

GEAR ENERGY LTD.

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD
MAY 7, 2014**

TO THE HOLDERS OF COMMON SHARES

Notice is hereby given that an annual and special meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") of Gear Energy Ltd. ("**Gear**" or the "**Corporation**") will be held in the McMurray Room of the Calgary Petroleum Club located at 319 – 5th Avenue S.W., Calgary, Alberta on May 7, 2014 at 3:00 p.m. (Calgary time) for the following purposes:

1. to receive the financial statements of the Corporation for the year ended December 31, 2013 and the auditors' report 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 7, 2014 (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 a new form of standard by-laws of the Corporation, all as more particularly described in the accompanying Information Circular;
6. to consider and if thought appropriate, to pass, with or without variation, an ordinary resolution, approving an advance notice by-law of the Corporation relating to the advance notice of nominations of directors, all as more particularly described in the accompanying Information Circular; and
7. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments 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 record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is April 4, 2014 (the "**Record Date**"). Shareholders of Gear 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 shares after such date and the transferee of those shares establishes that he 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.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with Valiant Trust Company, Suite 310, 606 – 4 Street S.W., Calgary, Alberta, T2P 1T1 Attention: Proxy Department, or by fax to (403) 233-2857, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment thereof.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of contact. 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.

DATED this 7th day of April, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Ingram Gillmore"*

Ingram Gillmore
President, Chief Executive Officer and a Director

GEAR ENERGY LTD.

Information Circular – Proxy Statement

for the Annual and Special Meeting of Shareholders
to be held on Tuesday, May 7, 2014

Dated: April 7, 2014

Solicitation of Proxies

This Information Circular – Proxy Statement (this "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Gear Energy Ltd. ("**Gear**" or the "**Corporation**") for use at the annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of the Corporation to be held on Wednesday, May 7, 2014 at 3:00 p.m. (Calgary time) in the McMurray Room of the Calgary Petroleum Club located at 319 – 5th Avenue S.W., Calgary, Alberta and at any adjournment thereof, for the purposes set forth in the Notice of Meeting.

Forms of proxy must be addressed to and reach Valiant Trust Company at 310, 606 – 4th Street S.W., Calgary, Alberta T1P 1T1, Attention: Proxy Department, or by fax to (403) 233-2857, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the holding of the Meeting or any adjournment thereof. The board of directors of the Corporation (the "**Board**") has fixed the record date for the Meeting at the close of business on April 4, 2014 (the "**Record Date**").

Shareholders may also use the internet site at www.valiantrust.com to transmit their voting instructions. Shareholders should have the form of proxy in hand when they access the website and will be prompted to enter their control number, which is located on the form of proxy. If Shareholders vote by internet, their vote must be received not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the holding of the Meeting. The website may be used to appoint a proxy holder to attend and vote on a Shareholder's behalf at the Meeting and to convey a Shareholder's voting instructions.

Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares, included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, except to the extent that any such Shareholder transfers their Common Shares after the Record Date and the transferee of such Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that he or she owns such Common Shares, demands, not later than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Unless otherwise stated, information provided in this Information Circular is given as at April 7, 2014.

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and officers of the Corporation. Each Shareholder has the right to appoint a proxyholder other than the persons designated above, who need not be a Shareholder, to attend and to act for the Shareholder 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.

Beneficial Holders of Common Shares

The information set forth in this section is provided to beneficial holders of Common Shares of the Corporation 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 Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Beneficial Shareholder's name on the records of the Corporation. Such Common 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). Common 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 Common 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 Common 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 Common 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.**

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 their 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.

The Corporation is not using "notice-and-access" to send its proxy-related materials to its Shareholders, and paper copies of such materials will be sent to all Shareholders. The Corporation will not send proxy-related materials directly to non-objecting Beneficial Shareholders and such materials will be delivered to non-objecting Beneficial Shareholders through their intermediary. The Corporation intends to pay for an intermediary to deliver to objecting Beneficial Shareholders the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* of National Instrument 54-101.

Revocability of Proxy

A Shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting at which such 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 instrument in writing executed by the Shareholder or the Shareholder's attorney authorized in writing deposited either at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the commencement of the Meeting.

Persons Making the Solicitation

The solicitation is made on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the enclosed form of proxy, Notice of Meeting and this Information Circular will be borne by the Corporation. In addition to solicitation by mail, proxies may be solicited by personal interviews, telephone or other means of communication and by directors, officers and employees of the Corporation, who will not be specifically remunerated therefore.

Exercise of Discretion by Proxy

The Common Shares represented by proxy in favour of management nominees shall be voted on any ballot at the Meeting and, where the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares shall be voted or withheld from voting on any ballot in accordance with the specification so made.

In the absence of such specification, the Common Shares will be voted in favour of the matters to be acted upon. The persons appointed under the form of proxy furnished by the Corporation are conferred with discretionary authority with respect to amendments or variations of those matters specified in the enclosed form of proxy, the Notice of Meeting and this Information Circular. At the time of printing this Information Circular, management of the Corporation knows of no such amendment, variation or other matter.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Financial Statements and Auditors' Report

Pursuant to the *Business Corporations Act* (Alberta) (the "ABCAct"), the Board will place before the Shareholders at the Meeting the audited financial statements of the Corporation for the year ended December 31, 2013 and the auditors' report thereon, accompanying this Information Circular. Shareholder approval is not required in relation to the audited financial statements.

2. Fixing Number of Directors

At the Meeting, Shareholders will be asked to fix the number of directors to be elected at the Meeting at five (5) members. There are currently five (5) directors of the Corporation, being Don T. Gray, Peter Verburg, Ingram Gillmore, Raymond Cej and Greg Bay, each of whom is nominated for election at the Meeting, as stated below.

3. Election of Directors

At the Meeting, Shareholders will be asked to elect five (5) directors to hold office until the next annual general meeting or until their successors are elected or appointed.

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of an ordinary resolution fixing the number of directors to be elected at the Meeting at five (5) members and in favour of the election as directors of the five (5) nominees hereinafter set forth:

Greg Bay

Raymond Cej

Ingram Gillmore

Don T. Gray

Peter Verburg

The directors will be elected on an individual basis. The voting for or against and approval of one director will be mutually exclusive to the voting for or against and approval of any other director. If for any reason any of the proposed nominees does not stand for election or is unable to serve as such, the management designees, if named in the proxy, reserve the right to vote for any other nominee in their sole discretion unless a Shareholder has specified in the proxy that their Common Shares are to be withheld from voting on the election of directors.

The names, provinces and countries of residence of the persons nominated for election as directors, the number of voting securities of the Corporation beneficially owned or directed or controlled, directly or indirectly, the offices held by each in the Corporation, the period served as director and the principal occupation and background of each are set forth below. The information as to Common Shares beneficially owned or directed or controlled, directly or indirectly, is based upon information furnished to the Corporation by the nominees as of April 7, 2014.

Name, Province/State and Country of Residence and Position with the Corporation	Principal Occupation and Background	Director Since	Number of Common Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly
Greg Bay ⁽¹⁾⁽²⁾⁽³⁾ Alberta, Canada Director	Founding partner, President of Cypress Capital Management Ltd., a private investment firm, from 1998 to present.	2013	141,700 ⁽⁴⁾
Raymond Cej ⁽¹⁾⁽²⁾⁽³⁾ Alberta, Canada Director	President of Teine Energy Ltd., a private oil and gas company, since July 2010; President of Marble Point Energy Ltd. from January 2010 to July 2010; prior thereto, a senior executive for Shell Canada for 26 years.	2013	10,000
Ingram Gillmore Alberta, Canada President & Chief Executive Officer and a Director	President and Chief Executive Officer of the Corporation since May 2010; prior thereto Vice President, Engineering at ARC Resources Ltd. since January 2007; prior thereto, Manager Engineering since 2005.	2010	500,000
Don T. Gray ⁽¹⁾⁽²⁾⁽³⁾ Alberta, Canada Director (Chairman)	Private investor; a director of the Corporation since February 2009 and Chairman of the Corporation since January 2010; a founding partner and President of EIQ Capital Corp., a private capital management company from May 2007 to September 2013; prior thereto, Mr. Gray was the Chief Executive Officer of Peyto Exploration & Development Corp. (formerly Peyto Energy Trust) ("Peyto") from August 2006 to January 2007; prior thereto, Mr. Gray was the President and Chief Executive Officer of Peyto from October 1998 to August 2006.	2009	3,329,939 ⁽⁵⁾
Peter Verburg ⁽¹⁾⁽³⁾ Alberta, Canada Director	A founding partner and President of EIQ Capital Corp., a private investment firm, since September 2013; prior thereto, Managing Director of EIQ Capital Corp. since March 2008; prior thereto Vice President, Investment Banking of GMP Securities L.P. since February 2005.	2009	2,447,918 ⁽⁶⁾

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Reserves Committee.
- (3) Member of the Compensation and Governance Committee.

- (4) Includes 141,700 Common Shares held by Cypress Capital Management Ltd., an investment firm which is indirectly controlled and directed by Mr. Bay.
- (5) 1,989,751 Common Shares held by investment funds managed by EIQ Capital Corp., which are indirectly beneficially owned by Mr. Gray, and 1,340,188 Common Shares directly beneficially owned by Mr. Gray. Messrs. Gray and Verburg together equally control EIQ Capital Corp.
- (6) Includes 2,431,918 Common Shares held by investment funds managed by EIQ Capital Corp. and 16,000 Common Shares directly beneficially owned by Mr. Verburg. Messrs. Gray and Verburg together equally control EIQ Capital Corp.

Majority Voting for Directors

The Board has adopted a policy stipulating that if the "WITHHOLD" votes in respect of the election of a director nominee at the Meeting represent more than the "FOR" votes, the nominee will submit his resignation promptly after the Meeting, for the Compensation and Governance Committee's consideration.

The Compensation and Governance Committee will consider such resignation and will make a recommendation to the Board after reviewing the matter as to whether to accept it or not, having regard to all matters it deems relevant. The Board will consider the recommendation and the Board's decision to accept or reject the resignation will be disclosed to the public within 90 days of the Meeting. The nominee will not participate in any committee or Board deliberations on the resignation offer. The policy does not apply in circumstances involving contested director elections.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, no proposed director is as at the date hereof, or has been, within 10 years of the date hereof, a director or chief executive officer or chief financial officer (or any executive officer, for the purpose of subsection (iii)) of any company, including the Corporation, that: (i) while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days (an "**order**"); (ii) after that person ceased to act in that capacity, was the subject of an order that resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer, or (iii) is or has, within 10 years before the date of this Information Circular become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets, while that person was acting in that capacity.

Mr. Cej was, prior to January 26, 2010, a trustee of Impax Energy Services Income Trust (the "**Trust**"). On December 14, 2009, the Trust filed for creditor protection in order to facilitate an orderly sale and wind-up of operations. On January 26, 2010, all of the trustees and directors of the Trust resigned following the sale of substantially all of the assets of the Trust. Upon the resignations of the trustees and directors, trading in the units of the Trust was suspended for failure to maintain a minimum number of directors as required under the rules of the TSX Venture Exchange.

No proposed director has, within the 10 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 proceeding, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

No proposed director 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 security holder in deciding whether to vote for a proposed director.

4. Appointment of Auditors

Unless otherwise directed, it is management's intention to vote the proxies in favour of an ordinary resolution of Shareholders to appoint the firm of Deloitte LLP, Chartered Accountants, of Calgary, Alberta to serve as auditors of the Corporation until the next annual general meeting of the Shareholders and to authorize the directors to fix their remuneration as such. The appointment of the auditors must be approved by a majority of votes cast by the Shareholders. Deloitte LLP have been the Corporation's auditors since March 2, 2010.

5. Approval of New Form of Standard By-laws

On April 7, 2014, the Board approved the adoption of a new form of standard by-laws of the Corporation (the "**Amended By-laws**"), subject to confirmation of the Amended By-laws by the Shareholders. The Amended By-laws have been updated to reflect common current corporate practices, relative to those that were in place when the Corporation's by-laws were originally established, as well as the recommendation from Institutional Shareholder Services Inc. on quorum requirements for Shareholder meetings to a quorum for Shareholder meetings to be 2 persons present, either in person or by proxy, representing 25% or more of the outstanding Common Shares. The Amended By-laws are attached to this Information Circular as Schedule "B".

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

"BE IT RESOLVED as an ordinary resolution of the shareholders (the "**Shareholders**") of Gear Energy Ltd. (the "**Corporation**") that:

1. pursuant to section 102 of the *Business Corporations Act* (Alberta), the new form of standard by-laws of the Corporation, in the form attached as Schedule "B" to the information circular - management proxy statement of the Corporation dated April 7, 2014, are hereby adopted and confirmed;
2. any one or more directors or officers of the Corporation are hereby authorized, for and on behalf of the Corporation, to take, or cause to be taken, any and all such acts and things and to execute and deliver, under the corporate seal of the Corporation or otherwise, all such deeds, instruments, notices, consents, acknowledgments, certificates, assurances and other documents (including any documents required under applicable laws or regulatory policies) as any such director or officer in his or her sole discretion may determine to be necessary or desirable to give effect to the foregoing resolutions, such determination to be conclusively evidenced by the taking of any such action or such director's or officer's execution and delivery of any such deed, instrument, notice, consent, acknowledgement, certificate, assurance or other document; and
3. notwithstanding the passing of this resolution by the Shareholders, the board of directors of the Corporation may revoke this resolution before it is acted upon, without further approval of the Shareholders, if the board of directors of the Corporation determines, in its sole and absolute discretion, that such revocation is in the best interests of the Shareholders."

The above resolution must be approved by a simple majority of votes cast by Shareholders who vote in person or by proxy at the Meeting in respect of this resolution.

It is the intention of management to vote proxies "FOR" approval of the ordinary resolution above, unless otherwise directed.

6. Approval of Advance Notice By-law

Background

On April 7, 2014, the Board approved the adoption by the Corporation of an advance notice by-law regarding advance notice of nominations of directors of the Corporation (the "**Advance Notice By-law**"). The Advance Notice By-law is attached to this Information Circular as Schedule "C".

Purpose of the Advance Notice By-law

The purpose of the Advance Notice By-law is to provide Shareholders, the Board and management of the Corporation with a clear framework for director nominations to help ensure orderly business at Shareholder meetings. Among other things, the Advance Notice By-law fixes a deadline by which you must submit director nominations to the Corporation prior to any annual or special meeting of Shareholders. It also specifies the information that a nominating Shareholder must include in the notice to the Corporation in order for any director nominee to be eligible for election at any annual or special meeting of Shareholders.

The directors of the Corporation are committed to:

- (a) facilitating an orderly and efficient annual general or special meeting process;
- (b) ensuring that all Shareholders receive:
 - (i) adequate notice of director nominations; and
 - (ii) sufficient information in advance of an annual general or special meeting with respect to all director nominees and the ownership interests (including derivatives, hedged positions and other economic incentives and voting interests) of the nominating Shareholder in order to assess the qualifications of the proposed nominees for election to the Board and the nature of the nominating Shareholder's interest in the Corporation; and
- (c) allowing Shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

Summary of Terms of the Advance Notice By-law

The Advance Notice By-law provides that advance notice to the Corporation must be made in circumstances where nominations of persons for election to the Board are made by Shareholders other than pursuant to: (a) a "proposal" made in accordance with the *Business Corporations Act* (Alberta) (the "**ABC**A"); or (b) a requisition of a meeting made pursuant to the ABCA.

The Advance Notice By-law fixes a deadline by which Shareholders must submit director nominations to the Chief Financial Officer of the Corporation prior to any annual or special meeting of Shareholders and outlines the specific information that a nominating Shareholder must include in the written notice to the Chief Financial Officer of the Corporation for an effective nomination to occur. No person nominated by a Shareholder will be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of the Advance Notice By-law.

In the case of an annual meeting of Shareholders, notice to the Chief Financial Officer of the Corporation must be made not less than 30 days and not more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement. In the case of a special meeting of Shareholders

(which is not also an annual meeting), notice to the Corporation must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

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

Confirmation and Approval of Advance Notice By-law by Shareholders

In accordance with the ABCA, the Advance Notice By-law is in effect until it is confirmed, confirmed as amended or rejected by Shareholders at the Meeting, and if confirmed or confirmed as amended, the Advance Notice will continue in effect in the form in which it is so confirmed. If Shareholders reject the confirmation of the Advance Notice By-law at the Meeting, it will thereafter cease to have effect.

In order for the resolution relating to adopting the Advance Notice By-law to be passed, it must be approved by a simple majority of the votes cast by Shareholders who vote in person or by proxy at the Meeting on such resolution.

At the Meeting, Shareholders will be asked to approve the following by ordinary resolution:

"BE IT RESOLVED as an ordinary resolution of the shareholders (the "Shareholders") of Gear Energy Ltd. (the "Corporation") that:

1. The advance notice by-law regarding advance notice of nominations of directors of the Corporation, in the form attached as Schedule "C" to the information circular - management proxy statement of the Corporation dated April 7, 2014, is hereby adopted and confirmed as a by-law of the Corporation;
2. any one or more directors or officers of the Corporation are hereby authorized, for and on behalf of the Corporation, to take, or cause to be taken, any and all such acts and things and to execute and deliver, under the corporate seal of the Corporation or otherwise, all such deeds, instruments, notices, consents, acknowledgments, certificates, assurances and other documents (including any documents required under applicable laws or regulatory policies) as any such director or officer in his or her sole discretion may determine to be necessary or desirable to give effect to the foregoing resolutions, such determination to be conclusively evidenced by the taking of any such action or such director's or officer's execution and delivery of any such deed, instrument, notice, consent, acknowledgement, certificate, assurance or other document; and
3. notwithstanding the passing of this resolution by the Shareholders, the Board may revoke such resolution before it is acted upon, without further approval of the Shareholders, if the Board determines, in its sole and absolute discretion, that such revocation is in the best interests of the Shareholders."

It is the intention of management to vote proxies "FOR" approval of the ordinary resolution above, unless otherwise directed.

INFORMATION CONCERNING THE CORPORATION

Voting Securities and Principal Holders Thereof

As at April 7, 2014, 69,960,199 Common Shares were issued and outstanding, with each Common Share carrying the right to one (1) vote on a ballot at the Meeting. A quorum for the transaction of business at the Meeting will be

present if not less than two (2) Shareholders representing not less than 25% of the Common Shares are present in person or by proxy.

The record date as of which Shareholders are entitled to vote at the Meeting has been fixed by the Corporation as April 4, 2014.

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, other than as set forth below:

Name	Number of Common Shares	Percentage of Class
Burgundy Asset Management Ltd.	7,203,400	10.30%

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Corporation's compensation program is administered by the Compensation and Governance Committee (the "**Compensation and Governance Committee**") of the Board. The Compensation and Governance Committee, amongst its other responsibilities, reviews and recommends annually to the Board the remuneration of the Corporation's executive officers, employees and directors.

The members of the Compensation and Governance Committee during the year ended December 31, 2013 were initially Messrs. Gray, Braund and Inglis. During the year ended December 31, 2013, each of Messrs. Inglis and Braund resigned from the Board and, as such, the Compensation and Governance Committee is now comprised of Peter Verburg, Don T. Gray, Greg Bay and Raymond Cej, all of whom are highly experienced executives, directors and/or businessmen who have dealt with compensation issues in the course of their respective leadership roles and each are independent. The skills and experience that enable the members of the Compensation and Governance Committee to make decisions on the suitability of the Corporation's compensation policies and practices is as follows:

- Mr. Bay is the founding partner, President of Cypress Capital Management (a private investment firm) from 1998 to present. In that role he has extensive experience in analyzing and understanding market views and perception of public companies. Mr. Bay also sits on the board of directors of Hyperion Energy Corp., Mullen Group Ltd. and Santonia Energy Inc. and is on compensation committee of Hyperion Energy Corp., Santonia Energy Inc. and Mullen Group Ltd.
- Mr. Cej is currently President of Teine Energy Ltd., a private oil and gas company. His primary oil and gas experience was gained through a 26-year career with Shell Canada Ltd., culminating with senior executive responsibility for all of Shell's upstream activities. Mr. Cej has also served as an independent director on several Boards including First Calgary Petroleum Ltd., Canada Southern Petroleum Ltd., Brooklyn Energy Corporation and Geocan Energy Inc. Mr. Cej is a registered professional engineer in Ontario and Alberta and holds a B. Eng. Chem. Eng. (Royal Military College) and M.Sc. Chem. Eng. (California Institute of Technology).
- Mr. Gray holds a BSc in petroleum engineering from Texas A&M University and has over 25 years experience in the Canadian oil and gas business in various capacities. Mr. Gray is the Chairman of Gear and is a Co-Founder and former President and Chief Executive Officer of Peyto. Mr. Gray is also Chairman and co-founder of Petrus Resources Ltd., and Chairman of EIQ Capital Corp., a private investment company.

- Mr. Verburg holds an MBA from the University of Calgary. He is currently the President of EIQ Capital Corp., a private investment company. He was formerly Managing Director of EIQ Capital since 2008, and prior thereto an officer at GMP Securities L.P., working in the Corporate Finance energy group since 2005. Prior thereto, Mr. Verburg was a member of the editorial board at a leading financial periodical, and held other senior positions in the communications industry. Mr. Verburg is also a co-founder and director of Petrus Resources Ltd.

The Corporation's compensation philosophy includes a "pay-for-performance" element, which supports the Corporation's commitment to delivering continuous, strong performance for its shareholders. In addition, the Corporation's compensation philosophy is aimed at attracting and retaining quality and experienced people, which is critical to the success of the Corporation for the benefit of its shareholders. Employee compensation, including executive officer compensation, is comprised of three elements: base salary, short-term incentive compensation (cash bonuses) and long-term incentive compensation (Options (as defined herein)). The Compensation and Governance Committee reviews all components in assessing the compensation paid to individual executive officers and paid by the Corporation as a whole. Salaries and bonuses are intended to provide current compensation and a short-term incentive for employees to meet the Corporation's goals, as well as to remain competitive with the industry. Options are granted as a long-term incentive and to encourage commitment to the Corporation.

When determining executive compensation, the Compensation and Governance Committee gives regard to the contributions made by officers, how their compensation levels relate to compensation packages that would be achievable from other opportunities, available salary survey data and other information publically disclosed by some of the Corporation's competitors and peers. As well, the Compensation and Governance Committee considers the Corporation's and individual's performance in relation to production, reserve growth, cash flows (including, in each case, on a debt adjusted per share basis) and other strategic objectives. A total of 25 publicly traded junior energy companies were reviewed to assess the competitive nature of Corporation's compensation using data contained in various information circulars. These companies ranged from approximately 2,000 barrels of oil equivalent per day ("boe/d") to 6,000 boe/d of production. From that data, an average was calculated and considered in determining the appropriate compensation for the Corporation's officers. The following peers were considered as part of this evaluation with respect to the year ended December 31, 2013: Strategic Oil and Gas Ltd., Palliser Oil & Gas Corp., TriOil Resources Ltd., Yoho Resources Inc., SecondWave Petroleum Ltd., Tamarack Valley Energy, Storm Resources Ltd., Marquee Energy Ltd., Sonde Resources, Rock Energy Inc., Manitok Energy Inc., Waldron Energy Ltd., Southern Pacific Resource Corp., Argent Energy Trust, Petrus Resources Ltd., Artek Exploration Ltd., Novus Energy Inc., Raging River Exploration Inc., Insignia Energy Ltd., Pinecrest Energy Inc., Arsenal Energy Inc., Renegade Petroleum Ltd., DeeThree Exploration Ltd., Arcan Resources Ltd., Terra Energy Corporation and RMP Energy Inc.

The President and Chief Executive Officer ("CEO") of the Corporation is responsible for making recommendations to the Compensation and Governance Committee with respect to compensation for the executive officers of the Corporation, including the CEO. In making such recommendations, the CEO analyzes a number of factors including compensation data compiled from the Corporation's peer groups, corporate performance and individual executive officer performance. In assessing corporate performance, the Corporation does not have any pre-determined set targets, but the following factors are considered: (a) year over year growth in reserves value; (b) the Corporation's performance relative to its industry peer group; (c) cash flow and cash flow per share amounts; (d) total operating costs and total general and administrative costs, as well as operating costs and general and administrative costs per barrel of oil equivalent; and (e) annual finding, development and acquisitions costs. In assessing the performance of individual executive officers, consideration is given to objective factors such as level of responsibility, experience and expertise, as well as subjective factors such as leadership and performance in such executive officer's specific role with the Corporation.

The CEO then makes a recommendation to the Compensation and Governance Committee with respect to the various elements of compensation to be awarded to each executive officer. The CEO also presents his analysis of corporate performance and individual executive officer performance to the Compensation and Governance Committee.

Upon the receipt of such recommendation, the Compensation and Governance Committee reviews the evaluation in addition to the compensation data compiled with respect to the Corporation's peer group and determines whether to

accept the recommendation or make any changes. Recommendations for executive compensation, as well as for compensation paid by the Corporation as a whole, are then made by the Compensation and Governance Committee to the Board for approval.

At no time in Gear's previous two completed financial years has a compensation consultant or advisor been formally retained by Gear to assist the Board or the Compensation and Governance Committee to determine the compensation of the directors or executive officers of Gear.

Short Sales, Puts, Calls and Options

Pursuant to the Corporation's Disclosure, Confidentiality and Trading Policy, directors, officers and employees of the Corporation shall not knowingly sell, directly or indirectly, a security of the Corporation if such person selling such security does not own or has not fully paid for the security to be sold. Directors, officers and employees of the Corporation shall not, directly or indirectly, buy or sell a call or put in respect of a security of the Corporation. Notwithstanding these prohibitions, directors, officers and employees of the Corporation may sell a Common Share which such person does not own if such person owns another security convertible into Common Shares or an option or right to acquire Common Shares sold and, within 10 days after the sale, such person: (i) exercises the conversion privilege, option or right and delivers the Common Shares so associated to the purchaser; or (ii) transfers the convertible security, option or right, if transferable to the purchaser.

Elements of the Corporation's Executive Compensation Program

Each element of the Corporation's executive compensation program is described in more detail below.

Base Salaries

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

In setting base compensation levels of individual executive officers, consideration is given to objective factors such as level of responsibility, experience and expertise, as well as subjective factors such as leadership. Base salaries paid to executive officers of the Corporation, including the CEO, are set to be competitive with industry levels relative to the Corporation's peer group. Salaries of executive officers, including that of the CEO, are reviewed annually.

Effective July 1, 2013, the Corporation adjusted base salaries for all offices and employees, including NEOs (as defined herein). The current salaries for NEOs as of the date of this information circular are: (i) Mr. Ingram Gillmore, President and Chief Executive Officer - \$200,000; (ii) each of Messrs. David Hwang, Vice President, Finance and Chief Financial Officer, Tom Everest, Vice President, Engineering, and Jason Kaluski, Vice President, Operations - \$175,000; and (iii) Messrs. Yvan Chretien, Vice President, Land, and James Lord, Vice President, Business Development - \$170,000.

Bonuses

The Corporation has a discretionary bonus plan and the basis of awarding bonuses was approved by the Compensation and Governance Committee. The discretionary bonus plan is structured to drive and reward current year results. It is the Compensation and Governance Committee's philosophy that the total amount of bonuses paid should be tied primarily to the Corporation's performance, and rewarded to individuals relative to their performance of their duties and for their contribution to the achievement of the Corporation's annual goals and objectives. The Committee reviews the factors mentioned above relative to peer companies, in order to determine whether a bonus is

in fact warranted. The amount of the bonus paid is linked to actual reserves value created, amongst other factors and is approved by the Board based upon the recommendations of the Compensation and Governance Committee.

Bonuses in the aggregate amount of \$550,000 were awarded, in aggregate and respectively, in 2014 to all NEOs in respect of the fiscal year ended December 31, 2013, based on the Corporation's performance during the 2013 fiscal year and the specific NEO's contributions thereto. These bonus amounts will be paid in cash with 50 per cent of the awarded amounts paid on April 7, 2014 and the remaining 50 per cent to be paid on September 1, 2014.

Long-Term Incentive Compensation

Stock Option Plan

The Corporation has a stock option plan (the "**Option Plan**"), which permits the granting of options to purchase Common Shares ("**Options**") to officers, directors, employees and consultants to the Corporation and its subsidiaries, and other persons who provide ongoing management and consulting services to the Corporation and its subsidiaries.

Options are granted by the Board on the recommendation of senior management, in the case of employees, and by the Compensation and Governance Committee, in the case of executive officers including the CEO. Options are intended to encourage retention and provide incentive, thereby aligning employee and shareholder interests by attempting to create a direct link between compensation and shareholder return. In addition, the Option Plan provides the opportunity for executive officers to develop and maintain a significant ownership position in the Corporation. By allowing participation in the Option Plan, the Corporation is able to reward overall corporate performance year over year. As with most companies in the Corporation's peer group, Options form an important part of the total compensation provided to the Corporation's executive officers as Options help compensate for lower base salaries relative to larger companies in the oil and gas industry.

Options are normally awarded by the Board upon the commencement of employment with the Corporation, based on the level of responsibility within the Corporation. Additional grants may be made periodically 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 each individual executive officer, a number of factors are considered including the number of outstanding Options held by such executive officer, the value of such Options held by the executive officer and the total number of available Options for grant.

On January 16, 2013, 2,724,500 Options with an exercise price of \$3.75 were surrendered to the Corporation for cancellation. These Options were previously issued to certain directors, officers and employees. On January 22, 2013, the Corporation granted 2,567,500 Options with an exercise price of \$2.50 to certain directors, officers and employees for incentive and retention purposes.

During the year ended December 31, 2013, in addition to the options granted on January 16, 2013 discussed above, the Corporation granted an aggregate of 482,000 Options to officers, directors, employees and consultants and as at the date hereof: (i) the Corporation has 4,087,144 Options outstanding, pursuant to which 4,087,144 Common Shares would be issuable upon exercise; and (ii) there remain 2,908,875 Options available for grant, pursuant to which 2,908,875 Common Shares would be issuable upon exercise, which in aggregate represents 10% of the currently outstanding Common Shares.

The maximum number of Common Shares that may be issued under the Option Plan at any time shall not exceed 10% of the aggregate number of Common Shares actually outstanding at that time, as determined on a non-diluted basis.

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 and Governance Committee and the Board will continue to review compensation policies to ensure

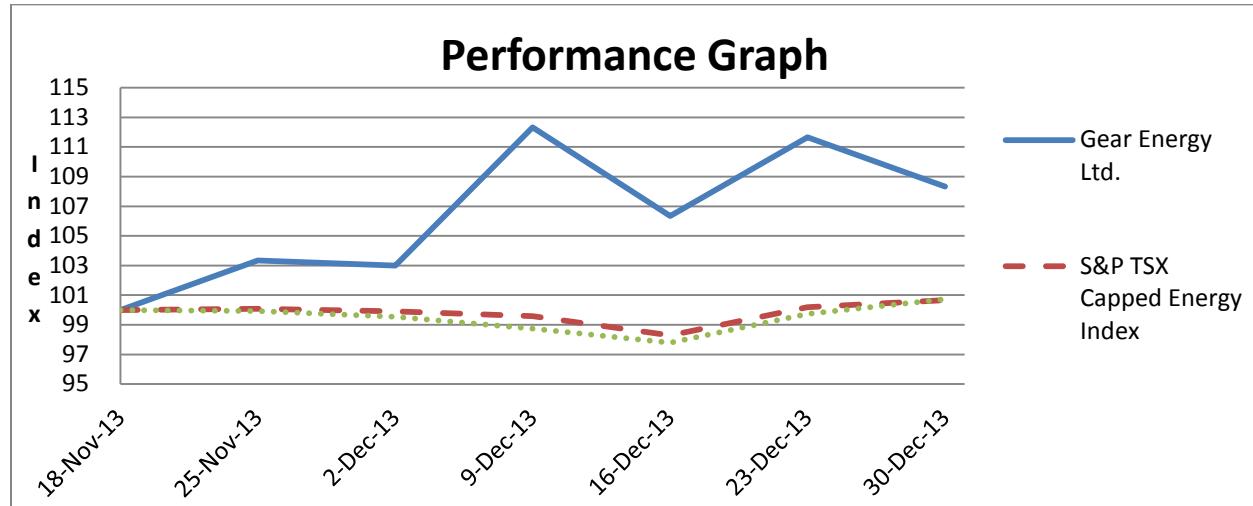
that they are competitive within the oil and natural gas industry and consistent with the performance of the Corporation.

Risk Adjusted Compensation

As part of its review of the Corporation's compensation program, the Compensation and Governance Committee considered whether the compensation program provided executive officers of the Corporation with adequate incentives to achieve both short and long term objectives without motivating them to take inappropriate or excessive risk. The Compensation and Governance Committee concluded that the compensation program and policies of the Corporation did not encourage its NEOs to take inappropriate or excessive risks. This assessment is based on a number of considerations including, without limitation, the following: (a) the terms of the Option Plan provide that Options vest over a period of 3 years and expire on the fifth anniversary from the date of grant, which encourages executive officers to continue to develop favourable results over a longer period of time and reduces the risk of actions that may have short term advantages; (b) a portion of executive compensation in the form of bonuses is not guaranteed and is variable, year over year, as the Board has discretion to pay bonuses to NEOs based on recommendations made by the Compensation and Governance Committee, whose recommendations are based on internal corporate, administrative, operating and financial and reserve addition performance; (c) the Corporation's compensation program for certain executive officers is not structured significantly differently from the compensation program for other executive officers within the Corporation; and (d) the overall compensation program is market based and aligned with the Corporation's business plan and long-term strategies.

Performance Graph

The following graph compares the change in the cumulative total shareholder return since November 18, 2013 (the date the Common Shares commenced trading on the Toronto Stock Exchange (the "TSX")), of a \$100 investment in the Common Shares, with the cumulative total return of the S&P/TSX Capped Energy Index and the S&P/TSX Composite Index for the comparable period.



As the Common Shares commenced trading on the TSX on November 18, 2013, the trend shown in the above graph does not provide a meaningful comparison to the trend in the Corporation's compensation paid to the Corporation's Named Executive Officers. As Options form a significant portion of compensation, the total compensation for the Named Executive Officers is affected by increases and decreases in the price of the Common Shares as the value of such Options decrease as the Common Share price decreases.

Summary Compensation Table

The following table sets forth, for the years ended December 31, 2013, 2012 and 2011 information concerning the compensation paid to the President and CEO, the Vice President, Finance and Chief Financial Officer, the Vice

President, Operations, the Vice President, Engineering, the Vice President, Business Development and the Vice President, Land (each a "Named Executive Officer" or "NEO" and collectively, the "Named Executive Officers" or "NEOs").

Name and principal position	Year	Salary ⁽¹⁰⁾ (\$)	Option-based awards ⁽¹⁾ ⁽²⁾ (\$)	Share-based awards ⁽³⁾ ⁽⁴⁾⁽⁵⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation ⁽⁶⁾	Total compensation (\$)
					Annual incentive plans ⁽³⁾ ⁽⁴⁾⁽⁵⁾ (\$)	Long-term incentive plans			
Ingram B. Gillmore President and CEO	2013 2012 2011	195,000 182,500 175,000	192,000 - -	- 40,000 87,500	150,000 89,600 13,475	- - -	- - -	6,200 6,000 10,000	543,200 318,100 285,975
David Hwang ⁽⁸⁾ Vice President, Finance and Chief Financial Officer	2013 2012 2011	170,000 162,500 87,981	192,960 - 708,525	- 39,375 41,625	100,000 35,000 -	- - -	- - -	5,200 6,000 N/A	468,160 242,875 838,131
Jason Kaluski ⁽⁹⁾ Vice President, Operations	2013 2012 2011	170,000 162,500 125,067	192,960 - 708,525	- 27,625 58,500	95,000 42,500 -	- - -	- - -	5,840 - -	463,800 232,625 892,092
Tom Everest Vice President, Engineering	2013 2012 2011	170,000 162,500 147,600	135,360 - 236,175	- 36,563 69,750	40,000 32,500 -	- - -	- - -	5,200 5,250 4,500	350,560 236,813 458,025
James Lord Vice President, Business Development	2013 2012 2011	167,500 162,500 147,600	192,960 - 236,175	- - 52,110	80,000 59,000 10,063	- - -	- - -	5,570 5,670 5,670	446,030 227,170 451,618
Yvan Chretien Vice President, Land	2013 2012 2011	167,500 162,500 147,600	192,960 - 474,700	- - 64,688	85,000 59,000 -	- - -	- - -	6,200 6,000 8,000	451,660 227,500 694,988

Notes:

- (1) No Option-based awards were granted to NEOs during the year ended December 31, 2012. The grant date fair value for compensation purposes is calculated using Black-Scholes Option pricing methodology. Key assumptions used in the pricing model for 2013 and 2011, respectively were: dividend yield: 2013 – nil and 2011 – nil; expected volatility: 2013 – 30% and 2011 – 75%; risk-free interest rate: 2013 – 1.43% and 2011 - 3%; and weighted average life: 2013 – 5 years and 2011 – 3 years. The Black-Scholes Option pricing methodology was selected due to its acceptance as an appropriate valuation model used by similar sized oil and gas companies.
- (2) All option-based awards granted to NEOs in 2011 were surrendered to the Corporation for cancellation on January 16, 2013.
- (3) In connection with payment of the bonuses earned for the year ended December 31, 2012, the NEOs were entitled to receive up to 25% of the Cash Amount subject to a 1.25 multiple in the form of Common Shares. The Cash Amount was paid on April 5, 2013 and all Common Shares were issued from treasury on April 1, 2013 at a price of \$2.50 per

- Common Share. Trading of such Common Shares are restricted in accordance with the contractual agreement from each holder (as represented by the legend affixed to the share certificates for such Common Shares) that such Common Shares were not tradable until the earlier of: (i) January 1, 2014; or (ii) the completion of a liquidity event by the Corporation, which occurred on November 18, 2013, in each case subject to restrictions under applicable securities laws. In addition, a second deferred bonus was paid on October 8, 2013 relating to the year ended December 31, 2012 totalling \$224,500. NEOs received this second deferred bonus in cash.
- (4) In connection with payment of the bonuses earned for the year ended December 31, 2011, the NEOs were entitled to receive up to 50% of the Cash Amount with 50% of such Cash Amount payable April 13, 2012 and the remaining 50% of such Cash Amount payable December 31, 2012; the remaining 50% of the respective bonus amounts were be paid in Common Shares issued at a price of \$2.50 per Common Share; such Common Shares were issued April 13, 2012 and the trading of such Common Shares were restricted in accordance with the contractual agreement from each holder (as represented by the legend affixed to the share certificates for such Common Shares) that such Common Shares shall not be tradable until the earlier of: (i) January 1, 2013; or (ii) the completion of a liquidity event by the Corporation, in each case subject to restrictions under applicable securities laws. Each NEO was also given the opportunity to elect, and in lieu receiving the Cash Amount, to receive additional Common Shares to be issued at \$2.50 per Common Share provided that, for the purposes of calculating the number of Common Shares to be so issued, the Cash Amount for the applicable recipient was multiplied by 1.25.
 - (5) The Common Share amounts and Cash Amounts of the bonuses have been recorded under "Share-based awards" and "Non-equity incentive plan compensation – Annual incentive plans", respectively, above.
 - (6) 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.
 - (7) Table reflects amounts earned, paid to or payable to the relevant NEO during the relevant period, regardless of when paid.
 - (8) Effective June 13, 2011, Mr. Hwang was appointed Vice President, Finance and Chief Financial Officer of the Corporation.
 - (9) Effective March 1, 2011, Mr. Kaluski was appointed Vice President, Operations of the Corporation.
 - (10) Gear adjusted base salaries effective July 1, 2013 for all officers and employees, including NEOs. See "*Statement of Executive Compensation – Elements of the Corporation's Executive Compensation Program – Base Salaries*" above.

Incentive Plan Awards

Option Plan

The Option Plan limits the number of Common Shares that may be subject to Options granted and outstanding under the Option Plan, and any other share compensation arrangements established by the Corporation, at any time to 10% of the outstanding Common Shares.

Options granted pursuant to the Option Plan have a term as determined by the Board and vest in such manner as determined by the Board. Options vest on the occurrence of a change of control (as defined in the Option Plan) and vesting may be accelerated at the discretion of the Board. Options which expire during a blackout period (as defined in the Option Plan) or within nine business days following the expiration of a blackout period, shall be extended for a period of ten business days after the end of such blackout period. Options granted under the Option Plan are non assignable. The exercise price of Options granted is determined by the Board at the time of grant and, if at such time the Common Shares are listed on a stock exchange, the weighted average trading price per Common Share on an a stock exchange, for the last five (5) consecutive trading days immediately prior to the date of grant or such other minimum price that may be prescribed by such exchange.

In case of death of an optionee, Options terminate on the date determined by the Board which may not be more than 12 months from the date of death and, if the optionee ceases to be a director, officer or employee of, or to provide ongoing management or consulting services to, the Corporation, Options terminate on the expiry of a period not in excess of six months as determined by the Board at the time of grant. In each case, the optionee is entitled to exercise those Options that the optionee was entitled to exercise on the date of death or the date the optionee ceased to be an officer, director or employee of, or to provide ongoing management or consulting services to, the Corporation, as the case may be. An optionee may make an offer (the "**Surrender Offer**") to the Corporation, at any time, for the disposition and surrender by the optionee to the Corporation of any Options granted for an amount in cash or in Common Shares equal to the difference between the fair market value of the Common Shares underlying the Options (if Common Shares are listed on a stock exchange, fair market value will be the weighted

average trading price per Common Share on an a stock exchange, for the last five (5) consecutive trading days immediately prior to the date of grant or such other minimum price that may be prescribed by such exchange) and the exercise price of such Options and the Corporation may, but is not obligated to, accept the Surrender Offer.

In the event of the sale by the Corporation of all or substantially all of the property and assets of the Corporation as an entirety (an "Asset Sale") prior to the expiry date of an Option, the Board, in its sole discretion, may accelerate the vesting of such Option such that such Option may be exercised, as to all or any of the Common Shares in respect of which such Option has not previously been exercised (including Common Shares in respect of Options not otherwise vested at such time) by the Optionee. If approved by the Board, Options may provide that, whenever the shareholders receive a take-over proposal, such Option may be exercised as to all or any of the Common Shares in respect of which such Option has not previously been exercised (including in respect of Common Shares not otherwise vested at such time) by the Optionee, but any such Option not otherwise vested and deemed only to have vested in accordance with the foregoing may only be exercised for the purposes of tendering to such take-over proposal.

The Board may make certain amendments to the Option Plan or discontinue the Option Plan at any time without the consent of the participants as permitted by the provisions of the Option Plan and, if required, subject to the approval by any exchange on which the Common Shares are listed. However, the Board may not amend the Option Plan without shareholder approval with respect to: (i) increasing the number of Common Shares reserved for issuance under the Option Plan or the Option Plan maximum; (ii) reduce the exercise price of any Options granted; (iii) extend the expiry date of any outstanding Options other than as permitted in the Option Plan; (iv) permit a holder of Options to transfer or assign Options to a new beneficial holder, other than for estate settlement purposes; (v) any amendment to increase the number of Common Shares that may be issued to insiders above the restrictions contained in the Option Plan; or (vi) any amendments to the amendments section of the Option Plan.

Outstanding Option-based Awards

The following table sets forth, for each Named Executive Officer, all Option-based awards outstanding at the end of the year ended December 31, 2013.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised Options (# of Common Shares)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Ingram B. Gillmore	300,000 400,000	2.50 2.50	January 22, 2018 May 13, 2015	219,000 292,000	Nil	Nil	Nil
Jason Kaluski	301,500	2.50	January 22, 2018	220,095	Nil	Nil	Nil
David Hwang	301,500	2.50	January 22, 2018	220,095	Nil	Nil	Nil
Tom Everest	211,500 90,000	2.50 2.50	January 22, 2018 March 3, 2015	154,395 65,700	Nil	Nil	Nil
James Lord	301,500	2.50	January 22, 2018	220,095	Nil	Nil	Nil
Yvan Chretien	301,500	2.50	January 22, 2018	220,095	Nil	Nil	Nil

Note:

- (1) Calculated based on the difference between the closing market price of the Common Shares on December 31, 2013 and the exercise price of the Options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth, for each Named Executive Officer, the value of Option-based awards that vested during the year ended December 31, 2013 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2013.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year ⁽³⁾ (\$)
Ingram B. Gillmore	-	-	150,000
Jason Kaluski	-	-	95,000
David Hwang	-	-	100,000
Tom Everest	-	-	40,000
James Lord	-	-	80,000
Yvan Chretien	-	-	85,000

Notes:

- (1) Calculated based on the difference between the closing price of the Common Shares on the vesting date and the exercise price of the Options multiplied by the Options vested during the year.
- (2) Reflects the bonus amount earned by the NEO in respect of the last completed financial year that was paid in Common Shares.
- (3) 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 similar benefit program.

Termination and Change of Control Benefits

The Corporation has entered into executive employment agreements (the "Employment Agreements") with each of the NEOs. The Employment Agreements continue indefinitely until terminated in accordance with the terms thereof and the annual salary payable thereunder is subject to annual review. NEOs are entitled to participate in any benefit plans adopted by the Corporation.

The Employment Agreements may be terminated by the Corporation for just cause at any time and without any payment, other than salary owing for services rendered up to and including the last day of employment and outstanding vacation pay. The Corporation may terminate an Employment Agreement without just cause upon paying the NEO all salary earned but not paid to the termination date, all vacation pay due and owing to such date and a retiring allowance (as calculated in accordance with the Employment Agreements) of the sum of:

For the CEO:

- (i) one (1) year of the CEO's annual base salary as at the Cessation Date (as defined in the CEO's Employment Agreement); and
- (ii) an amount equal to the bonus amounts, if any, paid in the twelve (12) month period immediately preceding the Cessation Date.

For all other NEOs:

- (iii) six (6) months of the NEO's annual base salary as at the Cessation Date (as defined in the Employment Agreements) plus three months for every completed year of service after January 1, 2010, to a maximum of 12 months; and
- (iv) an amount equal to one half (1/2) the bonus amounts, if any, paid to the NEO in the twelve (12) month period immediately preceding the Cessation Date.

In addition, a NEO may terminate his or her Employment Agreement within six (6) months following the occurrence of a change of control if there is an event which constitutes "Good Reason" as defined in the Employment Agreement, which includes: material adverse change, by the Corporation and without the agreement of the NEO, in the NEO's salary, title or lines of reporting, or the requirement that the NEO be based anywhere other than the Corporation's Calgary office on a normal and regular basis, such that immediately after such change or series of changes, the responsibilities and status of the NEO, taken as a whole, are not at least substantially equivalent to those assigned to the NEO immediately prior to such change, or any reason which would be constructive dismissal, in which case the NEO shall also be entitled to the termination payments outlined above. In exchange for payment of the retiring allowance, the NEO agrees to provide a release in an agreed upon form. Pursuant to the terms of the Employment Agreements, the NEOs recognize their obligation not to disclose confidential information and to refrain from using such information for purposes other than authorized by the Corporation both during and after termination of employment.

If the Employment Agreements were terminated by the Corporation, other than for just cause or by the respective NEOs for good reason following a change of control, at December 31, 2013, the amounts payable thereunder would have been \$1,360,381. As Options only accelerate vesting at the discretion of the Board in the event of an Asset Sale or take-over proposal such amounts have not been included in payments to be made upon a change of control (see "*Statement of Executive Compensation – Directors' Incentive Plan – Incentive Plan Awards – Option Plan*"). Specifically, the total termination payments that would have been received by each of the Corporation's NEOs is as follows:

NEOs	Change of Control Pursuant to Change of Control Agreements (\$)
Ingram B. Gillmore President and CEO	329,600
David Hwang Vice President, Finance and Chief Financial Officer	212,188
Jason Kaluski Vice President, Operations	210,063
Tom Everest Vice President, Engineering	209,531
James Lord Vice President, Business Development	199,500
Yvan Chretien Vice President, Land	199,500
Total:	1,360,381

Director Compensation

On July 4, 2013, the Board determined to pay annual fees to independent members of the Board as follows: (i) \$20,000 per year to each director as a base director fee; (ii) \$5,000 per year as an additional fee for the chair of the Audit Committee; (iii) \$2,500 per year as an additional fee for the chair of the Reserves Committee; (iv) \$2,500 per year as an additional fee for the chair of the Compensation and Governance Committee; and (v) \$10,000 per year as an additional fee for the chairman of the Board (collectively, the "**Board Member Fees**"). For the year ended December 31, 2013, the Board Member Fees were prorated based on the number of days the Board member served as a director and/or chair of the committees and such fees were paid out 100% cash. For 2014 and beyond, one half of the applicable Board Member Fee is to be tied to the price performance of the Common Shares in the given year based on the criteria to be determined by the Compensation and Governance Committee and presented to the Board.

Board members are also eligible to participate in the Option Plan and any other long term compensation plans adopted by the Corporation from time to time. The Corporation will reimburse directors for all reasonable expenses incurred in order to attend meetings. The number of Options awarded to directors will be determined by criteria to be established by the Compensation and Governance Committee.

Directors' Summary Compensation Table

The following table sets forth, for the year ended December 31, 2013, information concerning the compensation paid to the Corporation's directors, other than directors who are also Named Executive Officers.

Name	Salary /Fees earned (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Greg Bay ⁽²⁾	15,452	-	75,600	-	-		90,452
Rick F. Braund ⁽³⁾	-	-	-	-	-		-
Raymond Cej ⁽⁴⁾	18,849	-	67,200	-	-		86,049
Don T. Gray	35,000	-	-	-	-		35,000
Scott Inglis ⁽⁵⁾	-	-	-	-	-		-
Peter Verburg	25,000	-	41,600	-	-		66,600

Notes:

- (1) The grant date fair value for compensation purposes is calculated using Black-Scholes Option pricing methodology. Key assumptions used in the pricing model for 2013 were: dividend yield: nil; expected volatility: 30%; risk-free interest rate: 1.43%; and weighted average life: 5 years. The Black-Scholes Option pricing methodology was selected due to its acceptance as an appropriate valuation model used by similar sized oil and gas companies.
- (2) Mr. Bay was appointed to the Board on March 25, 2013.
- (3) Mr. Braund resigned from the Board on August 12, 2013.
- (4) Mr. Cej was appointed to the Board on January 22, 2013.
- (5) Mr. Inglis resigned from the Board on March 25, 2013.

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 Named Executive Officers, all Option-based and share-based awards outstanding at the end of the year ended December 31, 2013.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Greg Bay ⁽²⁾	105,000	2.50	March 25, 2018	76,650	-	-
Richard F. Braund ⁽³⁾	-	-	-	-	-	-
Raymond Cej ⁽⁴⁾	105,000	2.50	January 22, 2018	76,650	-	-
Don T. Gray	222,600	2.50	March 3, 2015	162,498	-	-
Scott Inglis ⁽⁵⁾	-	-	-	-	-	-
Peter Verburg	65,000 40,260	2.50 2.50	January 22, 2018 March 3, 2015	47,450 29,390	-	-

Notes:

- (1) Calculated based on the difference between the closing market price of the Common Shares on December 31, 2013 and the exercise price of the Options.
- (2) Mr. Bay was appointed to the Board on March 25, 2013.
- (3) Mr. Braund resigned from the Board on August 12, 2013 and, as such, had no Options outstanding as of the year ended December 31, 2013.
- (4) Mr. Cej was appointed to the Board on January 22, 2013.
- (5) Mr. Inglis resigned from the Board on March 25, 2013 and, as such, had no Options outstanding as of the year ended December 31, 2013.

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 Named Executive Officers, the value of Option-based awards and share-based awards which vested during the year ended December 31, 2013 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2013.

Name	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 (\$)
Greg Bay ⁽²⁾	-	-	-
Rick F. Braund ⁽³⁾	-	-	-
Raymond Cej ⁽⁴⁾	-	-	-
Don T. Gray	-	-	-
Scott Inglis ⁽⁵⁾	-	-	-
Peter Verburg	-	-	-

Notes:

- (1) Calculated based on the difference between the closing price of the Common Shares on the vesting date and the exercise price of the Options multiplied by the Options vested during the year.
- (2) Mr. Bay was appointed to the Board on March 25, 2013.
- (3) Mr. Braund resigned from the Board on August 12, 2013.
- (4) Mr. Cej was appointed to the Board on January 22, 2013.
- (5) Mr. Inglis resigned from the Board on March 25, 2013.

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 as at December 31, 2013.

Plan Category	Number of securities to be issued upon exercise of outstanding Options, warrants and rights (a)	Weighted average exercise price of outstanding Options, warrants and rights (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) ⁽¹⁾
Equity compensation plans approved by securityholders (Options)	4,309,360	2.52	1,086,272
Equity compensation plans not approved by securityholders	-	-	-
Total	4,309,360	2.52	1,086,272

Note:

- (1) The total dilution from the Option Plan is limited to 10% of the Corporation's outstanding Common Shares. For a summary of the Option Plan, see "*Statement of Executive Compensation – Incentive Plan Awards – Option Plan*" above.

CORPORATE GOVERNANCE

Set forth below is a description of the Corporation's current corporate governance practices, as prescribed by Form 58-101F2, of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

1. Board of Directors

- (a) **Disclose the identity of directors who are independent.**

The following four directors of the Corporation are independent (for purposes of NI 58-101):

Don T. Gray (Chairman)
Greg Bay
Raymond Cej
Peter Verburg

- (b) **Disclose the identity of directors who are not independent, and describe the basis for that determination.**

Ingram Gillmore is not independent as he occupies the position of President and Chief Executive Officer of the Corporation.

- (c) **Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors does to facilitate its exercise of independent judgement in carrying out its responsibilities.**

A majority of the directors of the Corporation (currently four of five) are independent.

- (d) **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 directors are presently directors of other issuers that are reporting issuers (or the equivalent):

<u>Name</u>	<u>Name of Reporting Issuer</u>
Greg Bay	Hyperion Exploration Corp. Mullen Group Ltd. Santonia Energy Inc.
Don T. Gray	Peyto Exploration & Development Corp.

- (e) **Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.**

At the end of or during each meeting of the Board, the members of management of the Corporation and the non-independent director of the Corporation who are present at such meeting leave the meeting in order for the independent directors to meet. In addition, as all committees are comprised of independent directors, and, as such, all committee meetings also serve as forums for discussion amongst independent members of the Board. In addition, other meetings of the independent directors may be held from time to time if required. The Chairman of the Board also communicates informally, from time to time, with the independent members including discussions required on ad hoc resolutions. Approximately four (4) informal meetings of the independent directors have been held since the beginning of the Corporation's most recently completed financial year.

- (f) **Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead director that is independent, describe what the Board does to provide leadership for its independent directors.**

The Chairman of the Board is Don T. Gray, who is an independent member of the Board. The Chairman presides at all meetings of the Board and, unless otherwise determined, at all meetings of shareholders and to enforce the rules of order in connection with such meetings. The Chairman is to provide overall leadership to the Board without limiting the principle of collective responsibility and the ability of the Board to function as a unit. The Chairman is to endeavour to fulfill his Board responsibilities in a manner that will ensure that the Board is able to function independently of management and is to consider, and allow for, when appropriate, a meeting of independent directors, so that Board meetings can take place without management being present. The Chairman is also to endeavour to ensure that reasonable procedures are in place to allow directors to engage outside advisors at the expense of the Corporation in appropriate circumstances.

(g) Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer's most recently completed financial year.

The attendance record of each of the directors of the Corporation for Board meetings and committee meetings held from January 1, 2013 to the date of this Information Circular is as follows:

Name of Director	Attendance Record	
Greg Bay ⁽¹⁾	6 out of 7 4 out of 4 2 out of 2 3 out of 3	Board Meetings Audit Committee Meetings ⁽⁵⁾ Reserves Committee Meetings ⁽⁶⁾ Compensation and Governance Committee Meetings ⁽⁷⁾
Richard F. Braund ⁽²⁾	1 out of 4 0 out of 1 2 out of 2	Board Meetings Reserves Committee Meetings ⁽⁶⁾ Compensation and Governance Committee Meetings ⁽⁷⁾
Raymond Cej ⁽³⁾	8 out of 8 4 out of 4 2 out of 2 3 out of 3	Board Meetings Audit Committee Meetings ⁽⁵⁾ Reserves Committee Meetings ⁽⁶⁾ Compensation and Governance Committee Meetings ⁽⁷⁾
Don T. Gray	10 out of 10 5 out of 5 3 out of 3 4 out of 4	Board Meetings Audit Committee Meetings ⁽⁵⁾ Reserves Committee Meetings ⁽⁶⁾ Compensation and Governance Committee Meetings ⁽⁷⁾
Scott Inglis ⁽⁴⁾	3 out of 3 1 out of 1 1 out of 1 1 out of 1	Board Meetings Audit Committee Meetings ⁽⁵⁾ Reserves Committee Meetings ⁽⁶⁾ Compensation and Governance Committee Meetings ⁽⁷⁾
Peter Verburg	10 out of 10 5 out of 5 3 out of 3	Board Meetings Audit Committee Meetings ⁽⁵⁾ Compensation and Governance Committee Meetings ⁽⁷⁾

Notes:

- (1) Mr. Bay was appointed to the Board on March 25, 2013.
- (2) Mr. Braund resigned from the Board on August 12, 2013.
- (3) Mr. Cej was appointed to the Board on January 22, 2013.
- (4) Mr. Inglis resigned from the Board on March 25, 2013.
- (5) On May 7, 2013, the Board reconstituted the Audit Committee to be comprised of Messrs. Gray, Verburg and Bay. In August 2013, the Board reconstituted the Audit Committee to be comprised of Messrs. Gray, Verburg, Cej and Bay.
- (6) On May 7, 2013, the Board reconstituted the Reserves Committee to be comprised of Messrs. Gray, Braund and Cej. On October 3, 2013, the Board reconstituted the Reserves Committee to be comprised of Messrs. Gray, Bay and Cej.
- (7) On May 7, 2013, the Board reconstituted the Compensation and Governance Committee to be comprised of Messrs. Gray, Bay, Cej, Braund and Verburg. In 2013, the Board reconstituted the Compensation and Governance Committee to be comprised of Messrs. Gray, Bay, Cej and Verburg.

2. Board Mandate – Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.

The mandate of the Board is attached to this Information Circular as Schedule "A".

3. Position Descriptions

- (a) **Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.**

The Board has developed written position descriptions for the Chairman of the Board as well as the Chairman of each of the committees of the Board.

- (b) **Disclose whether or not the Board and Chief Executive Officer have developed a written position description for the Chief Executive Officer. If the Board and Chief Executive Officer have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the Chief Executive Officer.**

The Board, with the input of the Chief Executive Officer of the Corporation, has developed a written position description for the Chief Executive Officer.

4. Orientation and Continuing Education

- (a) **Briefly describe what measures the Board takes to orient new directors regarding (i) the role of the Board, its committees and its directors, and (ii) the nature and operation of the issuer's business.**

While the Corporation does not currently have a formal orientation and education program for new recruits to the Board, the Corporation has historically provided such orientation and education on an informal basis. As new directors join the Board, management will provide these individuals with corporate policies, historical information about the Corporation, as well as information on the Corporation's performance and its strategic plan with an outline of the general duties and responsibilities entailed in carrying out their duties. The Board believes that these procedures will prove to be a practical and effective approach in light of the Corporation's particular circumstances, including the size of the Corporation, limited changes to members of the Board and the experience and expertise of the members of the Board. The Compensation and Governance Committee has the responsibility and duty to work with management of the Corporation to facilitate an education and comprehensive orientation program for new members of the Board and a continuing education program for all directors.

- (b) **Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.**

Presentations are made regularly to the Board and committees to educate and inform them of changes within the Corporation and on appropriate other subjects such as regulatory and industry requirements and standards, capital markets, commodity pricing and corporate governance. Historically, the Audit Committee has quarterly presentations on emerging trends and issues in the accounting and audit fields from management. During the year ended December 31, 2013, the auditor of the Corporation was present at only the year-end audit committee meeting. For the 2014 year and go-forward, it is expected that the auditor of the Corporation will be present at all audit committee meetings in which financial statements are to be recommended for approval by the Audit Committee. The Board has quarterly presentations on operational results and technical and regulatory issues pertaining to reserves evaluation from management and the independent reserves evaluator is present at a minimum of one of the Board meetings each year. Management provides the Board with an annual update on corporate governance "best practices" from third

party publications as well as quarterly reports on new legislation or regulation relating to health, safety and environmental matters.

The Corporation also encourages for 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. The Compensation and Governance Committee has the responsibility and duty to work with management of the Corporation to facilitate an education and comprehensive orientation program for new members of the Board and a continuing education program for all directors.

5. Ethical Business Conduct

- (a) **Disclose whether or not the Board has adopted a written code for the directors, officers and employees. If the Board has adopted a written code:**

The Corporation has adopted a Code of Business Conduct and Ethics (the "Code") for directors, officers, employees and contractors of the Corporation. Officers, employees and contractors are required to sign annual acknowledgements that they have read and understand the Code. Any reports of variance from the Code will be reported to the Board. To the extent that management is unable to make a determination as to whether a breach of the Code has taken place, the Board will review the alleged breach in order to make a determination.

- (i) **disclose how a person or company may obtain a copy of the code;**

A copy of the Code may be obtained by contacting Jocelyn McKillop (403-444-1467 or jmckillop@gearenergy.com) or David Hwang, Vice President, Finance and Chief Financial Officer (403-538-8437 or dhwang@gearenergy.com) and is also available on SEDAR at www.sedar.com.

- (ii) **describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and**

The Board monitors compliance with the Code by requiring each of the senior officers of the Corporation to affirm in writing on an annual basis his or her agreement to abide by the Code, as to his or her ethical conduct and with respect to any conflicts of interest. Please also see 5(c) below for a discussion of the Whistleblower Policy.

- (iii) **provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.**

There have been no material change reports filed since the beginning of the Corporation's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the Code.

- (b) **Describe any steps the Board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.**

In accordance with the ABCA, directors who are a party to, or are a director or an officer of a person which is a party to, a material contract or material transaction or a proposed material contract or proposed material transaction are required to disclose the nature and extent of their

interest and not to vote on any resolution to approve the contract or transaction. In addition, in certain cases, an independent committee of the Board may be formed to deliberate on such matters in the absence of the interested party. Any potential conflicts of interest must be reported immediately to senior management.

(c) Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.

The Board has also adopted a Whistleblower Policy which provides employees with the ability to report, on a confidential and anonymous basis, any violations within the organization, including (but not limited to) questionable accounting practices, inadequate internal accounting controls, the misleading or coercion of auditors, disclosure of fraudulent or misleading financial information and instances of corporate fraud. The Board believes that providing a forum for employees to raise concerns about ethical conduct and treating all complaints with the appropriate level of seriousness fosters a culture of ethical conduct within the Corporation.

The Board has also adopted a Disclosure, Confidentiality and Trading Policy which provides guidance on disclosure of material information and maintaining confidentiality and restrictions on trading securities of the Corporation.

6. Nomination of Directors

(a) Describe the process by which the Board identifies new candidates for Board nomination.

Pursuant to its mandate, the Compensation and Governance Committee, in conjunction with the Board Chairman, is responsible for recommending suitable candidates as nominees for election or appointment as director, and, in consultation with the Board, in recommending the criteria governing the overall composition of the Board and governing the desirable characteristics for directors. In making such recommendations, the Compensation and Governance Committee, in consultation with the Board, is to consider: (i) the competence and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competence and skills that the Board considers each existing director to possess; (iii) the competencies and skills that each new nominee will bring to the Board; and (iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board.

The Compensation and Governance Committee is also to review on a periodic basis the composition of the Board to ensure that an appropriate number of independent directors sit on the Board, and analyze the needs of the Board and recommend nominees who meet such needs.

(b) Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.

The Compensation and Governance Committee, which is responsible for nominating directors, is comprised of only independent directors.

(c) If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.

See item 6(a).

7. **Compensation**

- (a) **Describe the process by which the Board determines the compensation for the issuer's directors and officers.**

Compensation of Directors

For a description of the compensation of directors of the Corporation, see "*Statement of Executive Compensation – Director Compensation*".

Compensation of Officers

When determining executive compensation, the Compensation and Governance Committee gives regard to the contributions made by officers, how their compensation levels relate to compensation packages that would be achievable from other opportunities, available salary survey data and other information publically disclosed by some of the Corporation's competitors and peers. As well, the Compensation and Governance Committee considers the Corporation's and individual's performance in relation to production, reserve growth, cash flows and other strategic objectives.

The CEO is responsible for making recommendations to the Compensation and Governance Committee with respect to compensation for the executive officers of the Corporation, including the CEO. In making such recommendations, the CEO analyzes a number of factors including compensation data compiled from the Corporation's peer groups, corporate performance and individual executive officer performance striving to ensure that executive compensation is consistent with the general principles as set forth under the heading "*Statement of Executive Compensation – Compensation Discussion and Analysis*".

The CEO then makes a recommendation to the Compensation and Governance Committee with respect to the various elements of compensation to be awarded to each executive officer. The CEO also presents his analysis of corporate performance and individual executive officer performance to the Compensation and Governance Committee.

Upon the receipt of such recommendation, the Compensation and Governance Committee reviews the evaluation in addition to the compensation data compiled with respect to the Corporation's peer group and determines whether to accept the recommendation or make any changes. Recommendations for executive compensation, as well as for compensation paid by the Corporation as a whole, are then made by the Compensation and Governance Committee to the Board for approval.

Please also see discussion under the heading "*Statement of Executive Compensation – Compensation Discussion and Analysis*".

- (b) **Disclose whether or not the Board has a compensation committee composed entirely of independent directors. If the Board does not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.**

The Compensation and Governance Committee is comprised entirely of independent directors.

- (c) **If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.**

The Compensation and Governance Committee's responsibility is to formulate and make recommendations to the Board in respect of compensation issues relating to directors and officers

of the Corporation. Without limiting the generality of the foregoing, the Compensation and Governance Committee has the following duties:

- advise the Board on executive compensation matters;
- review and recommend a compensation philosophy, guidelines and plans for the Corporation's executives and employees;
- review and approve corporate goals and objectives relevant to CEO compensation;
- evaluate the CEO's performance in light of those goals, and make recommendations to the Board with regard to the CEO's compensation based on this evaluation;
- in consultation with the CEO, review and approve all executive compensation (including that of the CEO), incentive-compensation plans and equity-based plans;
- review and approve all discretionary compensation granted;
- review and approve fees to be paid to members of the Board;
- review executive compensation disclosure before it is publicly disclosed; and
- be the forum for meetings of all independent directors of the Corporation.

The Compensation and Governance Committee is required to be comprised of at least three directors, or such greater number as the Board may determine from time to time. All members of the Compensation and Governance Committee are required to be independent, as such term is defined for this purpose under applicable securities law requirements. Pursuant to the mandate and terms of reference of the Compensation and Governance Committee, meetings of the Compensation and Governance Committee are to take place regularly in each year on such dates and at such locations as the Chair of the Compensation and Governance Committee shall determine and may also meet at any other time or times on the call of the Chair of the Compensation and Governance Committee or any two of the other members.

8. 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 and Governance Committee, the Corporation has established a Reserves Committee. The Reserves Committee is comprised entirely of independent directors.

The Reserves Committee is responsible for various matters relating to reserves of the Corporation that may be delegated to the Reserves Committee pursuant to National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities*, including:

- 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 disclosure requirements and restrictions set forth under applicable securities law requirements;
- reviewing the Corporation's procedures for providing information to the independent evaluator;
- 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 information and data (the "**Reserves Data**") and to review the Reserves Data and the report of the independent evaluator thereon (if such report is provided);
- 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;
- providing a recommendation to the Board 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 law requirements including any reports of the independent engineer and of management in connection therewith;

- reviewing the Corporation's procedures for reporting other information associated with oil and gas producing activities;
 - health, safety and environmental matters; and
 - generally reviewing all matters relating to the preparation and public disclosure of estimates of the Corporation's reserves.
9. **Assessments – Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.**

The Board assesses the effectiveness of the Board, its committees and the effectiveness and contributions of individual directors by way of an annual written questionnaire distributed to each Board member. The Board also satisfies itself with respect to the effectiveness of the Board, its committees and individual directors by monitoring, on an informal basis, whether the objectives of each of the Board and the Corporation are being achieved and whether the responsibilities of each of the Board, its committees, its individual directors and the Corporation are being fulfilled.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is or has been a director or executive officer of the Corporation at any time since the beginning of the year ended December 31, 2013, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, is or was indebted to (i) the Corporation or (ii) another entity where such indebtedness is or was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, in either case at any time since the beginning of the year ended December 31, 2013.

AUDIT COMMITTEE INFORMATION

The information required by Form 52-110F1 of National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators, including information regarding the fees billed to the Corporation by Deloitte LLP, Chartered Accountants, Calgary, Alberta, is contained in the Corporation's annual information form for the year ended December 31, 2013, under the heading "*Audit Committee Information*", an electronic copy of which is available on the Corporation's SEDAR profile at www.sedar.com.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

There were no material interests, direct or indirect, of directors, nominees for director or executive officers of the Corporation, or any Shareholder who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the outstanding Common Shares, or any other Informed Person (as defined in National Instrument 51-102) or any known associate or affiliate of such persons, in any transaction since the commencement of the last completed financial year of the Corporation or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership or otherwise of any director or nominee for director, or executive officer of the Corporation, or anyone who has held office as such since the beginning of the Corporation's last financial year, or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, other than the election of directors.

ADDITIONAL INFORMATION

Financial information in respect of the Corporation and its affairs is provided in the Corporation's annual audited comparative financial statements for the year ended December 31, 2013 and the related management's discussion and analysis. Copies of the Corporation's financial statements and related management discussion and analysis are available upon request from the Corporation at phone number (403) 538-8435 and on the Corporation's website at www.gearenergy.com.

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 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.

SCHEDULE "A"



MANDATE OF THE BOARD OF DIRECTORS

GENERAL

The Board of Directors (the "**Board**") of Gear Energy Ltd. (the "**Corporation**" or "**Gear**") is responsible for the stewardship of the Corporation. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of Gear. In general terms, the Board will:

- in consultation with the chief executive officer of the Corporation (the "**CEO**"), define the principal objectives of Gear;
- supervise the management of the business and affairs of Gear with the goal of achieving Gear's principal objectives as developed in association with the CEO;
- discharge the duties imposed on the Board by applicable laws; and
- for the purpose of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary or appropriate.

SPECIFIC

The Board will also have the following responsibilities:

Executive Team Responsibility

- Appoint the CEO and senior officers, approve their compensation, and monitor the CEO's performance against a set of mutually agreed corporate objectives directed at maximizing shareholder value.
- In conjunction with the CEO, develop a clear mandate for the CEO, which includes a delineation of management's responsibilities.
- Establish processes as required that adequately provides for succession planning, including the appointing, training and monitoring of senior management.
- Establish limits of authority delegated to management.

Operational Effectiveness and Financial Reporting

- Annual review and adoption of a strategic planning process and approval of Gear's strategic plan, which takes into account, among other things, the opportunities and risks of the business.
- Establish or cause to be established systems to identify the principal risks to Gear and that the best practical procedures are in place to monitor and mitigate the risks.

- Consider or cause to be considered the implications of risk associated with Gear's compensation policies and practices.
- Endeavour to establish or cause to be established processes to address applicable regulatory, corporate, securities and other compliance matters.
- Establish or cause to be established an adequate system of internal control and management information systems.
- Establish or cause to be established due diligence processes and appropriate controls with respect to applicable certification requirements regarding Gear's financial and other disclosure.
- Review and approve Gear's financial statements and oversee Gear's compliance with applicable audit, accounting and reporting requirements.
- Approve annual operating and capital budgets.
- Review and consider for approval all amendments or departures proposed by management from established strategy, capital and operating budgets.
- Review operating and financial performance results relative to established strategy, budgets and objectives.

Integrity/Corporate Conduct

- Establish a communications policy or policies to ensure that a system for corporate communications to all stakeholders exists, including processes for consistent, transparent, regular and timely public disclosure, and to facilitate feedback from stakeholders.
- Approve a Business Conduct & Ethics Practice for directors, officers and employees and monitor compliance with the Practice and approve any waivers of the Practice for officers and directors.
- To the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers of the Corporation and that the CEO and other executive officers create a culture of integrity throughout Gear.

Board Process/Effectiveness

- Endeavour to ensure that Board materials are distributed to directors in advance of regularly scheduled meetings to allow for sufficient review of the materials prior to the meeting. Directors are expected to attend all meetings.
- Engage in the process of determining Board member qualifications with the Corporate Governance Committee including ensuring that a majority of directors, including the Chairman of the Board, qualify as independent directors pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices (as implemented by the Canadian Securities Administrators and as amended from time to time) and that the appropriate number of independent directors are on each committee of the Board as required under applicable securities rules and requirements.
- Approve the nomination of directors.

- Provide or cause to be provided a comprehensive orientation to each new director.
- Establish an appropriate system of corporate governance including practices to ensure the Board functions independently of management.
- Establish appropriate practices for the regular evaluation of the effectiveness of the Board, its committees and its members.
- Establish committees and approve their respective mandates and the limits of authority delegated to each committee.
- Review and re-assess the adequacy of the mandate of the committees of the Board on a regular basis, but not less frequently than on an annual basis.
- Review the adequacy and form of the directors' compensation to ensure it realistically reflects the responsibilities and risks involved in being a director.

Each member of the Board is expected to understand the nature and operations of Gear's business, and have an awareness of the political, economic and social trends prevailing in all countries or regions in which Gear operates, or is contemplating potential operations.

Independent directors shall meet regularly, and in no case less frequently than quarterly, without non-independent directors and management participation.

The Board may retain persons having special expertise and may obtain independent professional advice to assist it in fulfilling its responsibilities at the expense of the Corporation, as determined by the Board.

In addition to the above, adherence to all other Board responsibilities as set forth in the Corporation's By-Laws, applicable policies and practices and other statutory and regulatory obligations, such as issuance of securities, etc., is expected.

DELEGATION

The Board may delegate its duties to, and receive reports and recommendations from, any committee of the Board.

Subject to terms of the Disclosure, Confidentiality and Trading Policy and other policies and procedures of Gear, the Chairman of the Board will act as a liaison between stakeholders of Gear and the Board (including independent members of the Board).

STANDARDS OF LIABILITY

Nothing contained in this mandate is intended to expand applicable standards of liability under statutory, regulatory, common law or any other legal requirements for the Board. The Board may adopt additional policies and procedures as it deems necessary from time to time to fulfill its responsibilities.

SCHEDULE "B"

GENERAL BY-LAW

BY-LAW NO. 1

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF

GEAR ENERGY LTD.

(hereinafter called the "Corporation")

IT IS HEREBY ENACTED as a by-law of the Corporation as follows:

DIVISION ONE INTERPRETATION

1.01 In the by-laws of the Corporation, unless the context otherwise specifies or requires:

- a. "Act" means the *Business Corporations Act* of Alberta, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- b. "appoint" includes "elect" and vice versa;
- c. "articles" means the articles of incorporation or continuance of the Corporation, as from time to time amended or restated;
- d. "board" means the board of directors of the Corporation;
- e. "business day" means a day which is not a non-business day;
- f. "by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- g. "meeting of shareholders" includes an annual and a special meeting of shareholders;
- h. "non-business day" means Saturday, Sunday and any other day that is a holiday as from time to time defined in *The Interpretation Act* of Alberta;
- i. "Regulations" means the regulations under the Act as published or from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;

- j. "signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by virtue of section 3.01 of this by-law or by a resolution passed pursuant thereto; and
- k. "special meeting of shareholders" means a meeting of any particular class or classes of shareholders and a meeting of all shareholders entitled to vote at any annual meeting of shareholders at which special business is to be transacted.

Save as aforesaid, all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations shall, unless the context otherwise specifies or requires, have the meanings given to such terms in the Act or the Regulations. Words importing the singular number include the plural and vice versa; the masculine shall include the feminine; and the word "person" shall include an individual, partnership, association, body corporate, body politic, trustee, executor, administrator and legal representative.

Headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

DIVISION TWO BANKING AND SECURITIES

2.01 Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations or any other persons as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the board may from time to time prescribe or authorize.

2.02 Voting Rights in Other Bodies Corporate

The signing officers of the Corporation may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of such voting certificates or evidence of the right to exercise such voting rights. In addition, the board, or failing the board, the signing officers of the Corporation, may direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

DIVISION THREE EXECUTION OF INSTRUMENTS

3.01 Authorized Signing Officers

Unless otherwise authorized by the board, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the president, chairman of the board, managing director, any vice-president, any director, secretary,

treasurer, any assistant secretary or any assistant treasurer or any other officer created by by-law or by the board. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same, but no instrument is invalid merely because the corporate seal is not affixed thereto.

3.02 Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or person or persons, whether or not officers of the Corporation, and in such manner as the board may from time to time designate by resolution.

DIVISION FOUR
DIRECTORS

4.01 Number

The board shall consist of such number of directors as is fixed by the articles, or where the articles specify a variable number, shall consist of such number of directors as is not less than the minimum nor more than the maximum number of directors provided in the articles and as shall be fixed from time to time by resolution of the shareholders.

4.02 Election and Term

Subject to the articles or a unanimous shareholder agreement, the election of directors shall take place at each annual meeting of shareholders and all of the directors then in office, unless elected for a longer period of time (not to exceed the close of the third (3rd) annual meeting of shareholders following election), shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall, subject to the articles or a unanimous shareholder agreement, be the number of directors then in office, or the number of directors whose terms of office expire at the meeting, as the case may be, except that, if cumulative voting is not required by the articles and the articles otherwise permit, the shareholders may resolve to elect some other number of directors. Where the shareholders adopt an amendment to the articles to increase the number or minimum number of directors, the shareholders may, at the meeting at which they adopt the amendment, elect the additional number of directors authorized by the amendment. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. If the articles provide for cumulative voting, each director elected by shareholders (but not directors elected or appointed by creditors or employees) ceases to hold office at the annual meeting and each shareholder entitled to vote at an election of directors has the right to cast a number of votes equal to the number of votes attached to the shares held by him multiplied by the number of directors he is entitled to vote for, and he may cast all such votes in favour of one candidate or distribute them among the candidates in any manner. If he has voted for more than one candidate without specifying the distribution among such candidate, he shall be deemed to have divided his votes equally among the candidates for whom he voted.

4.03 Removal of Directors

Subject to the Act and the articles, the shareholders may by ordinary resolution passed at a special meeting remove any director from office, except a director elected by employees or creditors pursuant to the articles or a unanimous shareholder agreement, and the vacancy created by such removal

may be filled at the same meeting, failing which it may be filled by the board. However, if the articles provide for cumulative voting, no director shall be removed pursuant to this section where the votes cast against the resolution for his removal would, if cumulatively voted at an election of the full board, be sufficient to elect one or more directors.

4.04 Consent

A person who is elected or appointed a director is not a director unless:

- a. he was present at the meeting when he was elected or appointed and did not refuse to act as a director, or
- b. if he was not present at the meeting when he was elected or appointed:
 - i. he consented in writing to act as a director before his election or appointment or within ten (10) days after it, or
 - ii. he has acted as a director pursuant to the election or appointment.

4.05 Vacation of Office

A director of the Corporation ceases to hold office when:

- a. he dies or resigns;
- b. he is removed in accordance with section 109 of the Act; or
- c. he becomes disqualified under subsection 105(1) of the Act.

4.06 Committee of Directors

The directors may appoint from among their number a managing director, who must be a resident Canadian, or a committee of directors, however designated, of which at least one-quarter of the members must be resident Canadians, and subject to section 115 of the Act may delegate to the managing director or such committee any of the powers of the directors. A committee may be comprised of one director.

4.07 Transaction of Business of Committee

Subject to the provisions of this by-law with respect to participation in a meeting, the powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all of the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Alberta and may be called by any one member of the committee giving notice in accordance with the by-laws governing the calling of meetings of the board.

4.08 Procedure

Unless otherwise determined herein or by the board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

4.09 Remuneration and Expenses

Subject to any unanimous shareholder agreement, the directors shall be paid such remuneration for their services as the board may from time to time determine. The directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

4.10 Vacancies

Subject to the Act, a quorum of the board may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure to elect the number or minimum number of directors required by the articles. If there is not a quorum of directors, or if there has been a failure to elect the number or minimum number of directors required by the articles, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any shareholder.

4.11 Action by the Board

Subject to any unanimous shareholder agreement, the board shall manage or supervise the management of the business and affairs of the Corporation. Notwithstanding a vacancy among the directors, a quorum of directors may exercise all the powers of the directors. If the Corporation has only one director, that director may constitute a meeting.

DIVISION FIVE
MEETING OF DIRECTORS

5.01 Place of Meeting

Meetings of the board may be held at any place within or outside Alberta.

5.02 Notice of Meeting

Unless the board has made regulations otherwise, meetings of the board may be summoned on twenty-four (24) hours' notice, given verbally or in writing, and whether by means of telephone or telegraph, electronic means in accordance with the provisions of the *Electronic Transactions Act*, or any other means of communication. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- a. submit to the shareholders any question or matter requiring approval of the shareholders;
- b. fill a vacancy among the directors or in the office of auditor;

- c. appoint additional directors;
- d. issue securities, except in the manner and on the terms authorized by the board;
- e. declare dividends;
- f. purchase, redeem or otherwise acquire shares issued by the Corporation, except in the manner and on the terms authorized by the board;
- g. pay a commission for the sale of shares;
- h. approve a management proxy circular;
- i. approve any financial statements to be placed before the shareholders at an annual meeting; or
- j. adopt, amend or repeal by-laws.

Provided, however, that a director may in any manner, and either before or after the meeting, waive notice of a meeting and attendance of a director at a meeting of the board shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

For the first meeting of the board to be held immediately following an election of directors no notice of such meeting shall be necessary, and for a meeting of the board at which a director is to be appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided, in each case, that a quorum of the directors is present.

5.03 Adjourned Meeting

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.04 Calling of the Meetings

Meetings of the board shall be held from time to time at such time and at such place as the board, the chairman of the board, the managing director, the president or any two directors may determine. Should more than one of the above-named call a meeting at or for substantially the same time, there shall be only one meeting held and such meeting shall occur at the time and place determined by, in order of priority, the board, any two directors, the chairman, or the president.

5.05 Regular Meetings

The board may, from time to time, appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, and forthwith to each director subsequently elected or appointed, but no other notice shall be required for any such regular meeting except where the Act or this by-law requires the purpose thereof or the business to be transacted thereat to be specified.

5.06 Chairman

The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chairman of the board, managing director or president. If no such officer is present, the directors present shall choose one of their number to be chairman.

5.07 Quorum

Subject to the following section 5.08, the quorum for the transaction of business at any meeting of the board shall consist of a majority of the directors holding office or such greater number of directors as the board may from time to time determine.

5.08 One-Quarter Canadian Representation at Meetings

Directors shall not transact business at a meeting of directors unless at least one-quarter of the directors present are resident Canadians. Notwithstanding the foregoing, directors may transact business at a meeting of directors when less than one-quarter of the directors present are resident Canadians if:

- a. a resident Canadian director who is unable to be present approves in writing or by electronic means, telephone or other communications facilities the business transacted at the meeting; and
- b. the number of resident Canadian directors present at the meeting, together with any resident Canadian director who gives his approval under clause (a), totals at least one-quarter of the directors present at the meeting.

5.09 Voting

Questions arising at any meeting of the board shall be decided by a majority of votes, and in the event of any equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

5.10 Participation in Meeting

A director may participate in a meeting of the board or a committee of the board by electronic means, telephone, or other communication facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other, and a director participating in such meeting by such means is deemed to be present at the meeting.

5.11 Resolution in Lieu of Meeting

Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board or a committee of directors is as valid as if it had been passed at a meeting of the board or committee of directors, as the case may be. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors or committee of directors. Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed and may be signed in counterpart.

5.12 Amendments to the Act

It is hereby affirmed that the intention of sections 4.06, 5.08 and 7.03, as they relate to Canadian representation, is to comply with the minimum requirements of the Act and in the event that such minimum requirements shall be amended, deleted or replaced such that no, or lesser, requirements with respect to Canadian representation are then in force, such sections shall be deemed to be correspondingly amended, deleted or replaced without any further act of the directors or shareholders of the Corporation.

DIVISION SIX
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 Conflict of Interest

A director or officer shall not be disqualified from his office, or be required to vacate his office, by reason only that he is a party to, or is a director or officer or has a material interest in any person who is a party to, a material contract or material transaction or proposed material contract or proposed material transaction with the Corporation or a subsidiary thereof. Such a director or officer shall, however, disclose the nature and extent of his interest in the contract or transaction or proposed contract or transaction at the time and in the manner provided by the Act. Subject to the provisions of the Act, a director or officer shall not by reason only of his office be accountable to the Corporation or to its shareholders for any profit or gain realized from such a contract or transaction, and such contract or transaction shall not be void or voidable by reason only of the director's interest therein, provided that the required declaration and disclosure of interest is properly made, the contract or transaction is approved by the directors or shareholders, if necessary, and it was fair and reasonable to the Corporation at the time it was approved and, if required by the Act, the director refrains from voting as a director on the contract or transaction.

Even if the above conditions are not met, a director or officer acting honestly and in good faith shall not be accountable to the Corporation or to its shareholders for any profit realized from a material contract or material transaction for which disclosure is required by the Act, and such contract or transaction shall not be void or voidable by reason only of the director or officer's interest therein, provided that the material contract or material transaction was approved or confirmed by special resolution at a meeting of the shareholders, disclosure of the interest was made to the shareholders in a manner sufficient to indicate its nature before such contract or transaction was approved or confirmed, and such contract or transaction was reasonable and fair to the Corporation at the time it was approved or confirmed.

6.02 Limitation of Liability

Every director and officer of the Corporation, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer, for the time being of the Corporation, shall be liable for the acts, neglects or defaults of any other director or officer or employee or for joining in any act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss, conversion, misapplication

or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the Regulations thereunder or from liability for any breach thereof. The directors, for the time being of the Corporation, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board.

No act or proceeding of any director or officer or the board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the election, appointment or qualification of such director or officer or board.

6.03 Indemnity

Subject to section 124 of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate, if:

- a. he acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation shall also indemnify such persons in such other circumstances as the Act permits or requires. Nothing herein contained shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this section 6.03.

6.04 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person referred to in section 6.03 against any liability incurred by him:

- a. in his capacity as a director or officer of the Corporation, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Corporation; or
- b. in his capacity as a director or officer of the another body corporate where he acts or acted in that capacity at the Corporation's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

DIVISION SEVEN
OFFICERS

7.01 Election or Appointment

Subject to any unanimous shareholder agreement, the board may, from time to time, appoint a chairman of the board, a president, one or more vice-presidents, a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Except for a managing director and a chairman of the board who must be directors, an officer may, but need not be, a director and one person may hold more than one office.

7.02 Chairman of the Board

The chairman of the board shall, when present, preside at all meetings of the board, committees of directors and at all meetings of shareholders.

If no managing director is appointed, the board may assign to the chairman of the board any of the powers and duties that, by any provision of this by-law, are assigned to the managing director; and he shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the chairman of the board, his duties shall be performed and his powers exercised by the managing director, if any, or by the president.

7.03 Managing Director

The managing director, if any, shall be a resident Canadian and shall have, subject to the authority of the board, general supervision of the business and affairs of the Corporation; and he shall, subject to the provisions of the Act, have such other powers and duties as the board may specify.

7.04 President

The president shall, subject to the authority of the board and the managing director, if any, have such powers and duties as the board may specify. During the absence or disability of the managing director, or if no managing director has been appointed, the president shall also have the powers and duties of that office; provided, however, that unless he is a director he shall not preside as chairman at any meeting of the board or of a committee of directors.

7.05 Vice-President

During the absence or disability of the president, his duties shall be performed and his powers exercised by the vice-president or, if there is more than one, by the vice-president designated from time to time by the board or the president; provided, however, that a vice-president who is not a director shall not preside as chairman at any meeting of the board or of a committee of directors. A vice-president shall have such other powers and duties as the board or the president may prescribe.

7.06 Secretary

The secretary shall attend and be the secretary of all meetings of the board, shareholders and committees of directors and shall enter or cause to be entered in records kept for that purpose minutes

of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the board or the chief executive officer, if any, may specify.

7.07 Treasurer

The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board whenever required an account of all his transactions and he shall have such other powers and duties as the board or chief executive officer, if any, or the president may specify.

7.08 General Manager or Manager

If elected or appointed, the general manager shall have, subject to the authority of the board, the managing director, if any, the chief executive officer, if any, and the president, full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board and/or by the shareholders) and to employ and discharge agents and employees of the Corporation and may delegate to him or them any lesser authority. A general manager or manager shall conform to all lawful orders given to him by the board and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by a general manager or manager shall be subject to discharge by the board.

7.09 Powers and Duties of Other Officers

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board, the managing director, if any, or the chief executive officer, if any, or the president may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer, if any, or the president otherwise directs.

7.10 Variation of Powers and Duties

The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

7.11 Vacancies

If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the board, by resolution, may appoint a person to fill such vacancy.

7.12 Remuneration and Removal

The remuneration of all officers appointed by the board shall be determined from time to time by resolution of the board. The fact that any officer or employee is a director or shareholder of the

Corporation shall not disqualify him from receiving such remuneration as may be determined. All officers shall be subject to removal by resolution of the board at any time, with or without cause, notwithstanding any agreement to the contrary, provided however that this right of removal shall not limit in any way such officer's right to damages by virtue of such agreement or any other rights resulting from such removal in law or equity.

7.13 Agents and Attorneys

The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

7.14 Conflict of Interest

An officer shall disclose his interest in any material contract or material transaction or proposed material contract or proposed material transaction with the Corporation in accordance with section 6.01.

7.15 Fidelity Bonds

The board may require such officers, employees and agent of the Corporation, as the board deems advisable, to furnish bonds for the faithful discharge of their powers and duties, in such forms and with such surety as the board may from time to time determine.

DIVISION EIGHT
SHAREHOLDERS' MEETINGS

8.01 Annual Meetings

Subject to the Act, the annual meeting of shareholders shall be held at such time and on such day in each year and at such place or places as the board, the chairman of the board, the managing director or the president may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors if required by the Act or the articles, and for the transaction of such other business as may properly be brought before the meeting.

8.02 Special Meetings

The board shall have the power to call a special meeting of shareholders at any time.

8.03 Place of Meetings

Meetings of shareholders shall be held as provided for in the articles, or failing any reference in the articles, at such place in Alberta as the board may determine. Subject to the Act, if the directors or the shareholders of the Corporation call a meeting of shareholders, the directors or the shareholders, as the case may be, may determine that the meeting shall be held entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.04 Record Date for Notice

The board may fix in advance a date, preceding the date of any meeting of shareholders by not more than fifty (50) days and not less than twenty-one (21) days, as a record date for the determination of shareholders entitled to notice of or to vote at the meeting. If no record date is fixed, the record date for the determination of the shareholders entitled to receive notice of or to vote at the meeting shall be the close of business on the date immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

8.05 Notice of Meeting

Notice of the time and place of each meeting of shareholders shall be sent not less than twenty-one (21) days and not more than fifty (50) days before the meeting to each shareholder entitled to vote at the meeting, each director and the auditor of the Corporation. Such notice may be sent by electronic means in accordance with the *Electronic Transactions Act*, or by mail addressed to, or may be delivered personally to, the shareholder, at his latest address as shown in the records of the Corporation or its transfer agent, to the director, at his latest address as shown in the records of the Corporation or in the last notice filed pursuant to section 106 or 113 of the Act, or to the auditor, at his most recent address as shown in the records of the Corporation. A notice of meeting of shareholders sent by mail to a shareholder, director or auditor in accordance with the above is deemed to be served on the day on which it was deposited in the mail. A notice of a meeting is not required to be sent to shareholders who are not registered on the records of the Corporation or its transfer agent on the record date as determined according to section 8.04 hereof. Notice of a meeting of shareholders at which special business is to be transacted shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A special meeting and an annual meeting may be convened by one and the same notice and it shall not be an objection to the notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.

8.06 Right to Vote

Subject to the provisions of the Act as to authorized representatives of any other body corporate, at any meeting of shareholders in respect of which the Corporation has prepared the list referred to in section 8.07 hereof, every person who is named in such list shall be entitled to vote the shares shown thereon opposite his name except to the extent that such person has transferred any of his shares after the record date set pursuant to section 8.04 hereof, or, if no record date is fixed, after the date on which the list referred to in section 8.07 is prepared, and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he owns such shares, demands not later than ten (10) days before the meeting that his name be included to vote the transferred shares at the meeting. In the absence of a list prepared as aforesaid in respect of a meeting of shareholders, every person shall be entitled to vote at the meeting who at the close of business on the record date, or if no record date is set, at the close of business on the date preceding the date notice is sent, is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.

8.07 List of Shareholders Entitled to Notice

The Corporation shall prepare a list of shareholders entitled to receive notice of a meeting, arranged in alphabetical order, and showing the number of shares held by each shareholder in accordance with section 137 of the Act. If a record date for the meeting is fixed pursuant to section 8.04

hereof by the board, the shareholders listed shall be those registered at the close of business on the record date. If no record date is fixed by the board, the shareholders listed shall be those listed at the close of business on the last business day immediately preceding the day on which notice of a meeting is given, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where its central securities register is maintained and at the place where the meeting is held.

8.08 Meetings Without Notice

A meeting of shareholders may be held without notice at any time and place permitted by the Act:

- a. if all the shareholders entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held; and
- b. if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held.

At such meetings any business may be transacted which the Corporation at a meeting of shareholders may transact. If the meeting is held at a place outside Canada, shareholders not present or represented by proxy, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to a meeting being held at such place.

8.09 Waiver of Notice

A shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of a meeting of shareholders and attendance of any such person at a meeting of shareholders shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.10 Chairman, Secretary and Scrutineers

The chairman of the board or, in his absence, the president, if such an officer has been elected or appointed and is present, or otherwise a vice-president who is a shareholder of the Corporation, shall be chairman of any meeting of shareholders. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, or declines to be chairman of the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chairman with the consent of the meeting.

8.11 Persons Entitled to be Present

The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

8.12 Quorum

A quorum at any meeting of shareholders (unless a greater number of persons are required to be present or a greater number of shares are required to be represented by the Act or by the articles or by any other by-law) shall be persons present not being less than two (2) in number and holding or representing not less than twenty-five (25%) per cent of the shares entitled to be voted at the meeting. If a quorum is present at the opening of any meeting of shareholders, the shareholders present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of the meeting of shareholders, the shareholders present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

8.13 Participation in Meeting

A shareholder or any other person entitled to attend a meeting may participate in a meeting of shareholders by electronic means, telephone or other communication facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other, and a person participating in such a meeting by such means is deemed to be present at the meeting. Subject to the Act, any person participating in a meeting pursuant to this section and entitled to vote at the meeting may vote by electronic means, telephone or other communication facility that the Corporation has made available for that purpose.

8.14 Proxyholders and Representatives

Votes at meetings of the shareholders may be given either personally or by proxy; or, in the case of a shareholder, who is a body corporate or association, by an individual authorized by a resolution of the board or governing body of the body corporate or association to represent it at a meeting of shareholders of the Corporation, upon producing a certified copy of such resolution or otherwise establishing his authority to vote to the satisfaction of the secretary or the chairman.

A proxy shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and is valid only at the meeting in respect of which it is given or any adjournment of that meeting. A person appointed by proxy need not be a shareholder.

8.15 Time for Deposit of Proxies

The board may specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting by not more than forty-eight (48) hours exclusive of Saturdays and holidays, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time having been specified in such notice, it has been received by the secretary of the Corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

8.16 Joint Shareholders

If two or more persons hold shares jointly, any one of them present in person or duly represented at a meeting of shareholder may, in the absence of the other or others, vote the shares; but if

two or more of those persons are present in person or represented and vote, they shall vote as one the shares jointly held by them.

8.17 Votes to Govern

Except as otherwise required by the Act, all questions proposed for the consideration of shareholders at a meeting of shareholders shall be determined by a majority of the votes cast and in the event of an equality of votes at any meeting of shareholders, the chairman shall have a second or casting vote.

8.18 Conduct of Vote

Subject to the Act, voting at a meeting of shareholders shall be by a show of hands, unless a ballot is required or demanded as hereinafter provided, and may be held, subject to the Act, entirely by electronic means, telephone or other communication facility, if the corporation makes such a communication facility available. Every person who is present or otherwise participating in the meeting pursuant to section 8.13 hereof and entitled to vote shall have one vote. Whenever a vote shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or defeated and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of shareholders upon the said question.

8.19 Ballots

On any question proposed for consideration at a meeting of shareholders, a shareholder, proxyholder or other person entitled to vote may demand and the chairman may require that a ballot be taken either before or upon the declaration of the result of any vote. If a ballot is demanded on the election of a chairman or on the question of an adjournment it shall be taken forthwith without an adjournment. A ballot demanded or required on any other question shall be taken in such manner as the chairman shall direct. A demand or requirement for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares that he is entitled to vote at the meeting upon the question, to the number of votes as provided for by the articles or, in the absence of such provision in the articles, to one vote for each share he is entitled to vote. The result of the ballot so taken shall be the decision of the shareholders upon the question. The demand or requirement for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the ballot has been demanded or required.

8.20 Adjournment

The chairman at a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of shareholders is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the time of the adjournment. Subject to the Act, if a meeting of shareholders is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as notice for an original meeting but, unless the meeting is adjourned by one or more adjournments for an aggregate of more than ninety (90) day, subsection 149(1) of the Act does not apply.

8.21 Resolution in Lieu of a Meeting

A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders; and a resolution in writing dealing with all matters required to be dealt with at a meeting of shareholders and signed by all the shareholders entitled to vote at such meeting, satisfies all the requirements of the Act relating to meetings of shareholders. A copy of every such resolution in writing shall be kept with minutes of the meetings of shareholders. Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed and may be signed in counterpart.

8.22 Only One Shareholder

Where the Corporation has only one shareholder or only one holder of any class or series of shares, the shareholder present in person or duly represented constitutes a meeting.

DIVISION NINE
SHARES

9.01 Non-Recognition of Trusts

Subject to the Act, the Corporation may treat the registered holder of any share as the person exclusively entitled to vote, to receive notices, to receive any dividend or other payment in respect of the share, and otherwise to exercise all the rights and powers of an owner of the share.

9.02 Certificates

The shareholder is entitled at his option to a share certificate that complies with the Act or a non-transferable written acknowledgement of his right to obtain a share certificate from the Corporation in respect of the securities of the Corporation held by him. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as described by the Act and as the board shall from time to time approve. A share certificate shall be signed manually by at least one director or officer of the Corporation or by or on behalf of a registrar, transfer agent or branch transfer agent of the Corporation, or by a trustee who certifies it in accordance with a trust indenture, and any additional signatures required on the share certificate may be printed or otherwise mechanically reproduced on it.

9.03 Replacement of Share Certificates

The board or any officer or agent designated by the board may in its or his discretion direct the issuance of a new share certificate or other such certificate in lieu of and upon cancellation of a certificate that has been mutilated or in substitution for a certificate claimed to have been lost, destroyed or wrongfully taken on payment of such reasonable fee and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board may from time to time prescribe, whether generally or in any particular case.

9.04 Joint Holders

The Corporation is not required to issue more than one share certificate in respect of a share held jointly by several persons, and delivery of a certificate to one of several joint holders is

sufficient delivery to all. Any one of such holders may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such certificate.

DIVISION TEN
TRANSFER OF SECURITIES

10.01 **Registration of Transfer**

If a share in registered form is presented for registration of transfer, the Corporation shall register the transfer if:

- a. the share is endorsed by an appropriate person, as defined in the *Securities Transfer Act* (Alberta);
- b. reasonable assurance is given that the endorsement is genuine and effective;
- c. the Corporation has no duty to enquire into adverse claims or has discharged any such duty;
- d. any applicable law relating to the collection of taxes has been complied with;
- e. the transfer is rightful or is to a bona fide purchaser; and
- f. the transfer fee, if any, has been paid.

10.02 **Transfer Agents and Registrar**

The board may from time to time by resolution appoint or remove one or more trust companies registered under the Trust Companies Act as its agent or agents to maintain a central securities register or registers, and an agent or agents to maintain a branch securities register or registers. Agents so appointed may be designated as transfer agent or registrar according to their functions, and a person may be appointed and designated with functions as both registrar and transfer or branch transfer agent. Registration of the issuance or transfer of a security in the central securities register or in a branch securities register is complete and valid registration for all purposes.

10.03 **Securities Registers**

A central securities register of the Corporation shall be kept at its registered office or at any other place in Alberta designated by the board to record the shares and other securities issued by the Corporation in registered form, showing with respect to each class or series of shares and other securities:

- a. the names, alphabetically arranged, and the latest known address of each person who is or has been a holder;
- b. the number of shares or other securities held by each holder; and
- c. the date and particulars of the issuance and transfer of each share or other security.

A branch securities register or registers may be kept either in or outside Alberta at such place or places as the board may determine. A branch securities register shall only contain particulars of

securities issued or transferred at that branch. Particulars of each issue or transfer of a security registered in a branch securities register shall also be kept in the corresponding central securities register.

10.04 Deceased Shareholders

In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make any dividend or other payments in respect thereof except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

DIVISION ELEVEN
DIVIDENDS AND RIGHTS

11.01 Dividends

Subject to the Act, the board may from time to time declare dividends payable to the shareholders according to their respective rights and interest in the Corporation. Dividends may be paid in money or property or by issuing fully-paid shares of the Corporation.

11.02 Dividend Cheques

A dividend payable in money shall be paid by cheque to the order of each registered holder of shares of the class or series in respect of which it has been declared and shall be mailed by prepaid ordinary mail to such registered holder at his address recorded in the Corporation's securities register or registers or such address as such holder otherwise directs. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

11.03 Non-Receipt of Cheques

In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case.

11.04 Unclaimed Dividends

No dividend shall bear interest against the Corporation. Any dividend unclaimed after a period of six (6) years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

11.05 Record Date for Dividends and Rights

The board may fix in advance a date, preceding by not more than fifty (50) days the date for the payment of any dividend, as a record date for the determination of the persons entitled to receive payment of such dividend, provided that, unless waived as provided for in the Act, notice of any such

record date is given, not less than seven (7) days before such record date, by newspaper advertisement in the manner provided in the Act and by written notice to each stock exchange in Canada, if any, on which the Corporation's shares are listed for trading. Where no record date is fixed in advance as aforesaid, the record date for the determination of the persons entitled to receive payment of any dividend shall be at the close of business on the day on which the resolution relating to such dividend is passed by the board.

DIVISION TWELVE
INFORMATION AVAILABLE TO SHAREHOLDERS

12.01 **Confidential Information**

Except as provided by the Act, no shareholders shall be entitled to obtain information respecting any details or conduct of the Corporation's business which, in the opinion of the directors, it would be inexpedient in the interests of the Corporation to communicate to the public.

12.02 **Conditions of Access to Information**

The directors may from time to time, subject to rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Corporation or any of them shall be open to the inspection of shareholders and no shareholders shall have any right to inspect any document or book or register or account record of the Corporation except as conferred by statute or authorized by the board or by a resolution of the shareholders.

12.03 **Registered Office and Separate Records Office**

The registered office of the Corporation shall be at a place within Alberta and at such location therein as the board may from time to time determine. The records office will be at the registered office or at such location, if any, within Alberta, as the board may from time to time determine.

DIVISION THIRTEEN
NOTICES

13.01 **Method of Giving Notices**

A notice or document required by the Act, the Regulations, the articles or the by-laws to be sent to a shareholder or director of the Corporation may be sent by electronic means in accordance with the provisions of the *Electronic Transactions Act*, or by prepaid mail addressed to, or may be delivered personally to:

- a. the shareholder at his latest address as shown in the records of the Corporation or its transfer agent; and
- b. the director at his latest address as shown in the records of the Corporation or in the last notice filed under section 106 or 113.

A notice or document sent by mail in accordance with the foregoing to a shareholder or director of the Corporation is deemed to be received by him at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the shareholder or director did not receive the notice or document at the time or at all.

13.02 Notice to Joint Shareholders

If two or more persons are registered as joint holders of any share, any notice may be addressed to all of such joint holders but notice addressed to one of such persons shall be sufficient notice to all of them.

13.03 Persons Entitled by Death or Operation of Law

Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholders from whom he derives his title to such share prior to his name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which he became so entitled) and prior to his furnishing to the Corporation the proof of authority or evidence of his entitlement prescribed by the Act.

13.04 Non-Receipt of Notices

If a notice or document is sent to a shareholder in accordance with section 13.01 and the notice or document is returned on two (2) consecutive occasions because the shareholder cannot be found, the Corporation is not required to send any further notice or documents to the shareholder until the shareholder informs the Corporation in writing of his new address; provided always, that in the event of the return of a notice of a shareholders meeting mailed to a shareholder in accordance with section 13.01 the notice shall be deemed to be received by the shareholder on the date deposited in the mail notwithstanding its return.

13.05 Omissions and Errors

Subject to the Act, the accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

13.06 Signature on Notices

Unless otherwise specifically provided, the signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

13.07 Waiver of Notice

If a notice or document is required by the Act or the Regulations, the articles, the by-laws or otherwise to be sent, the sending of the notice or document may be waived or the time for the notice or document may be waived or abridged at any time with the consent in writing of the person entitled to receive it. The consent of a person entitled to waive the requirement for the sending of a notice or document or to waive or abridge the time for the notice or the document may be sent by electronic means in accordance with the provisions of the *Electronic Transactions Act*.

DIVISION FOURTEEN
MISCELLANEOUS

14.01 **Directors to Require Surrender of Share Certificates**

The directors in office when a Certificate of Continuance is issued under the Act are hereby authorized to require the shareholders of the Corporation to surrender their share certificate(s), or such of their share certificates as the directors may determine, for the purpose of cancelling the share certificates and replacing them with new share certificates that comply with section 48 of the Act, in particular, replacing existing share certificate with share certificates that are not negotiable securities under the Act. The directors in office shall act by resolution under this section 14.01 and shall in their discretion decide the manner in which they shall require the surrender of existing share certificates and the time within which the shareholders must comply with the requirement and the form or forms of the share certificates to be issued in place of the existing share certificates. The directors may take such proceedings as they deem necessary to compel any shareholder to comply with a requirement to surrender his share certificate or certificates pursuant to this section. Notwithstanding any other provision of this by-law, but subject to the Act, the director may refuse to register the transfer of shares represented by a share certificate that has not been surrendered pursuant to a requirement under this section.

14.02 **Financial Assistance to Shareholders, Employees and Others**

The Corporation may give financial assistance by means of a loan, guarantee or otherwise to any person for any purpose in accordance with the provisions of the Act and the Regulations including, without limitation, the disclosure requirements specified therein.

14.03 **Severability**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

MADE by the Board the 7th day of April, 2014.

President

Secretary

CONFIRMED by the Shareholders in accordance with the *Business Corporations Act* (Alberta), the 7th day of May, 2014.

Secretary

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SCHEDULE "C"

ADVANCE NOTICE BY-LAW

(Adopted by the Board of Directors with immediate effect on April 7, 2014)

GEAR ENERGY LTD. (the "**Corporation**")

INTRODUCTION

The Corporation is committed to: (i) facilitating an orderly and efficient annual general or, where the need arises, special meeting, process; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The purpose of this Advance Notice By-law (the "**By-Law**") is to provide shareholders, directors and management of the Corporation with a clear framework for nominating directors. This By-Law fixes a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

It is the position of the Corporation that this By-Law is in the best interests of the Corporation, its shareholders and other stakeholders. This By-Law will be subject to an annual review, and will reflect changes as required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

NOMINATIONS OF DIRECTORS

1. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board of directors of the Corporation (the "**Board**") may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called is the election of directors:
 - (a) by or at the direction of the Board, including pursuant to a notice of meeting;
 - (b) by or at the direction or request of one or more shareholders of the Corporation pursuant to a "proposal" made in accordance with section 136(1) of the *Business Corporations Act* (Alberta) (the "**Act**"), or a requisition of the shareholders made in accordance with section 142(1) of the Act; or
 - (c) by any person (a "**Nominating Shareholder**") who: (i) at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for below in this By-Law and at the close of business on the record date for notice of such meeting, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Corporation; and (ii) complies with the notice procedures set forth below in this By-Law.
2. In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given notice thereof that is both

timely (in accordance with paragraph 3 below) and in proper written form (in accordance with paragraph 4 below) to the Chief Financial Officer of the Corporation at the principal executive offices of the Corporation.

3. To be timely, a Nominating Shareholder's notice to the Chief Financial Officer of the Corporation must be made:

- (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

The time periods for the giving of a Nominating Shareholder's notice set forth above shall in all cases be determined based on the original date of the applicable annual meeting or special meeting of shareholders, and in no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of such notice.

4. To be in proper written form, a Nominating Shareholder's notice to the Chief Financial Officer of the Corporation must set forth:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residential address of the person; (ii) the principal occupation, business or employment of the person for the most recent five years, and the name and principal business of any company in which any such employment is carried on; (iii) the citizenship of such person; (iv) the number of securities of each class or series of securities in the capital of the Corporation which are owned beneficially or of record by the person or under the control or direction, directly or indirectly, of the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; (v) such person's written consent to being named in the notice as a nominee and to serving as a director of the Corporation if elected; and (vi) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
- (b) as to the Nominating Shareholder giving the notice: (i) the name and address of such Nominating Shareholder, as they appear on the securities register of the Corporation; (ii) the number of securities of each class or series of securities of the Corporation owned of record and beneficially by, or under the control or direction of, directly or indirectly, such Nominating Shareholder; (iii) full particulars regarding any agreement, arrangement or understanding with respect to the nomination between or among such Nominating Shareholder, any of their respective affiliates or associates, and any others acting jointly or in concert with any of the foregoing, including the nominee; (iv) full particulars

regarding any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the notice by, or on behalf of, such Nominating Shareholder, whether or not such instrument or right shall be subject to settlement in underlying securities of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such Nominating Shareholder with respect to securities of the Corporation; (v) full particulars regarding any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or direct or control the voting of any securities of the Corporation; and (vi) any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

The Corporation may require any proposed nominee to furnish such other information and documents as may reasonably be required by the Corporation to (i) determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence and/or qualifications, or lack thereof, of such proposed nominee, or (ii) satisfy the requirements of applicable stock exchange rules.

In addition, a Nominating Shareholder's notice shall be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.

5. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this By-Law; provided, however, that nothing in this By-Law shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the Act or the discretion of the Chairman. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
6. For purposes of this By-Law:
 - (a) "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and
 - (b) "**Applicable Securities Laws**" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
7. Notwithstanding any other provision of this By-Law, notice given to the Chief Financial Officer of the Corporation pursuant to this By-Law may only be given by personal delivery, facsimile

transmission or by email (at such email address as may be stipulated from time to time by the Chief Financial Officer of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Chief Financial Officer at the address of the principal executive offices of the Corporation, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Calgary time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.

8. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this By-Law.
9. This By-Law was approved and adopted by the Board on April 7, 2014 (the "**Effective Date**") and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date. Notwithstanding the foregoing, if this By-Law is not approved by ordinary resolution of shareholders of the Corporation present in person or voting by proxy at the next meeting of those shareholders validly held following the Effective Date, then this By-Law shall terminate and be void and of no further force and effect following the termination of such meeting of shareholders.
10. This By-Law shall be interpreted and enforced in accordance with the laws of the Province of Alberta and the federal laws of Canada applicable in that province.