who will:

(a) *Independence*

Ensure that the Board functions independently of management of the Company and other non-Independent Directors.

(b) *Board Governance*

Be available as a resource to consult with the Chair and other Directors on corporate governance practices and policies, and assume the primary leadership role in addressing issues of this nature if under the circumstances it is inappropriate for the Chair to assume such leadership.

(c) *Board Meetings*

- (i) Bring to the attention of the Chair and the CEO any issues concerning the quality, quantity and timeliness of information provided by management to the Independent Directors.
- (ii) In the absence of the Chair, or in the event there is a potential conflict of interest between the Chair and the Company, chair relevant Board meetings, and in addition, chair any Board meeting at which only Independent Directors are present.

(d) *Board Management Relationships*

- (i) Meet with any or all of the Independent Directors if so requested, and represent such Directors in discussions with management of the Company on corporate governance issues and other matters.
- (ii) Bring to the attention of the Chair and the CEO any issues of independence and conflict that are or may prevent the Board from being able to properly carry out its responsibilities.

(e) *Other*

- (i) Carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Board.
- (ii) Honour the spirit and intent of applicable law as it evolves.

5. MEETINGS

5.1 Quorum

A majority of the Directors shall constitute a quorum. Directors may participate in any meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a Director participating by any such means shall be deemed to be present at that meeting.

5.2 Secretary

The Corporate Secretary of the Company shall be the secretary of the meetings of the Board, provided that if the Corporate Secretary is not present, the chair of the meeting may appoint a secretary for the meeting with the consent of the Directors who are present.

5.3 Time and Place of Meetings

The Chair, in consultation with the Directors, shall determine the schedule and frequency of the Board meetings provided that the Board shall meet at least four times in each fiscal year and at least once in every fiscal quarter. The Board shall have the authority to convene additional meetings as circumstances require.

5.4 Notice of Meetings

Notice of meetings of the Board shall be given to each Director not less than five business days before the time of the meeting, provided that meetings of the Board may be held without formal notice if all of the Directors are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the

meeting. Notice of meeting may be given verbally or delivered personally, given by mail, facsimile or other electronic means of communication and need not be accompanied by an agenda or any other material. The notice shall however specify the purpose or purposes for which the meeting is being held.

5.5 Minutes

Decisions or recommendations of the Board shall be evidenced by resolutions passed at meetings of the Board and recorded in the minutes of such meetings or by an instrument in writing signed by all Directors entitled to vote on that resolution. A copy of the draft minutes of each meeting of the Board, including any resolutions evidencing decisions or recommendations of the Board, shall be transmitted promptly by the secretary to each Director for confirmation at the next meeting.

5.6 Additional Meetings

The Board may meet separately and periodically with the officers of the Company, external legal counsel and any other person as the Board may deem appropriate or necessary from time to time.

5.7 Right to Vote

Each Director shall have the right to vote on matters that come before the Board.

5.8 Invitees

The Chair may invite officers and employees of the Company or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board as may be deemed appropriate. The officers of the Company will present to the Board and be present at Board meetings, other than during *in-camera* sessions.

6. RESOURCES AND AUTHORITY OF BOARD

6.1 Retaining and Compensating Advisors

Each Director shall have the authority, subject to the prior approval of the Corporate Governance Committee, to engage outside consultants, independent legal counsel and other advisors and experts as he or she determines necessary to carry out his or her duties. The Company shall reimburse the Director such amounts as may be agreed by the Corporate Governance Committee.

6.2 Committees

The Board will maintain and, in accordance with their respective charters, delegate authority to the following standing committees of the Board: (i) the Audit Committee, (ii) the Corporate Governance Committee, (iii) the Nomination and Compensation Committee, and (iv) the Technical and Resources Committee. In addition, the Board may from time to time form and delegate authority to such additional committees as deemed appropriate by the Board.

RESPONSIBILITIES OF THE BOARD

7. RESPONSIBILITIES

Matters which the Board considers suitable for delegation are contained in the charters of the Committees. However the Board retains ultimate responsibility and has a duty to oversee the discharge of all delegated functions, therefore those matters listed below may include matters that are delegated to Committees.

7.1 Strategy and Management

- (a) Responsibility for the overall management of the Company and its subsidiaries (the “Group”).
- (b) Approval of the Group's long-term objectives, strategy and risk management.
- (c) Approval of the annual operating and capital budgets and any material changes to them.
- (d) Review of performance in light of the Group's objectives, strategy, business plans and budgets and ensuring that any necessary corrective action is taken.
- (e) Extension of the Group's activities into new business areas.
- (f) Any decision to cease to operate all or any material part of the Group's business.

7.2 Structure and Capital

- (a) Changes relating to the Group's capital structure.
- (b) Major changes to the Group's corporate structure, management and control structure.
- (c) Approval of the issue or transfer of shares, and of share buybacks, in respect of the Company.

7.3 Financial Reporting and Controls

- (a) Approval of the Group's annual and interim financial statements, on the recommendation of the Audit Committee.
- (b) Appointment and removal of auditors, and approval of their terms of engagement and remuneration, on the recommendation of the Audit Committee.
- (c) Approval of the Company's dividend policy and the declaration of dividends.
- (d) Approval of any significant changes in accounting practices or policies, on the recommendation of the Audit Committee.

7.4 Internal Controls

- (a) Ensuring a sound system of internal control and risk management is in place, on the recommendation of the Audit Committee.
- (b) Reviewing the creation and liquidation of companies within the Group.

7.5 Contracts

- (a) Approval of major capital projects, investments, contracts, guarantees and indemnities that are outside the delegated authority of management.
- (b) Approval of lending or borrowing by the Company that is outside the delegated authority of management.

7.6 Shareholder Communication

- (a) Approval of resolutions and related documentation to be put forward to shareholders at a general meeting.
- (b) Receiving reports on the views of the Company's shareholders.

7.7 Board Membership and Other Appointments

- (a) Approval of employment contracts for the Chair and CEO (whether or not a member of the Board) and any other executive directors, on the recommendation of the Corporate Governance Committee.
- (b) Approval of the terms of reference and membership of the Board and its Committees.

7.8 Remuneration

On the recommendation of the Nomination and Compensation Committee, approval of the following:

- (a) remuneration of the Chair, Directors and the CEO, and general overview of overall staff remuneration practices;
- (b) creation of and amendments to employee share schemes or long-term incentive schemes;
- (c) the terms of any proposed termination or severance payments to be made to any former or current officer of the Company.

7.9 Corporate Governance

- (a) Undertaking an annual performance evaluation of the Board and its Committees, on the recommendation of the Corporate Governance Committee.
- (b) Determining the independence of directors, on the recommendation of the Corporate Governance Committee.
- (c) Setting levels of delegated authority.
- (d) Reviewing the skills and resources of the officers of the Company, and succession planning, on the recommendation of the Corporate Governance Committee.

7.10 Other

- (a) Approval of the settlement of litigation material to the interests of the Group.
- (b) Any other matters of strategic or reputational importance or likely to have a significant impact on the Group.
- (c) Comply with the Company's By-Laws and all legal requirements, whether statutory or otherwise, which apply to Directors of publicly quoted companies.
- (d) Any other matter not delegated to a Committee.

8. LIMITATION ON THE OVERSIGHT ROLE OF THE BOARD

Each Director shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives financial and other information, and the accuracy of the information provided to the Company by such persons or organizations.

Appendix A
Rolling Agenda

Agenda Item		Feb	Mar	May	Aug	Nov
Common items for all meetings:						
1.	Quorum and agenda	X	X	X	X	X
2.	Approval of the minutes of the previous meeting	X	X	X	X	X
3.	Matters arising from the minutes	X	X	X	X	X
4.	Approval of contracts, investments, major capital projects or major litigation settlements exceeding the limit of authority of the CEO.	X	X	X	X	X
5.	Fixing meeting date and record date for annual meeting of shareholders		X			
6.	Setting of the meeting calendar for the following year		X			
7.	Approval of resolutions and materials for the annual meeting of shareholders		X			
8.	Approval of the composition of Committees				X	
9.	Approval of the annual budget					X
10.	Review of budget reforecast			X		X
11.	Approval of KPIs for the following year					X
12.	Corporate finance update		X	X	X	X
On the recommendation of the Audit Committee:						
13.	Approval of the annual audited financial statements and MD&A, and receipt of the report of the external auditor		X			
14.	Approval of the interim financial statements and MD&A			X	X	X
15.	Approval of the appointment or re-appointment of the external auditor for nomination at the annual meeting of shareholders		X			
On the recommendation of the Corporate Governance Committee:						
16.	Approval of the charters of the Board and its Committees				X	
17.	Approval of the levels of delegated authority				X	
On the recommendation of the Nomination and Compensation Committee:						
18.	Approval of the final cash bonuses		X			
19.	Approval of the terms of, or any amendments to, the LTIP		X			
20.	Approval of Director nominees to be proposed to the annual meeting of shareholders		X			
21.	Approval of the proposed LTIP awards			X		
22.	Approval of the general compensation philosophy for all staff for the following year					X
23.	Approval of the remuneration of the Chair and the CEO					X
24.	Approval of the remuneration of Directors					X
On the recommendation of the Technical and Resources Committee:						
25.	Approval of the report on reserves data by the Company's Qualified Reserves Evaluator or Auditor	X				
Other:						
26.	Any other business	X	X	X	X	X
27.	In-camera session	X	X	X	X	X



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