BENEFICIAL NOTEHOLDERS NOTICE OF CREDITORS' MEETINGS AND SANCTION HEARING

TO: The Beneficial Noteholders of Connacher Oil and Gas Limited (the "**Applicant**")

NOTICE IS HEREBY GIVEN that a meeting of the First Lien Lenders Class and a meeting of the General Creditors Class will be held on June 19, 2019 at 11:30 a.m. (Calgary time) and 11:45 a.m. (Calgary time), respectively, at the offices of:

Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888-3rd Street SW
Calgary, Alberta

(the "**Creditors' Meetings**") for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, resolutions of the First Lien Lender Class and the General Creditor Class (each a "**Resolution**") approving the Plan of Compromise and Arrangement of the Applicant pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") dated May 6, 2019 (as may be further amended, restated, varied, modified and/or supplemented from time to time in accordance with the terms thereof, the "**Plan**"); and

2. to transact such other business as may properly come before either of the Creditors' Meetings or any adjournment or postponement thereof.

The Creditors' Meetings are being held pursuant to an order (the "**Creditors Meetings Order**") of the Court of Queen's Bench of Alberta (the "**Court**") made on May 16, 2019.

Capitalized terms used and not otherwise defined in this Notice have the respective meanings given to them in the Plan or the 2019 Creditors' Meetings Order.

<u>The Plan</u>

The Plan contemplates the compromise of the Claims of the Affected Creditors. The 2019 Creditors' Meetings Order has established that quorum for the Creditors' Meetings is the presence, in person or by proxy, (i) at the meeting of the First Lien Lenders Class one Beneficial First Lien Lender with an Accepted Claim and (ii) at the meeting of the General Creditors Class (the "**General Creditor Class Meeting**"), one General Creditor with an Accepted Claim.

In order for the Plan to be approved and binding in accordance with the CCAA, the applicable Resolution must be approved by a required majority of Affected Creditors with Accepted Claims in each of the First Lien Lender Class and the General Creditor Class who validly vote in person or by proxy, or were deemed to do so, at the Creditors' Meetings.

With the exception of Beneficial Noteholders, for whom different voting procedures apply, as set out below, each Affected Creditor with a Voting Claim will be entitled to vote at the applicable Creditors' Meeting(s) in accordance with the 2019 Creditors' Meetings Order. If the Plan is approved in each of the Creditors' Meetings, the Plan must then be sanctioned by the Court before it can be implemented. Subject to Court sanction and the satisfaction of the other conditions precedent to implementation of the Plan, all Affected Creditors will then receive the treatment set forth in the Plan.

Voting Instructions for Beneficial Noteholders

A Beneficial Noteholder may vote at the General Creditor Class Meeting by following the procedures outlined in the Information Circular. In order for a Beneficial Noteholder to vote at the General Creditor Class Meeting, a Beneficial Noteholder must deliver Voting Instructions specifying their vote FOR or AGAINST the Plan. Beneficial Noteholders cannot vote by proxy in respect of their Second Lien Deficiency Claim.

Only Beneficial Noteholders who were Beneficial Noteholders at 5:00 p.m. (Calgary time) on May 16, 2019 (the "**Second Lien Notes Record Date**") are entitled to vote as General Creditors for the purposes of the General Creditor Class Meeting.

Beneficial Noteholders should promptly contact their Participant Holder and obtain and follow their Participant Holder's instructions with respect to the applicable voting procedures and deadlines, which may be earlier than the deadlines that are applicable to other Affected Creditors. **It should be noted that the only way for a Beneficial Noteholder to vote is to provide Voting Instructions and disclose the Beneficial Noteholder information to the applicable Participant Holder who will aggregate Voting Instructions and deliver a Master Proxy to the Solicitation and Information Agent. No other voting channel will be available and no other form of proxy will be used to vote the Second Lien Deficiency Claims held by Beneficial Noteholders.**

Beneficial Noteholders who wish to vote must deliver their Voting Instructions to their Participant Holder prior to the deadline set by the Participant Holder. Beneficial Noteholders who wish to make a Distribution Election in respect of their Second Lien Deficiency Claim shall follow the procedures set out in the Voting Information and Election Form. Under no circumstances should any person deliver Second Lien Notes or evidences of interests in Second Lien Notes to the Applicant, the Monitor, the Second Lien Trustee, or the Solicitation and Information Agent.

Beneficial Noteholders who hold General Creditor Claims other than Second Lien Deficiency Claims are instructed to complete a General Creditors Proxy in order to vote the amount of such General Creditor Claims. Please refer to the form of General Creditors Proxy provided to you for further instructions. If a Beneficial Noteholder who holds General Creditor Claims other than Second Lien Deficiency Claims submits Voting Instructions and a General Creditors Proxy with inconsistent votes on the Plan, their vote in respect of their entire General Creditor Claim shall be disregarded and not counted.

Any requests for assistance relating to the procedure for delivering Voting Instructions or if you wish to attend the General Creditor Class Meeting in person may be directed to the Solicitation and Information Agent at the following address:

Kingsdale Advisors
The Exchange Tower
130 King Street West, Suite 2950
P.O. Box 361
Toronto, ON
M5X 1E2

Phone: 416-867-2272
North American Toll Free: 1-888-642-3150
Email: contactus@kingsdaleadvisors.com

Sanction Hearing

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved at each of the Creditors' Meetings, the Applicant intends to bring an application before the Court on June 20, 2019 at 10:00 a.m. (Calgary time) or such later date as may be posted on the Monitor's website, at the Court located at Calgary Courts Centre, 601 5 Street SW, Calgary, Alberta.

The application seeks and order sanctioning the Plan under the CCAA and ancillary relief consequent upon such sanction. Any Affected Creditor that wishes to oppose the sanctioning of the Plan must serve on the Applicant, the Monitor and the service list for the Applicant's CCAA proceeding a notice setting out the basis for such opposition and a copy of the materials to be used to oppose the application by no later than 5:00 p.m. on the date that is seven (7) Business Days prior to the Sanction Hearing Date.

A copy of the service list may be obtained from the Monitor's website at www.ey.com/ca/connacheroilandgas together with copies of other materials related to this process.

This Notice is given by the Applicant pursuant to the 2019 Creditors' Meetings Order.

DATED this 16th day of May, 2019.