

PETRO VISTA ENERGY CORP.

**Annual General and Special Meeting
to be held on Thursday, March 29, 2018**

**Notice of Annual General and Special Meeting
and
Information Circular**

February 22, 2018

PETRO VISTA ENERGY CORP.

Suite 1430, 800 West Pender Street
Vancouver, B.C., V6C 2V6

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Petro Vista Energy Corp. (the “**Company**”) will be held at 2600 Oceanic Plaza, 1066 West Hastings Street, Vancouver, British Columbia on Thursday, March 29, 2018 at 10:00 am. At the Meeting, the shareholders will receive the financial statements for the year ended September 30, 2017, together with the auditor’s report thereon, and consider resolutions to:

1. set the number of directors at three;
2. elect directors for the ensuing year;
3. appoint PricewaterhouseCoppers LLP, Chartered Accountants, as auditor of the Company for the ensuing year, and authorize the directors to determine the remuneration to be paid to the auditor
4. consider and, if thought fit, pass an ordinary resolution approving the adoption of a new stock option plan, as more particularly described in the Information Circular under the heading “Particulars of Matters to be Acted Upon - Adoption of New Stock Option Plan”;
5. consider and, if thought fit, pass a special resolution approving the the consolidation of the fully paid and issued common shares of the Company on, or up to, a ten (10) old for one (1) new common share basis, as more particularly described in the Information Circular under the heading “Particulars of Matters to be Acted Upon – Consolidation of Common Shares”; and
6. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Vancouver, British Columbia time) on March 27, 2018 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on February 22, 2018 will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 22nd day of February, 2018.

ON BEHALF OF THE BOARD

“Dan Placzek”

Dan Placzek
Director

PETRO VISTA ENERGY CORP.

Suite 800, 789 West Pender Street
Vancouver, B.C., V6C 1H2
Telephone: 604-638-8067

INFORMATION CIRCULAR

(as at February 22, 2018 except as otherwise indicated)

SOLICITATION OF PROXIES

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the Management of Petro Vista Energy Corp. (the “**Company**”). The form of proxy which accompanies this Circular (the “**Proxy**”) is for use at the annual general and special meeting of the shareholders of the Company to be held on Thursday, March 29, 2018 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

APPOINTMENT AND REVOCATION OF PROXY

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.** The completed Proxy should be delivered to Computershare Investor Services Inc. (“**Computershare**”) by 10:00 a.m. (local time in Vancouver, British Columbia) on March 27, 2018, or before 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to Computershare or by transmitting a revocation by telephonic or electronic means, to Computershare, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Provisions Relating to Voting of Proxies

The common shares represented by Proxy in the form provided to shareholders will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those common shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in

the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the management of the Company (the “Management”) knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

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 hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those common shares will, in all likelihood, not be registered in the shareholder’s name. Such common shares will more likely be registered under the name 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 Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such common shares are registered under the name of Cede & Co., the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms. Common shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form (“**VIF**”), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). 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 who receives a Broadridge VIF cannot use that form to vote common shares directly at the Meeting. The VIFs must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities which they own (“**NOBOs**”). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a NOBO and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

Pursuant to the provisions of NI 54-101, the Company is providing the Notice of Meeting, Circular and Proxy or VIF, as applicable, to both registered owners of the securities and NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding common shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, if you are a NOBO, you can expect to receive a scannable VIF from Computershare. Please complete and return the VIF to Computershare in the envelope provided or by facsimile. In addition, telephone voting and internet voting instructions can be found on the VIF. Computershare will tabulate the results of the VIFs received from the Company’s NOBOs and will provide appropriate instructions at the Meeting with respect to the common shares represented by the VIFs they receive.

The Company’s OBOs can expect to be contacted by Broadridge or their brokers or their broker’s agents. The Company will assume the costs associated with the delivery of the Notice of Meeting, Circular and VIF, as set out above, to OBOs by intermediaries.

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 broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. NI 54-101 allows a Beneficial Shareholder who is a NOBO to submit to the Company or an applicable intermediary any document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. If such a request is received, the Company or an intermediary, as applicable, must arrange, without expenses to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions from the NOBO at least one business day prior to the time by which proxies are to be submitted at the Meeting, with the result that such a written request must be received by 10:00 a.m. (Vancouver time) on March 27, 2018. **A NOBO Shareholder who wishes to attend the Meeting and to vote their common shares as proxyholder for the registered shareholder, should enter their own name in the blank space on the VIF or such other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

All references to shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

Financial Statements

The audited financial statements of the Company for the year ended September 30, 2017, together with the auditor's report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date of the accompanying Notice of Meeting, the Company's authorized capital consists of an unlimited number of common shares of which 29,425,994 common shares are issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

Shareholders registered as at February 22, 2018, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, there are no shareholders who beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding common shares of the Company.

ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The number of directors of the Company was set at four at the Company's last annual general meeting. Shareholders will be asked at the Meeting to pass an ordinary resolution to set the number of directors for the ensuing year at three.

Advance Notice Provisions

Pursuant to Article 14.12 of the Company's Articles, any additional director nominations for an annual general meeting must be received by the Company, not less than 35, nor more than 65 days prior to the date of the meeting. As no nominations were received by February 21, 2018 being the date which is 35 days prior to the Meeting, management's nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
Dan Placzek ⁽²⁾⁽³⁾⁽⁴⁾ British Columbia, Canada <i>Director, Chief Executive Officer, President and Secretary</i>	Private corporate development consultant and President of Hawk Holdings Ltd., a private venture capital firm based in Vancouver, BC.	November 17, 2017	Nil
Darryl Cardey ⁽²⁾⁽³⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	President and sole owner of Cardey Management Corp., a private British Columbia venture capital company, since October 2000; and a Principal of CDM Capital Partners Inc., a private British Columbia venture capital company, since April 2011.	March 31, 2017	Nil
Helen Ko ⁽²⁾⁽³⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	Canadian Chartered Professional Accountant. Former CFO of TrackX Holdings Inc., and controller for a number of publicly listed companies.	March 31, 2017	Nil

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee
- (4) Member of the Corporate Governance Committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

Corporate Cease Trade Orders or Bankruptcies

No director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or

- (c) 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.

Individual Bankruptcies

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

EXECUTIVE COMPENSATION

Named Executive Officers

During the financial year ended September 30, 2017, the Company had two Named Executive Officers (“NEOs”) being, Darren Devine, the former Chief Executive Officer, the former President, the former Corporate Secretary and the former Executive Vice President and Adam Kniec, the Chief Financial Officer (“CFO”). On March 31, 2017 Darren Devine was appointed Chief Executive Officer and President and resigned as the Executive Vice President of the Company on this date.

On November 17, 2017, Darren Devine resigned as Chief Executive Officer, President and Secretary and Dan Placzek was appointed Chief Executive Officer, President and Corporate Secretary on this date.

“Named Executive Officer” means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Discussion and Analysis

The Company’s compensation philosophy for executive officers follows three underlying principles:

- (a) to provide compensation packages that encourage and motivate performance;
- (b) to be competitive with other companies of similar size and scope of operations so as to attract and retain talented executives; and

- (c) to align the interests of its executive officers with the long-term interests of the Company and its shareholders through stock related programs.

When determining compensation policies and individual compensation levels for the Company's executive officers, the Compensation Committee takes into consideration a variety of factors. These factors include the overall financial and operating performance of the Company, and the Compensation Committee's and the Board of Directors (the "**Board**") overall assessment of:

- (a) each executive officer's individual performance and contribution towards meeting corporate objectives;
- (b) each executive officer's level of responsibility, and
- (c) each executive officer's length of service.

The Company does not actively benchmark executive compensation against any peer group. This allows the Corporation to retain the flexibility to determine compensation for each executive officer on an individual basis. Furthermore, the Board annually reviews and approves the compensation packages, including salary level, bonus potential and entitlement and participation in long-term equity-based incentives, and the performance of all senior executives, including the Chief Executive Officer.

The Compensation Committee intends to agree annually and on an as-needed basis, with input from management, on the specific work to be undertaken from time to time by external human resources consultants.

Compensation Mix

In keeping with the Company's philosophy to link senior executive compensation to corporate performance and to motivate senior executives to achieve exceptional levels of performance, the Company has adopted a model that includes both base salary and "at-risk" compensation, comprised of short-term performance bonuses (which are subject to targets being achieved) and participation in the Company's Long Term Incentive Plan (stock option), as described below.

Base Salary

Base salary levels reflect the fixed component of pay that compensates executives for fulfilling their roles and responsibilities and assists in the attraction and retention of highly qualified executives. Base salaries are reviewed annually to ensure they reflect each respective executive's performance and experience in fulfilling his or her role and to ensure executive retention.

Long Term Incentive Plan (Stock Options)

Long-term incentives are performance-based grants of stock options. The awards are intended to align executive interests with those of shareholders by tying compensation to share performance and to assist in retention through vesting provisions. Grants of stock options are based on:

- (a) the executive's performance;
- (b) the executive's level of responsibility within the Company;
- (c) the number and exercise price of options previously issued to the executive; and

- (d) the overall aggregate total compensation package provided to the executive. A Black-Scholes valuation is used to determine the value of any long-term options allocated.

The Compensation Committee makes recommendations to the Board concerning the Company's Long Term Incentive Plan based on the above criteria. Options are typically granted on an annual basis in connection with the review of executives' compensation packages. Options may also be granted to executives upon hire or promotion and as special recognition for extraordinary performance.

Risk of Compensation Practices and Disclosure

The Compensation Committee has not formally considered the risks associated with the Company's compensation policies and practices. The Company's compensation policies and practices give greater weight toward long-term incentives to mitigate the risk of encouraging short-term goals at the expense of long term sustainability. The discretionary nature of annual bonus awards and option grants are significant elements of the Company's compensation plans and provide the Board with the ability to reward historical performance and behaviour that the Board consider to be aligned with the Company's best interests. The Company has attempted to minimize those compensation practices and policies that expose the Company to inappropriate or excessive risks. The Board and the Compensation Committee does not believe that the Company's compensation programme results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

Hedging Policy

The Company has not established a policy on whether a NEO or director is permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. The NEOs and directors have advised the Company that they have not entered into any such arrangement.

Chief Executive Officer Compensation

When a Chief Executive Officer is appointed, the components of Chief Executive Officer's compensation will be the same as those which apply to the other senior executive officers of the Company, namely base salary, performance bonus (which is subject to targets being achieved) and long-term equity incentives. The Compensation Committee will present recommendations to the Board with respect to the Chief Executive Officer's compensation. In setting the recommended salary of the Chief Executive Officer, the Compensation Committee will take into consideration the recommendations of independent consultants. In setting the salary, performance bonus and long-term incentives for the Chief Executive Officer, the Compensation Committee will evaluate the performance of the Chief Executive Officer in light of such individual's impact on the achievement of the Company's goals and objectives.

Option-based awards

The Company's stock option plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange (the "Exchange"), and closely align the interests of the executive officers with the interests of shareholders.

The Compensation Committee has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

Compensation Governance

The Compensation Committee has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards. The Compensation Committee is composed of Dan Placzek (Chair), Darryl Cardey and Helen Ko. Darryl Cardey and Helen Ko are “independent directors” as defined under applicable Canadian securities laws at the relevant times and Dan Placzek is not as he is President, Chief Executive Officer (“CEO”) and Corporate Secretary of the Company.

All members of the Compensation Committee have direct experience that is relevant to their responsibilities as Compensation Committee members. All members are or have held senior executive roles within public companies, and therefore have a good understanding of compensation programmes. They also have good financial understanding that allows them to assess the costs versus benefits of compensation plans. The members combined experience in the resource sector provides them with the understanding of the Company’s success factors and risks, which is very important when determining metrics for measuring success. For further information on the Compensation Committee, see “Corporate Governance Disclosure - Compensation Committee”.

SUMMARY COMPENSATION TABLE

Set out below is a summary of compensation paid or accrued during the Company’s three most recently completed financial years to the Company’s NEOs.

Summary Compensation Table

Name and principal position	Year	Salary ⁽²⁾ (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual Incentive plans	Long-term incentive plans			
Darren Devine former Chief Executive Officer, former President ⁽³⁾ ⁽⁴⁾	2017	45,000	Nil	Nil	Nil	Nil	Nil	Nil	45,000
	2016	144,000	Nil	Nil	Nil	Nil	Nil	Nil	144,000
	2015	144,000	Nil	Nil	Nil	Nil	Nil	Nil	144,000
Adam Kniec CFO	2017	33,000	Nil	Nil	Nil	Nil	Nil	Nil	33,000
	2016	96,000	Nil	Nil	Nil	Nil	Nil	Nil	96,000
	2015	96,000	Nil	Nil	Nil	Nil	Nil	Nil	96,000

Notes:

- (1) No options were granted to NEOs during the year ended September 30, 2017.
- (2) These fees were paid or accrued to companies owned by Darren Devine (Chelmer Consulting Corp.) and Adam Kniec (ArkOrion Enterprises Inc.).
- (3) Darren Devine also served as a director of the Company and received compensation for services as a director, and his compensation has been included in the figures provided in this Summary Compensation Table. Amounts, if any, which relate to the director role are disclosed in subsequent footnotes hereunder.

- (4) Effective March 31, 2017 Darren Devine was appointed Chief Executive Officer, President and Corporate Secretary and resigned as Executive Vice President on this date. On November 17, 2017, Darren Devine resigned as a Director, CEO, President and Corporate Secretary of the Company.

Narrative Discussion

The NEO's have not entered into employment agreements with the Company. The Company does not have a pension plan or a long term incentive plan.

The Company entered into a consulting agreement with Chelmer Consulting Corp. dated January 1, 2010 and amended on September 1, 2013 (the "**Devine Consulting Agreement**") pursuant to which Mr. Devine provides services to the Company. Pursuant to the Devine Consulting Agreement, Chelmer Consulting Corp. receives a monthly fee of C\$12,000, reduced to C\$1,000 effective January 1, 2017 upon the closing of the sale of the Company's oil and gas assets to Maha Energy Inc. The Devine Consulting Agreement can be terminated by either party upon providing 90 days written notice or payment of three months' of fees in lieu of notice.

The Company entered into a consulting agreement with ArkOrion Enterprises Inc. dated February 1, 2010 and amended on September 1, 2013 (the "**Kniec Consulting Agreement**") pursuant to which Mr. Kniec provides services to the Company. Pursuant to the Kniec Consulting Agreement, ArkOrion Enterprises Inc. receives a monthly fee of C\$8,000, reduced to C\$1,000 effective January 1, 2017 upon the closing of the sale of the Company's oil and gas assets to Maha Energy Inc. The Kniec Consulting Agreement can be terminated by either party upon providing 60 days written notice or payment of two months' of fees in lieu of notice.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by a NEO. At the end of the most recently completed financial year, there were no option-based awards held by the NEOs of the Company.

Incentive Plan Awards – Value Vested or Earned During the Year

No incentive plan awards were earned or vested by any NEO during the most recently completed financial year.

Narrative Discussion

The following information is intended as a brief description of the Company's current stock option plan (the "**Current Plan**") and is qualified in its entirety by the full text of the Current Plan, which will be available for review at the Meeting.

1. The maximum aggregate number of shares that may be issued upon the exercise of stock options granted under the Current Plan shall not exceed 10% of the issued and outstanding share capital of the Company, the exercise price of which, as determined by the Board in its sole discretion, shall not be less than the last closing price of the Company's shares traded through the facilities of the Exchange prior to the announcement of the option grant, or such other price as may be required or permitted by the Exchange, or if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.

2. The Board shall not grant options to any one person in any 12 month period which will, when exercised, exceed 5% of the issued and outstanding shares of the Company or to any one consultant or to those persons employed by the Company who perform investor relations services which will, when exercised, exceed 2% of the issued and outstanding shares of the Company.
3. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Current Plan. All options granted under the Current Plan may not have an expiry date exceeding five years from the grant date.
4. If the option holder ceases to be a director, officer, employee or consultant of the Company (other than by reason of death or disability) then the option granted shall expire on the earlier of the expiry date and 90 days after the date on which the option holder ceases to be a director, officer, employee or consultant, subject to the terms and conditions set out in the Current Plan.

The Board retains the discretion to impose vesting periods on any options granted. In accordance with the policies of the Exchange, stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three month period.

The Board proposes to implement a new stock option, subject to shareholder and regulatory approval, to allow for the purchase of shares issuable in connection with stock options granted under the new stock option plan to equal 10% of the Company's issued and outstanding common shares at any given time. For additional information pertaining to the new stock option plan, see the section of this Circular entitled "Particulars of Matters to be Acted Upon - Adoption of New Stock Option Plan".

PENSION BENEFITS

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company and its subsidiaries have no employment contracts with any Named Executive Officer except as follows:

1. the Kniec Consulting Agreement effective February 1, 2010, as amended on September 1, 2013, between the Company and ArkOrion Enterprises Inc., a company wholly owned by Adam Kniec; and
2. the Devine Consulting Agreement effective January 1, 2010, as amended on September 1, 2013, between the Company and Chelmer Consulting Corp., a company wholly owned by Darren Devine.

Neither the Company, nor its subsidiaries, have a contract, agreement, plan or arrangement that provides for payments to an NEO following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or its subsidiaries, or a change in responsibilities of the NEO following a change in control.

DIRECTOR COMPENSATION

Other than compensation paid to the NEOs, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts, during the most recently completed year ended.

The following table sets forth the details of compensation provided to the directors, other than the NEOs, during the Company's most recently completed financial year:

Director Compensation Table

Name	Fees earned (\$) ⁽¹⁾	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Keith Hill ⁽³⁾	8,351	Nil	Nil	Nil	Nil	Nil	8,351
Darryl Cardey ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Helen Ko ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ian Gibbs ⁽⁵⁾	8,351	Nil	Nil	Nil	Nil	Nil	8,351
Nick Walker ⁽⁵⁾	8,351	Nil	Nil	Nil	Nil	Nil	8,351

Notes:

- (1) During the year ended September 30, 2017, directors have earned directors' fees for their participation on the Board and various governance committees. No directors or committee fees were earned by directors after December 31, 2017.
- (2) No options were granted to the directors during the year ended September 30, 2017.
- (3) Keith Hill resigned as a director of the Company effective January 31, 2017.
- (4) Darryl Cardey and Helen Ko were appointed directors at the Company's annual general and special meeting held on March 31, 2017.
- (5) Ian Gibbs and Nick Walker did not stand for re-election at the annual general and special meeting held on March 31, 2017.

Narrative Discussion

Other than amounts already included in the above table, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the year ended September 30, 2017 or subsequently, up to and including the date of this Circular.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by any director. At the end of the most recently completed financial year, there were no option-based awards held by the directors of the Company.

Incentive Plan Awards – Value Vested or Earned During the Year

No incentive plan awards were earned or vested by any director during the most recently completed financial year.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at September 30, 2017:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in columns (a) and (b))
Equity compensation plans approved by the securityholders	Nil	N/A	2,942,599
Equity compensation plans not approved by the securityholders	Nil	Nil	Nil
Total	Nil	N/A	2,942,599

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the last completed financial year of the Company.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company’s last financial year in matters to be acted upon at the Meeting, other than the election of directors. the appointment of auditors and the approval of a new 10% rolling stock option plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company’s last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITOR

Auditor

Management intends to nominate PricewaterhouseCoopers LLP, Chartered Accountants, of Vancouver, BC, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

Other than as disclosed elsewhere in this Circular, no Management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

AUDIT COMMITTEE

The Company is required to have an audit committee (the “**Audit Committee**”) comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. The Company's current audit committee consists of Dan Placzek (chairman), Darryl Cardey and Helen Ko. .

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule “A” to this Circular.

Composition of Audit Committee and Independence

National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's Board, reasonably interfere with the exercise of the member's independent judgment. Of the Company's current Audit Committee members, Darryl Cardey and Helen Ko are “independent” within the meaning of NI 52-110. Dan Placzek is not “independent” as he is President and CEO of the Company.

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. All of the members of the Audit Committee are “financially literate” as that term is defined. The following sets out the Audit Committee members' education and experience that is relevant to the performance of his responsibilities as an audit committee member.

Relevant Education and Experience

Dan Placzek

Mr. Placzek has worked in the capital markets for over 10 years. As an experienced business person Mr. Placzek has the ability to read and understand financial statements and provide guidance on same.

Darryl Cardey

Mr. Cardey holds a Chartered Accountant designation from the Institute of Chartered Accountants, British Columbia. Over the past 17 years, Mr. Cardey has acted as a director or in a senior financial role with a wide variety of private and public companies in the oil and gas, mining and technology sectors.

Helen Ko

Ms. Ko is a Canadian Chartered Professional Accountant, has served as the CFO and as a controller for a publicly listed company.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Audit Committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

Audit Fees

The following table sets forth the fees billed by the Company's auditors PricewaterhouseCoopers LLP, Chartered Accountants, in the last two fiscal years:

	<u>2017</u>	<u>2016</u>
	(\$)	(\$)
Audit fees ⁽¹⁾	70,000	53,000
Audit related fees ⁽²⁾	4,840	21,182
Tax fees ⁽³⁾	4,951	-
All other fees ⁽⁴⁾	-	-
Total	<u>\$79,791</u>	<u>\$74,182</u>

Notes:

- (1) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (2) "Audited related fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit fees" above. These services would include due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax fees" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
- (4) "All other fees" include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

Exemption in Section 6.1

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the "**Guidelines**") adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company's approach to corporate governance is set out below.

Board of Directors

Management is nominating three individuals to the Board, all of whom are current directors of the Company.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. The "material relationship" is defined as a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of a director's independent judgement. All of the current members of the Board are considered "independent" within the meaning of NI 52-110, except for Dan Placzek, who is the President and CEO of the Company.

Directorships

The following director of the Company and nominee directors of the Company are also directors of other reporting issuers as stated:

<i>Name of Director</i>	<i>Name of Other Reporting Issuer</i>
Dan Placzek	World Mahjong Limited (CSE)
Darryl Cardey	Northern Empire Resources Corp. (TSX.V) Precipitate Gold Corp. (TSX.V) Cairo Resources Inc. (TSX.V) Dataminers Capital Corp. (TSX.V) Millrock Resources Inc. (TSV.V)
Helen Ko	World Majong Limited (CSE) Ross River Minerals Inc. (TSX.V)

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board, committees and copies of the Company's corporate governance policies;
2. access to recent, publicly filed documents of the Company; and
3. access to management.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board has adopted a Code of Conduct and Ethics that is posted on SEDAR at www.sedar.com and has instructed its management and employees to abide by the Code.

Nomination of Directors

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors.

Compensation Committee

The members of the Compensation Committee are Dan Placzek, Darryl Cardey and Helen Ko. The Compensation Committee has responsibility for determining compensation for the directors and senior management.

To determine compensation payable, the Compensation Committee determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended

by the directors and senior management while taking into account the financial and other resources of the Company. The Company does not actively benchmark executive compensation against any peer group. This allows the Company to retain the flexibility to determine compensation for each executive officer on an individual basis. Furthermore, the board of directors annually reviews and approves the compensation packages, including salary level, bonus potential and entitlement and participation in long-term equity-based incentives, and the performance of all senior executives, including the Chief Executive Officer.

The Board has adopted a written charter that sets forth the responsibilities of the Compensation Committee and gives the Committee the authority to engage outside experts to assist in identifying potential candidates if considered advisable.

Other Committees

In addition to the Audit Committee and Compensation Committee, the Board has one other standing committee, being the Corporate Governance Committee. The purpose of the Corporate Governance Committee is to monitor and to generally be responsible for developing the Company's governance and human resources policies and guidelines relating to corporate governance and human resources and overseeing their implementation and administration.

Assessments

The Board annually reviews its own performance and effectiveness as well as the effectiveness and performance of its committees. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

PARTICULARS OF MATTERS TO BE ACTED UPON

Adoption of New Stock Option Plan

The Board proposes to implement a new 10% rolling plan (the "**New Plan**") to replace the Current Plan, subject to shareholder and regulatory approval. The New Plan is consistent with the requirements of the Exchange and provides as follows:

- (a) the maximum aggregate number of common shares that can be issued pursuant to the exercise of options granted under the Current Plan, the New Plan or otherwise, is 10% of the Company's current issued and outstanding share capital (on a non-diluted basis);
- (b) stock options granted under the New Plan will have an expiry date not to exceed ten years from the date of grant;
- (c) any stock options granted that expire or terminate for any reason without having been exercised will again be available under the New Plan;
- (d) stock options will vest as required by the Exchange and as may be determined by the administrator of the New Plan, or in the absence of such body, the Board;
- (e) the minimum exercise price of any stock options issued under the New Plan will be determined by the Board at the time of grant, subject to the requirements of the Exchange;

- (f) stock options granted will expire 90 days after an optionee ceases to be involved with the Company, or for any options granted to an individual providing investor relations services, 30 days after the optionee ceases to be involved with the Company;
- (i) the Company cannot grant options to any one consultant in any 12 month period which could, when exercised, result in the issuance of shares exceeding 2% of the issued and outstanding common shares of the Company;
- (j) the Company cannot grant options in any 12 month period to persons employed or engaged by the Company to perform investor relations activities which could, when exercised, result in the issuance of common shares exceeding, in aggregate, 2% of the issued and outstanding shares of the Company and options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than 1/4 of the options vested in any three month period;
- (k) in connection with the exercise of an option, as a condition to such exercise the Company may require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such Option; and
- (l) if a change of control, as described in the New Plan, occurs, all unvested options shall immediately become vested and may thereon be exercised in whole or in part by the option holder, subject to any required approval by the Exchange.

The above summary is subject to the full text of the New Plan which will be available for review at the Meeting.

The New Plan, and any material amendments thereto, must be approved by a majority of the votes cast by shareholders. The New Plan is subject to approval by the Exchange.

If the New Plan is approved by shareholders, a total of 2,942,599 common shares will be reserved for issuance pursuant to the exercise of options to be granted pursuant to the New Plan. As of February 22, 2018, there were no options issued and outstanding.

All options to acquire common shares of the Company previously issued by the Company to directors, officers, employees and consultants of the Company and currently outstanding shall be deemed to have been granted and issued under the New Plan and otherwise be governed by the terms and conditions of the New Plan, subject to the specific terms and conditions as to exercise price, vesting periods, if any, and expiry dates as are currently applicable to such options.

At the Meeting, shareholders will be asked to pass the following resolution:

“IT IS RESOLVED, as an ordinary resolution that the new 10% rolling stock option plan is hereby approved and confirmed and the directors and officers of the Company be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of this resolution and, notwithstanding the foregoing, the directors of the Company are hereby authorized, without further approval of or notice to the shareholders of the Company, to revoke this ordinary resolution at any time prior to giving effect to the new 10% rolling stock option plan.”

Shareholders may vote FOR or AGAINST the above resolution. The Board has unanimously approved the New Plan and recommends that shareholders vote FOR the adoption of the New Plan. To be

effective, the New Plan requires approval by an ordinary resolution passed by the shareholders of the Company at a general meeting. An ordinary resolution is a resolution passed by a simple majority of the votes cast in person or by proxy. If approved by the Company's shareholders, the New Plan will take effect upon approval by the Exchange.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval of the New Plan.

If shareholders do not approve the New Plan, the Current Plan will continue.

Consolidation of Common Shares

At the Meeting, the Company's shareholders will be asked to consider, and if thought appropriate, to pass a special resolution in the form set out below (the "**Consolidation Resolution**") amending the Company's authorized share capital by consolidating the Company's issued and outstanding common shares in the capital of the Company on the basis of up to ten (10) old common shares for one (1) new common share of the Company (the "**Consolidation**"), such ratio to be determined by the board of directors of the Company (the "**Board**") in its sole discretion (the "**Consolidation Ratio**"). The effect of the Consolidation, the background to and reasons for the Consolidation, certain risks associated with the Consolidation and certain additional information relating to the Consolidation, are set out below.

The Board believes that the Consolidation is in the best interests of the Company and its shareholders and may be necessary in order to provide the Company with a share capital structure that will better attract capital financing and enhance future growth opportunities.

The Consolidation is also subject to the approval of the Exchange. Assuming approval of the Consolidation is obtained from the shareholders and the Exchange, the Consolidation will take effect on a date to be coordinated with the Exchange and announced in advance by the Company.

Principal Effects of the Consolidation

If approved and implemented, the Consolidation will occur simultaneously for all the common shares and the consolidation ratio would be the same for all such common shares. The consolidation would affect all shareholders equally. Except for any variances attributable to fractional common shares, the change in the number of issued and outstanding common shares that would result from the Consolidation would cause no change in the capital attributable to the common shares and would not materially affect any shareholders' percentage ownership in the Company, even though such ownership would be represented by a smaller number of common shares. The Company's name will not change in conjunction with the Consolidation.

The Consolidation will not change, in any way, any shareholder's proportion of votes to total votes; however, if the Consolidation Resolution is passed, the total number of votes that a Shareholder may cast at any future general meeting of the Company will be reduced. Each fractional common share remaining after conversion that is less than one-half of a common share will be cancelled and each fractional common share that is at least one-half of a common share will be changed to one whole common share.

The exercise or conversion price and the number of common shares issuable under any outstanding convertible securities of the Company, including outstanding stock options issued under the Company's stock option plan will be adjusted in accordance with their terms if the Consolidation is implemented.

The principal effect of the Consolidation will be that the number of common shares issued and outstanding will be reduced from 29,425,994 common shares as at February 22, 2018, to approximately 2,942,599 common shares (assuming a Consolidation Ratio of one (1) new common share for every ten (10) old common shares).

Certain Risks of the Consolidation

The effect of the Consolidation upon the market price of the common shares cannot be predicted with any certainty, and the history of similar share consolidations for companies similar to the Company is varied. There can be no assurance that the total market capitalization of the common shares immediately following the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the per-share market price of the common shares following the Consolidation will remain higher than the per-share market price immediately before the Consolidation or equal or exceed the direct arithmetical result of the Consolidation. In addition, a decline in the market price of the common shares after the Consolidation may result in a greater percentage decline than would occur in the absence of the Consolidation. Furthermore, the Consolidation may lead to an increase in the number of shareholders who will hold “odd lots”; that is, a number of shares not evenly divisible into “board lots” (a board lot is either 100, 500 or 1,000 shares, depending on the price of the shares). As a general rule, the cost to shareholders transferring an odd lot of common shares is somewhat higher than the cost of transferring a board lot. Nonetheless, despite the risks and the potential increased cost to shareholders in transferring odd lots of post-consolidation common shares, the Board believes the Consolidation is in the best interest of all shareholders.

Effect on Common Share Certificate

If the Consolidation is approved by shareholders and the Exchange and is implemented, registered shareholders will be required to exchange their existing share certificates for new share certificates representing post-consolidation common shares. Provided final approval by the Exchange is received and if the Board decides to implement it, then following the announcement by the Company of the effective date of the Consolidation, registered shareholders will be sent a letter of transmittal from Computershare as soon as practicable after the effective date of the Consolidation. The letter of transmittal will contain instructions on how to surrender certificate(s) representing pre-consolidation common shares to Computershare. Computershare will forward to each registered shareholder who has sent the required documents a new share certificate representing the number of post-consolidation common shares to which the shareholder is entitled. Until surrendered, each share certificate representing pre-consolidation common share will be deemed for all purposes to represent the number of whole post-consolidation common shares to which the shareholder is entitled as a result of the Consolidation.

Effect on Beneficial Shareholders

Beneficial Shareholders holding their common shares through a bank, broker or other intermediary should note that such banks, brokers or other intermediaries may have different procedures for processing the Consolidation than those that will be put in place by the Company for registered shareholders. If you hold your common shares with a bank, broker or other intermediary and if you have any questions in this regard, you are encouraged to contact your intermediary. **SHAREHOLDERS SHOULD NOT DESTROY ANY SHARE CERTIFICATES(S) AND SHOULD NOT SUBMIT ANY SHARE CERTIFICATE(S) UNTIL REQUESTED TO DO SO.**

Procedure for Implementing the Consolidation

If the Consolidation Resolution is approved by shareholders and final approval by the Exchange of the Consolidation is received, no further action will be required to implement the Consolidation and it will become effective on the date approved by the Board, which date will be announced in advance by the Company.

No Dissent Rights

Under the *Business Corporations Act* (British Columbia), the Shareholders do not have any dissent rights with respect to the proposed Consolidation.

Shareholder Approval Authorizing the Consolidation

Shareholders will be asked to approve the Consolidation by special resolution at the Meeting, being a majority of not less than two thirds ($\frac{2}{3}$) of the votes cast by shareholders present in person or by proxy at the Meeting. The text of a special resolution, in substantially the form as set out below, will be placed before shareholders of the Company at the Meeting.

BE IT RESOLVED, as a special resolution of the Company's shareholders, that:

- (a) the issued share capital of the Company be altered at a date to be determined by the board of directors of the Company by consolidating all of the issued and outstanding common shares without par value on the basis of up to ten (10) pre-consolidated common shares for one (1) post-consolidated common share (the "**Consolidation**");
- (b) any fractional shares of the Company arising upon the Consolidation be converted into whole shares of the Company as follows: (i) any fractional shares arising upon the Consolidation comprising less than one-half of one share will be deemed to have been tendered by the registered owner to the Company for cancellation, and will be returned to the authorized but unissued share capital of the Company; and (ii) any fractional shares arising upon the Consolidation comprising greater than or equal to one-half of one share will be converted into one whole share;
- (c) the directors of the Company, in their sole and complete discretion, may act upon this special resolution to effect the Consolidation and to determine the actual Consolidation ratio (such ratio not to exceed four (4) old common shares for one new common share), or if deemed appropriate and without any further approval from the shareholders of the Company, may choose not to act upon this special resolution notwithstanding shareholder approval of the Consolidation; and
- (d) any one director or officer of the Company, signing alone, be authorized to execute and deliver, under the corporate seal of the Company or otherwise, all such documents and instruments and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof."

The Board recommends that shareholders vote FOR the Consolidation Resolution.

General Matters

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Financial information about the Company is provided in the Company's comparative annual financial statements for September 30, 2017 a copy of which, together with Management's Discussion and Analysis thereon, can be found on the Company's SEDAR profile at www.sedar.com. Additional financial information concerning the Company may be obtained by any security holder of the Company free of charge by contacting the Company, at +1-604-638-8063.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 22nd day of February, 2018.

ON BEHALF OF THE BOARD

"Dan Placzek"

Dan Placzek
Director

PETRO VISTA ENERGY CORP.

**Schedule “A”
Audit Committee Charter**

I. MANDATE

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Petro Vista Energy Corp. (the “**Corporation**”) shall assist the Board in fulfilling its financial oversight responsibilities. The Committee’s primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Corporation’s financial statements and other financial information;
2. The compliance of such statements and information with legal and regulatory requirements;
3. The qualifications and independence of the Corporation’s independent external auditor (the “**Auditor**”); and
4. The performance of the Corporation’s internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. Composition

The Committee shall be comprised of three or more members.

B. Qualifications

Each member of the Committee must be a member of the Board.

A majority of the members of the Committee shall not be officers or employees of the Corporation or of an affiliate of the Corporation.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Corporation’s balance sheet, income statement, and cash flow statement.

C. Appointment and Removal

In accordance with the By-laws of the Corporation, the members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. Sub-Committees

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that a decision of such subcommittee to grant a pre-approval shall be presented to the full Committee at its next scheduled meeting.

F. Meetings

The Committee shall meet at least four times in each fiscal year, or more frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Corporation's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Corporation.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Corporation or of an affiliate of the Corporation.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Corporation's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Corporation, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Corporation's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

Independence of Auditor

1. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Corporation, consistent with Independence Standards Board Standard 1.
2. Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.
3. Require the Auditor to report directly to the Committee.
4. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Corporation.

Performance & Completion by Auditor of its Work

5. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
6. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Corporation's shareholders of the existing, Auditor.
7. Pre-approve all auditing services and permitted non-audit services, including the fees and terms thereof, to be performed for the Corporation by the Auditor unless such non-audit services:
 - (a) which are not pre-approved, are reasonably expected not to constitute, in the aggregate, more than 5% of the total amount of revenues paid by the Corporation to the Auditor during the fiscal year in which the non-audit services are provided;
 - (b) were not recognized by the Corporation at the time of the engagement to be non-audit services; and
 - (c) are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Internal Financial Controls & Operations of the Corporation

8. Establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Preparation of Financial Statements

9. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies.
10. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Corporation's financial statements or accounting policies.
11. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
12. Discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.
13. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
 - (a) The adoption of, or changes to, the Corporation's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.
 - (b) The management inquiry letter provided by the Auditor and the Corporation's response to that letter.
 - (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Corporation

15. Review the Corporation's annual and quarterly financial statements, management discussion and analysis (MD&A) and earnings press releases before the Board approves and the Corporation publicly discloses this information.

16. Review the Corporation's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.
17. Review disclosures made to the Committee by the Corporation's Chief Executive Officer and Chief Financial Officer during their certification process of the Corporation's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

Manner of Carrying Out its Mandate

18. Consult with the Auditor, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
19. Request any officer or employee of the Corporation or the Corporation's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
20. Meet with management, any internal auditor and the Auditor in separate executive sessions at least quarterly.
21. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee advisors.
22. Make regular reports to the Board.
23. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
24. Annually review the Committee's own performance.
25. Provide an open avenue of communication among the Auditor, the Corporation's financial and senior management and the Board.
26. Not delegate these responsibilities other than to one or more independent members of the Committee the authority to pre-approve, which the Committee must ratify at its next meeting, non-audit services to be provided by the Auditor.

C. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.