



## **2015 ANNUAL MEETING OF SHAREHOLDERS**

NOTICE OF MEETING  
AND MANAGEMENT PROXY CIRCULAR

MAY 13, 2015

## NOTICE OF 2015 ANNUAL MEETING OF SHAREHOLDERS

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

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of Oryx Petroleum (the “**Meeting**”) will be held at the offices of Fasken Martineau DuMoulin LLP at 333 Bay Street, Suite 2400, Bay Adelaide Centre, Toronto, Ontario on Wednesday, May 13, 2015, at 11:00 a.m. (Toronto time) for the following purposes, which are described in more detail in the Management Proxy Circular of the Corporation (the “**Circular**”) accompanying this Notice, namely:

1. to receive the consolidated financial statements for the year ended December 31, 2014, together with the Report of the Auditor thereon;
2. to elect the directors of Oryx Petroleum to hold office until the next annual meeting of shareholders or until their successors are elected or appointed;
3. to appoint the auditor of the Corporation for the ensuing year at such remuneration as may be approved by the Board of Directors of the Corporation;
4. to pass an ordinary resolution confirming the amended and restated by-laws of the Corporation;
5. to pass an ordinary resolution approving amendments to the Corporation’s Long Term Incentive Plan; and
6. to transact such further and other business as may properly come before the Meeting or any adjournment.

Only shareholders of record at the close of business on March 16, 2015 will be entitled to notice of and to vote at the Meeting or any adjournment.

As a shareholder, it is important that you vote. Shareholders are encouraged to return their proxy or voting instruction form as soon as possible. As an alternative, shareholders may choose to vote by telephone or the Internet as provided for on the proxy or voting instruction form. Proxies must be received prior to 11:00 a.m. (Toronto time) on Monday, May 11, 2015 or, if the Meeting is adjourned, prior to 11:00 a.m. (Toronto time) two business days prior to the date on which the Meeting is reconvened. For more information on voting please see the section entitled *Voting Information* in the Circular.

By order of the Board of Directors

“signed”

Paul Shillington

*Chief Legal Officer and Corporate Secretary*

Geneva, Switzerland

March 18, 2015

## MANAGEMENT PROXY CIRCULAR

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This Management Proxy Circular (the “**Circular**”) is sent in connection with the solicitation of proxies by the management of Oryx Petroleum Corporation Limited (“**Oryx Petroleum**” or the “**Corporation**”) for use at the annual meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of the Corporation to be held on Wednesday, May 13, 2015 at the time and place and for the purposes set out in the Notice of 2015 Annual Meeting of Shareholders (the “**Notice**”) accompanying this Circular, and at any adjournment.

Unless otherwise indicated, all references in this Circular to dollar amounts are to U.S. dollars and all information in this Circular is as of March 6, 2015.

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

“signed”

Paul Shillington  
*Chief Legal Officer and Corporate Secretary*

Geneva, Switzerland  
March 18, 2015

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## VOTING INFORMATION

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### Solicitation of Proxies

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

### Beneficial (or Non-Registered) Owners

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

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

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

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

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

### Shareholder Proxy Materials

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

### Appointment and Revocation of Proxies

The persons named in the enclosed proxy are Jean-Claude Gandur, Chair of the Board, and Michael Ebsary, Chief Executive Officer, both of whom are directors of the Corporation, and Paul Shillington, who is Chief Legal Officer and Corporate Secretary of the Corporation.

In order for a vote by proxy or voting instruction form to be counted, it should be received prior to 11:00 a.m. (EDT) on Monday, May 11, 2015. The Corporation reserves the right to accept late proxies and to waive the proxy cut-off with or without notice, but is under no obligation to accept or reject any particular late proxy. In order for your vote to be counted, you may vote by proxy or voting instruction form via mail, the Internet or telephone. If you are a registered Shareholder, you may attend the Meeting in person and submit your completed proxy or vote in person.

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

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

If you appoint Mr. Gandur, Mr. Ebsary or Mr. Shillington as your proxyholder, they will vote, or withhold from voting, in accordance with your directions. If you do not specify how you want your shares voted, they will vote **FOR** the:

- election of the directors named in this Circular;
- appointment of Deloitte S.A. as auditor;
- confirmation of the amended and restated by-laws of the Corporation; and
- approval of amendments to the Corporation's Long Term Incentive Plan

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

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

You may revoke your proxy by providing new voting instructions in a new proxy or voting instruction form with a later date, or at a later time if you are voting on the Internet or by telephone. Any new voting instructions, however, will only take effect if received prior to 11:00 a.m. (EDT) on Monday, May 11, 2015 or if the Meeting is adjourned, at least 48 hours prior to the reconvened Meeting. You may also revoke your proxy without providing new voting instructions by giving written notification addressed to Mr. Paul Shillington, Chief Legal Officer and Corporate Secretary, Oryx Petroleum, 3400 – 350 7th Avenue S.W., Calgary, Alberta, T2P 3N9, not later than the last business day preceding the day of the Meeting or any postponement or adjournment thereof or with the chair of the Meeting on the day of the Meeting or any postponement or adjournment thereof. Registered Shareholders may attend the Meeting and vote in person and, if they do so, any voting instructions previously given by such persons for such shares will be revoked.

## Voting Securities and Principal Holders of Voting Securities

Each Common Share entitles the holder thereof to one vote on all matters to come before the Meeting. Only holders of record of Common Shares as of the close of business on March 16, 2015 (the "**Record Date**") are entitled to receive notice of and to vote at the Meeting or any adjournment thereof. As of the Record Date, there were 120,821,848 Common Shares outstanding. A Shareholder of record on the Record Date will be entitled to vote the Common Shares shown opposite the Shareholder's name on the Corporation's register of Shareholders at the Meeting or any adjournment thereof, even if the Shareholder disposes of the Common Shares after that time. No person becoming a Shareholder after the Record Date will be entitled to vote at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Corporation, the only person who, or corporation which, beneficially owns, or controls or directs, directly or indirectly, securities carrying 10% or more of the voting rights attached to all outstanding Common Shares is:

Shareholder	Shareholding	Percentage
AOG Upstream B.V.	87,093,228	72.1%
Samsufi Trust	3,765,784	3.1%

The Common Shares owned of record by AOG Upstream B.V. are considered for the purposes of Canadian securities laws to be beneficially owned by Samsufi Trust and, accordingly, Samsufi Trust is deemed to be the beneficial owner of 90,859,012 Common Shares, representing 75.2% (74.9% fully-diluted) of the outstanding Common Shares.

## Voting Results

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

## BUSINESS OF THE MEETING

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The following business will be addressed at the Meeting.

### Receipt of Financial Statements

The audited consolidated financial statements of the Corporation for the year ended December 31, 2014 and the Independent Auditor's Report thereon will be placed before the Meeting. The audited consolidated financial statements form part of Oryx Petroleum's 2014 Annual Report. Copies of the 2014 Annual Report may be obtained from the Corporate Secretary of the Corporation upon request and will be available at the Meeting. The 2014 Annual Report is also available on the Corporation's website ([www.oryxpetroleum.com](http://www.oryxpetroleum.com)) and on the Corporation's profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

### Election of Directors

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

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

- Richard Alexander
- David Codd
- Michel Contie
- Michael Ebsary
- Jean-Claude Gandur
- Evan Hazell
- Gerald Macey
- Peter Newman

All of the proposed directors are currently directors of the Corporation and have been since the Corporation's incorporation on December 31, 2012. Directors appointed at the Meeting will serve until the end of the next annual shareholder meeting, or until their resignation, if earlier.

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

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

### Appointment of Auditor

Management of the Corporation has nominated Deloitte S.A., Chartered Accountants, to serve as auditor of the Corporation until the next annual meeting of Shareholders, at such remuneration as may be approved by the Board. Deloitte S.A. was first appointed auditor of the Corporation on January 11, 2013. The Audit Committee pre-approves all audit services and all permitted non-audit services. Fees paid to Deloitte S.A. in each of 2013 and 2014 are disclosed in Oryx Petroleum's Annual Information Form dated March 26, 2015, which is available on the Corporation's website ([www.oryxpetroleum.com](http://www.oryxpetroleum.com)) and on the Corporation's profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

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

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

## Amendments to the Corporation's By-Laws

At the Meeting, Shareholders will be asked to pass an ordinary resolution confirming the amended and restated by-laws of the Corporation. See the section entitled *Amendments to the Corporation's By-Laws* for more information regarding the amended and restated by-laws of the Corporation.

The Board recommends that you vote **FOR** the confirmation of the amended and restated by-laws of the Corporation.

The enclosed form of proxy or voting instruction form permits Shareholders to vote **FOR** or **AGAINST** the confirmation of the amended and restated by-laws of the Corporation. **If you do not specify how you want your shares voted, the persons named as proxyholders in the enclosed form of proxy or voting instruction form intend to cast the votes represented by proxy at the Meeting FOR the ordinary resolution confirming the amended and restated by-laws of the Corporation.**

## Amendments to the Corporation's Long Term Incentive Plan

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, to pass an ordinary resolution approving amendments to the Corporation's Long Term Incentive Plan (the "**LTIP**") to increase the maximum number of Common Shares reserved for issuance from treasury under the LTIP to 10% of the Common Shares issued and outstanding from time to time, less the number of Common Shares reserved for issuance under the Corporation's Directors' Compensation Plan. See the section entitled *Amendments to the Corporation's Long Term Incentive Plan* for more information regarding the proposed amendments to the LTIP.

The Board recommends that you vote **FOR** the approval of the amendments to the LTIP.

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

## Other Business

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



## NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

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

The total value of Common Shares is determined by multiplying the number of Common Shares held by each nominee as of March 6, 2015 by the closing price of the Common Shares on the Toronto Stock Exchange as of the close of business on March 6, 2015, being CAD 4.00 (\$3.17 based on the Bank of Canada noon exchange rate for March 6, 2015, being 0.7926).

Total shareholdings of nominated directors	
Common Shares	3,985,149
Value (\$)	12,634,516

### RICHARD ALEXANDER

**Independent**



**Current Activities:**

Mr. Alexander is President and Chief Executive Officer of Parallel Energy Trust. Mr. Alexander is also a director of GWR Global Water Resources Corp., Marquee Energy Ltd. and Parallel Energy Trust, and a director of the Calgary Interfaith Food Bank, a charitable organization.

**Past Activities:**

From May 2006 to June 2011, Mr. Alexander held various positions at AltaGas Ltd., including the position of President. Mr. Alexander was also the Vice President, Finance and Chief Financial Officer of Niko Resources Ltd. from September 2003 to April 2006 and the Vice President, Investor Relations and Communications of Husky Energy Inc. from July 2000 to August 2003. Mr. Alexander received a B.B.M. from Ryerson Polytechnical Institute in Toronto, Canada.

**Other Public Board Directorships:**

GWR Global Water Resources Corp.	2010 – present
Parallel Energy Trust	2011 – present
Marquee Energy Ltd.	2010 – present

**Ownership and Total Value of Equity:**

Common Shares	79,591
Value (\$)	252,335

**Lead Independent Director**

Age: 59  
Calgary, Canada  
Director since  
December 2012

### DAVID CODD

**Independent**



**Current Activities:**

Mr. Codd is a corporate director.

**Past Activities:**

Mr. Codd was Chief Legal Officer of Addax Petroleum Corporation, an international oil and gas exploration and production company, from February 2005 until his retirement in 2011. From 2001 to 2005, Mr. Codd was Chairman of a start-up company engaged in project development work in the Middle East. From 1999 to 2001, Mr. Codd was Managing Director of Texaco in the U.K., being Texaco's senior corporate representative in the U.K. with business responsibility for Texaco's regional upstream business development. Mr. Codd has also worked in various legal capacities with Texaco, ConocoPhillips Company, Britoil Plc and Burmah Oil Company Ltd. Mr. Codd has an M.A. (Jurisprudence) and a B.C.L., both from Oxford University.

**Other Public Board Directorships:**

Not applicable

**Ownership and Total Value of Equity:**

Common Shares	88,119
Value (\$)	279,372

**Director**

Age: 62  
Vaud, Switzerland  
Director since  
December 2012

**Director**

Age: 67  
London,  
United Kingdom  
Director since  
December 2012

**Current Activities:**

Mr. Contie is a corporate director and, since February 2010, has acted as a non-executive director at John Wood Group PLC, an international energy services company. Mr. Contie is also a director of Expro International Group Holdings Limited, a private equity international oilfield services company.

**Past Activities:**

Mr. Contie started a consultancy practice, Mentorca (SARL), where he was a director from January 2010 to November 2011. Through Mentorca (SARL), Mr. Contie negotiated consultancy contracts with John Wood Group PLC and Expro International Group Holdings Limited. From May 2006 to December 2009, Mr. Contie acted as the Vice President, E&P Europe for Total, a multinational integrated oil and gas company. This role capped some 35 years in various senior executive positions with Total. He has been president of UKOOA (UK Offshore Operators Association), is currently a Vice Chair of the International Oil and Gas Producers Association, and is an Officier de l'ordre National du Mérite. Mr. Contie obtained an engineering degree in fluid mechanics from the University of Toulouse, France and also holds a degree in petroleum engineering from École Nationale Supérieure du Pétrole in Paris, France.

**Other Public Board Directorships:**

John Wood Group PLC 2010 – present

**Ownership and Total Value of Equity:**

Common Shares	39,246
Value (\$)	124,426

**Chief Executive Officer**

Age: 53  
Geneva, Switzerland  
Director since  
December 2012

**Current Activities:**

Mr. Ebsary has been Chief Executive Officer of the Corporation since its founding in 2010.

**Past Activities:**

Mr. Ebsary was Chief Financial Officer of Addax Petroleum Corporation, an international oil and gas exploration and production company, for eleven years between 1998 and 2009, after having held various positions in project finance and treasury with oil companies Elf Aquitaine and Occidental Petroleum, both in France and the United Kingdom. He began his working life in multinational banking institutions in Canada and the United Kingdom. Mr. Ebsary is a graduate of Queen's University in Canada.

**Other Public Board Directorships:**

Not applicable

**Ownership and Total Value of Equity:**

Common Shares	1,137,898
Value (\$)	3,607,592

**Chair of the Board**

Age: 66  
Valletta, Malta  
Director since  
December 2012

**Current Activities:**

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

**Past Activities:**

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

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

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

**Other Public Board Directorships:**

AXMIN Inc. 2002 – 2011

**Ownership and Total Value of Equity:**

Common Shares	2,433,768
Value (\$)	7,716,018

**Director**

Age: 56  
Calgary, Canada  
Director since  
December 2012

**Current Activities:**

Mr. Hazell is a corporate director.

**Past Activities:**

Mr. Hazell has experience in both the financial and energy sectors. From 1998 to 2011, Mr. Hazell acted as a managing director at several financial institutions including HSBC Global Investment Bank and RBC Capital Markets. Mr. Hazell was granted the designation of P. Eng from the Association of Professional Engineers and Geoscientists of Alberta in 1983.

Mr. Hazell received a B.A.Sc from Queen's University in Kingston, Canada, a M. Eng from the University of Calgary in Calgary, Canada and an M.B.A. from the University of Michigan in Ann Arbor, U.S.

**Other Public Board Directorships:**

Not applicable

**Ownership and Total Value of Equity:**

Common Shares	67,246
Value (\$)	213,197

**Director**

Age: 68  
 Calgary, Canada  
 Director since  
 December 2012

**Current Activities:**

Mr. Macey is a corporate director and currently serves as director and non-executive Chairman of oil and natural gas company Pan Orient Energy Corp., and a director of Gran Tierra Energy Inc., an international oil and gas exploration and production company.

**Past Activities:**

Mr. Macey has over 40 years of oil and gas industry experience. From 2002 to 2004, he served as Executive Vice President and President, International New Ventures Exploration Division, of EnCana Corporation. From 1999 to 2002, he served as Executive Vice President, Exploration, of PanCanadian Petroleum Limited. Mr. Macey was formerly a director of Addax Petroleum Corporation.

Mr. Macey holds a Bachelor of Science degree in geotechnical science from the University of Montreal (Loyola College) and a Master of Science degree in geology from Carleton University in Ottawa.

**Other Public Board Directorships:**

Pan Orient Energy Corp.	2005 – present
Gran Tierra Energy Inc.	2010 – present

**Ownership and Total Value of Equity:**

Common Shares	66,291
Value (\$)	210,169

**Director**

Age: 60  
 Surrey,  
 United Kingdom  
 Director since  
 December 2012

**Current Activities:**

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

**Past Activities:**

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

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

**Other Public Board Directorships:**

Not applicable

**Ownership and Total Value of Equity:**

Common Shares	72,990
Value (\$)	231,407

## Meeting Attendance

The table below lists the number of Board and Committee meetings held in 2014 and the number attended by each director.

<b>Director</b>	<b>Board</b>	<b>Audit Committee</b>	<b>Corporate Governance Committee</b>	<b>Nomination and Compensation Committee</b>	<b>Technical and Resources Committee</b>	<b>Total Attendance</b>
Richard Alexander	9/9	5/5	3/3	4/4		21/21
David Codd	9/9	5/5	3/3	4/4		21/21
Michel Contie	9/9			4/4	5/5	18/18
Michael Ebsary	9/9				5/5	14/14
Jean-Claude Gandur	8/9			3/4		11/13
Evan Hazell	9/9	5/5			5/5	19/19
Gerald Macey	9/9		3/3		5/5	17/17
Peter Newman	9/9	5/5	3/3			17/17

## AMENDMENTS TO THE CORPORATION'S BY-LAWS

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By-law number 1, relating to the business and affairs of the Corporation (the “**Original By-Laws**”) was enacted by the Board on January 11, 2013 in connection with the incorporation of the Corporation. The Corporate Governance Committee recently reviewed the Original By-Laws to consider whether changes were warranted to reflect recent developments and changes in practice. On the recommendation of the Corporate Governance Committee, the Board unanimously approved amendments reflected in amended and restated by-law number 1 (the “**Amended and Restated By-Laws**”) on March 18, 2015. In accordance with the *Canada Business Corporations Act*, subject to the requirement to submit the Amended and Restated By-Laws to the Shareholders at the Meeting, the Amended and Restated By-Laws became effective upon approval by the Board on March 18, 2015.

### Summary of the Amendments

The following substantive amendments were made to the Original By-Laws and are reflected in the Amended and Restated By-Laws:

- Incorporation of the concept of a Lead Independent Director to align with the Board's practice, as documented in the charter of the Board, to treat the chair of the Corporate Governance Committee as Lead Independent Director when the Chair is not independent.
- Adoption of an advance notice provision relating to the nomination of directors (i.e., the requirement that advance notice be provided to the Corporate Secretary of the Corporation if a Shareholder proposes to nominate directors for election at a meeting of Shareholders).
- Revision of the quorum requirement to ensure that at least two voting persons are present at each meeting of Shareholders.
- Clarification of rules governing the conduct of meetings of Shareholders, including (i) permitting the Board to appoint someone other than the Chair as chair of a meeting of shareholders, (ii) confirming the authority of the chair of the meeting to postpone or adjourn the meeting, and (iii) authorizing the chair of the meeting to make inquiries regarding a person's ownership of shares.

The full text of the Amended and Restated By-Laws, incorporating the amendments to the Original By-Laws in blacklined text, is attached to this Circular as Schedule B. The Amended and Restated By-Laws are also filed with securities regulators on the Corporation's profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

### Shareholder Approval

The *Canada Business Corporations Act* requires that the Board submit the Amended and Restated By-Laws to the Shareholders at the Meeting.

At the Meeting, Shareholders will be asked to pass an ordinary resolution confirming the Amended and Restated By-Laws. An ordinary resolution means a resolution passed by a majority of the votes cast by Shareholders who voted in respect of that resolution. The text of the ordinary resolution will be as follows:

*Resolved that the amendments to the by-laws of the Corporation approved by the Board of Directors and reflected in the amended and restated by-laws of the Corporation attached as Schedule B to the Management Proxy Circular dated March 18, 2015 are confirmed.*

**If you do not specify how you want your shares voted, the persons named as proxyholders in the enclosed form of proxy or voting instruction form intend to cast the votes represented by proxy at the Meeting FOR the ordinary resolution confirming the Amended and Restated By-Laws.**

If Shareholders do not approve the Amended and Restated By-Laws, the Amended and Restated By-Laws will cease to be effective as of the date of the Shareholder vote and the Original By-Laws will automatically be reinstated as of such date.

## **AMENDMENTS TO THE CORPORATION'S LONG TERM INCENTIVE PLAN**

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At the Meeting, Shareholders will be asked to approve amendments to the LTIP, under which Common Shares may be issued to directors, officers, employees of, and other service providers to, the Corporation. The maximum number of Common Shares that may be issued under the LTIP is currently 6,892,366 Common Shares, or approximately 5.7% of the total issued and outstanding Common Shares as at March 6, 2015, of which 1,250,408 Common Shares have already been issued and 889,903 Common Shares are reserved for issuance under outstanding LTIP awards that have not yet vested as of March 6, 2015.

The LTIP was established by the Corporation for the purposes of aligning the interests of the executive officers, employees and other persons who provide on-going services to the Corporation in the growth and development of the Corporation by providing such individuals with the opportunity to acquire an increased proprietary interest in the Corporation. The LTIP is also intended to aid in attracting as well as retaining and encouraging the continued involvement of such persons with the Corporation.

The purpose of the amendments is to increase the maximum number of Common Shares available for issuance under the LTIP to 10% of the Common Shares issued and outstanding from time to time, less the number of Common Shares reserved for issuance under the Corporation's Directors' Compensation Plan. As of March 6, 2015, the proposed maximum represents 11,832,184 Common Shares, of which 889,903 Common Shares will continue to be reserved for issuance under outstanding LTIP awards that have not yet vested as of March 6, 2015. The proposed maximum represents an increase to the number of Common Shares currently available for issuance in connection with new awards under the LTIP of 6,190,226 Common Shares, or approximately 5.1% of the issued and outstanding Common Shares.

If the amendments are approved, as a rolling equity incentive plan, the maximum number of Common Shares that may be issued under the LTIP will increase as the total number of issued and outstanding Common Shares increases. The Corporation will have the ability to continue granting new awards under the LTIP until May 13, 2018, which is the date that is three years from the date of the Meeting.

The full text of the LTIP, incorporating the amendments to the LTIP in blacklined text, is attached to this Circular as Schedule C.

### **Increase Maximum Number of Shares**

6,892,366 Common Shares were reserved for issuance under the LTIP when the plan was approved on May 8, 2013 in connection with the Corporation's initial public offering. Since its inception in May 2013, 2,155,404 awards have been granted under the LTIP, resulting in the issuance of 1,250,408 Common Shares, representing 1.0% of the total issued and outstanding Common Shares. An additional 889,903 Common Shares, representing 0.7% of the total issued and outstanding Common Shares, are issuable under outstanding LTIP awards that have not vested as of March 6, 2015. 15,093 awards under the LTIP have been cancelled in accordance with the terms of the LTIP.

As of result of Common Shares issued under the LTIP to date, 5,641,958 Common Shares (including 889,903 Common Shares reserved for issuance under unvested LTIP awards) remain reserved for issuance under the LTIP, which represents approximately 4.7% of the total issued and outstanding Common Shares.

If the amendments are not approved, the maximum number of Common Shares that may be issued under the LTIP will remain at its current limit of 6,892,366 Common Shares, of which only 4,752,055 Common Shares are available for issuance in connection with new awards under the LTIP. Such event may limit the ability of the Corporation in aligning the interests of executive officers, employees and other eligible persons with Shareholders, and in attracting and retaining the involvement of executive officers, employees and other eligible persons with the Corporation.

For more information about the LTIP, see the section entitled *Statement of Executive Compensation – Incentive Plan Awards — Narrative Discussion of LTIP*.

### **Shareholder Approval**

The rules of the Toronto Stock Exchange require that the amendments to the LTIP described above be approved by Shareholders.

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, to pass an ordinary resolution approving amendments to the LTIP. An ordinary resolution means a resolution passed by a majority of the votes cast by the Shareholders who voted in respect of that resolution. The text of the ordinary resolution will be as follows:

*Resolved that:*

- (a) an amendment, as more particularly described in the Management Proxy Circular dated March 18, 2015, to increase the maximum number of common shares of the Corporation ("Common Shares") that can be issued under the Long Term Incentive Plan of the Corporation (the "LTIP") to 10% of the Common Shares issued and outstanding from time to time, less the number of Common Shares reserved for issuance under the Corporation's Directors' Compensation Plan, is approved; and*
- (b) the Corporation shall have the ability to continue granting awards under the LTIP until May 13, 2018, which is the date that is three years from the date of the shareholder meeting at which shareholder approval is being sought for amendments to the LTIP.*

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

Approval of the LTIP will be effective until May 13, 2018, which is the date that is three years from the date of the Meeting. If the above resolution is not passed at the Meeting, only 4,752,055 Common Shares will be available for issuance in connection with new awards under the LTIP.

**If you do not specify how you want your shares voted, the persons named as proxyholders in the enclosed form of proxy or voting instruction form intend to cast the votes represented by proxy at the Meeting FOR the ordinary resolution approving amendments to the LTIP.**



## STATEMENT OF EXECUTIVE COMPENSATION

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

The NEOs at December 31, 2014 are:

- Jean-Claude Gandur, Chair
- Michael Ebsary, Chief Executive Officer ("**CEO**")
- Craig Kelly, Chief Financial Officer ("**CFO**")
- Henry Legarre, Chief Operating Officer ("**COO**")
- Paul Shillington, Chief Legal Officer and Corporate Secretary ("**CLO**")

### Compensation Discussion and Analysis

#### Executive Compensation Philosophy

The Corporation's executive compensation program is a comprehensive program designed to attract, retain and motivate senior executives and to encourage and reward superior performance while aligning the interests of senior executives and shareholders.

The Corporation strives to achieve these goals by:

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

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

The Corporation's peer group for determining executive compensation policy was originally developed in collaboration with independent compensation consultants at Towers Watson Limited ("**Towers Watson**"). The Corporation periodically reviews the companies which comprise its peer group and, based on such review, the composition of the peer group may change from time to time. The Corporation's peer group for determining compensation policy, most recently updated in July 2014, is comprised of the following small to medium sized publicly listed exploration and production companies in the U.K., Continental Europe, the U.S.A. and Canada:

Afren plc	Dragon Oil PLC	Niko Resources Ltd.	Vaalco Energy Inc.
Africa Oil Corp.	Genel Energy PLC	Ophir Energy Plc	WesternZagros Resources Ltd.
Bankers Petroleum Ltd.	Gran Tierra Energy Inc.	Premier Oil plc	
Cairn Energy Plc	Gulf Keystone Petroleum Ltd.	ShaMaran Petroleum Corp.	
Cobalt International Energy, Inc.	Kosmos Energy Ltd.	SOCO International plc	
DNO International ASA	Maurel & Prom SA	TransGlobe Energy Corporation	

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

## Independent Compensation Consultants

In October 2010, Towers Watson was retained to provide market data and analytical support for the Nomination and Compensation Committee's review of executive and director compensation. In September 2012, Towers Watson was requested to update its 2010 report based on the latest available data.

In July 2013, Towers Watson was retained to support the Nomination and Compensation Committee's review of compensation for the Chair and non-executive directors, compensation for executive officers, and the international reward paid to employees based in Switzerland. Towers Watson was again retained in August 2014 to inform the Nomination and Compensation Committee's review of compensation for non-executive directors and executive officers.

## Executive Compensation-Related Fees

For its services during the financial years ended December 31, 2013 and December 31, 2014, Towers Watson received fees of GBP 55,000<sup>(1)</sup> and GBP 31,000<sup>(2)</sup>, respectively. Towers Watson provided no other services to the Corporation, or any of its subsidiaries, during the financial years ended December 31, 2013 and December 31, 2014.

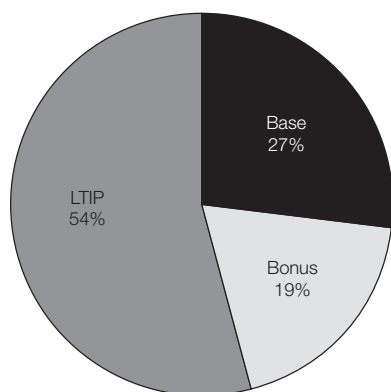
## Executive Compensation Components

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

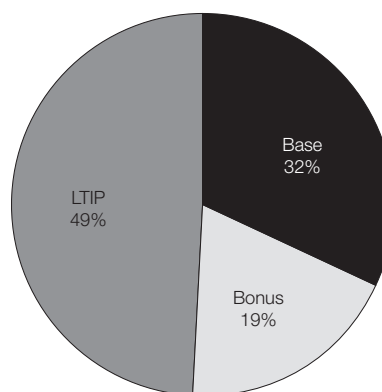
### *Relative Weighting of Compensation*

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

**Target Compensation for Chair and CEO**



**Target Compensation for CFO, COO and CLO**



### *Pension Plan*

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

(1) Equivalent to approximately \$86,031, based on the US Federal Reserve average annual exchange rate for 2013, where one GBP, expressed in USD, was 1.5642.

(2) Equivalent to approximately \$51,100, based on the US Federal Reserve average annual exchange rate for 2014, where one GBP, expressed in USD, was 1.6484.

### *Other Benefits*

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

### **Determination of Executive Compensation Components**

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

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

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

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

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

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

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

### *Base Salary*

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

The Nomination and Compensation Committee reviews and determines Messrs. Gandur's and Ebsary's base salary annually, with effect from the beginning of each calendar year, for consideration and approval by the Board. The Nomination and Compensation Committee also reviews and approves the compensation of Messrs. Kelly, Legarre and Shillington, with effect from the beginning of each calendar year, as recommended by Mr. Ebsary.

### *Annual Bonus*

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

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

<b>Name</b>	<b>Minimum</b>	<b>Target</b>	<b>Maximum</b>
Jean-Claude Gandur	0%	70%	140%
Michael Ebsary	0%	70%	140%
Craig Kelly	0%	60%	120%
Henry Legarre	0%	60%	120%
Paul Shillington	0%	60%	120%

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

### *Setting Performance Measures*

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

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

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

### *Long Term Incentive Plan*

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

The LTIP is designed to:

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

In the normal course, the awards of Common Shares under the LTIP vest in three tranches, on the date the award is made (the “**Award Date**”) and on each of the first and second anniversaries of the Award Date, which is targeted for August each year. Previous grants are not taken into account when considering new grants. In the case of participants who begin work for the Corporation outside of the annual award periods, a pro-rated award may be made with the first tranche vesting on the Award Date and the second and third tranches vesting on the first and second anniversaries of the date awards are made during the annual award period.

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

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

<b>Name</b>	<b>Minimum</b>	<b>Target</b>	<b>Maximum</b>
Jean-Claude Gandur	0%	200%	400%
Michael Ebsary	0%	200%	400%
Craig Kelly	0%	150%	300%
Henry Legarre	0%	150%	300%
Paul Shillington	0%	150%	300%

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

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

#### *Performance Comparator Peer Group*

In July 2014, the Nomination and Compensation Committee revisited the peer group of companies that would be used for assessing the Corporation's relative performance for purposes of annual bonuses and LTIP awards. The peer group was developed in collaboration with the executive management team and is a subset of the peer group described above, limited to the oil and gas companies that:

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

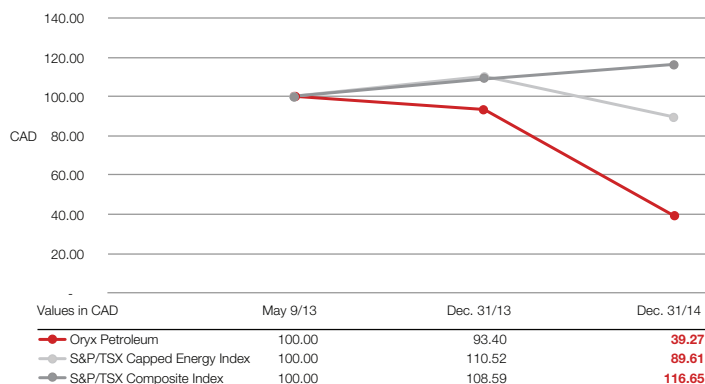
The Corporation's peer group used for assessing the Corporation's relative performance for purposes of annual bonuses and LTIP awards is currently comprised of the following companies:

Afren plc	DNO International ASA	Kosmos Energy Ltd.	TransGlobe Energy Corporation
Africa Oil Corp.	Genel Energy PLC	Maurel & Prom SA	WesternZagros Resources Ltd.
Cairn Energy Plc	Gulf Keystone Petroleum Ltd.	Ophir Energy Plc	

## Performance Graph

The following performance graph compares the Corporation's cumulative total shareholder return (assuming an investment of CAD 100) for Common Shares for the period from May 9, 2013 (the day Common Shares were listed on the Toronto Stock Exchange) to December 31, 2014 with that of the S&P/TSX Capped Energy Index and the S&P/TSX Composite Index during the same period.

### Cumulative Total Return on CAD 100 Investment — May 9, 2013 to December 31, 2014



Since its initial public offering in May 2013, the trading price of Common Shares has decreased. In the view of management of the Corporation, the Common Shares have traded on a semi-private basis as a result of limited liquidity and as evidenced by Common Shares trading down notwithstanding a series of positive announcements (e.g., regarding increased reserves and discoveries). Total shareholder return has also been impacted by decreased market appetite for new companies operating in the Kurdistan Region of Iraq, which was limited due to perceived political risk, export issues and general bias against early-stage companies operating in region.

In the second half of 2014, and having a more significant effect on total shareholder return, security developments in Northern Iraq and a significant decrease in the international price of oil, has put downward pressure on the Common Shares. The Corporation's oil exploration and production peers operating in Northern Iraq have been impacted by the same elements.

### Discussion of Trends

During the Corporation's two most recently completed financial years, the overall compensation to NEOs has decreased, largely as a result of reductions in the value of LTIP awards and annual bonuses awarded to NEOs in 2014 as compared to 2013. The fixed component of NEO compensation, in CHF, has remained unchanged since January 1, 2013.

While a decreasing trend in executive compensation aligns with decreases in total shareholder return during the same period, there is not a direct correlation. See the section entitled *2014 Executive Compensation Decisions* for more information regarding developments in executive compensation.

## 2014 Executive Compensation Decisions

### Base Salary

In November 2013, the Nomination and Compensation Committee reviewed base salaries for NEOs and determined that such salaries would not be increased in 2014. This decision was based on the competitive position of base salaries for executive compensation compared to the Corporation's peer group.

Although the competitive position of the Corporation's total direct compensation to executives compared to the Corporation's peer group weakened during 2014, and there were changes in the nature of compensation awarded to executives in the Corporation's peer group during 2014, the Nomination and Compensation Committee determined that executive compensation continued to be well positioned among the Corporation's peers and sufficiently competitive given the Corporation's position in the development cycle. Moreover, the current operating environment

for oil and gas companies has required the Corporation to constrain any increases in general and administrative costs. Given the above, the Nomination and Compensation Committee determined that base salaries for the NEOs would not be increased in 2015.

## Annual Bonus

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

In order to assess the Corporation's performance in 2014, the following key performance indicators, or KPIs, were adopted by the Board:

Metric	Weight	0%	100%	200%
Proved and probable reserve additions <sup>(1)</sup>	40%	0 MMbbls	50 MMbbls	100 MMbbls
Best estimate resource additions <sup>(1)</sup>	10%	0 MMbbls	50 MMbbls	100 MMbbls
First production	20%	Q3 2014	Q2 2014	Q1 2014
Total 2014 production	10%	0 MMbbls	1.5 MMbbls	3 MMbbls
No. of exploration / appraisal wells drilled <sup>(2)</sup>	10%	5 wells	7 wells	9 wells
Safety				
• Incidents (# / 1,000 manhours)	5%	4/20	2/20	1/20
• Lost time incident (# / 100,000 manhours)	5%	5/3	3/3	1/3

### Notes

(1) Oryx Petroleum's working interest.

(2) Includes wells started in 2013 but completed in 2014. Excludes wells not completed in 2014.

The following table compares the 2014 KPIs with the actual results achieved in 2014.

Metric	2014 Results	Performance vs. Target	Weight	Contribution to Corporate Performance Factor
Proved and probable reserve additions <sup>(1)</sup>	58 MMbbls	116%	40%	0.464
Best estimate resource additions <sup>(1)</sup>	0 MMbbls	0%	10%	0
First production	Q2 2014	100%	20%	0.200
Total 2014 production	0.5 MMbbls	36%	10%	0.036
No. of exploration / appraisal wells drilled <sup>(2)</sup>	8 wells	150%	10%	0.150
Safety				
• Incidents (# / 1,000 manhours)	0.005	200%	5%	0.100
• Lost time incident (# / 100,000 manhours)	0.04	186%	5%	0.093
<b>2014 Performance Factor</b>				<b>104.3</b>

### Notes

(1) Oryx Petroleum's working interest.

(2) Includes wells started in 2013 but completed in 2014. Excludes wells not completed in 2014.

In a report dated February 16, 2015, Netherland, Sewell & Associates, Inc. ("**NSAI**"), an independent oil and gas consulting firm, reported on its evaluation of the Corporation's reserves and resources volumes as at December 31, 2014. NSAI's report confirms that, as compared to NSAI's evaluation as at December 31, 2013, the Corporation's gross (working interest) proved and probable oil reserves increased by 58 MMbbls and the Corporation's gross (working interest) best estimate contingent oil resources decreased by 35 MMbbls. Additional information relating to the Corporation's reserves and resources volumes as at December 31, 2014 is provided in the Corporation's Annual Information Form dated March 26, 2015 in the section entitled "Petroleum Reserves and Resources".

As announced in June 2014, the Corporation successfully tested and commissioned the first phase of its production facilities at the Demir Dagh field in the Hawler license area in the Kurdistan Region of Iraq. The production facilities



consisted of a temporary production facility with a total processing capacity of 5,000 bbl/d, storage capacity of 25,000 bbl and a truck loading station able to accommodate up to 20,000 bbl/d. First commercial production and sales followed approximately a week after commissioning of the facilities on June 19, 2014 and June 20, 2014, respectively.

Gross production from the Hawler license area, the Corporation's sole producing oil asset, during the year ended December 31, 2014 was 533,000 bbl. Additional information relating the Corporation's oil production is disclosed in the Corporation's interim and annual management's discussion and analysis of financial condition and results of operations.

The Corporation executed an active exploration and appraisal drilling program during the year ended December 31, 2014, which involved drilling eight wells.

Notwithstanding the significant increase in the number of employees and contractors working on the Hawler license area in 2014 in connection with the installation of processing and other facilities, and the Corporation's transition from exploration to development and production on the Hawler license area, the Corporation recorded impressive safety statistics during 2014. The number of incidents were approximately 0.005 for every 1,000 manhours logged and 0.04 lost time incidents for every 100,000 manhours logged.

On the basis of the 2014 KPI results alone, it was determined that the Corporation had exceeded performance objectives for 2014 and the annual bonus awards for NEOs for 2014 were calculated to be 104.3% of target award. Notwithstanding the performance demonstrated by the KPIs for 2014, as a result of the significant decrease in international oil prices in 2014, a general slowdown in the oil industry and unpredictable local oil market dynamics in the Kurdistan Region of Iraq, all of which has limited the Corporation's ability to generate revenue and created additional pressure on the use and availability of capital, the Nomination and Compensation Committee made the exceptional decision to limit bonus payments to NEOs for 2014 to 37.5% of target. This resulted in a bonus, as a percentage of base salary, of approximately 26.3% for Mr. Gandur, 26.3% for Mr. Ebsary and 22.5% for each of Messrs. Kelly, Legarre and Shillington. Messrs. Gandur's and Ebsary's 2014 bonuses were determined by the Nomination and Compensation Committee and approved by the Board. The bonuses for Messrs. Kelly, Legarre and Shillington were discussed by Mr. Ebsary with the Nomination and Compensation Committee in respect of the above achievements. The Nomination and Compensation Committee reviewed and approved Mr. Ebsary's recommendations.

## **LTIP**

In May 2014, the Nomination and Compensation Committee reviewed total shareholder return achieved during assessment periods running from May 9, 2013 (the day Common Shares were listed on the Toronto Stock Exchange) to December 31, 2013 and March 31, 2014. The Corporation's total shareholder return was compared to the total shareholder return achieved by the Corporation's performance comparator peer group and the S&P/TSX Composite Index during the same periods on a currency adjusted and non-adjusted basis. The data generally demonstrated negative returns for Shareholders compared to the Corporation's performance comparator peer group and the broader S&P/TSX Composite Index.

The Nomination and Compensation Committee determined that the Corporation had performed well during the assessment periods and that an analysis of total shareholder return based only on share price and distributions during the assessment periods was not indicative of the performance achieved by the Corporation during the assessment periods and the long-term value that will accrue to Shareholders as a result of that performance. In support of that position, the Nomination and Compensation Committee accepted that the Corporation's shares were trading on a semi-private basis as a result of limited liquidity and as evidenced by shares trading down during 2013 notwithstanding a series of positive announcements (e.g., regarding increased reserves and discoveries). It was further noted that (i) positive one-time events, that were not related to performance, at certain peers had skewed the peer group average total shareholder return higher, (ii) the exceptional return generated by the S&P/TSX Composite Index during the assessment periods was driven by local market results and trends in favour of natural gas and shale oil and gas, and (iii) market appetite for new companies operating in the Kurdistan Region of Iraq was limited due to perceived political risk, export issues and general bias against early-stage companies operating in region.

Turning to the Corporation's performance, the Nomination and Compensation Committee cited (i) growth of reserves and resources during the period, (ii) significant progress in installation of production facilities, (iii) exceptional safety record, and (iv) better than expected drilling performance. In consideration of this performance, the Nomination and Compensation Committee recommended, and the Board approved, that the LTIP for employees, including the NEOs, in 2014 be determined with a corporate performance multiplier of 1. This resulted in grants set at 200% for Mr. Gandur, 200% for Mr. Ebsary and 150% for each of Messrs. Kelly, Legarre and Shillington.



## Compensation of Named Executive Officers

### Summary Compensation Table – NEOs

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

Name and principal position	Year	Salary <sup>(1)</sup> (\$)	Share-based awards <sup>(2)</sup> (\$)	Non-equity incentive plan compensation (annual bonus) <sup>(1)</sup> (\$)	Pension value <sup>(1)</sup> (\$)	All other compensation <sup>(3)</sup> (\$)	Total compensation (\$)
Jean-Claude Gandur <sup>(4)</sup> Chair	2014	1,227,976	2,473,784	323,367	14,160	5,511	4,044,798
	2013	1,223,660	4,097,491	1,070,202	83,840	0	6,475,193
Michael Ebsary <sup>(4)</sup> CEO	2014	655,953	1,348,002	172,734	122,844	5,511	2,305,044
	2013	647,319	2,090,174	566,404	122,999	0	3,426,895
Craig Kelly CFO	2014	546,627	842,517	123,538	69,105	5,511	1,587,298
	2013	539,433	1,452,657	404,574	68,867	0	2,465,531
Henry Legarre COO	2014	546,627	842,517	123,538	101,427	5,511	1,619,620
	2013	539,433	1,452,657	404,574	101,396	0	2,498,061
Paul Shillington CLO	2014	464,633	716,125	104,952	78,312	5,511	1,369,533
	2013	458,518	1,251,512	343,888	60,721	0	2,114,639

#### Notes

- (1) Messrs. Ebsary, Kelly, Legarre and Shillington receive their salary and annual bonus payments in Swiss francs. Mr. Gandur receives a portion of his salary and annual bonus payment in Swiss francs with the balance paid in United States dollars. For the purposes of the amounts stated under "Salary", "Non-equity incentive plan compensation (annual bonus)" and "Pension value" in the table above, Swiss francs have been converted to United States dollars based on the US Federal Reserve average annual exchange rate (i) for 2013 where one CHF, expressed in USD, was 1.0789 [0.9269], and (ii) for 2014 where one CHF, expressed in USD, was 1.0933 [0.9147], as applicable.
- (2) Share-based awards in 2013 include a gift of shares in Oryx Petroleum Holdings PLC, which were subsequently exchanged for Common Shares in connection with the initial public offering of the Corporation (the "IPO Gift"), and LTIP awards granted in 2013. The grant date fair value of LTIP awards, which is utilized for compensation purposes, has been calculated based on Fair Market Value (as defined in the LTIP) determined prior to the approval of the Nomination and Compensation Committee to grant such awards. The Fair Market Value amount has been used to calculate the above amounts under "Share-based awards" as it reflects the cash equivalent value of the Common Shares granted to the NEO at the time that the Nomination and Compensation Committee made its determination and, as such, it is seen as more indicative of what the Nomination and Compensation Committee and the Board intended the NEO to be paid. This is different from the accounting fair value, which is recorded in the Corporation's financial statements and based on the volume weighted average price ("VWAP") for the five day period ending on the business day immediately before the date of issuance. The following table sets out the difference in values for the LTIP awards granted in 2013 and 2014.

LTIP	2013	2014
Grant Date Fair Value Price (CAD/Common Share)	14.66	14.74
Accounting Fair Value Price (CAD/Common Share)	14.20	10.64

For the purposes of the amounts stated under "Share-based awards" in the table above, the Grant Date Fair Value Price has been converted to United States dollars based on the average Bank of Canada noon exchange rate over the Fair Market Value calculation period where (i) for 2013, one CAD, expressed in USD, was 0.9795, and (ii) for 2014, one CAD, expressed in USD, was 0.9094.

Prior to the initial public offering, the accounting fair value of shares granted to employees was determined by management in the absence of readily available market value and was calculated based on asset value of the Corporation. On this basis, Common Shares received under the IPO Gift are determined to have an accounting fair value of \$11.62 per Common Share. For compensation purposes, prior to the initial public offering, the Common Shares were determined to have a grant date fair value of \$7.76.

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

## Share Ownership Requirement

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

Below is the share ownership status for the NEOs as of March 6, 2015.

Name and principal position	Salary <sup>(1)</sup> (\$)	Shareholding Requirement (\$)	Common Shares Owned (#)	Total Value <sup>(2)</sup> (\$)	Percentage of 5-Year Target Achieved (%)	Target Date to Meet Requirements
Jean-Claude Gandur	1,227,976	3,683,928	2,433,768	7,716,018	209	Met
Michael Ebsary	655,953	1,967,859	1,137,898	3,607,592	183	Met
Craig Kelly	546,627	1,639,881	536,540	1,701,046	104	Met
Henry Legarre	546,627	1,639,881	525,440	1,665,855	102	Met
Paul Shillington	464,633	1,393,899	301,213	954,966	69	April 30, 2016

### Notes

- (1) For the purposes of the amounts stated under "Salary" in the table above, Swiss francs have been converted to United States dollars based on the US Federal Reserve average annual exchange rate for 2014, where one CHF, expressed in USD, was 1.0933 [0.9147].
- (2) "Total Value" in the table above is determined by multiplying the number of Common Shares held by each director as of March 6, 2015 by the closing price of the Common Shares on the Toronto Stock Exchange as of the close of business on such date, being CAD 4.00 (\$3.17 based on the Bank of Canada noon exchange rate for March 6, 2015, being 0.7926).

## Stock Options

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

## Employment Agreements

The Corporation, through one or more of its indirectly owned subsidiaries, has entered into employment agreements with each of Messrs. Gandur, Ebsary, Kelly, Legarre and Shillington. The employment agreements are for an indefinite period subject to termination by either party on nine months' notice. The employment agreements also provide for accident insurance, as well as providing for discretionary annual bonuses. See the section entitled *Statement of Executive Compensation – Compensation Discussion and Analysis – Determination of Executive Compensation Components*.

## Incentive Plan Awards

### Incentive Plan Awards – Value Not Vested

The following table sets forth, for each NEO, information regarding all awards that are outstanding as at December 31, 2014.

The market value of these awards has been calculated based on the closing price of the Common Shares on December 31, 2014 on the Toronto Stock Exchange of CAD 5.89, and the Bank of Canada noon exchange rate on the same day, where one CAD, expressed in USD, was 0.8620, with a resulting share price of \$5.08.

Name	Share-based Awards		
	Number of Common Shares that have not vested (#)	Market value of Common Shares that have not yet vested (\$)	Market value of vested Common Shares not paid out or distributed (\$)
Jean-Claude Gandur	179,423	911,469	0
Michael Ebsary	96,200	488,696	0
Craig Kelly	60,130	305,460	0
Henry Legarre	60,130	305,460	0
Paul Shillington	51,111	259,644	0

## Incentive Plan Awards – Value Vested or Earned During the Year

The following table indicates, for each NEO, the value of shares vested under the LTIP in 2014 as well as annual bonus payments earned during 2014. The value of shares vested under the LTIP in 2014 has been calculated based on the closing price of the Common Shares on August 1, 2014 on the Toronto Stock Exchange of CAD 10.55, and on the basis of the Bank of Canada noon exchange rate on August 1, 2014 where one CAD, expressed in USD, was 0.9158, with a resulting share price of \$9.66.

Name	Share-based awards – Value vested during the year <sup>(1)</sup> (\$)	Non-equity incentive plan compensation – Value earned during the year <sup>(2)</sup> (\$)
Jean-Claude Gandur	2,005,802	323,367
Michael Ebsary	1,037,851	172,734
Craig Kelly	654,938	123,538
Henry Legarre	654,938	123,538
Paul Shillington	564,917	104,952

### Notes

- (1) Share-based awards that vested in 2014 include the third tranche of the LTIP awards granted in 2012, the second tranche of the LTIP awards granted in 2013, and the first tranche of the LTIP awards granted in 2014.
- (2) Consists of annual bonus payments.

### Narrative Discussion of LTIP

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

The number of Common Shares reserved for issuance from treasury under the LTIP will not exceed 7% of the outstanding Common Shares on the business day immediately following the closing of the IPO, calculated on an undiluted basis (i.e., 6,892,366 Common Shares). However, in no circumstances shall the number of Common Shares issuable pursuant to the LTIP, together with Common Shares reserved for issuance from treasury under any other security based compensation plan, exceed 10% of the total number of outstanding Common Shares. At the Meeting, Shareholders will be asked to consider and, if thought appropriate, to pass an ordinary resolution approving amendments to the LTIP to increase the maximum number of Common Shares reserved for issuance from treasury under the LTIP to 10% of the Common Shares issued and outstanding from time to time, less the number of Common Shares reserved for issuance under the Corporation’s Directors’ Compensation Plan. See the section entitled *Amendments to the Corporation’s Long Term Incentive Plan* for more information regarding the proposed amendments to the LTIP.

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

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

- (a) Up to one third of the aggregate number of Common Shares awarded vest immediately on the date of the award (the “**Award Date**”);

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

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

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

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

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

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

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

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

## **Pension Plan Benefits**

All of the NEOs are employed under contracts governed by Swiss law and carry out some or all of their work in Switzerland. As such, they are all required to participate in the mandatory Swiss pension system, which includes an occupational pension scheme which is mandatory for individuals who earn in excess of CHF 21,150 per annum in 2015. For disability and death risks, the obligation to be insured starts on January 1 of the year following an individual's 17th birthday and, as of January 1 of the year following an individual's 24th birthday, an individual is also required to contribute to the old age pension benefits.

The occupational pension for the Corporation includes a compulsory element covering contributions on incomes (base salary only) between CHF 21,150 and CHF 84,600 as well as additional non-compulsory coverage for the remainder of an employee's income over the compulsory maximum. In 2015, non-compulsory coverage was capped at CHF 846,000 under the Corporation's plan. The Corporation's pension plan (the "**Pension Plan**") is a fully insured

plan, in accordance with and under Swiss law. For IFRS purposes, the Pension Plan is treated as a defined benefit pension plan because, as a standard, fully insured plan, under Swiss law the Corporation retains a constructive obligation to pay all future employee benefits in the event that the pension administrator does not pay future employee benefits. The pension fund is managed and insured by AXA Winterthur/AXA Life LTD (“**AXA Winterthur**”). The pension obligation estimate under the Pension Plan is subject to the risk that the actual results realized differ from the underlying assumptions used by the pension fund provider including the expected rate of return, market conditions and measurement uncertainty used in the actuarial valuation process.

Under the terms of the Pension Plan, and as required by Swiss law, participants are eligible for retirement benefits on the first day of the month following the participant’s 65th birthday (for men) or 64th birthday (for women). Retirement benefits (comprised of annual contributions, assets brought to the fund such as vested benefits or purchases of additional benefits, and interest) earn interest at a minimum interest rate. Interest on the compulsory element is fixed annually by the Swiss government. In 2014 the interest rate on the compulsory element was 1.75%. Interest on the non-compulsory element is determined by the pension administrator. In 2014, the interest rate on the non-compulsory element was 1.75%. The assets accrued by the insured within the pension fund are paid out at retirement age in the form of an annual retirement pension that is calculated using a conversion rate for compulsory coverage, which in 2014 was 6.8% of accrued retirement capital for men and women, and an interest rate on the non-compulsory element, which in 2014 was 5.835% of accrued retirement capital for men and 5.574% for women. Early payment of retirement pension is allowed from a statutory minimum of age 58, at a reduced conversion rate. Participants are entitled to withdraw the balance of the accrued retirement benefits as a lump sum upon reaching retirement age however a corresponding declaration must be submitted to AXA Winterthur before the retirement age.

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

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

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

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

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

The following table sets forth, for each NEO, information regarding the Pension Plan as of December 31, 2014. The actual benefits payable upon retirement will be determined by each participant's accrued retirement capital.

Name and principal position	Credited service with the Corporation	Annual benefits <sup>(1)(2)</sup>		Opening present value of defined benefit obligation <sup>(2)(3)</sup>	Compensatory change <sup>(2)(4)</sup>	Non-compensatory change <sup>(2)(5)</sup>	Closing present value of defined benefit obligation <sup>(2)(3)</sup>
		At year end (\$)	At age 65 (\$)				
Jean-Claude Gandur <sup>(6)</sup> Chair	4.3 years	206,030	206,030	–	14,160	–	–
Michael Ebsary CEO	4.3 years	144,841	532,192	6,047,001	122,844	105,823	6,243,427
Craig Kelly CFO	4.3 years	33,929	205,560	790,627	69,105	13,836	860,082
Henry Legarre COO	4 years	25,228	101,956	437,912	101,427	7,663	521,420
Paul Shillington CLO	3.7 years	17,644	111,035	121,388	78,312	2,124	188,288

#### Notes

- (1) Annual benefits are calculated based on projected retirement assets. Annual benefits (At age 65) are calculated by AXA Winterthur. Annual benefits (At year end) are calculated by the Corporation as (i) annual benefits payable at the presumed retirement age, multiplied by (ii) the years of credited service at year end divided by the years of credited service at the presumed retirement age.
- (2) For the purposes of the amounts stated in the table above, Swiss francs have been converted to United States dollars on the basis of the US Federal Reserve average annual exchange rate for 2014 where one CHF, expressed in USD, was 1.0933 [0.9147].
- (3) Represents accrued retirement assets in the Corporation's Swiss pension fund including any additional years or pension benefits purchased by an individual and, in respect of any individual previously employed by a Swiss company, all accrued retirement assets accumulated with his or her past employer. Retirement assets accumulated by the NEOs with past employers in Switzerland are CHF 4,871,595, CHF 171,471, CHF 190,646 and CHF 0 for Messrs. Ebsary, Kelly, Legarre and Shillington, respectively.
- (4) Compensatory change is comprised of employer contributions during the year. Oryx Petroleum contributes both the employer and employee portions of the annual contributions. A portion of such contributions fund risk insurance, administration costs and a security fund and, accordingly, do not accrue to the retirement capital in the pension.
- (5) Non-compensatory change is comprised of interest on contributions, distributions of surplus premiums based on differences between assumed cost for the risk component of the pension and actual costs incurred in the year, and purchases by the employee of additional years of service.
- (6) Mr. Gandur became eligible for retirement benefits under the Pension Plan on March 1, 2014. After this date, Mr. Gandur began to receive benefits under the Pension Plan and the Corporation did not make further contributions in respect of Mr. Gandur.

## Termination and Change of Control Benefits

### LTIP

The LTIP provides that if a recipient ceases to be an Eligible Person due to disability or death, any unvested portion of relevant awards shall vest in full. If a recipient ceases to be an Eligible Person due to retirement, any unvested portion of relevant awards shall continue to be outstanding and shall vest in accordance with the original terms of the applicable awards. If a recipient ceases to be an Eligible Person prior to an Award Date (as defined under the LTIP) due to death, the Nomination and Compensation Committee shall determine in its absolute discretion, the number of additional Common Shares, if any, to be transferred to such recipient. If a recipient ceases to be an Eligible Person as a result of termination or resignation, all outstanding awards will be terminated and the recipient will forfeit all rights to receive Common Shares issuable under such awards. Notwithstanding the foregoing, if a recipient ceases to be an Eligible Person as a result of being terminated other than for cause, or voluntarily ceases to be an Eligible Person and is deemed to be a "Good Leaver" by the Nomination and Compensation Committee (in its absolute discretion), such recipient shall retain its right to receive Common Shares issuable under any awards which vest on the vesting date under the original terms or the applicable awards immediately following such termination or resignation and the recipient will forfeit all rights to receive Common Shares issuable under any LTIP awards after such vesting date. In addition, if a participant ceases to be an Eligible Person in a situation that represents exceptional circumstances of any nature, the Nomination and Compensation Committee may determine (in its absolute discretion), on the recommendation of the CEO, that the participant shall (i) be entitled to a number of LTIP awards having regard to the standards of performance reached in respect of each of the performance conditions set out in the LTIP from the start of the relevant fiscal year to the date that the participant ceased to be



an Eligible Person, and/or (ii) retain its right to some or all of the Common Shares issuable under any outstanding LTIP awards and the terms for the issue of such Common Shares, having regard to the standards of performance reached in respect of each of the performance conditions set out in the LTIP.

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

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

### Change of Control Programme

In 2013, the Corporation adopted a policy that provides for certain payments where, upon a change of control of Oryx Petroleum or within 24 months following a change of control, an individual's employment is terminated other than for cause.

Pursuant to this policy, following a change of control, each NEO is entitled to receive a lump sum redundancy payment calculated on the basis of two years' current salary and 200% of the highest bonus earned over the previous three years. A NEO will be deemed terminated upon the change of control, regardless of whether the change of control results in termination of employment. In addition, the policy provides for the creation of a bonus pool, to be allocated among the Chair, CEO, CFO, COO and CLO (the "**Corporate Officers**") and other qualifying employees as recommended by the CEO and approved by the Nomination and Compensation Committee and the Board. The amount of the bonus pool is calculated by reference to a "**Takeover Premium**", which is calculated as the increase in the market value of the Corporation's issued share capital at the effective date of the change of control (the "**Trigger Date**") from the higher of (i) CAD 15.00 (being the issue price of the Common Shares issued in the IPO), and (ii) the market value of the Corporation's issued share capital at the commencement of a change of control transaction (the "**Base Price**"). The bonus pool is the sum of the following amounts:

- 2% of any Takeover Premium up to and including a Takeover Premium of 25% of the Base Price;
- 2.5% of any portion of the Takeover Premium that is in excess of 25% up to and including a Takeover Premium of 35% of the Base Price;
- 3% of any portion of the Takeover Premium that is in excess of 35% of the Base Price up to and including a Takeover Premium of 45% of the Base Price; and
- an additional 0.5% of each 10% portion of the Takeover Premium or part thereof that is in excess of 45% of the Base Price.

62.5% of the bonus pool is allocated to the Corporate Officers (20% to the Chair, 12.5% to the CEO and 10% to each of the other Corporate Officers) and the remaining 37.5% to the other qualifying employees as recommended by the CEO and approved by the Nomination and Compensation Committee and the Board. In the event that there are more or less than five Corporate Officers, the allocation of the bonus pool available to Corporate Officers shall be allocated by the Board upon the recommendation of the CEO.

Assuming that a change of control occurred on December 31, 2014, lump sum amounts would be payable to the NEOs on the basis of two times annual salary for 2014 plus 200% of the bonuses paid for 2013, being the highest bonus earned over the three previous years. No bonus pool would be created as the Corporation's closing share

price on December 31, 2014 was below CAD 15.00. As a result, the following amounts would have been payable to the NEOs:

Name	Redundancy payment (\$)	Allocation of bonus pool (\$)
Jean-Claude Gandur	4,401,108	0
Michael Ebsary	2,264,949	0
Craig Kelly	1,761,626	0
Henry Legarre	1,761,626	0
Paul Shillington	1,497,382	0

**Note**

(1) For the purposes of the amounts stated in the table above, Swiss francs have been converted to United States dollars on the basis of the US Federal Reserve exchange rate for December 31, 2014 where one CHF, expressed in USD, was 1.0007 [0.9934].

**Change of Control Agreements**

The Corporation, together with one or more of its indirectly owned subsidiaries, has entered into a change of control agreement with each of the NEOs, which provides that the NEO is entitled to payments and awards pursuant to the terms and conditions of the change of control programme described above and that, following a change of control, the Corporation shall not amend or repeal any provisions of the programme in a manner adverse to those otherwise entitled to payments thereunder as a result of the change of control.

**Compensation of Directors**

**Summary Compensation Table – Directors**

The following table provides details of the compensation provided to directors of the Corporation (other than Messrs. Gandur and Ebsary) who served as directors during the financial year ended December 31, 2014.

Name	Fees earned (\$)	All other compensation (\$)	Total compensation (\$)	Allocation of Total Compensation	
				Cash (\$)	Shares <sup>(1)</sup> (\$)
Richard Alexander	130,000	0	130,000	78,012	51,988
David Codd	130,000	0	130,000	78,012	51,988
Michel Contie	110,000	0	110,000	66,006	43,994
Evan Hazell	110,000	0	110,000	66,006	43,994
Gerald Macey	130,000	0	130,000	78,012	51,988
Peter Newman	140,000	0	140,000	84,003	55,997

**Note**

(1) The number of Common Shares paid to directors in lieu of cash consideration for the periods January 1, 2014 to June 30, 2014 and July 1, 2014 to December 31, 2014 was equal to forty percent of the director fees for each period. In each case, the number of Common Shares was determined by dividing forty percent of the director fees to be paid to each director by the five-day VWAP for the last day of the period to which the fees relate. Directors fees, including the cash payment and Common Share issuance, are paid in two tranches. The value of the Common Shares issued in the first tranche, relating to services provided for the first half of 2014, is determined based on a five-day VWAP of CAD 13.35 and the Bank of Canada noon exchange rate for July 29, 2014, being 0.9216. The value of the Common Shares issued in the second tranche, relating to services provided for the second half of 2014, is determined based on a five-day VWAP of CAD 5.94 and the Bank of Canada noon exchange rate for January 13, 2015, being 0.8370.

**Narrative Discussion**

Based on the recommendations of the Nomination and Compensation Committee, the Board has implemented remuneration and reimbursement arrangements for its directors that reflect current market practices and align the interests of directors with those of Shareholders. Such arrangements are set out in the Directors' Compensation Plan approved by the Board on November 6, 2013 and amended on April 8, 2014. The Directors' Compensation Plan was approved by Shareholders on May 7, 2014.



The Directors' Compensation Plan provides remuneration for each director (other than Messrs. Gandur and Ebsary who are remunerated as executives) in the amount of \$110,000 per annum, with a further \$20,000 per annum for committee chairs except for the chair of the Audit Committee who will receive an additional \$30,000 per annum. In accordance with the Directors' Compensation Plan, each director receives Common Shares in lieu of cash compensation representing 40% of their fees. Directors of the Corporation are also reimbursed for their reasonable out-of-pocket disbursements incurred for the business of the Corporation.

For 2014, directors were issued Common Shares in lieu of cash compensation on two occasions. In July 2014, the Corporation issued 12,191 Common Shares to directors in connection with fees earned in the first half of 2014. In January 2015, the Corporation issued 30,175 Common Shares in connection with fees earned in the second half of 2014.

### Share Ownership Requirement

The Directors' Compensation Plan includes share ownership guidelines for directors requiring each director, within five years after becoming a director of the Corporation, to hold a minimum number of Common Shares equivalent to at least three times the director's annual base compensation. As all of the current directors became directors in December 2012, none has been a director for more than five years at the date of this Circular. The following table lists the number of Common Shares each current director (other than Messrs. Gandur and Ebsary) held as of March 6, 2015, with the corresponding dollar value as of such date, and highlights where each such director stands in terms of the share ownership guidelines.

Name	Fees earned (\$)	Shareholding Requirement (\$)	Common Shares Owned (#)	Total Value <sup>(1)</sup> (\$)	Percentage of 5-Year Target Achieved (%)	Target Date to Meet Requirements
Richard Alexander	130,000	390,000	79,591	252,335	65	December 2017
David Codd	130,000	390,000	88,119	279,372	72	December 2017
Michel Contie	110,000	330,000	39,246	124,426	38	December 2017
Evan Hazell	110,000	330,000	67,246	213,197	65	December 2017
Gerald Macey	130,000	390,000	66,291	210,169	54	December 2017
Peter Newman	140,000	420,000	72,990	231,407	55	December 2017

#### Notes

(1) The "Total Value" is determined by multiplying the number of Common Shares held by each director as of March 6, 2015 by the closing price of the Corporation's common shares on the Toronto Stock Exchange as of the close of business on such date, being CAD 4.00 (\$3.17 based on the Bank of Canada nominal noon exchange rate for March 6, 2015, being 0.7926).

### Directors' Compensation Plan

The Directors' Compensation Plan requires directors to receive forty percent (40%) of their respective remuneration through the issuance of Common Shares in lieu of receiving cash thereby (i) increasing the proprietary interests of such persons in the Corporation; and (ii) aligning the interests of such persons with the interests of Shareholders generally.

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

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

The maximum number of Common Shares which may be issued under the Directors' Compensation Plan shall not exceed two hundred and fifty thousand (250,000) Common Shares.

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

The Directors' Compensation Plan shall be administered by the Corporate Secretary of the Corporation. The Board may, at any time, suspend or terminate the Directors' Compensation Plan or amend or revise the terms of the Directors' Compensation Plan, including the amount and basis on which compensation is paid to directors, subject

to applicable law, regulatory approvals and, if required by any stock exchange or market on which the Common Shares trade, Shareholder approval.

## Securities Authorized for Issuance under Equity Compensation Plans

The following table provides the equity securities of the Corporation that are authorized for issuance under equity compensation plans as of December 31, 2014.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders			
– Long Term Incentive Plan	842,389 <sup>(1)</sup>	N/A <sup>(2)</sup>	4,808,233
– Directors' Compensation Plan	Nil	N/A	207,634
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
<b>Total</b>	842,389	N/A	5,015,867

### Notes

(1) This number represents the total number of LTIP awards that have been granted and remain unvested as of December 31, 2014.

(2) The LTIP awards will automatically vest in accordance with the terms of the Corporation's LTIP.

## CORPORATE GOVERNANCE PRACTICES

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

### Board of Directors

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

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

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

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

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

In 2014, the Board held nine meetings. At every scheduled Board meeting, a period of time is reserved for the directors to meet without management. The Board also holds *in-camera* independent director meetings as deemed necessary and upon the request of independent directors.

### Role of the Board of Directors

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

### Majority Voting for the Election of Directors

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

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

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

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

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

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

### Director Term Limits

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

While the Corporation has no term limits for its directors, under its mandate, the Nomination and Compensation Committee reviews the Corporation's policies on tenure and terms of individual directors of the Board, the Chair and committee chairs. Board renewal is considered in the context of determining the needs of the Board in the long term, as further described below, and achieving a balance between the need to have depth of institutional experience from directors on the one hand and the need for renewal and new perspectives on the other hand.

### Committees of the Board of Directors

There are four standing committees of the Board: the Audit Committee, the Corporate Governance Committee, the Nomination and Compensation Committee, and the Technical and Resources Committee. It is the Corporation's policy that each of the Audit Committee and the Corporate Governance Committee must be comprised solely of independent directors. The Board has concluded that all of the directors who served as members of the Audit Committee and the Corporate Governance Committee during 2014 are independent under NI 58-101 and that members of the Audit Committee met the more stringent Audit Committee independence tests under NI 52-110.

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

Committee	Number of meetings held in 2014	Members in 2014	Independent
Audit Committee	5	Alexander	Yes
		Codd	Yes
		Hazell	Yes
		Newman (Chair)	Yes
Corporate Governance Committee	3	Alexander (Chair)	Yes
		Codd	Yes
		Macey	Yes
		Newman	Yes
Nomination and Compensation Committee	4	Alexander	Yes
		Codd (Chair)	Yes
		Contie	Yes
		Gandur	No
Technical and Resources Committee	5	Contie	Yes
		Ebsary	No
		Hazell	Yes
		Macey (Chair)	Yes

The Audit Committee charter is attached as Schedule B to the Corporation's Annual Information Form for the year ended December 31, 2014, which can be accessed on the Corporation's website at [www.oryxpetroleum.com](http://www.oryxpetroleum.com) and on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). The position description of the committee chairs is detailed in the corresponding committee charter. At each regularly scheduled Board meeting, each committee of the Board, through its committee chair, provides a report to the Board on its activities.

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

### **Audit Committee**

The mandate of the Audit Committee includes:

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

Additional information relating to the Audit Committee is provided in the Corporation's Annual Information Form dated March 26, 2015 in the section entitled "Audit Committee".

### **Corporate Governance Committee**

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

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

### **Nomination and Compensation Committee**

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

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

### **Technical and Resources Committee**

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

- reviewing and approving the appointment of an independent reserves evaluator
- managing the valuation review by, and relationship with, the independent reserves evaluator
- overseeing procedures for disclosure of information relating to oil and gas activities and for providing information to the independent reserves evaluator

- reviewing content and filing of statements and other information disclosed in accordance with National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities*

## **Chair of the Board of Directors**

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

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

## **Chief Executive Officer**

The Corporation's CEO has primary responsibility, subject to the authority of the Board, for the general supervision of the business and affairs of Oryx Petroleum. As such, the CEO, subject to the Board's approval, develops the Corporation's strategic and operational orientation. In so doing, he provides leadership and vision for the effective overall management, performance and growth of Oryx Petroleum, and for increasing shareholder value and ensuring compliance with policies adopted by the Board. The CEO is directly accountable to the Board for all of the Corporation's activities. The Board delineates the role and responsibilities of the CEO through the committee charters and policies approved by the Board from time to time which limit the CEO's authority in managing the Corporation.

## **Composition of the Board of Directors and Nomination of Directors**

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

The Board reviews each director's contribution and determines whether the Board's size allows it to function efficiently and effectively. The Board believes that a board of directors composed of eight members promotes effectiveness and efficiency.

### **Competency Matrix**

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

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

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

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

	Richard Alexander	David Codd	Michel Contie	Michael Ebsary	Jean-Claude Gandur	Evan Hazell	Gerald Macey	Peter Newman
<b>Management</b> <i>Experience as CEO of a public company or large organization, and/or other senior executive experience, driving strategic direction and leading growth</i>	✓	✓	✓	✓	✓		✓	
<b>Governance</b> <i>Current and/or former director of a listed public company (other than Oryx Petroleum) and/ or significant governance role</i>	✓		✓	✓	✓	✓	✓	✓
<b>Upstream Oil &amp; Gas</b> <i>Senior executive experience in the upstream oil and gas industry</i>	✓	✓	✓	✓	✓		✓	
<b>Africa &amp; the Middle East</b> <i>Senior executive experience in an organization with multinational operations in Africa and/or the Middle East</i>		✓	✓	✓	✓		✓	✓
<b>Operations &amp; HSE</b> <i>Senior executive experience in managing significant industrial operations and the related health, safety and environmental policies and standards and other constituents of sound sustainable development practices and reporting and their application to corporate success</i>	✓		✓				✓	
<b>M&amp;A/Growth Strategy</b> <i>Experience with mergers, acquisitions and business growth strategy involving public companies and ability to effectively fulfil oversight responsibilities relating to corporate strategy</i>	✓	✓	✓	✓	✓	✓	✓	✓
<b>Accounting &amp; Audit</b> <i>Experience in financial accounting and reporting, audit process, and evaluating the robustness of internal financial controls, and ability to assess the application of International Financial Reporting Standards</i>	✓	✓		✓				✓
<b>Finance</b> <i>Experience in senior financial roles and/or financial advisory roles especially with respect to debt and equity markets</i>	✓			✓		✓		✓
<b>Compensation &amp; Human Resources</b> <i>Experience overseeing human resources practices, including compensation design, gained through experience as a senior executive of a public company and/or a member of a committee of the board of directors of a public company responsible for overseeing succession planning, talent development, retention and compensation programs, and other human resources matters</i>	✓	✓	✓	✓	✓		✓	✓

	Richard Alexander	David Codd	Michel Contie	Michael Ebsary	Jean-Claude Gandur	Evan Hazell	Gerald Macey	Peter Newman
<b>Legal &amp; Regulatory</b> <i>Legal and regulatory experience including an understanding of different legal systems and the laws and regulations applicable to Oryx Petroleum</i>		✓			✓			✓
<b>Public Policy</b> <i>Experience in the areas of government and public policy relevant to Oryx Petroleum's business and may include experience in or through understanding of communication and media perspectives</i>		✓			✓			
<b>Risk Management</b> <i>Experience in risk management frameworks, systems, processes, tools and techniques gained through experience as a senior executive of a public company and/or a member of a committee of the board of directors of a public company responsible for overseeing risk management</i>	✓	✓	✓	✓	✓	✓	✓	✓

## Nomination Process

The Nomination and Compensation Committee, together with the Chair, is responsible for recommending to the Board the nominees for election at each annual meeting of Shareholders. Typically, in advance of the annual meeting of Shareholders, the Nomination and Compensation Committee will review the composition of the Board and make an assessment, with reference to the competency matrix, as to any potential skill or expertise gaps which may need to be filled through recruitment of one or more additional directors. In making its assessment, the Nomination and Compensation Committee will consider input received from the Board as a whole, including the CEO, as well as shareholders, the Nomination and Compensation Committee's independent advisors and other third parties.

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

## Board Diversity

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

The Corporation has not adopted a written policy for identifying and nominating women directors and does not have targets regarding the number or percentage of women on the Board. As the Corporation was incorporated on December 31, 2012, and the current directors continue to meet the needs identified by the competency matrix described above, the Nomination and Compensation Committee has not, to date, considered any director nominees from outside the current Board. When a new director nominee is determined to be required, the Nomination and Compensation Committee will consider the diversity of views and perspectives that potential nominees could add to the Board. In order to select the most qualified candidate identified among a list of potential nominees, the Board has not fixed targets that would prioritize a candidate on the basis of gender or other personal characteristics.

The Board does not currently include any women. The list of eight director nominees to be considered at the Meeting does not include any women.



## Orientation and Continuing Education

As part of the establishment of the Board, management has provided detailed presentations on all aspects of the Corporation's business and management will continue to provide regular updates on all such matters at regular Board meetings. These detailed briefings are made to new directors who join the Board, so that they are able to get up to date with the activities of the Corporation.

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

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

## Representation of Women in Executive Officer Appointments

Among the five current executive officers of the Corporation, there are no women.

Four of the current executive officers of the Corporation were involved with the founding of Oryx Petroleum in 2010. The remaining executive officer of the Corporation joined Oryx Petroleum eight months later. Since that time, the Corporation's executive team has remained the same. Given the stage of Oryx Petroleum's development, and the stability in the Corporation's executive team, no further executive officer appointments have been required.

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

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

Given the small size of the Corporation's executive team, and the limited turnover, the Board does not believe that targets are appropriate at this time.

## Ethical Business Conduct

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

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

## Code of Conduct

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

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

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

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

To ensure compliance with the Corporate Code of Conduct, Oryx Petroleum has established an Ethics Committee composed of the CEO, CLO and Corporate Secretary, the Head of Human Resources and the Senior Internal Auditor to receive and examine any reported breaches of the Corporate Code of Conduct, to coordinate the necessary response and to regularly advise the Audit Committee of any breaches and any proposed actions.

## Whistleblower Policy

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

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

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

## OTHER INFORMATION

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### Interest of Informed Persons in Material Transactions

Except as disclosed in the Corporation's Management's Discussion and Analysis for the year ended December 31, 2014 and the Corporation's Annual Information Form dated March 26, 2015, and other than as discussed elsewhere in this Circular, the Corporation is not aware of any material interests, direct or indirect, of any "informed person" of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, in any transaction since January 1, 2014 or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

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

### Indebtedness of Directors and Executive Officers

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

### Additional Information

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

Financial information is provided in the Corporation's consolidated annual financial statements and management's discussion and analysis for the financial year ended December 31, 2014.

### Shareholder Proposals for the 2016 Annual Meeting

The final date by which the Corporation must receive Shareholder proposals for the annual meeting of Shareholders of the Corporation to be held in 2016 is December 18, 2015. All proposals should be sent by registered mail to 3400 – 350 7th Avenue SW, Calgary, Alberta, T2P 3N9.

# SCHEDULE A

## CHARTER OF THE BOARD OF DIRECTORS

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

### GENERAL

#### 1. MANDATE

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

#### 2. DEFINITIONS AND INTERPRETATION

In this Charter:

- (a) “CEO” means the Chief Executive Officer of the Company;
- (b) “Chair” means the chair of the Board;
- (c) “Chief Officers” means the CEO, the Chief Financial Officer, the Chief Operating Officer and the Chief Legal Officer;
- (d) “Director” means a member of the Board;
- (e) “Independent” shall have the meaning ascribed to it under s. 1.4 and s. 1.5 of National Instrument 52-110; and
- (f) “Lead Independent Director” has the meaning set out in paragraph 4.2 below.

### COMPOSITION AND FUNCTIONS OF THE BOARD

#### 3. COMPOSITION

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

#### 4. CHAIR

##### 4.1 Board to Appoint Chair

The Board shall designate the Chair of the Board annually at the first meeting of the Board after a meeting of the shareholders at which directors are elected (the “**Shareholder Meeting**”), provided if the appointment of the Chair of the Board was not so made and further provided that the then serving Chair of the Board was elected as a Director at the Shareholder Meeting, the person then serving as Chair of the Board shall continue as Chair of the Board for a duration of 5 years and thereafter until his or her successor is approved. The Chair will have the competencies and skills determined by the Board. If the Chair is not present at a meeting of the Board, the members of the Board may designate an interim Chair for the meeting by majority vote of the members present.

##### 4.2 Lead Independent Director

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

##### 4.3 Specific Duties of the Chair

The Chair will:

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

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

#### **4.4 Specific Duties of the Lead Independent Director**

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

(a) *Independence*

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

(b) *Board Governance*

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

(c) *Board Meetings*

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

(d) *Board Management Relationships*

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

(e) *Other*

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

### **5. MEETINGS**

#### **5.1 Quorum**

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

#### **5.2 Secretary**

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

#### **5.3 Time and Place of Meetings**

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

#### **5.4 Notice of Meetings**

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

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

### **5.5 Minutes**

Decisions or recommendations of the Board shall be evidenced by resolutions passed at meetings of the Board and recorded in the minutes of such meetings or by an instrument in writing signed by all members of the Board entitled to vote on that resolution. A copy of the draft minutes of each meeting of the Board and any written resolutions evidencing decisions or recommendations of the Board shall be transmitted promptly by the Secretary to each member for adoption at the next meeting.

### **5.6 Additional Meetings**

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

### **5.7 Right to Vote**

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

### **5.8 Invitees**

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

## **6. RESOURCES AND AUTHORITY OF BOARD**

### **6.1 Retaining and Compensating Advisors**

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

### **6.2 Committees**

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

## **RESPONSIBILITIES OF THE BOARD**

### **7. RESPONSIBILITIES**

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

#### **7.1 Strategy and Management**

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

- (f) Any decision to cease to operate all or any material part of the Group's business.

## **7.2 Structure and Capital**

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

## **7.3 Financial Reporting and Controls**

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

## **7.4 Internal Controls**

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

## **7.5 Contracts**

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

## **7.6 Shareholder Communication**

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

## **7.7 Board Membership and Other Appointments**

- (a) Approval of employment contracts for the Chair, CEO and any other executive directors, on the recommendation of the Corporate Governance Committee.
- (b) Approval of the terms of reference and membership of the Board and its Committees.

## **7.8 Remuneration**

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

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

## **7.9 Corporate Governance**

- (a) Undertaking an annual performance evaluation of the Board and its Committees, on the recommendation of the Corporate Governance Committee.
- (b) Determining the independence of directors, on the recommendation of the Corporate Governance Committee.
- (c) Setting levels of delegated authority.



- (d) Reviewing the skills and resources of the Chief Officers, and succession planning, on the recommendation of the Corporate Governance Committee.

**7.10 Other**

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

**8. LIMITATION ON THE OVERSIGHT ROLE OF THE BOARD**

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

**Appendix A**  
**Rolling Agenda**

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

# SCHEDULE B

## AMENDED AND RESTATED BY-LAWS

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### AMENDED AND RESTATED BY-LAW NUMBER 1 A BY-LAW RELATING TO THE BUSINESS AND AFFAIRS OF ORYX PETROLEUM CORPORATION LIMITED

#### ARTICLE 1 INTERPRETATION

##### 1.1 Definitions

In this by-law, unless the context otherwise requires:

“Act” means the *Canada Business Corporations Act* RSC 1985, c. C-44 and the regulations enacted pursuant to it and any statute and regulations that may be substituted for them, in each case, as amended from time to time;

“Applicable Securities Laws” means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the written 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 commissions and similar regulatory authorities of each province and territory of Canada;

“articles” means the articles, as that term is defined in the Act, of the Corporation, as amended or restated from time to time;

“auditor” means the auditor of the Corporation;

“Board” means the board of directors of the Corporation;

“by-law” means a by-law of the Corporation;

“Chair” means the chair of the Board;

“Chief Executive Officer” means the chief executive officer of the Corporation;

“Corporation” means the corporation incorporated on December 31, 2012 under the name “Oryx Petroleum Corporation Limited”;

“director” means a director of the Corporation;

“electronic document” means, except in the case of a statutory declaration or affidavit required under the Act, any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means;

“Lead Independent Director” means, in the case where the Chair is not independent (as defined under Applicable Securities Laws), the director appointed by the Board to hold such office;

“officer” has the meaning set forth in the Act but reference to any specific officer is to the individual holding that office of the Corporation;

“person” means an individual, body corporate, partnership, joint venture, trust, unincorporated organization, association, the Crown or any agency or instrumentality thereof, or any entity recognized by law;

“proxyholder” means a person holding a valid proxy for a shareholder;

“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 for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com);

“shareholder” means a shareholder of the Corporation; and

“voting person” means, in respect of a meeting of shareholders, a shareholder entitled to vote at that meeting, a duly authorized representative of a shareholder entitled to vote at the meeting or a proxyholder entitled to vote at that meeting.

Terms defined in the Act and used herein, unless otherwise defined herein or the context otherwise requires, shall have the same meaning herein as in the Act.

## **1.2 Number, Gender and Headings**

In this by-law, unless the context otherwise requires, words in the singular include the plural and vice-versa and words in one gender include all genders. The insertion of headings in this by-law and its division into Articles, Sections and other subdivisions are for convenience of reference only, and shall not affect the interpretation of this by-law.

## **1.3 By-Law Subordinate to Other Documents**

This by-law is subordinate to, and should be read in conjunction with, the Act and the articles of the Corporation.

## **1.4 Computation of Time**

The computation of time and any period of days shall be determined in accordance with the Act and the provisions of the *Interpretation Act* (Canada) and any statute that may be substituted for it, as amended from time to time.

# **ARTICLE 2 DIRECTORS**

## **2.1 Notice of Meeting**

Any director may call a meeting of the Board by giving notice stating the time and place of the meeting to each of the other directors. Notices of meetings of the Board shall be given in accordance with Section 8.1 no less than 5 business days before the date of the meeting, provided that meetings of the Board may be held without formal notice if all the directors are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting.

The Board may appoint, by resolution, dates, times and places for regular meetings of the Board. A copy of any such resolution shall be given to each director forthwith after being passed, but no other notice is required for any such meeting except where the Act requires the purpose of or the business to be transacted at a meeting to be specified.

## **2.2 Meetings Without Notice**

A meeting of the Board may be held without notice immediately following ~~the first or any annual~~ meeting of shareholders at which directors are elected.

## **2.3 Place of Meeting**

A meeting of the Board may be held at any place within or outside Canada.

## **2.4 Quorum for Board Meetings**

At any meeting of the Board, a quorum for the transaction of business shall be a majority of the number of directors in office from time to time.

The Board shall not transact business at a meeting of directors unless the minimum number of resident Canadian directors required by the Act are present.

## **2.5 Participation by Communications Facility**

A director may, in accordance with the Act, participate in a meeting of the Board or of a committee of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in such a meeting shall be deemed to be present at that meeting.

## **2.6 Chair of Board Meetings**

The Chair shall preside as chair of all meetings of the Board. If there is no Chair or if the Chair is not present or is unwilling to act as chair of a Board meeting, then (a) the Lead Independent Director of the Board, if such position exists and is occupied at the time, shall preside as chair of the meeting, or (b) if there is no Lead Independent Director or if the Lead Independent Director is not present, then the Chief Executive Officer of the Corporation, if present and a director and willing to act, shall preside as chair of the meeting. In any other case, the directors present at the meeting shall choose a director to preside as chair of the meeting.

## **2.7 Votes at Board Meetings**

Each director present at a meeting of the Board shall have ~~four~~ one vote on each motion arising. Motions arising at meetings of the Board shall be decided by a majority of the votes cast. The chair of the meeting shall not have a second or casting vote.

## **2.8 Committees**

Subject to the provisions of the Act and unless otherwise determined by the Board, each committee of the Board shall have the power to fix its quorum at not less than the majority of its members, to elect its chair and to regulate its procedure.

## **2.9 Officers**

Each officer shall hold office at the pleasure of the Board. Any officer may, however, resign at any time by giving notice to the Corporation.

# **ARTICLE 3 ADVANCE NOTICE OF NOMINATIONS OF DIRECTORS**

## **3.1 Advance Notice of Nominations of Directors**

- (a) Subject only to the Act and the articles of the Corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if the election of directors is a matter specified in the notice of meeting,
- (i) by or at the direction of the Board, including pursuant to a notice of meeting;
  - (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of a shareholders meeting by one or more shareholders made in accordance with the provisions of the Act; or
  - (iii) by any person (a "Nominating Shareholder") who:
    - (A) at the close of business on the date of the giving of the notice provided for in this Article 3 and 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
    - (B) complies with the notice procedures set forth below in this Article 3.

### **3.2 Nominations for Election**

For the avoidance of doubt, the procedures set forth in this Article shall be the exclusive means for any person to bring nominations for election to the Board before any annual or special meeting of shareholders of the Corporation.

### **3.3 Timely Notice**

In addition to any other applicable requirements, and notwithstanding any other provision of this by-law, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the corporate secretary of the Corporation in accordance with this Article.

### **3.4 Manner of Timely Notice**

To be timely, a Nominating Shareholder's notice must be given:

- (a) in the case of an annual meeting (including an annual and special meeting) of shareholders, not less than thirty (30) days prior to the date of the meeting; provided, however, that in the event that the meeting is to be held on a date that is less than fifty (50) days after the date (the **Notice Date**) on which the first public announcement of the date of the meeting was made, notice by the Nominating Shareholder shall 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 also 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 meeting was made.

### **3.5 Proper Form of Notice**

To be in proper written form, a Nominating Shareholder's notice must set forth or be accompanied by, as applicable:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (a "Proposed Nominee"):
  - (i) the name, age and business and residential address of the Proposed Nominee;
  - (ii) the principal occupation, business or employment of the Proposed Nominee, both present and within the five years preceding the notice;
  - (iii) whether the Proposed Nominee is a "resident Canadian" within the meaning of the Act;
  - (iv) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by the Proposed Nominee, 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) a description of any relationship, agreement, arrangement or understanding (financial, compensation or indemnity related or otherwise) between the Nominating Shareholder and the Proposed Nominee, or any affiliates or associates of, or any person or entity acting jointly or in concert with the Nominating Shareholder or the Proposed Nominee, in connection with the Proposed Nominee's nomination or election as a director;
  - (vi) whether the Proposed Nominee is party to any existing or proposed relationship, agreement, arrangement or understanding with any competitor of the Corporation or any other third party which may give rise to a real or perceived conflict of interest between the interests of the Corporation and the interests of the Proposed Nominee; and
  - (vii) any other information relating to the Proposed Nominee that would be required to be disclosed in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws; and

(b) as to the Nominating Shareholder:

- (i) the name, business and residential address of such Nominating Shareholder;
  - (ii) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by such Nominating Shareholder or any other person with whom such Nominating Shareholder is acting jointly or in concert with respect to the Corporation or any of its securities, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
  - (iii) its interests in, or rights or obligations associated with, any agreements, arrangements or understandings, the purpose or effect of which is to alter, directly or indirectly, such Nominating Shareholder's economic interest in a security of the Corporation or such Nominating Shareholder's economic exposure to the Corporation;
  - (iv) full particulars regarding any proxy, contract, arrangement, agreement, understanding or relationship pursuant to which such Nominating Shareholder, or any of its affiliates or associates, has any interests, rights or obligations relating to the voting of any securities of the Corporation or the nomination of directors to the Board;
  - (v) full particulars of any direct or indirect interest of such Nominating Shareholder in any contract with the Corporation or with any of the Corporation's affiliates;
  - (vi) whether such Nominating Shareholder intends to deliver a proxy circular and/or form of proxy to any shareholder of the Corporation in connection with such nomination or otherwise solicit proxies or votes from shareholders of the Corporation in support of such nomination; and
  - (vii) any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws; and
- (c) a written consent duly signed by each Proposed Nominee to being named as a nominee for election to the Board and to serve as a director of the Corporation, if elected.

References to "Nominating Shareholder" in this Article 3 shall be deemed to refer to each shareholder that nominates or seeks to nominate a person for election as director in the case of a nomination proposal where more than one shareholder is involved in making such nomination proposal.

### **3.6 Other Information**

The Corporation may require any Proposed Nominee to furnish any other information as may reasonably be required by the Corporation to determine the eligibility of such Proposed Nominee to serve as an independent director of the Corporation or that would reasonably be expected to be material to a reasonable shareholder's understanding of the independence and/or qualifications of such Proposed Nominee.

### **3.7 Notice to be Updated**

In addition, to be considered timely and in proper written form, 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.

### **3.8 Power of the Chair**

The chair 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.

### **3.9 Delivery of Notice**

Notwithstanding any other provision of this by-law, notice given to the corporate secretary of the Corporation pursuant to this Article may only be given by personal delivery, facsimile transmission or by e-mail, and shall be deemed to have been given and made only at the time it is served by personal delivery, sent by facsimile transmission (provided that receipt of the confirmation of such transmission has been received) or sent by e-mail, to the corporate secretary of the Corporation at the address of the service office of the Corporation or the facsimile number or email address stipulated under the Corporation's profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com, as applicable; 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. (Geneva time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

### **3.10 Board of Directors Discretion**

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Article.

## **Article 3ARTICLE 4 MEETINGS OF SHAREHOLDERS**

### **3-14.1 Notice of Shareholders' Meetings**

The Board may call a meeting of shareholders by causing notice of the time, place and, when required by the Act, purposes of the meeting to be given to each shareholder entitled to vote at the meeting, each director and the auditor. Subject to any ~~applicable securities law~~Applicable Securities Laws, or policy, such notice shall be given no less than 21 days and no more than 60 days before the meeting.

### **3-24.2 Quorum at Meetings of Shareholders**

A quorum at meetings of shareholders consists of ~~one~~two or more voting persons present and authorized to cast in the aggregate not less than 25% of the total number of votes attaching to all shares carrying the right to vote at that meeting. If there is no quorum present at the opening of any meeting of shareholders, the chair of the meeting may adjourn the meeting to a fixed time and place in the manner provided in Section 4.8.

### **3-34.3 Chair of Shareholder Meetings**

The Chair of the Board may appoint a director or officer to preside as chair of a meeting of shareholders. If no such resolution is passed in respect of a meeting of shareholders, the Chair shall preside as chair of all ~~meetings~~such meeting of shareholders. If and, if there is no Chair of the Board or the Chair of the Board is not present or is unwilling to act as chair of ~~a~~such shareholder meeting, then (a) the Lead Independent Director of the Board shall preside as chair of the meeting if present and willing to act, or (b) if there is no Lead Independent Director or if the Lead Independent Director is not present, then the Chief Executive Officer of the Corporation shall preside as chair of the meeting if present and willing to act. In any other case, the shareholders present shall choose ~~one of their number~~any person present to be the chair of the meeting.

The chair of any meeting of shareholders shall not have a second or casting vote.

Subject to the Act and this by-law, the chair of a meeting of shareholders shall conduct the proceedings thereat in all respects and his or her decision in any matter or thing, including, but without limitation, any question regarding the validity or invalidity of any instruments of proxy, shall be conclusive and binding upon the meeting.

### **3-44.4 Voting**

Unless the chair of a meeting of shareholders directs a ballot or a voting person demands one, each motion shall be voted upon by a show of hands. Each voting person has ~~one~~ vote in a vote by show of hands. A ballot may be directed by the chair of a meeting of shareholders or demanded by a voting person either before or after a vote by show of hands. ~~If a ballot is taken, a prior vote by show of hands has no effect.~~ A ballot so directed or demanded shall be taken in such manner as the chair of the meeting shall direct. If a ballot is taken, each voting person shall be entitled with respect to each share which he is entitled to vote at the meeting upon the motion, to one vote or such other number of votes as may be provided by the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said motion. Subject to compliance with the Act, any vote at a



meeting of shareholders may be taken in whole or in part by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose. Unless a ballot is directed or demanded, an entry in the minutes of the meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

In the case of any dispute as to the admission or rejection of a vote given on a ballot, the chair of the meeting must determine the dispute and his or her determination is final and conclusive.

#### **3-54.5 Scrutineers**

The chair of a meeting of shareholders may appoint for that meeting ~~one~~ or more scrutineers, who need not be voting persons, and who shall act according to the instructions of the chair.

#### **3-64.6 Who May Attend Shareholders' Meeting**

The only persons entitled to attend a meeting of shareholders are voting persons, the directors, auditors and the officers, as well as others permitted by the chair of the meeting.

#### **3-74.7 Participation Byby Communication Facility**

Any person entitled to attend a meeting of shareholders may participate in the meeting ~~in accordance with the Act~~ by means of a telephonic, electronic or other communication facility ~~made available by~~ if the Corporation has made available such communication facility and provided that ~~permits~~ the chair is satisfied that all participants are able to communicate adequately with each other during the meeting and a person participating in. For greater certainty, a meeting by such means is deemed to be present at the meeting. A meeting of the shareholders called by either the directors or the shareholders may be held entirely by means of such a telephonic, electronic or other communications communication facility provided that permits all participants to communicate adequately with each other during the forgoing requirements are met. A person participating in a meeting if the directors or shareholders calling by such means is deemed to be present at the meeting ~~so determine.~~

#### **3-84.8 Adjournments**

The chair of the meeting may, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place ~~but no business shall be transacted at the adjourned.~~ The reconvened meeting ~~other than the business left unfinished at the meeting from which following the adjournment took place.~~ shall be duly constituted if a quorum is present and if it is held in accordance with the terms of the adjournment.

#### **4.9 Inquiries**

The chair of a meeting of shareholders may, but need not, at any time (including prior to, at, or subsequent to the meeting), ask questions of, and request the production of evidence from, a shareholder (including a beneficial owner), the transfer agent or such other person as the chair considers appropriate for the purposes of determining a person's share ownership position as at the relevant record date or authority to vote. Any such inquiry or request by the chair shall be responded to as soon as reasonably possible.

### **Article 4ARTICLE 5 SECURITY CERTIFICATES, PAYMENTS**

#### **4-15.1 Certificates**

Security certificates shall be in such form as the Board may approve. The Chief Executive Officer or, corporate secretary of the Corporation or the Board may order the cancellation of any security certificate that has become defaced and the issuance of a replacement certificate for it when the defaced certificate is delivered to the Corporation or to a transfer agent or branch transfer agent of the Corporation.

#### **4-25.2 Cheques**

Any amount payable in cash to shareholders (including dividends payable in cash) may be paid by cheque drawn on any of the Corporation's bankers to the order of each registered holder of shares of the class or series in respect of which such amount is to be paid. Cheques may be sent by ordinary mail, postage prepaid, to each such registered holder at that holder's address as shown in the records of the Corporation, unless that holder otherwise

directs in writing. The mailing of a cheque as aforesaid shall satisfy and discharge all liability for the applicable dividend or other payment to the extent of the sum represented by such cheque plus the amount of any tax which the Corporation is required to and does withhold, unless such cheque is not paid on due presentation.

#### **4.35.3 Cheques to Joint Shareholders**

Cheques payable to joint shareholders shall be made payable to the order of all such joint shareholders unless such joint shareholders direct otherwise. Such cheques may be sent to the joint shareholders at the address appearing on the records of the Corporation in respect of that joint holding, to the first address so appearing if there is more than one, or to such other address as those joint shareholders direct in writing.

#### **4.45.4 Non-Receipt of Cheques**

The Corporation shall issue a replacement cheque in the same amount to any person who does not receive a cheque sent as provided in this by-law, if that person has satisfied the conditions regarding indemnity, evidence of non-receipt and title set by the ~~Board~~ Corporation from time to time, either generally or for that particular case.

#### **4.55.5 Currency of Dividends**

Dividends or other distributions payable in cash may be paid to some shareholders in Canadian currency and to other shareholders in equivalent amounts of a currency or currencies other than Canadian currency. The Board may declare dividends or other distributions in any currency or in alternative currencies and make such provisions as it deems advisable for the payment of such dividends or other distributions.

#### **4.65.6 Lien for Indebtedness**

If the articles provide that the Corporation shall have a lien on shares registered in the name of a shareholder indebted to the Corporation, such lien may be enforced, subject to any other provisions of the articles, by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the transfer of all or any part of such shares may be refused.

#### **4.75.7 Interest; Fractions**

No dividend or other distribution shall bear interest against the Corporation. Where the dividend or other distribution to which a shareholder is entitled includes a fraction of a cent, such fraction shall be disregarded and such payment shall be deemed payment in full.

#### **4.85.8 Fractional Security or Property**

If any dividend or other distribution results in any shareholder being entitled to a fractional part of a security or property, the Corporation may pay such shareholder in place of that fractional part the cash equivalent thereof as determined by the Board or may carry out the distribution and adjust the rights of the shareholders on a basis the Board considers appropriate.

### **Article 5ARTICLE 6 SIGNATORIES, INFORMATION**

#### **5.16.1 Signatories**

Except for documents executed in the usual and ordinary course of the Corporation's business, which may be signed by any officer or employee of the Corporation acting within the scope of his or her authority, the following are the only persons authorized to sign any document on behalf of the Corporation:

- (a) any individual appointed by resolution of the Board to sign the specific document, that type of document or documents generally on behalf of the Corporation; or
- (b) any director or any officer appointed to office by the Board.

Any document so signed may, but need not, have the corporate seal of the Corporation applied, if there is one.

### **5-26.2 Facsimile Signatures**

The signature of any individual authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

### **5-36.3 Restriction on Information Disclosed**

Except as required by the Act or authorized by the Board, no shareholder is entitled by virtue of being a shareholder to disclosure of any information, document or records respecting the Corporation or its business.

## **Article 6ARTICLE 7 PROTECTION AND INDEMNITY**

### **6-17.1 Transactions with the Corporation**

No director or officer shall be disqualified by reason of being a director or officer of the Corporation from, or be required to vacate his position as a director or officer by reason of, holding any other office, employment or other position with or having any pecuniary interest in or with respect to the Corporation or any other body corporate or contracting with or being otherwise in any way directly or indirectly interested in or concerned with any contract, transaction or arrangement made or proposed to be made with the Corporation or being a director or officer or acting in a similar capacity of, or having any interest in, another party to such contract, transaction or arrangement. No such contract, transaction or arrangement shall be void or voidable for any such reason and no director or officer shall be liable to account to the Corporation or others for any profit arising from any such office, employment or other position or pecuniary interest or realized in respect of any such contract, transaction or arrangement except, in all cases, as otherwise provided in the Act.

### **6-27.2 Limitation of Liability**

Subject to any applicable statutory provisions, no director or officer and no other individual who acts at the Corporation's request as a director or officer, or in a similar capacity, of another person shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other person;
- (b) joining in any receipt or other act for conformity;
- (c) any loss, damage or expense to the Corporation or other person arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation or other person;
- (d) the insufficiency or deficiency of any security in or upon which any monies of the Corporation or other person are invested;
- (e) any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person with whom any monies, securities or other property of the Corporation or other person are lodged or deposited;
- (f) any loss, damage or expense occasioned by any error of judgment or oversight; or
- (g) any other loss, damage or expense related to the performance or non-performance of the duties of that individual's office.

### **6-37.3 Contracts on Behalf of the Corporation**

Subject to the Act, any contract entered into, or action taken or omitted, by or on behalf of the Corporation shall, if duly approved by a resolution of the shareholders, be deemed for all purposes to have had the prior authorization of the shareholders.

#### **6-47.4 Indemnity of Directors and Officers**

Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation:

- (a) shall indemnify each director or officer or former director or officer and each other individual who acts or has acted at the Corporation's request as a director or officer, or in a similar capacity, of another person (and each such individual's respective heirs and personal representatives), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is provided:involved because of that association with the Corporation or other person, provided:
  - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other person for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful; and
- (b) may advance monies to a director, officer or other individual for the costs, charges and expenses of an action or proceeding referred to in Section 7.4(a) in accordance with the Act.

Notwithstanding the foregoing, any such indemnity or advance of monies in respect of an action or proceeding referred to in Section 7.4(a) by or on behalf of the Corporation or other person in respect of which an individual has acted as director or officer or in a similar capacity at the request of the Corporation to procure judgment in its favour shall be subject to approval of a court.

#### **6-57.5 Indemnities Not Limiting**

The provisions of this Article 67 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which a person is otherwise entitled.

### **Article 7ARTICLE 8 NOTICES**

#### **7-18.1 Procedure for Giving Notices**

Any notice (which term includes any communication or document) to be given pursuant to the Act, the articles, the by-laws (other than for the purposes of Article 3 of this by-law), or otherwise to a shareholder or other securityholder of the Corporation, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person's address as shown in the records of the Corporation or mailed to the person at such address by ordinary mail, postage prepaid, or, if the person consents, provided by electronic document in accordance with the Act. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which or to which it is mailed. Any notice so delivered shall be deemed to have been received when it is delivered personally or at the address as aforesaid. Any such notice mailed or provided by electronic document as aforesaid shall be deemed to have been received at the time specified in the Act.

#### **7-28.2 Notices to Successors in Title**

Notice to a shareholder or other securityholder as aforesaid is sufficient notice to each successor in title to that shareholder or other securityholder until the name and address of that successor have been entered on the records of the Corporation.

#### **7-38.3 Notice to Joint Securityholders**

Notice to one joint securityholder is sufficient notice to all of them. Such notice shall be addressed to all such joint securityholders and sent to the address for them shown in the records of the Corporation, or to the first such address if there is more than one.

#### **7-48.4 Facsimile Signatures on Notices**

The signature on any notice or other communication or document to be given by the Corporation may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced.

#### **7-58.5 Omission of Notice Does Not Invalidate Actions**

All actions taken at a meeting in respect of which a notice has been given shall be valid even if:

- (a) by accident, notice was not given to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of the notice.

#### **7-68.6 Waiver of Notice**

Any person entitled to notice under the Act, the articles or the by-laws may waive that notice. Waiver, either before or after the event referred to in the notice, shall cure any defect in giving that notice to such person.

### **~~Article 8~~ARTICLE 9 REPEAL OF FORMER BY-LAWS**

#### **8-19.1 Former By-Laws May be Repealed**

The Board may repeal one or more by-laws by passing a by-law that contains provisions to that effect.

#### **8-29.2 Effect of Repeal of By-Laws**

The repeal of any by-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All directors, officers and other persons acting under any by-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this by-law.

#### **9.3 Repeal**

All previous by-laws of the Corporation are repealed as of the coming into force of this amended and restated by-law.

MADE by the Board on the 11th day of January, 2013, and amended and restated with amendments approved by the Board on the 18th day of March, 2015.

# SCHEDULE C

## LONG TERM INCENTIVE PLAN

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### ORYX PETROLEUM CORPORATION LIMITED

**Long Term Equity Incentive Plan (2013) approved May 8, 2013,  
as amended November 6, 2013**

#### 1. The Plan

A long term equity incentive plan pursuant to which Awards may be granted to the directors, officers and employees of, and consultants to, the Corporation or any Affiliate is established on the terms and conditions set forth in this Plan.

#### 2. Purposes

The principal purposes of this Plan are as follows:

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

#### 3. Definitions

As used in this Plan, the following words and phrases have the meanings indicated:

- (a) **"Affiliate"** means a corporation, partnership or trust that is affiliated with the Corporation (within the meaning of "affiliate" in the *Securities Act* (Ontario)) and for the purpose of this definition, a corporation, partnership or trust is affiliated with another corporation, partnership or trust if it directly or indirectly controls, or is directly or indirectly controlled by, that other corporation, partnership or trust through the ownership of securities;
- (b) **"Award"** means a conditional grant of Common Shares from treasury under this Plan designated as an "Award" in the associated Share Grant Agreement;
- (c) **"Award Date"** of an Award means the date such Award is granted to a Participant under the Plan, as evidenced by a Share Grant Agreement;
- (d) **"Board"** means the board of directors of the Corporation as it may be constituted from time to time;
- (e) **"Change of Control"** means:
  - (i) any sale, reorganization, amalgamation, merger, plan of arrangement or other transaction as a result of which an Entity or group of Entities acting jointly or in concert (whether by means of a shareholder agreement or otherwise) or Entities associated or affiliated with any such Entity or group, becomes the owner, legal or beneficial, directly or indirectly, of 50% or more of the Common Shares then outstanding or exercises control or direction over 50% or more of the Common Shares then outstanding (other than solely involving the Corporation and one or more of its Affiliates and other than any Entity or group holding, legally or beneficially, directly or indirectly, 50% or more of the Common Shares as at the Effective Date of the Plan); or
  - (ii) a formal takeover bid or tender offer for the voting securities of the Corporation (other than by the Corporation or one or more of its Affiliates) as a result of which the offeror and its affiliates legally or beneficially own, directly or indirectly, 50% or more of the Common Shares then outstanding or exercises control or direction over 50% or more of the Common Shares then outstanding; or

- (iii) a sale, lease or other disposition (including through a reorganization, amalgamation, merger or plan of arrangement) of all or substantially all of the property or assets of the Corporation other than to an Affiliate; or
- (iv) a change in the composition of the Corporation's Board which occurs at a single meeting of the Shareholders or upon the execution of a Shareholder's resolution, such that individuals who are members of the Board immediately prior to such meeting or resolution cease to constitute a majority of the Board, without the Board, as constituted immediately prior to such meeting or resolution, having approved of such change;
- (f) **"Committee"** means the Nomination and Compensation Committee of the Board or such other committee of the Board that the Board has appointed to administer the Plan, but if the Board does not appoint the Nomination and Compensation Committee or another committee to administer the Plan, all references in this Plan to "the Committee" will be deemed to be references to "the Board";
- (g) **"Common Shares"** means the common shares of the Corporation and "Common Share" means a common share of the Corporation;
- (h) **"Corporation"** means Oryx Petroleum Corporation Limited;
- (i) **"Disability"** in respect of a Participant means the Participant:
  - (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months; or
  - (ii) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than 3 months under an accident and health plan covering employees of the Participant's employer;
- (j) **"Distribution"** means a distribution, including a dividend, paid by the Corporation in respect of the Common Shares, expressed as an amount per Common Share;
- (k) **"Effective Date"** has the meaning ascribed thereto in Section 18;
- (l) **"Eligible Person"** means any person, firm or company who is an employee, director or officer of, or consultant to, the Corporation or any Affiliate and who has been invited by the Committee to participate in this Plan;
- (m) **"Entity"** means a natural person, partnership, limited partnership, limited liability partnership, corporation, joint stock company, trust, unincorporated association, joint venture or other entity or governmental entity, and pronouns have a similarly extended meaning;
- (n) **"Exchange"** means the Toronto Stock Exchange or, if the Common Shares are not then listed and posted for trading on such exchange, then any stock exchange on which such Common Shares are listed and posted for trading or any other regulatory body having jurisdiction as may be selected for such purpose by the Board;
- (o) **"Fair Market Value"** with respect to a Common Share, as at any date means the weighted average of the prices that the Common Shares traded on the Exchange (or, if the Common Shares are not then listed and posted for trading on the Exchange, on the stock exchange on which the Common Shares are then listed and posted for trading as may be selected for this purpose by the Board) for the thirty days on which the Common Shares traded on the Exchange immediately preceding (but not including) that date. If the Common Shares are not listed and posted for trading on any stock exchange, the Fair Market Value will be the fair market value of the Common Shares as determined by the Board or Committee, as applicable, in its discretion;
- (p) **"Good Leaver"** means a Participant who:
  - (i) fulfilled his or her duties as director, officer, employee of, and/or consultant to, the Corporation or any Affiliate, as applicable, throughout the entire notice period required by law and/or any contract with the Corporation or any Affiliate; and

- (ii) has not received notice from the Corporation or any Affiliate that such Participant has breached his or her duties and/or received a written warning from the Corporation or its Affiliates in respect of his or her performance;

provided that the satisfaction of each of (i) and (ii) above shall be determined by the Committee or its appointee, in its absolute discretion;

- (q) **“Issue Date”** means the date on which Common Shares issuable under any Award will vest and be issued to the Participant;
- (r) **“Participant”** is the Eligible Person to whom Awards are granted;
- (s) **“Peer Comparison Group”** means such comparable public oil and gas issuers that are competitors of the Corporation as the Committee determines from time to time;
- (t) **“Peer Index”** means the S&P/TSX Capped Energy Index, or such other public stock exchange index as the Committee determines from time to time;
- (u) **“Plan”** means this Long Term Equity Incentive Plan (2013), as amended from time to time;
- ~~(v)~~ **“Plan Termination Date”** has the meaning ascribed thereto in Section 18;
- ~~(w)~~(v) **“Retirement”** will mean voluntary termination of employment at or after the age of pension eligibility but does not include termination of employment due to any of the events described in paragraphs 7(e)(i),(ii) or (iii);
- ~~(x)~~(w) **“Share Grant Agreement”** is a written agreement in respect of the Plan between the Corporation and the Participant;
- ~~(y)~~(x) **“Shareholder”** means a holder of Common Shares; and
- ~~(z)~~(y) **“Total Shareholder Return”** means, with respect to any period, the total return to Shareholders on the Common Shares calculated using cumulative Distributions on a reinvested basis and the change in the trading price of the Common Shares on the Exchange over the period, or such other method as the Committee determines from time to time.

#### 4. Administration

Subject to and in a manner that is not inconsistent with the express provisions of this Plan, the Committee, with the advice and input of the Chief Executive Officer of the Corporation, will have the authority in its discretion to administer this Plan and to exercise all the powers and authorities either specifically granted to it under this Plan or as are necessary or advisable in the administration of this Plan, including, without limitation:

- (a) to grant Awards;
- (b) to determine the Fair Market Value of the Common Shares on any date;
- (c) to determine the Eligible Persons to whom, and the time or times at which Awards will be granted;
- (d) to determine the number of Common Shares to be covered by each Award;
- (e) to determine members of the Peer Comparison Group from time to time;
- (f) to determine the Peer Index from time to time;
- (g) to determine the Total Shareholder Return of the Corporation, the Peer Comparison Group and the Peer Index at any time;
- (h) to prescribe, amend and rescind rules and regulations relating to this Plan;
- (i) to interpret this Plan;
- (j) to determine the terms and provisions of Share Grant Agreements (which need not be identical) entered into in connection with grants of Awards; and
- (k) to make all other determinations deemed necessary or advisable for the administration of this Plan.

The determinations of the Committee are subject to review and approval by the Board. The Committee may delegate to one or more of its members or to one or more agents such administrative duties as it may deem



advisable, and the Committee or any person to whom it has delegated those duties may employ one or more persons to render advice with respect to any responsibility the Committee or the person may have under this Plan.

For greater certainty and without limiting the discretion conferred on the Committee pursuant to this Section, the Committee's decision to approve the grant of an Award in any fiscal year will not require the Committee to approve the grant of an Award to any Eligible Person in any other fiscal year, nor will the Committee's decision with respect to the size or terms and conditions of an Award in any fiscal year require it to approve a grant of Awards of the same or similar size or with the same or similar terms and conditions to any Eligible Person in any other fiscal year. The Committee will not be precluded from approving the grant of Awards to any Eligible Person solely because the Eligible Person was previously granted Awards under this Plan or any other similar compensation arrangement of the Corporation or Affiliate. No Eligible Person has any claim or right to be granted Awards.

## 5. Eligibility and Grant Determination

Awards may only be granted to Eligible Persons, and participation of an Eligible Person in this Plan is voluntary.

In determining to whom and the number of Awards to be granted, the Committee may take into account one or more of the following factors, and such other factors as the Committee may determine from time to time:

- (a) **Corporate Performance Factors** – The total aggregate amount of Awards in any fiscal year shall be based on the value being returned to Shareholders, as determined by the Committee, with the advice and input of the Chief Executive Officer of the Corporation, based on a balance of the following factors:
  - (i) Total Shareholder Return for the most recently completed fiscal year;
  - (ii) Performance measures of the Corporation compared with similar performance measures of members of the Peer Comparison Group for the most recently completed fiscal year; and
  - (iii) Performance measures of the Corporation compared with similar performance measures of the Peer Index for the most recently completed fiscal year.
- (b) **Personal Performance Factors** – The number of Common Shares to be issued pursuant to any Award to an Eligible Person out of the total aggregate amount of Awards for such fiscal year shall be based on such Eligible Person's individual performance, as determined by the Committee, with the advice and input of the Chief Executive Officer of the Corporation, based on a balance of the following factors:
  - (i) The duties, responsibilities, position and seniority of the Participant;
  - (ii) The individual contributions and potential contributions of the Participant to the success of the Corporation; and
  - (iii) The base salary and any other compensation (e.g., cash or securities) paid or to be paid to the Participant in respect of his or her individual contributions and potential contributions to the success of the Corporation. Each Participant shall have a target grant size commensurate with his or her grade level expressed as a percentage of base salary.
- (c) **Other Factors** – Notwithstanding any other provision of this Plan, but subject to the limits described in Sections 6 and 7(b) and any other applicable requirements of the Exchange or other regulatory authority, the Committee has the right to make any additional adjustments to the number of Common Shares to be issued pursuant to any Award if, in the sole discretion of the Committee, the adjustments are appropriate in the circumstances having regard to the principal purposes of this Plan. Additional factors that the Committee may consider include, but are not limited to:
  - (i) The Fair Market Value of the Common Shares at the time of grant of the Awards;
  - (ii) Compensation data for comparable benchmark positions among the Peer Comparison Group;
  - (iii) Any compensation policy of the Corporation; and
  - (iv) Any other factor the Committee, in its sole discretion, deems relevant in connection with accomplishing the purposes of this Plan.

## 6. Reservation of Common Shares

Subject to Section 9 of this Plan, the number of Common Shares reserved for issuance from treasury under this Plan will not exceed 10% of the outstanding Common Shares from time to time calculated on an undiluted basis, less the number of Common Shares reserved for issuance under the Corporation's Directors' Compensation Plan. 7% of the outstanding Common Shares on the business day immediately following the closing of the initial public offering of the Corporation, calculated on an undiluted basis. For greater certainty, the number of Common Shares reserved for issuance from treasury under this Plan, together with Common Shares reserved for issuance from treasury under any other security based compensation plan, will not exceed 10% of the outstanding Common Shares from time to time calculated on an undiluted basis.

## 7. Terms and Conditions of Grants of Awards

Each grant of Awards will be evidenced by a Share Grant Agreement, which agreement will comply with and be subject to the requirements of the Exchange and will be consistent with the terms and conditions of this Plan, including the following, as well as any other term or condition that is not inconsistent with this Plan that the Committee or the Board, in its discretion, establishes:

- (a) **Number and Type of Shares** – The Committee will determine the aggregate number of Awards to be granted each year.
- (b) **Maximum Number of Shares** – The maximum number of Common Shares issuable pursuant to this Plan will be subject to the following restrictions:
  - (i) the aggregate number of Common Shares reserved for issuance pursuant to Awards granted to any one Participant may not exceed 2% of the outstanding Common Shares calculated on a non-diluted basis;
  - (ii) the aggregate number of Common Shares reserved for issuance pursuant to this Plan and other security based compensation arrangements granted to “insiders” (as defined in the TSX Company Manual) may not exceed 7% of the outstanding Common Shares calculated on a non-diluted basis;
  - (iii) the issuance of Common Shares to “insiders” pursuant to the Plan and other security based compensation arrangements within a one year period may not exceed 7% of the outstanding Common Shares calculated on a non-diluted basis;
  - (iv) the issuance of Common Shares to any one “insider” and such insider's associates pursuant to the Plan and other security based compensation arrangements within a one year period may not exceed 5% of the outstanding Common Shares calculated on a non-diluted basis; and
  - (v) the aggregate number of Common Shares reserved for issuance pursuant to this Plan to a director of the Corporation who is not an officer or employee of the Corporation or Affiliate is 1% of the issued and outstanding Common Shares calculated on an undiluted basis.
- (c) **Issue Dates** – The Issue Date will be no later than the earlier of the following events:
  - (i) **Normal Course** – Unless otherwise approved by the Committee and provided in the applicable Share Grant Agreement, the Issue Date for Common Shares issuable under any outstanding Share Grant Agreement shall be as follows:
    - (A) Up to one third of the aggregate number of Common Shares issuable under any outstanding Share Grant Agreement shall have an Issue Date immediately on the Award Date;
    - (B) Up to two thirds of the aggregate number of Common Shares issuable under any outstanding Share Grant Agreement, less the number of Common Shares vested under paragraph (A), shall have an Issue Date on the first anniversary of the Award Date;
    - (C) The balance of the aggregate number of Common Shares issuable under any outstanding Share Grant Agreement (after taking into account the number of Common Shares vested under paragraphs (A) and (B)), shall have an Issue Date on the second anniversary of the Award Date.

Subject to Section 7(c)(i) the Committee shall determine in its absolute discretion the proportion of an Award which shall vest and be issued on each of the Issue Dates specified in Section 7(c)(i) and shall inform the Participants accordingly in the Share Grant Agreement.

- (ii) *Change of Control* – Unless otherwise determined by the Committee, if a Change of Control of the Corporation has been completed prior to any Issue Date set out in Section 7(c)(i), the Issue Date for all Common Shares issuable under any outstanding Share Grant Agreement will be the date immediately before the date the Change of Control was completed.
  - (iii) *Disability of Participant* – Unless otherwise determined by the Committee, if a Participant ceases to be an Eligible Person as a result of the Participant's Disability, the Issue Date for all Common Shares issuable under any outstanding Share Grant Agreement will be the date the Participant ceases to be an Eligible Person as a result of the Participant's Disability or Retirement.
  - (iv) *Death of Participant* – Unless otherwise determined by the Committee, if a Participant ceases to be an Eligible Person as a result of the Participant's death, the Issue Date for all Common Shares issuable under any outstanding Share Grant Agreement will be the date of the Participant's death.
  - (v) *Retirement* – Unless otherwise determined by the Committee, if a Participant ceases to be an Eligible Person as a result of the Participant's Retirement, the Issue Date for all Common Shares issuable under any outstanding Share Grant Agreement will be the date specified in such Share Grant Agreement.
- (d) **Awards Prior to Award Date** –
- (i) *Change of Control* – In the event of a Change of Control of the Corporation prior to the occurrence of an Award Date in the Corporation's current fiscal year, the Committee shall determine and award, in its absolute discretion, the number of Awards (if any) to be transferred to each Participant having regard to the standards of performance reached in respect of each of the performance conditions referred to in Section 5 from the start of the relevant fiscal year to the date of the Change of Control. Any such Awards shall be subject to Section 7(c)(ii).
  - (ii) *All Other Events* – Subject to Section 7(f), in any other event whereby a Participant's employment terminates prior to the occurrence of an Award Date in the Corporation's current fiscal year, no additional Awards shall be awarded to such Participant or transferred to that Participant's estate.
- (e) **Termination of Relationship as Eligible Person** – Unless otherwise provided in a Share Grant Agreement pertaining to a particular grant of Awards, or unless otherwise determined by the Committee, the following provisions will apply if a Participant ceases to be an Eligible Person:
- (i) *Termination for Cause* – If a Participant ceases to be an Eligible Person as a result of termination for cause pursuant to the law governing their contract of employment / engagement, effective as of the date notice is given to the Participant of the termination, all outstanding Share Grant Agreements under which Awards have been granted to the Participant will be terminated and the Participant will forfeit all rights to receive Common Shares issuable under such Awards.
  - (ii) *Termination Not for Cause* – Subject to Section 7(e)(iv), if a Participant ceases to be an Eligible Person as a result of being terminated other than for cause, effective as of the date notice is given to the Participant of the termination, all outstanding Share Grant Agreements under which Awards have been granted to the Participant will be terminated and the Participant will forfeit all rights to receive Common Shares issuable under such Awards.
  - (iii) *Voluntary Resignation* – Subject to Section 7(e)(iv), if a Participant voluntarily ceases to be an Eligible Person for any reason other than the Participant's death, Disability or Retirement, effective as of the date notice is given by the Participant of the resignation, all outstanding Share Grant Agreements under which Awards have been granted to the Participant will be terminated and the Participant will forfeit all rights to receive Common Shares issuable under such Awards.

- (iv) *Good Leaver* – Notwithstanding Sections 7(e)(ii) and 7(e)(iii) above, if:
  - (A) a Participant ceases to be an Eligible Person as a result of termination other than for cause; or
  - (B) a Participant voluntarily ceases to be an Eligible Person for any reason other than the Participant's death, Disability or Retirement, and the Participant is deemed to be a Good Leaver;

then the Participant shall retain its right to all Common Shares issuable under any outstanding Share Grant Agreement which vest on the Issue Date immediately following such notice or resignation date and after such Issue Date any outstanding Share Grant Agreements under which Awards have been granted to the Participant will be terminated and the Participant will forfeit all rights to receive any other Common Shares under such Share Grant Agreement, provided however, that notwithstanding the foregoing, the right to receive Common Shares under a Share Grant Agreement will not be affected by a change of employment or term of office or appointment within or among the Corporation or its Affiliates so long as the Participant continues to be an Eligible Person.

- (f) **Exceptional Circumstances** – Notwithstanding Sections 7(a) to (e), if a Participant ceases to be an Eligible Person in a situation that represents exceptional circumstances of any nature, the Committee may determine, in its absolute discretion on the recommendation of the Chief Executive Officer, that the Participant shall:
  - (i) be entitled to a number of Awards having regard to the standards of performance reached in respect of each of the performance conditions referred to in Section 5 from the start of the relevant fiscal year to the date that the Participant ceased to be an Eligible Person; and/or
  - (ii) retain its right to some or all of the Common Shares issuable under any outstanding Share Grant Agreement and the terms for the issue of such Common Shares, having regard to the standards of performance reached in respect of each of the performance conditions referred to in Section 5 from the start of the relevant financial year to the date that the Participant ceased to be an Eligible Person, and the Participant will forfeit all rights to receive the balance of any Common Shares issuable under any outstanding Share Grant Agreement.
- (g) **Forfeited Awards** – For greater certainty, no Participant shall have any entitlement to receive any payment in respect of any Awards which have been forfeited under this Plan, by way of damages, payment in lieu or otherwise.

## 8. Rights as a Shareholder

Until the Common Shares granted pursuant to any Awards have been issued in accordance with the terms of this Plan, the Participant to whom the Awards have been granted will not possess any incidents of ownership of the Common Shares including, for greater certainty and without limitation, the right to receive Distributions on the Common Shares and the right to exercise voting rights in respect of the Common Shares. The Participant will only be considered a Shareholder in respect of the Common Shares when the issuance has been entered upon the records of the duly authorized transfer agent of the Corporation.

## 9. Effect of Certain Changes

In the event of:

- (a) any change in the Common Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise;
- (b) any rights being granted to all Shareholders to purchase Common Shares at prices substantially below Fair Market Value, except for rights to purchase Common Shares under a share reinvestment plan; or
- (c) the Common Shares being converted into or exchangeable for any other securities as a result of any recapitalization, merger, consolidation or other transaction;

then, in any case, the Board may make the adjustments to this Plan, to any Awards and to any Share Grant Agreements outstanding under this Plan as the Board may, in its sole discretion, consider appropriate in the circumstances to prevent dilution or enlargement of the rights granted to Participants hereunder.

#### **10. Withholding Taxes**

When a Participant or other person becomes entitled to receive Common Shares under any Share Grant Agreement, the Corporation or the relevant Affiliate will have the right to require the Participant or the other person to remit to the Corporation or Affiliate, as applicable, an amount sufficient to satisfy any withholding tax requirements relating thereto. Unless otherwise prohibited by the Committee or by applicable law, satisfaction of the withholding tax obligation may be accomplished by any of the following methods or by a combination of those methods:

- (a) the tendering by the Participant of a cash payment to the Corporation or Affiliate, as applicable, in an amount less than or equal to the total withholding tax obligation; or
- (b) the withholding by the Corporation from the Common Shares otherwise due to the Participant the number of Common Shares having a Fair Market Value, determined as of the date the withholding tax obligation arises, approximately equal to the amount of the total withholding tax obligation; or
- (c) the withholding by the Corporation or Affiliate, as applicable, from any cash payment otherwise due to the Participant the amount of cash as is less than or equal to the amount of the total withholding tax obligation;

provided, however, that the aggregate of any cash so paid or withheld and the Fair Market Value of any Common Shares so withheld is sufficient to satisfy the total withholding tax obligation.

#### **11. Non-Transferability of Awards**

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

#### **12. Amendment or Discontinuance of Plan**

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

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

### **13. Compliance with Legal Requirements**

The Corporation's obligation to issue and deliver Common Shares pursuant to any Award is subject to:

- (a) the satisfaction of all requirements under applicable securities laws in respect thereof and obtaining all regulatory approvals as the Board shall determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;
- (b) the admission of such Common Shares to listing on any stock exchange on which such Common Shares may then be listed; and
- (c) the receipt from the Eligible Person of such representation, warranties, agreements and undertakings as to future dealings in such Common Shares as the Corporation determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

In this regard, the Corporation shall take all reasonable steps to obtain such approvals and registrations as may be necessary for the issuance of such Common Shares and for the listing of such Common Shares on the Exchange, in compliance with applicable securities laws. If any Common Shares cannot be issued to any Eligible Person for whatever reason, the obligation of the Corporation to issue such Common Shares may be postponed at the sole discretion of the Board.

### **14. No Right to Continued Employment**

Nothing in this Plan or in any Share Grant Agreement entered into pursuant to this Plan will confer upon any Participant the right to continue in the employ or service of the Corporation or any Affiliate, to be entitled to any remuneration or benefits not set forth in this Plan or a Share Grant Agreement or to interfere with or limit in any way the right of the Corporation or any Affiliate to terminate Participant's employment or service arrangement with the Corporation or any Affiliate.

### **15. Ceasing to be an Affiliate**

Except as otherwise provided in this Plan, Awards granted under this Plan will not be affected by any change in the relationship between, or ownership of, the Corporation or any Affiliate. For greater certainty, all Awards remain valid and exercisable in accordance with the terms and conditions of this Plan and shall not be affected by reason only that, at any time, any Entity ceases to be an Affiliate.

### **16. Gender**

Whenever used herein words importing the masculine gender will include the feminine and neuter genders and vice versa.

### **17. Interpretation**

This Plan will be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

### **18. Effective Date**

This Plan took effect on May 8, 2013 (the "**Effective Date**").

~~The Committee shall not be entitled to grant any Awards under the Plan five years after the Effective Date of the Plan (the "**Plan Termination Date**"). Any Awards granted under a Share Grant Agreement outstanding prior to the Plan Termination Date shall continue and the Issue Date for Common Shares issuable under such Share Grant Agreement shall be unaffected.~~





**ORYX**  
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