



**Notice of Meeting  
and  
Proxy Statement and Information Circular  
in respect of the  
ANNUAL MEETING OF SHAREHOLDERS  
to be held on May 29, 2017**

**April 25, 2017**



**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
to be held on May 29, 2017**

**TO THE SHAREHOLDERS OF CEQUENCE ENERGY LTD.**

Notice is hereby given that an annual meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Cequence Energy Ltd. (the "**Company**") will be held in the Turner Valley Room at the Fairmont Palliser, 133 – 9<sup>th</sup> Avenue S.W., Calgary, Alberta, at 10:00 am (Calgary time) on May 29, 2017 for the following purposes:

1. to receive the audited financial statements of the Company for the year ended December 31, 2016 and the report of the auditors thereon;
2. to appoint the auditors of the Company for the ensuing year;
3. to elect the directors of the Company for the ensuing year; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Shareholders should refer to the proxy statement and information circular of the Company dated April 25, 2017 for more detailed information with respect to the matters to be considered at the Meeting.

**If you are a registered Shareholder** and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it to Computershare Trust Company of Canada ("**Computershare**"), (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at **1-866-732-VOTE (8683)** (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy must be received in each case no later than 10:00 am (Calgary time) on May 25, 2017 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) before the beginning of any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his or her discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice. **If you are unable to attend the Meeting, we encourage you to complete the enclosed form of proxy as soon as possible.**

**If you are not a registered Shareholder** and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

The board of directors of the Company has fixed April 24, 2017 as the record date for the Meeting. Shareholders of record at the close of business on April 24, 2017 are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to April 24, 2017; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than 10 days before the Meeting, that his or her name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting.

DATED at Calgary, Alberta this 25<sup>th</sup> day of April, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) "*Todd Brown*"

Todd Brown  
Chief Executive Officer

**PROXY STATEMENT AND INFORMATION CIRCULAR  
FOR THE ANNUAL MEETING OF SHAREHOLDERS  
to be held on May 29, 2017**

**PURPOSE OF SOLICITATION**

This proxy statement and information circular ("**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Cequence Energy Ltd. ("**Cequence**" or the "**Company**") for use at the annual meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Cequence.

The Meeting will be held in the Turner Valley Room at the Fairmont Palliser, 133 – 9<sup>th</sup> Avenue S.W., Calgary, Alberta, at 10:00 am (Calgary time) on May 29, 2017 and at any adjournments thereof for the purposes set forth in the Notice of Annual Meeting of Shareholders (the "**Notice of Meeting**") accompanying this Information Circular. Information contained herein is given as of April 25, 2017 unless otherwise specifically stated.

Solicitation of proxies will be primarily by mail but may also be made by telephone, facsimile, electronically or in person by directors, officers and employees of Cequence who will not be additionally compensated. Brokers, nominees or other persons holding Common Shares in their names for others will be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies will be borne by Cequence.

**APPOINTMENT AND REVOCATION OF PROXIES**

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are directors and/or officers of Cequence. **A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent such Shareholder at the Meeting other than the persons designated in the enclosed form of proxy by inserting the name of the chosen nominee in the space provided for that purpose on the form of proxy and by striking out the printed names.**

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof. A proxy will not be valid unless it is deposited with the Company's transfer agent, Computershare Trust Company of Canada ("**Computershare**"), (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 am (Calgary time) on May 25, 2017 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) before the beginning of any adjournment of the Meeting.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the registered office of the Company at any time up to and including the last day (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof.

**ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES**

**The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name.** Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as

**"Beneficial Shareholders")** should note that only proxies deposited by Shareholders whose names appear on the records of Cequence as the registered Shareholders can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of Cequence. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of "CDS & Co." (the registration name for CDS Depository and Clearing Services Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

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

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

#### **VOTING OF PROXIES**

All Common Shares represented at the Meeting by properly executed proxies will be voted on any matter that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying form of proxy, the Common Shares represented by the proxy will be voted in accordance with such instructions. **In the absence of any such instruction, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. The enclosed form of proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting then discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.**

As of the date of this Information Circular, management of Cequence knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

## VOTING BY INTERNET

Shareholders (other than Beneficial Shareholders) may use the internet site at [www.investorvote.com](http://www.investorvote.com) to transmit their voting instructions. Shareholders should have the form of proxy in hand when they access the website and will be prompted to enter their control number, which is located on the form of proxy. If Shareholders vote by internet, their vote must be received not later than 10:00 am (Calgary time) on May 25, 2017 or 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time of any adjournment of the Meeting. **The website may be used to appoint a proxyholder to attend and vote on a Shareholder's behalf at the Meeting and to convey a Shareholder's voting instructions. Please note that if a Shareholder appoints a proxyholder and submits his or her voting instructions and subsequently wishes to change his or her appointment, a Shareholder may resubmit his or her proxy and/or voting direction, prior to the deadline noted above. When resubmitting a proxy, the most recently submitted proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.**

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The board of directors of Cequence (the "**Board**") has fixed April 24, 2017 as the record date for the meeting. Shareholders at the close of business on April 24, 2017, are entitled to receive notice of the Meeting and to vote thereat or at any adjournments thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to April 24, 2017, and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than 10 days before the Meeting, that his or her name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting. The transfer books will not be closed.

As of the date hereof, 245,527,883 Common Shares were issued and outstanding as fully paid and non-assessable shares in the capital of the Company.

As of the date hereof, to the knowledge of the directors and executive officers of Cequence, there are no persons or companies who beneficially own, directly or indirectly, or control or direct Common Shares carrying 10% or more of the voting rights attached to all of the Common Shares.

As at December 31, 2016, the directors and officers of Cequence, as a group, beneficially owned, directly or indirectly, 25,768,154 Common Shares representing approximately 10.5% of the issued and outstanding Common Shares. In addition, the Board includes representatives of Azimuth Capital Management Ltd. (formerly known as KERN Partners Ltd.) and JOG Capital Corp. who collectively own 32,384,515 Common Shares representing 13.2% of the issued and outstanding Common Shares.

## INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

Management of Cequence is not aware of any material interest of any director or executive officer or any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, proposed director, executive officer, nor any of their respective associates or affiliates, is or has been indebted to the Company or its subsidiaries since the beginning of the Company's most recently completed financial year.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information with respect to the total number of Common Shares authorized for issuance upon the exercise of outstanding options ("**Options**") under the Company's stock option plan (the "**Option Plan**") and vesting of outstanding restricted shares units ("**RSUs**") under the Company's RSU plan (the "**RSU Plan**") as of December 31, 2016. As of December 31, 2016, there were 245,527,883 Common Shares issued and outstanding.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of Common Shares remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by Shareholders <sup>(1)</sup>			
Option Plan	11,003,000	0.86	13,549,788 <sup>(3)(5)</sup>
RSU Plan	3,010,657 <sup>(2)</sup>	-	6,810,458 <sup>(2)(4)(6)</sup>
Equity compensation plans not approved by Shareholders	-	-	-
<b>Total</b>	14,013,657	-	20,360,246 <sup>(7)</sup>

**Notes:**

- (1) The Option Plan and RSU Plan are currently the only equity compensation plans approved by Shareholders.
- (2) It is the current intention of the Company to settle RSUs in cash payments to the holder thereof on the applicable vesting date of the RSUs. The RSU Plan provides that the Company may, in its sole discretion, settle the RSUs: (i) through the issuance of Common Shares, (ii) by way of a cash payment or (iii) a combination of the issuance of Common Shares and a cash payment.
- (3) The number of Common Shares reserved for issuance pursuant to the exercise of options granted under the Option Plan is equal to 10% of the number of Common Shares then outstanding, less the number of Common Shares issuable pursuant to all other equity compensation plans.
- (4) The number of Common Shares reserved for issuance pursuant to RSUs granted under the RSU Plan is equal to 10% of the number of Common Shares then outstanding, less the number of Common Shares issuable pursuant to all other equity compensation plans. The Board previously adopted a policy that the aggregate number of RSUs outstanding from time to time could not exceed 2% of the issued and outstanding Common Shares. As of the date hereof, it is the Board's policy that the aggregate number of RSUs outstanding from time to time cannot exceed 4% of the Common Shares outstanding.
- (5) Represents the maximum number of Common Shares issuable pursuant to the Option Plan without accounting for Common Shares issuable pursuant to outstanding RSUs.
- (6) Represents the maximum number of Common Shares issuable pursuant to the RSU Plan without accounting for Common Shares issuable pursuant to outstanding Options.
- (7) Represents the aggregate of the maximum number of Common Shares issuable pursuant to each equity based compensation arrangement of the Company after accounting for currently outstanding awards.

## EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

### Compensation Discussion and Analysis

#### *Introduction*

The Company's compensation program is administered by the Compensation Committee. As part of its mandate, the Compensation Committee reviews and recommends to the Board the remuneration of the NEOs (as defined herein). The Compensation Committee is also responsible for reviewing the Company's compensation policies and guidelines generally. For a description of the Compensation Committee and its current members, see the Company's Statement of Corporate Governance Practices set out in Appendix "A" to this Information Circular.

The purpose of this Compensation Discussion and Analysis ("**CD&A**") is to provide information about the Company's philosophy, objectives and processes regarding compensation for: (i) the Chief Executive

Officer of the Company (the "**CEO**"); (ii) the former Chief Executive Officer of the Company (the "**Former CEO**"); (iii) the Executive Vice President, Finance and Chief Financial Officer of the Company (the "**CFO**"); (iv) each of the three most highly compensated executive officers of the Company, other than the CEO and CFO, whose total compensation was, individually, more than \$150,000 at the end of December 31, 2016; (each an "**NEO**" and collectively, the "**NEOs**"). The CD&A explains how decisions regarding executive compensation are made and the reasoning behind these decisions.

#### *NEOs and Executive Team*

As of the date of this Information Circular, the Company's executive team consists of five individuals, which include: Todd Brown, CEO; David Gillis, CFO; David Robinson, Vice President, Geology, Christopher Soby, Vice President, Land; and Erin Thorson, Controller.

For the year ended December 31, 2016, the following six individuals are classified as NEOs available for the purposes of this CD&A:

- Todd Brown: CEO;
- Paul Wanklyn: Former CEO;
- David Gillis: CFO;
- David Robinson: Vice President, Geology;
- Christopher Soby: Vice President, Land; and
- Erin Thorson: Controller.

Upon completion of a review of the Company's strategic alternatives, effective March 29, 2016, the Board determined to make certain changes to the executive team. Todd Brown was promoted to the position of Chief Executive Officer and David Gillis was promoted to the position of Executive Vice President and Chief Financial Officer; with James Jackson, Vice President, Engineering; Erin Thorson, Controller; David Robinson, Vice President, Geology; and Christopher Soby, Vice President, Land, each continuing in their respective roles with the Company. The employment of Paul Wanklyn, President and Chief Executive Officer; Mike Stewart, Vice President, Operations; and Steve Stretch, Vice President, Geophysics, ceased effective as of March 29, 2016. The employment of James Jackson, Vice President, Engineering ceased effective as of August 22, 2016.

#### ***Compensation Philosophy and Objectives of the Compensation Program***

The Compensation Committee seeks to encourage growth in reserves, production, cash flow and earnings while focusing on achieving attractive returns on capital in order to enhance shareholder value. To achieve these objectives, the Company believes it is critical to create and maintain a compensation program that attracts and retains committed, highly qualified personnel by providing appropriate rewards and incentives.

The Company's compensation program is designed to reward the performance that contributes to the achievement of the Company's business strategy on both a short-term and long-term basis. In addition, the Company strives to reward qualities that it believes help achieve its strategy such as teamwork; individual performance in light of general economic and industry conditions; integrity and resourcefulness; the ability to manage the Company's existing assets; the ability to identify and pursue new business opportunities; and responsibility and accountability.

#### ***Compensation Elements***

The Company compensates its NEOs through base salary, cash bonuses and participation in the Company's long-term equity incentive plans (the Option Plan and the RSU Plan), at levels which the Compensation Committee believes are reasonable in light of the performance of the Company under the leadership of the executive team. Total compensation is designed to incorporate both short-term and long-term objectives with an emphasis toward long-term performance. Long-term incentives in the form of



Option and RSU grants have played a significant role in the compensation of the NEOs, although the compensation mix will vary from year to year. The following table provides a broad overview of the elements of the Company's compensation program during 2016.

Compensation Element	Award Type per Form 51-102F6	Objective	Key Features
Base Salaries	Salary	Provides a fixed level of regularly paid cash compensation for performing day-to-day responsibilities.	Recognizes each NEO's unique value and historical contribution to the success of the Company in light of salary norms in the industry and the general marketplace.
Cash Bonuses	Non-Equity Annual Incentive	Motivates NEOs to achieve key corporate objectives by rewarding the achievement of these objectives.	Discretionary cash payments recommended to the Board by the Compensation Committee based upon the achievement of corporate objectives as discussed in the section entitled "Short-term Incentives" below.
Option Grants	Option-based Awards	Long-term equity-based incentive compensation that rewards long-term performance by allowing NEOs to participate in the long-term market appreciation of the Common Shares.	Annual and special awards, as recommended to the Board by the Compensation Committee, granted at market price, vesting ratably over three years and having a term of five years.
RSU Grants	Share-based Awards	Long-term equity-based incentive compensation that rewards long-term performance by allowing NEOs to participate in the long-term market appreciation of the Common Shares.	Annual and special awards, as recommended to the Board by the Compensation Committee, vesting one third on each anniversary date of the grant of such RSU and may be settled for cash, Common Shares or a combination thereof.

Additionally, the NEOs were eligible to participate in the same benefits as offered to all full-time employees including in the Employee Share Ownership Plan ("**ESOP**"), which encouraged employees to invest in Common Shares through personal contributions and allowed Cequence to assist in such investment through additional contributions. Employees were able to contribute up to 10% of their gross annual salary to the ESOP, with the Company matching on a 1.5:1 basis until July 1, 2015 at which date the Company's matching contribution was reduced to 1:1. The ESOP was then subsequently terminated effective April 1, 2016.

Cequence does not have a policy governing NEO or director purchases of financial instruments to hedge the market value of equity securities granted as compensation or held by the NEO or director.

### **Assessment of Compensation**

The Compensation Committee recognizes that the success of the Company relies on one of its most important assets: its people (especially its executive team), and strives to foster compensation packages that promote the attraction, retention, development and motivation of quality personnel. Compensation of the NEOs has been generally compared against compensation paid to companies in the Company's peer group (namely Chinook Energy Inc., Delphi Energy Corp., Painted Pony Petroleum Ltd., Perpetual Energy Inc., Pine Cliff Energy Ltd., RMP Energy Inc. and Storm Resources Ltd.). The Compensation Committee also generally utilizes publicly available compensation information and recommendations made by the CEO in respect of the NEOs (other than himself). In reviewing comparative data, the Compensation Committee does not engage in benchmarking for the purposes of establishing compensation levels relative to any predetermined point. In the Compensation Committee's view, external data provides an insight into external competitiveness, but is not an appropriate single basis for establishing compensation levels. This is primarily due to the differences in the size and operations of comparable corporations and the lack of sufficient appropriate matches to provide statistical relevance. The Compensation Committee can and does exercise both positive and negative discretion in relation to the compensation awards and its allocation between cash and non-cash awards.

## **Base Salaries**

Base salaries are intended to compensate each NEO for his or her core competencies, skills, experience and contribution to the Company. Base salaries for the NEOs are reviewed annually and take into account the market value of the role and the executive's demonstration of capability. In reviewing base salaries, the Compensation Committee considers several factors, including: the relationship among base salaries paid within the Company and individual experience and contribution, general market conditions and current rate of inflation and competition for qualified personnel. In addition, the Compensation Committee will periodically review commercially available salary survey data and publicly disclosed information of the Company's peers. The Compensation Committee believes that base salaries should be competitive but total compensation should be weighted toward variable, long-term performance based components.

The 2016 base salaries of the current NEOs included in the "*Summary Compensation Table*" were established primarily on this basis.

## **Short-term Incentives**

All regular full time employees of Cequence, including the NEOs, are eligible for a cash bonus. Cash bonuses to employees are generally paid at the discretion of the Board on the recommendation of the Compensation Committee, based upon the achievement of individual and corporate performance criteria. In the case of an NEO, short-term incentive pay is generally paid at the discretion of the Board on the recommendation of the Compensation Committee exclusively on the basis of corporate performance criteria.

For purposes of calculating the cash bonuses, corporate performance for 2016 was assessed using a combination of financial and operational objectives outlined below:

- reduction in controllable cash costs based on the year-over-year reduction in aggregate controllable cash costs per BOE (operating expense, general and administrative expense, transportation expense and interest expenses), excluding from such calculation one-time or extraordinary items;
- reduction in operating expenses on an absolute and per BOE basis with performance of the Company's Simonette and non-core properties evaluated both separately and collectively;
- production volumes and capital expenditures relative to the Company's May 2016 budget; and
- intangible developments, both positive and negative; for 2016 this included formulating and executing a revised business plan following the conclusion of the strategic alternatives process in March 2016.

In addition to the performance criteria, the Compensation Committee also considered market and economic trends, extraordinary internal and market-driven events, unanticipated developments and other extenuating circumstances. In sum, the Compensation Committee analyzes the total mix of available information on a qualitative and quantitative basis, in making bonus determinations.

Management was successful in reducing its cost structure as demonstrated by the following achievements:

- lowered annual operating expenses by seven percent from 2015, despite an increase to midstream capital fees in 2016 of \$0.83 per BOE as a result of the sale of 50% of the Company's Simonette infrastructure assets in 2015;
- lowered annual general and administrative expenses (before severance charges) by 22 percent from 2015; and
- produced 8,826 BOE/d, a four percent increase from the Company's May 2016 annual guidance.

Based on the above, total management bonuses of \$270,000 were paid in February 2017 for 2016 performance.

For 2017, corporate performance will be determined by a combination of financial and operational objectives summarized below:

- reduction in controllable cash costs based on the year-over-year reduction in aggregate controllable cash costs per BOE (operating expense, general and administrative expense, transportation expense and interest expenses), excluding from such calculation one-time or extraordinary items;
- production volumes and capital expenditures relative to the Company's 2017 budget; and
- intangible developments, both positive and negative.

The bonus pool will be determined at year end. For 2017, bonuses for NEOs are expected to range from 0% to 50% of Cequence's total base salaries. In the event of exceptional performance whereby targets are exceeded on most key performance measures, the Board, on the recommendation of the Compensation Committee, may increase the size of the bonus pool.

### ***Long-term Incentives (Option and RSU Grants)***

The allocation of Options and RSUs and the terms of those Options and RSUs are an integral component of the compensation package of the NEOs. The Compensation Committee believes that Option and RSU grants to the NEOs together with meaningful Common Share ownership by such NEOs serves to motivate achievement of the Company's long-term strategic objectives while aligning the interests of management with the Shareholders, the result of which will benefit all Shareholders. Options and RSUs are awarded to employees of the Company (including the NEOs) by the Board based, in part, upon the recommendation of the Compensation Committee, which bases its recommendations, in part, upon recommendations of the CEO relative to the level of responsibility and contribution of the individuals (other than the CEO) toward the Company's goals and objectives. The Compensation Committee exercises its discretion to adjust the number of Options and RSUs awarded based upon its assessment of individual and corporate performance and the anticipated future hiring requirements of the Company.

In determining whether to make any new grants of Options and the size of such grants, the Compensation Committee considers the overall number of Options that are outstanding relative to the number of outstanding Common Shares of the Company and the overall number of Options held by each individual optionee relative to the number of Options that are available under the Option Plan. In addition, when determining whether to make any new grants of RSUs and the size of such grants, the Compensation Committee considers the overall number of RSUs that are outstanding relative to the number of outstanding Common Shares of the Company and the overall number of RSUs held by each individual grantee relative to the number of RSUs that are available under the RSU Plan. The granting of these specific Options and RSUs is reviewed by the Compensation Committee for final recommendation to the Board for approval. The Board will then accept the recommendation (with or without amendments) or reject the recommendation.

The Company also utilizes the grant of Options and RSUs in recruiting new employees. The Company has not historically paid cash signing bonuses.

### ***Employee Share Ownership Plan***

The Company's ESOP allowed all employees of the Company, including the NEOs, to participate in the plan. The purpose of the ESOP was to make available to the employees a means of acquiring Common Shares through regular payroll deductions and the Company's matching contribution. Employees were able to contribute up to 10% of their gross annual salary to the ESOP, with the Company matching on a 1.5:1 basis until July 1, 2015 at which date the Company's matching contribution was reduced to 1:1. The contributions were used to acquire Common Shares through open market purchases on the Toronto Stock Exchange ("**TSX**"). The Company's contributions to the ESOP for the NEOs are included in "A//

*Other Compensation*" in the Summary Compensation Table. The ESOP was terminated effective April 1, 2016 in an effort to reduce overall compensation costs.

### **All Other Compensation**

All other compensation includes the value of Company paid benefits to NEOs including the value of Company matching ESOP contributions, life insurance, health spending accounts, accidental death and dismemberment coverage, short-term disability coverage and fitness allowances.

### **Termination and Change of Control Benefits**

With the exception of Mr. Wanklyn, who is no longer employed by the Company, as of the date of this Information Circular each of the NEOs is a party to an executive employment agreement with Cequence pursuant to which Cequence will make a payment to the NEO equal to: (i) the number of months base salary of the NEO specified in such NEO's employment agreement, plus (ii) the bonus paid to the NEO calculated on the basis of the greater of: (A) the bonus approved for payment by the Board to the NEO for the previous fiscal year, and (B) the average bonuses approved for payment by the Board to the NEO for the previous two fiscal years, plus (iii) an amount equal to 20% of the NEO's annual salary, representing compensation for the loss of benefits and perquisites, and in each case less applicable withholdings and deductions (collectively, (i), (ii) and (iii) are referred to herein as the "**Termination Payment**") in the event of termination without "cause" or in the event of a resignation by the NEO within three months of a "change of control", provided the NEO resigns with "good reason". Under the terms of their executive employment agreements, Mr. Brown is entitled to 21 months base salary and Messrs. Gillis, Robinson and Soby and Ms. Thorson are each entitled to 18 months base salary pursuant to the above formula.

A "change of control" is triggered upon occurrence of any of the following: (i) any person, any associate or affiliate of such person or any persons acting jointly or collectively as a group, becomes the beneficial owner, directly or indirectly, of securities of the Company carrying more than one-third of the votes entitled to vote generally on the election of directors of the Company; (ii) upon the implementation of an amalgamation, merger, arrangement, business combination or other similar transaction involving the Company as a result of which (a) persons who were members of the Board immediately prior to such transaction represent less than a majority of the members of the Board of the amalgamated, merged, arranged, reorganized, combined or successor Company within three months following the consummation thereof, or (b) persons who were Executive Officers (as such term is defined in the executive employment agreements) immediately prior to such transaction represent less than a majority of the Executive Officers of the amalgamated, merged, arranged, reorganized, combined or successor Company following the consummation thereof; (iii) the completion of any transaction (including the sale, lease or other transfer of assets of the Company) or the first of a series of transactions which would have the same or similar effect or result as any transaction or series of transactions referred to in (i) and (ii) above; (iv) the liquidation, dissolution or winding-up of the Company; or (v) upon the election of a slate of directors at a meeting of the Shareholders where one-third of the directors so elected are not persons who formed the slate of directors proposed by the management of the Company.

As a condition to receiving a Termination Payment, an NEO is obligated to deliver a release of the Company for all damages, suits, debts, sums of money, indemnity, expenses, interest, costs and claims of any and every kind and nature whatsoever relating to such NEO's employment or the NEO's employment agreement, including other benefits connected with such NEO's employment. In addition, as part of the release, such NEO will be required to agree to keep confidential all confidential information of the Company.

Based on annualized base salaries, bonuses and benefits for the year ended December 31, 2016, the table below sets out an estimated Termination Payment that each NEO would have been entitled to if the event resulting in termination of employment occurred on December 31, 2016.

<b>Name</b>	<b>Termination without "Just Cause" (\$)</b>	<b>Termination upon "Change of Control" (\$)</b>	<b>Termination for "Just Cause" (\$)<sup>(1)</sup></b>
Todd Brown	762,500	762,500	-

Name	Termination without "Just Cause" (\$)	Termination upon "Change of Control" (\$)	Termination for "Just Cause" (\$) <sup>(1)</sup>
David Gillis	610,000	610,000	
Christopher Soby	490,000	490,000	-
David Robinson	490,000	490,000	-
Erin Thorson	400,000	400,000	-

**Note:**

- (1) In the event of a termination for "just cause", the Company shall have no further obligation to the NEO, other than the payment of annual base salary accrued and unpaid through the date of termination, outstanding expense reimbursements and any statutory vacation pay.

Effective March 29, 2016, the Board determined to make certain changes to Cequence's management team. The employment of Mr. Wanklyn, President and Chief Executive Officer, ceased effective as of the same date, pursuant to which Mr. Wanklyn received a Termination Payment in the total amount of \$770,000 less amounts required to be withheld by law.

### Option Plan

The Option Plan is intended to provide an incentive, in the form of a proprietary interest in Cequence to officers, directors, consultants and employees of the Company or its subsidiaries (collectively, the "**Participants**") who are in a position to contribute materially to the successful operation of the business of the Company, to increase their interest in the Cequence's welfare and to provide a means through which Cequence can attract and retain service providers of outstanding abilities.

The number of Common Shares with respect to which Options may be granted from time to time pursuant to the Option Plan (and any other security based compensation arrangement) shall not exceed a rolling maximum of 10% of Cequence's outstanding Common Shares. Options may be granted as the Board or a committee of the Board (if authorized by the Board) from time to time may determine (the Board or any committee thereof which may be delegated responsibilities from time to time is referred to as the "**Committee**"). The number of Common Shares, when combined with any other share compensation arrangements, issuable (or reserved for issuance) to "insiders" of Cequence and their associates and affiliates may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis). The issuance of Common Shares to insiders of Cequence and their associates and affiliates, when combined with any other compensation arrangements, within a one year period may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis). The number of Common Shares issuable from treasury in any 12-month period under the Option Plan to any one consultant or employee whose primary function is conducting investor relations activities cannot exceed 2% of the total number of Common Shares outstanding.

The exercise price of Options shall not be less than the "Market Price" of the Common Shares at the date of granting such Option. Pursuant to the Option Plan, "Market Price" means the volume weighted average trading price of the Common Shares on the TSX, calculated by dividing the total volume of the Common Shares traded by the total value of the Common Shares traded, for the last five trading dates prior to the date on which such Option is granted.

The term and expiry date of the Options granted shall be determined by the Committee at the time of granting of the Options (the "**Fixed Term**"), subject to a Blackout Extension Term (as defined below), but in no event shall an Option be exercisable in whole or in part more than 10 years from the date of grant. In the event that the Fixed Term falls within a period of time imposed by Cequence as a period in which certain designated persons may not trade in securities of Cequence (a "**Blackout Period**"), the expiry date of the Options shall be extended by 10 days (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) from the date any Blackout Period ends (the "**Blackout Extension Term**"), in order to allow the Participant to exercise such Option. The Committee may, in its sole discretion at any time, accelerate or provide for the acceleration of, vesting of Options previously granted.

In the event of the resignation or retirement of a Participant, or the termination of the employment of a Participant, without cause, the Participant may exercise any unexercised Option, but only within the period of 90 days immediately succeeding such cessation or such shorter period as may be set forth in the agreement evidencing the particular Option or such longer period as determined by the Committee in its sole discretion, but in no event beyond the original expiration date of such Option. In the event of the death or permanent disability of a Participant, prior to the expiry time of an Option, any unvested Options vest on the day immediately preceding the date of death or permanent disability, and the Participant's legal representative (in the event of death) or the Participant (in the event of permanent disability) may exercise any unexercised Option at any time within a period of one year immediately succeeding the date of death or permanent disability or such shorter period as may be set forth in the agreement evidencing the particular Option or such longer period as determined by the Committee in its sole discretion, but in no event beyond the original expiration date of such Option. In the event of the termination of the employment of a Participant, with cause, prior to the expiry time of an Option, such Option shall cease and terminate immediately upon the date of notice of such termination and thereafter shall be of no further force or effect whatsoever as to the Common Shares in respect of which such Option has not previously been exercised.

Options are not transferable or assignable by a Participant, except for a limited right of assignment to allow the exercise of Options by a Participant's legal representative in the event of death or permanent disability.

The Committee has the ability to amend the Option Plan or any Option without Shareholder approval to conform to any change in applicable laws, regulations or in other respects that are in the best interests of Cequence, with the following exceptions that require approval of Shareholders: (i) any increase in the number of Common Shares reserved for issuance under the Option Plan; (ii) any change to the categories of individuals eligible to be selected for Option grants, where such change may broaden or increase the participation of insiders under the Option Plan; (iii) the provision of financial assistance to a Participant in connection with the exercise of Options; (iv) the addition of a deferred or restricted share unit or other provision which results in a Participant being issued Common Shares while no cash consideration is received by Cequence; (v) any reduction in the expiry price of an Option; (vi) any extension of the expiry date of an Option; and (vii) an amendment that would permit Options to be transferable or assignable other than for normal estate settlement purposes. Any amendment to the Option Plan shall take effect only with respect to Options granted after the effective date of such amendment, provided that it may apply to any outstanding Options with the mutual consent of Cequence and the Participants to whom such Options have been made.

No financial assistance is provided by Cequence to facilitate the purchase of Common Shares under the Option Plan.

As of the date hereof, there are 15,092,000 Options outstanding under the Option Plan, representing approximately 6.1% of the issued and outstanding Common Shares. The maximum number of Common Shares reserved for issuance under all of Cequence's security-based compensation plans is 10% of the number of Common Shares currently outstanding. Accordingly, there are approximately 5,750,131 unallocated Options available for issuance under the Option Plan after accounting for the 15,092,000 Options and 3,710,657 RSUs currently outstanding. As the prior Shareholder approval of the unallocated Options will expire on June 14, 2019, all unallocated Options outstanding as of such date will expire on such date and the Company will not be permitted to grant further Options under the Option Plan, or re-grant Options which have expired or been terminated, until such time as the required Shareholder approval has been obtained.

## **RSU Plan**

The RSU Plan is intended to: (i) strengthen the ability of Cequence and its affiliates to attract and retain qualified employees, officers, directors and consultants ("**Services Providers**"); (ii) align the interests of Service Providers with the interests of the Shareholders; and (iii) focus management of Cequence on

operating and financial performance and total long-term Shareholder return by providing an increased incentive to contribute to Cequence's growth and profitability.

RSU awards may be granted to such Service Providers in such numbers as the Committee may from time to time determine. The number of Common Shares which may be reserved for issuance under the RSU Plan and all other security based compensation arrangements of the Company and to insiders of the Company and their associates and affiliates under the RSU Plan and all other security based compensation arrangements of Cequence cannot exceed 10% of the issued and outstanding Common Shares. The number of Common Shares which may be issued to insiders of Cequence and their associates and affiliates within any one year period under the RSU Plan and all other security based compensation arrangements of Cequence cannot exceed 10% of the total number of Common Shares issued and outstanding. The number of Common Shares issuable in any 12-month period under the RSU Plan to any one consultant or employee whose primary function is conducting investor relations activities cannot exceed 2% of the total number of Common Shares issued and outstanding.

An award under the RSU Plan vests as to one-third on each anniversary date following the date such RSU is granted. If an RSU would vest within a Blackout Period, or which vests within five business days after a Blackout Period (other than a Blackout Period imposed due to a cease trade order), the vesting date of the RSUs shall be 10 business days from the date any Blackout Period ends. RSUs are not transferable or assignable by a Service Provider.

An RSU award entitles the grantee thereof to receive, on each applicable vesting date, either: (i) at the election of the Committee (A) the number of Common Shares deliverable on such vesting date pursuant to the terms of the RSU grant or (B) such lesser number of Common Shares as the Committee may determine in partial satisfaction of the number of Common Shares deliverable on such vesting date pursuant to the terms of the RSU grant; and (ii) unless the Committee determines to issue, in full settlement therefor, Common Shares on such vesting date in respect of an RSU award, a cash payment equal to the fair market value (determined on the basis of a five day volume weighted average) of a Common Share on such vesting date multiplied by the number of RSUs that vest in the grantee on such vesting date.

In the event the Company pays a dividend on the Common Shares subsequent to the granting of an RSU award, the number of RSUs relating to such award ("**Original RSUs**") shall be increased by an amount equal to: (a) the product of the aggregate number of Original RSUs held by the grantee on the record date for such dividend multiplied by the per Common Share amount of such dividend (or, in the case of any dividend payable in property other than cash, the per Common Share fair market value of such property, as determined by the Board), divided by (b) the Fair Market Value (as defined below) of a Common Share calculated as of the date on which the dividend is paid. In the event that the Company pays any dividends on the Common Shares in additional Common Shares, the number of Original RSUs shall be increased by a number equal to the product of (x) the aggregate number of Original RSUs held by the grantee on the record date of such dividend, multiplied by (y) the number of Common Shares (including any fraction thereof) payable as a dividend on one Common Share. "**Fair Market Value**" means, with respect to a Common Share on any date, the weighted average price of the Common Shares on the TSX for the five days on which Common Shares were traded immediately preceding that date; provided that if the Common Shares are not listed for trading on a stock exchange on such date, the Fair Market Value shall be the price per Common Share as the Board, acting in good faith, may determine.

In the event of the retirement of a Service Provider, any RSUs previously granted to such grantee which did not vest on or prior to the Service Provider's date of retirement shall vest on the 90<sup>th</sup> day following the effective date of such retirement or the original expiry date of such RSUs, whichever occurs first. In the event of the death of a Service Provider, all RSUs shall vest upon the date of death of such Service Provider. Upon the grantee ceasing to be a Service Provider due to termination not for cause or due to disability, all unsettled RSUs held by such grantee shall be terminated on the 90<sup>th</sup> day following the effective date of such termination or the original expiry date of such RSUs, whichever occurs first. If a Service Provider ceases to be a Service Provider as a result of being terminated other than a termination for cause or due to a disability, any RSUs previously granted to such grantee which did not vest on or prior to the Service Provider's date of retirement shall vest on the 90<sup>th</sup> day following the effective date of

such retirement or the original expiry date of such RSUs, whichever occurs first. In the event of the termination of a Service Provider due to involuntary termination for cause, effective as of the date notice is given to the grantee of such termination, all unsettled RSUs held by such grantee shall be terminated and forfeited. If a Service Provider ceases to be a Service Provider for any other reason, effective as of the last day of any notice period in respect of such voluntary resignation, all unsettled RSUs held by such Service Provider shall be terminated. The Committee has discretion to extend the vesting periods in each of the circumstances described above.

If a change of control (as defined in the RSU Plan) occurs prior to any of the vesting dates respecting an RSU, all of a grantee's RSUs that have not yet settled as of such time shall vest immediately prior to the effective time of the change of control, or such other time as determined advisable by the Committee, provided that such other time is not later than the date that the vesting would have otherwise occurred.

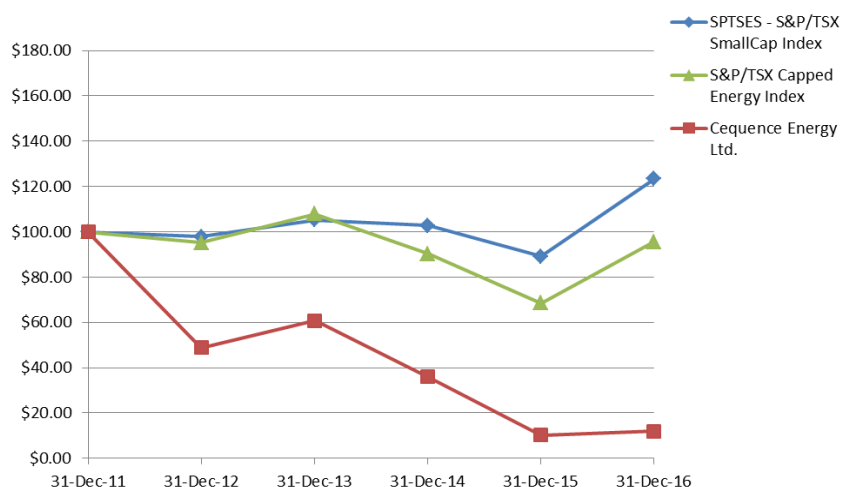
The Committee has the ability to amend the RSU Plan or any RSU award without Shareholder approval to conform to any change in applicable laws, regulations or in other respects that are in the best interests of Cequence, with the following exceptions that require the approval of Shareholders: (i) any increase in the maximum number of Common Shares reserved for issuance under the RSU Plan; (ii) any change to the categories of individuals eligible to be selected for grants of RSU awards, where such change may broaden or increase the participation of insiders of Cequence and such insiders' associates and affiliates under the RSU Plan; (iii) any amendment that would permit RSU awards to be transferable or assignable, other than for normal estate settlement purposes; and (iv) any amendment to section 9 of the RSU Plan (regarding amendments and termination to the RSU Plan).

As of the date hereof, there are 3,710,657 RSUs granted under the RSU Plan, representing approximately 1.5% of the issued and outstanding Common Shares. The Board previously adopted a policy that the aggregate number of RSUs outstanding from time to time could not exceed 2% of the issued and outstanding Common Shares. As of the date hereof, it is the Board's policy that the aggregate number of RSUs outstanding from time to time cannot exceed 4% of the issued and outstanding Common Shares and the number of dilutive securities cannot exceed 10% of the issued and outstanding Common Shares. Accordingly, there are approximately 5,750,131 unallocated RSUs available for issuance under the RSU Plan after accounting for the 3,710,657 RSUs and 15,092,000 Options currently outstanding. As the prior Shareholder approval of the unallocated RSUs will expire on June 14, 2019, all unallocated RSUs outstanding as of such date will expire and the Company will not be permitted to grant further RSUs under the RSU Plan, or re-grant RSUs which have expired or been terminated, until such time as the required Shareholder approval has been obtained.



## Performance Graph

The following graph compares the yearly change in the cumulative total Shareholder return of a \$100 investment from December 31, 2011 to December 31, 2016 in the Common Shares with the cumulative total return of the S&P/TSX Composite Index and the S&P/TSX Capped Energy Index assuming the reinvestment of dividends, where applicable, for the comparable period.



Date	SPTSES – S&P SmallCap Index	S&P/TSX Capped Energy Index	Cequence Energy Ltd.
December 31, 2011	100.00	100.00	100.00
December 31, 2012	97.77	95.17	48.81
December 31, 2013	105.20	107.8	60.68
December 31, 2014	102.74	90.22	35.93
December 31, 2015	89.06	68.45	10.1695
December 31, 2016	123.33	95.59	12.03

The trend shown in the above graph does not necessarily correspond to the Company's compensation of the NEOs for the period disclosed above. The Company considers a number of factors in connection with its determination of appropriate levels of compensation including, but not limited to, the demand for and supply of skilled professionals with experience in the oil and gas industry, individual performance, the Company's performance (which is not necessarily tied exclusively to the trading price of the Common Shares on the TSX and other factors discussed under "*Compensation Discussion and Analysis*" above).

The trading price of the Common Shares on the TSX is subject to fluctuation based on a number of factors, many of which are outside the control of the Company. These include, but are not limited to, fluctuations and volatility in commodity prices for crude oil and natural gas, global economic conditions, changes in government, environmental policies, legislation and royalty regimes, and other factors, some of which are disclosed and discussed under the heading "*Risk Factors*" in the annual information form (the "**AIF**") dated March 24, 2017.

## Summary Compensation Table

The following table provides information concerning compensation of the NEOs for the years ended December 31, 2016, 2015 and 2014.

Name	Year	Salary (\$)	Share- Based Awards (\$) <sup>(1)</sup>	Option- Based Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation		All Other Compensation (\$) <sup>(8)</sup>	Total Compensation (\$)
					Annual Incentive Plans (\$) <sup>(3)</sup>	Long-Term Incentive Plans (\$)		
Todd Brown CEO <sup>(9)</sup>	2016	312,500	141,704	96,000	80,000	-	17,815	648,019
	2015	300,000	27,000	38,000	-	-	48,838	413,838
	2014	116,250 <sup>(4)</sup>	44,600 <sup>(5)</sup>	690,000 <sup>(5)</sup>	42,500 <sup>(4)</sup>	-	21,100 <sup>(4)</sup>	914,500
Paul Wanklyn Former CEO <sup>(10)</sup>	2016	81,250	-	-	-	-	780,643	861,893
	2015	325,000	27,000	38,000	-	-	50,780	440,780
	2014	325,000	-	-	110,000	-	59,905	494,905
David Gillis CFO <sup>(11)</sup>	2016	275,000	125,033	88,000	70,000	-	15,608	573,641
	2015	250,000	27,000	38,000	-	-	39,953	354,953
	2014	250,000	-	-	110,000	-	46,703	406,703
Christopher Soby Vice President, Land	2016	250,000	83,355	64,000	40,000	-	16,565	453,920
	2015	250,000	27,000	38,000	-	-	42,213	357,213
	2014	250,000	-	-	175,000 <sup>(6)</sup>	-	48,432	473,432
David Robinson Vice President, Geology	2016	250,000	83,355	64,000	40,000	-	14,873	452,228
	2015	246,196	27,000	38,000	-	-	40,573	351,769
	2014	250,000	-	-	175,000 <sup>(7)</sup>	-	47,203	472,203
Erin Thorson, Controller	2016	197,250	83,355	64,000	40,000	-	13,486	398,091
	2015	194,500	23,089	17,400	7,500	-	33,015	275,505
	2014	188,500	-	-	50,000	-	36,977	275,478

### Notes:

- (1) The Company utilizes a Black-Scholes option pricing model to value RSUs. The RSU fair value reflects an expected life of 3 years, expected volatility of 60%, a risk free interest rate of 0.60% and no expected dividends. This methodology was chosen to be consistent with the accounting fair value used by the Company in its financial statements and because Black-Scholes is a commonly used methodology for valuing RSUs which provides an objective and reasonable estimate of fair value.
- (2) The Company utilizes a Black-Scholes option pricing model to value Options. The Option fair value reflects an expected life of 5 years, expected volatility of 60%, a risk free interest rate of 0.60% and no expected dividends. This methodology was chosen to be consistent with the accounting fair value used by the Company in its financial statements and because Black-Scholes is a commonly used methodology for valuing Options which provides an objective and reasonable estimate of fair value.
- (3) The amount represents the NEO's bonus under the Company's bonus plan; such amounts are paid in March for performance during the previous financial year.
- (4) The amounts reflect Mr. Brown's annual base salary, bonus and other compensation for 2014, which was pro-rated from the date of his appointment as Chief Operating Officer in August 2014.
- (5) The amounts reflect the initial RSU and Option grants received by Mr. Brown in connection with his appointment as Chief Operating Officer in August 2014.
- (6) The amount represents the payment of a special bonus to Mr. Soby on July 9, 2014 in the amount of \$75,000 in recognition of his contribution to the sale of the Company's Ansell assets in the Deep Basin along with the bonus payment of \$100,000 paid to him in March 2015 for performance during 2014.
- (7) The amount represents the payment of a special bonus to Mr. Robinson on July 9, 2014 in the amount of \$75,000 in recognition of his contribution to the sale of the Company's Ansell assets in the Deep Basin along with the bonus payment of \$100,000 paid to him in March 2015 for performance during 2014.
- (8) Includes Company paid contributions to the ESOP, parking, life insurance and a fitness expense reimbursement paid to such person.
- (9) Mr. Brown was promoted to Chief Executive Officer of the Company effective March 29, 2016.

- (10) The employment of Mr. Wanklyn as President and Chief Executive Officer of the Company ceased effective March 29, 2016. Pursuant to the terms of his executive employment agreement with the Company, Mr. Wanklyn received a Termination Payment in the total amount of \$770,000, less amounts required to be withheld by law, on March 29, 2016.
- (11) Mr. Gillis was promoted to Executive Vice President and Chief Financial Officer of the Company effective March 29, 2016.

### Outstanding Share-Based and Option-Based Awards

The following table sets forth information with respect to the Options granted under the Option Plan and RSUs granted under the RSU Plan to the NEOs which were outstanding as of December 31, 2016, which includes Options and RSUs granted prior to January 1, 2016.

Name	Option-Based Awards				Share-Based Awards		
	Number of Common Shares Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) <sup>(1)</sup>	Number of RSUs that have not settled (#)	Market or payout value of RSUs that have not settled (\$) <sup>(2)</sup>	Market or payout value of vested RSUs not paid out or distributed (\$)
Todd Brown	600,000 <sup>(2)</sup>	2.22	August 22, 2019	25,500	366,666 <sup>(2)</sup>	132,000	-
	100,000	0.81	June 8, 2020				
	850,000	0.33	July 21, 2021				
David Gillis	90,000	1.34	April 19, 2017	22,500	335,000	120,600	-
	235,000	1.24	August 31, 2017				
	130,000	1.72	October 15, 2018				
	100,000	0.81	June 8, 2020				
	750,000	0.33	July 12, 2021				
Christopher Soby	90,000	1.34	April 19, 2017	15,000	260,000	93,600	-
	235,000	1.24	August 31, 2017				
	130,000	1.72	October 15, 2018				
	100,000	0.81	June 8, 2020				
	500,000	0.33	July 12, 2021				
David Robinson	90,000	1.34	April 19, 2017	15,000	260,000	93,600	-
	235,000	1.24	August 31, 2017				
	130,000	1.72	October 15, 2018				
	100,000	0.81	June 8, 2020				
	500,000	0.33	July 12, 2021				
Erin Thorson	50,000	1.34	April 19, 2017	15,000	238,666	85,920	-
	150,000	1.24	August 31, 2017				
	15,000	1.72	October 15, 2018				
	60,000	0.81	June 8, 2020				
	500,000	0.33	July 12, 2021				

**Notes:**

- (1) Value is calculated based on the difference between the exercise price of the Options and the closing price of the Common Shares on the TSX on December 31, 2016 of \$0.36.
- (2) Value is calculated based on the closing price of the Common Shares on the TSX on December 31, 2016 of \$0.36.
- (3) Mr. Brown received 600,000 Options and 20,000 RSUs in connection with his appointment as Chief Operating Officer in August 2014.

## Incentive Plan Awards - Value Settled or Earned During the Year

The following table sets forth information with respect to the value of Options granted pursuant to the Option Plan, RSUs granted pursuant to the RSU Plan and cash bonuses awarded pursuant to the bonus plan to the NEOs that vested or settled, as applicable, during the year ended December 31, 2016.

Name	Option-Based Awards Value Vested During Year (\$) <sup>(1)</sup>	Share-Based Awards Value Settled During Year (\$)	Non-Equity Incentive Plan Compensation Value Earned During Year (\$)
Todd Brown	Nil	12,133	Nil
Paul Wanklyn	Nil	10,200	Nil
David Gillis	Nil	12,133	Nil
Christopher Soby	Nil	12,133	Nil
David Robinson	Nil	12,133	Nil
Erin Thorson	Nil	8,990	Nil

**Note:**

- (1) Value calculated based on the difference between the exercise price of the Options and the closing price of the Common Shares on the TSX on the vesting date.

## Director Compensation

The following table provides information concerning compensation of the directors for the year ended December 31, 2016.

Name	Fees Earned <sup>(4)</sup> (\$)	Share-Based Awards (\$) <sup>(5)</sup>	Option-Based Awards (\$) <sup>(6)</sup>	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Donald Archibald	25,000	19,200	20,005	-	-	64,205
Peter Bannister	23,438	14,400	16,671	-	-	54,509
Todd Brown	-	-	-	-	-	-
Robert C. Cook <sup>(1)</sup>	19,450	14,400	16,671	-	-	50,521
Howard Crone	21,875	14,400	16,671	-	-	52,946
Brian A. Felesky	23,438	14,400	16,671	-	-	54,509
Daryl Gilbert <sup>(2)</sup>	23,438	14,400	16,671	-	-	54,509
Francesco G. Mele <sup>(3)</sup>	21,875	14,400	16,671	-	-	52,946

**Notes:**

- (1) Options and RSUs are held for the benefit of ARC Financial Corp.  
(2) Options and RSUs are held for the benefit of JOG Capital Inc.  
(3) Options and RSUs are held for the benefit of Azimuth Capital Management Ltd. (formerly known as KERN Partners Ltd.).  
(4) The amount represents the fees earned for retainer, committee service and service as a chair of the Board or a committee, as applicable.  
(5) The Company utilizes a Black-Scholes option pricing model to value RSUs. The RSU fair value reflects an expected life of 3 years, expected volatility of 60%, a risk free interest rate of 0.60% and no expected dividends. This methodology was chosen to be consistent with the accounting fair value used by the Company in its financial statements and because Black-Scholes is a commonly used methodology for valuing RSUs which provides an objective and reasonable estimate of fair value.  
(6) The Company utilizes a Black-Scholes option pricing model to value Options. The Option fair value reflects an expected life of 5 years, expected volatility of 60%, a risk free interest rate of 0.60% and no expected dividends. This methodology was chosen to be consistent with the accounting fair value used by the Company in its financial statements and because Black-Scholes is a commonly used methodology for valuing Options which provides an objective and reasonable estimate of fair value.

## Director Compensation - Share-Based and Option-Based Awards

The following table sets forth information with respect to the Options granted under the Option Plan and RSUs granted under the RSU Plan to the directors which were outstanding as of December 31, 2016, which includes Options and RSUs granted prior to January 1, 2016.

Name	Option-Based Awards				Share-Based Awards		
	Number of Common Shares Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) <sup>(1)</sup>	Number of RSUs that have not settled (#)	Market or payout value of RSUs that have not settled (\$)	Market or payout value of vested RSUs not paid out or distributed (\$)
Donald Archibald	22,500	1.34	April 19, 2017	3,600	78,000	28,080	-
	60,000	1.24	August 31, 2017				
	20,000	1.72	October 15, 2018				
	15,000	0.81	June 8, 2020				
	120,000	0.33	July 12, 2021				
Peter Bannister	22,500	1.34	April 19, 2017	3,000	63,000	22,680	-
	60,000	1.24	August 31, 2017				
	20,000	1.72	October 15, 2018				
	15,000	0.81	June 8, 2020				
	100,000	0.33	July 12, 2021				
Howard Crone	90,000 <sup>(2)</sup>	1.34	April 19, 2017	3,000	63,000	22,680	-
	235,000 <sup>(2)</sup>	1.24	August 31, 2017				
	130,000 <sup>(2)</sup>	1.72	October 15, 2018				
	15,000	0.81	June 8, 2020				
	100,000	0.33	July 12, 2021				
Brian A. Felesky	22,500	1.34	April 19, 2017	3,000	63,000	22,680	-
	60,000	1.24	August 31, 2017				
	20,000	1.72	October 15, 2018				
	15,000	0.81	June 8, 2020				
	100,000	0.33	July 12, 2021				
Daryl Gilbert <sup>(3)</sup>	100,000	1.73	October 9, 2017	3,000	63,000	22,680	-
	20,000	1.72	October 15, 2018				
	15,000	0.81	June 8, 2020				
	100,000	0.33	July 12, 2021				
Francesco G. Mele <sup>(4)</sup>	22,500	1.34	April 19, 2017	3,000	63,000	22,680	-
	60,000	1.24	August 31, 2017				
	20,000	1.72	October 15, 2018				
	15,000	0.81	June 8, 2020				
	100,000	0.33	July 12, 2021				

### Notes:

- (1) Value is calculated based on the difference between the exercise price of the Options and the closing price of the Common Shares on the TSX on December 31, 2016 of \$0.36.
- (2) These Options held by Mr. Crone were granted to Mr. Crone prior to August 14, 2014 in connection with his service as the Executive Vice President and Chief Operating Officer of the Company.
- (3) Options and RSUs are held for the benefit of JOG Capital Inc.
- (4) Options and RSUs are held for the benefit of Azimuth Capital Management Ltd. (formerly known as KERN Partners Ltd.).

## CORPORATE GOVERNANCE

The Company's Statement of Corporate Governance Practices is set out in Appendix "A" to this Information Circular.

## ANNUAL MEETING MATTERS

### Financial Statements

The audited financial statements of the Company for the year ended December 31, 2016 and the report of the auditors thereon will be received at the Meeting. The audited financial statements of the Company and the report of the auditors were provided to each Shareholder entitled to receive a copy of the Notice of Meeting and this Information Circular.

### Appointment of Auditors

At the Meeting, Shareholders will be asked to pass a resolution appointing Deloitte LLP, Chartered Professional Accountants, as auditors of the Company, to hold office until the next annual meeting of Shareholders and to authorize the Board to fix the remuneration to be paid thereto. Deloitte LLP (formerly Deloitte & Touche LLP) have been the auditors of Cequence since December 1, 2009.

### Election of Directors

It is proposed that seven directors be elected at the Meeting. The enclosed form of proxy or voting instruction form permits Shareholders to vote "for" or to "withhold" their vote in respect of each director nominee. Except where authority to vote on the election of directors is withheld, the persons designated by the Company in the enclosed form of proxy intend to vote for the election of the seven nominees whose names are set forth below. If, due to circumstances not at present foreseen, any of the persons named below should not be available for election, it is intended that the persons named in the accompanying form of proxy will vote for such other person or persons as the Board may recommend.

Subject to the Company's majority voting policy, if a director nominee has more votes withheld than are voted in favour of him or her, the nominee's position as a Board member will then be subject to review by the Board or, at the Board's discretion, the Nominating and Corporate Governance Committee (the "**Governance Committee**"). The Board or Governance Committee, as applicable, may determine, after review and consideration of the circumstances and factors that they reasonably believe underlie and relate to such vote results, that such nominee does not have sufficient support of the Shareholders, even though the nominee will have been duly elected as a matter of corporate law. After the Board or Governance Committee's review and consideration of such circumstances and factors and if requested by the Board or Governance Committee, as applicable, the nominee will be expected to forthwith submit his or her resignation to the Board, effective on acceptance by the Board.

The following tables set forth, for all persons proposed to be nominated for election as directors, any positions now held by such nominees on any standing committee of the Board, their principal occupations or employment during the preceding five years, the periods during which they have served as directors of the Company, the number of Common Shares and Options beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction and the value of such Common Shares, their attendance record for meetings held in 2016 while they were directors of the Company and current public board memberships, if any. Each elected director will hold office until the close of the next annual meeting of Shareholders, or until his successor is duly elected or appointed. For the purposes of "Total Amount at Risk" disclosed in the below tables, the value has been calculated in accordance with the closing trading price of the Common Shares on the TSX as at December 31, 2016 of \$0.355.

<p><b>Donald Archibald</b></p> <p>Chairman</p> <p>Calgary, Alberta Canada</p> <p>Director Since: July 2009 Independent</p>	<p>Donald Archibald has been an independent businessman since 2008. Previously, from June 2004 to March 2008, Mr. Archibald was the Chairman and Chief Executive Officer of Cyries Energy Inc., a public oil and gas company. Prior thereto, from January 2002 to June 2004, Mr. Archibald was the President and Chief Executive Officer of Cequel Energy Inc., a public oil and gas company, and prior thereto, from April 1996 to March 2001, Mr. Archibald was the President and Chief Executive Officer of Cypress Energy Inc., a public oil and gas company.</p>				
	<b>Board / Standing Committee Membership</b>		<b>Attendance</b>		<b>Attendance (Total)</b>
	Board	9 of 9	100%		%
	Audit Committee	3 of 4	75%		
	Compensation Committee	1 of 1	100%		
	Nominating and Corporate Governance Committee	1 of 1	%		
	<b>Current Public Board Memberships</b>				
	Chinook Energy Inc. and Spartan Energy Corp.				
	<b>Common Shares Controlled or Directed</b>				
	Year	Common Shares	Total Amount at Risk		
	2016	9,180,228	\$3,304,882		
	<b>Options Held</b>				
	Grant Date	Expiry Date	Number Granted	Exercise Price	Total Unexercised
	April 19, 2012	April 19, 2017	22,500	\$1.34	22,500
August 31, 2012	August 31, 2017	60,000	\$1.24	60,000	
Oct. 15, 2013	Oct. 15, 2018	20,000	\$1.72	20,000	
June 8, 2015	June 8, 2020	15,000	\$0.81	15,000	
July 12, 2016	July 12, 2021	120,000	\$0.33	120,000	
<b>RSUs Held</b>					
Grant Date	Number Granted	Total Settled	Total Unsettled		
October 15, 2013	15,000	15,000	Nil		
June 8, 2015	27,000	9,000	18,000		
July 12, 2016	60,000	Nil	60,000		

<p><b>Peter Bannister</b></p> <p>Calgary, Alberta Canada</p> <p>Director Since: July 2009 Independent</p>	<p>Peter Bannister has been the President of Destiny Energy Inc., a private oil and gas company, since February 2007. Prior thereto, from January 2006 to February 2007, Mr. Bannister was the Vice-President, Exploration of Mission Oil &amp; Gas Inc., a public oil and gas company. Prior thereto, from April 2004 to January 2005, Mr. Bannister was the Vice President, Exploration of StarPoint Energy Ltd., a public oil and gas company. Prior thereto, from January 2001 to April 2004, Mr. Bannister was the President of Impact Energy Inc., a public oil and gas company.</p>				
	<b>Board / Standing Committee Membership</b>		<b>Attendance</b>		<b>Attendance (Total)</b>
	Board	of 9	89%	10	91%
	Nominating and Corporate Governance Committee	1 of 1	100%		
	Reserves and Environment, Health & Safety Committee	1 of 1	100%		
	<b>Current Public Board Memberships</b>				
	Crescent Point Energy Corp.				
	<b>Common Shares Controlled or Directed</b>				
	Year	Common Shares	Total Amount at Risk		
	2016	418,554	\$150,679		
	<b>Options Held</b>				
	Grant Date	Expiry Date	Number Granted	Exercise Price	Total Unexercised
	April 19, 2012	April 19, 2017	22,500	\$1.34	22,500
	August 31, 2012	August 31, 2017	60,000	\$1.24	60,000
Oct. 15, 2013	Oct. 15, 2018	20,000	\$1.72	20,000	
June 8, 2015	June 8, 2020	15,000	\$0.81	15,000	
July 12, 2016	July 12, 2021	100,000	\$0.33	100,000	
<b>RSUs Held</b>					
Grant Date	Number Granted	Total Settled	Total Unsettled		

October 15, 2013	15,000	15,000	Nil
June 8, 2015	27,000	9,000	18,000
July 12, 2016	45,000	Nil	45,000

<b>Todd Brown</b>  Calgary, Alberta Canada Director Since: 2016 Non-independent	Todd Brown has been the Chief Executive Officer of the Company since March 2016. Prior thereto, from August 2014 to March 2016, Mr. Brown was the Chief Operating Officer of the Company. Prior thereto, from May 2014 until August 2014, Mr. Brown was the Chief Operating Officer of Touchstone Exploration Inc., a public oil and gas company. Prior thereto, from November 2011 until March 2013, Mr. Brown was the Vice-President and Chief Operating Officer of Pace Oil & Gas Ltd., a public oil and gas company.				
	<b>Board / Standing Committee Membership</b>		<b>Attendance</b>		<b>Attendance (Total)</b>
	Board			-	-
	<b>Current Public Board Membership</b>				
	None				
	<b>Common Shares Controlled or Directed<sup>(1)</sup></b>				
	Year	Common Shares		Total Amount at Risk	
	2016				
	<b>Options Held</b>				
	Grant Date	Expiry Date	Number Granted	Exercise Price	Total Unexercised
	August 22, 2014	August 22, 2019	600,000	\$2.22	600,000
	June 8, 2015	June 8, 2020	100,000	\$0.81	100,000
	July 12, 2016	July 12, 2021	850,000	\$0.33	850,000
<b>RSUs Held<sup>(1)</sup></b>					
Grant Date	Number Granted	Total Settled		Total Unsettled	
August 22, 2014	20,000	13,334		6,666	
June 8, 2015	90,000	30,000		60,000	
July 12, 2016	300,000	Nil		300,000	

**Note:**

- (1) Mr. Brown was appointed as a director at the last meeting of the board of directors in 2016 (November 10, 2016) and therefore did not attend any meetings of the board of directors in 2016 as a director.

<b>Howard Crone</b>  Calgary, Alberta Canada Director Since: July 2009 Non-Independent	Howard Crone has been an independent businessman since August 2014. Prior thereto, from September 2010 to August 2014, Mr. Crone was the Executive Vice President and Chief Operating Officer of the Company. Prior thereto, from July 2009 to September 2010, Mr. Crone was the President and CEO of the Company. Prior thereto, from May 2009 to July 2009, Mr. Crone was the President of a privately held oil and gas company. Prior thereto, from July 2004 to May 2009, Mr. Crone was an independent businessman.				
	<b>Board / Standing Committee Membership</b>		<b>Attendance</b>		<b>Attendance (Total)</b>
	Board		of 9	89%	8 of 9
	Compensation Committee <sup>(1)</sup>		-	-	-
	Reserves and Environment, Health & Safety Committee <sup>(2)</sup>		-	-	-
	<b>Current Public Board Membership</b>				
	Journey Energy Inc.				
	<b>Common Shares Controlled or Directed</b>				
	Year	Common Shares		Total Amount at Risk	
	2016	7,939,719		\$2,858,298	
	<b>Options Held</b>				
	Grant Date	Expiry Date	Number Granted	Exercise Price	Total Unexercised
	April 19, 2012	April 19, 2017	90,000	\$1.34	90,000
August 31, 2012	August 31, 2017	235,000	\$1.24	235,000	
Oct. 15, 2013	Oct. 15, 2018	130,000	\$1.72	130,000	
June 8, 2015	June 8, 2020	15,000	\$0.81	15,000	
July 12, 2016	July 12, 2021	100,000	\$0.33	100,000	



	<b>RSUs Held</b>			
	Grant Date	Number Granted	Total Settled	Total Unsettled
	October 15, 2013	20,000	20,000	Nil
	June 8, 2015	27,000	9,000	18,000
	July 12, 2016	45,000	Nil	45,000

**Notes:**

- (1) Mr. Crone was appointed to the Compensation Committee on November 10, 2016.
- (2) Mr. Crone was appointed to the Reserves and Environment, Health & Safety Committee on November 10, 2016.

<b>Brian Felesky Q.C. O.C.</b>  Calgary, Alberta Canada Director Since: September 2010 Independent	Brian Felesky has been an independent businessman since October 2014. Prior thereto, from February 2011 until September 2014, Mr. Felesky was the Vice Chairman, Investment Banking of Credit Suisse Securities (Canada), Inc., an investment banking firm. Prior thereto, from July 2006 to February 2011, Mr. Felesky was Counsel to the law firm of Felesky Flynn LLP. Prior thereto, from April 1978 to July 2006, Mr. Felesky was a Partner of Felesky Flynn LLP.					
	<b>Board / Standing Committee Membership</b>		<b>Attendance</b>		<b>Attendance (Total)</b>	
	Board		9 of 9	100%	14 of 14	100%
	Audit Committee		4 of 4	100%		
	Compensation Committee		1 of 1	100%		
	<b>Current Public Board Membership</b>					
	Edgefront Real Estate Investment Trust					
	<b>Common Shares Controlled or Directed</b>					
	Year		Common Shares		Total Amount at Risk	
	2016		365,000		\$131,400	
	<b>Options Held</b>					
	Grant Date	Expiry Date	Number Granted	Exercise Price	Total Unexercised	
	April 19, 2012	April 19, 2017	22,500	\$1.34	22,500	
August 31, 2012	August 31, 2017	60,000	\$1.24	60,000		
Oct. 15, 2013	Oct. 18, 2018	20,000	\$1.72	20,000		
June 8, 2015	June 8, 2020	15,000	\$0.81	15,000		
July 12, 2016	July 12, 2021	100,000	\$0.33	100,000		
<b>RSUs Held</b>						
Grant Date		Number Granted		Total Unsettled		
October 15, 2013		15,000		Nil		
June 8, 2015		27,000		18,000		
July 12, 2016		45,000		45,000		

<b>Daryl Gilbert</b>  Calgary, Alberta Canada Director Since: September 2012 Independent	Daryl Gilbert has been a Managing Director of JOG Capital Inc., a private equity energy investment management firm, since May, 2008 and prior thereto was an independent businessman since January 2005. Prior thereto, from 1994 to 2005, Mr. Gilbert was the President and Chief Executive Officer of Gilbert Lausten Jung Associations Ltd. (now GLJ Petroleum Consultants Ltd.), an independent petroleum evaluation consulting firm.					
	<b>Board / Standing Committee Membership</b>		<b>Attendance</b>		<b>Attendance (Total)</b>	
	Board		of 9	100%	10 of 11	91%
	Compensation Committee		1 of 1	100%		
	Reserves and Environment, Health & Safety Committee		0 of 1	0%		
	<b>Current Public Board Membership</b>					
	AltaGas Ltd., Leucrotta Exploration Inc., Surge Energy Inc., Falcon Oil & Gas Ltd., PRD Energy Inc., LGX Oil and Gas Inc., Connacher Oil and Gas Limited and Whitecap Resources Inc.					
	<b>Common Shares Controlled or Directed</b>					
	Year		Common Shares <sup>(1)</sup>		Total Amount at Risk	
	2016		17,601		\$6,336	
	<b>Options Held<sup>(1)</sup></b>					
	Grant Date	Expiry Date	Number Granted	Exercise Price	Total Unexercised	

Sept. 28, 2012	Sept. 28, 2017	100,000	\$1.24	100,000
Oct. 15, 2013	Oct. 15, 2018	20,000	\$1.72	20,000
June 8, 2015	June 8, 2020	15,000	\$0.81	15,000
July 12, 2016	July 12, 2021	100,000	\$0.33	100,000
<b>RSUs Held<sup>(1)</sup></b>				
Grant Date		Number Granted	Total Settled	Total Unsettled
October 15, 2013		15,000	15,000	Nil
June 8, 2015		27,000	9,000	18,000
July 12, 2016		45,000	Nil	45,000

**Note:**

- (1) Options and RSUs are held for the benefit of JOG Capital Inc. JOG Capital Inc. is an affiliate of JOG Limited Partnership No. III, JOG Limited Partnership No. IV and JOG Limited Partnership No. V which collectively, hold 23,600,943 Common Shares.

<b>Francesco G. Mele</b>  Calgary, Alberta Canada Director Since: June 2010 Independent	Francesco Mele has been a Partner of Azimuth Capital Management Ltd. (formerly known as KERN Partners Ltd.), a private equity fund company, since May 2008. Prior thereto, from September 2005 to February 2008, Mr. Mele was a Managing Director, Investment Banking of CIBC World Markets Inc., an investment banking company.				
	<b>Board / Standing Committee Membership</b>		<b>Attendance</b>		<b>Attendance (Total)</b>
	Board		of 9	100%	12 of 12
	Audit Committee <sup>(1)</sup>			-	
	Nominating and Corporate Governance Committee		2 of 2	100%	
	Reserves and Environment, Health & Safety Committee		1 of 1	100%	
	<b>Current Public Board Membership</b>				
	None				
	<b>Common Shares Controlled or Directed</b>				
	Year		Common Shares		Total Amount at Risk
	2016		Nil		Nil
	<b>Options Held<sup>(2)</sup></b>				
	Grant Date	Expiry Date	Number Granted	Exercise Price	Total Unexercised
April 19, 2012	April 19, 2017	22,500	\$1.34	22,500	
August 31, 2012	August 31, 2017	60,000	\$1.24	60,000	
Oct. 15, 2013	Oct. 15, 2018	20,000	\$1.72	20,000	
June 8, 2015	June 8, 2020	15,000	\$0.81	15,000	
July 12, 2016	July 12, 2021	100,000	\$0.33	100,000	
<b>RSUs Held<sup>(1)</sup></b>					
Grant Date		Number Granted	Total Settled	Total Unsettled	
October 15, 2013		15,000	15,000	Nil	
June 8, 2015		27,000	9,000	18,000	
July 12, 2016		45,000	Nil	45,000	

**Notes:**

- (1) Mr. Mele was appointed to the Audit Committee on November 10, 2016.  
 (2) Options and RSUs are held for the benefit of Azimuth Capital Management Ltd. (formerly known as KERN Partners Ltd.). Azimuth Capital Management Ltd. is an affiliate of Azimuth Energy Partners Management Ltd. (formerly known as KERN Energy Partners Management Ltd.) and Azimuth Energy Partners Management II Ltd. (formerly known as KERN Energy Partners Management II Ltd.), which collectively, hold 8,783,872 Common Shares.

## REGULATORY MATTERS

### Corporate Cease Trade Orders or Bankruptcies

Except as disclosed herein, to the knowledge of management of Cequence, no director of Cequence is, or has been, within the past 10 years before the date hereof, a director or executive officer of any issuer that, while that person was acting in that capacity: (i) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation for a period of more than 30 consecutive days; or (ii) was subject to an event that resulted, after the person ceased to be a

director or executive officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation for a period of more than 30 consecutive days.

To the knowledge of management of Cequence, no director of Cequence is, or has been, within the past 10 years before the date hereof, a director or executive officer of any issuer that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Gilbert was a director of Globel Direct, Inc. ("**Globel**") from May 1998 until September 2008. On June 12, 2007, the Court of Queen's Bench of Alberta granted an initial order to Globel for creditor protection under the CCAA. Such protection expired on December 7, 2007, the monitor was discharged on December 12, 2007 and a receiver manager was appointed.

Mr. Gilbert was a director of LGX Oil and Gas Inc. ("**LGX**") from August 2013 until June 2016. On June 7, 2016 a consent receivership was granted by the Court of Queen's Bench of Alberta upon application by LGX's senior lender. LGX's stock was cease-traded shortly thereafter. A receiver-manager has been appointed and a liquidation process is underway.

Mr. Gilbert has been a director of Connacher Oil & Gas Limited ("**Connacher**") since October 2014. On May 17, 2016 Connacher applied for and was granted protection from its creditors under the CCAA pursuant to an order of the Court of Queen's Bench of Alberta. Connacher was cease-traded immediately after the order was made, and a restructuring process is currently underway.

Mr. Felesky was a director of RS Technologies Inc. ("**RST**") from February 2007 until March 2013. On March 14, 2013, RST was granted protection under CCAA and a monitor (the "**Monitor**") was appointed. On September 13, 2013, RST announced that in accordance with a court-sanctioned order obtained by the Monitor, RST's Plan of Arrangement had been implemented and that, as a result, RST had emerged from its CCAA proceedings.

Mr. Archibald was a director of Waldron Energy Corporation ("**Waldron**") from December 31, 2009 to August 17, 2015. On August 6, 2015, the secured subordinated lender of Waldron demanded repayment in full of all amounts owed to it under its credit facility and gave notice of its intention to enforce its security. This repayment demand created a cross-default between Waldron and its secured bank lender, which subsequently demanded repayment in full of all amounts owed to it under its credit facility and also gave notice of its intention to enforce its security. After various discussions between Waldron and both its lenders, Waldron consented to the appointment of a receiver and manager on August 13, 2015. On August 17, 2015, a receiver and manager was appointed over the assets, undertakings and property of Waldron pursuant to an order of the Court of Queen's Bench of Alberta.

Mr. Crone was a director of Virginia Hills Oil Corp. ("**Virginia**") from April 2015 until February 24, 2017. On January 31, 2017 Virginia announced that its syndicated credit facility had matured and remained unpaid, which constituted an event of default and entitled the lenders thereunder to enforce their security and appoint a receiver to manage the affairs of Virginia. On February 13, 2017, Virginia received from its lenders a demand notice and notice of intention to enforce security, and a receiver and manager was appointed over the assets, properties and undertakings of Virginia pursuant to an order of the Court of Queen's Bench of Alberta.

### **Personal Bankruptcies**

To the knowledge of management of Cequence, no director of Cequence has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

## **Penalties or Sanctions**

To the knowledge of management of Cequence, no director of Cequence has: (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, other than penalties for late filing of insider reports; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as disclosed in this Information Circular, neither the Company nor any director or officer of the Company, nor any proposed nominee for election as a director of the Company, nor any other insider of the Company, nor any associate or affiliate of any one of them has or has had, at any time since the beginning of the year ended December 31, 2016, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Company.

## **OTHER BUSINESS**

Management of Cequence is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is available under the Company's electronic profile on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is contained in the Company's consolidated financial statements and management's discussion and analysis for the year ended December 31, 2016. In addition, a Shareholder may obtain copies of the Company's consolidated financial statements and management's discussion and analysis, by contacting the Company at 1400, 215 – 9<sup>th</sup> Avenue S.W., Calgary, Alberta, T2P 1K3.

## **ADVISORIES**

This Information Circular contains the oil and gas metric "barrels of oil equivalent" or "BOEs", which is a term commonly used in the oil & gas industry. BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of six thousand cubic feet of gas: one barrel of oil is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

## APPENDIX "A"

### STATEMENT OF CORPORATE GOVERNANCE PRACTICES

*Capitalized terms used in this Appendix "A" but not otherwise defined herein shall have the meanings ascribed thereto in the Information Circular to which this Appendix "A" is appended.*

The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of its Shareholders but that it also promotes effective decision making at the Board level. The Board is of the view that its approach to corporate governance is appropriate and continues to work to align with the recommendations currently in effect and contained in National Policy 58-201, *Corporate Governance Guidelines* ("**NP 58-201**") which are addressed below. In addition, the Board monitors and considers for implementation by Cequence the corporate governance standards which are proposed by various Canadian regulatory authorities or which are published by various non-regulatory organizations in Canada.

#### **Mandate of the Board**

The Board has responsibility for the stewardship of the Company. The Board has adopted a formal written mandate which is set out as Appendix "B" to this Information Circular. In carrying out this mandate, the Board meets regularly and a broad range of matters are discussed and reviewed for approval. These matters include overall corporate plans and strategies, budgets, internal controls and management information systems, risk management as well as interim and annual financial and operating results. The Board is also responsible for the approval of all major transactions, including equity issuances, acquisitions and dispositions, as well as the Company's debt and borrowing policies. The Board strives to ensure that actions taken by management correspond closely with the objectives of the Board and Shareholders.

#### **Composition of the Board**

##### ***Independence***

The Board currently consists of seven directors who provide the Company with a wide diversity of business experience. Additional information for each of the directors can be found under the heading "*Meeting Matters - Election of Directors*". Five of the board members (representing 71% of the Board), being Messrs. Archibald, Bannister, Felesky, Gilbert and Mele are independent directors as such term is defined by National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("**NI 58-101**"). Each of the independent directors has no direct or indirect material relationship with the Company, including any business or other relationship, which could reasonably be expected to interfere with the director's ability to act with a view to the best interest of the Company or which could reasonably be expected to interfere with the exercise of the director's independent judgement.

Within the meaning of NI 58-101, Messrs. Brown and Crone would not be considered independent as Mr. Brown is the Chief Executive Officer of the Company and Mr. Crone acted as an executive officer for the Company within the last three years.

##### ***Other Directorships***

A number of the directors currently serve on the board of directors of other reporting issuers (or equivalent). See "*Meeting Matters - Election of Directors*" in the Information Circular.

##### ***Board Meetings***

The attendance record for each director for all Board and committee meetings held while such persons were directors and members of specific committees is set forth under the heading "*Meeting Matters - Election of Directors*".

Following all meetings, the Board and its committees conduct *in camera* sessions, at which no members of management or directors who are currently members of management are present. The *in camera*

sessions are intended not only to encourage the Board and its committees to fully and independently fulfill their mandates, but also to facilitate the performance of the fiduciary duties and responsibilities of the Board and its committees on behalf of Shareholders.

## **Position Descriptions**

### ***Chairman of the Board***

The Board has developed a written position description for the Chairman. The Chairman's scope, duties and responsibilities include, but are not limited to, the following:

- be satisfied that the Board is alert to its obligations to the Company and to Shareholders;
- determine the dates and locations of the meetings of the Board and the Shareholders;
- require the Board to meet at least four times annually and as many additional times as necessary for the Board to carry out its duties and responsibilities effectively;
- approve agendas for Board meetings after being satisfied such agenda enables the Board to successfully carry out its duties;
- ensure that all business that is required to be brought before a meeting of Shareholders is brought before a meeting of Shareholders;
- maintain a liaison and communication with all members of the Board and the committee chairs to co-ordinate input from all members of the Board, and optimize the effectiveness of the Board and its committees;
- endeavour to attend all meetings of the Board and the Shareholders;
- be satisfied that the Board receives adequate and regular updates from the management on all issues important to the welfare and future of the Company;
- be satisfied that information requested by members of the Board or its committees of the Board is provided and meets their needs;
- review conflict of interest issues with respect to members of the Board as they arise;
- provide leadership to enable the Board to act as a team in carrying out its duties and responsibilities;
- chair *in camera* meetings of the Board, without management present, at every Board meeting; and
- provide advice, counsel and mentorship to the fellow members of the Board.

### ***Committee Chairs***

The Board has not developed separate written position descriptions for the chair of each Board committee. Instead, the Board has adopted written mandates for each of the Audit Committee, Reserves Committee, Governance Committee, Compensation Committee and Environment, Health & Safety Committee. Each of the written mandates provides that the chair will preside as chairman at each committee meeting and will lead the committee discussion on meeting agenda items.

### ***Chief Executive Officer***

The Board has developed a written position description for the CEO. The CEO's scope, duties and responsibilities include, but are not limited to, the following:

- maintaining a high level of integrity and assisting in creating a culture of integrity throughout the Company;
- working with the Board to determine the strategic direction of the Company;
- leading and assisting the Board in developing short-term and long-term plans and objectives to achieve the strategies of the Company;
- from time to time, determining with the Board, the budgets of the Company and the Board's expectations of the CEO;
- undertaking the day-to-day management and operation of the Company and providing leadership designed to achieve the objectives of the Company;
- steward the Company's expenditures within approved budgets;
- developing senior management succession and development plans and reporting to the Governance Committee at least annually on such plans including recommending candidates for appointment as officers and senior management of the Company to the Board;
- ensuring appropriate policies and procedures of the Company are developed, maintained and disclosed;
- providing appropriate certifications regarding the Company and its activities, as may be required from time to time;
- ensuring that procedures are in place for appropriate communication to all stakeholders regarding the Company's activities and objectives; and
- complying with all stock exchange, regulatory and statutory requirements.

### **Orientation and Continuing Education**

The Governance Committee is mandated to oversee an orientation and education program for new directors and to provide ongoing educational opportunities for all directors. The objectives of such programs are to ensure that new directors fully understand: (i) the role of the Board and its committees; (ii) the contribution individual directors are expected to make (including, in particular, the commitment of time and resources that the Company expects from its directors); and (iii) the nature and operation of the Company's affairs.

Continuing education opportunities are directed at enabling individual directors to maintain or enhance their skills and abilities as directors, as well as ensuring that their knowledge and understanding of the Company's affairs remains current.

All new directors will be provided with a baseline of knowledge about the Company and its subsidiaries as deemed appropriate.

### **Ethical Business Conduct**

The Company has adopted a Code of Business Conduct and Ethics (the "**Code**"), which applies to all directors, officers, employees, contractors and partners of the Company. A complete copy of the Code is available under the Company's electronic profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Company expects that its directors, officers, employees, contractors and partners will adhere to the highest ethical standards in all of the Company's business activities. The Company's directors, officers, employees and consultants are expected to deal fairly with securityholders, customers, suppliers and competitors.

The Board and management of Cequence monitor compliance with the Code. All directors, officers, employees, contractors and partners are encouraged to report violations of the Code in accordance with the procedures set forth in the Company's Whistleblower Policy (the "**Whistleblower Policy**"), which

provides for the prompt reporting of any violations to an employee's supervisor, or alternatively, to any senior officer or director or to the Chairman. The Whistleblower Policy also promotes, among other things, the disclosure and reporting of any questionable accounting or auditing matters, fraudulent or misleading financial information.

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

Each director must disclose all actual or potential conflicts of interest and refrain from voting on matters in which such director has a conflict of interest. In addition, the director must excuse himself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest. Pursuant to the Company's Corporate Disclosure Policy (the "**Disclosure Policy**"), the directors and officers of the Company are required to publicly disclose their aggregate ownership interest in any entity which the Company enters into a transaction with.

The Board has reviewed and approved the Disclosure Policy, in order to promote consistent disclosure practices aimed at informative, timely and broadly disseminated disclosure of material information to the market, in accordance with applicable securities legislation.

### **Nomination of Directors**

The process for identifying and recommending the nomination of new Board candidates has been set forth in the written mandate of the Governance Committee. The Governance Committee will work with the Board to determine the competencies and skills the Board considers necessary for the Board as a whole to possess, as well as the skills the Board considers each existing director possesses. The Governance Committee will then identify potential Board members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity, which assessment will include a consideration of diversity, age, skills, competencies and experience in the context of the needs of the Board.

The Governance Committee makes recommendations to the Board with respect to nominees for election at the next annual meeting of Shareholders or to be appointed to fill vacancies between annual meetings of the Shareholders and will approach nominees to ascertain their willingness to serve as a member of the Board.

### **Director Term Limits**

The Board believes that issues relating to board effectiveness, board renewal and board succession planning are best addressed by a strong chair and Governance Committee and independent-thinking board members. The Board is concerned that imposing arbitrary and inflexible director term limits may result in Cequence losing valued directors at a time when Cequence most needs their skills, qualities and contributions, as well as their knowledge of the history and culture of the Company. Mandatory retirement ages pose the same risk, and the Board does not want to risk the loss of key directors to retirement policies that seem unnecessarily arbitrary and inflexible when such policies may require a high performing director to retire from the Board. As a result, the Board does not feel that it would be appropriate to set term limits for its directors but rather relies on the experience of its members to determine when changes to the Board's composition are appropriate.

### **Representation of Women on the Board and in Executive Officer Positions**

Neither the Board nor the Governance Committee has adopted any written policy relating to the identification and nomination of women directors and do not specifically consider the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board. The Board and Governance Committee evaluate potential nominees to the Board by reviewing the individual qualifications of prospective board members by considering such person's diversity, age, skills, competencies and experience, and then, based on that review determines if the



candidate's qualifications are relevant taking into consideration the current Board composition and the anticipated skills required to round out the capabilities of the Board.

Cequence has not adopted a specific target regarding women on its Board. When identifying potential nominees to the Board, the Board and Governance Committee focus on the current Board composition and the anticipated skills required to round out the capabilities of the Board. As at the date hereof, none of the members of the Board are women.

The Board does not consider the level of representation of women in executive officer positions when making executive officer appointments and has not adopted a specific target regarding women in executive officer positions; however, Cequence is an equal opportunity employer committed to treating people fairly, with respect and dignity, and to offering equal employment opportunities based upon an individual's qualifications and performance. Candidates for employment are selected based on the primary considerations of experience, skill and ability. As at the date hereof, one out of five (20%) of the executive officers of the Company are women.

### **Board Committees and their Mandates**

The Board has four standing committees, being the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Reserves and Environment, Health & Safety Committee. The following is a description of the committees and their current membership.

#### ***Audit Committee***

**Chair:** Brian Felesky

**Members:** Donald Archibald and Francesco Mele

The Audit Committee is constituted with three independent directors. The Board has determined that all of the members of the Audit Committee are "financially literate" as defined in National Instrument 52-110, *Audit Committees*. An individual is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements. The primary functions of the Audit Committee include:

- consider and make a recommendation to the Board as to the nomination or re-appointment of the external auditor for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services, ensuring that such auditor is a participant in good standing pursuant to applicable laws;
- consider and make a recommendation to the Board as to the compensation of the external auditor which is to be paid by the Company;
- oversee the work of the external auditor in performing their audit, review or attest services and oversee the resolution of any disagreements between management of the Company and the external auditor;
- review and discuss with the external auditor all significant relationships that the external auditor and its affiliates have with the Company and its affiliates in order to determine the external auditor's independence;
- as may be required by applicable securities laws, rules and guidelines, either:
  - pre-approve all non-audit services to be provided by the external auditor to the Company (and its subsidiaries, if any); or
  - adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services;
- review and approve the hiring policies of the Company regarding partners and employees and former partners and employees of the present and former external auditor of the Company;

- review with management and the external auditor, and recommend to the Board for approval, the annual and interim financial statements of the Company and related annual and interim financial reporting, including management's discussion and analysis and earnings press releases;
- upon completion of each audit, review with the external auditor the results of such audit;
- review with management and recommend to the Board for approval, any financial statements of the Company (excluding pro forma financial statements, unless such review is requested by the Board) which have not previously been approved by the Board and which are to be included in a prospectus or other public disclosure document of the Company;
- consider and be satisfied that adequate policies and procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and periodically assess the adequacy of such procedures;
- review accounting, tax, legal and financial aspects of the operations of the Company as the Audit Committee considers appropriate;
- review with management and the external auditor, the adequacy and effectiveness of the internal control and management information systems and procedures of the Company (with particular attention given to accounting, financial statements and financial reporting matters) and determine whether the Company is in compliance with applicable legal and regulatory requirements and with the Company's policies;
- read the external auditor's recommendations regarding any matters, including internal control and management information systems and procedures, and management's responses thereto;
- establish procedures for the receipt, retention and treatment of complaints, submissions and concerns regarding accounting, internal controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
- if requested by the Board, review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to accounting and management reporting. The Audit Committee may, if requested by the Board, also review the financial risks arising from the Company's exposure to such things as commodity prices, interest rates, foreign currency exchange rates and credit, the activities of the Company's marketing group, the Company's insurance program and tax or government audits and report the results of such reviews to the Board for the purpose of assisting the Board in identifying the principal business risks associated with the business of the Company.

The Audit Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to determine the compensation of such advisors.

The Chair of the Audit Committee holds *in camera* meetings, without management present, at every regularly scheduled meeting of the Audit Committee. The Audit Committee meets at least four times annually.

Further information relating to the Audit Committee can be found under the heading "*Audit Committee*" in the AIF.

### ***Reserves and Environment, Health & Safety Committee***

**Chair:** Peter Bannister

**Members:** Francesco Mele, Howard Crone and Daryl Gilbert

The Reserves and Environment, Health & Safety Committee is constituted with four independent directors (as such term is defined in accordance with National Instrument 51-101, *Standards of Disclosure For Oil and Gas Activities* ("**NI 51-101**"). The primary functions of the Reserves and Environment, Health & Safety Committee include:

## Reserves Functions

- review at least annually, the Company's procedures relating to disclosure of information with respect to the oil and gas activities of the Company, including its procedures for complying with the disclosure requirements and restrictions of NI 51-101;
- review annually the qualifications and independence of the qualified reserves evaluator(s) to be appointed or re-appointed by the Board and in the case of any proposed change in the reserves evaluator(s), determine the reasons for the proposed change and whether there have been any disputes between the appointed reserves evaluator(s) and management of the Company;
- review at least annually the Company's procedures for providing information to the reserves evaluator(s) for the purposes of its report on reserves data of the Company under NI 51-101;
- before recommending that the Board approve the filing of the statement of reserves data and other oil and gas information of the Company, the report of management and directors on oil and gas disclosure and the report of the reserves evaluator(s) on reserves data with the applicable regulatory authorities, to meet with management and each of the reserves evaluator(s) to:
  - determine whether any restrictions affect the ability of the reserves evaluator(s) to report on the reserves data of the Company without reservation; and
  - review the statement of reserves data and other oil and gas information and the report of the reserves evaluator(s) on reserves data;
- review the content and filing of: (i) the statement of reserves data and other oil and gas information; (ii) the report of reserves evaluator(s) on reserves data; and (iii) the report of management and directors on oil and gas disclosure as contemplated by NI 51-101 and to make a recommendation to the Board as to whether to approve the content and filing of such documents;
- review any public disclosure or regulatory filings with respect to any reserves or resources evaluations and oil and gas activities, including any material change reports containing such information, and the compliance thereof with applicable regulatory requirements, and, if appropriate, make recommendations to the Board as to their approval for the release or filing thereof;
- co-ordinate meetings with the Audit Committee, the Company's senior reserve personnel, the reserves evaluator(s) and the external auditor as may be determined advisable by the Reserves and Environment, Health & Safety Committee to address matters of mutual interest or concern in respect of the Company's evaluation of oil and natural gas reserves and resources;
- perform any other activities consistent with this mandate and, generally, governing laws as the Reserves and Environment, Health & Safety Committee or the Board deems necessary or appropriate;

## Environmental, Health & Safety Functions

- report to the Board on matters coming before the Reserves and Environment, Health & Safety Committee relating to environmental, health and safety policies and activities of the Company for consideration;
- review and monitor the environmental policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with environmental laws and legislation and that the Company conforms with industry standards;
- review and monitor the health and safety policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the health and safety of the Company's employees in the workplace;
- review environmental, health and safety compliance issues and incidents of non-compliance to determine, on behalf of the Board, that the Company is taking all necessary action in respect of

those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;

- review significant external or internal audit or consultants' reports relating to environmental, health or safety matters;
- review significant legislative and regulatory changes including policy proposals and modifications that could materially impact the Company;
- review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended; and
- report on a timely basis and at least annually to the Board on environmental, health and safety issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Company.

The Reserves and Environment, Health & Safety Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to determine the compensation of such advisors.

The Chair of the Reserves and Environment, Health & Safety Committee holds *in camera* meetings, without management present, at every regularly scheduled meeting of the and Environmental, Health & Safety Committee. The Reserves and Environment, Health & Safety Committee meets at least once annually.

### **Compensation Committee**

**Chair:** Daryl Gilbert

**Members:** Donald Archibald, Brian Felesky and Howard Crone

The Compensation Committee is constituted with three independent directors and one non-independent member. Mr. Crone is not independent within the meaning of NI 58-101 as he acted as an executive officer for the Company within the last three years. The Chair of the Compensation Committee is independent. The primary functions of the Compensation Committee include:

- review and recommend for approval by the Board, the Company's key human resources policies;
- review and recommend for approval by the Board, the executive compensation philosophy and remuneration policy for the Company;
- evaluate annually the performance of the President and CEO and recommend to the Board his annual compensation package and performance objectives;
- review annually and recommend to the Board the annual compensation package and performance objectives of the other executive officers;
- annually determine and recommend to the Board any bonuses to be paid and if requested by the Board, determine and recommend any special bonuses to be paid;
- review and recommend to the Board any significant changes to the overall compensation program;
- review the adequacy and form of the compensation of directors periodically to determine if the compensation realistically reflects the responsibilities and risks involved in being an effective director, and report and make recommendations to the Board accordingly;
- report annually to the Shareholders on executive compensation;
- review the grants of securities under the Option Plan, RSU Plan or any other incentive compensation plan or equity-based plan, at the request of the Board; and
- perform any other activities consistent with this mandate, the Company's by-laws and governing laws as the Compensation Committee or the Board deems necessary or appropriate.

The Compensation Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to determine the compensation of such advisors.

The Compensation Committee holds *in camera* meetings, without management present, at every regularly scheduled meeting of the Compensation Committee. The Compensation Committee meets at least one time annually.

Members of the Compensation Committee have experience with compensation matters, having served on the boards of other reporting issuers and, in the case of Mr. Archibald, having been responsible for the administration of compensation programs of issuers for which he served as Chief Executive Officer. In addition, Messrs. Crone and Gilbert have each served on the compensation committees of other reporting issuers.

### **Nominating and Corporate Governance Committee**

**Chair:** Donald Archibald

**Members:** Francesco Mele and Peter Bannister

The Governance Committee is constituted with three independent directors. The primary functions of the Governance Committee include:

#### Corporate Governance Functions

- consider the corporate governance practices of the Company, monitor developments in corporate governance issues and make recommendations to the Board that the Committee considers advisable to satisfy itself that the Company follows appropriate and proper corporate governance practices;
- assess the functioning and effectiveness of the Board and its individual members on an annual basis and report to the Board its findings;
- assess, from time to time, the need for, and the performance and suitability of, the committees of the Board and their individual members, and make recommendations with respect thereto (including matters such as the appointment, removal or replacement of committee members and committee chairs) to the Board;
- develop and review on an annual basis the mandates for the Board, the committees of the Board and the position descriptions for the Chairman and CEO and make recommendations to the Board with respect thereto;
- review and recommend to the Board the Code for directors, officers and employees of the Company and its procedures;
- monitor compliance with the Code and regularly report to the Board, including the status of complaints received from investigations conducted, as well as on employee training;
- assess the effectiveness of the working relationship and communications between the Board and management of the Company and satisfy itself that any issues relating to governance which are identified by the Board are raised with management;
- review, at the request of the Board, all significant proposed related party transactions and situations involving a potential conflict of interest;
- review Board structures and procedures to be satisfied that the Board functions independently of management;
- assess the availability, relevance and timeliness of information required by the Board;
- review and recommend for approval of the Board, the annual corporate governance disclosure of the Company in its Annual Information Form, Information Circular and/or Annual Report;

### Nomination Functions

- work with the Board to determine the competencies and skills the Board considers necessary for the Board, as a whole, to possess;
- work with the Board to determine the competencies and skills the Board considers each existing director to possess;
- identify potential Board members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity, such assessment will include a consideration of diversity, age, skills, competencies and experience in the context of the needs of the Board;
- make recommendations to the Board with respect to nominees for election at the next annual meeting of Shareholders or to be appointed to fill vacancies between annual meetings of the Shareholders;
- approach nominees to ascertain their willingness to serve as a member of the Board;
- consider, when suggesting new nominees, whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board, including a review of other boards of which the nominee is a member;
- make recommendations to the Board as to the allocation of directors to each Board committee, including recommendations for filling any vacancies on such committees;
- ensure there is a succession plan for the position of Chairman and the Company's Chief Executive Officer and for the appointment, training and monitoring of senior management; and
- review and make recommendations regarding the comprehensive orientation of new directors and providing continuing education opportunities for all directors so they may maintain or enhance their skills and abilities as directors as well as to ensure their knowledge and understanding of the Company's business remains current.

The Governance Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to determine the compensation of such advisors.

The Governance Committee will hold *in camera* meetings, without management present, at every regularly scheduled meeting of the Governance Committee. The Governance Committee meets at least one time annually.

### **Disclosure Committee**

In addition to the four standing committees of the Board, the Company has constituted a Disclosure Committee comprised of Messrs. Brown and Gillis, both of whom are executive officers of the Company. The Disclosure Committee's primary responsibilities are to oversee the Company's disclosure practices and to ensure the Company meets all regulatory disclosure requirements.

### **Risk Management Committee**

In addition to the four standing committees of the Board, the Company has constituted a Risk Management Committee comprised of Messrs. Brown, Gillis and Hoskins, all of whom are executive officers of the Company. The Risk Management Committee's primary responsibilities are to ensure compliance with the Company's Risk Management and Hedging Policy, as well as to formulate the Company's risk management strategy under the overall direction of the Board, which includes:

- determination of what proportion of the Company's production should be hedged at any given time and for what period(s) in accordance with Board approved limits;
- determination of which commodity pricing or FX exposures should be hedged;
- determination of which pricing indices are appropriate to hedge against;

- determination of type of structures/instruments to be used; and
- determination of pricing levels to be targeted.

### **Assessments**

The Board is responsible for ensuring that there is a process in place for annually evaluating the effectiveness and contribution of the Board, the committees of the Board and the individual directors based on their applicable terms of reference or position description.

The objective of the assessments is to ensure the continued effectiveness of the Board in the execution of its responsibilities and to contribute to a process of continuing improvement. In addition to any other matters the Board deems relevant, the assessments will consider in the case of the Board or a committee, the applicable terms of reference, the applicable position descriptions, as well as the competencies and skills each individual director is expected to bring to the Board.

## APPENDIX "B"

### BOARD OF DIRECTORS TERMS OF REFERENCE

The Board of Directors (the "Board") of Cequence Energy Ltd. (the "Corporation") shall have the oversight responsibility, authority and specific duties as described below.

#### **Composition**

##### Directors and Chairman

The Board shall appoint a chairman (the "Chairman") from amongst the directors which comprise the Board. The majority of the directors and the Chairman must to the extent possible be independent, as defined under applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules.

To ensure efficient, independent functioning of the Board, the Chairman shall be the effective leader of the Board. As such, the Chairman is responsible for ensuring that the Board's agenda enables the Board to successfully carry out its duties.

##### Committees

In addition to any other committees (including special committees) which the Board may in its discretion constitute from time to time, the Board shall have the following standing committees:

- Audit Committee;
- Reserves and Environment, Health and Safety Committee;
- Compensation Committee; and
- Governance Committee.

Certain of the responsibilities of the Board may be delegated to these or other committees of the Board. The composition and responsibilities of these standing committees and any other standing committees of the Board will be as set forth in their terms of reference, as amended from time to time, and approved by the Board.

Committee members shall be appointed by the Board. The Governance Committee shall provide the Board with its recommendation for filling any vacancies on any committees. The chair of each committee may be designated by the Board or, failing that, by the members of the particular committee. At each meeting of the Board, the chair of each committee (or such committee member as the chair may designate) shall report the results of meetings and any associated recommendations.

#### **Board Membership Nomination and Evaluation**

The Board has delegated the responsibility of recommending new director nominees to the Governance Committee. The Governance Committee shall, among other things, be responsible for recommending director candidates to the full Board. As well, the Governance Committee will ensure an orientation program is provided to new directors.

In addition, the Board has delegated the responsibility of annually evaluating the effectiveness and contribution of the Board, the committees of the Board and the individual directors to the Governance Committee.



## **Communication**

To ensure that the Corporation has in place policies and programs that enable the Corporation to communicate effectively and in a timely manner with its shareholders, other stakeholders, analysts and the public generally the Board has adopted a corporate disclosure policy.

## **Meetings and Record Keeping**

The Board shall meet regularly and at least quarterly at such times and at such locations as the Chairman or a majority of the directors shall determine. Further:

1. Notice of meetings shall be given to each director not less than 48 hours before the time of the meeting (unless such notice period is waived). Meetings of the Board may be held without formal notice if all of the directors are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting. The notice of the meeting may be delivered personally, given by mail, facsimile or other electronic means of communication.
2. Each member of the Board is expected to attend Board meetings and meetings of committees on which he or she is a member and to be familiar with deliberations and decisions as soon as possible after any missed meetings. Members of the Board are expected to prepare for meetings by reviewing the meeting materials distributed to members of the Board prior to such meetings.
3. The independent directors of the Board shall regularly hold *in camera* sessions of the Board, with only independent directors present and at such times as the independent directors or Chairman determine advisable.
4. A quorum for meetings shall be a majority of the members of the Board, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to hear each other.
5. If the Chairman is not present at any meeting, one of the other directors who is present at the meeting shall be chosen by the Board to preside at the meeting.
6. The Chairman shall, in consultation with management, establish agendas for the meetings that enable the Board to successfully carry out its duties and instruct management to circulate appropriate agenda materials to the Board with sufficient time for study prior to the meeting.
7. Every question at a Board meeting shall be decided by a majority of the votes cast.
8. Management shall receive notice of meetings and may attend meetings of the Board at the invitation of the Chairman.
9. The Corporate Secretary of the Corporation, or any other person selected by the Board, shall act as secretary for the purpose of recording the minutes of each meeting.
10. The minutes of the meeting of the Board shall be placed in the Corporation's minute book.

## **Duties and Responsibilities**

In accordance with applicable laws, the Board is required to always act honestly and in good faith with a view to the best interests of the Corporation.

The Board is responsible for the stewardship of the Corporation and overseeing the management of the business of the Corporation. The responsibilities of the Board include:

1. to the extent feasible, satisfying itself as to the integrity of the executive officers and that the executive officers create a culture of integrity throughout the Corporation;
2. satisfy itself that the executive officers are complying with the Corporation's policies and Code of Business Conduct;

3. adopting a strategic planning process and approving, at least on an annual basis, a strategic plan/budget for the Corporation which takes into account, among other things, the opportunities and risks of the business;
4. identifying the principal risks of the Corporation's business, and ensuring appropriate systems are implemented to manage these risks;
5. reviewing on an annual basis the Corporation's compliance with the Disclosure Policy and ensuring that the Disclosure Committee is effectively implementing the disclosure policy;
6. ensuring that the Corporation has appropriate processes in place to effectively communicate with its employees, government authorities, other stakeholders and the public;
7. ensuring the necessary internal controls and management systems are in place that effectively monitor the Corporation's operations and ensure compliance with applicable laws, regulations and policies, including reviewing on an annual basis the controls and procedures established for the certification of financial and other disclosure made by the Corporation;
8. satisfying itself that the Corporation is taking appropriate actions with regards to health and safety matters;
9. developing clear position descriptions for the Chairman and the President and Chief Executive Officer;
10. reviewing and approving, as appropriate, the recommendations of any committees of the Board;
11. developing or approving the corporate goals and objectives that the President and Chief Executive Officer is responsible for meeting; and
12. establishing, with the assistance of the Governance Committee, if required, an appropriate system of corporate governance principles and guidelines applicable to the Corporation.

### **Stakeholder Communication**

Any stakeholder may contact the Board by e-mail or in writing at Donald Archibald, Attention: Chairman of Board of Directors, 1400, 215 – 9<sup>th</sup> Avenue S.W., Calgary, Alberta, T2P 1K3, Telephone: (403) 660-8906, Email: d.archibald@cequence-energy.com. Matters relating to the Corporation's accounting, internal accounting control or audit matters will be referred to the Audit Committee. Other matters will be referred to the Chairman.

### **Review of Terms of Reference**

The Board or, at the request of the Board, the Governance Committee, shall review and assess these Terms of Reference and any governance principles and guidelines established by the Board at least annually.