ALTURA ENERGY INC.

NOTICE OF ANNUAL GENERAL MEETING

AND

MANAGEMENT PROXY CIRCULAR

WITH RESPECT TO THE

ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 4, 2020

MANAGEMENT PROXY CIRCULAR DATED APRIL 30, 2020

The TSX Venture Exchange has not in any way passed upon the merits of the information contained herein and any representation to the contrary is an offence.

ALTURA ENERGY INC.

NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS TO BE HELD
JUNE 4, 2020

TO THE HOLDERS OF COMMON SHARES

Notice is hereby given that an Annual General Meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") of Altura Energy Inc. ("**Altura**" or the "**Corporation**") will be held at the Corporation's offices at 2500, 605 - 5th Avenue S.W., Calgary, Alberta, on Thursday, June 4, 2020 at 10:30 am (Mountain Time) for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the year ended December 31, 2019 and the auditors' reports thereon;

2. to fix the number of directors to be elected at the Meeting at five (5) members;

3. to consider and, if thought appropriate, to pass an ordinary resolution electing five (5) directors of the Corporation, all as more particularly described in the accompanying Information Circular - Management Proxy Statement of the Corporation dated April 30, 2020 (the "**Information Circular**");

4. to consider and, if thought appropriate, to pass an ordinary resolution appointing the auditors of the Corporation and authorizing the directors to fix their remuneration as such;

5. to consider and if thought appropriate, to pass, with or without variation, an ordinary resolution approving the Corporation's share option plan, all as more particularly described in the accompanying Information Circular; and

6. to transact such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The nature of the business to be transacted at the Meeting and the specific details of the matters proposed to be put to the Meeting are described in further detail in the accompanying Information Circular.

The Corporation intends to hold the Meeting in person. However, in view of the COVID-19 pandemic and the restrictions on mass gatherings implemented by the Government of Alberta, the Corporation strongly encourages Shareholders to consider voting their Shares via proxy rather than attending the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. Access to the Meeting will, subject to the Corporation's by-laws, be limited to essential personnel and registered Shareholders and proxyholders entitled to attend and vote at the Meeting; no external guests will be allowed to attend.

A link to a live audio webcast of the Meeting will be available on the Corporation's website at www.alturaenergy.ca. Following the formal business of the Meeting, the Corporation is planning a brief presentation by management. A recording of the webcast will remain available on Altura's website following the Meeting.

The Corporation may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to

hold the Meeting in person or a decision is made to change the date, time or location of the Meeting, the Corporation will announce, by press release, alternative arrangements for the Meeting as promptly as practicable. Please monitor our website at www.alturaenergy.ca for updated information and check the website one week prior to the date of the Meeting, and each day leading up to the date of the Meeting. As always, the Corporation encourages Shareholders to vote their Shares by proxy not later than (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is April 30, 2020 (the "**Record Date**"). Shareholders of Altura whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and vote at the Meeting, provided that, to the extent a shareholder transfers the ownership of any of his or her shares after such date and the transferee of those shares establishes that he or she owns the shares and requests, not later than 10 days before the Meeting, to be included in the list of shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.

In accordance with the by-laws of the Corporation, all proxies, to be valid, must be deposited at the office of the Registrar and Transfer Agent of the Corporation, Odyssey Trust Company, Stock Exchange Tower, Suite 1230, 300 - 5th Avenue S.W., Calgary, Alberta T2P 3C4, Attention: Proxy Department, no later than 10:30 a.m. (Mountain Time) on June 2, 2020, or not less than 48 hours (excluding Saturdays and holidays) preceding any adjournment(s) or postponement(s) of the Meeting. Registered shareholders may also use the internet site at www.odysseytrust.com/Transfer-Agent/Login to transmit their voting instructions. A proxy must be executed by the Shareholder or his attorney authorized in writing, or if the Shareholder is a corporation, under its seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of Altura. Each shareholder has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by an Altura shareholder should be delivered by facsimile to Odyssey Trust Company at 1-800-517-4553.

DATED at Calgary, Alberta this 30th day of April 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"David Burghardt"*
David Burghardt
President, Chief Executive Officer and Director

ALTURA ENERGY INC.

INFORMATION CIRCULAR - MANAGEMENT PROXY STATEMENT

for the Annual General Meeting of Shareholders to be held
June 4, 2020

MANAGEMENT SOLICITATION OF PROXIES

This Information Circular - Management Proxy Statement (the "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Altura Energy Inc. (the "**Corporation**" or "**Altura**") for use at the annual general meeting of the holders ("**Shareholders**") of common shares (the "**Common Shares**") of the Corporation (the "**Meeting**") to be held at the Corporation's offices at 2500, 605 - 5th Avenue S.W., Calgary, Alberta, on Thursday, June 4, 2020 at 10:30 am (Mountain Time), and at any adjournment(s) or postponement(s) thereof, for the purposes set forth in the Notice of Annual General Meeting.

Unless otherwise stated, the information contained in this Information Circular is given as at April 30, 2020.

No person has been authorized by Altura to give any information or make any representations in connection with the transactions herein described other than those contained in this Information Circular and, if given or made, any such information or representation must not be relied upon as having been authorized by Altura.

Each outstanding Common Share is entitled to one vote on each resolution voted on at the Meeting. The Board of Directors of Altura (the "**Board of Directors**" or the "**Board**") has fixed the record date for the Meeting at the close of business on April 30, 2020 (the "**Record Date**"). Altura will prepare, as of the Record Date, a list of Shareholders entitled to receive the Notice of Annual General Meeting, showing the number of Common Shares held by each such Shareholder. Each Shareholder named in the list is entitled to vote the Common Shares shown opposite such Shareholder's name at the Meeting except to the extent that such holder transfers ownership of the Common Shares after the Record Date, in which case the transferee shall be entitled to vote such Common Shares upon establishing ownership and requesting, by 10:30 a.m. (Mountain Time) not later than 10 days before the Meeting, to be included in the list of Shareholders entitled to vote at the Meeting.

The Corporation intends to hold the Meeting in person. However, in view of the COVID-19 pandemic and the restrictions on mass gatherings implemented by the Government of Alberta, the Corporation strongly encourages Shareholders to consider voting their Shares via proxy rather than attending the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. Access to the Meeting will, subject to the Corporation's by-laws, be limited to essential personnel and registered Shareholders and proxyholders entitled to attend and vote at the Meeting; no external guests will be allowed to attend.

A link to a live audio webcast of the Meeting will be available on the Corporation's website at www.alturaenergy.ca. Following the formal business of the Meeting, the Corporation is planning a brief presentation by management. A recording of the webcast will remain available on Altura's website following the Meeting.

The Corporation may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person or a decision is made to change the date, time or location of the Meeting,

the Corporation will announce, by press release, alternative arrangements for the Meeting as promptly as practicable. Please monitor our website at www.alturaenergy.ca for updated information and check the website one week prior to the date of the Meeting, and each day leading up to the date of the Meeting. As always, the Corporation encourages Shareholders to vote their Shares by proxy not later than (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.

A quorum for the transaction of business at the Meeting shall be present if two Shareholders holding in the aggregate five percent (5%) of the Common Shares entitled to vote at the Meeting are present in person or represented by proxy.

APPOINTMENT OF PROXIES

Those Shareholders desiring to be represented by proxy at the Meeting must deposit their respective forms of proxy with Odyssey Trust Company at Stock Exchange Tower, Suite 1230, 300 - 5th Avenue S.W., Calgary, Alberta T2P 3C4, Attention: Proxy Department in the enclosed self-addressed envelope, by no later than 10:30 a.m. (Mountain Time) on June 2, 2020 or not less than 48 hours (excluding Saturdays and holidays) preceding any adjournment(s) or postponement(s) of the Meeting. A proxy must be executed by the Shareholder or by his or her attorney authorized in writing, or if the Shareholder is a corporation, under its seal or by an officer or attorney thereof duly authorized. Registered Shareholders may also cast their vote by faxing their proxy to 1-800-517-4553 or by internet (www.odysseytrust.com/Transfer-Agent/Login) by following the instructions provided on the form. If you choose to vote by telephone or internet, your vote must also be cast no later than 48 hours, excluding Saturdays, Sundays and holidays prior to the time of the Meeting. A proxy is valid only at the Meeting in respect of which it is given or any adjournment(s) or postponement(s) of the Meeting.

The persons named in the accompanying proxy are directors and officers of Altura. A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act on such Shareholder's behalf at the Meeting other than the persons named in the proxy. To exercise this right, the Shareholder must strike out the name of the persons named in the proxy and insert the name of his or her nominee in the space provided or complete another appropriate form of proxy and, in either case, deposit the proxy with Altura at the place and within the time specified above for the deposit of proxies.

PERSONS MAKING THE SOLICITATION

The solicitation is made on behalf of the management of Altura. The costs incurred in the preparation and mailing of the Instrument of Proxy, Notice of Annual General Meeting and this Information Circular will be borne by Altura. In addition to solicitation by mail, proxies may be solicited by personal interviews, telephone or by other means of communication and by directors and officers of Altura, who will not be specifically remunerated therefor. While no arrangements have been made to date by Altura, Altura may contract for the distribution and solicitation of proxies for the Meeting. The costs incurred by Altura in soliciting proxies will be paid by Altura.

EXERCISE OF DISCRETION BY PROXY

The Common Shares represented by the Instrument of Proxy enclosed with this Notice of Annual General Meeting and this Information Circular will be voted for or against or withheld from voting, in accordance with the instructions of the Shareholder on any ballot that may be called for. If a choice is specified with respect to any matter to be acted upon, the Common Shares will be voted accordingly, but if no specification is made, they will be voted in favour of the matters set forth in the proxy. If any amendments or variations

are proposed at the Meeting or any adjournment thereof to matters set forth in the proxy and described in the accompanying Notice of Annual General Meeting and this Information Circular, or if any other matters properly come before the Meeting or any adjournment thereof, the proxy confers upon the Shareholder's nominee discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting the proxy at the Meeting. At the date of this Information Circular, management of Altura knows of no such amendments or variations or other matters to come before the Meeting.

REVOCATION OF PROXIES

A Shareholder who has given a proxy has the power to revoke it. If a person who has given a proxy attends personally at the Meeting at which the proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing signed by the Shareholder or his attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal and signed by a duly authorized officer or attorney for the corporation, and deposited at the registered office of Altura at any time up to and including the last day (other than Saturdays, Sundays and holidays) preceding the day of the Meeting at which the proxy is to be used, or any adjournment or adjournments thereof, or with the chairman of the Meeting on the day of the Meeting, or on the day of any adjournment thereof, prior to the commencement of the Meeting.

ADVICE TO BENEFICIAL HOLDERS OF SECURITIES

The information set forth in this section is provided to beneficial holders of Common Shares who do not hold their Common Shares in their own name ("**Beneficial Shareholders**"). Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of shares can be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those shares will not be registered in the Beneficial Shareholder's name on the records of the Corporation. Such shares will more likely be registered under the name of the Beneficial Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominees for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. The Corporation does not know for whose benefit the shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically provides a scannable voting request form or applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting request forms or proxy forms to Broadridge. Often Beneficial Shareholders are alternatively provided with a toll-free telephone number to vote their shares or website address where shares can be voted. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction request or a proxy with a Broadridge sticker on it cannot use that instruction request or proxy to vote Common Shares directly at the Meeting as the proxy must be returned as directed by Broadridge well in advance of the Meeting in order to have the shares voted.**

Accordingly, it is strongly suggested that Beneficial Shareholders return their completed instructions or proxies as directed by Broadridge well in advance of the Meeting.

This Information Circular and accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders. The Corporation does not send proxy-related materials directly to Beneficial Shareholders and is not relying on the notice-and-access provisions of securities laws for delivery to either registered or Beneficial Shareholders. The Corporation will deliver proxy-related materials to nominees, custodians and fiduciaries and they will be asked to promptly forward them to Beneficial Shareholders. If you are a Beneficial Shareholder your nominee should send you a voting instruction form or proxy form along with this Information Circular - Proxy Statement. The Corporation has elected to pay for the delivery of its proxy-related materials to Beneficial Shareholders.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series. As at April 30, 2020, there were 108,920,974 Common Shares issued and outstanding. The Common Shares are the only issued and outstanding voting securities of the Corporation and the holders thereof are entitled to one vote for each Common Share held.

To the knowledge of the directors and senior officers of the Corporation, as at the date hereof, no person or company beneficially owned or controlled or directed, directly or indirectly, voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation.

ADVANCE NOTICE BY-LAW

On May 16, 2019, Shareholders ratified the adoption by the Corporation of a By-law regarding advance notice of nominations of directors of the Corporation (the "**Advance Notice By-law**"), which was filed and is available on Altura's website (www.alturaenergy.ca). The Advance Notice By-law provides that advance notice to the Corporation must be made where nominations of persons for election to the Board are made by Shareholders other than pursuant to:

(i) a "proposal" made in accordance with the *Business Corporations Act* (Alberta) (the "**ABCA**"); or

(ii) a requisition of a meeting made pursuant to the ABCA.

Among other things, the Advance Notice By-law fixes a deadline by which Shareholders must submit director nominations to the Corporation prior to any meeting of Shareholders. It also outlines the information that a nominating Shareholder must provide to the Corporation to make an effective nomination. No person may be nominated for election as a director unless nominated in accordance with the Advance Notice By-law.

In the case of an annual meeting, notice to the Corporation must be made not less than thirty days prior to the date of the meeting, provided that if the meeting is to be held less than fifty days after the date the annual meeting was made public, notice must be made by the tenth day following that announcement.

In the case of a special meeting of Shareholders (which is not also an annual meeting), notice must be made by the fifteenth day following the announcement of the meeting.

Shareholders making a nomination must also provide certain information to the Corporation regarding themselves and the nominee, including the qualification of the nominee to act as a director and any conflicts that may affect the nominee's ability to discharge the nominee's duties to the Corporation.

The Board of Directors may, in its sole discretion, waive any provisions of the Advance Notice By-law.

RECEIPT OF THE FINANCIAL STATEMENTS AND AUDITORS' REPORT

At the Meeting, Shareholders will receive and consider the consolidated financial statements of the Corporation for the year ended December 31, 2019 and the auditors' report thereon. No formal action is required or proposed to be taken at the Meeting with respect to the financial statements.

FIXING NUMBER OF DIRECTORS

At the Meeting, it is proposed that the number of directors to be elected at the Meeting to hold office until the next annual general meeting of the Corporation or until their successors are elected or appointed, subject to the articles of incorporation or by-laws of the Corporation, be set at five (5). There are presently five (5) directors of Altura, the terms of office of each of which will expire immediately prior to the Meeting or any adjournment thereof. Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of setting the number of directors to be elected at the Meeting at five (5).

ELECTION OF DIRECTORS

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of the election as a director of each of the five (5) nominees hereinafter set forth:

David Burghardt
John Chambers
Darren Gee
Robert Maitland
John McAleer

The names and provinces and countries of residence of the persons nominated for election as directors, the number of Common Shares beneficially owned, directly or indirectly, or over which each exercises control or direction, the period served as a director and the principal occupation during the last five years of each are as follows:

Name and Municipality of Residence	Director Since	Common Shares Owned, Controlled, or Directed	Principal Occupation
David Burghardt Alberta, Canada	July 31, 2015	3,170,370	President and CEO of Altura. Prior thereto, Mr. Burghardt was the managing director of the French Business Unit for Vermilion Energy Inc.
John Chambers Alberta, Canada	June 4, 2019	500,000	Independent businessman since November 2018. Mr. Chambers was Vice Chairman, President at GMP FirstEnergy and a member of GMP Securities Executive Committee from 2016 to 2018. Prior thereto, he was the Chief Executive Officer at FirstEnergy Capital Corp. Mr. Chambers has over 25 years experience in Energy Capital Markets and M&A advisory and is a former chair of the Investment Industry Association of Canada.
Darren Gee(1)(2) Alberta, Canada	July 31, 2015	1,285,185	President, CEO and a director of Peyto Exploration & Development Corp ("**Peyto**").
Robert Maitland(1)(3) British Columbia, Canada	July 31, 2015	900,000	Independent businessman since June 2007. Prior thereto, Vice President, Finance and Administration and CFO of Fairquest Energy Ltd. (a public oil and gas company) from June 2005 to June 2007 and Vice President, Finance and Administration and CFO of Fairborne Energy Ltd. (a public oil and gas company) from May 2003 to June 2005.
John McAleer(1)(2)(3) Alberta, Canada	July 31, 2015	1,143,693	Managing Director with Palisade Capital Management Ltd., a Calgary-based portfolio manager and investment fund manager. Prior thereto, President and Portfolio Manager of Andylan Capital Strategies Ltd.

Notes:
(1) Member of the Corporation's Audit Committee.
(2) Member of the Corporation's Reserves Committee.
(3) Member of the Corporation's Compensation and Governance Committee.

The information as to Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, is based upon the information furnished to Altura by the respective nominees. As at

the date hereof, the nominee directors and officers of the Corporation, and their associates and affiliates, as a group, own or control, directly or indirectly, 10,385,087 Common Shares or 9.5% of the issued and outstanding Common Shares.

Majority Voting for Directors

The Board has adopted a majority voting policy stipulating that if the number of votes in favour of the election of a director nominee at a Shareholders' meeting is less than the number of votes withheld from such nominee's election, the nominee will submit his or her resignation promptly after the meeting, for the Board's consideration. The Board's decision to accept or reject the resignation offer will be disclosed to the public within 90 days of the applicable Shareholders' meeting. The nominee will not participate in any Board deliberations on the resignation offer unless there are not at least three directors who did not receive a majority withheld vote. The policy does not apply in circumstances involving contested director elections.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Corporation, other than as set forth below, no proposed director of the Corporation (nor any personal holding company of any such persons):

(a) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company, 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;

(b) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director or executive officer of any company 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

(c) has, within the ten years before the date of this Information 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.

Mr. Robert Maitland was a director of GasFrac Energy Services Inc. ("**GasFrac**") from April 2008 until GasFrac's annual meeting held on May 27, 2014 at which time he did not stand for re-election to the GasFrac board of directors. GasFrac obtained court approval on January 28, 2015 under the Companies Creditors Arrangement Act ("**CCAA**") in respect of a forbearance agreement between GasFrac and its

major creditor until March 18, 2015. Substantially all assets were sold under a court ordered process approving the wind-up of GasFrac on March 16, 2015.

Mr. Darren Gee, a director, President and Chief Executive Officer of Peyto, was a director of Endurance Energy Ltd. ("**Endurance**"), a corporation engaged in the exploration and production of natural gas. Mr. Gee resigned as a director of Endurance on September 1, 2015. Nine months after Mr. Gee's resignation, Endurance filed for creditor protection under CCAA on May 30, 2016.

In addition, no proposed director of the Corporation has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

Set out below is the Statement of Executive Compensation for Altura for the financial year ended December 31, 2019.

The Corporation's compensation program is administered by the Compensation and Governance Committee (the "**Compensation Committee**") of the Board which for 2019 consisted of Robert Maitland, Brian Lavergne and John McAleer. The Compensation Committee's mandate includes reviewing and making recommendations to the Board in respect of compensation matters relating to the Corporation's executive officers, employees and directors. The members of the Compensation Committee are "independent" for the purposes of National Instrument 58-201 - *Corporate Governance Guidelines*. For a description of the relevant education and experience of each member of the Compensation Committee that enables such member to make decisions on the suitability of Altura's compensation policies and practice, refer to the applicable biographies under the headings "*Election of Directors*" and "*Audit Committee Information – Relevant Education and Experience*".

The Compensation Committee's mandate includes reviewing and making recommendations to the Board in respect of compensation matters relating to the Corporation's executive officers, employees and directors, including the named executive officers (as defined below) which are identified in the "*Summary Compensation Table*" below. Without limiting the generality of the foregoing, the Compensation Committee has the following duties:

(a) to review the compensation philosophy and remuneration policy for employees of Altura and to recommend to the Board changes to improve Altura's ability to recruit, retain and motivate employees;

(b) to review and recommend to the Board the retainer and fees to be paid to members of the Board;

(c) to recommend to the Board with respect to officer and director compensation including to review management's recommendations for proposed share option or share purchase plans and other incentive-compensation plans and equity-based plans for officer and director compensation and make recommendations in respect thereof to the Board;

(d) review and recommend to the Board grants of stock options ("**Options**") or awards in accordance with the terms of the Option Plan thereof;

(e) to determine and recommend for approval of the Board bonuses to be paid to officers and employees of Altura and its subsidiaries, as applicable, and to establish targets or criteria for the payment of such bonuses, if appropriate; and

(f) to review the disclosure as to compensation matters included in the information circular and proxy statement of the Corporation as mandated by applicable securities laws including, without limitation, the Statement of Executive Compensation included therein, prior to the Corporation publicly disclosing such information.

The Compensation Committee is required to be comprised of at least three directors, or such greater number as the Board may determine from time to time. The majority of the members of the Compensation Committee are required to be independent; as such term is defined for this purpose under applicable securities requirements. Pursuant to the mandate of the Compensation Committee, meetings of the Compensation Committee are to take place at least one time per year.

Compensation Discussion and Analysis

Executive Compensation Principles

The objectives of the Corporation's executive compensation policy are to:

- align the interests of the executive officers with the long-term interests of Shareholders;
- link compensation to the achievement of business objectives and financial and operational results; and
- attract and retain highly qualified management and key executives for leadership succession.

Compensation of all executive officers is based on the philosophy that compensation should be "performance based" and competitive with the Corporation's peer group and should reflect the experience, performance and contribution of the individuals involved and the overall performance of the Corporation.

The Corporation's compensation policies are comprised of the following principal components: (a) base salary; (b) short-term incentive compensation comprised of discretionary cash bonuses; and (c) long-term incentive compensation comprised of Options. See "*Incentive Plans*".

Short-term compensation, which includes base salary and annual performance bonus, is designed to attract and retain employees. Long-term incentive compensation is used to reward longer term growth in asset value per Common Share. Together, these components support the Corporation's long-term growth strategy. Altura's executive compensation philosophy is to encourage a higher relative level of share ownership with cash compensation, comprised of base salaries and annual performance bonus, targeting the 25^{th} to 50^{th} percentile of Altura's peer group.

When assessing the competitiveness and fairness of the Corporation's compensation program, the compensation practices of the following peer group companies were reviewed: Leucrotta Exploration Inc.; Yangarra Resources Ltd.; Granite Oil Corp.; Hemisphere Energy Corporation; Chinook Energy Inc.; InPlay Oil Corp.; Petrus Resources Ltd.; Journey Energy Inc.; Razor Energy Corp.; Gear Energy Ltd.; and Zargon Oil & Gas Ltd.. These companies are of comparable scope and complexity as Altura, operate in a similar business environment, and compete with Altura for executive talent.

Together with the comparative data, the President and Chief Executive Officer annually assesses the individual performance and development of each executive officer, and recommends to the Compensation Committee the appropriate salary, annual incentive and long-term incentive for each individual. The Compensation Committee then reviews these recommendations, in conjunction with its own review of the Corporation's performance, executive performance, including that of the President and Chief Executive Officer, and comparative data, and thereafter recommends to the Board of Directors the compensation package payable to the executive officers for the Board's review, discussion and approval.

In establishing the Corporation's executive compensation program, consideration is also given to possible risks associated with the compensation program, including:

- the risk of executives taking inappropriate or excessive risks;
- the risk of inappropriate focus on achieving short-term goals at the expense of long-term return to Shareholders;
- the risk of encouraging aggressive accounting practices;
- the risk of excessive focus on financial returns and operational goals at the expense of regulatory requirements; and
- environmental and health and safety risks.

While no program can fully mitigate these risks, many of the risks are mitigated by:

- weighting the Corporation's long-term incentives towards share ownership and vesting the Corporation's long-term incentives over a number of years;
- establishing a uniform incentive program for all executive officers and employees;
- avoiding narrowly focused performance goals which may encourage loss of focus on providing long-term Shareholder return and retaining adequate discretion to ensure that the Board of Directors retain its business judgment in assessing actual performance; and
- establishing a strong "tone at the top" for accounting, regulatory, environmental and health and safety compliance.

Anti-Hedging Policy

The Corporation's Disclosure, Confidentiality and Trading Policy prohibits its directors and officers from engaging in short sales of securities of the Corporation or buying or selling puts, calls or other derivatives that are designed to hedge or offset a decrease in the market value of securities of the Corporation.

Elements of the Executive Compensation Program

Base Salaries

The base salary component is intended to provide a fixed level of pay that reflects each executive officer's primary duties and responsibilities. It also provides a foundation upon which performance-based incentive compensation elements are assessed and established. The Corporation intends to pay base salaries to its executive officers, including the CEO, that are competitive for similar positions within its selected peer group. Generally, the base salary compensation targets the 25th to 50th percentile and are not determined based on benchmarks, performance goals or a specific formula.

Retention of named executive officers is a risk considered by the Compensation Committee. The Compensation Committee views the personal investment of these individuals in the Corporation provides considerable incentive for them to remain as officers of the Corporation.

Short-Term Incentive Compensation - Cash Bonuses

The Corporation has a discretionary bonus plan pursuant to which the Board of Directors may award annual cash bonuses to executive officers and employees if some or all of the corporate performance objectives are achieved. The size of the bonus as a percentage of salary is dependent on achievement of the corporate performance targets achieved.

The Compensation Committee recommends specific performance objectives, which are approved by the Board, and then used along with its experience and judgement in assessing the performance of the executive officers to determine bonuses for the executive officers. The annual performance bonus is designed to reward contributions toward the achievement of the Corporation's goals. The annual performance bonus, if any, is paid after year-end results have been reviewed and approved by the Board of Directors.

For 2019, the corporate performance objectives included: execution of the Corporation's strategic plan; absolute and relative Shareholder return; production per share growth; reserve additions; performance-based metrics commonly used in the oil and gas industry; net asset value growth using the proved plus probable before tax net present value discounted at 10%; and health, safety and environmental metrics. It is the Board of Director's philosophy that an individual bonus should be tied primarily to that individual's contribution to achieving the Corporation's performance objectives.

Long Term Incentive Compensation – Stock Options

Executive officers, along with all of Altura's officers, directors, employees, contractors and other service providers, are eligible to participate in the Corporation's stock option plan (the "**Option Plan**"). The Option Plan and the Common Shares reserved thereunder have been approved by Shareholders. The Option Plan promotes share ownership among executives, encourages the retention of key executives and provides a longer-term incentive to grow Altura's asset value on a per share basis which will increase value for Shareholders. Awards are granted at varying levels depending on the individual's level of responsibility within the Corporation and individual performance. All awards are approved by the Board of Directors. As of December 31, 2019, all employees and directors of the Corporation participated in the Option Plan.

Options are normally awarded by the Board upon the commencement of an individual's employment with the Corporation based on the level of responsibility within the Corporation. Additional grants may be made periodically to ensure that there continues to be sufficient longer-term incentive and to ensure that the number of Options granted to any individual is commensurate with the individual's level of ongoing responsibility within the Corporation, which may change over time. In considering additional grants, the Board evaluates the number of Options an individual has been granted, the exercise price and value of the options and the term remaining on those Options. Generally, all employees, officers and directors are eligible for an annual award of Options. In addition, the Corporation may grant additional Options to employees and officers in lieu of base salary increases. See "*Incentive Plans – Share Option Plan*" for a description of the detailed terms of the Option Plan.

Summary

The Corporation's compensation policies have allowed the Corporation to attract and retain a team of motivated professionals and support staff working towards the common goal of enhancing Shareholder value. The Compensation Committee has reviewed the compensation structure and is satisfied that the current levels of total compensation align pay for performance with the interests of shareholders and support

Altura's objective to attract, retain and motivate highly capable executive talent and are reflective of competitive market practices.

The Board of Directors will continue to review compensation policies to ensure that they are competitive within the oil and natural gas industry and consistent with the performance of the Corporation.

Summary Compensation Table

The following table sets forth, for the years ended December 31, 2019, 2018 and 2017 information concerning the compensation paid to the CEO, Chief Financial Officer ("**CFO**") and the next most highly compensated executive officers (or the most highly compensated individual acting in a similar capacity), other than the CEO and CFO, for the year ended December 31, 2019 whose total compensation was more than $150,000 (each a "**Named Executive Officer**" or "**NEO**" and collectively, the "**Named Executive Officers**" or "**NEOs**").

Name and principal position	Year Ended Dec 31,	Salary ($)	Share-based awards ($)	Option-based awards[(1)] ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation [(3)]	Total compensation ($)
					Annual incentive plans[(2)]	Long-term incentive plans			
David Burghardt	2019	197,333	Nil	40,985	Nil	Nil	Nil	Nil	238,318
President and CEO	2018	182,500	Nil	35,560	55,000	Nil	Nil	Nil	273,060
	2017	170,833	Nil	57,662	48,000	Nil	Nil	Nil	276,495
Tavis Carlson	2019	189,000	Nil	36,431	Nil	Nil	Nil	Nil	225,431
Vice President,	2018	182,500	Nil	35,560	55,000	Nil	Nil	Nil	273,060
CFO and Secretary	2017	170,833	Nil	57,662	48,000	Nil	Nil	Nil	276,495
Travis Stephenson	2019	189,000	Nil	36,431	Nil	Nil	Nil	Nil	225,431
Vice President,	2018	182,500	Nil	35,560	55,000	Nil	Nil	Nil	273,060
Engineering	2017	170,833	Nil	57,662	48,000	Nil	Nil	Nil	276,495
Robert Pinckston	2019	189,000	Nil	39,846	Nil	Nil	Nil	Nil	228,846
Vice President,	2018	182,500	Nil	35,560	55,000	Nil	Nil	Nil	273,060
Exploration	2017	170,833	Nil	57,662	48,000	Nil	Nil	Nil	276,495
Jeff Mazurak	2019	189,000	Nil	38,708	Nil	Nil	Nil	Nil	227,708
Vice President,	2018	182,500	Nil	35,560	55,000	Nil	Nil	Nil	273,060
Operations	2017	170,833	Nil	57,662	48,000	Nil	Nil	Nil	276,495
Craig Stayura[(4)]	2019	189,000	Nil	36,431	Nil	Nil	Nil	Nil	225,431
Vice President,	2018	182,500	Nil	35,560	55,000	Nil	Nil	Nil	273,060
Land	2017	164,167	Nil	57,662	48,000	Nil	Nil	Nil	269,829

Notes:

(1) Reflects Options issued under the Option Plan. Based on the grant date fair value of the applicable awards. The grant date fair value for compensation purposes is calculated using Black-Scholes option pricing methodology. Key assumptions used in the pricing model for 2019 relating to the grant to the NEOs were: dividend yield: nil; expected volatility: 78.6%; risk-free interest rate: 1.44% and weighted average life: 3.5 years. Key assumptions used in the pricing model for 2018 relating to the grant to the NEOs were: dividend yield: nil; expected volatility: 85.9%; risk-free interest rate: 2.17% and weighted average life: 3.5 years. Key assumptions used in the pricing model for 2017 relating to the grant to the NEOs were: dividend yield: nil; expected volatility: 94.6%; risk-free interest rate: 1.66% and weighted average life: 3.5 years.

(2) Reflects the cash amounts awarded to the NEO under the Corporation's cash bonus plan in the year, regardless of when the bonus was paid. No bonuses were paid to the NEOs in respect of 2019 performance.

(3) The value of perquisites received by each of the NEOs, including property or other personal benefits provided to the NEOs that are not generally available to all employees, were not in the aggregate greater than $50,000 or 10% of the NEO's total salary for the financial year.

(4) Craig Stayura was appointed as an officer of the Corporation on March 22, 2017.

Incentive Plans

Share Option Plan

The Corporation has an Option Plan which permits the granting of Options to purchase Common Shares to directors, officers, employees, consultants and other service providers ("**Optionees**") of the Corporation and its subsidiaries. The Option Plan is intended to afford persons who provide services to Altura an opportunity to obtain an increased proprietary interest in Altura by permitting them to purchase Common Shares and to aid in attracting as well as retaining and encouraging the continued involvement of such persons with Altura. The Option Plan is administered by the Board of Directors or a committee of the Board of Directors appointed from time to time by the Board to administer the Option Plan (the Board of Directors or, if appointed, such Committee, is referred to as the "**Committee**").

The Option Plan currently limits the number of Common Shares that may be issued on exercise of Options to a number not exceeding 10% of the number of Common Shares which are outstanding from time to time. Options that are cancelled, terminated or expired prior to exercise of all or a portion thereof shall result in the Common Shares that were reserved for issuance thereunder being available for a subsequent grant of Options pursuant to the Option Plan. As the Option Plan is a "rolling" plan, the issuance of additional Common Shares by the Corporation or the exercise of Options will also give rise to additional availability under the Option Plan.

The exercise price of the Options granted pursuant to the Option Plan is determined by the Committee at the time of grant, provided that the exercise price shall not be less than the discounted market price (as determined in accordance with the rules of the TSX Venture Exchange (the "**TSXV**") of the Common Shares on the day preceding the date of grant (the "**Discounted Market Price**").

The policies of the TSXV require that the Option Plan be approved every year by Shareholders. The Option Plan was last approved by Shareholders at the last annual and special meeting held on May 16, 2019.

Annual Incentive Plan

The Corporation has established a discretionary cash bonus plan for its executive officers and employees based and dependent upon, among other things, the performance of both the Corporation and the individual for the applicable period. The amount of any cash bonus awarded is not set in relation to any formula or specific criteria but is the result of a subjective determination of both the Corporation's and the individual's performance by the Board of Directors based upon the recommendations of the Compensation Committee. See "*Statement of Executive Compensation – Elements of the Executive Compensation Program – Short-Term Incentive Compensation - Cash Bonuses*".

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The Corporation did not have any share-based awards outstanding at the end of the most recently completed financial year.

Options are normally recommended by the Corporation's management and approved by the Board of Directors upon the commencement of employment with the Corporation based on the level of responsibility within the Corporation. Additional grants may be made periodically, generally on an annual basis, to ensure that the number of Options granted to any particular individual is commensurate with the individual's level of ongoing responsibility within the Corporation. When determining options to be allocated to eligible

participants, a number of factors are considered including individual performance, the number of outstanding Options held by such individual, the value of such options and the total number of available options for grant.

The following table sets forth for each Named Executive Officer all option-based awards outstanding at the end of the year ended December 31, 2019.

	Option-based Awards				**Share-based Awards**	
Name and principal position	**Number of securities underlying unexercised Options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money Options [(1)] ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**
David Burghardt President and CEO	180,000 160,000 225,000 235,000 500,000	0.415 0.375 0.405 0.27 0.3375	March 27, 2024 November 30, 2023 December 19, 2022 November 30, 2021 November 30, 2020	- - - 17,625 3,750	Nil	Nil
Tavis Carlson Vice President, CFO and Secretary	160,000 160,000 225,000 235,000 500,000	0.415 0.375 0.405 0.27 0.3375	March 27, 2024 November 30, 2023 December 19, 2022 November 30, 2021 November 30, 2020	- - - 17,625 3,750	Nil	Nil
Travis Stephenson Vice President, Engineering	160,000 160,000 225,000 235,000 500,000	0.415 0.375 0.405 0.27 0.3375	March 27, 2024 November 30, 2023 December 19, 2022 November 30, 2021 November 30, 2020	- - - 17,625 3,750	Nil	Nil
Robert Pinckston Vice President, Exploration	175,000 160,000 225,000 235,000 500,000	0.415 0.375 0.405 0.27 0.3375	March 27, 2024 November 30, 2023 December 19, 2022 November 30, 2021 November 30, 2020	- - - 17,625 3,750	Nil	Nil
Jeff Mazurak Vice President, Operations	170,000 160,000 225,000 235,000 500,000	0.415 0.375 0.405 0.27 0.3375	March 27, 2024 November 30, 2023 December 19, 2022 November 30, 2021 November 30, 2020	- - - 17,625 3,750	Nil	Nil
Craig Stayura Vice President, Land	160,000 160,000 225,000 235,000 350,000	0.415 0.375 0.405 0.27 0.29	March 27, 2024 November 30, 2023 December 19, 2022 November 30, 2021 May 27, 2021	- - - 17,625 19,250	Nil	Nil

Notes:

(1) Calculated based on the difference between the market price of the Common Shares on December 31, 2019 of $0.345 per Common Share and the exercise price of the Options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth, for each NEO, the value of option-based awards which vested during the year ended December 31, 2019 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2019. The Corporation did not have any share-based awards outstanding at the end of the most recently completed financial year.

Name and principal position	Option-based awards – Value vested during the year[(1)] ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year[(2)] ($)
David Burghardt President and CEO	1,567	Nil	Nil
Tavis Carlson Vice President, CFO and Secretary	1,567	Nil	Nil
Travis Stephenson Vice President, Engineering	1,567	Nil	Nil
Robert Pinckston Vice President, Exploration	1,567	Nil	Nil
Jeff Mazurak Vice President, Operations	1,567	Nil	Nil
Craig Stayura Vice President, Land	16,733	Nil	Nil

Notes:

(1) Calculated based on the difference between the market price of the Common Shares underlying the options on the vesting date and the exercise price of the Options.

(2) Reflects the cash bonus earned by the NEO in respect of the last completed financial year.

Pension Plan Benefits

The Corporation does not have a pension plan or any other plan that provides for payments or benefits at, following or in connection with retirement. The Corporation does not have a deferred compensation plan.

Termination and Change of Control Benefits

The Corporation has entered into executive employment agreements with the following Named Executive Officers: David Burghardt, President and CEO; Tavis Carlson, Vice President, Finance and CFO; Travis Stephenson, Vice President, Engineering; Robert Pinckston, Vice President, Exploration; Jeff Mazurak, Vice President, Operations; and Craig Stayura, Vice President, Land. Each executive has a salary subject to an annual review. Each executive is also entitled to participate in the Option Plan and the bonus plan as established by the Corporation. Under each contract, if an executive is terminated without cause, such executive is entitled to a payment of 100% (12 months) of his then annual salary, plus an amount equal to the average of the previous two years' cash bonuses, and an amount for loss of benefits and perquisites equal to 15% of his then annual salary. If a "change of control" occurs and if, within six months of such change of control, an event or events occur which constitute "good reason", the executive has the right to terminate his employment with the Corporation upon providing 30 days written notice and to receive a payment of 100% (12 months) of his then annual salary, plus an amount equal to the average of the previous two years' cash bonuses, and an amount for loss of benefits and perquisites equal to 15% of his then annual salary.

A "change of control" is defined as one of:

- the liquidation, dissolution or winding-up of the Corporation;
- approval by the Shareholders of:
    - the sale, lease or other disposition of all or substantially all of the assets of the Corporation; or
    - the merger, amalgamation, consolidation or absorption of the Corporation with or into any other entity, in each case with respect to which persons who were Shareholders of the Corporation immediately prior to such merger, amalgamation, consolidation or absorption of the Corporation do not, immediately thereafter, own voting securities of the merged entity carrying more than 50% of the shares for the election of directors or the votes carried by such securities do not entitle such Shareholders to elect a majority of the board of directors of the merged entity; or
- the purchase or acquisition of Common Shares of the Corporation and/or securities convertible into Common Shares of the Corporation or carrying the right to acquire Common Shares of the Corporation ("**Convertible Securities**") as a result of which a person, group of persons or persons acting jointly or in concert, or any affiliates or associates of any such person, group of persons or any of such persons acting jointly or in concert (collectively, the "**Holders**") beneficially own or exercise control or direction over Common Shares and/or Convertible Securities of the Corporation such that, assuming after the conversion of the Convertible Securities beneficially owned or controlled by the Holders thereof, the Holders would beneficially own or exercise control or direction over more than 50% of all of the outstanding Common Shares or otherwise have the right to cast more than 50% of the votes attached to all Common Shares, provided that, in the event that there is a question as to whether a Change of Control has occurred in any circumstances, the Board of Directors shall determine the matter (provided that the executive shall be entitled to contest such determination through court proceedings or other dispute resolution).

"Good Reason" is defined as one of:

- a materially detrimental change in the executive's position or duties, title or office, which includes any removal of the executive from, or any failure to re-elect or re-appoint the executive to, any such positions or offices; provided that, such term shall not include:
    - a change consistent with the Corporation splitting a position into one or more positions based on the demands of such position so long as there is no reduction in the executive's annual salary or a material reduction in benefits or other remuneration; or
    - a request by the Corporation for the executive to be employed by one of the Corporation's affiliates if such employment would be on substantially the same terms as their employment with the Corporation (including with respect to geographic location) and there would be no reduction in the executive's annual salary or a material reduction in benefits or other remuneration;
- a reduction by the Corporation in the executive's annual salary or benefits of a material nature, or any material change in the basis upon which the executive's annual salary or benefits are determined;

provided, however, that "Good Reason" shall not include the occurrence of any of the aforesaid events with the consent of the executive or termination of employment of the executive for just cause, death or disability.

The following table sets forth, for each of the NEOs who held their offices on December 31, 2019, the payments that would have been made to such individuals as of December 31, 2019 as a result of their termination or a change of control.

Name and principal position	Payment made in the event of termination with cause ($)	Payment made in the event of termination without cause or in the event of both a change of control and good reason ($)
David Burghardt President and CEO	Nil	257,500
Tavis Carlson Vice President, CFO and Secretary	Nil	246,000
Travis Stephenson Vice President, Engineering	Nil	246,000
Robert Pinckston Vice President, Exploration	Nil	246,000
Jeff Mazurak Vice President, Operations	Nil	246,000
Craig Stayura Vice President, Land	Nil	246,000

Compensation of Directors

The following table sets forth for the year ended December 31, 2019, information concerning the compensation earned by the Corporation's directors other than directors who are also NEOs.

Name and principal position	Fees earned[(1)] ($)	Share-based awards ($)	Option-based awards[(2)] ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
John Chambers[(3)] Director	8,750	Nil	44,873	Nil	Nil	Nil	53,623
Darren Gee Director	15,000	Nil	9,108	Nil	Nil	Nil	24,108
Brian Lavergne[(4)] Director	15,000	Nil	9,108	Nil	Nil	Nil	24,108
Robert Maitland Director	15,000	Nil	9,108	Nil	Nil	Nil	24,108
John McAleer Director	17,500	Nil	9,108	Nil	Nil	Nil	26,608

Notes:

(1) Directors of the Corporation receive an annual fee of $15,000. The Chairman of the Board also receives a further $2,500 annual fee.

(2) Reflects Options issued under the Option Plan. Based on the grant date fair value of the applicable awards. The grant date fair value for compensation purposes is calculated using Black-Scholes option pricing methodology. Key assumptions used in the pricing model for 2019 relating to the grant to directors were: dividend yield: nil; expected volatility: 76.7%; risk-free interest rate: 1.38% and weighted average life: 3.5 years.

(3) Mr. John Chambers was appointed as a director of the Corporation on June 4, 2019, therefore, fees earned in 2019 were accrued and will be paid in May 2020.

(4) Mr. Brian Lavergne will not stand for re-election as a director at the Meeting.

Directors' Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth for each of the Corporation's directors other than directors who are also NEOs, all option-based awards outstanding at the end of the year ended December 31, 2019. The Corporation does not have any outstanding share-based awards.

	Option-based Awards				Share-based Awards	
Name and principal position	**Number of securities underlying unexercised Options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money Options[(1)] ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**
John Chambers Director	200,000	0.425	June 4, 2024	-	Nil	Nil
Darren Gee Director	40,000 45,000 60,000 90,000 200,000	0.415 0.375 0.405 0.27 0.3375	March 27, 2024 November 30, 2023 December 19, 2022 November 30, 2021 November 30, 2020	- - - 6,750 1,500	Nil	Nil
Brian Lavergne[(2)] Director	40,000 45,000 60,000 90,000 200,000	0.415 0.375 0.405 0.27 0.3375	March 27, 2024 November 30, 2023 December 19, 2022 November 30, 2021 November 30, 2020	- - - 6,750 1,500	Nil	Nil
Robert Maitland Director	40,000 45,000 60,000 90,000 200,000	0.415 0.375 0.405 0.27 0.3375	March 27, 2024 November 30, 2023 December 19, 2022 November 30, 2021 November 30, 2020	- - - 6,750 1,500	Nil	Nil
John McAleer Director	40,000 45,000 60,000 90,000 350,000	0.415 0.375 0.405 0.27 0.3375	March 27, 2024 November 30, 2023 December 19, 2022 November 30, 2021 November 30, 2020	- - - 6,750 2,625	Nil	Nil

Notes:

(1) Calculated based on the difference between the market price of the Common Shares underlying the Options on December 31, 2019 of $0.345 per Common Share and the exercise price of the Options.

(2) Mr. Brian Lavergne will not stand for re-election as a director at the Meeting.

Directors' Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of the Corporation's directors, other than directors who are also NEOs, the value of option-based awards which vested during the year ended December 31, 2019 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2019. The Corporation does not have any share-based awards outstanding.

Name and principal position	Option-based awards – Value vested during the year[(1)] ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
John Chambers Director	Nil	Nil	Nil
Darren Gee Director	600	Nil	Nil
Brian Lavergne[(2)] Director	600	Nil	Nil
Robert Maitland Director	600	Nil	Nil
John McAleer Director	600	Nil	Nil

Notes:

(1) Calculated based on the difference between the market price of the Common Shares underlying the Options on the vesting date and the exercise price of the Options on the vesting date.

(2) Mr. Brian Lavergne will not stand for re-election as a director at the Meeting.

Securities Authorized for Issuance Under Equity Compensation Plans

The following sets forth information in respect of securities authorized for issuance under the Corporation's equity compensation plans (being the Option Plan) as at December 31, 2019.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding Options, warrants and rights	(b) Weighted average exercise price of outstanding Options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders[(1)]	9,770,000	$0.35	1,122,097
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	9,770,000	$0.35	1,122,097

Note:

(1) The Option Plan authorizes the issuance of Options entitling the holders to acquire, in the aggregate, up to 10% of the Common Shares from time to time. See "*Incentive Plans – Share Option Plan*".

APPOINTMENT OF AUDITORS

Unless otherwise directed, it is management's intention to vote the proxies in favour of an ordinary resolution to appoint the firm of KPMG LLP, Chartered Professional Accountants, of Calgary, Alberta, to serve as auditors of the Corporation until the next annual meeting of Shareholders and to authorize the directors to fix their remuneration as such. KPMG LLP has served as independent auditors for the Corporation since October 16, 2013.

AUDIT COMMITTEE INFORMATION

Audit Committee Mandate and Terms of Reference

The mandate and responsibilities of the audit committee of the Board of Directors (the "**Audit Committee**") of the Corporation is attached hereto as Schedule "A".

Composition of the Audit Committee

The members of the Audit Committee, being Messrs. Robert Maitland, John McAleer and Darren Gee, are financially literate and are independent in accordance with National Instrument 52-110 – *Audit Committees*.

Relevant Education and Experience

The members of the Corporation's Audit Committee and each of their respective backgrounds and qualifications are listed below.

Mr. Maitland is the Chairman of the Audit Committee. Mr. Maitland has been working in the oil and gas industry since 1980. Most recently, Mr. Maitland was the Vice President, Finance and Administration and CFO for Fairquest Energy Ltd. from June 2005 to June 2007 and Vice President, Finance and Administration and CFO with Fairborne Energy Ltd. from May 2003 to June 2005. Mr. Maitland currently acts as a Director for Perpetual Energy Ltd., where he serves as the Chairman of the Audit Committee. Mr. Maitland has graduated from the Institute of Corporate Directors, having completed the Director's Education Program and holds a Bachelor of Commerce degree from the University of Calgary. He is a member of the Canadian and Alberta Institute of Chartered Professional Accountants.

Mr. McAleer is a Managing Director with Palisade Capital Management Ltd. Mr. McAleer has 29 years of experience in the Canadian energy sector in the areas of oil and gas operations, investment bank research, and private and public equity investment management. Mr. McAleer has a Bachelor of Applied Science degree in Mechanical Engineering from the University of Waterloo.

Mr. Gee is the President and CEO of Peyto and was previously the Vice-President, Engineering of Peyto commencing in 2001. Mr. Gee has also served as a director of Endurance Energy Ltd., a private oil and gas company. Mr. Gee has over 25 years of experience in the Canadian oil and gas business. Mr. Gee has a Bachelor of Science degree in Mechanical Engineering from the University of Alberta.

Pre-Approval of Policies and Procedures

The Audit Committee shall review and pre-approve all non-audit services to be provided to Altura by its external auditors.

External Auditor Service Fees

The following table discloses fees billed to the Corporation for the last two fiscal years by the Corporation's independent auditors:

	Year ended December 31, 2019 ($)	Year ended December 31, 2018 ($)
Audit fees[(1)]	126,000	92,820
Tax fees [(2)]	6,688	6,688
All other fees	Nil	Nil
TOTAL	132,688	99,508

Notes:

(1) Audit fees include costs of professional services rendered by KPMG for the audit of the Corporation's annual financial statements, and the review of the Corporation's interim financial statements.

(2) Tax fees consist of fees in respect of services provided in connection with tax compliance relating to the Corporation's federal and provincial income tax returns, tax advice and tax planning.

Exemption

Because the Corporation's shares are listed on the TSXV, the Corporation it is exempt from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of National Instrument 52-110 – *Audit Committees* and relies on the exemptions therein.

APPROVAL OF OPTION PLAN

Pursuant to TSXV Policy 4.4 (the "**Option Policy**"), the Corporation is permitted to maintain a "rolling" stock option plan reserving a maximum of 10% of the issued and outstanding Common Shares for issuance pursuant to Options. In accordance with the Option Policy, rolling option plans must receive Shareholder approval yearly at the Corporation's annual meeting.

Shareholders will therefore be asked at the Meeting to consider and, if thought advisable, to ratify and approve the Option Plan (the "**Option Plan Resolution**"), to provide for the reservation of a maximum of 10% of the issued and outstanding Common Shares. As of April 30, 2020, the Corporation had 9,770,000 outstanding Options to purchase Common Shares (9.0% of shares outstanding), at a weighted average exercise price of $0.35 per Common Share.

The Option Plan provides for the granting of Options to directors, officers, employees and consultants (as permitted by applicable law). The Option Plan is administered by the Committee. Options may be granted at the discretion of the Committee, in such number that may be determined at the time of grant, subject to the limits set out in the Option Plan. The number of Common Shares issuable upon exercise of the Options granted under the Option Plan is not more than 10% of the number of Common Shares that are issued and outstanding. The number of Common Shares issuable upon the exercise of the Options granted to any one individual, within a one-year period, cannot exceed 5% of the number of Common Shares issued and outstanding.

The exercise price of Options granted under the Option Plan will be fixed by the Committee, at the time of grant, provided that such exercise price may not be less than the Discounted Market Price of the Common Shares, or such other price as may be determined under the applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including the TSXV. The Options granted under the Option

Plan will vest on an annual basis and will be exercisable for a period not exceeding five years, as determined by the Committee, at the time of grant. In the absence of any determination by the Board of Directors as to vesting, vesting shall be as to one third on each of the first, second and third anniversaries of the date of grant.

The foregoing summary is subject to the specific provisions of the Option Plan.

Accordingly, at the Meeting, Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution in the following form:

> "BE IT RESOLVED as an ordinary resolution of the shareholders (the "**Shareholders**") of Altura Energy Inc. (the "**Corporation**"), that:
>
> 1. the option plan (the "**Option Plan**") of the Corporation, on the terms described in the accompanying Information Circular - Management Proxy Statement of the Corporation dated April 30, 2020 be and the same is hereby ratified, confirmed and approved;
>
> 2. any one director or officer of the Corporation be and is hereby authorized and directed to do all things and to execute and deliver all documents and instruments as may be necessary or desirable to carry out the terms of this resolution; and
>
> 3. notwithstanding that this resolution has been passed by the Shareholders, the re-approval of the proposed Option Plan is conditional upon receipt of final approval from the TSX Venture Exchange and the directors of the Corporation are hereby authorized and empowered to revoke this resolution, without any further approval of the Shareholders, at any time if such revocation is considered necessary or desirable by the directors."

It is the intention of management to vote the proxies in the accompanying form in favour of the Option Plan Resolution. Unless otherwise instructed, common shares represented by proxies in favour of management will be voted FOR the Option Plan Resolution.

CORPORATE GOVERNANCE DISCLOSURE

Set forth below is a description of the Corporation's current corporate governance practices, as prescribed by Form 58-101F2, which is attached to National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. The requirements of Form 58-101F2 are set out below in italics. Disclosure in respect of directors is based on the nominees for election as a director at the Meeting set forth in this Information Circular:

1. **Board of Directors**

Disclose the identity of directors who are independent.

The Board of Directors of the Corporation has determined that the following four (4) directors of the Corporation are independent:

Darren Gee
John Chambers
Robert Maitland
John McAleer

Disclose the identity of directors who are not independent and describe the basis for that determination.

David Burghardt, a current director of the Corporation, is not independent as Mr. Burghardt is an officer of the Corporation.

2. **Directorships**

If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

The following current directors are presently directors of other issuers that are reporting issuers (or the equivalent):

Name of Director	Names of Other Issuers
Darren Gee	Peyto Exploration & Development Corp.
Robert Maitland	Perpetual Energy Ltd.

3. **Orientation and Continuing Education**

Briefly describe what measures the board takes to orient new directors and briefly describe what measures, if any, the board takes to provide continuing education for its directors.

Due to the size of the Board of Directors, no formal program currently exists for the orientation of new directors and existing directors provide orientation and education to new members on an informal and *ad hoc* basis. In addition, new directors of the Corporation will be given a copy of the mandate of the Board of Directors and each of the Audit Committee, Compensation Committee

and Reserves Committee and a presentation will be made by management to new directors respecting the nature and operations of the Corporation's business.

No formal continuing education program currently exists for the directors of the Corporation; however, the Corporation encourages directors to attend, enrol or participate in courses and/or seminars dealing with financial literacy, corporate governance and related matters and has agreed to pay the cost of such courses and seminars. Each director of the Corporation has the responsibility for ensuring that he maintains the skill and knowledge necessary to meet his obligations as a director.

4. **Ethical Business Conduct**

Describe what steps the board takes to encourage and promote a culture of ethical business conduct.

The Board of Directors has adopted a code of ethics applicable to all members of the Corporation, including directors, officers and employees. Each director, officer and employee of the Corporation has been provided with a copy of the code of ethics.

The Board of Directors has also adopted a "Whistleblower Policy" wherein employees, consultants and external stakeholders of the Corporation are provided with a mechanism by which they can raise concerns in a confidential, anonymous process.

5. **Nomination of Directors**

Describe the process by which the board identifies new candidates for board nomination.

Pursuant to the mandate of the Board of Directors, the Board of Directors has responsibility for selecting nominees for election to the Board. At present, the Board of Directors does not have a process by which the Board identifies new candidates for Board nomination but rather the identification of new candidates is done on an informal and *ad hoc* basis.

6. **Compensation**

Describe the process by which the board determines the compensation for the issuer's directors and officers.

See compensation discussion under the heading "*Statement of Executive Compensation – Compensation Discussion and Analysis*".

7. **Other Board Committees**

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

In addition to the Audit Committee and the Compensation Committee, the Corporation has a Reserves Committee of the Board of Directors to which the Board of Directors has delegated the responsibility for the following matters:

(i) reviewing the Corporation's procedures relating to the disclosure of information with respect to oil and gas activities, including reviewing its procedures for

complying with its disclosure requirements and restrictions set forth under applicable securities requirements;

(ii) reviewing the Corporation's procedures for providing information to the independent evaluator;

(iii) meeting, as considered necessary, with management and the independent evaluator to determine whether any restrictions placed by management affect the ability of the evaluator to report without reservation on the Reserves Data (as defined in National Instrument 51-101) (the "**Reserves Data**") and to review the Reserves Data and the report of the independent evaluator thereon (if such report is provided);

(iv) reviewing the appointment of the independent evaluator and, in the case of any proposed change to such independent evaluator, determining the reason therefor and whether there have been any disputes with management;

(v) providing a recommendation to the Board of Directors as to whether to approve the content or filing of the statement of the Reserves Data and other information that may be prescribed by applicable securities requirements including any reports of the independent engineer and of management in connection therewith;

(vi) reviewing the Corporation's procedures for reporting other information associated with oil and gas producing activities; and

(vii) generally reviewing all matters relating to the preparation and public disclosure of estimates of the Corporation's reserves.

8. **Assessments**

Disclose what steps, if any, the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.

As part of its mandate, the Board of Directors is responsible for reviewing annually the composition of the board and its committees and assessing the performance of the directors on an ongoing basis.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors and officers of the Corporation or the proposed directors of the Corporation, nor any of their associates or affiliates is now or has been indebted to the Corporation since incorporation, other than for routine indebtedness, nor is, or at any time since the beginning of the most recently completed financial year of the Corporation has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTERESTS OF INSIDERS AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of directors and senior officers of Altura, nominees for director, any Shareholder who beneficially owns more than 10% of the Common Shares of Altura, or any known associate or affiliate of such persons in any transactions since the commencement of Altura's last

completed financial year (being the year ended December 31, 2019) or in any proposed transaction which has materially affected or would materially affect the Corporation.

INTEREST OF EXPERTS

As at the date hereof, principals of McDaniel & Associates Consultants Ltd, the independent engineers for the Corporation, personally disclosed in certificates of qualification that they neither had nor expect to receive any Common Shares. KPMG LLP is the auditor of the Corporation and is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta.

OTHER MATTERS

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Annual General Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

ADDITIONAL INFORMATION

Additional information regarding Altura is available on SEDAR at www.sedar.com. Financial information is provided in the Corporation's consolidated financial statements and management's discussion and analysis for its most recently completed financial year. Securityholders may contact Altura directly to request copies of Altura's consolidated financial statements and management's discussion and analysis from Altura's head office at 2500, 605 – 5th Avenue SW Calgary, Alberta T2P 3H5.

SCHEDULE "A" TO THE
INFORMATION CIRCULAR - MANAGEMENT PROXY STATEMENT
OF ALTURA ENERGY INC.

ALTURA ENERGY INC.
(the "Corporation")
Audit Committee
of the Board of Directors (the "Committee")

CHARTER

1. Purpose

The primary function of the Committee is to assist the Board of Directors (the "**Board**") in fulfilling its oversight responsibilities by reviewing:

(a) the financial information that will be provided to the shareholders and others;

(b) the systems of internal controls and accounting policies that management and the Board have established; and

(c) all audit processes.

Primary responsibility for the financial reporting, information systems, risk management and internal controls of the Corporation is vested in management and is overseen by the Board. Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

(a) Serve as an independent and objective party to monitor the Corporation's financial reporting process and the system of internal controls.

(b) Monitor the independence and performance of the Corporation's external auditors.

(c) Provide an open avenue of communication among the auditors, management and the Board.

2. Composition and Process

(a) The Committee shall be comprised of at least three directors, a majority of whom are not executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation in accordance with National Instrument 52-110 – *Audit Committees*.[1]

(b) Members shall be appointed by the Board on an annual basis, shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience.

(c) The Chair of the Committee shall be appointed by the Board for a one-year term, and may serve any number of consecutive terms.

(d) The Chair shall, in consultation with management and the external auditor and internal auditor (if any), establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members with sufficient time for study prior to the meeting. The external auditor will also receive notice of all meetings of the Committee. The Committee may employ a list of prepared questions and considerations as a portion of its review and assessment process.

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[1] As per National Instrument 52-110 – *Audit Committees* (Part 6) Venture issuers are exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

(e) The Committee shall endeavour to meet at least four times per year and may call additional meetings as required. A quorum at meetings of the Committee shall be a majority of its members. The Committee may hold its meetings, and members of the Committee may attend meetings, by telephone conference if this is deemed appropriate or make written resolutions which must be signed by all members of the Committee.

(f) The Chair shall appoint a secretary to keep all minutes of Committee meetings, which secretary does not have to be a member of the Committee or a director.

(g) The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to Committee members with copies to the Board, the Chief Executive Officer, the Chief Financial Officer (or persons performing similar functions) and the external auditor.

(h) The Committee reviews, prior to their presentation to the Board and their release, all material financial information required by securities regulations.

(i) The Committee enquires about potential claims, assessments and other contingent liabilities.

(j) The Committee periodically reviews with management, depreciation and amortization policies, loss provisions and other accounting policies for appropriateness and consistency.

3. Authority

(a) The Committee is appointed by the Board pursuant to provisions of the *Business Corporations Act* (Alberta) and the bylaws of the Corporation.

(b) Primary responsibility for the Corporation's financial reporting, accounting systems and internal controls is vested in senior management and is overseen by the Board. The Committee is a standing committee of the Board established to assist it in fulfilling its responsibilities in this regard. The Committee shall have responsibility for overseeing management reporting on internal controls. While it is management's responsibility to design and implement an effective system of internal control, it is the responsibility of the Committee to ensure that management has done so.

(c) The Committee shall have unrestricted access to the Corporation's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.

(d) The Committee shall have direct communication channels with the internal auditors (if any) and the external auditors to discuss and review specific issues as appropriate.

(e) The Committee shall have the sole authority to retain (or terminate) independent counsel, advisors or consultants as it determines necessary to assist the Committee in discharging its functions hereunder. The Committee shall be provided with the necessary funding to compensate the independent counsel, advisors or consultants retained by the Committee.

4. Relationship with External Auditors

(a) An external auditor must report directly to the Committee.

(b) The Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the issuer, including the resolution of disagreements between management and the external auditor regarding financial reporting.

(c) The Committee shall implement structures and procedures to ensure that it meets with the external auditor at least once annually in the absence of management.

5. Accounting Systems, Internal Controls and Procedures

(a) The Committee shall obtain reasonable assurance from discussions with and/or reports from management, and reports from external auditors that accounting systems are reliable and that the prescribed internal controls are operating effectively for the Corporation and its subsidiaries and affiliates.

(b) The Committee shall review to ensure to its satisfaction that adequate procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements and will periodically assess the adequacy of those procedures.

(c) The Committee shall review with the external auditor the quality and not just the acceptability of the Corporation's accounting principles and direct the external auditors' examinations to particular areas.

(d) The Committee will review control weaknesses identified by the external auditors, together with management's response and review with external auditors their view of the qualifications and performance of the key financial and accounting executives.

(e) In order to preserve the independence of the external auditor, the Committee will:

(i) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation;

(ii) recommend to the Board the compensation of the external auditor's engagement; and

(iii) review and pre-approve any engagements for non-audit services to be provided by the external auditors or its affiliates, together with estimated fees, and consider the impact, if any, on the independence of the external auditor.

(f) The Committee will review with management and with the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting.

(g) The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(h) The Committee shall establish a periodic review procedure to ensure that the external auditor complies with the Canadian Public Accountability Regime under Multilateral Instrument 52-108, Auditor Oversight.

(i) The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

6. Statutory and Regulatory Responsibilities

(a) Annual Financial Information - review the annual audited financial statements, annual management's discussion and analysis ("MD&A") and related press releases and recommend their approval to the Board, after discussing matters such as the selection of accounting policies (and changes thereto), major accounting judgments, accruals and estimates with management and the external auditor.

(b) Interim Financial Statements - review the quarterly interim financial statements, interim MD&A and recommend their approval to the Board.

(c) Earnings Guidance/Forecasts - review any forecasted financial information and forward looking statements regarding forecasted financial information, if any.

(d) In addition, the Committee must review the Corporation's press releases pertaining to the financial statements, MD&A and earnings updates, if any, before the Corporation publicly discloses this information.

7. Reporting

(a) The Committee will report, through the Chair of the Committee, to the Board following each meeting on the major discussions and decisions made by the Committee, and report annually to the Board on the Committee's responsibilities and how it has discharged them.

(b) In addition, the Committee will review and reassess this Charter annually and recommend any proposed changes to the Board.

8. Other Responsibilities

(a) Investigating fraud, illegal acts or conflicts of interest.

(b) Discussing selected issues with counsel or the outside auditor or management.