



## ANNUAL MEETING OF SHAREHOLDERS NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Gear Energy Ltd. ("**Gear**") has decided to use the notice and access model for delivery of meeting materials to its beneficial shareholders ("**Beneficial Shareholders**"). Under notice and access, Beneficial Shareholders still receive a voting instruction form enabling them to vote at the annual meeting of Gear's shareholders to be held on May 6, 2020 (the "**Meeting**"). However, instead of paper copies of the management information circular of Gear dated March 17, 2020 (the "**Information Circular**") and Gear's financial statements and related management's discussion and analysis for its most recently completed financial year end (collectively, the "**Financial Information**"), Beneficial Shareholders receive this notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to the shareholders of Gear.

### MEETING DATE AND LOCATION

WHEN: Wednesday, May 6, 2020 at 3:00 p.m. (Calgary time)

WHERE: Angus/Northcote Room  
Bow Valley Square Conference Centre  
Suite 300, 205-5<sup>th</sup> Avenue SW  
Calgary, Alberta  
T2P 3G6

### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

**Fixing the Number of Directors:** Shareholders will be asked to fix the number of directors to be elected at the Meeting at seven (7). Information respecting the fixing of the number of directors may be found in the Information Circular under "*Matters to be Acted upon at the Meeting - Fixing Number of Directors*".

**Election of Directors:** Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the Information Circular under "*Matters to be Acted upon at the Meeting - Election of Directors*".

**Appointment of Auditors:** Shareholders will be asked to appoint Deloitte LLP, Chartered Professional Accountants, as Gear's auditors for the ensuing year, and authorize Gear's directors to fix their remuneration. Information respecting the appointment of Deloitte LLP may be found in the Information Circular under "*Matters to be Acted upon at the Meeting - Appointment of Auditors*".

**Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the Information Circular under "*Other Matters*".

**SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.**

## **WEBSITES WHERE MEETING MATERIALS ARE POSTED**

The meeting materials can be viewed online at [www.sedar.com](http://www.sedar.com) or on Gear's website at the following address: [www.gearenergy.com/financial-reports](http://www.gearenergy.com/financial-reports).

## **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Beneficial Shareholders may request that a paper copy of the Information Circular and/or the Financial Information be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by visiting [www.proxyvote.com](http://www.proxyvote.com) or calling 1-877-907-7643 (within North America) or 1-905-507-5450 (outside North America) and entering the control number located on the enclosed voting instruction form. If you do not have a control number, please call toll free at 1-855-887-2243.

Requests should be received at least five (5) business days in advance of the proxy deposit date and time set out in the accompanying voting instruction form in order to receive the Information Circular and/or Financial Information in advance of such date and the Meeting date.

Gear has elected to use the procedure known as 'stratification' in relation to its use of the notice and access model. Registered shareholders of Gear will receive a paper copy of each of the notice of the Meeting, the Information Circular, a form of proxy and the Financial Information. Beneficial Shareholders will receive this notification and a voting instruction form. Furthermore, a paper copy of the Information Circular and/or the Financial Information will be mailed to those Beneficial Shareholders who have previously requested to receive them.

## **VOTING**

Beneficial Shareholders are asked to return their voting instruction forms using one of the following methods at least one (1) business day in advance of the proxy deposit date and time set out in the accompanying voting instruction form:

INTERNET:	<a href="http://www.proxyvote.com">www.proxyvote.com</a>
TELEPHONE:	1-800-474-7493 (English) 1-800-474-7501 (French) 1-800-454-8683 (U.S. Shareholders)
MAIL:	DATA PROCESSING CENTRE P.O. BOX 3700, STN INDUSTRIAL PARK MARKHAM ON, L3R 9Z9 CANADA

**Shareholders with questions about notice and access can call toll free at 1-855-887-2244.**

*Gear intends to hold the Meeting in person. However, in view of the current and rapidly evolving COVID-19 outbreak, access to the Meeting will, subject to Gear's by-laws, be limited to essential personnel and registered Shareholders and proxyholders entitled to attend and vote at the Meeting. Beneficial Shareholders will not be entitled to attend unless they have taken the necessary steps to have themselves appointed as proxy following the instructions in the Information Circular under the heading "Beneficial Holders of Common Shares"; however, Gear encourages Beneficial Shareholders or other persons not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. As always, Gear encourages Beneficial Shareholders to vote their Common Shares prior to the Meeting.*

*Gear may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person, Gear will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities. Please monitor our website at [www.gearenergy.com](http://www.gearenergy.com) for updated information.*